



**Toll Holdings Limited**  
ABN 25 006 592 089

Level 8/380 St Kilda Road  
Melbourne Victoria 3004

Tel: 61 3 9694 2888  
Fax: 61 3 9694 2880

23 April 2007

The Manager  
Australian Stock Exchange  
Company Announcement Office  
Level 4  
20 Bridge Street  
Sydney NSW 2000

**Lodged Through ASX On Line**  
Total No. of Pages: 25

Dear Sir

**MEDIA RELEASE – TOLL LODGES RESTRUCTURE SCHEME BOOK**

Please find attached a media release for immediate release to the market.

Yours faithfully  
**TOLL HOLDINGS LIMITED**

  
**Bernard McInerney**  
**Company Secretary**

Encl.



**Toll Holdings Limited**  
ABN 25 006 592 089

Level 8/380 St Kilda Road  
Melbourne Victoria 3004

Tel: 61 3 9694 2888  
Fax: 61 3 9694 2880

## **Media Release**

23 April 2007

### **Toll lodges Restructure Scheme Book**

Toll Holdings advised today that it had been granted Supreme Court orders to proceed to a shareholder vote in respect of a scheme of arrangement to effect the restructure and separation of its logistics business from its infrastructure assets, to be held separately by listed Asciano Ltd.

Toll has now formally lodged its scheme book for the restructure with ASIC and the ASX and will shortly distribute this to shareholders ahead of a planned shareholder meeting on Monday 28 May 2007.

Toll Managing Director Paul Little said, "Toll believes that the restructure will provide a unique opportunity for shareholders to participate in both Toll and Asciano as each company moves to accelerate their exciting growth plans. Additionally shareholders will continue to benefit from owning 100% of Pacific National in Asciano.

"The strength of the underlying operating performance of both the logistics and infrastructure businesses remains strong and provides an excellent platform from which to launch the restructure.

"We are also delighted by the support received from all stakeholders to this transforming restructure of the company. In particular we have secured an exceptionally flexible long term debt facility which will support Asciano's ongoing growth plans," Mr Little said.

The \$5.2 billion facility, one of the largest of its kind established in Australia, is fully underwritten by major domestic and global banks and current syndication plans are receiving excellent support.

"We believe that this financing will produce a cost of capital for Asciano which will enable the company to successfully execute its organic and acquisition growth strategy. At the same time Toll will have significant debt capacity which will enable it to aggressively pursue its acquisition based strategy within the Asian region."

Asciano is expected to be listed on the ASX in mid June 2007, pending final Court and Toll shareholder approval, and positioned to be one of Australia's' largest infrastructure groups.

Asciano Managing Director Mark Rowsthorn said, "the company is now ready to commence its development as a standalone leading transport infrastructure business with national port and rail operations and we look forward to delivering strong returns to our shareholders going forward."

The Restructure Scheme Book will be available on the Toll website and will be dispatched to shareholders shortly.

#### **Contact:**

**Paul Little**  
Managing Director  
Toll Group  
+61-3-9694 2820  
0418 335053

**Mark Rowsthorn**  
Managing Director  
Asciano  
+61-3-9694 2808  
0418 364279

**Nigel Kassulke**  
Cannings  
+61-2-9252-0622  
0407 904 874



*'the total logistics solution...'*

# Toll Holdings Restructure Launch

23 April 2007



**TOLL**

'the total logistics solution...'

