

CENTRO MCS 11
CENTRO SURFERS PARADISE

**A new opportunity
to invest in a high
quality shopping centre**



At the heart of one of Australia's most popular tourist destinations.

Important note

The information in this document has been prepared without taking into account your objectives, financial situations or needs, and because of that, you should, before acting on this information, consider the appropriateness of the information, having regard to your objectives, financial situation and needs. The information in this letter and the accompanying document is provided by Centro MCS Manager Limited. Centro MCS receives (or may become entitled to receive) management fees, performance fees and other fees in relation to the operation of the Syndicate. Such fees are in amounts and calculated in a manner as is provided for under the constitution.

Certain information in this document relates to past performance of the Syndicate. Past performance is not a reliable indicator of future performance. Certain information (including financial forecasts) in this document is prospective financial information. Due care and attention has been exercised in the preparation of the prospective financial information, however prospective financial information is by its nature subject to significant uncertainties and contingencies, many of which are outside the control of the RE. There can be no guarantee or assurance that the prospective financial information will be achieved, and actual results may vary significantly from the prospective financial information provided. None of the RE, Centro Properties Group, or their associates or directors guarantees the success of the Syndicate, the repayment of capital or any particular rate of capital or income return.



6.8% forecast
distribution.

No upfront costs.

Centro MCS 11 Syndicate

New five to six year term proposal from 3 March 2010.

The current term of investment for the Centro MCS 11 Syndicate (the Syndicate) ends on 3 March 2010. There is now an opportunity for new investors to purchase units¹ in this Syndicate from existing investors who have elected to exit.

The information contained in this document is provided to help prospective new investors with their investment decision.

Further information on the Syndicate, including the original prospectus can be found on the Centro website (centro.com.au). Simply follow the links to 'Centro MCS 11' on the 'Portfolio RG46 Disclosures' page under Investment Products / Centro MCS Syndicates.

Independent research group AEGIS/PIR have reviewed the product and given Centro MCS 11 an investment grade report of A+ as at December 2009. Further information on this rating can be obtained from your financial advisor.

As with any investment, there are risks associated with both the property and the financial forecasts. Please turn to Page 17 for details. Investors should read this entire document and obtain their own professional advice if required.

Acquisition forms to purchase units from exiting investors are contained at the back of this document.

1. The Syndicate is comprised of Centro MCS 11 ARSN 086 359 515 (DPI) and Centro MCS 11 Unit Trust ARSN 086 359 266 (CMCS 11).

If you become an investor in the DPI, you will hold a 'Lot' interest (as defined in the DPI constitution), which you will acquire at the total price equal to the number of units sold to you multiplied by the NAB per unit plus accrued distributions from 1 January 2010 to 3 March 2010.

Syndicate Highlights

“

Centro MCS 11 has provided an average annual 18.2% total return to its existing investors over the past 10 years, and I believe the future for Centro Surfers Paradise and the Syndicate is exciting.

”

Gerard Condon
General Manager –
Syndicate Funds Management

The Property

- 1 Centro Surfers Paradise (the Centre) – located on the Gold Coast, Queensland – is the sole asset of the Syndicate. The shopping centre is at the heart of one of Australia's most popular tourist destinations.
- 2 Centro Surfers Paradise is located on Cavill Avenue which commands the highest rents for any suburban shopping strip in Australia.
- 3 Currently valued at \$202.0 million, the value of Centro Surfers Paradise has increased by 130% over its 2000 purchase price of \$88 million.
- 4 Future growth potential for Centro Surfers Paradise includes:
 - Approval for a 15 storey luxury residential apartment tower above the Centre.
 - Significant investment in the Surfers Paradise foreshore and Cavill Avenue precincts.
- 5 Centre income has increased from the Prospectus forecast of \$9.5 million for the year to June 2001 to the forecast \$15.3 million for the year to June 2010.

The Fund

- 1 Since inception in 2000, the Syndicate has delivered an average annual total return of 18.2% to existing investors.
- 2 The current investment value (Net Asset Backing per unit) has more than doubled to \$2.42 (based on September 2009 independent valuations) compared with \$1 originally invested by existing investors.
- 3 Distribution return is forecast at 6.8% on the current NAB of \$2.42. The return for FY10 is forecast to be 100% tax advantaged.
- 4 The projected 39.3% gearing ratio is relatively low. The Syndicate's loan to value ratio is well below the senior financier covenant of 65%.
- 5 Senior debt facility matures in December 2011.

Property Overview

Uniquely positioned adjacent to the world-famous Surfers Paradise Beach in the heart of Surfers Paradise.

Over 10.3 million visitors annually.

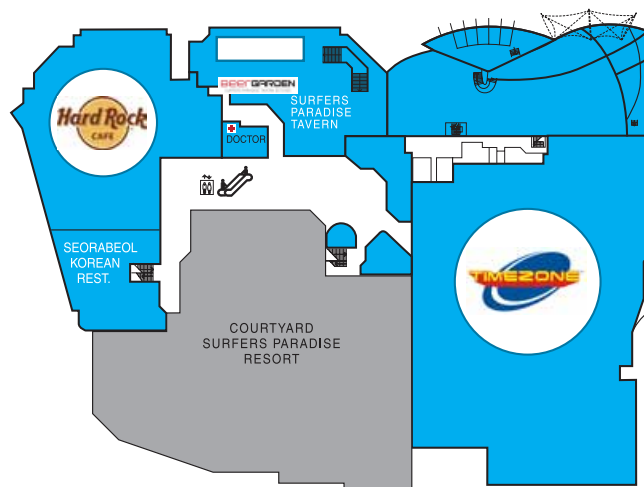
Cavill Avenue commands the highest rents for any suburban shopping strip in Australia.

