



# facsimile

Date:	10 December 2010
To:	Funtastic Limited
Facsimile Number	(03) 9569 4310
To:	Company Announcements Office ASX Limited
Facsimile Number	1300 135 638

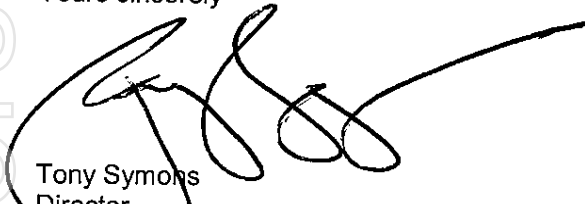
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Matter	0900037	
Pages (incl)	9	

### Funtastic Limited

We act for Kooyongkoot Pty Ltd (ACN 127 821 863) and its associates.

In accordance with section 671B of the Corporations Act 2001, we are lodging with the ASX a notice of change of interests of substantial holder.

Yours sincerely



Tony Symons  
Director  
Clarendon Lawyers Pty Ltd

Tel: 03 8681 4410

E-mail: [tony.symons@clarendonlawyers.com.au](mailto:tony.symons@clarendonlawyers.com.au)

Enc.

**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 Kooyongkoot Pty Ltd (ACN 127 821 863) ATF Lauren Mathieson Family Trust and each of the persons listed in Table 1 in Annexure A (collectively, the "Substantial Holder")

ACN/ARSN (if applicable) \_\_\_\_\_

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

9 / 12 / 2010

The previous notice was given to the company on

14 / 7 / 2010

The previous notice was dated

14 / 7 / 2010

**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	116,959,830	34.30%	96,704,088	28.36%

**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
Refer to Table 3	in Annexure A				

**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 (8)	Class and number of securities	Person's votes
Refer to 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
Refer to Table 3 in Annexure A	

**6. Addresses**

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

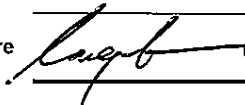
Name	Address
Refer to Table 1 in Annexure A	

**Signature**

print name CRAIG DONALD MATHIESON

capacity DIRECTOR

sign here



date

9 / 12 / 2010

**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 votes 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 on 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 pages referred to in Form 604 signed by me on 29/12/2010.

Signature:



Name: Craig Donald Mathieson

Table 1 – Substantial Holders

Name of Substantial Holder	Address	ACN
Kooyongkoot Pty Ltd ATF Lauren Mathieson Family Trust	19 Rowland Street, Kew VIC 3101	127 821 863
Holdrey Pty Ltd ATF The Don Mathieson Family Trust	c/- William Buck Chartered Accountants Level 2, 215 Spring Street, Melbourne VIC 3000	006 501 524
Lauren Michelle Mathieson Downs	19 Rowland St, Kew VIC 3101	N/A
DDVM Superannuation Nominees Pty Ltd ATF DDVM Super Fund	c/- William Buck Chartered Accountants Level 2, 215 Spring Street, Melbourne VIC 3000	075 404 018
Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	Rowland St, Kew VIC 3101	N/A
Craig & Meredith Mathieson Pty Ltd ATF the Mathieson Superannuation Fund	Suite 2, 13 Church Street, Hawthorn VIC 3123	140 587 524
Paul Mathieson Pty Ltd ATF the Paul Mathieson Super Fund	Suite 2, 13 Church Street, Hawthorn VIC 3123	138 480 314
David Mathieson Pty Ltd ATF the David Mathieson Super Fund	Suite 2, 13 Church Street, Hawthorn VIC 3123	138 480 556

Table 2 – Present relevant interests

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
Kooyongkoot Pty Ltd ATF Lauren Mathieson Family Trust	Kooyongkoot Pty Ltd ATF Lauren Mathieson Family Trust	Kooyongkoot Pty Ltd ATF Lauren Mathieson Family Trust	Relevant interest under section 608(1)(a) of the Corporations Act.	83,605,620 ordinary shares	83,605,620
Holdrey Pty Ltd ATF The Don Mathieson Family Trust	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.	225,254 ordinary shares	225,254
Lauren Michelle Mathieson Downs	Lauren Michelle Mathieson Downs	Lauren Michelle Mathieson Downs	Relevant interest under section 608(1)(a) of the Corporations Act.	1,030,086 ordinary shares	1,030,086
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.	5,700,438 ordinary shares	5,700,438
Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	Stewart John Alistair Downs & Lauren Michelle Mathieson Downs ATF S&L Downs Superannuation Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	1,642,690 ordinary shares	1,642,690