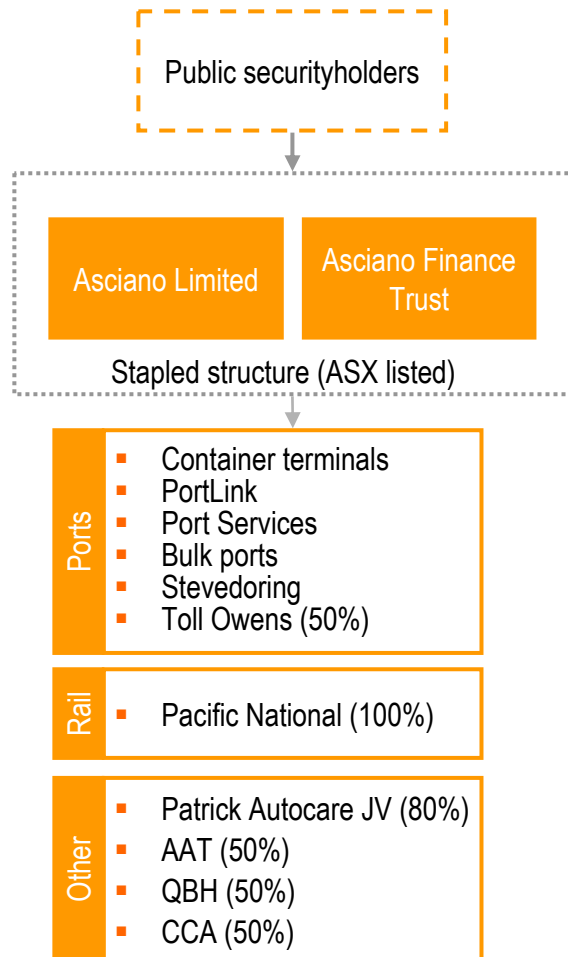
# The Proposal

- Toll Group → separation of infrastructure assets into new listed entity, Asciano
- Both expected to be S&P/ASX50 companies
- Accelerate growth across both asset platforms
- Builds on Toll's current strong results and performance
- Schemes of Arrangement with shareholder vote expected late May
- Stability with executive teams entering into new contracts



'the total logistics solution...'

# New Structure





*'the total logistics solution...'*

# ACCC outcome – complete separation

- Undertakings accepted
- Independent boards
- Cross shareholdings
- Shared services
- Ability to employ
- Contracts
- Economics of separation



*'the total logistics solution...'*

# Stakeholder feedback

- Employees Positive
- Customers Positive
- Equity Markets Positive



# Toll post Restructure



'the total logistics solution...'

