

**Deacons**

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Date 5 February 2009

Other Offices

Brisbane
Canberra
Perth
Sydney

**Independent
Affiliated Firms**

Hong Kong
Indonesia
Malaysia
People's Republic of
China
Singapore
Taiwan
Thailand
Vietnam

facsimile

To	Facsimile
Funtastic Limited	9545 0829
Company Announcements Platform ASX Limited	1300 135 638
From	Facsimile
Gary Thomas/Jyoti Singh	+61 (0)3 8686 6505
Our Ref	2667174
Subject	Funtastic Limited - Notice of Change of interests of substantial holder
Pages	18 (including this page)

We act for Pizmony Investment Company Pty Ltd.

Attached in accordance with section 671B of the Corporations Act 2001, is a notice of change of interests of substantial holder in relation to shares in Funtastic Limited.

Yours sincerely,

Gary Thomas/Jyoti Singh
Deacons

Direct Line: +61 (0)3 8686 6075/6515

Email: gary.thomas@deacons.com.au;jyoti.singh@deacons.com.au

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme **Funtastic Limited**
ACN/ARSN **063 886 199**

1. Details of substantial holder (1)

Name **See Table 1 in Annexure A**
ACN/ARSN (if applicable)

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

03/02/2009

The previous notice was given to the company on

23/12/2008

The previous notice was dated

23/12/2008

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	20,045,961	12.11%	14,045,961	8.49%

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
03/02/2009	Pizmony Investment Company Pty Ltd	Acquisition of shares from Russett Pty Ltd. See copy of off-market transfer form at exhibit 1 and letter agreement at exhibit 2	\$800,000	5,000,000 ordinary shares	5,000,000
03/02/2009	Substantial Holder	Termination of deed in respect of securities attached (see exhibit 3).	None	8,500,000	8,500,000

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
Refer Table 2 in Annexure A					

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	

6. Addressee

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

Name	Address
Refer Table 1 in Annexure A	

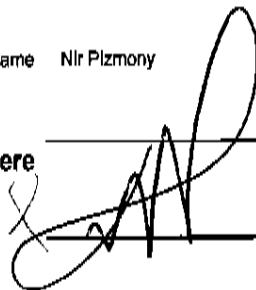
Signature

print name Nir Plzmony

capacity Director

sign here

date 3/2/2009


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 7 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 votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
- 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
 - 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

This is Annexure A of 2 page referred to in Form 604 signed by me on 3 February 2009.

Signature:

Name: Nir Pizmony

Table 1. Substantial Holders

Name of Substantial Holder	Address	ACN
Pizmony Investment Company Pty Ltd	118 Balmain Street Richmond VIC 3121	131 178 651
N Pizmony	9 Hume Road, Caulfield North VIC 3161	N/A
NSR Toys Pty Ltd ATF Pizmony Family Trust	313 Glenferrie Road Malvern VIC 3144	082 219 769
N Pizmony and M L Pizmony	7-9 Hume Road, Caulfield North VIC 3161/ 313 Glenferrie Road Malvern VIC 3144	N/A
Holdrey Pty Ltd ATF The Don Mathieson Family Trust	William Buck Chartered Accountants Level 2 215 Spring Street Melbourne VIC 3000	006 501 524
DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	c/- William Buck Pty Ltd, Level 2, 215 Spring Street, Melbourne	075 404 018
Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	c/- 19 Rowland St, Kew VIC	N/A
Lauren Michelle Mathieson Downs	19 Rowland St, Kew	N/A

