



Garage Doors & Openers™

Alesco is acquiring B&D Doors and Openers

Prospectus

Entitlement Offer and Institutional Placement

1 for 5 non-renounceable Priority Entitlement Offer
Institutional Placement

This is an important document and requires your immediate attention. You should read this Prospectus in its entirety. If you have any questions you should consult your professional financial adviser immediately.



Underwriter, Lead Manager and Financial Adviser



Alesco Corporation Limited (ABN 23 008 666 064)

Important Information

Prospectus

The Combined Offer contained in this Prospectus relates to Shares in Alesco Corporation Limited (ABN 23 008 666 064) ("Alesco" or the "Company").

This Prospectus is dated 24 May 2004 and a copy was lodged with the Australian Securities and Investments Commission ("ASIC") on that date.

Neither ASIC nor the ASX takes any responsibility for the contents of this Prospectus.

The expiry date of this Prospectus is the date that is 13 months after the date of this Prospectus. No Shares will be issued on the basis of this Prospectus after the expiry date.

The Combined Offer includes an Entitlement Offer (comprised of an Institutional Offer and Retail Offer) and Institutional Placement. The Entitlement Offer is available to residents of Australia and New Zealand that are shareholders in Alesco. The Retail Offer is also available to members of the public that are resident in Australia.

A copy of this Prospectus (in a read only format and without the Application Forms) may be viewed on Alesco's website at <http://www.alesco.com.au> from the date of this Prospectus to the Closing Date.

No offer is made in the electronic form of this Prospectus. There is no facility for electronic applications. Persons who receive an electronic copy of this Prospectus are entitled to obtain a printed copy of the Prospectus (including the accompanying Application Forms) free of charge from the date of this Prospectus to the Closing Date by contacting the Alesco Share Registry (see Section 2.9).

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or otherwise permit a public offering of the Shares in any jurisdiction other than Australia or New Zealand.

This Prospectus is not to be distributed in, and no offer of Shares is to be made in, the United States of America. The Shares have not been, nor will they be, registered under the United States Securities Act of 1933, as amended (the "US Securities Act") or the securities laws of any other state within the United States and, subject to certain exceptions, may not be offered or sold within the United States.

No person is authorised to provide any information or to make any representation in connection with the Combined Offer described in this Prospectus which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by Alesco in connection with the Combined Offer.

The Combined Offer does not take into account the investment objectives, financial situation or particular needs of any investor. Before making an investment in Alesco, an investor or prospective investor should consider whether such an investment is appropriate to their particular investment needs, objectives and financial circumstances and consult an investment adviser if necessary.

It is important that investors read this Prospectus in its entirety before deciding to apply for Shares under the Combined Offer and, in particular, in considering the prospects for the Company, that they consider the risk factors that could affect the performance of the Company. Some risk factors that investors should consider are set out in Section 6.

Privacy

When making an application, Applicants will be required to provide personal information. Section 7.16 sets out how that information will be used and outlines other relevant information in relation to privacy.

Definitions and glossary

Some capitalised words or terms used in this Prospectus have defined meanings that appear in the Glossary. All references to \$ in this Prospectus are references to Australian Dollars, unless otherwise stated. All references to time in this Prospectus are to the time in Sydney, New South Wales, Australia.

SUPPLEMENTARY PROSPECTUS

ALESCO CORPORATION LIMITED ABN 23 008 666 064

This Supplementary Prospectus relates to the prospectus lodged by Alesco with ASIC on 24 May 2004 in connection with the issue of approximately 11.74 million New Shares (the Prospectus). This Supplementary Prospectus is dated 26 May 2004 and a copy of it was lodged with ASIC on that day.

This Supplementary Prospectus supplements, and should be read together with, the Prospectus. Words and expressions used in this Supplementary Prospectus have the meanings given to them in the Prospectus.

Issue Price determined

The Institutional Offer and Institutional Placement have been successfully completed at an Issue Price determined under the Bookbuild of \$5.90 per New Share. This is at the top-end of the indicative Issue Price range set out in the Prospectus of \$5.60 to \$5.90 and reflects strong institutional demand for the New Shares.

The Issue Price of \$5.90 will apply to all New Shares issued under the Institutional Offer, the Institutional Placement, the Retail Offer and the New Shares issued pursuant to the Share Sale Agreement.

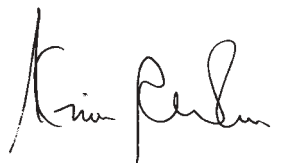
The information below summarises the changes to the existing Prospectus as a result of the determination.

- The Retail Offer is for a total of approximately 5.36 million New Shares and is expected to raise approximately \$31.64 million.
- The Institutional Offer is for a total of approximately 5.67 million New Shares and will raise approximately \$33.49 million.
- The Institutional Placement is for a total of approximately 0.75 million New Shares (an increase of 50,000 shares from the level originally set out in the Prospectus) and will raise approximately \$4.43 million.

- The Combined Offer (consisting of the Retail Offer, the Institutional Offer and the Institutional Placement) of approximately 11.78 million New Shares is expected to raise approximately \$69.55 million (resulting in net proceeds of approximately \$67.31 million).
- Any funds from the Combined Offer in excess of those set out in "Sources and Uses of Funds" in the Prospectus will be used to reduce the amount drawn-down under the senior term debt facility.
- The Issue Price at \$5.90 per New Share represents a discount of approximately 4.8% to Alesco's closing share price on Friday, 21 May 2004, the final day of trading before the Combined Offer was announced.

Consent to lodgement

Each director of Alesco has given, and not withdrawn, their consent to the lodgement of this Supplementary Prospectus with ASIC.



Signed for Alesco Corporation Limited by
Kevin Clarke,
Managing Director

ALESCO IS ACQUIRING B&D DOORS & OPENERS



Leadership positions in niche markets

B&D has a leading position in the residential garage doors and automatic openers market in Australia and New Zealand

Well known brand names

B&D, ATA, CSI Doors and Garador

Attractive market dynamics

Growth expected through increasing penetration of automatic openers, trend away from rolling doors to higher value sectional doors, trend to more garage doors per house and growth in replacement demand for openers

Stable demand drivers

Approximately 40% of B&D's sales are to the renovation and replacement market which has a stable demand pattern. Demand in the new home market is principally to detached homes. Relatively low exposure to the potentially volatile high density apartment market. B&D also operates in a number of different segments and geographic markets where the patterns of demand can be offsetting

Expansion of Alesco's core business

The acquisition of B&D adds approximately \$176 million (37%) to Alesco's revenue on a combined pro-forma basis in respect of the 12 months ended 30 November 2003 and is expected to take Alesco into the Top 150 companies on the Australian Stock Exchange

Earnings Accretive

The Acquisition is 12.5% earnings per share accretive (before amortisation of goodwill and significant items) on a combined pro forma basis in respect of the 12 months ended 30 November 2003



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SUMMARY OF THE COMBINED OFFER

KEY DETAILS

Indicative Price Range	\$5.60-\$5.90 per New Share
Eligible Shareholder Entitlement	1 New Share for every 5 Shares held ⁽¹⁾
Number of New Shares to be issued under the Retail Offer	Up to 5.18 million ⁽²⁾
Amount to be raised under the Retail Offer	Up to \$30.56 million ⁽²⁾
Number of New Shares to be issued under the Combined Offer	Up to 11.74 million ^{(2),(3)}
Amount to be raised under the Combined Offer	Up to \$69.26 million ^{(2),(3)}

(1) As at 7:00 pm (Sydney time) on the Record Date

(2) Figures are approximate

(3) Includes the Retail Offer, Institutional Offer and Institutional Placement

KEY DATES

Prospectus lodged with ASIC	Monday, 24 May 2004
Bookbuild	Monday, 24 May 2004 to Tuesday, 25 May 2004
Issue Price announced	Wednesday, 26 May 2004
Record Date for Shareholder Entitlement to New Shares	7:00 pm (Sydney time) Thursday, 27 May 2004
Opening Date for the Retail Offer	Monday, 31 May 2004
Closing Date for the Retail Offer	5:00 pm (Sydney time) Friday, 18 June 2004
Allotment and issue of New Shares and dispatch of shareholding statements for New Shares under the Retail Offer expected by	Monday, 28 June 2004
Expected date of quotation of New Shares under the Retail Offer	Tuesday, 29 June 2004

These dates are subject to change and are indicative only. Alesco reserves the right to amend this indicative timetable. In particular, Alesco reserves the right, subject to the Corporations Act, the ASX Listing Rules and the approval of the Lead Manager, to extend the Closing Date for the Retail Offer or to withdraw the Combined Offer without prior notice.

SHAREHOLDER ENQUIRIES

Questions relating to the Combined Offer can be directed to the Alesco Share Registry on 1 800 882 102 (within Australia) or +61 2 8280 7151 (within New Zealand) between 8:30 am and 5:30 pm (Sydney time) Monday to Friday.

1. CHAIRMAN'S LETTER

Dear Shareholder

I am pleased to invite you to participate further in the growth of Alesco through this offer of Shares.

Alesco has an established track record of investing in and developing strong industrial businesses built around leading brands.

On 24 May 2004, Alesco announced that it had entered into an agreement to acquire B&D for consideration of \$230 million with the potential to pay up to a further \$25 million based on future performance.

B&D is the leading manufacturer and marketer of garage door and automatic opener products for residential applications in Australia and is one of the largest in New Zealand.

This Acquisition is an important development for Alesco, adding a new industrial brands business to our already substantial building and renovation activities. B&D is expected to:

- Contribute more than 25% of Alesco's revenue and 35% of EBITA;
- Provide a new growth path; and
- Take Alesco into the Top 150 companies on the Australian Stock Exchange.

The Acquisition is 12.5% earnings per share accretive (before amortisation of goodwill and significant items) on a combined pro-forma basis in respect of the 12 months ended 30 November 2003.

Further information on the rationale for the Acquisition, the benefits for Alesco and financial information on the business being acquired is set out in Sections 4 and 5 of this Prospectus.

The Combined Offer

The purpose of the Combined Offer is to assist with the funding of the Acquisition. The Retail Offer, a pro-rata non-renounceable Rights Issue of Shares will, with the Institutional Offer and Institutional Placement, raise net proceeds of up to \$67.1 million. The balance of the funding will be through various financing facilities.

The Retail Offer entitles Eligible Shareholders to subscribe for 1 New Share for every 5 Shares held at the Record Date at an issue price between the range of \$5.60-\$5.90 per

New Share. The indicative price range of \$5.60-\$5.90 represents a 4.8%-9.7% discount to Alesco's closing share price on Friday, 21 May 2004, the final day of trading before this Combined Offer was announced. The Issue Price will be determined in the Bookbuild for the Institutional Offer and Institutional Placement. The Retail Offer is scheduled to open on Monday, 31 May 2004 and close at 5:00 pm (Sydney time) Friday, 18 June 2004.

If some shareholders choose not to take up their Entitlement in the Retail Offer, the pool of Remaining New Shares will be allocated after all applications are processed. Eligible Shareholders can apply for additional New Shares in excess of their Entitlement. Shareholders may receive all or part of their additional requests.

The Board is also pleased to provide members of the general public resident in Australia with the opportunity to apply for any Remaining New Shares at the issue price determined in the Bookbuild.

The Entitlement Offer is non-renounceable, meaning that you cannot trade your Entitlement.

The Combined Offer is fully underwritten by JPMorgan.

What you should do next

Section 2 of this Prospectus summarises the courses of action available to you. If you wish to take up your Entitlement, I direct you to Section 2.5 and the personalised application form accompanying your Prospectus. To subscribe for New Shares under the Retail Offer, Eligible Shareholders should complete the blue personalised Entitlement Application Form accompanying this Prospectus. Members of the general public should complete the blank Public Application Form attached to this Prospectus.

The Directors urge you to read the Prospectus thoroughly. If you are in doubt as to how you should proceed you should contact your broker or professional adviser.

On behalf of the Board, I commend this offer to you.

Yours sincerely



S. P. Wareing
Chairman

2. DETAILS OF THE COMBINED OFFER

2.1 Structure of the Combined Offer

Alesco is making a Combined Offer of approximately 11.74 million New Shares at an indicative price range of \$5.60-\$5.90 per share to raise up to \$69.26 million.

The Combined Offer is structured into three parts:

- The Retail Offer for a total of 5.18 million New Shares raising up to \$30.56 million
- The Institutional Offer for a total of 5.86 million New Shares raising up to \$34.57 million
- The Institutional Placement for a total of 0.70 million New Shares raising up to \$4.13 million

This Prospectus relates to the Retail Offer and also to the Institutional Offer and Institutional Placement where those offers are made to Institutional Shareholders and Institutional Investors under this Prospectus.

2.2 Retail Offer

The Retail Offer is open to Eligible Shareholders, that is shareholders of Alesco who are registered as at 7:00 pm (Sydney time) on Thursday, 27 May 2004 (the Record Date) with addresses in Australia or New Zealand who have not received an invitation to participate in the Institutional Offer (either directly or indirectly via a nominee or custodian). Eligible Shareholders do not include Shareholders with registered addresses outside Australia or New Zealand, or Shareholders that are US Persons (such persons are called Foreign Shareholders). Members of the public resident in Australia can also apply for Remaining New Shares under the Retail Offer.

Eligible Shareholders

As an Eligible Shareholder, your Entitlement will be based on a pro-rata ratio of 1 New Share for every 5 Shares held as at the Record Date. In calculating the Entitlement, fractional entitlements to New Shares determined in respect of each holding will be rounded up to the nearest whole number of New Shares. The indicative price range for New Shares will be between \$5.60-\$5.90. The exact Issue Price will be determined under the Bookbuild for the Institutional Offer and Institutional Placement.

Your Entitlement is non-renounceable, which means it cannot be sold. Entitlement Shares that are not acquired by Eligible Shareholders will be placed in a pool of shares referred to as Remaining New Shares. Remaining New Shares will be offered to other Eligible Shareholders and members of the public in Australia.

Eligible Shareholders may apply for Remaining New Shares, in addition to their Entitlement, at the Issue Price determined under the Bookbuild. Directors of Alesco (and any other Related Parties of Alesco) are not permitted to apply for Remaining New Shares but may take up their Entitlement, if any. As Alesco may receive applications for more Remaining New Shares than are available, applications for additional Remaining New Shares may be scaled back if the Retail Offer is oversubscribed. This means you may not receive the full number of Remaining New Shares that you applied for. If this is the case your Application Monies in respect of those Shares will be refunded but no interest will be paid on refunded Application Monies.

Members of the public

Members of the public who are resident in Australia may also apply for Remaining New Shares at the Issue Price determined under the Bookbuild. They will not, however, have a priority Entitlement and may be scaled back if the Retail Offer is oversubscribed. This means Applicants may not receive the full number (or any) of the Remaining New Shares that they applied for. If this is the case Application Monies in respect of those Shares will be refunded but no interest will be paid on refunded Application Monies.

Closing Date

Applications under the Retail Offer must be received at the Alesco Share Registry by no later than 5:00 pm (Sydney time) on Friday, 18 June 2004 (the Closing Date).

Alesco reserves the right, subject to the Corporations Act, the ASX Listing Rules, any requirements of the ASX and the approval of the Lead Manager, to accept late Applications or, without notice, extend the Closing Date for the Retail Offer or withdraw the Combined Offer. If the Closing Date is varied, subsequent dates may also be varied accordingly. Unless Alesco decides to accept late Applications or extend the Closing Date for the Retail Offer, Applications received after 5:00 pm (Sydney time) on Friday, 18 June 2004 will be rejected and Application Monies will be refunded without interest.

2.3 Institutional Offer

The offer of New Shares under the Institutional Offer will be conducted under a Bookbuild managed by the Lead Manager. Under the Bookbuild, Institutional Shareholders and Institutional Investors will be invited to lodge bids within the indicative price range of \$5.60-\$5.90. On the basis of those bids the Lead Manager will determine the Issue Price.

The Bookbuild will be conducted from Monday, 24 May 2004 and conclude before trading commences on the ASX on Wednesday, 26 May 2004. The Issue Price determined under the Bookbuild will then be announced and will be the Issue Price for the Retail Offer as well.

Under the Institutional Offer, Alesco will offer Institutional Shareholders an Entitlement to subscribe for 1 New Share for every 5 Shares held as at the Record Date at the Issue Price determined by the Bookbuild. In total, approximately 5.86 million Shares will be offered under the Institutional Offer. New Shares not taken up by Institutional Shareholders will be offered to other Institutional Shareholders wishing to subscribe for more than their Entitlement as well as other Institutional Investors.

The Institutional Offer will be fully underwritten by JPMorgan on the terms described in Section 7.8. The issue of New Shares under the Institutional Offer is expected to occur on Tuesday, 1 June 2004.