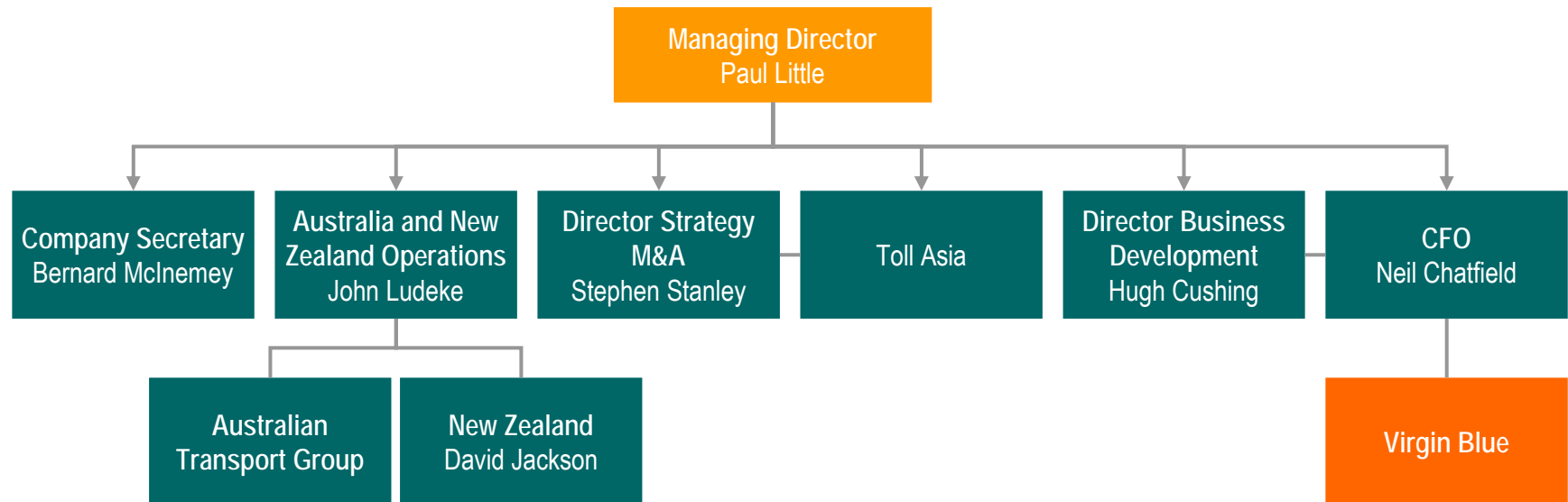
# Strategy

- World class, integrated logistics provider
  - Access to infrastructure enabled by scale and volume
  - Integration through alliances, JVs and other relationships
- Pursue growth in Australia, Asia and New Zealand
  - Successful history of strategic and bolt-on acquisitions
  - Significant growth opportunities available in all markets
  - High organic growth markets
  - Under-gearred balance sheet provides capital for growth



'the total logistics solution...'

# Structure and Management

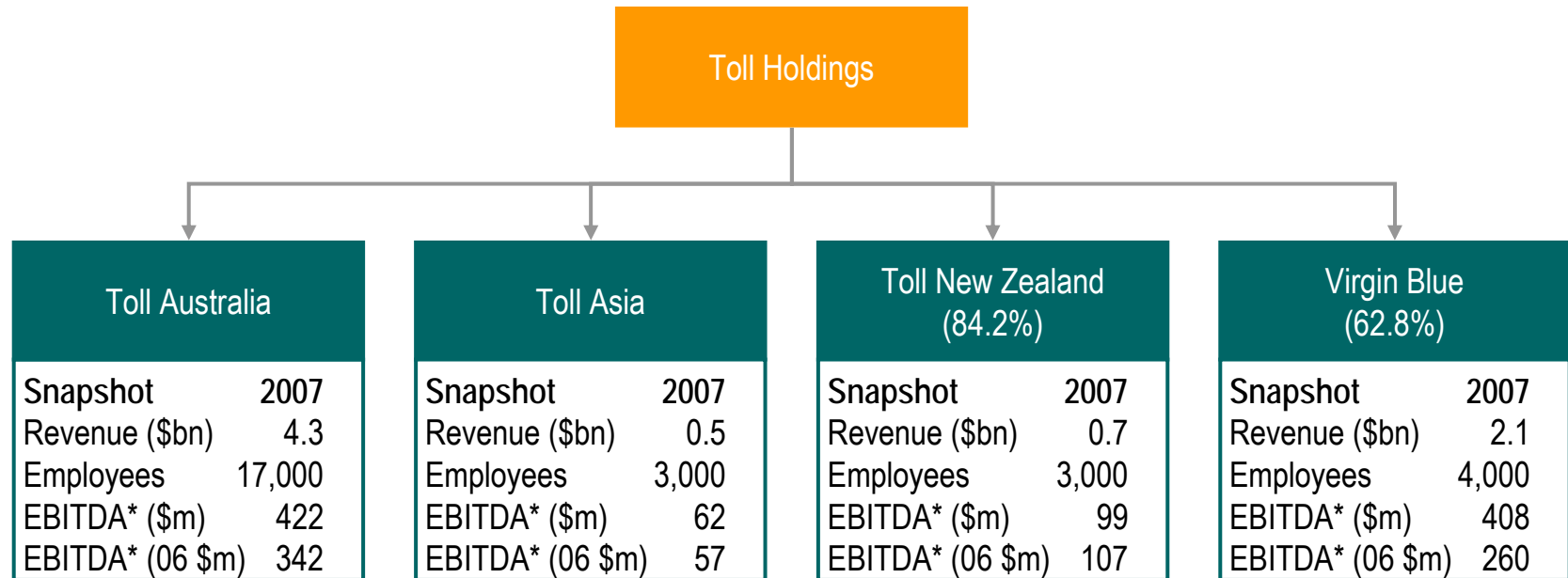


- Key management committed under contract
- Increased management opportunities with outstanding talent bank



'the total logistics solution...'