Table 2. Present Relevant Interest

Holder of relevant interest	Registered Holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
Pizmony Investment Company Pty Ltd	Russett Pty Limited	Pizmony Investment Company Pty Ltd	Relevant interest under section 608(1)(a) of the Corporations Act.	5,000,000 ordinary shares	5,000,000
N Pizmony	N Pizmony	N Pizmony	Relevant interest under section 608(1)(a) of the Corporations Act.	47,523 ordinary shares	47,523
NSR Toys Pty Ltd ATF Pizmony Family Trust	Russett Pty Limited	Pizmony Investment Company Pty Ltd	Relevant interest under 608(3) of the Corporations Act.	5,000,000 ordinary shares	10,587,019
	NSR Toys Pty Ltd ATF Pizmony Family Trust	NSR Toys Pty Ltd ATF Pizmony Family Trust	Relevant interest under section 608(1)(a) of the Corporations Act and	5,587,019 ordinary shares	
N Pizmony and M L Pizmony	Russett Pty Limited	Pizmony Investment Company Pty Ltd	Relevant interest under 608(3) of the Corporations Act.	5,000,000 ordinary shares	6,221,200
	N Pizmony and M L Pizmony	N Pizmony and M L Pizmony	Relevant interest under section 608(1)(a) of the Corporations Act and	1,221,200 ordinary shares	
Holdrey Pty Ltd ATF The Don Mathieson Family Trust	Russett Pty Limited	Pizmony Investment Company Pty Ltd	Relevant interest under 608(3) of the Corporations Act.	5,000,000 ordinary shares	6,370,219
	Holdrey Pty Ltd ATF The Don Mathieson Family Trust	Holdrey Pty Ltd ATF The Don Mathieson Family Trust	Relevant interest under section 608(1)(a) of the Corporations Act and	1,370,219 ordinary shares	
DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	200,000 ordinary shares	200,000
Stewart John Alistair Downs & Lauren	Stewart John Alistair Downs & Lauren	Stewart John Alistair Downs &	Relevant interest under section 608(1)(a) of the	71,345 ordinary shares	71,435

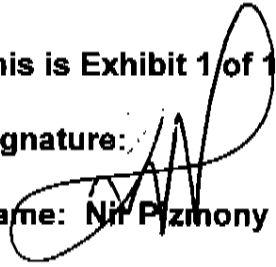
Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	Corporations Act.		
Lauren Michelle Mathieson Downs	Lauren Michelle Mathieson Downs	Lauren Michelle Mathieson Downs	Relevant interest under section 608(1)(a) of the Corporations Act.	548,655 ordinary shares	548,655

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Exhibit 1

This is Exhibit 1 of 1 page referred to in Form 604 signed by me on 3 February 2009.

Signature:



Name: Nir Pizmony

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Transfer form for Non-Market Transactions

		Transfer Ident. Number: Impress stamp duty here	
Full name of corporation:		Funtastic Limited ACN 063 886 199	
State or territory in which corporation is taken to be registered:		Victoria	
Description of securities:	Class Ordinary	If not fully paid, paid to Fully paid	Register
Quantity:		5,000,000	
Full name of seller:		Russett Pty Limited ACN 131 157 018	
Securityholder reference number:		1 0030048148	
Consideration: \$800,000		Date of Purchase: 3 February 2009	
Full name of buyer:		Plzmony Investment Company Pty Ltd ACN 131 178 651	
Full address of buyer:		313 Glenferrie Road, Malvern VIC 3144	
Buyers Securityholder reference number (if known)			

I/We the registered holder/s and undersigned seller/s for the above consideration do hereby transfer to the above name/s hereinafter called the Buyer/s the securities as specified above standing in my/our name/s in the books of the above named Company, subject to the several conditions on which I/We held the same at the time of signing hereof and I/We the Buyer/s do hereby agree to accept the said securities subject to the same conditions. I/We have not received any notice of revocation of the Power of Attorney of the grantor or otherwise, under which this transfer is signed (if applicable). To sign as power of attorney you must have already lodged it with the registry or your broker as appropriate or enclose a certified copy with this transfer.

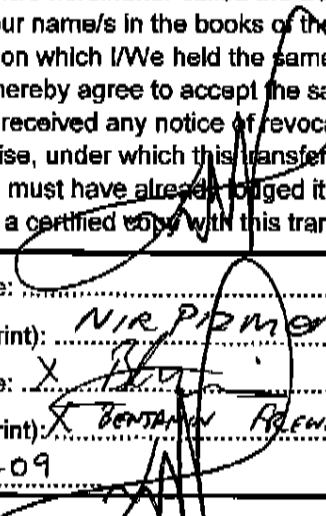
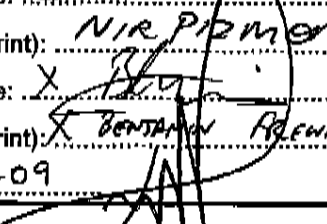
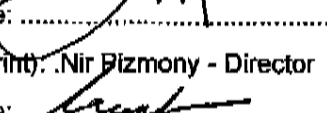
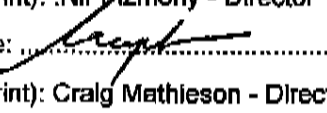
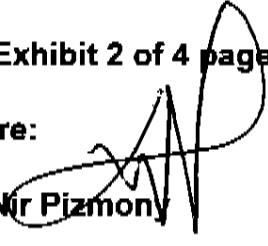
Seller sign here:	Signature:	
	Name (print):	NIR PLZMONY
	Signature: X	
	Name (print):	BENJAMIN PLZMONY
Date signed:	3.2.09	
Buyer sign here:	X Signature:	
	Name (print):	Nir Plzmony - Director
	X Signature:	
	Name (print):	Craig Mathieson - Director
Date signed	3.2.09	

Exhibit 2

This is Exhibit 2 of 4 pages referred to in Form 604 signed by me on 3 February 2009.