2.4 Institutional Placement

The offer of New Shares under the Institutional Placement will be conducted at the same time as the Institutional Offer under the Bookbuild. Under the Institutional Placement, Alesco will offer Institutional Investors the opportunity to subscribe for a total of approximately 0.70 million New Shares.

The Institutional Placement will be fully underwritten by JPMorgan on the terms described in Section 7.8. The issue of New Shares under the Institutional Placement is expected to occur on Tuesday, 1 June 2004.

New Shares issued to Institutional Investors under the Institutional Placement will not give Institutional Investors an Entitlement to participate in the Entitlement Offer.

2.5 How to apply under the Retail Offer

To apply for New Shares under the Retail Offer, you must complete the relevant Application Form accompanying this Prospectus, in accordance with the instructions set out below and on those forms.

If you are an Eligible Shareholder

Eligible Shareholders are Australian and New Zealand resident shareholders that did not receive an invitation to participate in the Institutional Offer and are not US Persons.

Your blue personalised Entitlement Application Form accompanying your prospectus will have the details of the number of New Shares you are entitled to apply for under the Retail Offer. This number of New Shares is referred to as your Entitlement and is based on your shareholding as at 7:00 pm (Sydney time) on Thursday, 27 May 2004.

If you wish to take up your full Entitlement and apply for additional Remaining New Shares

If you decide to apply for New Shares in excess of your Entitlement, complete the blue personalised Entitlement Application Form by inserting the number of New Shares you are entitled to in the box marked 'A' and by inserting the number of Remaining New Shares for which you wish to apply in the box marked 'B'. You will receive at least the number of New Shares represented by your Entitlement, provided you comply with the instructions on the form.

If you wish to take up your full Entitlement but not apply for additional Remaining New Shares

If you decide to apply for your Entitlement in full, complete the blue personalised Entitlement Application Form by inserting the number of New Shares you are entitled to in the box marked 'A'.

If you wish to take up only part of your Entitlement (and allow the balance to lapse)

If you decide to apply for only part of your Entitlement, you should complete the blue personalised Entitlement Application Form by inserting the number of New Shares from your Entitlement you wish to accept in the box marked 'A'.

If you do not wish to take up your Entitlement at all

If you decide not to take up your Entitlement at all, you do not need to do anything and your Entitlement will automatically lapse. You will receive no payment for your lapsed Entitlement. You cannot transfer your Entitlement to another person.

All details requested in boxes C, D, E and F must be completed for your Entitlement Application Form to be processed. Alesco reserves the right to reject any Entitlement Application Form that is not correctly completed.

If you are an Eligible Shareholder and did not receive your blue personalised Entitlement Application Form, please call the Alesco Share Registry.

Members of the public

New Shares will only be available to members of the public to the extent that Eligible Shareholders do not take up their Entitlement and Remaining New Shares are available for subscription. Any residents of Australia may apply for Remaining New Shares. US Persons and members of the public in New Zealand (that are not Eligible Shareholders) and in other jurisdictions outside Australia may not apply for Remaining New Shares.

If you decide to apply for Remaining New Shares, you should complete the Public Application Form, nominating the number of Remaining New Shares you wish to apply for.

All details requested in the Public Application Form must be completed for your form to be processed. Alesco reserves the right to reject any Public Application Form that is not correctly completed.

Institutional Investors under the Institutional Offer and Institutional Placement

Institutional Shareholders and other Institutional Investors invited to participate in the Bookbuild Process managed by JPMorgan will submit a bid in the Bookbuild. They will receive, respectively, the Institutional Offer and Institutional Placement offers set out in this Prospectus as well as an application form to accompany their bid.

2.6 Closing date of the Retail Offer

Applications under the Retail Offer must be received at the Alesco Share Registry by no later than 5:00 pm (Sydney time) on Friday, 18 June 2004 (the Closing Date).

Alesco reserves the right, subject to the Corporations Act, the ASX Listing Rules, any requirements of the ASX and the approval of the Lead Manager, to accept late Applications or, without notice, extend the Closing Date for the Retail Offer. If the Closing Date is varied, subsequent dates may also be varied accordingly. Unless Alesco decides to accept late Applications or extend the Closing Date for the Retail Offer, Applications received after 5:00 pm (Sydney time) on Friday, 18 June 2004 will be rejected and Application Monies will be refunded without interest (see also Section 4.10).

2.7 Minimum Application

All Applications must be for a whole number of Shares. There is no minimum Application under the Retail Offer for Eligible Shareholders who complete the blue personalised Entitlement Acceptance Form. Members of the public who complete the blank Public Application Form, attached to this Prospectus, must apply for a minimum of 100 New Shares.

2.8 Payment

Payment for New Shares must be sent with the Application Form. Completed Application Forms must be accompanied by a cheque or money order in Australian currency drawn on an Australian branch of a financial institution for the amount required to pay for the New Shares Applied for in the Application Form. This amount is referred to as Application Monies. Cheques or money orders should be made payable to "Alesco – Share Offer Account" and crossed "Not Negotiable". Do not forward cash. Receipts for payment will not be issued.

Application monies and interest

Until the issue of New Shares under this Prospectus, the Application Monies will be held in trust in a separate bank account maintained for that purpose. Any interest earned on the Application Monies will be for the benefit of Alesco and will be retained by it irrespective of whether the issue of the New Shares takes place.

If you are allotted less than the number of New Shares you applied for, you will receive a refund cheque for the relevant amount of Application Monies (without interest) not applied towards the issue of New Shares, as soon as practicable after the Closing Date.

2. Details of the Combined Offer

Alesco reserves the right to reclaim cheque dishonour fees from Applicants whose cheques are dishonoured and may, at its discretion, deduct those fees from any monies subsequently received from those Applicants. Alesco also reserves the right to reduce the number of New Shares applied for to the extent that the monies included with the Application are less than the requisite Application Monies (together with any applicable dishonour fees). Alesco will issue a refund cheque to the extent that monies included with the Application are greater than the requisite Application Monies.

Brokerage and stamp duty

No brokerage or stamp duty on the allotment of New Shares is payable on Application.

Where to send your completed Application Form

Completed Application Forms and the accompanying payment of Application Monies must be mailed to the postal address or delivered by hand to the delivery address set out below:

Postal Address:

Alesco Priority Entitlement Offer
C/o ASX Perpetual Registrars Limited
Locked Bag A14
Sydney South NSW 1235
Australia

Hand Delivery:

Alesco Priority Entitlement Offer
C/o ASX Perpetual Registrars Limited
Level 8, 580 George Street
Sydney NSW 2000
Australia

A reply envelope is enclosed for your use. If mailed within Australia, no postage stamp is required. If mailed in New Zealand, the required postage must be applied.

Application Forms and Application Monies will not be accepted at any Alesco office.

2.9 The Alesco Share Registry

Any questions relating to the Combined Offer can be directed to the Alesco Share Registry on 1 800 882 102 (within Australia) or +61 2 8280 7151 (within New Zealand) between 8:30 am and 5:30 pm (Sydney time) Monday to Friday.

2.10 Allocation policy

All Eligible Shareholders under the Retail Offer who lodge correctly completed Application Forms with Application Monies by the Closing Date of the Retail Offer will receive their Entitlement (or the proportion of their Entitlement that they applied for) in full. As described above, Eligible Shareholders and members of the public may also apply for Remaining New Shares.

If Applications are received for a greater number of New Shares (including Applications for Remaining New Shares) than are available under the Retail Offer, the following allocation policy will apply:

- All Eligible Shareholders will receive their Entitlement, or the number of New Shares applied for where that number is less than their Entitlement; and
- Applications for Remaining New Shares received from Eligible Shareholders and members of the public will be allocated, at the discretion of Alesco, in such manner as Alesco considers appropriate. This may result in no Remaining New Shares being allocated to an applicant, or the amount applied for being scaled back.

2.11 Allotment date

Allotment of New Shares under the Retail Offer is expected to occur on Monday, 28 June 2004. From this date, Applicants may call the Alesco Share Registry to seek confirmation of their allocation.

2.12 ASX quotation

Alesco will apply for quotation of the New Shares on the official list of the ASX within seven days of the date of this Prospectus. While the Company is not aware of any reason why quotation would be denied, there is no assurance that the application will be granted. If quotation is not granted, New Shares under the Combined Offer will not be issued and Application Monies will be refunded to Applicants (without interest).

The fact that the ASX may grant quotation of the New Shares is not to be taken in any way as an indication of the merits of Alesco or the New Shares issued under the Combined Offer.

Provision of holding statements

Each successful Applicant under the Combined Offer will be provided with a holding statement which sets out the number of New Shares issued to that Applicant under the Combined Offer, and other information required by the Corporations Act.

Holding statements for the New Shares issued under the Retail Offer are expected to be dispatched on Monday, 28 June 2004.

Trading

It is expected that the quotation and trading of New Shares issued under the Retail Offer will commence on the ASX on a normal basis on Tuesday, 29 June 2004 following allotment of New Shares under the Retail Offer, subject to approval from the ASX.

Applicants must confirm their holdings before trading in New Shares. Applicants who sell New Shares before they receive their holding statements will do so at their own risk. Alesco and the Lead Manager disclaim all liability, in tort (including negligence), statute or otherwise, to persons who trade any New Shares before receiving their holding statements, whether on the basis of a confirmation of allocation provided by Alesco, the Alesco Share Registry, the Lead Manager or otherwise.

From Monday, 28 June 2004, applicants may call the Alesco Share Registry to seek confirmation of their allocation.

CHES

The New Shares will participate in CHES, a system operated by a Subsidiary of the ASX. The New Shares must be held in uncertificated form (that is, no share certificate will be issued) on either the CHES subregister under sponsorship of a broker or on the issuer-sponsored subregister.

Arrangements can be made at any time to convert your holding from the issuer-sponsored subregister to the CHES subregister under sponsorship of a broker or vice versa by contacting the Alesco Share Registry and/or your broker.

2.13 Ranking of New Shares

New Shares issued pursuant to this Prospectus will rank equally in all respects with existing Shares. A detailed description of the rights attaching to New Shares is provided in Section 7.5.

The rights and liabilities attaching to the New Shares arise from a combination of the Constitution of Alesco, statute and general law (see the summary provided in Section 7.5). The Constitution of Alesco can be inspected at the registered office of Alesco during normal business hours.

2.14 Consequences of Eligible Shareholders not accepting their Entitlement

If Eligible Shareholders do not accept their Entitlement in full, there will be a number of Remaining New Shares. These Remaining New Shares will be issued to Eligible Shareholders and members of the public who are resident in Australia as described in Section 2.2.

If acceptances of Entitlements and applications for Remaining New Shares are less than the number of New Shares that Alesco proposes to issue under the Retail Offer, then the Underwriter will take up the difference between the number of shares on offer and the acceptances of the entitlements and applications.

2.15 Tax consequences

Assuming you are an individual Australian resident for Australian tax purposes and will hold the New Shares on capital account, the following are key tax consequences triggered by the acquisition of New Shares:

- Acquisition date of New Shares will be the date New Shares are issued or allotted;
- No capital gains tax liability will arise on acquisition;
- Cost base will generally be the Issue Price of the New Shares plus any costs incurred;
- No stamp duty will be payable on acquisition; and
- A more detailed description of tax consequences, including the consequences of holding and disposing of New Shares is described in Section 7.6.

2.16 Foreign Shareholders

This Prospectus does not constitute a public offering of the New Shares in any jurisdiction other than Australia.

The offer of New Shares in New Zealand is restricted to Eligible Shareholders with registered addresses in New Zealand pursuant to the Securities Act (Overseas Companies) Exemption Notice 2002 (New Zealand). Residents of New Zealand who are not Eligible Shareholders are not entitled to apply for New Shares under the Combined Offer.

No action has been taken to register or qualify this Prospectus, the Shares or the Combined Offer, or otherwise to permit a public offering of the Shares, in any jurisdiction outside Australia and New Zealand.

The distribution of this Prospectus in jurisdictions other than in Australia or New Zealand may be restricted by law and persons who come into possession of it should seek advice and observe any such restrictions.

This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would not be lawful to make such an offer. Alesco disclaims all liabilities to these persons.

The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered or sold in the United States or to, or for the account or benefit of, US Persons except pursuant to transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Application Forms must not be postmarked or otherwise dispatched from the United States. Persons applying for New Shares under the Retail Offer may not provide addresses in the United States for the return of holding statements. Alesco reserves the right to treat as invalid and reject any Application Form that:

- Is postmarked or otherwise dispatched from the United States;
- Provides an address in the United States; or
- Does not include the representations and warranties set out in the Application Form.

2.17 New Zealand Shareholders

New Zealand Shareholders should note that:

- Investing in securities of an Australian issuer carries with it a currency exchange risk;
- Investors should satisfy themselves as to the tax implication of investing in New Shares;
- Alesco is not listed on the New Zealand Stock Exchange and accordingly shareholders may not have access to information concerning Alesco in the same way as investors have in relation to entities listed on the New Zealand Stock Exchange;
- The financial reporting requirements applying in New Zealand and those applying to Alesco may be different, so Alesco's financial reports may not be compatible in all respects with financial statements prepared in accordance with New Zealand law;
- Alesco may not be subject in all respects to New Zealand law;
- The contract under which the New Shares will be issued may not be enforceable in New Zealand courts; and
- This Prospectus has not been registered in New Zealand under New Zealand law and may not contain all the information that a New Zealand registered prospectus is required to contain.

2.18 Interaction with Dividend Reinvestment Plan

The Dividend Reinvestment Plan provides Shareholders with the choice of applying dividends paid or declared by Alesco for the purpose of subscribing for Shares rather than receiving those dividends directly in cash. The offer of New Shares under this Prospectus is a separate offer to the Dividend Reinvestment Plan offered by Alesco. New Shares will be eligible to be included by Shareholders participating in the Dividend Reinvestment Plan. For further details about the Dividend Reinvestment Plan and to confirm your participation call the Alesco Share Registry.

2.19 Employee and Management Share Plans

Alesco currently operates the Alesco Management Share Plan, the Alesco Management Share Plan (NZ), the Alesco Employee Share Plan and the Alesco Employee Share Plan (NZ).

Participants under the Alesco Management Share Plan, the Alesco Management Share Plan (NZ) and the Alesco Employee Share Plan (NZ) will, through the trustee of the plans, be eligible to participate in the Retail Offer and will be given an Entitlement in respect of Shares held by them under that plan as at the Record Date.

Participants under the Alesco Employee Share Plan will, directly through their own name, be eligible to participate in the Retail Offer and will be given an Entitlement in respect of Shares held for them under that plan as at the Record Date.

2.20 Holders of Executive Options over Alesco shares

Alesco Executive Options, issued under the plan approved by Shareholders on 8 October 1992, which are capable of being exercised as at the Record Date, will have a limited opportunity to participate in the Retail Offer. If the Options are exercised no later than 12 Business Days after the date of this Prospectus, the Shares issued as a result will be treated as if they had been held by that holder on the Record Date, for the purposes of this Retail Offer.

3. OVERVIEW OF ALESCO

3.1 Overview

Alesco is an industrial brands company. It focuses on the marketing and distribution of leading industrial brands to niche markets within Australia and New Zealand.

Alesco aims to achieve high returns on investment, strong cashflows and steady growth by:

- Investing in businesses that have recognised industrial brands in niche markets and with high market shares; and
- Providing common business systems on which each division operates to drive productivity improvements through a methodical focus on customer and product profitability.

Alesco operates four business divisions – Building & Renovations, Construction & Mining, Automotive and Scientific & Testing. Each of these divisions distributes market leading brands.

3.2 Business Divisions

BUILDING AND RENOVATIONS DIVISION		
NICHE MARKET	INDUSTRIAL BRANDS	MARKET POSITION
Parbury markets a premium selection of horizontal and vertical surface finishes, cabinet products and hardware largely for the new and refurbishment kitchen market as well as bathroom and commercial applications.	Parbury is the principal brand for panel doors, taps, sinks and overhead lighting and is synonymous with high quality products. Wilsonart, from the world leading supplier of laminate, is marketed exclusively by Parbury and is augmented with ancillary brands including Blum in cabinet hardware, Ceracina in porcelain and Silestone in the engineered stone market.	Parbury is a leading supplier of building components for kitchen, bathroom and commercial applications. It is a market leader in providing a true one-stop shop to the cabinet-making trade.
Robinhood is a manufacturer and marketer of kitchen rangehoods, laundry tubs and ironing centres to the new build and renovation housing markets in New Zealand and Australia.	The core brand for marketing of kitchen rangehoods is Robinhood. Other owned brands include Supertub for laundry tubs and Easyiron for the ironing center products. In addition to owned brands, Robinhood OEM products under a number of leading appliance brands in Australia, New Zealand, USA, Italy and the UK.	Robinhood is a leading manufacturer and enjoys particularly strong market share in the New Zealand market, a strong and growing presence in the Australian market and a growing export business to North America.

