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Attention **Manager Company Announcements**
Company **Company Announcements Office
ASX Limited**
Fax No. **1910 999 279**

Our Ref **LZA**
File No. **01-666666**

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From **Lisa Ashcroft**
Date **10 July 2008**
Subject **Form 604 - Notice of Change of
Interests of Substantial Holder**

Total pages **5**



MELBOURNE
SYDNEY

Dear Sirs,

We act for Taraville Pty Limited (ACN 109 565 175).

We attach a Form 604 (Notice of Change of Interest of a Substantial Holder) relating to the voting power of Taraville Pty Limited in fully paid ordinary shares in Verticon Group Limited (ASX Code: VGP).

The attached Notice of Change of Substantial Holder interest reflects:

- (a) various trades undertaken by Taraville Pty Ltd since the initial public offering of Verticon Group Limited shares to the public in 2004. Each trade has been disclosed in an Appendix 3Y (Change of Director's Interests Notice) for each of David Goldberger and David Wieland; and
- (b) the recent non-renounceable rights issue underwritten by Taraville Pty Limited, where Taraville's resulting relevant interest of 56.57% was disclosed by Verticon Group Limited in an ASX announcement dated 2 April 2008.

Yours faithfully
Arnold Bloch Leibler

Lisa Ashcroft
Partner

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If you receive this facsimile by mistake, please notify us immediately by telephone and return the original facsimile and all copies thereof to us by post.

We will reimburse any reasonable costs you incur in notifying us and in returning the facsimile to us.

Thank you.

Form 604**Corporations Act 2001
Section 671B****Notice of change of interests of substantial holder**

The Company Name/Scheme **Verticon Group Limited**

ACN/ARSN 111 398 040

1. Details of substantial holder(1)

Name **Tarraville Pty Limited and its related entities listed in Annexure A**

ACN/ARSN (if applicable) 109 565 175

There was a change in the interests of the substantial holder on

04 / 04 / 08 and the other dates listed in this notice

The previous notice was given to the company on

N/A

The previous notice was dated

N/A

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, fully paid	N/A	N/A	70,817,37	70,817,37

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
09 May 2005	Tarraville Pty Ltd	On Market Trade	\$15,085.00	15,000 ordinary shares	15,000
10 May 2005	Tarraville Pty Ltd	On Market Trade	\$19,999.50	20,000 ordinary shares	20,000
29 November 2005	Tarraville Pty Ltd	On Market Trade	\$13,668.00	20,000 ordinary shares	20,000
30 November 2005	Tarraville Pty Ltd	On Market Trade	276,910.80	400,000 ordinary shares	400,000
23 February 2006	Tarraville Pty Ltd	On Market Trade	\$78,056.74	200,000 ordinary shares	200,000
29 May 2006	Tarraville Pty Ltd	On Market Trade	\$358,921.30	1,000,000 ordinary shares	1,000,000

29 February 2008	Tarraville Pty Ltd	On Market Trade	\$108,324.00	1,800,000 ordinary shares	1,800,000
4 April 2008	Tarraville Pty Ltd	Non-renounceable Rights Issues	\$2,955,626.13	52,779,038 ordinary shares	52,779,038

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
Tarraville Pty Ltd	Tarraville Pty Ltd	Tarraville Pty Ltd	Registered Holder	70,817,371	70,817,371

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

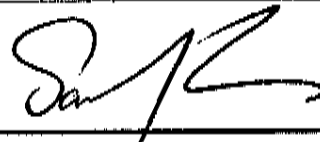
The addresses of persons named in this form are as follows:

Name	Address
Tarraville Pty Ltd	1250 Malvern Road, Malvern, VIC 3144

Signature

print name **Sam Fink** capacity **Director**

sign here



date **09/07/08**

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 vote is 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 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.

Annexure "A" to Form 604

This is Annexure "A" of 1 page referred to in Form 604 of Tarraville Pty Limited and related entities signed by me and dated 09 July 2008.

Mr David Goldberger and Mr David Wieland each holds a relevant interest in the Verticon Group Limited fully paid ordinary shares in which Tarraville Pty Limited has a relevant interest.



.....
Authorised Person

09 July 2008