Signature:



Name: Nir Pizmony

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Pizmony Investment Company Pty Ltd
ACN 131 178 651
(Company)

Date: 2 February 2009

Justin Punch / Ben Frewin
Archer Capital 4A Pty Ltd
Archer Capital 4B Pty Ltd
AC4 Belco BVBA
Russett Pty Ltd

By email: jpunch@archercapital.com.au; bfrewin@archercapital.com.au

Dear Justin and Ben

Pre-bid Stake

The purpose of this letter agreement is to record an agreement between Archer Capital 4A Pty Ltd (as trustee of Archer Capital Trust 4A), Archer Capital 4B Pty Ltd (as trustee of Archer Capital Trust 4B), AC4 Belco BVBA (together **Archer**), Russett Pty Ltd ACN 131 157 018 (**Russett**) and Pizmony Investment Company Pty Ltd ACN 131 178 651 (as trustee of the Pizmony Investment Unit Trust) (**Pizco**) regarding the terms on which Russett will transfer the Pizco Shares (as defined below) to Pizco.

This letter agreement is legally binding upon the parties.

1. **Pre-bid Stake and outstanding loans**
 - 1.1 The parties acknowledge and agree that by prior correspondence between the parties, the Repayment Date (as defined in the loan agreement between Pizco and Russett dated 20 May 2008 (**Loan Agreement**)) was extended to 28 February 2009.
 - 1.2 The parties agree that Pizco's respective proportion of the pre-bid stake of 22 million shares in Funtastic Limited ABN 94 063 886 199 (**Funtastic**) (**Pre-bid Stake**) held by Russett is to be transferred to Pizco under this clause 1.
 - 1.3 The parties agree that:
 - (1) on 3 February 2009 or such other date as is agreed between the parties (**Completion Date**):
 - (a) Pizco and Russett will enter into a loan agreement (the form of which has been agreed) pursuant to which Pizco must immediately loan to Russett or its nominee in immediately available funds \$113,637 to enable Russett to repay to Archer moneys owing from Russett to Archer in relation to the Austock fees for the Pre-bid Stake (**Brokerage Loan**);
 - (b) Russett must transfer to Pizco 5,000,000 shares in Funtastic, being Pizco's respective proportion of the Pre-bid Stake (**Pizco Shares**). The consideration payable by Pizco for each of the Pizco Shares is the closing price for shares in Funtastic

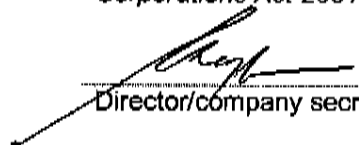
on the ASX on the day immediately preceding the Completion Date (**Consideration**);

- (2) payment of the Consideration by Pizco to Russett will be by way of setoff against an equivalent amount of the moneys owing to Pizco by Russett under the Loan Agreement and the Brokerage Loan (**Loan Amounts**); and
- (3) upon the transfer of the Pizco Shares to Pizco in accordance with clause 1.3(1)(b) and setoff of the Consideration payable against the Loan Amounts in accordance with clause 1.3(2), the amount then owing to Pizco by Russett will be the Loan Amounts less the Consideration (**Remaining Loan Amounts**).
- 1.4 Subject to the steps set out in clause 1.3 occurring, Pizco hereby forgives the obligation on Russett to repay the Remaining Loan Amounts.
- 1.5 For the purposes of this letter agreement, Completion means the completion of the steps set out in clauses 1.3 and 1.4. The obligations of the parties set out in clauses 1.3 and 1.4 are interdependent and Completion will not be taken to have occurred until each of the parties have complied with all of their obligations under clauses 1.3 and 1.4.
- 1.6 The parties agree to do all things reasonably necessary, or reasonably required by either party, to complete the transfer of the Pizco Shares to Pizco and to setoff and forgive the Loan Amounts as set out in this letter agreement with effect on and from Completion.
2. **Miscellaneous**
- 2.1 This letter agreement may be executed in a number of counterparts all of which taken together constitute one and the same instrument.
- 2.2 The law of Victoria governs this letter agreement.