CONSTRUCTION AND MINING DIVISION

NICHE MARKET	INDUSTRIAL BRANDS	MARKET POSITION
Parchem is a manufacturer and marketer of construction chemicals to civil engineering, commercial and industrial construction sectors in Australia.	Parchem markets under its owned brands Emer and Durafloor and the key exclusive international brand of Fosroc. In addition it has a number of other leading brands in the concrete construction market.	Parchem has a leading market position in a number of specialised concrete additives and waterproofing product niches.
Marathon Tyres markets, distributes and services earthmoving and heavy duty truck tyres in the civil construction and mining sectors in Australia.	The business has exclusivity for the Michelin brand of industrial tyres in Australia.	The company is a market leader with the Michelin product in tyre sales, management and service to its core construction and mining segments.
The Hankook wholesale tyre business imports and markets truck and car tyres to retailers and tyre fitting outlets.	The Hankook brand is exclusive to Alesco in New South Wales.	The business is well positioned for growth in the wholesale truck and car tyre markets.

AUTOMOTIVE DIVISION

NICHE MARKET	INDUSTRIAL BRANDS	MARKET POSITION
Ingram markets auto-electrical, diesel fuel injection and air-conditioning components to the automotive aftermarket.	In addition to its well regarded Ingram and OEX brands, it also markets leading international products including Bosch, Hella and Delphi.	Ingram shares a market leading position in both the automotive electrical and air-conditioning segments.
McLeod Accessories markets a range of high quality branded motorcycle helmets, clothing, footwear and equipment accessories to motorcycle retail outlets.	McLeod Accessories markets clothing under its Dri-Rider brand as well as world leading motorcycle parts and accessories brands including Shoei and HJC.	McLeod Accessories is a leading distributor of motorcycle accessories with a leadership position in a number of product categories.

SCIENTIFIC AND TESTING DIVISION

NICHE MARKET	INDUSTRIAL BRANDS	MARKET POSITION
Biolab primarily distributes laboratory products and scientific testing instruments from leading international manufacturers to key research, diagnostic and industrial customers in the biotechnology, environmental, food, pharmaceutical, water, waste water and medical supplies markets in Australia and New Zealand.	The key housebrands for Biolab are Labserv and Pronalys supported by exclusive international brands in Australia and New Zealand including Hach, Thermo Forma, Mallinckrodt Baker, Sartorius and Brookfield.	Biolab is the largest distributor of scientific testing equipment and consumables to the laboratory, industrial and research markets in Australia and New Zealand.

3.3 Financial Results

SUMMARY OF ALESCO'S HISTORICAL FINANCIAL PERFORMANCE

\$ MILLIONS	ACTUAL	ACTUAL	ACTUAL	ACTUAL
	12 MONTHS ENDED 31 MAY 02 (AUDITED)	12 MONTHS ENDED 31 MAY 03 (AUDITED)	SIX MONTHS ENDED 30 NOV 03 ^{(1),(5)} (UNAUDITED)	12 MONTHS ENDED 30 NOV 03 ^{(2),(5)} (UNAUDITED)
Sales Revenue				
Building and Renovations ⁽³⁾	106.7	118.3	83.0	139.6
Construction and Mining	190.6	151.6	72.9	144.3
Automotive	103.1	102.6	51.2	101.8
Scientific and Testing ⁽⁴⁾	–	19.6	40.7	60.3
Total sales revenue	400.4	392.1	247.8	446.0
EBITDA	33.0	35.4	26.7	44.1
EBITA				
Building and Renovations ⁽³⁾	9.0	10.9	12.7	17.6
Construction and Mining	8.2	8.6	3.9	8.1
Automotive	9.2	9.6	4.4	9.5
Scientific and Testing ⁽⁴⁾	–	1.9	4.2	6.1
Corporate	(2.3)	(4.0)	(3.4)	(6.4)
Total EBITA	24.1	27.0	21.8	34.9
EBIT	20.4	23.0	18.5	29.3
NPAT	9.2	12.7	10.7	17.0
Amortisation of goodwill	3.7	4.0	3.3	5.6
NPAT before amortisation of goodwill	12.9	16.7	14.0	22.6
Earnings per share (cents per share)				
EPS after amortisation of goodwill ⁽⁵⁾	27.5	32.4	23.1	38.2
EPS before amortisation of goodwill ⁽⁵⁾	38.5	42.7	30.2	50.9

Notes:

- (1) The historical earnings for the six months ended 30 November 2003 have been extracted from the unaudited half-year financial report of Alesco.
- (2) The actual results for the 12 months ended 30 November 2003 have been prepared by aggregating Alesco's financial results as follows:
- the audited financial results for the 12 months ended 31 May 2003; plus
 - the unaudited financial results for the six months ended 30 November 2003; less
 - the unaudited financial results for the six months ended 30 November 2002.
- (3) The acquisition of the Robinhood business within the Building and Renovations division was completed on 30 April 2003. The results of this business have been included from the date of its acquisition.
- (4) The acquisition of the Scientific and Testing business was completed on 3 March 2003. The results of this business have been included from the date of its acquisition.
- (5) The actual results for the six month and 12 month periods ended 30 November 2003 have been adjusted to excluded the one-off gain of \$3.5 million after tax arising on the disposal of the Company's interest in Marlows Limited.

Commentary on recent results

On 28 January 2004, the Company announced a record half-yearly net profit after tax (before significant items) of \$10.7 million and earnings per share (before amortisation of goodwill and significant items) of 30.2 cents per share. This followed a record full year earnings per share result (before amortisation of goodwill and significant items) for the year ended 31 May 2003.

On 6 April 2004, the Company announced an upgraded profit forecast and advised that for the year ending 31 May 2004 net profit after tax (before significant items) is expected to increase to at least \$20 million and earnings per share (before amortisation of goodwill and significant items) to be at least 54.0 cents per share. This will represent the third consecutive record full year Earnings per Share result.

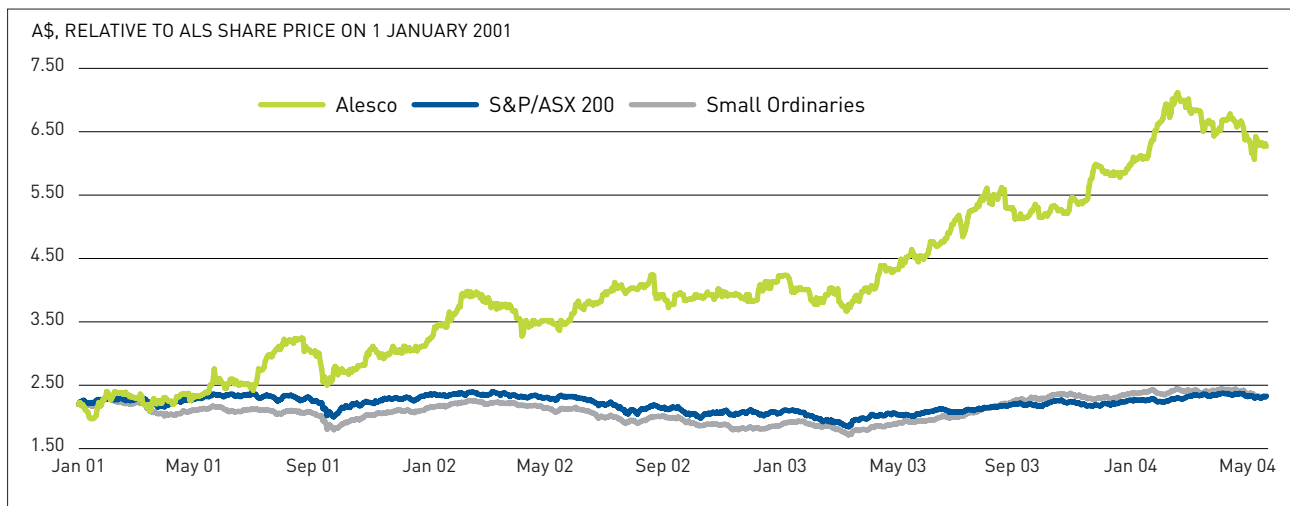
The Company attributes the strong results to buoyant trading conditions, supply chain and productivity initiatives and a stronger Australian dollar. In addition, there have been strong contributions from the Company's two recent acquisitions, Biolab and Robinhood, which have both exceeded expectations.

3.4 Share price performance

Alesco has outperformed both the benchmark S&P/ASX 200 index and the Small Industrials index over the past three years.

Investors should, however, note that past share price performance provides no guidance to future share price performance.

RELATIVE SHARE PRICE PERFORMANCE



3.5 Board of Directors

Sean P. Wareing, Chairman FCPA, ACIS, FAICD Age 63

Joined the Board in September 2000 and was appointed Chairman in October 2000. Chairman of St Hilliers Holdings Pty Limited and Commonwealth Managed Investments Limited, a Director of Allianz Australia Limited and Director and Vice President of The Royal Institute of Deaf and Blind Children. Sean has particular experience in the building and construction and finance industries and is a former Finance Director of Lend Lease Corporation Limited.

Kevin F. Clarke, Managing Director BSc (Eng), MBA (cum laude), MAICD Age 52

Joined the Board as Managing Director in 1995. Formerly Managing Director of Beacon Industries Pty Limited and Chief Executive of Hudaco Industries Limited (South Africa). Kevin has over 25 years business experience in manufacturing, industrial marketing and distribution, including 15 years as Chief Executive Officer of publicly listed industrial and automotive groups, Hudaco and Alesco.

Donald M. Watt, Non-Executive Director LLB Age 62

Joined the Board in 1986. Chairman of Burswood Ltd and a Director of Australian Wool Exchange Ltd, Integrated Tree Cropping Limited and Australian Plantation Timber Ltd. Don is a commercial lawyer with considerable experience in mergers, acquisitions and the capital markets. He is also an Associate Commissioner of Australian Competition and Consumer Commission (ACCC). He is a former Senior Partner at Mallesons and former Chairman of the Legal Practice Board of WA.

David D. Scanlan, Non-Executive Director BEc, CPA, FAICD Age 60

Joined the Board in 1996. Director of Big River Timbers Pty Ltd. Formerly Chief Executive of Castrol NZ Pty Ltd, Chief Executive of Castrol Australia Pty Limited and Chairman of Burmah Fuels Australia Ltd. David has 30 years experience in senior management roles in Australia, New Zealand and Asia with particular emphasis on supply chain management, relationship marketing, brand management and strategy development.

Barry J. Jackson, Non-Executive Director BCom (Hons), MAICD Age 59

Joined the Board in November 2001. Director of PaperlinX Limited, St Vincent's Institute of Medical Research, CSR Limited and Equity Trustees Limited. Formerly Managing Director of Pacifica Group Limited (1995–2001). Barry has over 30 years experience in manufacturing and industrial marketing, including senior management roles in the building products and automotive components industries.

Robert M. Aitken, Non-Executive Director BE (Chem)(Hons), MBA, FAICD Age 53

Joined the Board in March 2003. Until recently, he was a Director of Ambatron Limited (B&D) and a number of its subsidiaries. Formerly Executive General Manager of the Appliances and Water Heaters Groups with Southcorp Limited and President, Formica Corporation (USA). Rob has over 25 years experience in senior international management roles with manufacturing, industrial marketing and distribution businesses for Southcorp Limited, BTR Plc and CSR Limited.

4. OVERVIEW OF THE PROPOSED ACQUISITION

4.1 Background of B&D

B&D is a manufacturer and marketer of garage doors and automatic openers in Australia and New Zealand. Its products are primarily sold for residential applications, driven by demand from renovation, replacement and new build markets. In addition, B&D manufactures doors for the industrial and commercial markets, and licenses and exports its know how overseas.

Key Products

The B&D business produces four key product lines:

- **Automatic garage door openers** provide access to the garage with security and convenience through a remote keyless transmitter. The automatic openers are used on residential and industrial doors. The opener typically provides auto locking, auto reverse, a courtesy light, security coded transmitter and a number of additional features.
- **Sectional doors** provide a modern appearance to the key entry point of the home coupled with a smooth, quiet opening mechanism.
- **Rolling doors** provide a secure garage door with a space saving design and compact roll ensuring free ceiling space in the garage.
- **Industrial doors** are typically a rolling door style, similar to residential doors, but with wider openings and are manufactured from a heavier gauge of zinc coated material.

4.2 Attractive Characteristics of B&D

This Acquisition offers Alesco the opportunity to expand the Company's core building and renovation activities through the acquisition of a business with the following attractive characteristics:

- **Market leadership**
 - High market share
 - Portfolio of strong brands
- **Attractive underlying industry dynamics**
 - Automatic openers
 - Garage doors
- **Stable demand drivers**
- **Powerful distribution channels**

4.3 Market analysis

Market leadership

High market share: In the residential garage door and automatic opener markets, B&D has a leading position in Australia.

B&D AUSTRALIAN RESIDENTIAL MARKET SHARE

MARKET SEGMENT	MARKET SHARE	MARKET POSITION
Garage doors	50-60%	#1
Garage door openers	50-55%	#1

4. Overview of the proposed Acquisition

This market position is attractive due to the propensity for consumers to choose the same brand when purchasing a new or replacing their current garage door or automatic door opener.

B&D also has a strong position in New Zealand where the residential garage door and automatic opener markets have three key competitors, each with similar market shares.

It also has a competitive position in the Australian industrial door market, which is fragmented with no competitor holding a significant market share.

Portfolio of strong brands: The business has a portfolio of well recognised brands in the Australian and New Zealand garage door and opener markets built up over almost 60 years, with a reputation for innovation and quality.

GARAGE DOOR BRANDS	AUTOMATIC OPENER BRANDS
B&D	B&D
CSI Doors	ATA
Garador (NZ)	

These key brands are supported by product brands with high customer recognition, including B&D Roll-A-Door, B&D Panelift, CSI Doors Panelmasta and ATA SecuraLift.

The B&D brands are some of the most recognised brands amongst retail consumers, residential home builders and garage door distributors. This recognition is supported by Yellow Pages advertising and by product literature.

Attractive underlying industry dynamics

Automatic openers: The market for automatic door openers has grown significantly since B&D produced the first remote control opener in Australia in 1978.

The trend towards increasing automation is driven by lifestyle trends for convenience and security needs, a trend likely to accelerate with an aging population.

Despite the strong growth that has been achieved over recent years the overall level of automation in Australia is still relatively low compared with New Zealand and the US and therefore strong growth in opener sales is expected to continue in the new build and retrofit segments.

The replacement market should also be strong as the increasing installed base of openers comes up for replacement.

The garage door opener, which is a critical component for access and security of the home, has a shorter life cycle than the garage door. This, along with its frequent use, results in an increasing demand for service, repairs and replacement.

More than half of the demand in this high growth segment is to the renovation, retrofit and replacement market. Consequently, strong growth is expected in the profitable automatic opener activities despite the expected slowdown in the new build market.

Garage doors: there are a number of attractive dynamics which Alesco believes will drive growth in garage doors including:

- **The product mix is improving**, with new home builders purchasing higher-value sectional garage doors rather than the rolling garage doors. Further, whilst the replacement market presently generates predominantly rolling door sales, sectional door sales into this market are expected to increase as the installed base of sectional garage doors increases and ages;
- There is an **emerging trend towards more multiple door garages** driven by more cars per household, security concerns, alternative uses for garages (eg. boat storage, use as a workshop) and access to the rear of the property, particularly in blocks where the house take up a high proportion of the land; and
- **The expected growth in servicing opportunities** as the installed base of garage doors and automatic openers increases. Servicing also provides the opportunities to upsell a new garage door alongside the replacement of the automatic opener. The servicing component of B&D's revenue stream is presently relatively small.

Stable demand drivers

In addition to the attractive industry trends referred to above, the demand drivers affecting B&D's business are likely to be stable or growing because:

- Approximately 40% of B&D's sales are to the renovation and replacement segment driven by wear & tear, damage, security, fashion and the large installed base;
- The renovations and replacements market in Australia has experienced relatively steady growth (approximately 3% – 4% pa) and this trend is expected to continue; and
- Sales driven by the new home cycle are linked to detached homes not multi-residential dwellings and demand for detached homes has been less volatile in recent years.

4. Overview of the proposed Acquisition

Powerful distribution channels

Over 50% of B&D's revenue is generated through its independent dealer distribution channel which has significant sales to the renovation and replacement segment. This balances the sales to the residential builders of new homes.

KEY CHANNELS TO MARKET
Team B&D and other independent dealers
Major residential builders
Direct to customer
MARKET SEGMENTS
Renovations/replacements
New homes
Industrial buildings

B&D has recently launched Team B&D, a new initiative to accredit key dealers in its distribution network. Team B&D aims to enhance B&D's distribution capability and improve the standard of the dealer network representing the company. Team B&D dealers are tested every six months through an accreditation process and receive benefits including advertising support and sales leads.

