
Form 604

**Corporations Law
Section 671B**

Notice of change of interests of substantial holder

To Company
Name/Scheme Pacific Brands Limited
ACN/ARBN 64 106 773 059

1. Details of substantial holder (1)

Name Franklin Resources, Inc. and its affiliates
ACN (if applicable) N/A

There was a change in the interests of
the substantial holder on 06/12/09
The previous notice was given to the
company on 01/02/09
The previous notice was dated 01/02/09

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 Shares	53,512,243	10.65%	82,840,854	8.91%*

*Based on shares outstanding of 929,294,088

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 association 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
See Annexure B, item 1	See Annexure B, item 2	See Annexure B, item 3	See Annexure B, item 4	See Annexure B, item 5	See Annexure B, item 6

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 (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
See Annexure B, item 7	See Annexure B, item 9	See Annexure B, item 12	See Annexure B, item 3	See Annexure B, item 8, 10 & 13	See Annexure B, item 8

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 (if applicable)	Nature of association
NOT APPLICABLE	

6. Addresses

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

Name	Address
See Annexure A	See Annexure A

Signature

print name Lori A. Weber

Capacity: Assistant Secretary, Franklin Resources, Inc.

sign here _____

date June 15, 2009

1 Names and addresses of all associates for whom composite notice is given:

Name	Address
Franklin Resources, Inc.	One Franklin Parkway San Mateo, CA 94403
FS Capital Group	1800 Gateway Drive San Mateo, CA 94404
Franklin Agency Inc.	One Franklin Parkway San Mateo, CA 94403
Franklin Capital Corporation	47 West 200 South, Suite 500 Salt Lake City, UT 84104-1621
Franklin Advisers Inc.	One Franklin Parkway San Mateo, CA 94403
Franklin Templeton Bank & Trust, F.S.B.	Box 17406 Salt Lake City, UT 84117
Franklin Investment Advisory Services, LLC	One Franklin Parkway San Mateo, CA 94403
Franklin Templeton Portfolio Advisors, Inc.	One Franklin Parkway San Mateo, CA 94403
Templeton Worldwide Inc.	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Franklin Templeton Companies, LLC	One Franklin Parkway San Mateo, CA 94403
Franklin Templeton Services, LLC	One Franklin Parkway San Mateo, CA 94403
Franklin Templeton Investor Services, LLC	10600 White Rock Road Rancho Cordova, CA 95670-6032
Franklin Templeton Luxembourg Holding S.A.	26 Boulevard Royal L-2449 Luxembourg Grand Duchy of Luxembourg
Franklin Templeton Travel, Inc.	One Franklin Parkway San Mateo, CA 94403
FS Properties, Inc	1800 Gateway Drive San Mateo, CA 94404
FCC Receivables Corporation	One Franklin Parkway San Mateo, CA 94403
Franklin Receivables, LLC	One Franklin Parkway San Mateo, CA 94403
Franklin Mutual Advisers, LLC	101 John F. Kennedy Parkway Short Hills, NJ 07028-2789
Franklin Advisory Services, LLC	One Parker Plaza, 9 th Floor Fort Lee, NJ 07024-2938
Templeton Investment Counsel, LLC	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Templeton Asset Management Ltd.	7 Temasek Boulevard #38-03 Suntec Tower One, Singapore, 038987
Franklin Templeton Italia SIM S.p.A	C.so Italia, n.1 20122 Milano Italy
Franklin Templeton Management Luxembourg SA	26 Boulevard Royal L-2449 Luxembourg, Grand Duchy of Luxembourg
Templeton International, Inc.	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Franklin Templeton Investment Services GmbH	Mainzer Landstr. 16 D-60325 Frankfurt-am-Main, Germany