Centre customers include both local residents and tourists. Many tourists are seasonal residents who own apartments in and around Surfers Paradise.

Three level, 23,447 square metre enclosed shopping centre anchored by a Woolworths supermarket, seven mini majors, 87 specialties, 10 kiosks, 8 ATM's and four office tenancies.

Extensive street frontage to Cavill Mall providing a vibrant al fresco dining precinct.

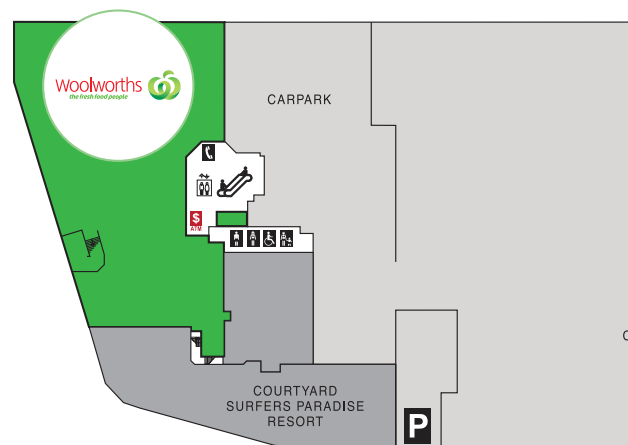
Level 1

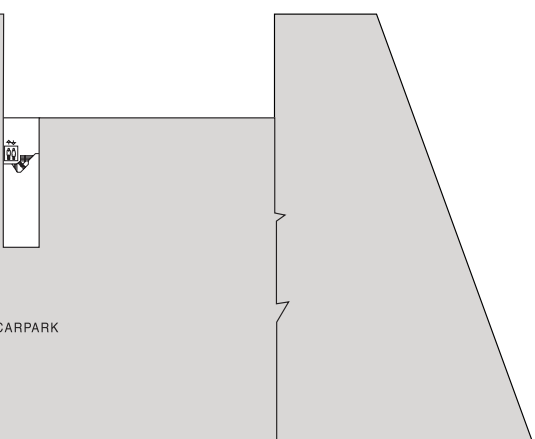
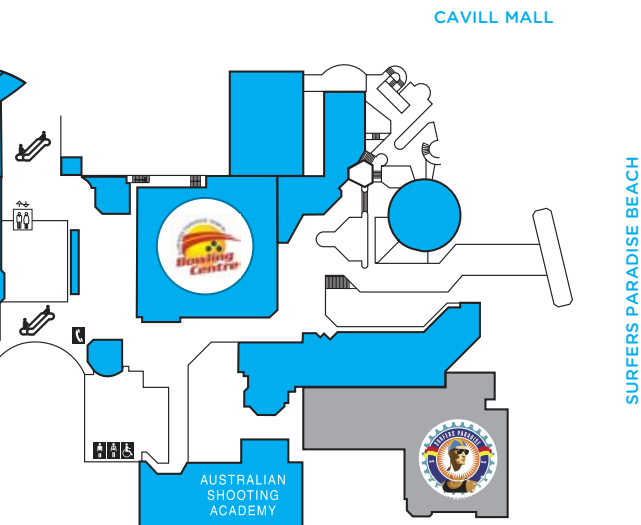


Ground Floor



Basement





Large entertainment and leisure precinct anchored by Timezone, Hard Rock Café, Surfers Paradise Ten Pin Bowl and Surfers Paradise Tavern. This precinct is extremely popular during peak tourist events such as New Years Eve, Gold Coast SuperGP and end of school year celebrations.

Centre sales in excess of \$130 million per annum.

Late trading hours every evening provide a point of difference in the market.

Occupancy rates have averaged 99.9% over the past five years with a current occupancy rate of 98.3%.

Development opportunities include the construction of residential apartments above the Centre (most likely by another developer) and the redevelopment of Esplanade land (opposite the beach), subject to an extension of the Council ground lease which expires in 2031.

Generous basement car parking with 435 ample parking bays for shoppers and visitors.

Market Profile: Surfers Paradise & The Gold Coast



- Surfers Paradise is recognised as one of the most popular tourist destinations in Australia for local, interstate and international tourists.
- The heart of Surfers Paradise along Cavill Avenue is enjoying a tremendous rebirth:
 - The Gold Coast City Council has announced its intention to spend \$25 million redeveloping the foreshore.
 - It is believed that private investors are currently spending in excess of \$1 billion on luxury residential, hotel and retail projects on Cavill Avenue opposite Centro Surfers Paradise.
- The retail trade area draws the majority of its traffic from a huge interstate and international tourist/seasonal resident population which is bolstered by visits by residents from other parts of the Gold Coast.
- The new luxury 'Soul' and 'Hilton' residential developments in the centre of Surfers Paradise indicate the rebirth in permanent residential living in Surfers Paradise.
- The Gold Coast Airport at Coolangatta has plans for a \$100 million upgrade including expansion of the terminals and runway lengths to accommodate a greater number of international flights.