4.4 Other characteristics of B&D

International reach

Outside of its domestic markets, B&D has a growing international exposure through:

- The export of garage door components and openers to 25 offshore markets;
- Licence agreements in 13 countries for the manufacture of the B&D Roll-A-Door; and
- a 50% interest in a joint venture in South Africa for the manufacture of sectional doors using components exported from Australia.

Manufacturing

B&D manufactures its garage doors in four production facilities in Australia (Clontarf Qld, Revesby NSW, Kilsyth Vic and Malaga WA) and one facility in Auckland, New Zealand. The geographical diversity of these manufacturing facilities allows B&D to offer competitive delivery lead times on a product that is primarily made to order to a unique customer configuration of style, colour and dimension. Competitive delivery lead time is important because the installation of a garage door is often a payment milestone in the construction of a house for the new build market.

Automatic openers are manufactured in Hong Kong and Australia or sourced fully assembled from a major USA manufacturer. Management is in the process of consolidating the existing Australian production in Hong Kong to take advantage of production efficiencies and cheaper sourcing.

Management team

B&D has an experienced management team who have formulated and executed a successful growth strategy to deliver B&D's market share position. The key managers have committed to remain with Alesco and will operate the business as a strategic business unit within an expanded Alesco.

Management has agreed to subscribe for Alesco shares using a portion of the proceeds from the sale of their shares in B&D (see Section 7.10). This amounts to approximately 1.1 million Alesco shares and helps ensure that B&D's management remains committed to the business under the new ownership structure.

B&D has over 500 employees with approximately 190 in sales, marketing and distribution and 300 in manufacturing.

4.5 B&D's historical financial performance

Over the last three years, B&D has driven sales and earnings growth through acquisitions and organic initiatives. In December 2001, CSI acquired the B&D Australia business from the Downer Group. Subsequent to the acquisition, the CSI business was referred to as the B&D business. In November 2003, B&D acquired an automatic opener business, ATA, complementing its existing opener business. The historical financial performance outlined below shows the pro-forma performance as if B&D had owned B&D Australia and ATA since 1 July 2001. The B&D historical financial information in this section has been extracted from available data provided to Alesco during the due diligence process and has not been subject to audit or independent verification and review.

4. Overview of the proposed Acquisition

B&D'S HISTORICAL FINANCIAL PERFORMANCE

	PRO-FORMA 12 MONTHS ENDED 30 JUNE 2002 ^{(1),(2)}	PRO-FORMA 12 MONTHS ENDED 30 JUNE 2003 ⁽¹⁾	PRO-FORMA SIX MONTHS ENDED 31 DECEMBER 2003 ⁽³⁾	PRO-FORMA 12 MONTHS ENDED 31 DECEMBER 2003 ⁽⁴⁾
Sales revenue				
B&D (excluding ATA)	129.7	143.8	80.7	152.6
ATA	18.6	22.0	12.2	23.2
Total Sales revenue	148.3	165.8	92.9	175.8
EBITDA				
B&D (excluding ATA)	15.6	21.2	13.8	24.4
ATA	2.8	5.4	3.2	5.9
Total EBITDA	18.4	26.6	17.0	30.3
EBITA				
B&D (excluding ATA)	12.2	17.8	12.1	21.0
ATA	2.2	4.8	3.0	5.4
Total EBITA	14.4	22.6	15.1	26.4

Notes and adjustments:

- (1) The pro-forma results for the years ended 30 June 2002 and 30 June 2003 have been prepared by aggregating the financial results of B&D (excluding ATA) and ATA as if they were part of B&D from 1 July 2001.
- (2) The pro-forma results shown for B&D (excluding ATA) for the 12 months ended 30 June 2002 include the pre-acquisition results of the B&D Australia business for approximately six months ended 31 December 2001, being amounts of \$65.7 million in Sales, \$7.3 million in EBITDA, and \$5.8 million in EBITA.
- (3) The pro-forma results for the six months ended 31 December 2003 have been extracted from the management accounts of B&D and ATA. ATA results include pre-acquisition results for the four months ended 31 October 2003 and November and December 2003 extracted from B&D's management accounts.
- (4) The pro-forma results for the 12 months ended 31 December 2003 have been prepared by aggregating half of the financial results of B&D (excluding ATA) and ATA for the 12 months ended 30 June 2003 with their respective results for the six months ended 31 December 2003.

4.6 An important expansion of Alesco's building and renovation activities

The acquisition of B&D will create an exciting new strategic business unit for Alesco and will expand its building and renovation activities. The Acquisition fits its stated investment strategy: a business with high market shares in niche markets which owns leading industrial brands in its market segments within Australia and New Zealand.

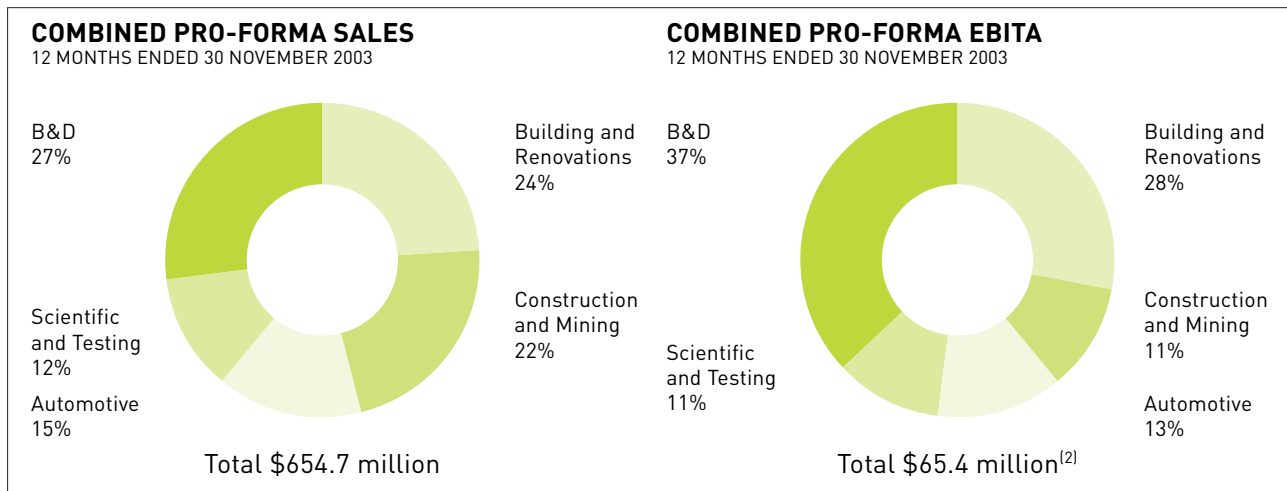
GARAGE DOOR AND OPENERS

NICHE MARKET	INDUSTRIAL BRANDS	MARKET POSITION
B&D manufactures and markets a range of leading garage doors and automatic openers.	B&D has a leading range of brands including B&D, CSI, Garador and ATA. Core product sub-brands are B&D Roll-A-Door, B&D Panelift, CSI Doors Panelmasta and ATA SecuraLift.	Leading market share in Australia and strong market share in New Zealand in the residential garage door and automatic opener markets.

4. Overview of the proposed Acquisition

On a combined pro-forma basis, for the 12 months ended 30 November 2003 the new B&D business unit would have accounted for a significant proportion of Alesco's Sales and EBITA.

PRO-FORMA COMPARISON OF SALES AND EBITA FOR THE 12 MONTHS ENDED 30 NOVEMBER 2003⁽¹⁾



Notes:

(1) See notes to the pro-forma statement of financial performance for the combined group in Section 5.3 for additional information on the above charts.

(2) Pro-forma EBITA excludes the allocation of corporate costs in Alesco of \$6.4 million.

4.7 Acquisition Rationale

The Acquisition represents a move into an adjacent market to Alesco's existing Building and Renovations division with market and channel characteristics that are familiar to the Alesco group. It continues Alesco's growth by acquisition.

Adjacent market to existing business

Alesco has significant expertise in the kitchen and laundry segment of the new build and renovation markets within the housing sector in Australia and New Zealand following its acquisitions of Parbury in 2000 and Robinhood in 2003. This Acquisition represents a move into an adjacent product market with common end users and is an opportunity to utilise the group's knowledge base. Much like Alesco's existing Building and Renovations division, where approximately 50% of sales are driven by the replacement and renovations market, a significant portion of B&D's earnings stream is driven by this same segment of the residential housing market.

Similar distribution channel structure

The structure of the distribution channels in the garage door and opener segment is similar to that of Parbury's kitchen segment. It is characterised by a few large builders in the new build segment and a fragmented distribution channel to the renovations and replacement markets, utilising distribution arrangements with numerous small enterprises. Parbury has developed a competency in distribution channel management and marketing that will allow Alesco to add value to the Acquisition.

Attractive market dynamics

Alesco's existing housing market knowledge and its assessment of garage door and openers dynamics, as set out in Section 4.3, leads Alesco to believe that it is an attractive market environment in which to invest.

Increased size of Alesco

On a combined pro-forma basis the Acquisition increases Alesco's revenue by 37% and EBITA by 68% for the 12 months ended 30 November 2003. The increased size of the consolidated group may allow Alesco to gain efficiencies and benefits in its shared services operations.

Following completion of the Combined Offer, the number of shares in Alesco will increase by approximately 21.4%. Based on share prices current as at the date of this Prospectus, this would make Alesco the 145th largest company, on a free-float adjusted basis, listed on the Australian Stock Exchange. This increase in size may result in Alesco being added to the S&P/ASX 200 index, which a large number of fund managers use for benchmarking purposes. Although the increase in size may not immediately result in the addition of Alesco to the S&P/ASX 200 index, the increased profile of the company as a result of the Acquisition may result in an increase in turnover of Alesco's shares which would make Alesco a stronger candidate for addition to the S&P/ASX 200 index in subsequent revisions.

4. Overview of the proposed Acquisition

4.8 Terms of the Acquisition

Alesco has entered into the Acquisition Agreement to acquire all of the shares in B&D from the Vendors. A summary of key terms of the Acquisition is set out in Section 7.10.

Under the terms of the Acquisition Agreement, Alesco will pay on completion the sum of \$230 million subject to a working capital completion adjustment. This includes consideration paid to the Vendors and the provision of funding to B&D to repay its existing debt. Further, the Acquisition Agreement provides for an additional earn-out amount of up to a maximum of \$25 million if B&D meets certain performance hurdles for the EBITA for the 12 months ending 30 June 2005 (see Section 7.10 for more details).

Completion of the Acquisition is expected to occur on or about 11 June 2004.

4.9 Financing the Acquisition

Senior debt and bridging facilities have been arranged for the full upfront consideration. It is intended that subscriptions under the Combined Offer, if received in time, will be applied to the consideration. Additional information on the financing facilities is provided in Section 7.9. The sources and applications of funds, excluding any earn-out amount, are set out in the table below.

4.10 Consequences of not completing the Acquisition

Alesco expects the Acquisition to complete on or around 11 June 2004. If the Acquisition has failed to complete or, in the view of Alesco is unlikely to complete, the Retail Offer may still proceed.

The Combined Offer may be withdrawn prior to completion of the Institutional Offer. If the Directors become aware that the Acquisition will not complete after the completion of the Institutional Offer and during the period of the Retail Offer, an announcement will be made to the ASX, but as the Institutional Offer will have been completed the Retail Offer will continue. However the Underwriter may elect to terminate the Underwriting Agreement in those circumstances in which case it will not receive any further fees under the Agreement (see Section 7.8).

If Completion of the Acquisition does not occur and the Combined Offer proceeds, the monies raised by the Combined Offer (even if there is a shortfall due to the Underwriting Agreement being terminated) may be surplus to Alesco's present needs and Alesco may need to consider alternative capital management strategies.

SOURCES AND USES OF FUNDS

SOURCES	\$M	USES	\$M
Institutional Placement ⁽²⁾	4.0	Initial payment to B&D vendors	149.0
Institutional Offer ⁽²⁾	33.6	Retiring existing B&D debt facilities	81.0 ⁽¹⁾
Retail Offer (to be initially financed by bridge) ⁽²⁾	29.9	Transaction costs of the acquisition	2.5
Shares issued pursuant to the share sale agreement ⁽²⁾	6.4	Share issue costs	2.0
Senior term debt facility	160.6		
Total	234.5	Total	234.5

Notes:

(1) Based on B&D's unaudited statement of financial position as at 31 December 2003. The final amount payable will be based on the debt amount at completion.

(2) Assumes shares are issued at \$5.75, which is the mid-point of the indicative price range shown in this Prospectus.

5. EFFECT OF THE ACQUISITION AND COMBINED OFFER

5.1 Capital structure

Based on the assumptions set out below, the issue of New Shares under the Combined Offer will have the following effect on Alesco's capital structure.

PRO-FORMA SHARES ON ISSUE	
ISSUED CAPITAL	NUMBER OF SHARES
Shares on issue as at 24 May 2004 (ie. immediately after announcement of the Combined Offer)	55,189,065
Shares issued pursuant to the Share Sale Agreement ⁽¹⁾	1,113,272
Shares issued pursuant to the Combined Offer ⁽²⁾	11,737,813
Minimum Total of Shares on issue after the Combined Offer	68,040,150
Maximum number of Shares that may be issued as a result of exercise of options ⁽³⁾	71,400
Maximum Total of Shares on issue after the Combined Offer	68,111,550

(1) Assumes shares are issued at \$5.75, which is the mid-point of the indicative price range shown in this Prospectus.

(2) Assumes that the Combined Offer is fully subscribed or taken up by the Underwriter.

(3) Assumes that all Options that have vested are exercised by the date described in Section 2.20 and all Entitlements under this Combined Offer relating to those Options taken up.

The Entitlement Offer is a pro-rata offer to Eligible Shareholders. As part of the Combined Offer, Alesco has also undertaken the Institutional Placement, which was not a pro-rata offer. Thus, Eligible Shareholders who take up their full Entitlement will have their percentage holdings in the issued Share capital of Alesco diluted by approximately 2.7% as a result of the Combined Offer and issue of shares to managers under the Share Sale Agreement. Eligible Shareholders who do not apply for any of their Entitlement or do not apply for their full Entitlement will have their holdings diluted by up to an additional 16.2% as a result of the Combined Offer.

5.2 Pro-forma combined statement of financial position

A pro-forma combined statement of financial position is provided below showing the net effect of the Acquisition and the Combined Offer. The pro-forma statement has been prepared by aggregating Alesco's statement of financial position as at 30 November 2003, extracted from the unaudited financial report for the half-year ended 30 November 2003, and B&D's unaudited statement of financial position as at 31 December 2003 provided to Alesco during the due diligence process. A number of pro-forma adjustments have been made to reflect the Acquisition, Combined Offer and the related transaction costs as set out in the notes to the following table.

5. Effect of the Acquisition and Combined Offer

The pro-forma combined statement of financial position is based on the assumption that the book value for the assets and liabilities of B&D are equal to their fair value. In accordance with the requirements of Australian Accounting

Standard AASB 1015 "Acquisition of Assets", these values are subject to change following a detailed assessment of the fair values by Alesco directors subsequent to the Acquisition and assumption of management control.

