

Australian Executor Trustees Limited
ABN 84 007 869 794 AFSL No. 240023 RSEL No. L0002554
Australian Executor Trustees (NSW) Limited
ABN 70 000 329 706
Australian Executor Trustees (SA) Limited
ABN 23 007 870 644
AET Structured Finance Services Pty Ltd
ABN 12 106 424 088 AFSL No. 258829
AET SPV Management Pty Ltd
ABN 67 088 261 349 AFSL No. 279157
www.aetlimited.com.au



**Australian
Executor Trustees**

A member of the Australian Wealth Management Group

14 January 2009

Dear Holder,

**A.B.C. LEARNING CENTRES LIMITED (RECEIVERS AND MANAGERS APPOINTED)
(ADMINISTRATORS APPOINTED) (“ABC”)**

I refer to my letter dated 2 December 2008 and the ongoing administration and receivership of ABC.

Terms defined in the Trust Deed dated 30 May 2007 as amended on 8 June 2007 (“Trust Deed”) have the same meaning when used in this letter.

As the ABC Notes are unsecured, the Trustee does not have access to any funds to utilise in taking action on behalf of the Holders and we have not been paid any Trustee Fees since the appointment of the administrator. Notwithstanding this financial situation, we continue to act as Trustee on behalf of the Holders.

Enclosed is a letter from IMF (Australia) Limited (“IMF”) in relation to Holders joining a potential claim against ABC. IMF provides funding for large-scale class action litigation.

Should you require further information or are interested in joining the claim, please contact IMF directly.

IMF will also be looking at any potential action that can be taken against other parties, such as the auditors and directors and officers of ABC.

Holders should seek their own independent legal advice if they feel they may have a claim against ABC. It is not the Trustee’s role to advise Holders of their legal position with regard to this matter.

The Trustee does not make any recommendation as to whether Holders should contact IMF to pursue this matter. This is a decision for individual Holders.

As advised previously, we will endeavour to post any relevant information on the AET website - www.aetlimited.com.au/CorporateTrustServices/Announcements. Holders should also check the administrator’s website for information - www.ferrierhodgson.com.au.

Should you have any questions with respect to this matter, please do not hesitate to contact me on (02) 9028 5908 or stuart.howard@aetlimited.com.au.

Yours faithfully,

Stuart Howard
Senior Relationship Manager
Corporate Trust

7 January 2009

Dear Noteholder,

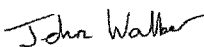
Re: ABC Learning Centres Limited (administrators appointed)(Receivers and Managers appointed) (ABC)

Offer of funding from IMF (Australia) Limited to holders of Unsecured Subordinated Reset Convertible Notes issued by ABC (ASX Code: ABSG) (Noteholders)

1. IMF (Australia) Limited (IMF) is presently funding an investigation into a possible class action against ABC in which it is alleged that ABC engaged in misleading and deceptive conduct and breached its obligation of continuous disclosure under the Corporations Act.
2. As ABC is now in external administration, IMF and the lawyers conducting the investigation, Maurice Blackburn Pty Limited, are liaising with ABC's administrators in the interests of the shareholder creditors who have entered into a funding agreement with IMF and will assist those creditors (where appropriate) in lodging proofs of debt in any winding up of ABC (or under any Deed of Company Arrangement approved by the creditors of ABC) and in seeking to maximise returns to those creditors.
3. On behalf of persons who have entered into a funding agreement with IMF and with a view to further enhancing returns to those parties, IMF and Maurice Blackburn are also investigating claims which may be available against ABC's auditors and its directors and officers.
4. IMF provides funding for large-scale claims. IMF is a company listed on the Australian Securities Exchange. Further information regarding IMF can be found at its website: www.imf.com.au.
5. IMF offers to fund claims against ABC by ABC's Noteholders on the same basis as it is funding claims by ABC's shareholder creditors. If Noteholders who qualify enter into a funding agreement with IMF, they will be entitled to share in any returns which may be realized from the claims referred to in paragraphs 2 and 3 above.
6. The claims are funded by IMF on a "no win, no pay" basis. This means that you will not have to pay anything in the event that your claim is unsuccessful. If your claim is successful, IMF will be entitled to claim reimbursement of costs it has incurred, a project management fee and a percentage of the recovery proceeds.
7. If you are a Noteholder and are interested in further understanding IMF's offer and wish to receive an information pack from IMF, please contact Tim McLernon at IMF as follows:

By phone **1800 016 464**
By fax **(08) 9225 2399**
Or by email: **tmclernon@imf.com.au**

Yours sincerely,



John Walker
Managing Director

IMF #88152

Level 5, 32 Martin Place
Sydney NSW 2000
GPO Box 5457
Sydney NSW 2001
T +61 2 8223 3567
F +61 2 8223 3555

Level 6, 37 St George's Terrace
Perth WA 6000
PO Box Z5106
Perth WA 6831
T +61 8 9225 2300
F +61 8 9225 2399

Level 5, 232 Adelaide Street
Brisbane QLD 4000
GPO Box 2222
Brisbane QLD 4001
T +61 7 3221 7651
F +61 2 8223 3555

Level 3, 480 Collins Street
Melbourne VIC 3000
T +61 3 9629 1211
F +61 2 8223 3555