Benefits of Investing in Centro MCS 11



The key benefits for new investors acquiring units in Centro MCS 11 are as follows:

1

High Tax Advantaged Distribution – The FY10 distribution is forecast at 6.8% on the current Net Asset Backing per unit of \$2.42 (based on September 2009 independent valuations). This return is forecast to be 100% tax advantaged for FY10 and 57% tax advantaged for FY11 which equates to pre-tax returns on new funds invested of 12.71% in FY10 and 10.17% in FY11 (for investors on the highest marginal tax rate in Australia).

2

Future Growth Potential – The value of Centro Surfers Paradise has held up well with a valuation decline of 12.9% from its highest valuation at December 2007 of \$232 million. Combined with the opportunities provided by the air rights approval and future leasing deals there is the potential for further growth in the unit price.

3

Prime Real Estate – Investors in the Centro MCS 11 Syndicate are owners of prime real estate adjacent to a world class beach.

4

Proven Track Record – The Centro MCS 11 Syndicate has run for nearly 10 years and has achieved an average annual total return of 18.2% per annum since inception.

5

Experienced Management – A dedicated team of funds management and property professionals manage your investment to ensure optimal returns for investors.

6

No Upfront Establishment Costs – There are no establishment fees or other upfront costs such as stamp duty with this Syndicate investment unlike new property investments. From the first day of the new investment term your investment dollar is not diminished, which means 100% of your capital will be working for you.

Important Notes

Under the terms of the current Syndicate constitution if buyers cannot be found for all units of those existing investors who elect to exit, the Syndicate cannot continue for a further term. If buyers cannot be found for every unit nominated by exiting investors, no units will be sold. In this case any monies received for new investment will be returned to investors with applicable accrued interest.

Maximising Value: Strategy Going Forward

→ Retail property, unlike other forms of property investment, is dynamic and requires day-to-day management and significant planning for future strategies to maximise the value of the asset.





Air Rights Potential

Approval to construct a residential tower above Centro Surfers Paradise has been granted and development works must be completed by July 2014 (subject to conditions under the Integrated Planning Act and conditions attached with the consent order issued by the Planning and Environment Court, Brisbane). The development would include:

- 15 level residential tower above Centro Surfers Paradise.
- Approximately 26 two to four bedroom apartments and a large penthouse over the top two levels of the tower.
- Striking architectural statement to the Surfers Paradise foreshore.

Demand for apartments in the tower is expected to be strong due to its location on Cavill Avenue and the ocean views the accommodation would provide.

While the current valuations do not attribute any value to these air rights due to the present weak economic conditions, we believe the beachside location with ocean views and lack of alternative development land will likely lead to further value being attributed to the Centre in the future.

Centro MCS does not currently plan to develop the apartment block itself but will more likely sell the air rights to a property developer. In the current economic climate it is unlikely that any substantial value would be attributed to this sale, and therefore there is no immediate plan to sell the air rights.

The opportunity to utilise the space above the Centre either now or in the future provides an exciting opportunity for investors and the Syndicate.

Leasing Opportunities to Grow Centre Income

- Since the commencement of this Syndicate in 2000, we have significantly increased net property income at Centro Surfers Paradise through numerous tenancy reconfigurations and new leasing deals. For example, the second level of the Centre has been converted into one of the Gold Coast's best indoor entertainment and leisure centres which helps to boost patronage and sales.
- Management believes that there are many opportunities to improve the tenancy mix at the Centre as leases expire. We are currently experiencing increased demand for retail space from national retailers who understand the importance of having their brand located in the Cavill Avenue precinct. A future store refurbishment by Woolworths should also help strengthen the Centre's fresh food offer.
- The new 'Soul' and 'Hilton' developments opposite Centro Surfers Paradise will increase retail space on Cavill Avenue. The new retail should help grow customer traffic and improve the area's demographic profile. The retail offer at these new developments are expected to focus on up-market non-discretionary retail, while Centro Surfers Paradise will offer a more general retailing mix catering for everyday shopping needs that has proven to be popular with the local and tourist trade.
- The redevelopment of the Gold Coast foreshore combined with significant private investment in the Cavill Avenue precinct provides exciting opportunities to position Centro Surfers Paradise as the Centre at the heart of the Gold Coast.

Management of Syndicate

The Centro MCS Funds Management and Property Management teams are clearly focused on the operation, leasing and marketing of Centro's shopping centres and the funds management business.

The Centro MCS 11 Syndicate Funds Management Team

The Centro MCS Syndicate Funds Management Team is directly responsible for managing Centro MCS 11. Expertise within the team covers a broad spectrum including acquisitions, centre management, development, investment management and valuations.



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Key management involved in running Centro MCS 11 include:

Gerard Condon General Manager - Syndicate Funds Management

Gerard is a member of Centro's Executive Committee and manages all aspects of the Centro MCS Syndicate business. Gerard first joined Centro in July 2003, having already spent five years as an Asset Manager and Syndicate Portfolio Manager with MCS Property.

Andrew Lamont Syndicate Fund Manager

Andrew is responsible for the day-to-day management of the team in addition to managing several syndicates. Andrew first joined the MCS team as an Asset Manager in April 2001 before going on to undertake various senior management roles within Centro from July 2003.