PRO-FORMA COMBINED STATEMENT OF FINANCIAL POSITION

AS AT 30 NOVEMBER 2003 \$ MILLION	ALESCO UNAUDITED	ALESCO ADJUSTMENTS ⁽¹⁾	ALESCO ADJUSTED UNAUDITED	B&D UNAUDITED ⁽²⁾	ADJUSTMENTS AND COMBINED OFFER ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ ⁽⁶⁾ ⁽⁷⁾	PRO-FORMA UNAUDITED
Current assets						
Cash assets	–	–	–	4.5	–	4.5
Receivables	82.4	–	82.4	24.4	–	106.8
Inventories	88.5	–	88.5	17.7	–	106.2
Other	5.3	–	5.3	2.0	–	7.3
Total current assets	176.2	–	176.2	48.6	–	224.8
Non-current assets						
Other financial assets	0.1	–	0.1	0.2	–	0.3
Receivables	–	–	–	0.3	–	0.3
Property, plant and equipment	30.6	–	30.6	28.7	–	59.3
Intangible assets	104.4	–	104.4	51.1	140.8	296.3
Deferred tax assets	10.0	–	10.0	2.3	–	12.3
Other	–	–	–	1.1	–	1.1
Total non-current assets	145.1	–	145.1	83.7	140.8	369.6
Total assets	321.3	–	321.3	132.3	140.8	594.4
Current liabilities						
Payables	63.5	–	63.5	16.3	–	79.8
Interest-bearing liabilities	38.8	(38.8)	–	2.8	31.3	34.1
Current tax liabilities	6.6	–	6.6	3.0	–	9.6
Provisions	16.6	–	16.6	4.7	–	21.3
Total current liabilities	125.5	(38.8)	86.7	26.8	31.3	144.8
Non-current liabilities						
Interest-bearing liabilities	29.9	(6.5)	23.4	81.0	50.6	155.0
Other long-term liabilities	–	–	–	2.5	(2.5)	–
Deferred tax liabilities	0.7	–	0.7	0.1	–	0.8
Provisions	2.7	–	2.7	0.7	10.8	14.2
Total non-current liabilities	33.3	(6.5)	26.8	84.3	58.9	170.0
Total liabilities	158.8	(45.3)	113.5	111.1	90.2	314.8
Net assets	162.5	45.3	207.8	21.2	50.6	279.6
Equity						
Contributed equity	116.5	45.3	161.8	5.9	65.9	233.6
Reserves	(0.8)	–	(0.8)	0.3	(0.3)	(0.8)
Retained profits	46.8	–	46.8	15.0	(15.0)	46.8
Total equity	162.5	45.3	207.8	21.2	50.6	279.6

5. Effect of the Acquisition and Combined Offer

Notes and adjustments:

- (1) The Alesco statement of financial position as at 30 November 2003 has been adjusted for the \$45.3 million (net after costs) of equity raised in the institutional placement and share purchase plan undertaken in January and March 2004 respectively, as if they had occurred at 30 November 2003.
- (2) The B&D statement of financial position as at 31 December 2003 has been treated as though it was at 30 November 2003.
- (3) The total amount payable in relation to the Acquisition (including consideration paid to the Vendors and the provision of funding to B&D to repay its existing debt) is dependant on the audited consolidated EBITA result for B&D, subject to certain adjustments, for the year ending 30 June 2005 as described in Section 7.10. The total amount payable is capped at \$255 million. For the purposes of the pro-forma combined statement of financial position, total amount payable has been estimated by the Directors to be \$242 million and has been accrued for. Any increase in the amount payable would result in corresponding increases in goodwill and debt.
- (4) Debt financing of \$232.5 million related to the acquisition prior to the application of the net proceeds received under the Combined Offer.
- (5) Receipt of the full Combined Offer proceeds of \$67.5 million less issue costs of \$2.0 million. The net proceeds of \$65.5 million have been set off against debt to finance the Acquisition. New Shares are assumed to be issued at \$5.75 which is the mid-point of the price range used in this Prospectus.
- (6) New Shares issued pursuant to the Acquisition Agreement as described in Section 7.10. New Shares are assumed to be issued at \$5.75 which is the mid-point of the price range used in this Prospectus.
- (7) The incremental increase to intangibles (goodwill and brand names) of \$140.8 million based on the Acquisition represents an initial estimate on the assumption that the book value of net assets acquired based on the unaudited financial statements of B&D as at 31 December 2003, after allowing for a \$1.5 million working capital adjustment, equals fair value. The final value and allocation of intangibles between its component parts will not be determined until a full fair value assessment of the acquired assets and liabilities is completed by Alesco after the acquisition of B&D is finalised.

5.3 Pro-forma combined statement of financial performance

A summary pro-forma statement of financial performance for the year ended 30 November 2003 for the combined group is provided below showing the net effect of the Acquisition and the Combined Offer as if they had occurred on 1 December 2002.

The statement has been prepared by aggregating Alesco's financial results for the 12 months ended 30 November 2003, extracted from its audited financial report for the 12 months ended 31 May 2003 and the unaudited financial reports for the six months ended 30 November 2002 and 2003; and B&D's and ATA's financial results for the 12 months ended 31 December 2003, extracted from financial reports for the 12 months ending 30 June 2003 and the six months ended 31 December 2002 and 2003.

Alesco's financial results have been adjusted to show 12 months' contribution from Biolab (acquired March 2003) and Robinhood (acquired May 2003). A number of pro-forma adjustments have been made to reflect the Acquisition, Combined Offer and the related transaction costs.

In respect of B&D, the pro-forma historical financial information has been prepared on the basis of an initial assessment of data provided to Alesco during the due diligence process and should be read in conjunction with the risks described in Section 6. It is noted that past performance is not always a guide to future performance which may vary materially, positively or negatively, from the pro-forma combined statement of financial performance set out in the following table.

5. Effect of the Acquisition and Combined Offer

PRO-FORMA COMBINED STATEMENT OF FINANCIAL PERFORMANCE

(\$ MILLIONS)	12 MONTHS ENDED 30 NOVEMBER 2003					
	HISTORICAL ALESKO ⁽¹⁾	ADJUSTMENTS ⁽²⁾	ADJUSTED ALESKO	B&D ⁽³⁾	ADJUSTMENTS AND COMBINED OFFER ⁽⁴⁾⁽⁵⁾	PRO-FORMA
Sales revenue from operating activities						
Building & Renovations	139.6	14.5	154.1	-	-	154.1
Construction & Mining	144.3	-	144.3	-	-	144.3
Automotive	101.8	-	101.8	-	-	101.8
Scientific & Testing	60.3	18.4	78.7	-	-	78.7
B&D	-	-	-	175.8	-	175.8
Total sales revenue	446.0	32.9	478.9	175.8	-	654.7
Total EBITDA	44.1	4.8	48.9	30.3	-	79.2
EBITA						
Building & Renovations	17.6	2.2	19.8	-	-	19.8
Construction & Mining	8.1	-	8.1	-	-	8.1
Automotive	9.5	-	9.5	-	-	9.5
Scientific & Testing	6.1	1.9	8.0	-	-	8.0
Corporate	(6.4)	-	(6.4)	-	-	(6.4)
B&D	-	-	-	26.4	-	26.4
Total EBITA	34.9	4.1	39.0	26.4	-	65.4
Goodwill Amortisation ⁽⁴⁾	(5.6)	(1.1)	(6.7)	(2.3)	(7.4)	(16.4)
EBIT	29.3	3.0	32.3	24.1	(7.4)	49.0
Net interest expense ⁽⁵⁾	(4.5)	2.0	(2.5)	-	(11.2)	(13.7)
EBT	24.8	5.0	29.8	24.1	(18.6)	35.3
Income tax benefit/(expense)	(7.8)	(1.8)	(9.6)	(7.9)	3.3	(14.2)
NPAT	17.0	3.2	20.2	16.2	(15.3)	21.1
NPAT before amortisation of goodwill	22.6	4.3	26.9	18.5	(7.9)	37.5
Earnings per share (cents per share)						
EPS after amortisation of goodwill ⁽⁵⁾	38.2	(0.6)	37.6			31.9
Accretion/(Dilution) (%)						(15.2%)
EPS before amortisation of goodwill ⁽⁵⁾	50.9	(0.7)	50.2			56.5
Accretion/(Dilution) (%)						12.5%

Notes and adjustments:

(1) The actual results for Alesco for 12 months ended 30 November 2003 have been adjusted to exclude a one-off gain of \$3.5 million (after tax) on the disposal of the Company's interest in Marlow's Limited.

(2) Alesco adjustments include the pre-acquisition results of Robinhood and Biolab as if these acquisitions occurred on 1 December 2002. The adjustments also include a reduction in interest expense and an increase in shares on issue to take into account the institutional placement and share purchase plan undertaken by Alesco in January and March 2004 respectively as if they occurred effective 1 December 2002.

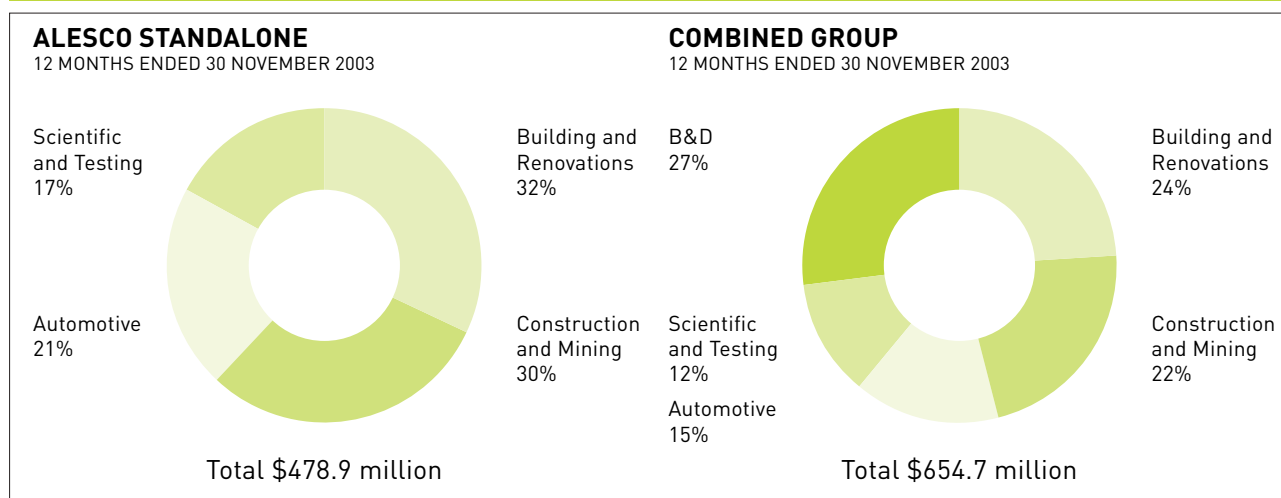
(3) The B&D financial reports for the 12 months ended 30 June 2003 and the unaudited management accounts for the six months ended 31 December 2002 and 2003 are treated as though they were for the periods ended 31 May 2003 and 30 November 2002 and 2003 respectively.

5. Effect of the Acquisition and Combined Offer

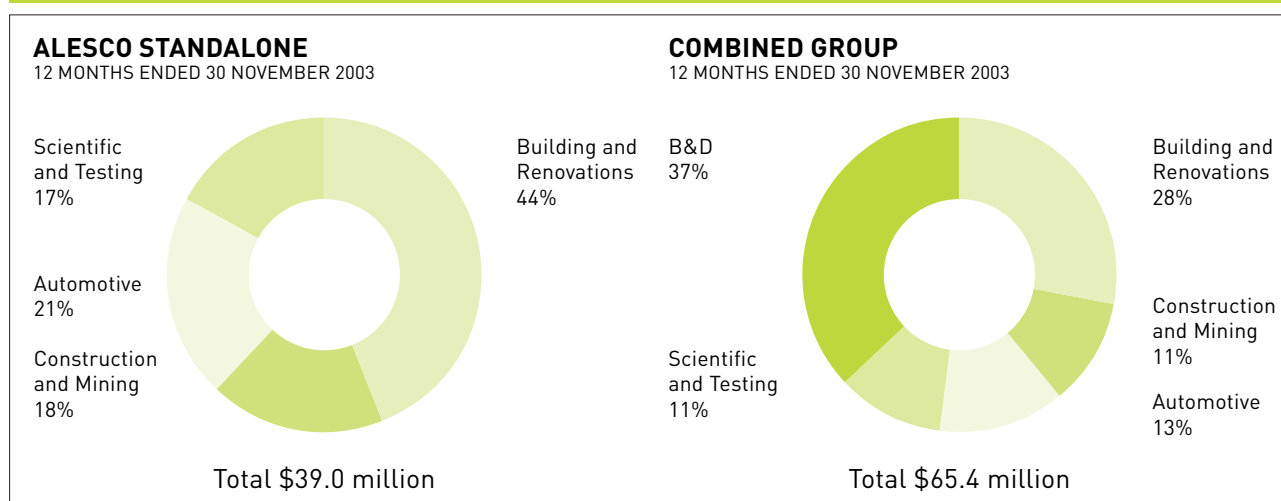
- (4) The notional amortisation of incremental goodwill of \$140.8 million arising on the Acquisition of B&D is based on the estimated amount payable (including consideration paid to the Vendors and the provision of funding to B&D to repay its existing debt) of approximately \$242 million plus acquisition costs. The amount payable will be determined based upon the earn-out mechanism detailed in Section 7.10. Should the amount payable be different to \$242 million, the balance of goodwill and debt will be adjusted by an equivalent amount and the respective amortisation and interest charges would be adjusted accordingly. The incremental increase to intangibles represents an initial estimate on the assumption that the book value of net assets acquired based on the unaudited financial statements of B&D as at 31 December 2003, after allowing for a \$1.5 million working capital adjustment, equals their fair value. The final value and allocation of intangibles between its component parts will not be determined until a full fair value assessment of the acquired assets and liabilities is completed by Alesco after the acquisition of B&D is finalised and Alesco assumes management control.
- (5) Interest of \$11.2 million [\$7.9 million after tax] reflecting the full year impact of the net increase in borrowings that will be in place upon Completion as if they were in place as at 1 December 2002 at an assumed interest rate of 7.0%.
- (6) Pro-forma financial information for 12 months ended 30 November 2003 reflects the full year impact of the Acquisition and revised capital structure as if they were in place as at 1 December 2002. Statutory financial results for Alesco for the year ending 31 May 2004 will differ from the pro-forma financial information insofar as the Acquisition is expected to complete on 11 June 2004 and therefore B&D's actual results for the period prior to Completion will not be included in Alesco's actual consolidated statutory results.

5.4 Segmental information

PRO-FORMA COMPARISON OF SEGMENTAL SALES FOR THE 12 MONTHS ENDED 30 NOVEMBER 2003



PRO-FORMA COMPARISON OF SEGMENTAL EBITA FOR THE 12 MONTHS ENDED 30 NOVEMBER 2003



5.5 Accounting policies

Accounting policies used in preparation of these statements

For a full understanding of Alesco's accounting policies reference should be made to the 2003 annual report.

Alesco applied the revised AASB1044 'Provisions, Contingent Liabilities and Contingent Assets' for the first time from 1 June 2003. The remaining accounting policies adopted in the preparation of these statements are consistent with those of the prior year.

Alesco's and B&D's financial information has been prepared under Australian Generally Accepted Accounting Principles ("GAAP") using their respective accounting policies. There are no material differences between Alesco's and B&D's accounting policies.

Reconciliation of the Acquisition

RECONCILIATION OF CONSIDERATION TO ASSETS ACQUIRED	
	\$ MILLIONS
Consideration	
Enterprise value assumed	242.0
Less retired debt	(81.0)
Less working capital adjustment	(1.5)
Add acquisition costs	2.5
Total net consideration⁽¹⁾	162.0
Net assets acquired⁽²⁾	
Cash	4.5
Receivables	24.7
Inventories	17.7
Other	3.1
Other financial assets	0.2
Property, plant and equipment	28.7
Intangibles	191.9
Deferred tax assets	2.3
Payables	(16.3)
Interest bearing liabilities	(83.8)
Other liabilities	(2.5)
Current tax liabilities	(3.0)
Deferred tax liabilities	(0.1)
Provisions	(5.4)
Total net assets acquired	162.0

Notes:

(1) The total amount payable in relation to the Acquisition (including consideration to the Vendors and providing funds to B&D to repay its existing debt) may vary depending on the earn-out mechanism detailed in Section 7.10.

(2) The values ascribed to identifiable assets and liabilities of B&D at the date of Acquisition are unaudited and represent an initial estimate on the assumption that the book value of net assets acquired based on the unaudited financial statements of B&D as at 31 December 2003, after allowing for the \$1.5 million working capital adjustment, equals their fair value. In accordance with the requirements of Australian Accounting Standard AASB 1015 "Acquisition of Assets", these values are subject to change following a detailed assessment of the fair values by the Directors subsequent to the Acquisition and assumption of management control.

5.6 Impact on Earnings per Share

Having regard to the following matters and Sections 4 and 5.3, the acquisition of B&D would have had a positive impact on Alesco's earnings per share (before amortisation of goodwill and significant items) for the pro forma 12 months ended 30 November 2003. There are a number of risks associated with the acquisition of B&D which are set out in Section 6. The main factors that will impact the future performance of the combined business are set out below.

The future performance of the B&D business

The Directors are not in a position to disclose prospective financial information on the B&D's operations until they have assumed management control. The Directors nevertheless believe it is necessary to provide a meaningful indication of the prospects, benefits and risks of this business based on the available information Alesco reviewed during the due diligence process.

B&D has grown both organically and through the recent acquisitions of the B&D business and ATA. B&D's EBITA for the pro-forma six months ended 31 December 2003 was \$15.1 million based on unaudited management accounts. The historical seasonality of revenues and earnings of B&D between its first and second six month financial periods is not significant. Based on Alesco's due diligence enquiries, including its review of B&D unaudited management accounts for the nine month period ended 31 March 2004, Alesco is not currently aware of any significant movement away from this historical seasonality pattern.

The Directors are confident that, following the acquisition, B&D will benefit from the implementation of strategic and operational improvements as described below. These benefits should be considered together with the risk factors set out in Section 6.

However, it is noted that past performance is not always a guide to future performance and the Directors' assessment of B&D's prospects following its acquisition by Alesco are likely to vary from actual results and these variations may be materially positive or negative.

Potential value add opportunities

An integral part of driving productivity improvements in Alesco's businesses has been the strategy of providing a common platform for all businesses in the group, then focusing on best practice in key areas to deliver high quality, cost-effective services to Alesco's customers.

