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

Lodged Through ASX On Line
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Dear Sir

MEDIA RELEASE - TRANZRAIL HOLDINGS LIMITED

Please find attached for immediate release to the market, a Media Release with regard to the above mentioned subject.

Yours faithfully
TOLL HOLDINGS LIMITED

A handwritten signature in black ink, appearing to read "B. McInerney", written over a horizontal line.

Bernard McInerney
Company Secretary

Encl.

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INCORPORATING TOLL HOLDINGS LIMITED ACN 006 592 089 AND SUBSIDIARIES
A.B.N. 25 006 592 089

The Total Logistics Solution

MEDIA RELEASE

TOLL'S AGREEMENT WITH CROWN OVER TRANZ RAIL "EXCLUSIVE"

Toll Holdings today confirmed that their arrangement with the Crown over Tranz Rail is an exclusive agreement.

The Australian integrated logistics company reinforced its commitment to the rail network following yesterday's ruling from the Takeovers Panel.

The Takeovers Panel ruled that Toll was not in breach of the Takeovers Code by entering into an exclusive agreement with the Crown.

Managing Director Paul Little said Toll is the only company who has come forward who has a fully integrated logistics capability, the operational experience and the financial capacity to turn Tranz Rail around.

"We worked hard to negotiate a deal with the Government that meets its desire to return the tracks to public ownership, while allowing us to invest in making the company viable.

"Anyone else could have tried to reach a similar agreement with the Government, but they didn't.

"At the current time, there is no other company willing to make the level of investment in Tranz Rail that we are committed to.

"If our bid fails, shareholders are faced with a highly unstable situation and a very uncertain future.

"We believe our offer is fair and is in the best interests of shareholders," said Little.

Shareholders have until 29 August 2003 to accept the Toll offer.

- ends -

For further information please call: Paul Little, Managing Director, Toll Holdings. Phone 00 61 3 9694 2820.