

Form **605**
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme SCARBOROUGH EQUITIES LIMITED (SCB)
ACN/ARSN 58 061 278 045

1. Details of substantial holder ⁽¹⁾

Name		ACN / ABN
ORION EQUITIES LIMITED	(OEO)	ABN 77 000 742 843
QUESTE COMMUNICATIONS LTD	(QUE)	ABN 58 081 688 164
FAROOQ KHAN	(F KHAN)	
ISLAND AUSTRALIA PTY LTD	(ISLAND)	A.C.N. 073 447 300
SKIN-PLEX LABORATORIES PTY LTD	(SKIN-PLEX)	A.C.N. 009 424 560
THE ESSENTIAL EARTH PTY LTD	(ESSENTIAL)	A.C.N. 009 029 305

There was a change in the interests of the substantial holders on: 13 March 2009
The previous notice was given to the company on: 5 July 2006
The previous notice was dated: 5 July 2006

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest ⁽²⁾ of the substantial holder or an associate ⁽³⁾ in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company are as follows:

Date of change	Person whose relevant interest changed	Nature of change ⁽⁴⁾	Consideration given in relation to change ⁽⁵⁾	Class ⁽⁶⁾ and number of securities affected	Person's votes affected
13 March 2009	The parties named in (1)	SCB shares transferred to BEL as consideration for the acquisition of SCB by BEL pursuant to a net tangible asset (NTA) for NTA value scrip merger via a scheme of arrangement between BEL and SCB. A ratio of 1.588329 BEL shares were issued to OEO for each SCB share held by OEO. OEO received 8,925,845 new BEL shares as consideration. SCB is now a wholly owned subsidiary of BEL and was delisted from ASX on 16 March 2009.		5,619,645	5,619,645

3. Changes in association

The persons who have become associates ⁽²⁾ of, ceased to be associates of, or have changed the nature of their association ⁽⁷⁾ 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

4. Addresses

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

Name	Address

Bentley Capital Limited ABN 87 008 108 218 (BEL)	Suite 202, Angela House, 30-36 Bay Street, Double Bay New South Wales 2028
OEQ	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
QUE	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
F KHAN	Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia 6000
ISLAND	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
SKIN-PLEX	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005
ESSENTIAL	C/- Attewells, Ground Floor, 83 Havelock Street, West Perth, Western Australia 6005

Signature

sign here _____ Date 17 March 2009
 print name WILLIAM JOHNSON capacity Director of OEQ

sign here _____ Date 17 March 2009
 print name VICTOR HO capacity Secretary of QUE

sign here _____ Date 17 March 2009
 print name FAROOQ KHAN capacity Personally and as Director of ISLAND, SKIN-PLEX and ESSENTIAL

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 "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.