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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
Craig & Meredith Mathieson Pty Ltd ATF the Mathieson Superannuation Fund	Craig & Meredith Mathieson Pty Ltd as trustee for the Mathieson Superannuation Fund	Craig & Meredith Mathieson Pty Ltd as trustee for the Mathieson Superannuation Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	1,500,000 ordinary shares	1,500,000
Paul Mathieson Pty Ltd ATF the Paul Mathieson Super Fund	Paul Mathieson Pty Ltd as trustee for the Paul Mathieson Super Fund	Paul Mathieson Pty Ltd as trustee for the Paul Mathieson Super Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	1,500,000 ordinary shares	1,500,000
David Mathieson Pty Ltd ATF the David Mathieson Super Fund	David Mathieson Pty Ltd as trustee for the David Mathieson Super Fund	David Mathieson Pty Ltd as trustee for the David Mathieson Super Fund	Relevant interest under section 608(1)(a) of the Corporations Act.	1,500,000 ordinary shares	1,500,000
<b>TOTAL</b>				96,704,088 ordinary shares	96,704,088

Table 3 – Changes in association

Name and ACN/ARSN (if applicable)	Nature of association	Class and number of securities	Person's votes
Rensh Pty Ltd ACN 104 284 031 (formerly NSR Peas Pty Ltd)	This person has ceased acting in concert with the substantial holders listed under Table 2 of Annexure A pursuant to a Deed of Disassociation entered into between the parties which is annexed to this form as Annexure B.	6,000,000 ordinary shares	6,000,000
Piz by Piz Pty Ltd ACN 082 219 789 (formerly NSR Toys Pty Ltd) ATF The Pizmony Family Trust	This person has ceased acting in concert with the substantial holders listed under Table 2 of Annexure A pursuant to a Deed of Disassociation entered into between the parties which is annexed to this form as Annexure B.	5,727,331 ordinary shares	5,727,331
Nir Pizmony and Maria Lutgarda Pizmony ATF The Pizmony Family Super Fund	This person has ceased acting in concert with the substantial holders listed under Table 2 of Annexure A pursuant to a Deed of Disassociation entered into between the parties which is annexed to this form as Annexure B.	5,080,888 ordinary shares	5,080,888
Nir Pizmony	This person has ceased acting in concert with the substantial holders listed under Table 2 of Annexure A pursuant to a Deed of Disassociation entered into between the parties which is annexed to this form as Annexure B.	47,523 ordinary shares	47,523
Hod Pizem	This person has ceased acting in concert with the substantial holders listed under Table 2 of Annexure A pursuant to a Deed of Disassociation entered into between the parties which is annexed to this form as Annexure B.	4,000,000 ordinary shares	4,000,000
<b>TOTAL</b>		20,855,742 ordinary shares	20,855,742

**Annexure B**

This is Annexure B of 3 pages referred to in Form 604 signed by me on **9/12/2010**.

**Signature:**




**Name: Craig Donald Mathieson**

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From: Kooyongkoot Pty Ltd ACN 127 821 863  
ATF Lauren Mathieson Family Trust

Holdrey Pty Ltd ACN 006 501 524  
ATF The Don Mathieson Family Trust

 (collectively, the "Mathieson Entities")

Date: 9 December 2010

To: Nir Pizmony

Nir Pizmony and Maria Lutgarda Pizmony as trustees for the Pizmony Family Superannuation Fund

Rensh Pty Ltd ACN 104 284 031 (formerly NSR Peas Pty Ltd)

Piz By Piz Pty Ltd ACN 082 219 789 (formerly NSR Toys Pty. Ltd.)  
as trustee for the Pizmony Family Trust

Hod Pizem

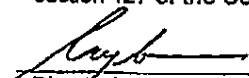
(collectively, the "Pizmony Entities")

**Termination of concert party relationship**


1. The purpose of this deed is to confirm that the Mathieson Entities on the one hand and the Pizmony Entities on the other hand are no longer acting in concert in relation to the affairs of Funtastic Limited ACN 063 886 199 (Funtastic) for the purposes of section 12(2)(c) of the Corporations Act 2001 (Cth).
2. The Mathieson Entities and the Pizmony Entities further confirm that they are in no way restricted by any other party in dealing with their respective shares in Funtastic or in any other dealings with Funtastic.
3. This deed is legally binding upon the parties.
4. This deed may be executed in a number of counterparts all of which taken together constitute one and the same instrument.
5. This deed is governed by the laws of Victoria.

