

# Appendix 3Y

## Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

<b>Name of entity</b>	<b>Bentley Capital Limited (BEL)</b>
<b>ABN</b>	<b>87 008 108 218</b>

We (the entity) give ASX the following information under listing rule 3.19A.1 and as agent for the director for the purposes of section 205G of the Corporations Act.

<b>Name of Director</b>	<b>Peter Penfold Simpson</b>
<b>Date of appointment</b>	<b>4 October 2007</b>
<b>Date of change</b>	<b>13 March 2009</b>

### Part 1 - Change of director's relevant interests in securities

*In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust*

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Direct or indirect interest</b>	Directly (Jointly) and Indirect
<b>Nature of indirect interest (including registered holder)</b> Note: Provide details of the circumstances giving rise to the relevant interest.	
Registered holders:	
Rochester No 39 Pty Ltd	Peter Simpson is a Director
Penson Holdings Pty Ltd	Peter Simpson is a Director
Barbridge Trusts Pty Ltd	Peter Simpson is a Director and beneficiary
Penson (Management) Pty Ltd	Peter Simpson is a Director of the trustee company
<b>Date of change</b>	13 March 2009
<b>Class of Securities</b>	Fully Paid Ordinary Shares

+ See chapter 19 for defined terms.

Name of holders	Number of securities held prior to change	Date of change	Change in number of securities	Consideration	Number of securities held after change
ROCHESTER NO 39 PTY LTD	-	13-Mar-09	5,742,607	Refer below (Nature of Change)	5,742,607
MR PETER PENFOLD SIMPSON & MRS CAROLYNNE DENISE SIMPSON <SIMPSON FAMILY SUPER A/C>	-	13-Mar-09	189,300		189,300
BARBRIDGE TRUST PTY LTD <PSFT A/C>	-	13-Mar-09	293,960		293,960
ROCHESTER NO 39 PTY LTD	503,380	-	-	-	503,380
PENSON HOLDINGS PTY LTD	258,426	-	-	-	258,426
PENSON (MANAGEMENT) PTY LTD <NIKANKO A/C>	26,609	-	-	-	26,609
ROCHESTER NO 39 PTY LTD	216,464	-	-	-	216,464
BARBRIDGE TRUSTS PTY LTD <PSFT A/C>	105,566	-	-	-	105,566
BARBRIDGE TRUSTS PTY LTD <PETER SIMPSON FAMILY A/C>	139,779	-	-	-	139,779
ROCHESTER NO 39 PTY LTD	275,777	-	-	-	275,777
BARBRIDGE TRUSTS PTY LTD <PETER SIMPSON FAMILY A/C>	202,141	-	-	-	202,141
BARBRIDGE TRUSTS PTY LTD <PSFT A/C>	54,114	-	-	-	54,114
<b>TOTAL</b>	<b>1,782,256</b>		<b>6,225,867</b>		<b>8,008,123</b>

Nature of change	
<p>Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back</p>	<p>As consideration for the acquisition of shares held in Scarborough Equities Limited (Scarborough) (ASX Code: SCB) pursuant to a scheme of arrangement with 1.588329 Bentley shares issued to each of ROCHESTER NO 39 PTY LTD, MR PETER PENFOLD SIMPSON &amp; MRS CAROLYNNE DENISE SIMPSON and BARBRIDGE TRUSTS PTY LTD for each Scarborough share held by SIMPSON.</p> <p>ROCHESTER NO 39 PTY LTD, MR PETER PENFOLD SIMPSON &amp; MRS CAROLYNNE DENISE SIMPSON held 3,615,502, 119,182 and 185,075 Scarborough shares respectively and received 5,742,607, 189,300 and 293,960 new BEL shares as consideration respectively.</p> <p>BEL issued a total of 31,350,322 new shares and increased its issued share capital from 40,234,143 to 71,584,465 shares.</p>

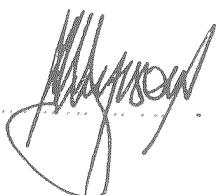
+ See chapter 19 for defined terms.

**Part 2 – Change of director's interests in contracts**

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

<b>Detail of contract</b>	None
<b>Nature of interest</b>	None
<b>Name of registered holder (if issued securities)</b>	None
<b>No. and class of securities to which interest relates</b>	None

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Peter Simpson



17 March 2009

+ See chapter 19 for defined terms.