

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Gloucester Coal Limited (Gloucester)
ACN/ARSN ACN 008 881 712

1. Details of substantial holder (1)

Name Macarthur Coal Limited (Macarthur)
ACN/ARSN (if applicable) ACN 096 001 955

This notice is also given on behalf of each subsidiary or Macarthur (which, as at the date of this notice, are listed in Annexure A)

Note: in accordance with Chapter 6C of the Corporations Act, this notice is being lodged because Macarthur has made a takeover bid for Gloucester notwithstanding that Macarthur has nil voting power in Gloucester.

The holder became a substantial holder on 4 March 2010

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	Nil	Nil	Nil

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
NA	NA	Nil
NA	NA	Nil

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
NA	NA	NA	Nil
NA	NA	NA	Nil

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
NA	NA	NA	NA	Nil
NA	NA	NA	NA	Nil

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
NA	NA
NA	NA

7. Addresses

The addresses of the persons named in this form are as follows:


Name	Address
Gloucester	Level 15, Keycorp Towers, 799 Pacific Highway, Chatswood NSW 2067
Macarthur	100 Melbourne Street, South Brisbane QLD 4101
Subsidiaries of Macarthur	As per Annexure A

Signature

print name Lisa Dalton

Capacity: Company Secretary

sign here



date 5 March 2010

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of the relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

This is Annexure A of 2 pages referred to in the Form 603 signed by me and dated on 5 March 2010

5 March 2010

Date



Lisa Dalton, Company Secretary, Macarthur Coal Limited

	Name	Address	ABN	Nature of Association
1	Macarthur Exploration Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	86 096 687 508	Controlled by Macarthur Coal Limited
2	Olive Downs Coal Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	18 096 140 377	Controlled by Macarthur Coal Limited
3	Capricorn Coal Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	56 117 316 793	Controlled by Macarthur Coal Limited
4	West Burton Coal Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	33 117 316 695	Controlled by Macarthur Coal Limited
5	West Rolleston Coal Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	52 117 316 775	Controlled by Macarthur Coal Limited
6	West Walker Coal Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	44 117 316 739	Controlled by Macarthur Coal Limited
7	Moorvale West Coal Pty Ltd	100 Melbourne Street, South Brisbane QLD 4101	31 117 316 686	Controlled by Macarthur Coal Limited
8	BB Interests Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	86 116 402 352	Controlled by Macarthur Coal Limited
9	Monto Coal Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	32 098 393 072	Controlled by Macarthur Coal Limited
10	Custom Mining Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	99 109 159 471	Controlled by Macarthur Coal Limited
11	Custom Mining Management Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	34 124 346 247	Controlled by Macarthur Coal Limited
12	Custom Mining (Monto) Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	98 125 314 463	Controlled by Macarthur Coal Limited
13	Custom Mining Management Services Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	55 127 426 340	Controlled by Macarthur Coal Limited
14	Macarthur Coal Management Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	81 096 687 491	Controlled by Macarthur Coal Limited

	Name	Address	ABN	Nature of Association
15	Macarthur Coal (Equipment) Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	67 080 410 359	Controlled by Macarthur Coal Limited
16	Macarthur Coal Mine Management Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	95 113 889 928	Controlled by Macarthur Coal Limited
17	Coppabella Coal Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	33 095 976 042	Controlled by Macarthur Coal Limited
18	Moorvale Coal Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	55 075 157 925	Controlled by Macarthur Coal Limited
19	Queensland Coke & Energy Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	30 112 202 623	Controlled by Macarthur Coal Limited
20	Macarthur Rush Pty Ltd	Level 5 100 Melbourne Street, South Brisbane QLD 4101	31 128 817 461	Controlled by Macarthur Coal Limited