**Executed as a deed.**

Executed by Kooyongkoot Pty Ltd ACN 127 821 863 ATF Lauren Mathieson Family Trust in accordance with section 127 of the Corporations Act 2001:

  
\_\_\_\_\_  
Director/company secretary

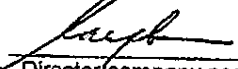
LAUREN MATHIESON  
Name of director/company secretary

  
\_\_\_\_\_  
Director


LAUREN DOWNS  
Name of director

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Executed by Holdrey Pty Ltd ACN 006  
501 524 ATF Don Mathieson Family  
Trust in accordance with section 127 of the  
Corporations Act 2001:

  
\_\_\_\_\_  
Director/company secretary

CRAG MATHIESON  
\_\_\_\_\_  
Name of director/company secretary


  
\_\_\_\_\_  
Director

DONALD MATHIESON  
\_\_\_\_\_  
Name of director

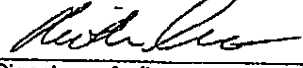
Signed sealed and delivered by Nir  
Pizmony in the presence of:

  
\_\_\_\_\_  
Signature of witness

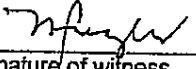
KEITH CURRIE  
\_\_\_\_\_  
Name of witness

  
\_\_\_\_\_  
Signature of Nir Pizmony


Signed sealed and delivered by Nir  
Pizmony and Maria Lutgarda Pizmony  
ATF Pizmony Family Superannuation  
Fund in the presence of:

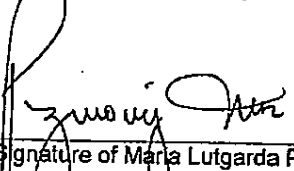
  
\_\_\_\_\_  
Signature of witness

KEITH CURRIE  
\_\_\_\_\_  
Name of witness

  
\_\_\_\_\_  
Signature of witness

NORMA NEGLER  
\_\_\_\_\_  
Name of witness


  
\_\_\_\_\_  
Signature of Nir Pizmony

  
\_\_\_\_\_  
Signature of Maria Lutgarda Pizmony

Executed by Rensh Pty Ltd (formerly  
NSR Peas Pty Ltd) ACN 104 284 031 in  
accordance with section 127 of the  
Corporations Act 2001.

  
\_\_\_\_\_  
Director/company secretary

NIR PIZMONY  
\_\_\_\_\_  
Name of director/company secretary

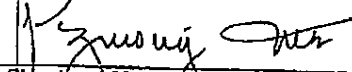
  
\_\_\_\_\_  
Director

NIR PIZMONY  
\_\_\_\_\_  
Name of director




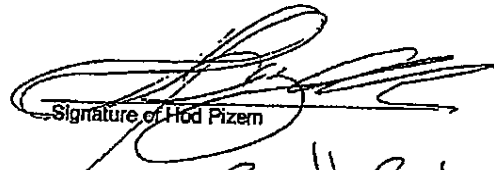
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Executed by Piz By Piz Pty Ltd (formerly  
NSR Toys Pty. Ltd.) ACN 082 219 789  
ATF Rizmony Family Trust in accordance  
with section 127 of the Corporations Act  
2001:

  
\_\_\_\_\_  
Signature of Maria Lidgarda Pizmony who  
states (that) she is the sole director and sole  
secretary of the company

Signed sealed and delivered by Hod  
Pizom in the presence of:

  
\_\_\_\_\_  
Signature of witness  
Angela Evans  
\_\_\_\_\_  
Name of witness

  
\_\_\_\_\_  
Signature of Hod Pizom  
23-11-2010