Warren Taylor Syndicate Portfolio Manager

Warren is responsible for managing several syndicates, including Centro MCS 11, which includes responsibility for syndicate financial performance, investor reporting, capital management and statutory compliance obligations.

Warren joined Centro in January 2007.

Centro's Property Management Team:

Centro MCS prides itself on the quality of its management at both the State and property level. The centre management team, based at Centro Surfers Paradise, looks after the day-to-day running of Centro Surfers Paradise including maintenance, cleaning, marketing, retailer management and liaising with the community and local government. The centre management team, in conjunction with the Queensland State Management Office, oversees the financial management of the property and addresses both the short-term and long-term strategies for the Centre.

The centre and State-based teams are also supported by experienced head office staff. The team managing Centro Surfers Paradise includes:

Mark Wilson General Manager - Property Operations Australia

Mark is a member of the Centro Executive Committee and is responsible for all areas of leasing, property management and shopping centre marketing as well as valuations and property transactions.

Tom Lorenzen National Property Manager

Tom works closely with Mark and manages the State Managers along with relationships with major retailers such as Woolworths and the Coles Group. Tom has been with Centro for over 10 years, recently returning from the US where he held the role of Chief Investment Officer.

Joe Haines National Leasing Manager

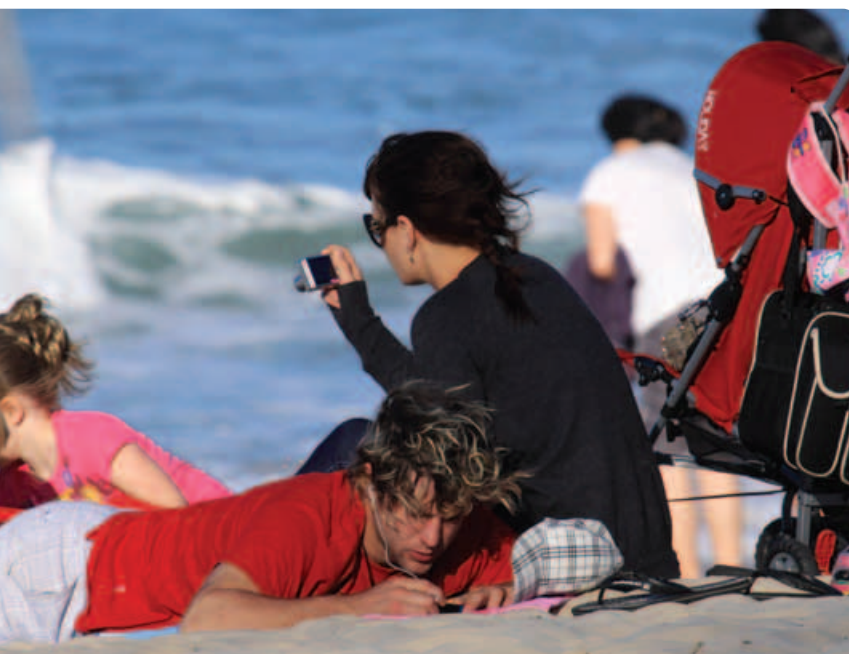
Joe is responsible for maintaining high levels of centre occupancy and increasing the quality of the retail mix. Joe has 25 years of retail and retail property experience.

Richard Terhorst State Manager - Queensland

Richard is ultimately responsible for all property assets in Queensland, including Centro Surfers Paradise. Richard has over 20 years experience in retail property management and development. Richard was heavily involved in the recent approval given to construct a residential tower above Centro Surfers Paradise.

Sandra Balderston Centre Manager - Centro Surfers Paradise

Sandra has been the Centre Manager since 2003 and has 20 years experience in shopping centre management. She looks after a team of eight people who manage the day-to-day running of Centro Surfers Paradise. Sandra and her team have added significant value to the Centre through leasing opportunities and successful marketing initiatives. For example, net rental income for the Centre has increased from the Prospectus forecast of \$9.5 million for the year to June 2001 to the forecast \$15.3 million for the year to June 2010.



Centro MCS 11 Financials

Net Asset Backing and Purchase Price as at 3 September 2009

The Responsible Entity (RE) has calculated the Net Asset Backing (NAB) as at 3 September 2009 to be \$2.42 for each \$1.00 of original equity subscribed by existing investors. The Purchase Price (i.e. NAB per unit plus accrued distribution between 1 January 2010 and 3 March 2010) is \$2.44 which is the amount prospective new investors are required to pay to acquire one existing unit in the Syndicate.

In calculating the NAB and Purchase Price, the RE obtained two independent valuations for Centro Surfers Paradise. As at 3 September 2009, Centro Surfers Paradise was valued at \$204,000,000 by m3Property and \$200,000,000 by Savills. The RE has used the average of both valuations, totaling \$202,000,000, in determining the NAB.

The calculation of the NAB includes an estimate of selling costs such as agency fees and legal fees that would be incurred upon a sale of the Property and wind up of the Syndicate.