Franklin Templeton Switzerland Limited	Bahnhofstrasse 22 CH-8022 Zurich, Switzerland
Franklin Templeton France SA	16-18 Avenue George V 75008 Paris, France
Franklin Templeton Asset Management SA	16-18 Avenue George V 75008 Paris, France
Franklin Templeton Investments Corp	5000 Yonge Street Suite 900 Toronto, Ontario M2N 0A7 Canada
Templeton Heritage Limited	One Financial Place 1 Adelaide Street East, Suite 2101 Toronto, Ontario, Canada M5C 3B8
Franklin Templeton Investimentos (Brasil) Ltda.	Rua Jerônimo da Veiga, 45 - 4º andar São Paulo-SP, 04536-000, Brasil
Templeton Franklin Global Distributors Limited	Appleby, Spurling & Kempe 41 Cedar House Avenue P.O. Box HM 1179, Hamilton HM EX, Bermuda
Templeton/Franklin Investment Services, Inc.	26515 Carmel Rancho Blvd. Carmel, CA 93923
Franklin Templeton Investments (Asia) Limited	17 th Floor, Chater House 8 Connaught Road Central, Hong Kong
Templeton do Brasil Ltda.	Rua Lauro Muller 116, Sala 2404 Rio de Janeiro, RJ, Brazil
Franklin Templeton Investments Poland sp.z.o.o	Rondo ONZ 1 00-124 Warszawa
Templeton China Research Limited	701B Citigroup Tower 33 Hua Yuan Shi Qiao Road Pudong Shanghai 200120 P.R. China
Franklin Templeton Austria GmbH	4th Floor Vienna 1010 Austria
Franklin Templeton International Services S.A.	26 Boulevard Royal L-2449 Luxembourg, Grand Duchy of Luxembourg
Franklin Templeton Investments Japan Limited	Kanematsu Building, 6 th Floor 14-1, Kyobashi 2-chome, Chuo-ku, Tokyo 104-0031, Japan
Franklin Templeton Global Investors Limited	5 Morrison Street Edinburgh, Scotland EH3 8BH
Franklin Templeton Investment Management Limited	5 Morrison Street Edinburgh, Scotland EH3 8BH
Franklin Templeton Investments Australia Ltd.	Level 25, 360 Collins Street Melbourne, Victoria 3000, Australia
Templeton Global Holdings Ltd.	P.O. Box N-7759 Lyford Cay, Nassau, Bahamas
Franklin Templeton Holding Limited	C/o Pricewaterhouse Coopers LLP Cathedral Square, Port Louis, Mauritius
Franklin Templeton Services Limited	The Sweepstakes Centre Block C, Ballsbridge, Dublin 4, Ireland
Templeton Global Advisors Limited	P.O. Box N-7759 Lyford Cay, Nassau, Bahamas
Franklin Templeton Asset Management (India) Private Limited	Sakhar Bhavan, 1 st Floor 230 Backbay Reclamation, Nariman Point, Mumbai, 400-021
Franklin Templeton Trustee Services Private Limited (India)	Sakhar Bhavan, 1st Floor 230 Backbay Reclamation Nariman Point Mumbai 400-021 India
Darby Asia Investors (India) Private Limited	Sakhar Bhavan, 1st Floor 230 Backbay Reclamation Nariman Point Mumbai 400-021 India