# Business overview



Notes: Excluding share of NPAT of associates

EBITDA reflects Proforma results, showing like for like comparisons



*'the total logistics solution...'*

# Growth opportunities for Toll

- Growth in Australia
- Growth in New Zealand
- Growth in Asia



'the total logistics solution...'

# Financial profile – Toll post Restructure

- Substantial leverage capacity
- Focus on operation of assets not ownership
- Payout ratio maintained
- ROIC restored toward 20%+ target level
- Financial and operational capacity
- Aggressive organic and acquisition growth



'the total logistics solution...'

# Financial overview – Toll post Restructure

A\$m, year ended 30 June	FY06 PF	FY07 PF
Revenue	6,839	7,556
EBITDA	766	991
EBIT before amortisation charges arising from acquisition accounting	537	709
EBIT	529	666
Capex	(473)	(429)

- Excludes share of associates



'the total logistics solution...'

# Pro forma balance sheets

A\$m, as at 31 December 2006	Toll Group reported	Asciano pro forma*	Toll pro forma*
Current assets	2,571	773	2,330
Non current assets	12,077	7,249	4,939
Total assets	14,647	8,023	7,269
Current liabilities	5,282	529	1,306
Non current liabilities	3,078	4,527	2,267
Total liabilities	8,360	5,056	3,573
Net assets	6,287	2,967	3,695
<i>Net debt</i>	<i>5,188</i>	<i>4,200</i>	<i>664*</i>

Note: Proforma includes

- sale of Victorian Track to be completed May 2007
- Asciano placement of \$150 million on listing

\* Includes reset preference shares



# Updated timetable

Date	Event
23 April 2007	Scheme book lodged
28 May 2007	Shareholder meetings
5 June 2007	Effective date and last day Toll shares trade cum entitlement
6 June 2007	Trading of Toll shares ex-entitlement and listing of Asciano
13 June 2007	Record date
15 June 2007	Implementation date
19 June 2007	Dispatch of holding statements
20 June 2007	Commencement of normal trading in stapled securities



# Asciano

Mark Rowsthorn

Asciano CEO



'the total logistics solution...'

## Asciano features

- Excellent transport infrastructure portfolio
  - Broader mandate to invest across whole transport space
- Positioned to capitalise on growth in international trade
- Highly experienced management team
- No external fee leakage
- Expected to be an S&P/ASX 50 company



'the total logistics solution...'

# Ports overview

## Container Terminals

- Australia's largest lessee and operator of container terminals, with major facilities at the ports of Melbourne, Sydney, Brisbane and Fremantle. Movement of containers from "ship to shore"

## PortLink

- The fourth largest rail operator in Australia, providing land-side logistics and freight forwarding between ports, regional centres and capital cities. Provision of "shore to door management"

## Port Services

- Land based services to shipping lines, freight forwarding agents, customs brokers, importers and exporters. Primary focus is on transport logistics, container parks and bonded storage. Provision of "shore to door management"

## Bulk and General Ports

- Largest bulk and general stevedore in Australia. Operates 20 ports in Australia and 12 locations in New Zealand (Toll Owens)

## Patrick Autocare (80% JV)

- Offers an integrated service of processing, storage and distribution of motor vehicles to the growing imported motor vehicle market



'the total logistics solution...'

