

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Redflex Holdings Limited

ACN/ARSN 069 306 216

1. Details of substantial holder (1)

Name Coliseum Capital Management, LLC and on behalf of Coliseum Capital LLC, Coliseum Capital Partners, LP, Blackwell Partners, LLC, Coliseum Capital Partners II, LP

ACN/ARSN (if applicable) Not applicable

The holder became a substantial holder on 06/03/2013

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	7,892,516	7,892,516	7.13%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
See Annexure A		

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
See Annexure B			

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
See Annexure C				

Annexure A
Redflex Holdings Limited
ACN 069 306 216

This is Annexure Form A of 1 page in Form 603 Notice of Initial Substantial Holder.

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Coliseum Capital Management, LLC	Investment adviser of each of Coliseum Capital Partners, LP, Blackwell Partners, LLC and Coliseum Capital Partners II, LP.	7,892,516 Ordinary Shares
Coliseum Capital, LLC	General partner of Coliseum Capital Partners, LP and Coliseum Capital Partners II, LP.	5,796,383 Ordinary Shares
Coliseum Capital Partners, LP	Beneficial holder	4,492,195 Ordinary Shares
Blackwell Partners, LLC	Beneficial holder	2,096,133 Ordinary Shares
Coliseum Capital Partners II, LP	Beneficial holder	1,304,188 Ordinary Shares

Adam Gray

Annexure B

Redflex Holdings Limited
ACN 069 306 216

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Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Class and number of securities
Coliseum Capital Management, LLC	Goldman Sachs & Co	Blackwell Partners, LLC in respect of 2,096,133 Ordinary Shares and Coliseum Capital LLC as General Partner of Coliseum Capital Partners, LP, in respect of 4,492,195 Ordinary Shares and as General Partner of Coliseum Capital Partners II, LP in respect of 1,304,188 Ordinary Shares.	7,892,516 Ordinary Shares
Coliseum Capital, LLC	Goldman Sachs & Co	as General Partner of Coliseum Capital Partners, LP, in respect of 4,492,195 Ordinary Shares and as General Partner of Coliseum Capital Partners II, LP in respect of 1,304,188 Ordinary Shares.	5,796,383 Ordinary shares
Coliseum Capital Partners, LP	Goldman Sachs & Co	Coliseum Capital, LLC as General Partner	4,492,195 Ordinary Shares
Blackwell Partners, LLC	Goldman Sachs & Co	Blackwell Partners, LLC	2,096,133 Ordinary Shares
Coliseum Capital Partners II, LP	Goldman Sachs & Co	Coliseum Capital, LLC as General Partner	1,304,188 Ordinary Shares

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Annexure C
Redflex Holdings Limited
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Holder of relevant interest	Date of acquisition	Consideration (Cash)	Class and number of securities
Coliseum Capital Management, LLC, Coliseum Capital, LLC, Coliseum Capital Partners, LP	5 March 2013	\$2,622,510.15	2,995,274 Ordinary Shares
Coliseum Capital Management, LLC, Coliseum Capital, LLC Coliseum Capital Partners, LP	6 March 2013	\$1,323,232.87	1,393,170 Ordinary Shares
Coliseum Capital Management, LLC, Blackwell Partners, LLC	5 March 2013	\$1,215,706.05	1,369,964 Ordinary Shares
Coliseum Capital Management, LLC, Blackwell Partners, LLC	6 March 2013	\$609,109.59	641,303 Ordinary Shares
Coliseum Capital Management, LLC, Coliseum Capital, LLC Coliseum Capital Partners II, LP	5 March 2013	\$786,335.79	886,112 Ordinary Shares
Coliseum Capital Management, LLC, Coliseum Capital, LLC Coliseum Capital Partners II, LP	6 March 2013	\$397,088.58	418,076 Ordinary Shares

Adrian Gray