Franklin Templeton International Services (India) Private Limited	Franklin Templeton Park, 18 - 23, Financial district, Nanakramguda, Hyderabad – 500019 India
Templeton Asset Management (Labuan) Limited	Lot H, Level 7 Wisma Oceanic, Jalan OKK Awang Besar 87007 Federal Territory of Labuan, Malaysia
Franklin Templeton Investment Trust Management Co Ltd (Korea)	3rd Floor, CCMM Building 12 Youido-Dong, Youngdungpo-Gu Seoul, South Korea 150-968
Fiduciary Trust Company International	600 Fifth Avenue New York, New York 10020
Fiduciary Investment Corporation	600 5 th Avenue New York, New York 10020
Fiduciary International, Inc.	600 5 th Avenue New York, New York 10020
Fiduciary International Holding Inc.	1717 Pennsylvania Avenue N.W., Suite 630 Washington DC 20006
Fiduciary Investment Management International, Inc.	1133 Connecticut Avenue, NW Suite 330, Washington D.C. 20036
Fiduciary Trust International of Delaware	1220 North Market Street Wilmington, Delaware 19801
Fiduciary Trust International of California	One Franklin Parkway Building 910, First Floor San Mateo, California 94403
Fiduciary Trust International of the South	200 South Biscayne Boulevard Suite 3050 Miami, Florida 33131
Fiduciary International Ireland Limited	Deloitte & Touche House 29 Earlsfort Terrace, Dublin 2, Ireland
FTCI (Cayman) Ltd.	11 Dr. Roy's Drive, Grand Cayman, Cayman Islands
Fiduciary Trust International Limited	The Adelphi Building 1-11 John Adam Street London WC2N 6HT
Franklin Templeton Institutional Suisse SA	Bahnhofstrasse 22 CH-8022 Zurich Switzerland
Franklin Templeton Alternative Strategies, Inc.	500 East Broward Boulevard, Suite 2100 Fort Lauderdale, FL 33394-3091
Darby Holdings, Inc.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Overseas Partners, L.P.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Overseas Investments Ltd.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby CEE Founder Partner II, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Global SICAV Managers, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Europe Mezzanine Management	Georgetown, Cayman Islands
MassMutual/Darby CBO IM, Inc.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Latin American Mezzanine Investments	Rua Jeronimo da Veiga 45 – 4 th floor 04536-000 Sao Paulo (SP) Brazil
Darby Emerging Markets Income Investments, LLC	Georgetown, Cayman Islands
Darby Emerging Markets Income Investments, Ltd.	Georgetown, Cayman Islands
Darby Asia Investors, Ltd.	Unit 1607-1608, 16 th Floor, Charter House, 8 Connaught Road, Central, Hong Kong
Darby-BBVA Latin American Investors, Ltd.	Rua Jeronimo da Veiga 45 – 4 th floor

	04536-000 Sao Paulo (SP) Brazil
Darby Emerging Markets Investments Ltd.	Georgetown, Cayman Islands
Asia Infrastructure Mezzanine Capital Management Co., Ltd.	Unit 1607-1608, 16 th Floor, Charter House, 8 Connaught Road, Central, Hong Kong
Darby Asia Investors (HK), Ltd.	Unit 1607-1608, 16 th Floor, Charter House, 8 Connaught Road, Central, Hong Kong
DBVA Mexico Holdings I, LLC	Montes Urales 770, Oficina 401, Col. Lomas de Chapultepec, Mexico, D.F. 11000
DBVA Mexico Holdings II, LLC	Montes Urales 770, Oficina 401, Col. Lomas de Chapultepec, Mexico, D.F. 11000
DBVA de Mexico, S. de R.L. de C.V.	Montes Urales 770, Oficina 401, Col. Lomas de Chapultepec, Mexico, D.F. 11000
C&EE General Partners Ltd.	St. Helier Jersey, Channel Islands
C&EE Private Equity Partners, L.P.	St. Helier Jersey, Channel Islands
Franklin Templeton Institutional, LLC	600 5 th Avenue New York, New York 10020
Franklin Templeton AMC Limited	Century Centre 75 TTK Road Chennai 600-018 India
ITI Capital Markets Limited	Century Centre, 75 TTK Road, Chennai, India 600018
Templeton Restructured Investments, LLC	500 E. Broward Blvd., Suite 2100, Fort Lauderdale, FL 33394-3091
Franklin Templeton Investment Services Mexico S. de R.L.	Montes Urales 770 Oficina 401, Lomas de Chapultepec Mexico City C.P. 11000 Mexico
Viet Capital Holdings Pte. LTD	1st Floor, Empire Tower 26-28 Ham Nghi District 1 Ho Chi Minh City Vietnam
Darby-Hana Infrastructure Fund Management Co. Ltd.	18 th Floor, SKC Building 23-10 Youido-Dong, Youngdungpo-Gu, Seoul, S. Korea 150-734
Darby Asia Mezzanine Fund II Management Co. Ltd.	Georgetown, Cayman Islands
Darby Brazil Mezzanine Management LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Darby Converging Europe Founder Partner, L.P.	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Franklin Templeton Investment Management GmbH	Mainzer Landstr. 16 D-60325 Frankfurt am Main. Germany
Darby Stratus Administracao de Investimentos LTDA.	Rua Jeronimo da Veiga 45 – 4 th floor 04536-000 Sao Paulo (SP) Brazil
Fiduciary Trust (International) S.A.	Bahnhofstrasse 22 CH-8022 Zurich, Switzerland
Fiduciary Trust Company of Canada	One Financial Place 1 Adelaide Street East, Suite 2101 Toronto, Ontario, Canada M5C 3B8
Franklin Investment Advisory Services, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036
Franklin Templeton Institutional GP, LLC	1133 Connecticut Ave., NW, Suite 400 Washington, DC 20036