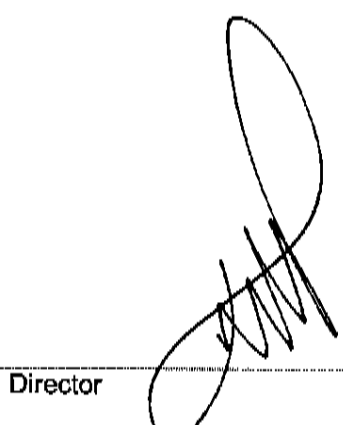
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Executed as an agreement.

Executed by **Pizmony Investment Company Pty Ltd** ACN 131 178 651 in accordance with section 127 of the *Corporations Act 2001*:


Director/company secretary

CRAIG MATHIESON
Name of director/company secretary
(BLOCK LETTERS)

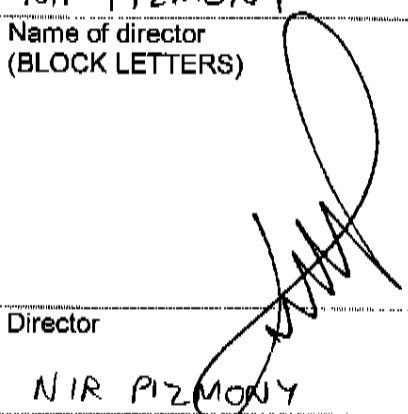

Director

NIR PIZMONY
Name of director
(BLOCK LETTERS)

Executed by **Russett Pty Ltd** ACN 131 157 018 in accordance with section 127 of the *Corporations Act 2001*:

Director/company secretary

Name of director/company secretary
(BLOCK LETTERS)


Director

NIR PIZMONY
Name of director
(BLOCK LETTERS)

Executed by **Archer Capital 4A Pty Ltd** ACN 123 463 749 in accordance with section 127 of the *Corporations Act 2001*:

Director/company secretary

Name of director/company secretary
(BLOCK LETTERS)

Director

Name of director
(BLOCK LETTERS)

Executed by **Archer Capital 4B Pty Ltd** ACN 123 463 810 in accordance with section 127 of the *Corporations Act 2001*:

Director/company secretary

Name of director/company secretary
(BLOCK LETTERS)

Director

Name of director
(BLOCK LETTERS)

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Executed as an agreement.

Executed by **Pizmony Investment Company Pty Ltd** ACN 131 178 651 in accordance with section 127 of the *Corporations Act 2001*:

Director/company secretary

Director

Name of director/company secretary
(BLOCK LETTERS)

Name of director
(BLOCK LETTERS)

Executed by **Russett Pty Ltd** ACN 131 157 018 in accordance with section 127 of the *Corporations Act 2001*:

Attended 

Director/company secretary

Director

BEN FRAWIN

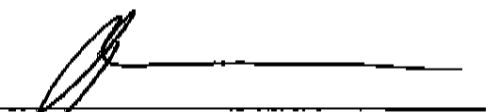
Name of director/company secretary
(BLOCK LETTERS)

Name of director
(BLOCK LETTERS)

Executed by **Archer Capital 4A Pty Ltd** ACN 123 463 749 in accordance with section 127 of the *Corporations Act 2001*:



Director/company secretary



Director

DAVID BULL

Name of director/company secretary
(BLOCK LETTERS)

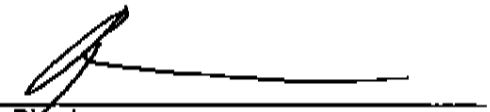
PETER WICE

Name of director
(BLOCK LETTERS)

Executed by **Archer Capital 4B Pty Ltd** ACN 123 463 810 in accordance with section 127 of the *Corporations Act 2001*:



Director/company secretary



Director

DAVID BULL

Name of director/company secretary
(BLOCK LETTERS)

PETRA WICE

Name of director
(BLOCK LETTERS)

For personal use only

Signed for and on behalf of **AC4 Belco BVBA** by its attorney pursuant to power of attorney dated 24 December 2008 who states that no notice of revocation of the power of attorney has been received in the presence of:



Signature of witness

DAVID BULL

Name of witness
(BLOCK LETTERS)



Signature of attorney

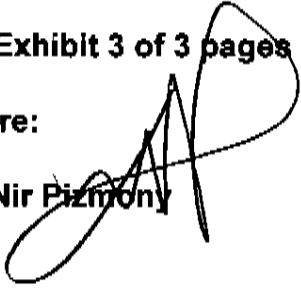
BEN FREEMAN

Name of attorney
(BLOCK LETTERS)

Exhibit 3

This is Exhibit 3 of 3 pages referred to in Form 604 signed by me on 3 February 2009 .