The key areas are:

- Industrial marketing and brand management;
- A disciplined productivity methodology;
- Supply chain management; and
- Information technology and systems.

Whilst B&D's previous owners have ensured that the business operates efficiently on a standalone basis, Alesco will target two key areas to generate further value for Alesco shareholders:

- A disciplined productivity methodology utilising "80/20 analysis" which focuses on profitability at customer and product level, which, in Alesco's experience, assists in the identification of opportunities to lift profitability; and
- Information technology and systems. B&D has different IT platforms across its businesses as a result of its growth through acquisitions. Alesco expects to drive productivity improvements by using a common IT platform in the B&D business.

Alesco believes that these two key areas will provide a platform to further enhance the future performance of the B&D business.

Fair value adjustments and goodwill amortisation

Goodwill and other intangible assets arising from the acquisition of B&D are expected to total approximately \$191.9 million. This is based on the assumptions that the book value of net assets acquired, as set out in the unaudited financial statements of B&D as at 31 December 2003, after allowing for a \$1.5 million working capital adjustment, equals their fair value. The pro-forma combined statement of financial position at 30 November 2003 (refer Section 5.2) assumes this entire amount relates to goodwill which combined with the goodwill already on Alesco's balance sheet is anticipated to result in an annual goodwill amortisation charge of \$16.4 million (refer Section 5.3).

The final valuation and allocation of purchased intangibles between its component parts will not be determined until a full fair value assessment of acquired assets and liabilities (including any restructuring provisions to be raised) is completed by Alesco after the acquisition of B&D is finalised and Alesco assumes management control. The annual goodwill amortisation charge arising will alter accordingly and may vary materially from the amount set out in Section 5.3.

5. Effect of the Acquisition and Combined Offer

International Financial Reporting Standards

For reporting periods beginning on or after 1 January 2005, Alesco must comply with International Financial Reporting Standards (IFRS) as issued by the Australian Accounting Standards Board. Pending standards have been released, with further standards to come and as such, Alesco is continuing to evaluate the impact that these new standards will have. Consequently, reported results beyond 1 June 2005 could materially vary to those reported under current Australian Accounting Standards. First time application for Alesco of this change, including comparatives, will be for the financial year ending 31 May 2006. Details of Alesco's significant accounting policies are included in Alesco's Statutory Accounts for the year ended 31 May 2003.

The most significant anticipated change to accounting treatment under IFRS as it applies to Alesco is related to the amortisation of goodwill. Under current Australian Accounting Standards, goodwill has to be amortised over a period no longer than 20 years. Under IFRS, goodwill will not be amortised but will be subject to an annual impairment test. Alesco will be required to test the values attributed to goodwill for impairment on at least an annual basis. Such testing will require an identification of appropriate cash generating units, the allocation of goodwill to those units or combinations of units, and the ability to determine reliable estimates of the future cash flows that those units will provide.

Under IFRS it will not be possible to carry internally developed intangible assets in the statement of financial position. In regard to this Prospectus, the proceeds of the Offer will be applied to purchase the companies which own the B&D business. Accordingly, to the extent that a cost is attributed to brand names as part of the application of the principles of the purchase method of accounting, such value may be carried by Alesco as an acquired intangible asset with an indefinite useful life. Although IFRS will not prescribe an amortisation period in respect of brand name intangible assets with indefinite useful lives, Alesco will be required to test the values attributed to such brand names for impairment on at least an annual basis. In the absence of an external market value, such testing will require an identification of appropriate cash generating units, and the ability to determine reliable estimates of the future cash flows that they will provide.

Alesco has entered into certain equity based employee incentive schemes. Under IFRS, it is likely that the incentives under such schemes will need to be valued with a corresponding compensation expense recognised in the statement of financial performance. The Directors do not expect this to have a material impact on the Company's profitability.

Given the nature of Alesco's operations and the maintenance of a specific hedging program, it is not expected that there will be any substantial adverse impact on Alesco's statement of financial position. While other IFRS will likely require modification in presentations and disclosures that Alesco is seeking to tabulate, it is not in a position to quantify the full extent of such differences.

Dividend Policy

In the absence of unforeseen circumstances, the Directors do not expect that Alesco's capacity to pay dividends is likely to be impacted as a result of the Combined Offer.

The payment of dividends in the future will be at the complete discretion of the Directors, and will depend upon the availability of distributable earnings and Alesco's franking credit position, future capital requirements, general business and financial conditions, Alesco's tax position, changes to legislation and any other factors that the Directors may consider relevant.

Tax Consolidations Regime

The Australian subsidiaries of Alesco have proposed to enter into the tax consolidations regime effective from 1 June 2004. The potential impact on future income tax expense of recording of any timing difference associated with entry into this regime has not been determined by Alesco.

6. RISKS

There are a number of risk factors that could potentially impact upon the future operating and financial performance of Alesco. These risks are both specific to Alesco and also relate to the general business and economic climate. Investors should carefully consider these risk factors before making a decision whether or not to apply for Shares. If in any doubt, investors should seek advice from their stockbroker, accountant, financial planner or other professional adviser before deciding to invest. Some of these risk factors are described in more detail below.

6.1 General risks associated with investing in shares

General risk factors that may impact adversely on Alesco, its performance and share price, include:

- Economic conditions in Australia and globally;
- Changes in Australian fiscal, monetary and regulatory policies;
- Local and international stock market conditions;
- A range of operational risks; and
- Major world events.

Investors should recognise that the price of shares in the Company may fall as well as rise.

6.2 Certain risks associated with an investment in Alesco

Set out below are some of the more significant risks that may impact adversely on Alesco's financial performance and share price. Many of the risks associated with an investment in Alesco as set out below are equally relevant to an investment in B&D if Alesco completes the Acquisition.

Reliance on agency arrangements

Alesco generates a significant proportion of its revenue from the sale of products sourced from third party manufacturers. Alesco has strong relationships with these manufacturers and invests considerable effort in maintaining these relationships, but there is a risk these manufacturers may move to alternative distributors or distribute directly within the Australian and New Zealand markets. Alesco attempts to enter into long-term distribution agreements with manufacturers, although, as is common in the industry Alesco operates in, many of its agency arrangements are by their nature short-term or contain provisions allowing termination on short notice.

Competition

Alesco presently operates businesses which have strong market positions in niche markets. Increased competition could result in price reductions, under-utilisation of employees, reduced operating margins and loss of market share. Any of these occurrences could adversely affect Alesco's business, operating performance and financial condition. There can be no assurance that the level of competition in the markets in which Alesco operates will not change adversely in the future.

Transaction risk from future acquisitions and business restructuring

In the future, Alesco may choose to make acquisitions of additional businesses that fit its business profile and core competencies. There are inherent operational and financial risks in growth through acquisition, including (but not limited to) continuity or assimilation of operations or personnel, dissipation of the Company's limited management resources, and adverse impairment of relationships with employees and customers of the acquired businesses as a result of changes in ownership and management. In addition, depending on the type of transaction, it may take a substantial period of time to completely realise an acquisition's full benefit.

Moreover, during the early period following an acquisition, the operating results of Alesco or any company or business it acquires may decrease compared to results attained prior to the transaction. The Company may also face certain financing risks associated with using additional indebtedness to make acquisitions, such as reducing liquidity, access to capital markets and financial stability.

In the future, Alesco may also assess restructuring options and possible disposals of businesses. Alesco's consideration of these options may result in changes to its businesses, assets, capital structure and financing arrangements.

Sustainability of growth and margins

The sustainability of growth and the level of profit margins from operations is dependent on many factors outside of the Company's control. Margins in all the markets in which Alesco operates are likely to be subject to continuing but varying margin pressures. However, Alesco's business strategies and its diversification across its divisions helps to minimise the impact of short-term margin pressures in any individual division or market.

Alesco's business divisions are involved in cyclical markets, particularly the Building and Renovations division and the proposed B&D business, which supply the housing construction and renovation industry. In a cyclical downturn there is a risk that Alesco growth in revenue and the level of profit margins may be adversely affected. However, the Building and Renovations division and the B&D business are more exposed to the renovation market rather than the new house construction market, which tends to smooth out the cyclical nature of these businesses.

Policy and regulatory changes

Alesco operates under regulatory regimes both in Australia and New Zealand, such as the dangerous goods and Australian quarantine regimes. Alesco currently complies with these regulatory regimes. If there is a change in the regulatory regimes governing Alesco's business, this may impact adversely on the performance of its business.

Financing

Alesco's continued ability to effectively implement its business plan over time may depend in part on its ability to raise additional funds. There can be no assurance that any such equity or debt funding will be available to the Company on favourable terms or at all. If adequate funds are not available on acceptable terms, the Company may not be able to take advantage of opportunities, develop new ideas or otherwise respond to competitive pressures.

Changes in interest rates

The financial performance of Alesco is affected by fluctuations in interest rates. Alesco manages its interest rate risk by using interest rate swaps. There can be no assurance that Alesco will successfully manage its interest rate risk or that changes in interest rates will not have a material adverse effect on the business, financial position or financial performance of Alesco.

Foreign exchange risk

Alesco is exposed to foreign exchange rate fluctuations on the Australian dollar value of foreign currency denominated purchases, principally US Dollars, Japanese Yen, NZ Dollars and the Euro.

Alesco manages its foreign currency exposures using hedging instruments in accordance with its risk management policies. However, there can be no assurance that Alesco will successfully manage its exposure to exchange rate fluctuations and that exchange rate fluctuations will not have a material adverse effect on the business, financial position or financial performance of Alesco.

Reliance on personnel

Alesco has benefited from having available a high quality management team. Whilst Alesco makes every effort to retain key employees and recruit new personnel as the need arises, loss of a number of key personnel may adversely affect the Company's earnings or growth prospects.

Litigation

Alesco has in place procedures and policies to limit the risk of litigation against Alesco. At the time of this Prospectus, there is no known material litigation, threatened or otherwise.

Insurance

Insurance is maintained within ranges of coverage consistent with industry practices. However, no assurance can be given that such insurance will be available in the future on commercially reasonable terms or that any cover will be adequate and available to cover any or all claims. If Alesco incurs uninsured losses or liabilities, its assets, profits and prospects may be adversely affected.

Public and product liability

There is a risk that Alesco may from time to time be subject to public and product liability claims and that Alesco may be made party to these claims. At the time of this Prospectus, there is no known material litigation, threatened or otherwise, in relation to public and product liability claims and Alesco presently maintains public and product liability insurance that is consistent with industry practices.

Information technology

Alesco has made significant investments in information systems designed to assist the Company in managing inventory levels and distribution, monitoring and communicating with individual suppliers and customers in order to maximise profits. While the Company will make every effort to ensure that these systems are maintained and improved to best meet the demands of the market, system failures may negatively impact on the Company's performance and its earnings.

Pro-forma combined financial statements

The pro-forma combined statements of financial position and financial performance included in Sections 5.2 and 5.3 of this Prospectus purport to demonstrate how Alesco would appear, on a historical combined basis for the financial period referred to, as if B&D was part of Alesco for the relevant financial period. Those statements have been prepared based on both audited and unaudited accounts of Alesco and the unaudited accounts of B&D and other data obtained during the due diligence process. A number of assumptions and pro-forma adjustments have also been made in preparing those statements. Accordingly, the combined amounts included in the statements may not reflect Alesco's results of operations and financial position had B&D in fact formed part of Alesco for the relevant financial period. In addition, as foreshadowed in Section 5.2, values ascribed to B&D's assets and liabilities in the pro-forma combined statement of financial position may be subject to change following a fair value assessment of these amounts by Alesco post-acquisition.

6.3 Other specific risks associated with the Acquisition

Following the completion of the Acquisition, the risks described in Section 6.2 above are also risks that will apply to the enlarged building and renovation activities of Alesco. There are also a number of specific risks that Alesco will face as a result of the proposed Acquisition of B&D.

Reliance on information

Alesco has conducted legal, market and financial due diligence on B&D's operations, much of which has been dependent upon information supplied by B&D. There is a risk that this information is not up-to-date, complete or reliable.

The Acquisition Agreement contains limited warranties and the ability to claim on warranties may be restricted by certain releases, disclaimers and claim size thresholds as described in Section 7.10. Even where a claim is possible, the amount which may be able to be recovered may not be sufficient to cover any undisclosed, unprovided for or contingent liabilities that Alesco may incur in connection with the acquired business.

Transition period

There is an inherent risk in the acquisition of any business that the integration of the acquisition may encounter unexpected challenges or issues. Alesco plans to operate B&D as a separate business unit and retain key management, which should help to mitigate the risk of adverse events during the transition period.

Financing and completion of Acquisition

The financing facilities are subject to satisfaction of conditions precedent, including finalisation of documentation. Whilst Alesco is confident these conditions precedent will be satisfied prior to the completion of the Acquisition, there is a risk that Alesco may not have the requisite funding in place because the conditions precedent have not been satisfied. This could trigger material legal liability for Alesco and could otherwise materially and adversely affect Alesco's financial condition and share price.

Supply of materials

B&D sources steel and other materials used in the manufacture of its products from a variety of suppliers. Significant price increases in those supplies, disruptions to the supply chain or changes to the quality of supplies could negatively affect B&D.

7. ADDITIONAL INFORMATION

7.1 Disclosing entity

Alesco is a disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. As a listed company, Alesco is subject to the Listing Rules of the ASX which require immediate disclosure to the market of any information of which the Company is aware which a reasonable person might expect to have a material impact on the price or value of its shares.

7.2 Nature of this Prospectus

This Prospectus is issued pursuant to Section 713 of the Corporations Act as a Prospectus for the offer of continuously quoted securities.

7.3 Availability of documents

The ASX maintains detailed records of company announcements for all companies listed on the ASX. Alesco's file is available for inspection at the ASX in Sydney and on the ASX's website at <http://www.asx.com.au>. In addition, all material announcements made to ASX by Alesco are listed on the Alesco website at <http://www.alesco.com.au>.

ASIC also maintains records in respect of documents lodged with it by Alesco, and these may be obtained from or inspected at an office of ASIC.

Alesco will provide a copy of any of the following documents free of charge to any person who requests it prior to the Closing Date:

- Alesco's half-year financial report for the six months ended 30 November 2003 (being the most recent six months financial report lodged with ASIC before the lodgment of this Prospectus with ASIC);
- Alesco's annual financial report for the 12 months ended 31 May 2003 (being the annual financial report most recently lodged with ASIC before the lodgment of this Prospectus with ASIC); and
- Any continuous disclosure documents given to the ASX by Alesco in the period after the lodgment of the annual financial report referred to above and before the lodgment of this Prospectus with ASIC.

7.4 List of recent ASX announcements

A detailed list and full copies of all documents released to the ASX pursuant to Alesco's continuous disclosure obligations can be found on the ASX's website at <http://www.asx.com.au>.

The more significant documents released to the ASX following the release of its annual financial report for the 12 months ended 31 May 2003 are described in the following table:

SUMMARY OF RECENT ASX ANNOUNCEMENTS⁽¹⁾

DATE	DESCRIPTION
6 April 2004	Alesco forecasted a profit upgrade for 12 months ended 31 May 2004 with an Earnings per Share increase of more than 25% compared with the previous corresponding period
8 March 2004	Alesco updated the market on the results of its Share Purchase Plan which had raised over \$12 million at an issue price of \$6.12 per share
11 February 2004	Alesco announced its Parbury division had acquired Silestone distribution rights for \$3.8 million
2 February 2004	Alesco announced it had completed a \$33.7 million capital raising through a placement of 5.5 million shares to institutional investors.
28 January 2004	Alesco announced a Share Purchase Plan to raise \$10 million
28 January 2004	Alesco announced its 2004 Half Year Results and lodged a copy of its Analyst Presentation with the ASX
17 December 2003	Alesco announced two new executive appointments
19 November 2003	Alesco announced an expected profit upgrade for the six months ended 30 November 2003 with an Earnings per Share increase of more than 20%
11 September 2003	Notice of the resolutions passed at the 2003 Annual General Meeting lodged with the ASX
10 September 2003	Addresses made by Mr Sean Wareing, Chairman and Mr Kevin Clarke, Chief Executive, at the Annual General Meeting released to the market
8 August 2003	Alesco lodged a copy of its 2003 Annual Report with the ASX, together with the 2003 Notice of Annual General Meeting and proxy form
8 July 2003	Alesco announced its 2003 Full Year Results and lodged a copy of its Analyst Presentation with the ASX

(1) Note: this is not a complete list of announcements made or documents released to the ASX in the period after lodgment of Alesco's most recent annual financial report.

7.5 Rights attaching to New Shares

The New Shares issued pursuant to this Prospectus will be fully paid Shares and will rank equally in all respects with existing Shares.

Subject to any restrictions on the allotment of the New Shares imposed by Alesco's Constitution, the ASX Listing Rules and Corporations Act, the Directors may issue or otherwise dispose of Shares on such terms and conditions as they see fit.

