

**Form 604
Corporations Act 2001
Section 671B**

Notice of change of interests of substantial holder

To: Lifestyle Communities Limited
ACN: 078 675 153
ASX Code: LIC

1. Details of substantial holder

Name: IOOF Holdings Limited
ACN: 100 103 722

This notice is given by IOOF Holdings Limited on behalf of itself and its subsidiaries.

There was a change in the interest of the substantial holder on: 06/12/2013
The previous notice was given to the company on: 27/12/2012
The previous notice was dated: 24/12/2012

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 had a relevant interest 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	Previous notice		Present notice	
	Person's votes	Voting Power	Person's votes	Voting Power
Ordinary	78,962,055	7.899%	5,275,629	5.277%

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	Person	Nature	Consideration	Class & number (ord)	Person's votes
5/02/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 21,317.80	240,000	240,000

7/02/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,737.29	20,150	20,150
22/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 481.22	6,680	6,680
25/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 16,155.81	227,047	227,047
28/03/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 53,187.95	707,616	707,616
2/04/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Off Market transfer	\$ -	- 80,163,548	- 80,163,548
16/04/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Off Market transfer	\$ -	8,016,353	8,016,353
3/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 435,884.54	- 546,057	- 546,057
24/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 5,541.76	6,912	6,912
28/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 26,253.63	32,745	32,745
30/05/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 27,101.89	33,803	33,803
6/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 10,554.37	13,164	13,164
14/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 7,369.80	9,400	9,400
18/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,270.31	1,625	1,625
20/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,028.74	1,316	1,316
21/06/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 18,648.61	23,856	23,856
9/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 12,447.31	17,250	17,250
11/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 307,826.13	420,985	420,985
23/07/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 70,052.98	88,480	88,480
1/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 11,459.62	14,474	14,474
8/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 1,623.06	2,050	2,050
22/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 242,573.16	- 270,000	- 270,000
23/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 22,387.66	- 24,930	- 24,930
28/08/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 13,469.41	- 14,999	- 14,999
11/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 88,973.15	- 99,077	- 99,077
12/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 85,311.89	- 95,000	- 95,000
13/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 90,799.78	- 100,000	- 100,000

16/09/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 70,278.55	- 76,475	- 76,475
8/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 1,017.75	- 1,000	- 1,000
15/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 55,181.84	- 54,166	- 54,166
17/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 10,862.76	- 10,468	- 10,468
18/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 7,181.99	- 6,921	- 6,921
21/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 112,380.70	- 108,068	- 108,068
24/10/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 6,451.74	- 5,987	- 5,987
12/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Purchased on market	\$ 40,338.55	35,000	35,000
18/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 6,858.37	- 5,900	- 5,900
20/11/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 4,016.13	- 3,500	- 3,500
6/12/2013	Perennial Investment Partners Limited (ACN 087 901 620)	Sold on market	-\$ 2,274,206.97	- 2,019,236	- 2,019,236

4. Present Relevant Interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder	Registered holder of securities	Person Entitled to be holder	Nature of relevant interest	Class & Number (Ord)	Person's votes
Perennial Investment Partners Limited (ACN 087 901 620)	State Street		Investment Manager	954,476	954,476
Perennial Investment Partners Limited (ACN 087 901 620)	NAB Asset Servicing		Investment Manager	2,217,342	2,217,342
Perennial Investment Partners Limited (ACN 087 901 620)	JP Morgan		Investment Manager	282,781	282,781
Perennial Investment Partners Limited (ACN 087 901 620)	Citigroup		Investment Manager	624,973	624,973

Perennial Investment Partners Limited (ACN 087 901 620)	BNP		Investment Manager	1,196,057	1,196,057
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5. Changes in association

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

Name & ACN	Nature of association
Not applicable	

6. Addresses

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

Name	Address
IOOF Holdings Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Lifestyle Communities Limited	Level 2, 35 Market St South Melbourne vic 3205
IOOF Investment Management Limited	Level 6, 161 Collins Street Melbourne Victoria 3000
Perennial Investment Partners Limited	Level 24, 303 Collins Street Melbourne Victoria 3000