## Ports growth

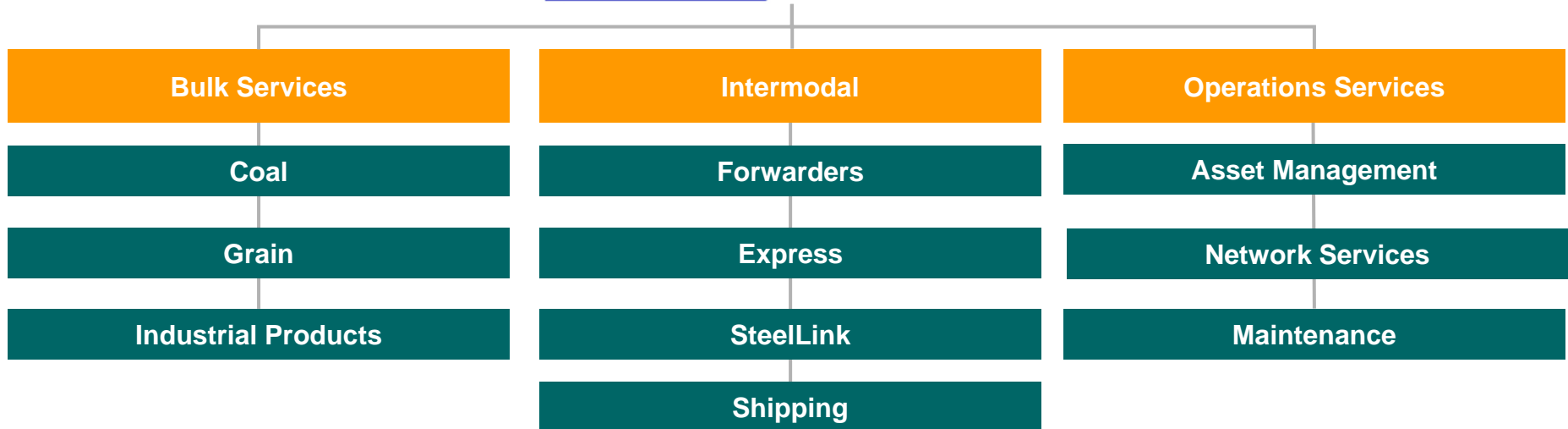
- Containerised port cargo
  - Historic container port growth – 7% (30 years)
  - Forecast container port growth – 6% (5 years)
- Non containerised port cargo
  - Expected increase in volume – 5.3% (5 years)
- Ongoing ports capacity growth, including Autostrad rollout
- Acquisition based growth in transport infrastructure sector



'the total logistics solution...'

# Pacific National Overview

Broad platform to build upon



<sup>1</sup> Corporate expense of \$0.8m is not allocated to each division.

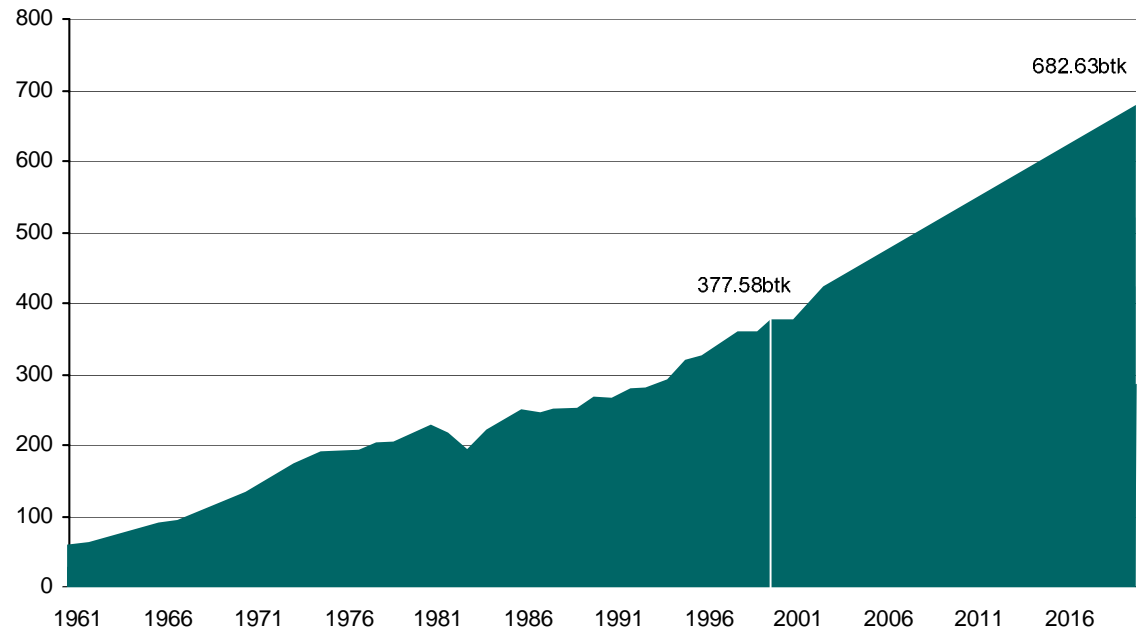


'the total logistics solution...'

