

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**

To Company Name/Scheme PACIFIC BRANDS LIMITED
 ACN/ARSN 106 773 059

1. Details of substantial holder (1)

Name 452 Capital Pty Limited
 ACN/ARSN (if applicable) 101 924 430

The holder ceased to be a substantial holder on 6 April 2009
 The previous notice was given to the company on 20 February 2009
 The previous notice was dated 24 February 2009

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
	Refer Annexure "A"				

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme area as follows:

Name and ACN/ARSN (if applicable)	Nature of Association
N/A	

4. Addresses

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

Name	Address
452 Capital Pty Limited	Level 18 Royal Exchange Building 56 Pitt Street Sydney NSW 2000
Drury Lane Investments Pty Limited (as trustee of the Drury Lane Trust)	C/- Level 18 Royal Exchange Building, 56 Pitt St Sydney NSW 2000
Colonial Mutual Life Assurance Society Limited	C/- Level 2, 48 Martin Place Sydney NSW 2000

Signature

print name Peter Morgan capacity Director

sign here _____ date 8 April 2009

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 interest 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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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).
- (5) See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (6) Details of the consideration must include any and all benefits, money and other, that any persons 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.
- (7) The voting shares of a company constitute one class unless divided into separate classes.
- (8) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

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 (ordinary shares unless stated)	Person's votes affected
24/02/2009	452 Capital Pty Limited	OS-SAL	(17,704.51)	(50,000)	(50,000)
25/02/2009	452 Capital Pty Limited	OS-SAL	(37,902.63)	(100,000)	(100,000)
26/02/2009	452 Capital Pty Limited	OS-SAL	(37,025.24)	(153,200)	(153,200)
26/02/2009	452 Capital Pty Limited	OS-SAL	(6,718.68)	(27,800)	(27,800)
26/02/2009	452 Capital Pty Limited	OS-SAL	(6,670.34)	(27,600)	(27,600)
26/02/2009	452 Capital Pty Limited	OS-SAL	(4,954.42)	(20,500)	(20,500)
26/02/2009	452 Capital Pty Limited	OS-SAL	(9,884.67)	(40,900)	(40,900)
26/02/2009	452 Capital Pty Limited	OS-SAL	(5,220.27)	(21,600)	(21,600)
26/02/2009	452 Capital Pty Limited	OS-SAL	(2,126.78)	(8,800)	(8,800)
26/02/2009	452 Capital Pty Limited	OS-SAL	(13,364.85)	(55,300)	(55,300)
26/02/2009	452 Capital Pty Limited	OS-SAL	(15,201.62)	(62,900)	(62,900)
26/02/2009	452 Capital Pty Limited	OS-SAL	(6,114.48)	(25,300)	(25,300)
26/02/2009	452 Capital Pty Limited	OS-SAL	(31,998.32)	(132,400)	(132,400)
26/02/2009	452 Capital Pty Limited	OS-SAL	(3,601.02)	(14,900)	(14,900)
26/02/2009	452 Capital Pty Limited	OS-SAL	(14,210.73)	(58,800)	(58,800)
13/03/2009	452 Capital Pty Limited	OS-SAL	(70,818.06)	(400,000)	(400,000)
13/03/2009	452 Capital Pty Limited	OS-SAL	(17,704.51)	(100,000)	(100,000)
24/03/2009	452 Capital Pty Limited	OS-SAL	(11,129.65)	(44,633)	(44,633)
26/03/2009	452 Capital Pty Limited	OS-SAL	(48,874.44)	(200,000)	(200,000)
27/03/2009	452 Capital Pty Limited	OS-SAL	(48,874.44)	(200,000)	(200,000)
2/04/2009	452 Capital Pty Limited	OS-SAL	(88,980.68)	(287,401)	(287,401)
3/04/2009	452 Capital Pty Limited	OS-SAL	(682,247.25)	(2,000,000)	(2,000,000)
6/04/2009	452 Capital Pty Limited	OS-SAL	(375,755.24)	(978,495)	(978,495)
6/04/2009	452 Capital Pty Limited	OS-SAL	(776,285.09)	(2,021,505)	(2,021,505)

Print Name: Peter Morgan
Sign Here:

Capacity: Director
Date: 8/04/2009