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Date 4 December 2012
Pages 5 (including this page)

To Company Announcements Platform
Australian Securities Exchange Limited
Fax 1300 135 638

Dear Sir/Madam

ADM Australia Holdings II Pty Limited – ASIC form 604

We act for ADM Australia Holdings II Pty Limited (**ADM Australia**) (a subsidiary of Archer Daniels Midland Company and previously known as Amber Australia Holdings II Pty Limited).

On 3 December 2012, ADM Australia acquired a relevant interest in 11,412,074 ordinary shares of GrainCorp Limited (**GrainCorp**) (corresponding to approximately 5% of the issued capital of GrainCorp), through on-market acquisitions and special crossing transactions.

Pursuant to section 671B of the Corporations Act, we attach a Form 604 "Notice of change of interests of substantial shareholder" in relation to these acquisitions.

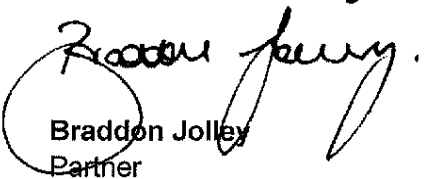
Prior to these acquisitions, ADM Australia held an aggregate economic interest in approximately 14.9% of the issued capital of GrainCorp, and continues to hold those interests as disclosed in its "Notice of initial substantial holder" dated 22 October 2012, being:

- a relevant interest in 25,894,906 ordinary shares in GrainCorp (corresponding to approximately 11.35% of the issued capital of GrainCorp) pursuant to a cash-settled total return swap (with an option for physical settlement) with Citigroup Global Markets Australia Pty Limited under the terms of the 2002 ISDA Master Agreement; and
- an economic interest in 8,113,074 ordinary shares in GrainCorp (corresponding to approximately 3.55% of the issued capital of GrainCorp) by way of a cash-settled total return swap with Barclays Bank PLC under the terms of the 2002 ISDA Master Agreement.

As a result, as at 3 December 2012, ADM Australia had an aggregate economic interest in 45,420,054 ordinary shares in GrainCorp (corresponding to approximately 19.9% of the issued capital of GrainCorp).

ADM Australia has received approval from the Foreign Investment Review Board to acquire up to 19.9% of the shares in GrainCorp.

Yours faithfully
Corrs Chambers Westgarth


Braddon Jolley
Partner


Sandy Mak
Partner

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To: Company Name/Scheme GrainCorp Limited (GrainCorp)
ACN/ARSN 057 186 035**1. Details of substantial holder (1)**Name ADM Australia Holdings II Pty Limited ACN 158 556 686 (ADM Australia) and each related body corporate of ADM Australia (as listed in Annexure A of ADM Australia's "Notice of initial substantial shareholder" dated 22 October 2012.) (each an ADM Group Company)
ACN/ARSN (if applicable) ACN 158 556 686

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

03/12/2012

The previous notice was given to the company on

22 October 2012

The previous notice was dated

22 October 2012

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares	25,894,906	11.35%	37,306,980	16.35%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme, are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
3 December 2012	ADM Australia	Purchaser of shares from various vendors pursuant to on-market acquisitions and special crossing transactions.	See Annexure A	11,412,074 fully paid ordinary shares in the capital of GrainCorp (Shares)	11,412,074
3 December 2012	ADM Group Companies	Each ADM Group Company has a relevant interest in the Shares by virtue of section 608(3) of the Corporations Act 2001.	See Annexure A	11,412,074 Shares	11,412,074

Apt.

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
ADM Australia	Various vendors	ADM Australia	ADM Australia has acquired a relevant interest by virtue of section 608(1) of the Corporations Act 2001.	11,412,074 Shares	11,412,074
ADM Group Companies	Various vendors	ADM Australia	Each ADM Group Company has a relevant interest in the 11,412,074 Shares referred to above by virtue of section 608(3) of the Corporations Act 2001.	11,412,074 Shares	11,412,074
ADM Australia	Citigroup Nominees Pty Ltd as nominee for Citigroup Global Markets Australia Pty Limited (Citi)	Citigroup Nominees Pty Ltd as nominee for Citi	ADM Australia has a relevant interest in 25,894,906 Shares by virtue of section 608(8) of the Corporations Act 2001, as set out in ADM Australia's "Notice of initial substantial shareholder" dated 22 October 2012.	25,894,906 Shares	25,894,906
ADM Group Companies	Citigroup Nominees Pty Ltd as nominee for Citi	Citigroup Nominees Pty Ltd as nominee for Citi	Each ADM Group Company has a relevant interest in the 25,894,906 Shares referred to above by virtue of section 608(3) of the Corporations Act 2001.	25,894,906 Shares	25,894,906

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

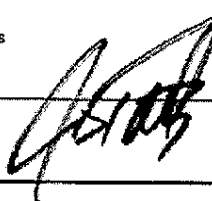
Name	Address
See Annexure A of ADM Australia's "Notice of initial substantial shareholder" dated 22 October 2012.	

Signature

print name Joseph Tacts

capacity Director

sign here



date 04/12/2012

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg, a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A – Consideration

This is Annexure A of 1 page (including this page) referred to in Form 604, "Notice of change of interest of substantial holder"


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Joseph Gaets
Date: 4 December 2012

<u>Date of acquisition</u>	<u>Nature of acquisition</u>	<u>Price per Share</u>	<u>Class and number of shares</u>
03 December 2012	On-market acquisitions	\$11.8834	97,597 fully paid ordinary shares
03 December 2012	Special crossing transactions	\$12.20	11,314,477 fully paid ordinary shares