NET ASSET BACKING & PURCHASE PRICE

Valuation of Property	\$202,000,000
Add Working Capital ⁽¹⁾	\$2,954,037
Total Assets	\$204,954,037
Less	
Rollover / Sale Fee ⁽²⁾	\$4,153,064
Performance Fee ⁽³⁾	\$5,191,330
Provision for costs on sale ⁽⁴⁾	\$4,040,000
Other Capex Provision ⁽⁵⁾	\$500,000
SUB TOTAL	\$191,069,643
Less	
Debt repayment	\$70,179,821
Net Assets	\$120,889,822
Divide by original equity	50,050,000
Net Asset Backing (3 September 2009)	\$2.4154 (or \$2.42)
Increase by unpaid distribution (as at 3 March 2009)	\$1,458,658
Divide by original equity	50,050,000
Purchase Price	\$2.4445 (or \$2.44)

NOTES

¹ Includes receivables, payables and provisions.

² This fee, as outlined in the original PDS, is 2.0% of the gross value of assets under management at 3 September 2009. The fee is payable upon rollover or termination of the Syndicate by existing investors if the unit price is greater than the capital subscribed. New investors do not pay this fee to acquire a unit in the Syndicate, however a fee may be payable at the end of the next five to six year Syndicate term, ie March 2015 to March 2016.

³ This fee, as outlined in the original PDS, is 2.5% of the gross value of assets under management at 3 September 2009, and is payable because the unit price is greater than 150% of the original capital subscribed. New investors do not pay this fee to acquire a unit in the Syndicate, however a fee may be payable at the end of the next five to six year Syndicate term, ie March 2015 to March 2016.

⁴ Provision for costs on sale is based on 2.0% of asset values at 3 September 2009.

⁵ Provision for potential capital expenditure such as esplanade rectification works, etc.

Distribution Forecast to 30 June 2011

The distributable income forecast for the years to 30 June 2010 and 30 June 2011 based on the Syndicate rolling over for a further period is detailed below:

	NOTES	YEAR TO 30 JUNE 2010 \$000	YEAR TO 30 JUNE 2011 \$000
INCOME			
Net property income	1	15,293	15,824
Interest income	2	60	62
Total Income		15,353	15,886
Interest and facility establishment fees	3	4,085	6,352
Syndicate Expenses			
Management and custodian fees	4	1,342	1,360
Accounting, audit & tax fees	5	78	50
Other expenses	6	180	85
Total Syndicate Expenses		1,600	1,495
Distributable Income (Before non-recurring items)		9,668	8,039
DISTRIBUTABLE INCOME – ALLOCATION			
Syndicate cash distribution		8,258	8,258
Syndicate retained earnings & operational capital	7	1,410	(219)
Total (as above)		9,668	8,039
Distributable income (% of current NAB at \$2.42)	8	6.8%	6.8%
Tax advantaged component of distribution	9	100%	57.0%

Key assumptions used in the preparation of the financial forecasts

1. Net income from the Property reflects budget estimates based on the RE's knowledge and experience of the Property.
2. Interest income is calculated at 2.0% per annum on surplus cash balances.
3. Interest expense represents the forecast interest paid on debt facilities and also includes the amortisation of debt facility establishment fees. Refer to Debt Assumptions on this page for further detail.
4. RE's management fees remain unchanged from the original Prospectus of 0.3% of the Gross Value of Assets Under Management and 4.0% of the Annual Net Income.
5. Includes recurring accounting, audit and tax fees.
6. Includes legal fees, bank charges, annual report costs, consultant fees and miscellaneous expenses. FY10 costs are higher due to additional costs associated with the Syndicate rollover.
7. In FY10, this portion of distributable income has been retained for operational capital expenditure and to improve the Syndicate cash position. In FY11 the shortfall in distributable income is approximately equal to non-cash expenditure (i.e. amortisation of previously paid loan expenses).
8. This is the forecast Syndicate cash distribution to Investors (at a forecast annualised rate of 6.8%) on the current NAB (\$2.42).
9. This is the percentage of distributions made by Centro MCS 11 that is tax advantaged for the years 1 July 2009 to 30 June 2010 and 1 July 2010 to 30 June 2011. The component of tax advantaged distributions includes tax deferred income attributable to

plant and equipment depreciation, capital allowance on certain income producing buildings, investors interest expense and borrowing cost deductions.

Debt Assumptions

Debt assumptions used in preparing the financial forecasts include:

- The current margin charged by the senior debt provider is 1.35% per annum (over and above the average floating rate of 3.60% per annum forecast for FY10) on the debt drawn. This margin increases to 2.00% per annum from 1 May 2010 until the facility expires on 15 December 2011.
- As at 3 September 2009, the Syndicate has a subordinated loan of \$1.99 million from Centro Property Trust. This loan facility is payable on reasonable notice at which time it must be refinanced by an external financier or repaid. No assurance can be given as to the refinancing of this loan. If this loan cannot be refinanced, the Property may need to be sold to fund the repayment of this loan. The current margin charged on the subordinated loan from Centro Property Trust is 3.75% per annum (over and above the average floating rate of 3.60% per annum forecast for FY10) and this is expected to remain for the period of the forecast.
- The rollover / performance fee is assumed to be funded by a subordinated loan amounting to \$9,344,394 either unsecured or secured by a second ranking mortgage. The new facility is forecast to commence in March 2010 and the margin of 8.00% per annum (over and above the average floating rate of 3.60% per annum forecast for FY10) has been used for the first two years of the facility, then reducing to 4.00% per annum. The forecast assumes that the senior debt provider will consent to the

new financing. No assurance can be given as to the financing of these fees. If external finance cannot be obtained, the Property may need to be sold to fund payment of these fees.