# Growth

- Rail is the most socially and environmentally responsible form of land transportation
- Expected rapid growth in coal and minerals sector in Australia forecast to continue
- Australian land freight task has been estimated to double between 2000 and 2020
- Rail competitiveness increases with rising fuel costs and tight labour markets
- Australian Government commitment over the next twenty years to invest in rail infrastructure

**Total Domestic Freight Task (btk)**



Source: BTRE



'the total logistics solution...'

## Financial profile

- Substantial leverage capacity and gearing levels appropriate to assets and cash generation
- Debt facility to fund growth capex over next three years
- Structured to facilitate high and growing levels of cash distributions
  - 2008 pro forma distribution of \$0.46 per stapled security (\$0.36 tax deferred and \$0.10 taxable)
- EBITDA well diversified between Ports and PN
- High growth through capex and expanding trade

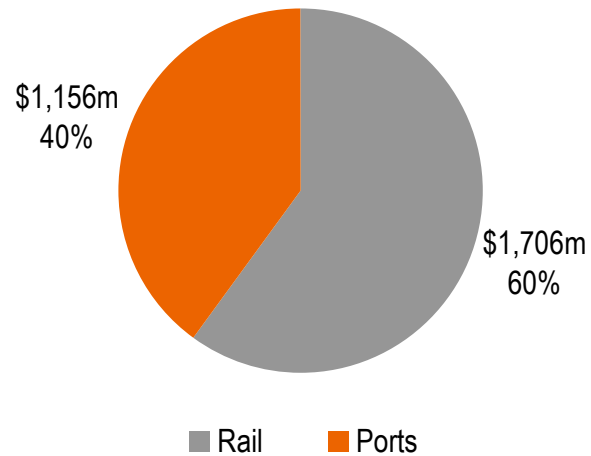


'the total logistics solution...'

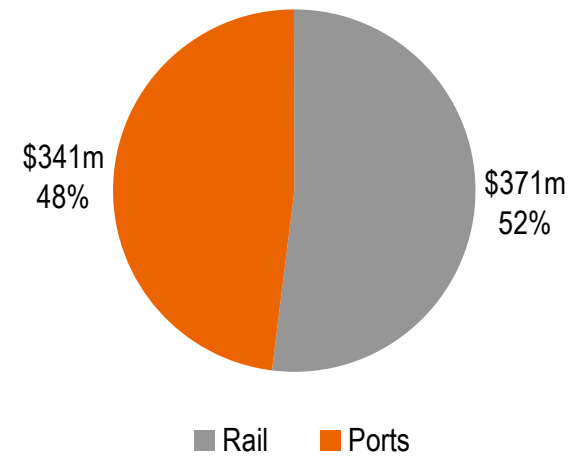
# Consolidated Financial Overview

A\$m; Y/E 30 June	FY06PF	FY07PF	FY08PF
Revenue	2,501	2,588	2,862
EBITDA	511	594	712
Capex	(386)	(273)	(410)

Revenue (2008F)



EBITDA (2008F)





'the total logistics solution...'

# Asciano growth Strategy

- Optimisation of existing assets:
  - Ongoing investment in infrastructure
  - Maximising efficiencies from rail/port interface between Ports and Pacific National
  - Pursuit of expansion opportunities at port facilities
  - PN growth opportunities in new bulk markets and North-South Corridor
  - Capitalise on third party infrastructure improvements (inland rail corridor, port expansions)
- Target strategic acquisitions in Australia and offshore
  - Leverage management experience in running and optimising major transport infrastructure assets
  - Mandate for transport and operations assets, including ports, rail, tollroads, airports