The following is a broad summary of the rights which attach to the Shares. It is not intended to be an exhaustive or definitive summary of the rights and obligations of Shareholders.

Voting rights

Subject to any rights or restrictions for the time being attached to any class of shares, at a meeting of Shareholders, each holder of Shares entitled to vote may vote in person or by proxy or attorney or, being a corporation, by representative duly authorised under the Corporations Act. Each Shareholder entitled to vote has one vote on a show of hands and one vote per fully paid Share on a poll.

General meetings

Each Shareholder is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be furnished to shareholders under the Constitution, the Corporations Act or the ASX Listing Rules.

Dividend rights

The profits of the Company which the Directors may from time to time determine to distribute by way of dividend are payable equally on all fully paid Shares.

Rights on winding-up

If the Company is wound-up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may, for that purpose, set a value as the liquidator considers fair upon the property to be so divided and may determine how the division is to be carried out between the Shareholders.

Transfer of shares

Subject to the Constitution, the Corporations Act, the ASX Listing Rules and ACH Clearing Rules, Shares in the Company are freely transferable. Subject to the ASX Listing Rules and the Corporations Act, the Directors may refuse to register a transfer or apply a holding lock to prevent a transfer of shares only in limited circumstances, such as where the Company has a lien on those shares.

Variation of rights

The Company currently has only Shares on issue in respect of its share capital. The rights, privileges and restrictions attaching to these Shares can only be varied by a special resolution passed at a meeting of the holders of those Shares or with the written consent of holders of at least three quarters of those Shares.

Directors' and Executive Officers' indemnity

Through its Constitution, and to the extent permitted by the Corporations Act, the Company has indemnified its Directors and Executive Officers against losses or liabilities incurred in the performance of their duties.

7.6 Tax consequences

The following is a general description of the Australian tax consequences for Shareholders in respect of the New Shares.

Unless otherwise provided, the following comments assume you are an individual Australian resident for Australian tax purposes who will hold the New Shares on capital account. If you are not an Australian resident for Australian tax purposes, then you should obtain advice in relation to the tax consequences arising under both Australian tax laws and the tax laws of your country of residence. In particular, this advice does not address the taxation treatment of any shareholders who hold their shares on revenue account, for example, as a share trader.

The following comments are based on the law in effect at the date of this Prospectus, and are not intended to be an authoritative or complete statement of the law applicable to the particular circumstances of every Shareholder. Each individual taxpayer's position is different and taxation consequences will depend on their particular circumstances. Shareholders should obtain independent professional advice in relation to their own particular circumstances before investing. Neither the Company nor any of its officers or advisers accepts any liability or responsibility in respect of any taxation consequences connected with an investment in the New Shares.

Acquiring New Shares

If you invest in New Shares in Alesco, you generally acquire your New Shares on the date that the New Shares are issued or allotted to you. No capital gains tax liability will arise at this time.

For capital gains tax purposes, your cost base is generally the amount you paid for the New Shares, including, for example, costs incurred in obtaining legal advice in respect of acquiring the New Shares.

No stamp duty will be payable by shareholders on acquisition of the New Shares.

Holding New Shares

If you acquire New Shares in Alesco, then you may receive dividends in respect of those New Shares.

If you receive franked dividends and you are an individual or superannuation fund, you must include in your assessable income the amount of the dividends and attached imputation credits. However, you will generally receive a tax credit equal to the amount of the imputation credit which may be used to reduce your tax liability on the dividends and other income. You may be entitled to a refund of imputation credits to the extent the imputation credits attached to your dividends exceed the income tax that would have been payable by you, but for obtaining the imputation credits.

The availability of imputation credits is subject to a holding period rule which broadly requires that you hold at risk the New Shares for a period of 45 days (excluding the dates of acquisition and disposal). If you are an individual or superannuation fund, you may apply a simplified version of the holding period rule.

In the event the dividends are unfranked, or are only partly franked, the unfranked component is included in your assessable income and taxed at your marginal rate of tax.

Disposing of New Shares

If you are an individual, trust or complying superannuation fund and have held the New Shares for 12 months or longer at the time of disposal, then the discount capital gain method will automatically apply to calculate any capital gain arising from the disposal of the New Shares.

Broadly, the discount capital gain method operates to include only one half (if you are an individual or trust) or two thirds (if you are a complying superannuation fund) of the nominal gain (being the capital proceeds less cost base) in your assessable income. However, the nominal gain must be first reduced by any capital losses available to you.

If you have held the New Shares for less than 12 months, or you are not an individual, trust or complying superannuation fund, then the discount capital gain method is not available to you.

If the discount capital gain method is not available to you, then the difference between the capital proceeds and the cost base of the New Shares will give rise to a capital gain or loss for you, as appropriate.

A capital loss may generally be used to offset capital gains derived by you in the same or subsequent years of income, but it cannot be offset against ordinary income or carried back to offset net capital gains of earlier income years.

Non-Australian residents

Your disposal of the New Shares will generally not have any capital gain tax consequences unless you and your associates owned at least 10% of the Shares in Alesco at any time in the five years immediately preceding the disposal.

7.7 Interests of Directors

Other than as set out below or elsewhere in this Prospectus:

No Director has, or has had in the two years before lodgement of this Prospectus, an interest in:

- the formation or promotion of Alesco;
- any property acquired or proposed to be acquired by Alesco in connection with its formation or promotion or the Combined Offer; or
- the Combined Offer itself (other than as disclosed in this Prospectus); and

- No amounts, whether in cash or shares or otherwise, have been paid or agreed to be paid to any Director either to induce him to become, or to qualify him as, a Director, or otherwise for services rendered by him in connection with:
 - the promotion or formation of Alesco; or
 - the Combined Offer.

In accordance with Alesco's corporate governance practices, Mr Aitken declared his interest as director and shareholder of Ambatron Limited (B&D) and a number of its subsidiaries. Mr Aitken did not receive any relevant briefing papers regarding the Acquisition and was not present at any Board meeting when the Acquisition was being considered nor did he exercise any influence over other members of the Board. Mr Aitken has received director's fees of \$50,000 per annum (inclusive of superannuation) from his appointment to the Ambatron Board in February 2002 until his retirement on 23 May 2004. Mr Aitken holds 50,000 ordinary shares in Ambatron Limited (approximately 0.77% of the total issued capital). The management of Ambatron, including Mr Aitken, will receive that proportion of the consideration as if their shareholding was increased by 50%. If the Acquisition proceeds, Mr Aitken will receive 1.15% of the consideration paid by Alesco for the shares held by him in Ambatron Limited.

Directors' holding of Shares and Options

As at the date of this Prospectus the Directors have the following interests in Shares and Options in Alesco, either directly or indirectly:

DIRECTORS' HOLDING OF SHARES AND OPTIONS

DIRECTOR	SHARES	OPTIONS
Sean Patrick Wareing	26,544	Nil
Kevin Franklin Clarke	760,652	150,000 ⁽¹⁾
Robert Murray Aitken	20,710	Nil
Barry James Jackson	30,362	Nil
David Derrick Scanlan	38,427	Nil
Donald Michael Watt	64,724	Nil

Notes:

(1) These options have not vested and therefore may not be exercised to give an entitlement to participate in the Retail Offer.

Directors may only participate up to the extent of their Entitlement and may not take up any New Shares under the Combined Offer beyond this amount.

As at the date of this Prospectus, Mr Wareing, Mr Aitken, Mr Scanlan and Mr Jackson have signalled an intention to take up their Entitlements in full. The other directors intend to subscribe for some but not necessarily all of their respective Entitlement.

7.8 Underwriting Agreement

This section contains a summary of the fee and termination provisions of the Underwriting Agreement.

The Underwriter has agreed under the terms of the Underwriting Agreement to fully underwrite the Institutional Placement, Institutional Offer and the Retail Offer.

The Underwriter will receive the following fees under the Underwriting Agreement:

- an underwriting fee of 1.25% of the amount raised under the Combined Offer calculated by multiplying the Issue Price by the number of New Shares comprised in the Combined Offer;
- a management fee of 1.25% of the amount raised under the Combined Offer calculated by multiplying the Issue Price by the number of New Shares comprised in the Combined Offer;
- an incentive fee of up to 0.50% of the amount raised under the Combined Offer calculated by multiplying the Issue Price by the number of New Shares comprised in the Combined Offer. The exact percentage of the fee will be determined by having regard to the amount that the discount between the Issue Price and the Market Price (being a 5-day volume weighted average price on the day before the Underwriting Agreement) is less than a base discount of 7.0%.

Capitalised terms used in the remainder of this Section are defined in the Underwriting Agreement.

The Underwriter is entitled to terminate its remaining obligations under the Underwriting Agreement at any time before the Retail Offer Issue Date (without cost or liability to itself) if certain events occur. These events include (subject, in some instances, to the Materiality Threshold described below):

- (a) **(no lodgement of Prospectus)** Alesco fails to lodge this Prospectus on or before the finalisation date.
- (b) **(Prospectus defects)** There is an omission from this Prospectus (but not in respect of the disclosure of the Issue Price which is to be included in a Supplementary Prospectus once determined) or any Supplementary Prospectus of information required by the Corporations Act to be included, or a statement in this Prospectus or any Supplementary Prospectus is or has become misleading or deceptive.
- (c) **(no quotation)** The Exchange:
 - suspends trading in Shares for more than five Business Days (other than the trading halt or suspension to facilitate the Institutional Offer) and in the opinion of the Underwriter the suspension would have a material adverse effect on the prospects of the Institutional Offer or the Retail Offer;
 - removes Alesco from the official list; or
 - does not, or states that it will not, permit official quotation of the Institutional Offer Shares or the Retail Offer Shares to commence.
- (d) **(Timetable)** Any event specified in the Timetable is delayed for more than two Business Days without the Underwriter's prior consent.
- (e) **(S&P/ASX 200 Index)** The S&P/ASX 200 Index of the Exchange closes at 10% or more below the S&P/ASX 200 Index as at close of business of the Exchange on the Business Day immediately before the date of the Underwriting Agreement on three consecutive Business Days.
- (f) **(ASIC order)** ASIC applies for an order under section 1324B or 1325 of the Corporations Act in relation to this Prospectus and the application is not dismissed or withdrawn within 7 days or an order or interim order is made by ASIC under section 739 of the Corporations Act concerning this Prospectus or ASIC gives notice of intention to hold a hearing in relation to this Prospectus.
- (g) **(consent)** Any person (other than the Underwriter) gives a notice under section 730 of the Corporations Act or any person (other than the Underwriter) withdraws their consent to being named in this Prospectus or any Supplementary Prospectus under section 733 of the Corporations Act.
- (h) **(withdrawal of Prospectus)** Alesco withdraws this Prospectus or the invitations to apply for Shares under this Prospectus.
- (i) **(breach)** Alesco defaults under any provision of the Underwriting Agreement including any representation, warranty or undertaking.
- (j) **(prosecutions)** ASIC gives notice of an intention to prosecute Alesco or any of its directors or employees (in their capacity as a director or an employee of Alesco) or such directors or employees are charged with an indictable offence relating to financial or corporate matters.
- (k) **(investigation)** ASIC gives notice of intention to hold a hearing or investigation into Alesco.
- (l) **(hostilities)** There is an outbreak or significant escalation of major hostilities (including acts of terrorism) in any region of the world from that existing as at the date of the Underwriting Agreement involving one or more of Australia, the United States of America, the United Kingdom, China, Japan or Indonesia.
- (m) **(Acquisition Agreement)** Without the prior written consent of the Underwriter (such consent not to be unreasonably withheld), the Acquisition Agreement is terminated (whether by breach or otherwise), rescinded, altered or amended in a material respect or is found to be void or voidable.

- (n) **(unauthorised alterations)** Alesco alters its share capital (other than as contemplated by the parties) or its constitution
- (o) **(Certificate)** Any Certificate required is not given or a statement in a Certificate is untrue or incorrect in a material respect.
- (p) **(Debt facilities)** A provider of a Debt Facility terminates or cancels its commitment to provide financing or the availability period of that finance expires without it being provided or a condition precedent to drawdown is not satisfied or waived or becomes incapable of being satisfied
- (q) **(new circumstance)** A new circumstance arises after the Prospectus is lodged with ASIC which would have been required (in the reasonable opinion of the Underwriter) by Part 6D of the Corporations Act that is materially adverse from the point of view of an investor (other than in respect of the Issue Price)
- (r) **(changes and supplementary prospectus)** Alesco informs the underwriter of any change, new information or deficiency in the Prospectus or lodges a supplementary or replacement Prospectus, apart from any supplementary or replacement Prospectus used to announce the Issue Price
- (s) **(future matters)** Any statement as to a future matter becomes incapable of being met or in the reasonable opinion of the Underwriter becomes unlikely to be met or occur in the projected timeframe
- (t) **(false information)** Any information supplied by Alesco in respect of the Combined Offer is found to be materially false or misleading
- (u) **(due diligence results)** There is a material omission from the results of the due diligence investigation or verification material performed in respect of Alesco or the results of the investigation or verification material are materially false or misleading
- (v) **(general)** Subject to the Materiality Threshold, any of the following occurs.
- (a) After the date of the Agreement there is any material adverse change (or such a change could reasonably be expected, as a result of an act or omission by Alesco) in the financial position, performance (including profitability) or prospects of Alesco or B&D.
- (b) A proposed law is introduced into any State, Territory or the Commonwealth parliament, the Reserve Bank of Australia adopts a policy, or there is any official announcement on behalf of any State, Territory or the Commonwealth Government, the RBA or any Commonwealth financial authority that a law will be introduced or policy adopted (as the case may be) with effect from the date of the announcement or within three months afterwards, which has altered adversely or could reasonably be expected to alter adversely any material condition or circumstance relating to the Combined Offer or the Prospectus existing at the time of execution of the Agreement, or the income tax position of Alesco including, without limitation, the tax position of shareholders in Alesco as a result of holding shares.
- (c) There occurs any material adverse change or material adverse disruption to the political or economic conditions or financial markets in Australia, the United Kingdom, the United States of America or the international financial markets or any material adverse change or development involving a prospective material adverse change in national or international political, financial or economic conditions.
- (d) A force majeure lasting in excess of one week occurs.
- (e) A general moratorium on commercial banking activities in Australia, the United Kingdom or the United States of America is declared by the relevant central banking authority or there is a material disruption in commercial banking or security settlement or clearance services in any of those countries which remains in force for two consecutive business days.
- (f) Trading in all securities quoted on ASX is suspended or limited in a material respect for one business day (or substantially all of a business day).
- (g) The introduction in Australia of exchange controls.

Materiality Threshold

None of the events listed in paragraph (v) entitles the Underwriter to exercise its right of termination unless, in the opinion of the Underwriter acting reasonably and in good faith, it:

- (a) has, or could reasonably be expected to have, a material adverse effect on:
- (i) the willingness of persons to apply for Shares in the Institutional Offer or the Retail Offer at the Issue Price; or
- (ii) the price at which Shares are sold on ASX; or
- (b) could reasonably be expected to give rise to a liability of the Underwriter under the Corporations Act or under any law.

7.9 Description of Financing facilities

In order to fund the Acquisition, Alesco has reached agreement to be provided with a number of debt facilities on a bilateral basis by Australia and New Zealand Banking Group Limited ("ANZ"), BNP Paribas and HSBC Bank Australia Limited ("HSBC"). Whilst agreement has been reached on all fundamental terms, the facilities are subject to satisfaction of conditions precedent including finalisation of documentation. It is proposed that the documents will be based on the existing facility documents between Alesco and its lenders. Details of the facilities agreed to be provided by each lender are as follows:

ANZ

- \$40 million 1 year facility
- \$100 million 3 year term loan facility
- \$60 million bridge facility terminating on 30 October 2004

BNP Paribas

- \$50 million 364 day term loan facility
- \$40 million 3 year revolving facility

HSBC

- \$30 million 364 day revolving facility.
- \$20 million 3 year amortising term loan facility

Each of the facilities is being provided on an unsecured negative pledge basis supported by cross guarantees from Alesco and each of its wholly owned subsidiaries. The \$60 million bridge facility will only be drawn to the extent that subscriptions under the Combined Offer are not received in time to fund the Acquisition. If the \$60 million bridge facility is drawn, subscriptions under the Combined Offer are to be applied partially to repay that facility. To the extent it is not repaid by such funds, the bridging facility will be repaid with funds from the other facilities.

7.10 Acquisition Agreement

The Acquisition Agreement provides for Alesco to acquire the shares in B&D from Catalyst and certain other vendors, including current and former executives of the B&D business (the "Vendors"). As described in Section 7.7, Mr Rob Aitken, a former director of Alesco, is also a vendor of B&D shares.