- At 3 March 2010 the Syndicate's gearing (calculated as total interest bearing debt over property assets) is estimated at 39.3%.

Accounting Policies

The accounting policies used in presenting the financial forecasts and other prospective financial information in this document are consistent with those adopted by the Syndicate in preparing its financial statements for the year ended 30 June 2009.

Due care and attention has been given to the preparation of the financial forecasts and other prospective financial information in this document. However, prospective financial information, is by its nature, subject to significant uncertainties and contingencies, many of which are outside the control of the RE. There can be no guarantee or assurance that the financial forecasts and other prospective financial information will be achieved, and actual results may vary significantly from the financial forecasts and other prospective financial information provided. None of the RE, Centro Properties Group, or their associates or directors guarantees the success of the Syndicate, the repayment of capital or any particular rate of capital or income return.

Main Risks to the Financial Forecasts

- **Net Property Income** – The net property income is primarily driven by the rental income, which is dependent upon our tenants continuing to operate on a profitable basis and continuing to abide by the terms and conditions of their leases or other tenancy arrangements. The ability to lease or re-lease tenancies upon expiry of the current lease, and rents achievable, will depend upon the prevailing market conditions at the relevant time and these may be affected by economic, competitive or other factors. The forecast assumes that all lettable space will be leased during the forecast period.
- **Competition in Trade Area** – Two major mixed use developments (including retail) are under construction on Cavill Avenue opposite Centro Surfers Paradise. 'Soul', predominately a residential development, will contain approximately 7,600 square metres of retail space which is expected to include 40 exclusive retail businesses and restaurants. Hilton Surfers Paradise, which has recently commenced construction, is expected to have some retail component to complement the new hotel and large residential towers.

While there is some risk that these developments may impact sales at Centro Surfers Paradise, we currently believe that these up-market projects will increase consumer patronage in Cavill Avenue and improve the demographics in the immediate trade area. Both projects include substantial residential towers and we understand the retail components will target up-market non discretionary expenditure. Centro Surfers Paradise will continue to have a unique retail offer of almost 100 stores including a major supermarket and a substantial entertainment and leisure precinct.

- **Leasehold Land** – The valuation of Centro Surfers Paradise includes retail tenancies located on land leased from the Gold Coast City Council. We currently collect approximately \$715,000 per annum from these tenancies (less than 4.7% of net property income). There is a possibility that the Council may require us to hand this land back when the ground lease expires in June 2031.
- **New Debt to Fund Rollover / Performance Fees** – The forecast assumes the RE will obtain new debt to fund the rollover / performance fees. The RE has assumed a margin of 800 basis points (i.e. 8%) on the subordinated debt which it foresees as reasonable in the current economic climate. The RE will require the consent of the senior debt facility financiers which it has not obtained at the time of publishing these documents. There is no guarantee that the RE will be able to source this new debt. If new debt cannot be secured, the Property may need to be sold.
- **Financial Position of Centro Properties Group** – Centro Properties Group announced on 16 January 2009 that it had agreed to and documented a long-term refinancing and debt stabilisation plan with its financiers, including a three year debt extension of its Australian facilities to 15 December 2011.

If an Insolvency Event in future impacts Centro Properties Group, the implications for the Syndicate are as follows:

- Centro MCS Manager Limited may, (depending upon the actual circumstances and in particular the nature of the Insolvency Event (defined as the appointment of a receiver, administrator or liquidator to an entity, and the entity in relation to which it occurs) no longer be able to act as responsible entity of the Syndicate. If it were not able to act as responsible entity, then a new responsible entity would be appointed.

- It is an event of default under the current debt facility agreement with the Syndicate's external financier if there is a change in the responsible entity of the Syndicate without the consent of the financier. This means that the current external debt facility would need to be immediately repaid unless the new responsible entity can agree with the Syndicate external financier to maintain the debt facility. If the new responsible entity and the Syndicate external financiers cannot agree to maintain the facility, the Syndicate property may need to be sold to repay the debt.

It is not anticipated that an Insolvency Event affecting Centro Properties Group would materially and adversely impact on the Syndicate. In particular, the Syndicate Value (NAV) would continue to be based on the values of the property. An Insolvency Event affecting Centro Properties Group would not of itself cause the sale of the Centre or the winding up of the Syndicate. No Centro Properties Group entity or its financiers will have the ability to sell the Centre or use the sale proceeds for their own purposes following an Insolvency Event affecting Centro Properties Group.

- **Subordinated Loan from Centro Property Trust** – As referred to above, the loan facility from Centro Property Trust is repayable on reasonable notice, at which time it must be refinanced by an external financier or repaid. The RE can give no assurance as to the refinancing of this loan. If this loan cannot be refinanced, the Property may need to be sold to fund repayment of this loan.

Centro MCS 11 Syndicate – Prospective New Investor Acquisition Form

INSTRUCTIONS

Read this Acquisition Form in full. Please read this Acquisition Form in full, including the Acquisition Form Terms and Transfer Form Terms (on the reverse side of this Acquisition Form) before completing the form. If you require assistance in relation to this Acquisition Form, please contact Centro Investor Services.

A INVESTMENT OPTIONS

Please select the trust that you wish to buy Units¹ in by placing a cross ('X') in ONE box only. In most instances existing investors who wish to purchase more Units will select the trust in which they already hold Units.