This is the annexure of 5 pages marked Annexure A signed by me and dated June 15, 2009.

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Lori A. Weber, Assistant Secretary

Annexure B
Details of Entitlement and Relevant Interests

1. Date of Change	2. Person Whose Relevant Interest Changed	3. Nature of Change	4. Consideration in AUD\$	5. Class and Number of Securities affected	6. Persons votes effected
3/20/2009	Franklin Advisers, Inc.	Acquisition	0.205	134,007	134,007
3/23/2009	Franklin Advisers, Inc.	Acquisition	0.205	5,000	5,000
5/12/2009	Franklin Advisers, Inc.	Acquisition	0.600	562,787	562,787
03/20/2009	Franklin Templeton Investments (Asia) Limited	Acquisition	0.205	776,145	776,145
03/23/2009	Franklin Templeton Investments (Asia) Limited	Acquisition	0.205	50,000	50,000
05/12/2009	Franklin Templeton Investments (Asia) Limited	Acquisition	0.600	4,203,788	4,203,788
05/26/2009	Franklin Templeton Investments (Asia) Limited	Subscription Offer	0.600	3,004,834	3,004,834
01/08/2009	Franklin Templeton Investments Australia Limited	Acquisition	0.4498	36,569	36,569
02/26/2009	Franklin Templeton Investments Australia Limited	Acquisition	0.2457	64,457	64,457
02/27/2009	Franklin Templeton Investments Australia Limited	Acquisition	0.2383	26,306	26,306
05/12/2009	Franklin Templeton Investments Australia Limited	Acquisition	0.6000	124,036	124,036
05/13/2009	Franklin Templeton Investments Australia Limited	Disposal	0.8193	(27,555)	(27,555)
05/14/2009	Franklin Templeton Investments Australia Limited	Disposal	0.8060	(50,372)	(50,372)
05/22/2009	Franklin Templeton Investments Australia Limited	Disposal	0.8050	(52,407)	(52,407)
03/05/2009	Franklin Templeton Investments Corp.	Disposal	0.1574	(2,179,548)	(2,179,548)
03/06/2009	Franklin Templeton Investments Corp.	Acquisition	0.1400	47,771	47,771
03/06/2009	Franklin Templeton Investments Corp.	Disposal	0.1400	(380,273)	(380,273)
03/30/2009	Franklin Templeton Investments Corp.	Disposal	0.2500	(1,860,689)	(1,860,689)
04/22/2009	Franklin Templeton Investments Corp.	Disposal	0.4235	(392,010)	(392,010)
04/27/2009	Franklin Templeton Investments Corp.	Disposal	0.4671	(382,870)	(382,870)
05/12/2009	Franklin Templeton Investments Corp.	Acquisition	0.6000	11,397,720	11,397,720
05/13/2009	Franklin Templeton Investments Corp.	Disposal	0.8193	(417,210)	(417,210)
05/18/2009	Franklin Templeton Investments Corp.	Disposal	0.7691	(421,725)	(421,725)
05/25/2009	Franklin Templeton Investments Corp.	Disposal	0.7530	(401,131)	(401,131)
06/01/2009	Franklin Templeton Investments Corp.	Disposal	0.7777	(329,309)	(329,309)
06/09/2009	Franklin Templeton Investments Corp.	Disposal	0.8101	(251,239)	(251,239)
01/08/2009	Franklin Templeton Investment Management Limited	Acquisition	0.4498	796,962	796,962
02/26/2009	Franklin Templeton Investment Management Limited	Acquisition	0.2457	1,485,543	1,485,543
02/27/2009	Franklin Templeton Investment Management Limited	Acquisition	0.2383	606,288	606,288
05/12/2009	Franklin Templeton Investment Management Limited	Acquisition	0.6000	2,784,671	2,784,671
05/13/2009	Franklin Templeton Investment	Disposal	0.8193	(499,878)	(499,878)

