Corporations Act 2001 Section 671B

Form 604

Notice of change of interests of substantial holder

To Company Name/Scheme Wellington Capit	tal Limited CAN 114 243 458 as Responsible Entity for the F	Premium Income Fund ARSN 090 687 577
ACN/ARSN As Above		
Details of substantial holder(1)	ALF PIF finance Limited	
Name		
ACN/ARSN (if applicable)	143 489 963	
	12/05	
There was a change in the interests of the substantial holder on	13/05 2011 15/09 ²⁰¹⁰	
The previous notice was given to the company on The previous notice was dated	15/09 2010 /	
Previous and present voting power		Literative believes an accessists (2) had a relevent interest (2)

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)	1 .	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)	
Fully Paid Units	2,097,721	0.28% (based upon		0.93 % (based upon	
		755,032,768 units)	7,032,554	755,032,768)	
				,	

1. 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:

					T 5 1 1
Date of	Person whose	Nature of	Consideration	Class and	Person's votes
change	relevant interest	change (6)	given in relation	number of	affected
	changed		to change (7)	securities affected	
12/05		Acquisition of relevant interest in units in the	Determined in accordance with the terms of the offer	4,934,833	4,934,833
L3/05	1	Premium Income Fund as a	with the terms of the oner		
•	Lillitea	result of acceptances by			
2011		various persons of the			
		takeover offer made by ALF PIF Finance Limited pursuant			
		to its Bidder's statemement			
		dated 8 th July 2010 (offer),			
		subject to the terms of the offer.			
. Present relev	ant interests				
Particulars of each	relevant interest of the substar	tial holder in voting securitie	s after the change are as follo	ws:	
Holder of	Registered	Person entitled	Nature of	Class and	Person's votes
relevant	holder of	to be registered	relevant	number of	
interest	securities	as holder (8)	interest (6)	securities	
ALF PIF Finance	Unitholders in Premium	ALF PIF Finance Limited	Pursuant to Takeover Offer	7,032,554	7,032,554
imited	Income Fund who have		Dated 8th July 2010 and s608		,
	accepted the offers but whos units have not yet been		(8) of the Corporations Act		
	transferred to ALF PIF Finance				
	Limited				

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:

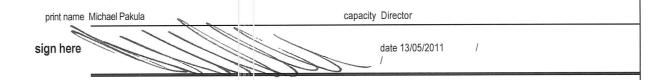
Name and ACN/ARSN (if applicable)	Nature of association	
N/A	N/A	

1. Addresses The addresses of persons named in

this form are as follows:

Name	Address	
ALF PIF FINANCE LIMITED	Level	29, Chifley Tower, 2 Chifley Square Sydney NSW 2000

Signature



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.
- 1. See the definition of "associate" in section 9 of the Corporations Act 2001.
- 1. See the definition of "relevant interest" in sections 608 and 671 B(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 671 B(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
 - a. 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.