BOX 1	Invest in Centro MCS 11 ARSN 086 359 515 (Direct Property Investment). Centro MCS 11 is funded by equity from investors and loans from financial institutions, investing in Centro Surfers Paradise. The majority of investors invest in this vehicle.
BOX 2	Invest in the Centro MCS 11 Unit Trust ARSN 086 359 266. The Unit Trust invests only in Centro MCS 11 Direct Property Investment. This investment is extensively used by Australian Superannuation funds who choose not to borrow.

B NUMBER OF UNITS APPLIED FOR

NUMBER OF UNITS APPLIED FOR	Price per Unit ²	Total Application Amount
1,000,000	at A\$2.4445	A\$ 2,444,500

The minimum investment is 4,000 units (or \$9,778)

PLEASE COMPLETE YOUR DETAILS BELOW (refer overleaf for correct forms of registrable names)

Applicant #1 Surname/Company Name

Title										First Name										Middle Name									
Joint Applicant #2 Surname																													
Title										First Name										Middle Name									
Designated account e.g. <Super Fund> (or Joint Applicant #3)																													
Existing Centro MCS Securityholder Reference Number (SRN)																													

PLEASE COMPLETE YOUR TFN/ABN DETAILS

TFN/ABN/Exemption Code – First Applicant										Joint Applicant #2						Joint Applicant #3									
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
TFN/ABN type – if NOT an individual, please mark the appropriate box										<input type="checkbox"/>	Company	<input type="checkbox"/>	Partnership	<input type="checkbox"/>	Trust	<input type="checkbox"/>	Super Fund								

F PLEASE COMPLETE ADDRESS DETAILS

PO Box/RMB/Locked Bag/Care of (c/-)/Property name/Building name (if applicable)

[illegible]

PLEASE PROVIDE BANK ACCOUNT DETAILS FOR DISTRIBUTION PAYMENTS

I/We request that all future distributions be credited to the account detailed below until notified otherwise in writing.

Name(s) in which your account is held

Name(s) in which your account is held																			
BSB Number(Bank/State/Branch)					Account number														
Name of Australian Financial Institution										Branch Suburb/Town									

¹ If you become an investor in the DPI you will hold a "Lot" interest (as defined in the DPI constitution), which you will acquire at the total price equal to the number of Units sold to you multiplied by the NAB per Unit plus accrued distribution as at 3 March 2009.

2 This sale price is based on the Unit NAB as at 3 September 2009 plus the accrued distribution from 1 January 2010 to 3 March 2010.



G Telephone Number where you can be contacted during Business Hours Contact Name (PRINT)

()

H Cheques or bank drafts should be made payable to “**Pacific Custodians Pty Limited**” in Australian currency and crossed “Not Negotiable”.

Cheque or Bank Draft Number BSB Account Number

 -

Total Amount A\$, , , .

I SIGNATURE OF BUYER(S) AS A DEED

By signing and returning the Acquisition Form, you acknowledge and agree the Acquisition Form is signed, sealed and delivered as a deed, and that you are bound by the Acquisition Form Terms specified overleaf, Transfer and Transfer Form Terms specified on the reverse side of the Acquisition Form.

Unitholder 1 (Individual)	Joint Unitholder 2 (Individual)	Joint Unitholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (delete one)	Director
Signature of Witness	Signature of Witness	Signature of Witness
PRINT – Name of Witness	PRINT – Name of Witness	PRINT – Name of Witness
		Date
		/ /

J SIGNATURE OF SELLER(S) AS A DEED (BUYERS PLEASE DO NOT COMPLETE)

By signing the Acquisition Form, you acknowledge and agree the Acquisition Form is signed, sealed and delivered as a deed, and that you are bound by the Acquisition Form Terms, Transfer and Transfer Form Terms (as specified on the reverse side of the Acquisition Form).

Seller Date

 / /

(Signed by the responsible entity for and on behalf of, and as agent for the registered holder(s).)

Signature of Witness PRINT – Name of Witness

K ADVISER DETAILS (complete if applicable)

Adviser's Name Centro MCS Adviser's Code (If you do not know your code please call Adviser Services on 1800 103 080).

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Adviser's Company Telephone

 ()

Adviser's Address Facsimile

 ()

