

Partner Jim Peterson
 Writer Michael Jeffery
 Direct line 07 3233 8609
 Email mjeffery@mccullough.com.au
 Our reference MJJ:JKP:140329-00007



13 October 2010

Fax transmission

Company Announcements
 Australian Securities Exchange
 20 Bridge Street
 SYDNEY NSW 2000

Fax 1300 135 638

Dear Sir/Madam

**Takeover bid by A.P. Eagers Limited for all of the ordinary shares in Adtrans Group Limited
 Acceptance facility and interests of substantial holder**

We act for A.P. Eagers Limited ACN 009 680 013 (ASX Code: APE) (**AP Eagers**) in relation to its off-market takeover bid for all the ordinary shares in Adtrans Group Limited ACN 008 129 477 (ASX Code: ADG) (**Adtrans**) that it does not already own or control (**Offer**).

AP Eagers has established an acceptance facility (**Acceptance Facility**) in respect of the Offer and has appointed Computershare Investor Services Pty Limited (**CIS**) as the facility agent. As at 7.00pm on 12 October 2010, the number of Adtrans shares in which AP Eagers had a relevant interest and the number of Adtrans shares the subject of instructions deposited into the Acceptance Facility (**Acceptance Instructions**) were as set out below.

	Number of Adtrans shares		Percentage of Adtrans shares	
	Previous notice	Current	Previous notice	Current
Relevant interest	13,223,406	14,131,030	52.50%	56.11%
Acceptance Instructions	6,058,335	6,058,335	24.05%	24.05%
Total	19,281,741	20,189,365	76.55%	80.16%

This communication (including attachments) is only intended for its addressees and may contain privileged or confidential information. Unauthorised use, copying or distribution of any part of this document is prohibited. If you are NOT an intended recipient please notify us immediately and destroy the communication.

Level 11 Central Plaza Two 66 Eagle Street Brisbane QLD 4000 | GPO Box 1855 Brisbane QLD 4001 Australia | **ABN** 42 721 345 951
Telephone 07 3233 8888 | **Fax** 07 3229 9949 | **Web** www.mccullough.com.au

Partners
 Brett Heading
 Peter McNoulty
 Guy Humble
 James Peterson
 Peter Kennedy
 Rodney Bell
 Ian Hazzard
 Peter Stewart
 Brad McCosker
 Tony Cotter
 Damien Clarke
 Michael McCafferty

Dominic McGann
 Bill Morrissey
 Stuart Macnaughton
 Brad Russell
 Sean Robertson
 Malcolm McBratney
 Mark West
 Matthew Burgess
 Timothy Longwill
 Diana Lohrsch
 Patrick Holland
 Mark Foy
 Trudy Naylor

Russell Thirgood
 Derek Pocock
 Reece Walker
 Kristan Butler
 Darren White
 Kristen Grover
 David Marschke
 David Downie
 Tim Wiedman
 Michael Rochester
 Hayden Bentley
 Scott Butler
 Matt Bradbury

Scott Whitla
 Jeremy Kennedy
 Paul McLachlan
 Heather Watson
 Cameron Dean
 Janelle Moody
 Troy Webb
 Brendan Tobin
 Michael Moy

Special Counsel
 Prof Jeff Mann AM
 Tony Stumm
 Peter Gill
 Sophie Ward
 Kim Trajer
 Lisa Blumke
 Neal Dallas
 Danielle Natoli
 Tim Sayer
 Belinda Hughes
 Andrew Muir
 Charlotte Davis

Consultants
 Kerry Prior AM
 Tim Whitney
 Michael Wynter
 Prof Paul von Nessen
 Prof Peter Little
 Prof Myles McGregor-Lowndes OAM
 Donald Palmer
 Jay Deeb
 Dr Amanda McBratney
 Phillip Toyne
 Gerard Thorpe

Under the terms of the Acceptance Facility, AP Eagers is entitled to deliver CIS a notice (**Confirmation Notice**) when the sum of the number of Adtrans shares in which AP Eagers has a relevant interest, plus the number of Adtrans shares the subject of Acceptance Instructions equals or exceeds 80% of the number of Adtrans shares on issue. Once the Confirmation Notice is delivered to CIS:

- (a) acceptance forms held by CIS will become formal acceptances of the Offer; and
- (b) CIS will direct any custodians of Adtrans shares held in the Acceptance Facility to act on the instructions to accept the Offer.

Until the Confirmation Notice is sent, Acceptance Instructions do not constitute acceptances of the Offer and, accordingly, the Adtrans shares in which AP Eagers has a relevant interest (as set out in the table above and reported in the **attached** Form 604) do not include the Adtrans shares the subject of those Acceptance Instructions. However, AP Eagers intends to send the Confirmation Notice to CIS today.

Further details regarding the Acceptance Facility can be found in section 3.4 of AP Eagers' bidder's statement that was provided to the Australian Securities Exchange on 15 September 2010.

Yours faithfully



Jim Peterson
Partner

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Adtrans Group Limited

ACN/ARSN 008 129 477

1. Details of substantial holder (1)

Name A. P. Eagers Limited

ACN/ARSN (if applicable) 009 680 013

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

See below

The previous notice was given to the company on

12 / 10 / 2010

The previous notice was dated

12 / 10 / 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)
ORD	13,223,406	52.50%	14,131,030	56.11%

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
12 October 2010	A.P. Eagers Limited (AP Eagers)	Acquisition of a relevant interest in ordinary shares in Adtrans as a result of acceptances of takeover offers made by AP Eagers dated 20 September 2010 (Offers) in the form of the "Cash Alternative", as defined in AP Eagers' bidder's statement dated 15 September 2010	\$4.00 (which may include a \$0.50 per share special dividend) for every Adtrans share, subject to the terms of the Offers	ORD 674,058	674,058
12 October 2010	AP Eagers	Acquisition of a relevant interest in ordinary shares in Adtrans as a result of acceptances of the Offers in the form of the "Cash and Scrip Alternative", as defined in AP Eagers' bidder's statement dated 15 September 2010	\$2.00 (which may include a \$0.50 per share special dividend) and 0.16 AP Eagers shares for every Adtrans share, subject to the terms of the Offers	ORD 233,566	233,566

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
AP Eagers	AP Eagers	AP Eagers	Relevant interest under section 608(1) of the Corporations Act 2001, being a relevant interest arising through AP Eagers being the registered holder of the shares	ORD 7,028,524	7,028,524
AP Eagers	Various Adtrans shareholders who have accepted the Offers	Subject to the terms of the Offers, AP Eagers	<p>Relevant interest under section 608(1) and/or section 608(8) of the Corporations Act 2001 pursuant to acceptances of the Offers.</p> <p>The shares which are the subject of the acceptances have not yet been transferred into the name of AP Eagers.</p> <p>The power of AP Eagers to vote or dispose of the shares that are the subject of acceptances of the Offers is qualified since the Offers have not been declared unconditional and its is not presently registered as the holder of the shares.</p>	ORD 7,102,506	7,102,506

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

6. Addresses

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

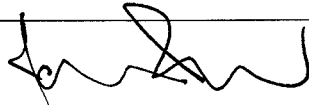
Name	Address
A.P. Eagers Limited	80 McLachlan Street, Fortitude Valley, Queensland 4006

Signature

print name Jim Peterson

capacity Attorney

sign here



date 13 / 10 / 10

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.