Signature:



Name: Nir Pizmony

For personal use only

Pizmony Investment Company Pty Ltd
ACN 131 178 651
(Company)

Date: ³ February 2009

Justin Punch / Ben Frewin
Archer Capital 4A Pty Ltd
Archer Capital 4B Pty Ltd
AC4 Belco BVBA
Russett Pty Ltd

By email: jpunch@archercapital.com.au; bfrewin@archercapital.com.au

Dear Justin and Ben

Deed in respect of Securities

The purpose of this letter agreement is to record an agreement between Archer Capital 4A Pty Ltd (as trustee of Archer Capital Trust 4A), Archer Capital 4B Pty Ltd (as trustee of Archer Capital Trust 4B), AC4 Belco BVBA Russett Pty Ltd ACN 131 157 018 (together **Archer**) and Pizmony Investment Company Pty Ltd ACN 131 178 651 (as trustee of the Pizmony Investment Unit Trust) (**Pizco**) regarding the terms on which the parties will terminate the Deed in respect of Securities (**Deed**).

This letter agreement is legally binding upon the parties.

1. **Deed**
 - 1.1 Archer and Pizco agree that as of the date of this letter agreement, the Deed is of no further force or effect.
 - 1.2 The parties acknowledge that they are in no way restricted by any other party in dealing with their shares in Funtastic or in any other dealings with Funtastic.
2. **Miscellaneous**
 - 2.1 This letter agreement may be executed in a number of counterparts all of which taken together constitute one and the same instrument.
 - 2.2 The law of Victoria governs this letter agreement.

For personal use only

For personal use only

Executed as an agreement.

Executed by **Pizmony Investment Company Pty Ltd** ACN 131 178 651 in accordance with section 127 of the *Corporations Act 2001*:

Director/company secretary

Mr Pizmony
Name of director/company secretary (BLOCK LETTERS)

[Signature]
Director

CRAIG WIRTHMELSON
Name of director (BLOCK LETTERS)

Executed by **Russett Pty Ltd** ACN 131 157 018 in accordance with section 127 of the *Corporations Act 2001*:

Director/company secretary

Mr Pizmony
Name of director/company secretary (BLOCK LETTERS)

Director

Name of director (BLOCK LETTERS)

Executed by **Archer Capital 4A Pty Ltd** ACN 123 463 749 in accordance with section 127 of the *Corporations Act 2001*:

Director/company secretary

Name of director/company secretary (BLOCK LETTERS)

Director

Name of director (BLOCK LETTERS)

Executed by **Archer Capital 4B Pty Ltd** ACN 123 463 810 in accordance with section 127 of the *Corporations Act 2001*:

Director/company secretary

Name of director/company secretary (BLOCK LETTERS)

Director

Name of director (BLOCK LETTERS)

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Executed as an agreement:

Executed by **Pizmony Investment Company Pty Ltd** ACN 131 178 651 in accordance with section 127 of the *Corporations Act 2001*:

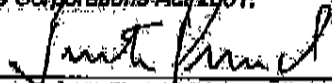
Director/company secretary

Director

Name of director/company secretary
(BLOCK LETTERS)

Name of director
(BLOCK LETTERS)

Executed by **Russett Pty Ltd** ACN 131 157 018 in accordance with section 127 of the *Corporations Act 2001*:



Director/company secretary

Director

JUSTIN PUNCH

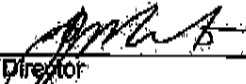
Name of director/company secretary
(BLOCK LETTERS)

Name of director
(BLOCK LETTERS)

Executed by **Archer Capital 4A Pty Ltd** ACN 123 463 749 in accordance with section 127 of the *Corporations Act 2001*:



Director/company secretary



Director

DAVID BULL

Name of director/company secretary
(BLOCK LETTERS)

Name of director
(BLOCK LETTERS)

Executed by **Archer Capital 4B Pty Ltd** ACN 123 463 810 in accordance with section 127 of the *Corporations Act 2001*:



Director/company secretary



Director


DAVID BULL

Name of director/company secretary
(BLOCK LETTERS)

Name of director
(BLOCK LETTERS)

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Signed for and on behalf of AC4 Balco BVBA by its attorney pursuant to power of attorney dated 24 December 2008 who states that no notice of revocation of the power of attorney has been received in the presence of:



Signature of witness

DAVID BUNT

Name of witness
(BLOCK LETTERS)



Signature of attorney

BENJAMIN FLEVIN

Name of attorney
(BLOCK LETTERS)