	Management Limited				
05/14/2009	Franklin Templeton Investment Management Limited	Disposal	0.8060	(1,507,689)	(1,507,689)
03/06/2009	Templeton Investment Counsel, LLC	Acquisition	0.1400	332,502	332,502
03/30/2009	Templeton Investment Counsel, LLC	Acquisition	0.2500	1,860,689	1,860,689
05/12/2009	Templeton Investment Counsel, LLC	Acquisition	0.6000	10,182,441	10,182,441

7. Holder of Relevant Interest	8. Person's votes	
Franklin Advisers, Inc.	1,313,170	votes
Franklin Templeton Investments (Asia) Limited	16,820,118	votes
Franklin Templeton Investments Australia Limited	159,083	votes
Franklin Templeton Investments Corp.	36,299,453	votes
Franklin Templeton Investment Management Limited	4,489,999	votes
Templeton Investment Counsel, LLC	23,759,031	votes

9. Registered Holder of Securities	10. Class and Number of Shares		11. Person's votes	
Citibank Melbourne	1,720,743	Ordinary	1,720,743	votes
HSBC Bank Australia Ltd.	16,118,112	Ordinary	16,118,112	votes
JPMorgan Chase Ltd. Sydney	65,001,999	Ordinary	65,001,999	votes

12. Person entitled to be registered as holder	13. Class and Number of Shares		14. Person's votes	
Mutual Funds				
FTIF Templeton Global Smaller Companies Fund	2,560,636	Ordinary	2,560,636	votes
FTIF Templeton Global Equity Income Fund	4,489,999	Ordinary	4,489,999	votes
FTIT Templeton Foreign Smaller Companies Fund	3,368,240	Ordinary	3,368,240	votes
Templeton Global Equity Income Fund II Ltd	159,083	Ordinary	159,083	votes
Temp Global Smaller Companies Fund	20,390,791	Ordinary	20,390,791	votes
Templeton Global Smaller Companies Fund C\$	24,034,046	Ordinary	24,034,046	votes
Temp MPF Invest Funds – Asian Balanced Fund	1,313,170	Ordinary	1,313,170	votes
Templeton MPF Asian Pacific Equity Fund	407,573	Ordinary	407,573	votes
Separate Accounts				
City of Los Angeles Employees' Retirement System	6,413,341	Ordinary	6,413,341	votes
FT12343	6,690,054	Ordinary	6,690,054	votes
FT12365	1,892,241	Ordinary	1,892,241	votes
FT12722	1,416,909	Ordinary	1,416,909	votes
John Hancock Funds II – Internatnl Small Cap Fund	7,010,971	Ordinary	7,010,971	votes
John Hancock Trust Internatnl Small Cap Trust	2,693,800	Ordinary	2,693,800	votes

This is the annexure of 3 pages marked Annexure B referred to in the Form 604: Notice of change in interests or entitlements of substantial shareholder signed by me and dated [June 15, 2009](#).

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Lori A. Weber, Assistant Secretary