



Facsimile Cover Sheet

Total number of pages including this cover sheet		5	Date		6th May 2009
To:	Name	Mustapha Darwish			
	Company	Coote Industrial Ltd			
	Fax	(08) 9452 2186	Phone	(08) 9251 8000	
CC:	Name	The Announcements Officer			
	Company	Australian Stock Exchange			
	Fax	1300 135 638	Phone		
From:	Name	Vince De Santis			
	Company	Elph Pty Ltd			
	Address	141 – 143 Wilson Street			
	City State	Burnie Tas 7320			
	Fax Int. Fax	(03) 6431 9059 61-3 6431 9059	Phone Int. Phone	(03) 6430 0000 61-3 6430 0000	
Subject:	ASIC Form 604 (Notice of change of interests of substantial holder) – Coote Industrial Limited				

Message:

Dear Sir,

Please find attached ASIC Form 604 (Notice of change of interests of substantial holder) given by Elph Pty Ltd and others in relation to changes in their relevant interests in the securities of Coote Industrial Limited.

Yours faithfully
Elph Pty Ltd

Vince De Santis
COMPANY SECRETARY

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**Confidential
Communication**

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Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme COOTE INDUSTRIAL LIMITEDACN/ARSN 120 432 144**1. Details of substantial holder(1)**Name ELPHINSTONE GROUP - See Annexure A: Part 1

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on 5 / 5 / 09The previous notice was given to the company on 4 / 3 / 09The previous notice was dated 4 / 3 / 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 which 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)
<u>See Annexure A: Part 2</u>				

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
<u>See Annexure A: Part 3</u>					

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
<u>See Annexure A: Part 4</u>					

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
N/A	

6. Addresos

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

Name	Address
See Annexure A: Part 5	

Signature

print name	VINCE DE SANTIS	capacity	COMPANY SECRETARY
sign here		date	06/05/2009

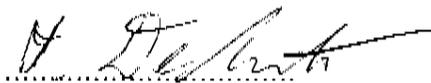
DIRECTIONS

- (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 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 6/1B(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 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.
- (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.

“A”

This is Annexure “A” of 2 pages referred to in ASIC Form 604 (Notice of change of interests of substantial holder).

Signed: 

Name: Vince De Santis

Date: 6th May 2009

PART 1

1. Details of Substantial Holder

Elphinstone Group – Relevant interests in Coote Industrial Limited

<u>Group Member</u>	<u>ACN</u>
Elph Pty Ltd	070 012 252
Elphinstone Holdings Pty Ltd	009 508 105
Dale Brendon Elphinstone	-

PART 2

2. Previous and present voting power

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	6,193,560	5.32%	13,272,116	10.78%

PART 3

3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
04/03/09	Elph Pty Ltd, Elphinstone Holdings Pty Ltd and Dale Brendon Elphinstone	On market purchase	\$45,457.71	280,950 ordinary shares	280,950
05/03/09	Elph Pty Ltd, Elphinstone Holdings Pty Ltd and Dale Brendon Elphinstone	On market purchase	\$12,037.50	75,000 ordinary shares	75,000
18/03/09	Elph Pty Ltd, Elphinstone Holdings Pty Ltd and Dale Brendon Elphinstone	On market purchase	\$15,840.00	88,000 ordinary shares	88,000
19/03/09	Elph Pty Ltd, Elphinstone Holdings Pty Ltd and Dale Brendon Elphinstone	On market purchase	\$24,229.08	134,606 ordinary shares	134,606
05/05/09	Elph Pty Ltd, Elphinstone Holdings Pty Ltd and Dale Brendon Elphinstone	Placement	\$1,300,000.00	6,500,000 ordinary shares	6,500,000

PART 4**4. Present relevant interests**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Elph Pty Ltd	Elph Pty Ltd	Elph Pty Ltd	Registered holder of relevant securities	13,272,116 ordinary shares	13,272,116
Elphinstone Holdings Pty Ltd	Elph Pty Ltd	Elph Pty Ltd	Voting power in Elph Pty Ltd of 100%	13,272,116 ordinary shares	13,272,116
Dale Brendon Elphinstone	Elph Pty Ltd	Elph Pty Ltd	"Control" of Elph Pty Ltd as defined in section 608(4)	13,272,116 ordinary shares	13,272,116

PART 5**6. Addresses**

Name	Address
Elph Pty Ltd	141 – 143 Wilson Street Burnie, Tas 7320
Elphinstone Holdings Pty Ltd	141 – 143 Wilson Street Burnie, Tas 7320
Dale Brendon Elphinstone	48 Panorama Crescent Cooc, Tas 7320

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