

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme Consegna Group Limited
 ACN/ARSN 12 107 903 159

1. Details of substantial holder (1)

Name The Australian Special Opportunity Fund, LP
 ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 01/02/2013

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)
Ordinary Shares	75,002,032	75,002,032	5.99%

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
The Australian Special Opportunity Fund, LP	The holder of the shares	75,002,032
The Lind Partners, LLC	The manager of the Australian Special Opportunity Fund, LP	75,002,032

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
The Australian Special Opportunity Fund, LP	HSBC Custody Nominees (Australia) Limited		75,002,032

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	
The Australian Special Opportunity Fund, LP	20/11/2012		Balance of the remaining shares acquired pursuant to an agreement to convert debt into equity (Conversion Agreement – see Annexure "A") pursuant to a funding transaction announced by the Company on ASX on 16 July 2012.	2,032
The Australian Special Opportunity Fund, LP	31/1/2013		Shares issued pursuant to the Conversion Agreement.	37,500,000
The Australian Special Opportunity Fund, LP	31/1/2013		Partial conversion of the convertible securities pursuant to a Conversion Agreement	37,500,000

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
The Lind Partners, LLC	The manager of the Australian Special Opportunity Fund, LP

7. Addresses

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

Name	Address
The Australian Special Opportunity Fund, LP	370 Lexington Ave, Suite 1900 New York, NY 10017 USA
The Lind Partners, LLC	370 Lexington Ave, Suite 1900 New York, NY 10017 USA

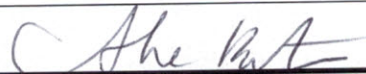
Signature

print name

Arlene Brownstein

capacity **COO**

sign here



date

04 / 02 / 2013

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.

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- (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 any 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.
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This is Annexure "A" of 3 pages referred to in
ASIC Form 603 (Notice of Initial Substantial Holder)

Signature

Print Name: Arlene Bronstein Capacity COO

Sign here:  Date 4/2/2013

This is a true and correct copy of the original
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January 2, 2013

To: CONSEGNA GROUP LTD (Company)

From: THE AUSTRALIAN SPECIAL OPPORTUNITY FUND LP (Investor)

Notice of the Conversion Price

In connection with a Security Purchase Agreement, to be dated on or around 16 July 2012 (the Agreement) between the Company and the Investor, the Investor hereby gives notice under clause 6.2 of the Agreement of its election to convert the Convertible Security as follows:

Conversion Amount:	AU\$75,000
Conversion Price:	AU\$0.002
Details of calculation of Conversion Price:	The three VWAPs we have decided use are \$0.003 (21 Dec), \$0.003 (24 Dec) and \$0.003 (28 Dec). Their average is \$0.003 and 90% of that, rounded down to the nearest three decimals is \$0.002
Number of Investor's Shares to be issued:	37,500,000

The Investor applies for such number of Investor's Shares as is set out above and requests that you issue those Investor's Shares to the Investor to the following account:

HSBC Custody Nominees (Australia) Ltd
HIN 651362, PID 20057
For the account of The Australian Special Opportunity Fund, LP
370 Lexington Avenue, Suite 1900, New York, NY 10017, USA

Yours faithfully

The Australian Special Opportunity Fund LP

Samuel Chun

This is a true and correct copy of the original *Chen AF*



January 18, 2013

To: CONSEGNA GROUP LTD (**Company**)

From: THE AUSTRALIAN SPECIAL OPPORTUNITY FUND LP (**Investor**)

Notice of the Purchase Price

In connection with a Security Purchase Agreement, to be dated on or around 16 July 2012 (the Agreement) between the Company and the Investor, the Investor hereby gives notice under clause 6.1 of the Agreement of its election to purchase the Tranche Shares as follows:

Prepaid Amount:	AU\$75,000
Purchase Price:	AU\$0.002
Details of calculation of Purchase Price:	The three VWAPs we have decided use are \$0.003 (21 Dec), \$0.003 (24 Dec) and \$0.003 (28 Dec). Their average is \$0.003 and 90% of that, rounded down to the nearest three decimals, is \$0.002
Number of Investor's Shares to be issued:	37,500,000

The Investor applies for such number of Investor's Shares as is set out above and requests that you issue those Investor's Shares to the Investor to the following account:

HSBC Custody Nominees (Australia) Ltd
HIN 651362, PID 20057
For the account of The Australian Special Opportunity Fund, LP
370 Lexington Avenue, Suite 1900, New York, NY 10017, USA

Yours faithfully

The Australian Special Opportunity Fund LP

Samuel Chun