



Fax

RBS Group (Australia) Pty Limited
ABN 78 000 862 797
AFS Licence Number 247013

RBS Tower
88 Phillip Street
Sydney NSW 2000
GPO Box 4675 Sydney NSW 2001

To: **ASX Company Announcements**
Company: **Australian Securities Exchange**
Fax No: **1300 135 638**

Tel: **61 2 8259 5000**
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E-mail:

From: **Vanessa Martin**

Date: **19 April 2010**

Pages: **4**
(incl header)

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Subject: **Notice of Change of Interests of Substantial Holder**

Dear Sir / Madam,

Pursuant to Section 671B of the *Corporations Act 2001 (Cth)*, please find attached a Notice of change of interest of substantial holder (Form 604) concerning a substantial holding of River City Motorway Group (RCY) shares held by The Royal Bank of Scotland N.V.

Yours faithfully,



Vanessa Martin
Compliance

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme RiverCity Motorway Group

ACN/ARSN 119 128 326

1. Details of substantial holder (1)

Name The Royal Bank of Scotland N.V. (Australia Branch), RFS Holdings B.V. and the entities listed in Annexure A (Additional

ACN/ARSN (if applicable) Entities)
N/A

There was a change in the interests of the

substantial holder on 16/04/2010

The previous notice was given to the company on 26/03/2010

The previous notice was dated 24/03/2010

2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	62,658,492	8.54%	64,556,532	8.71%

This notice is being lodged due to RFS Holdings B.V. acquiring shares in ABN AMRO Bank N.V.. The number of shares in which ABN AMRO Bank N.V. has a relevant interest has not changed.

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
16/04/2010	RBS Holdings II (Australia) Pty Limited	Net acquisition (The Additional Entities are taken to have an equivalent relevant interest to The Royal Bank of Scotland N.V. by operation of section 608(3) of the Corporations Act as a result of RFS Holdings B.V. acquiring shares in The Royal Bank of Scotland N.V.)	\$10,006,262.00	64,556,532 ordinary	64,556,532 ordinary
16/04/2010	RBS Funds Management (Australia) Limited	Net disposal (The Additional Entities are taken to have an equivalent relevant interest to The Royal Bank of Scotland N.V. by operation of section 608(3) of the Corporations Act as a result of RFS Holdings B.V. acquiring shares in The Royal Bank of Scotland N.V.)	\$10,006,261.00	64,556,524 ordinary	64,556,524 ordinary

16/04/2010	RBS Group (Australia) Pty Limited	Net disposal (The Additional Entities are taken to have an equivalent relevant interest to The Royal Bank of Scotland N.V. by operation of section 608(3) of the Corporations Act as a result of RFS Holdings B.V. acquiring shares in The Royal Bank of Scotland N.V.)	\$1.00	8 ordinary	8 ordinary
07/08/2008 – 16/04/2010	RBS Equities (Australia) Limited	Net disposal (The Additional Entities are taken to have an equivalent relevant interest to The Royal Bank of Scotland N.V. by operation of section 608(3) of the Corporations Act as a result of RFS Holdings B.V. acquiring shares in The Royal Bank of Scotland N.V.)	\$841,956.37	4,300,165 ordinary	4,300,165 ordinary

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (6)	Nature of relevant interest (6)	Class and number of securities	Person's votes
RBS Holdings II (Australia) Pty Limited	RBS Holdings II (Australia) Pty Limited	RBS Holdings II (Australia) Pty Limited	Trustee and Investment Manager	64,556,532 ordinary	64,556,532 ordinary
Additional Entities	The Additional Entities are taken to have an equivalent relevant interest to The Royal Bank of Scotland N.V. by operation of section 608(3) of the Corporations Act as a result of RFS Holdings B.V. acquiring shares in The Royal Bank of Scotland N.V.				

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

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

6. Addresses

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

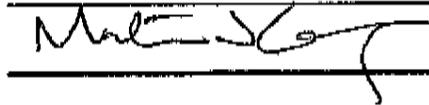
Name	Address
The Royal Bank of Scotland N.V. (Australia) Branch	Level 22, 88 Phillip Street, Sydney NSW 2000
RBS Funds Management (Australia) Limited	Level 22, 88 Phillip Street, Sydney NSW 2000
RBS Equities (Australia) Limited	Level 22, 88 Phillip Street, Sydney NSW 2000
RBS Holdings II (Australia) Pty Limited	Level 22, 88 Phillip Street, Sydney NSW 2000

RBS Group (Australia) Pty Limited	Level 22, 88 Phillip Street, Sydney NSW 2000
RFS Holdings B.V.	Strawinskylaan 3105, 1077 ZX Amsterdam, The Netherlands
The Royal Bank of Scotland Group Plc	Royal Bank of Scotland Group, 5th Floor, 260 Bishopsgate, London, EC2M 8RB, United Kingdom
Banco Santander, S.A.	Ciudad Grupo Santander, Edificio Pinar, Boadilla del Monte 28860, Madrid, Spain

Signature

print name Martin Conley capacity Secretary of Local Agent,
RBS Group (Australia) Pty Limited
(ACN 000 862 797)

sign here



date 19/04/10

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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 on 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

The Royal Bank of Scotland N.V. and RFS Holdings B.V.

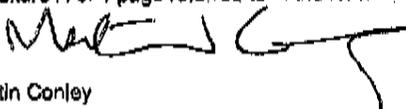
Details of substantial holder

Entity	ACN/ARSN (if applicable)
RFS Holdings B.V.	N/A
The Royal Bank of Scotland Group plc (and its related bodies corporate)	N/A
Banco Santander, S.A. (and its related bodies corporate)	N/A

(together the Additional Entities)

This is Annexure A of 1 page referred to in the form 604 – Notice of change of interests of substantial holder.

Signed:



Name: Martin Conley

Capacity: Secretary of Local Agent, RBS Group (Australia) Pty Limited (ACN 000 862 797) and authorised representative of the Additional Entities.

Date: 19/04/10