There are no conditions precedent to completion and the proposed completion date is 11 June 2004. As described in Section 4.8 the Acquisition will be financed from the drawdown of debt facilities but the proceeds of the Combined Offer will be used to partially repay those debt facilities as they become available. As described in Section 7.9, following receipt of all proceeds of the Combined Offer, the bridging facility will be repaid to the extent that it was drawn down.

The Agreement has been structured so that the purchase price is paid in two tranches:

- On completion Alesco will pay the Vendors \$149.8 million and provide approximately \$80.2 million to B&D to retire existing debt. The payment to the Vendors is subject to a post-completion working capital adjustment.
- The Vendors may receive up to an additional \$25 million under an earn-out based on the 2005 accounts. Alesco has agreed to pay the Vendors an amount equal to 4 times the amount by which the EBITA of B&D for the year ended 30 June 2005 exceeds \$30 million up to \$35 million. An increased multiple of 5 times will apply to the amount by which the EBITA exceeds \$35 million up to \$36 million. The earn-out amount has been capped at \$25 million and, where payable, will be paid, subject to adjustment, by October 2005. An independent expert will resolve any disputes relating to calculation of the EBITA amounts. Alesco has agreed that if it operates the B&D business to 30 June 2005 other than in the ordinary course and in the manner agreed between the parties which affects the earn-out amount payable, an adjustment will be made to the EBITA for 2005.

There are limited warranties being given. They include warranties as to title, incorporation and authority. Specific warranties have also been given by the Vendors that they are not aware, after due inquiry, that the 31 December 2003 Accounts of B&D do not give a true and fair view of the financial position of B&D and its subsidiaries and that the Vendors have not deliberately included misleading or inaccurate information and have not deliberately withheld information from the due diligence, and that the information provided in due diligence was not compiled with the intention of misleading or deceiving Alesco. Each of the warranties is being given severally by each Vendor.

However each warranty will be read down and qualified by matters that have been disclosed, are within Alesco's knowledge or are on the public record. Further, the Vendors are not liable to Alesco for any claim in relation to the Acquisition Agreement, including a breach of warranty, where, among other matters, Alesco has failed to notify the Vendors of certain matters in accordance with the Acquisition Agreement, Alesco has ceased to own or control the B&D business or the claim arises as a result of any voluntary action by Alesco. Alesco has also agreed not to bring a claim against the Vendors for certain possible actions that may lie under the Trade Practices Act or Corporations Act. Further, Alesco will ensure that B&D does not institute any claim against directors of B&D and its subsidiaries for acts or omissions prior to completion other than in respect of wilful misconduct or dishonest breaches of their employment or service agreements.

Any claim for a breach of warranty must be made within 18 months (for the warranties as to title, incorporation and authority) and the earlier of 18 months and the final payment of the Earn-Out (for the specific warranties described above in respect of the accounts and information). Before being able to bring a claim, the total amount of claims must exceed \$2.5 million and the Vendors' liability will be reduced by that amount. The total amount payable by the Vendors under a warranty claim relating to the specific warranties on the accounts and information is capped at \$20 million. In respect of other warranties the total amount payable under a claim is capped at the amount received by the Vendors for their shares. The Vendors are not liable for consequential loss or damage.

Six key executives in the management team of B&D have agreed to become employees of Alesco subject to standard employment terms.

These key executives are also Vendors and they have agreed to use 20% of the consideration that they receive for their B&D shares to subscribe for Alesco Shares at the Issue Price. These shares will be subject to a holding lock. One half of the shares to be issued to each key executive will be released from the holding lock after one year, one quarter of the shares to be issued to each key executive will be released after the second year and the remainder at the end of the third year.

Various entities associated with Grahame Milton, the proposed chairman of B&D, are also Vendors and have agreed to subscribe for approximately 300,000 Alesco Shares at the Issue Price. These shares will be subject to a holding lock and will be released on the latter of one year and the final payment of the earn-out.

In consideration of entering into the employment agreements with Alesco, each key executive has agreed that they will not compete with the B&D business nor will they attempt to solicit customers, suppliers, clients or employees away from the B&D business within Australia and New Zealand for three years after termination of the employment agreement.

7.11 Litigation

The Directors are not aware of any litigation of a material nature in progress, pending or threatened, which may significantly affect the financial position of the Company.

7.12 ASX waivers

The ASX has granted Alesco a waiver from ASX Listing Rule 7.1 to permit the Combined Offer to proceed, without a requirement to obtain shareholder approval. The ASX has also granted Alesco a waiver from ASX Listing Rule 10.11 to permit the Directors and other related parties to participate in the Retail Offer to the extent of their pro-rata entitlement on the same terms as other shareholders without a requirement to obtain shareholder approval. The ASX has granted Alesco a waiver from the timetable requirements of Listing Rules 3.20 and 7.40 as set out in Appendix 3A and Appendix 7A, respectively, to the ASX Listing Rules. These waivers are necessary to enable participation by Option holders who exercise within 12 Business Days of the date of this Prospectus and to allow for the separation of the Institutional Offer and Retail Offer.

7.13 Interests of advisers and costs of the Combined Offer

Other than as set out below or elsewhere in this Prospectus, no expert or adviser involved in the preparation of this Prospectus (nor any firm in which any expert is a partner), has held at any time in the past two years any interests in:

- The formation or promotion of the Company;
- Any property proposed to be acquired by the Company in connection with its formation or promotion or the Combined Offer; or
- The Combined Offer itself.

In addition, other than as set out below, no amounts (whether in cash, shares or otherwise) have been paid or agreed to be paid to any expert (or any firm in which the expert is a partner) for services rendered by the expert, the adviser or the expert's firm in connection with the promotion or formation of the Company or in connection with the Combined Offer.

- JPMorgan has acted as Underwriter, Lead Manager and Financial Adviser to the Combined Offer. In relation to these services, the Company has agreed to pay JPMorgan fees of \$1,730,000 (plus any incentive fees and disbursements). See Section 7.8 above. JPMorgan has also received fees in relation to its financial advisory services to the Company in respect of the Acquisition.

- Allens Arthur Robinson has acted as solicitors to the Company in relation to a legal review of B&D, and advised the Company generally in relation to this Prospectus and the Combined Offer. In aggregate, the Company has paid or agreed to pay Allens \$170,000 (plus disbursements) for these services to the date of this Prospectus. The Company has also paid or agreed to pay Allens \$175,000 in respect of the Acquisition. Further amounts may be paid to Allens in accordance with their usual time based charge out rates.
- PwC has provided accounting and tax services in relation to this Prospectus and the Combined Offer for which the Company has paid or agreed to pay PwC \$100,000 (plus disbursements) for those services to the date of the Prospectus. The Company has also paid or agreed to pay PwC approximately \$350,000 in respect of the Acquisition. Further amounts may be paid to PwC in accordance with their usual time based charge out rates.

7.14 Expenses of the Combined Offer

The net expenses of the Combined Offer (which include advisory, underwriting, legal, accounting, tax, listing and administration fees, as well as printing, advertising and other expenses relating to this Prospectus) amount to approximately \$2.0 million and are to be paid by the Company.

7.15 Consents

Each of the parties named below:

- Has not made any statement in this Prospectus or any statement on which a statement made in this Prospectus is based, other than as specified in this section; and
- To the maximum extent permitted by law, expressly disclaims and takes no responsibility for any statements or omissions from this Prospectus, other than a reference to its name and any statement or report included in this Prospectus with its consent, as specified in this section.

Each of the following parties has given and has not, before the lodgement of this Prospectus with ASIC, withdrawn its consent to be named in this Prospectus in the capacity described below:

- Allens Arthur Robinson as solicitors to the Company;
- PwC as provider of accounting and tax services in relation to this Prospectus;

- JPMorgan as Financial Adviser to the Acquisition, and Underwriter and Lead Manager to the Combined Offer;
- ASX Perpetual Registrars Limited as the Company's Share Registry; and
- KPMG as auditor to the Company.

KPMG has also consented to statements referring to the audited accounts of the Company in the form and context that such statements are included.

7.16 Privacy

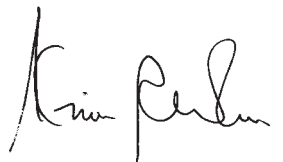
If you apply for New Shares, you will be asked to provide personal information to Alesco, directly or via the Alesco Share Registry. Alesco (and the Alesco Share Registry) collects, hold and uses that personal information to assess your application for New Shares, to provide facilities and services to you as a Shareholder and to undertake appropriate administration. Access to the information may be provided to Alesco's agents and service providers on the basis that they deal with such information in accordance with the Privacy Act. If you do not provide Alesco with the information requested, your application for New Shares may not be processed. Under the Privacy Act, you may request access to your personal information held by or on behalf of Alesco by contacting the Alesco Share Registry as set out in the Corporate Directory.

7.17 Governing law

This Prospectus and the contracts which arise on acceptance by the Company of applications under the Combined Offer are governed by the law applicable in New South Wales and each applicant submits to the exclusive jurisdiction of the courts of New South Wales.

7.18 Directors' authorisation

Each Director has authorised and consented to the lodgment of this Prospectus with ASIC and has not withdrawn that consent prior to its lodgment with ASIC.



Signed for Alesco Corporation Limited by
Kevin Clarke
Managing Director

8. GLOSSARY

The following is a glossary of the terms used in this Prospectus:

\$ or cents	Australian currency, unless otherwise indicated
Acquisition	The proposed acquisition by Alesco of the shares in B&D
Acquisition Agreement	The share sale agreement dated 24 May 2004 between Alesco and the Vendors
Alesco	Alesco Corporation Limited (ABN 23 008 666 064) and, where context permits or requires, its Subsidiaries
Alesco Employee Share Plan	The Australian employee share plan approved by Shareholders on 6 September 2002
Alesco Management Share Plan	The Australian management share plan approved by Shareholders on 6 September 2002
Alesco Employee Share Plan (NZ)	The New Zealand employee share plan approved by the Board on 10 September 2003
Alesco Management Share Plan (NZ)	The New Zealand management share plan approved by the Board on 10 September 2003
Alesco Share Registry	ASX Perpetual Share Registrars Limited (ABN 54 083 214 537). Refer contact details in Section 2.9
Application	An application for New Shares pursuant to the Combined Offer
Application Form	Includes both the Entitlement Application Form and Public Application Form
Application Monies	Monies received from applicants in respect of their Application
ACH Clearing Rules	The operating rules of Australian Clearing House Pty Limited (ABN 48 001 314 503)
ASIC	Australian Securities and Investments Commission
ASX	Australian Stock Exchange Limited (ABN 98 008 624 691) or the market conducted by it
ASX Listing Rules	The listing rules of the ASX
ATA	Automatic Technology (Australia) Pty Limited (ABN 11 007 125 368) and its wholly owned subsidiaries
B&D	Ambatron Limited (ABN 98 089 540 036) and its wholly owned subsidiaries
B&D Australia	The business conducted by B&D Australia Pty Limited (ABN 25 010 473 971) and B&D Doors (NZ) Limited (Company Number 1178610)
Board	The board of directors of Alesco
Bookbuild	The process managed by the Lead Manager on behalf of Alesco to determine the Issue Price
Business Day	Has the meaning given in the Listing Rules

Catalyst	The Trustees of the third and fourth Catalyst MBO Funds being parties to the Acquisition Agreement
CHESS	Clearing House Electronic Subregister System operated by ASX Settlement and Transfer Corporation Pty Limited (ABN 49 008 504 532)
Closing Date	The last day on which Application Forms will be accepted, being 5:00 pm (Sydney time) on Friday, 18 June 2004 (may be subject to variation)
Combined Offer	The offer of approximately 11.74 million New Shares comprising the Retail Offer, the Institutional Offer and the Institutional Placement
Company	Alesco
Constitution	The constitution of Alesco
Corporations Act	The Corporations Act 2001 (Cth)
CSI	The CSI Doors business was the business conducted and known as CSI Doors before the acquisition of B&D Australia
Director	A director of Alesco
Dividend Reinvestment Plan	The plan under which Shareholders can elect to apply their dividends to pay for additional shares
Downer Group	The group of companies including Evans Deakin Pty Limited (ABN 92 000 002 031) and Evans Deakin Industries (New Zealand) Limited (Company Number 101996)
Earnings per Share	Earnings per Share before amortisation of goodwill and significant items
EBIT	Earnings before interest and income tax
EBITA	Earnings before interest, income tax and amortisation of goodwill
EBITDA	Earnings before interest, income tax, depreciation and amortisation of goodwill
Eligible Shareholder	A Shareholder at the Record Date (or a holder of Options that is deemed to be a Shareholder at that date upon exercise of their Options) who is not an Institutional Shareholder or Foreign Shareholder
Entitlement	The number of New Shares to which an Eligible Shareholder is entitled under the Entitlement Offer. In calculating Entitlements, fractional Entitlements per holding have been rounded up to the nearest whole number of shares
Entitlement Application Form	The personalised form accompanying this Prospectus which sets out the number of New Shares which are the subject of each Entitlement and provides the means for application for New Shares by Eligible Shareholders
Entitlement Offer	The Institutional Offer and the Retail Offer
EPS	Earnings per Share
Executive Officers	Has the meaning given in the Corporations Act
Foreign Shareholders	Shareholders with registered addresses in jurisdictions other than Australia or New Zealand, and Shareholders who are US Persons
Institutional Offer	The offer of New Shares under this Prospectus as described in Section 2.3
Institutional Placement	The offer of New Shares under this Prospectus as described in Section 2.4
Institutional Investor	Investors selected by or on behalf of Alesco who are investors who fall within the exemptions provided by section 708 (8), (10) or (11) of the Corporations Act
Institutional Shareholder	Each Shareholder (or person with a beneficial interest in Shares) that is not a Foreign Shareholder who as an Institutional Investor received (directly or through nominees) an Institutional Offer (whether or not they accepted that offer)
Issue Price	The price payable for each of the New Shares determined under the Bookbuild being within the range \$5.60-\$5.90

JPMorgan	J.P. Morgan Australia Limited (ABN 52 002 888 011) trading as JPMorgan whose ultimate holding company is JPMorgan Chase and Company
Lead Manager	JPMorgan
Listing Rules	Any rules of the ASX which are applicable while Alesco is admitted to the official list of the ASX
New Shares	The Shares offered under the Combined Offer
NPAT	Net profit after tax
Opening Date	The day that the Retail Offer opens being Monday, 31 May 2004
Options	Options issued from time to time to employees of Alesco under the Executive Option Plan approved by Shareholders on 8 October 1992
Participating Organisation	Has the meaning given in the business rules of the ASX
Privacy Act	The Privacy Act 1988 (Cth)
Prospectus	This document, as lodged with ASIC on 24 May 2004
Public Application Form	The blank form accompanying this Prospectus which provides the means for application for New Shares by members of the public in Australia
PwC	The Australian member firm of PricewaterhouseCoopers Securities Limited
Record Date	7:00 pm (Sydney time) 27 May 2004
Related Parties	Has the meaning given in the Corporations Act
Remaining New Shares	The New Shares not taken up by Eligible Shareholders pursuant to their Entitlements as described in this Prospectus
Retail Offer	The offer of New Shares under this Prospectus as described in Section 2.2
Section	Refers to a section in this Prospectus
Share	A fully paid ordinary share in Alesco
Shareholder	A registered holder of Shares as at the Record Date
Subsidiary	Has the meaning given in the Corporations Act
Underwriter	JPMorgan
Underwriting Agreement	The underwriting agreement dated 24 May 2004 between Alesco and JPMorgan
US Persons	Has the meaning provided in Regulation S under the US Securities Act
US Securities Act	The United States Securities Act of 1933, as amended
Vendors	The vendors of the shares in B&D as described in Section 7.10

10. DIRECTORY

The Company

Alesco Corporation Limited
ABN 23 008 666 064

Level 19, Tower A
Zenith Centre
821 Pacific Highway
Chatswood NSW 2067

www.alesco.com.au

Directors

Sean P. Wareing, Chairman
Kevin F. Clarke, Managing Director
Robert M. Aitken
Barry J. Jackson
David D. Scanlan
Donald M. Watt

Company Secretaries

Alan J. Fonseca
Luci Rafferty

Share Registry

ASX Perpetual Registrars

Level 8
580 George Street
Sydney NSW 2000

Underwriter, Lead Manager and Financial Adviser

J.P. Morgan Australia Limited

Level 32, Grosvenor Place
225 George Street
Sydney NSW 2000

Accounting and Tax Adviser

PricewaterhouseCoopers Securities Ltd

Darling Park Tower 2
201 Sussex Street
Sydney NSW 2000

Solicitors

Allens Arthur Robinson

Level 17, The Chifley Tower
2 Chifley Square
Sydney NSW 2000

Auditors

KPMG

King Street Wharf
10 Shelley Street
Sydney NSW 2000



Alesco Corporation Limited
Level 19, Tower A, Zenith Centre
821 Pacific Highway
Chatswood NSW 2067