



**BURNS PHILP FINANCE
NEW ZEALAND LIMITED**

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24 November 2006

Market Information Services
New Zealand Exchange Limited
Level 2, NZX Centre
11 Cable Street
WELLINGTON, NEW ZEALAND

**Burns Philp Finance New Zealand Limited -
Director's Disclosure of Relevant Interest**

Please find attached Disclosure Notice submitted by Mr Graeme Hart as a director of Burns Philp Finance New Zealand Limited, pursuant to Sections 19T and 19U of the Securities Markets Act 1988.

Yours faithfully

A handwritten signature in black ink, appearing to be "Helen Golding". The signature is fluid and cursive, with a large loop at the end.

HELEN GOLDING
Company Secretary
Burns, Philp & Company Limited

Encl



DISCLOSURE NOTICE

Disclosure of Directors and Officers Relevant Interests

(Section 19T, Securities Markets Act 1988)

A. Disclosure obligation (tick box to note which disclosure obligation applies)

Initial disclosure (complete Parts A, B, C, D, F, and G of this notice)
Ongoing disclosure (complete Parts A, B, C, E, F and G of this notice)

B. Preliminary

1. Name	Graeme Richard Hart
2. Name of issuer	Burns Philp Finance New Zealand Limited
NZX company code of issuer	BPF010 and BPF020
3. Name of related body corporate (if applicable)	Burns, Philp & Company Limited
4. Position you hold in the issuer or related body corporate	Director
5. Date of this disclosure notice	24 November 2006

C. Nature of relevant interest

6. Name of registered holder(s) of security (as required by regulation 6A(b) or regulation 7(b))	Millstreet Investments Limited, Kintron Developments Limited and Rank Group Australia Pty Limited.
7. Class and type of security (as required by regulation 6B or regulation 8)	Burns Philp Finance New Zealand Limited - Nil. Ordinary Shares in Burns, Philp & Company Limited.
8. Nature of relevant interest in security (as required by regulation 6A(a) or regulation 7(a))	Indirect beneficial interest. Millstreet Investments Limited, Kintron Developments Limited and Rank Group Australia Pty Limited are wholly owned subsidiaries of Rank Group Limited which is ultimately wholly owned by Mr Hart.

D. Date (for initial disclosure)

9. Date of disclosure obligation (as required by regulation 6C)	
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E. Transaction (for ongoing disclosure)

10. Date of last disclosure (as required by regulation 13)	17 November 2006
11. Date(s) of acquisition(s) or disposal(s) (as required by regulation 9)	17 to 21 November 2006
12. Number of transactions (as required by regulation 12(2), if applicable)	18
13. Nature or type of transaction (as required by regulation 11(1)(a))	Indirect beneficial interest arising from transfer of shares to Rank Group Australia Pty Limited pursuant to acceptance by registered holders of Bidder's Offer. Relevant interest arising from acceptances of Bidder's Offer dated 7 September 2006 made under Bidder's off-market takeover bid of A\$1.10 cash for every ordinary share in Burns, Philp & Company Limited. Terms of the Offer are set out in Section 9 of the Bidder's Statement and the Acceptance Form released to the NZX on 29 August and 7 September 2006.
14. Consideration (as required by regulation 10)	A\$1.10 per share.
15. Number of securities held prior, set out by class and type (as required by regulation 8)	Burns Philp Finance New Zealand Limited - Nil. Burns, Philp & Company Limited - 144,202,237 Ordinary Shares held by Millstreet Investments Limited, 1,485,113,075 Ordinary Shares held by Kintron Developments Limited and 1,141,316,678 Ordinary Shares held by Rank Group Australia Pty Limited. Burns, Philp & Company Limited - Relevant interest held by Rank Group Australia Pty Limited in 1,835,663 Ordinary Shares.
16. Number of securities subject to acquisition or disposal (as required by regulation 11(1)(b))	Relevant interest in an additional 54,003 Ordinary Shares in Burns, Philp & Company Limited which together with 1,835,663 Ordinary Shares in which Rank Group Australia Pty Limited previously had a relevant interest, have been transferred to Rank Group Australia Pty Limited.

F. Extent of relevant interest

17. Number of securities held now, set out by class and type (as required by regulation 6B or regulation 8)	Burns Philp Finance New Zealand Limited - Nil. Burns, Philp & Company Limited - 144,202,237 Ordinary Shares held by Millstreet Investments Limited, 1,485,113,075 Ordinary Shares held by Kintron Developments Limited and 1,143,206,344 Ordinary Shares held by Rank Group Australia Pty Limited.
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G. Signature (as required by regulation 14)