



Toll Holdings Limited
ABN 25 006 592 089

Level 7/380 St Kilda Road
Melbourne Victoria 3004

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23 May 2007

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

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Dear Sir

MEDIA RELEASE – TAXATION IMPLICATIONS OF RESTRUCTURE

Please find attached a media release for immediate release to the market.

Yours faithfully
TOLL HOLDINGS LIMITED


Bernard McInerney
Company Secretary

Encl.



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Media Release

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Toll Holdings Limited: Taxation Implications of Restructure

On 23 April 2007, the Company lodged with the ASX a copy of the Scheme Book prepared by the Company in respect of the proposed Restructure. The Scheme Book was subsequently forwarded to all shareholders.

Section 9 of the Scheme Book and section 6.5 of the Independent Expert's Report included in the Scheme Book set out a general analysis of the taxation implications that will arise for shareholders as a result of the Restructure. Section 9 further noted that the Company had received a favourable Private Binding Ruling in relation to the taxation implications for the Company and was applying for a Class Ruling on behalf of shareholders to confirm the tax consequences of the Restructure.

The Company lodged a Class Ruling Application with the Australian Taxation Office on 18 April 2007, being the date on which ACCC approval of the Restructure was obtained.

The Company advises that it is still in discussions with the ATO in relation to aspects of the Class Ruling. Notwithstanding the terms of the Private Binding Ruling, the ATO has said that it is not currently in a position to issue the Class Ruling requested by Toll, and has raised concerns that shareholders may be subject to different tax consequences than those set out in the Scheme Book.

The Company remains of the view that the sections in the Scheme Book dealing with the taxation implications for shareholders are materially accurate

The meetings to approve the Restructure are to be held on 28 May 2007, commencing at 11.00am in the Savoy Ballroom at the Grand Hyatt Melbourne, 123 Collins Street, Melbourne.