Dealer Group Adviser's Stamp

Email

Instructions on Completing this Acquisition Form

- | | |
|---|--|
| <p>A Please choose whether you wish to invest in Centro MCS 11 or Centro MCS 11 Unit Trust (to be completed by ALL investors who wish to buy units).</p> <p>B Please enter the number of units you wish to acquire and the total amount of application monies payable. The total application monies payable is equal to the number of units you wish to purchase multiplied by the Sale Price of \$2.4445.</p> <p>C Please enter the FULL NAME(S) of all legal entities that are to be recorded as the registered holders(s). Up to three Joint Applicants may register. Please refer to the examples below for guidance on valid registrations. If you are an existing Centro MCS holder insert SRN here.</p> <p>D Please enter your TAX FILE NUMBERS(S) OR ABN, and, where applicable, please enter the TFN for each Joint Applicant. Collection of tax file numbers is authorised, and its use and disclosure are strictly regulated, by the tax laws and Privacy Act. Quotation is not compulsory but tax may be taken out of your distribution if you do not quote your tax file number or claim an exemption. For more information about the use of tax file numbers, please phone your nearest Tax Office.</p> <p>E Please enter your postal address for all correspondence. All communications to you from Centro MCS Manager Limited and the Share Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.</p> | <p>F Please complete the BANK ACCOUNT DETAILS FOR DISTRIBUTION PAYMENT section in order to have your distribution paid directly into a nominated Australian bank, credit union or building society account.</p> <p>G Please enter your contact telephone number and name where we can contact you in relation to this Acquisition Form.</p> <p>H Enter cheque details and make payable to Pacific Custodians Pty Limited crossed Not Negotiable for the Total Application Amount in section B.</p> <p>I Please sign the form as per the instructions below.
This Acquisition Form must be signed by the Buyer. If Units are proposed to be held as a joint holding, both Buyers must sign. If the Buyer is a Corporation, the Acquisition Form must be executed in accordance with the provisions of the Corporations Act, under the Corporation's common seal or under the hand of an Authorised Officer or Attorney who has been duly authorised. If the Acquisition Form is signed by an Authorised Officer or Attorney, then the relevant Power of Attorney or Authority must either have been provided previously to Centro MCS Manager Limited or be enclosed with this Acquisition Form. The signature of each Buyer must be witnessed in the presence of a person who is not a party to the Acquisition Form.</p> <p>J Please leave blank (Buyer(s)).</p> <p>K Please complete adviser details if appropriate.</p> |
|---|--|

LODGEMENT INSTRUCTIONS

This Acquisition Form and your cheque or bank draft must be mailed or delivered so that it is received before 19 February 2010 at:

By Post: Centro MCS Manager Limited, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235; **or**

By Hand Delivery: Centro MCS Manager Limited, C/- Link Market Services Limited Level 12, 680 George Street, Sydney, New South Wales *(do not use this address for mailing purposes)*

Acquisition Form Terms

By signing and returning this Acquisition Form you acknowledge and agree that:

1. The Responsible Entity does not provide any guarantee, assurance or representation that it or any of its associates will have any Units to sell to you or that there will be sufficient Units to sell to you, and that if a seller is found, no guarantee, assurance or representation is provided by the Responsible Entity or its associates that the seller will sell the Units.
2. If Units are available for sale to you, the transfer will be effective on 3 March 2010 ("Transfer Date"), and the transfer may relate to all or a lesser number of the total number of Units which you have specified you wish to purchase.
3. On signing and returning the Acquisition Form, you are required to also attach to the Acquisition Form a cheque payable to Pacific Custodians Pty Limited (a subsidiary of Link Market Services Limited) for the Total Application Amount. The cheque will be banked in a trust account with an Australian bank established by Pacific Custodians Pty Limited pursuant to section 981B(1) of the Corporations Act ("Trust Account").
4. If the Transfer Form executed and returned by you (in accordance with the Instructions above) is then executed by or on behalf of a seller of Units, then you will be taken to have irrevocably directed:
 - a. Pacific Custodians Pty Limited to deduct from the Trust Account the amount to be paid for Units (ie, the Sale Price specified in section B above multiplied by the number of Units to be acquired by you) ("Relevant Monies") on the Transfer Date;
 - b. Pacific Custodians Pty Limited to pay the Relevant Monies to the seller of the Units acquired, and to return to you any difference between the Total Application Amount (plus any net accrued interest) and the Relevant Monies.
5. The acquisition of any Units by you pursuant to these Acquisition Form Terms and the Transfer Form is subject to the completion of the sale of all Units which existing CMCS11 investors wish to sell pursuant to the Election Form for CMCS11 dated 3 September 2009 or if all such unsold Units are not sold, the withdrawal from sale of those Units.
6. On being transferred Units, you agree to hold your Units in accordance with the terms of the constitution of the Syndicate and agree to the rollover of the Syndicate term for a further period of between 5-6 years commencing from 3 March 2010 (with the precise period to be specified by the Responsible Entity).
7. The Responsible Entity may, at its absolute discretion, at any time determine that your Acquisition Form is a valid offer, even if the Acquisition Form is incomplete, contains errors or is otherwise defective.
8. None of the Responsible Entity, nor any other person shall on any account be liable and you will not bring any claim or action against the aforementioned for not having sold the Units at any specific price in excess of the sale price or on any specific date.
9. The contract to be formed via sale of your Units is governed by the law in force in Victoria and is to be interpreted in accordance with their spirit, intention and purpose.
10. The Responsible Entity may appoint agents and delegates to perform any of its obligations or exercise any of its rights under these Acquisition Form Terms.

11. The Responsible Entity does not act for you in any way in relation to the acquisition of Units pursuant to these Acquisition Form Terms and the Transfer Form.
12. If I am seeking to acquire Units in the DPI:
 - (i) I hereby irrevocably appoint Centro MCS Manager Limited (ACN 051 908 984) (**RE**) and each of its officers, employees and agents separately (the **Attorney**) as our true and lawful agent and attorney (with power to appoint and from time to time remove a substitute or substitutes) with power (without assumption of personal liability) to sign and deliver on my/our behalf, the following:
 1. Any loan facility agreements by which the Attorney borrows money on our behalf in proportion to our Investment (including any deed novating existing loan facility agreement in respect of the Investment previously obtained by the RE on behalf of the Seller), and if the loan falls due prior to the sale of the real estate of the DPI, to sign and deliver any document rolling over the loan, discharging it wholly or partly.
 2. Any document or instrument necessary to charge our Investment (including any deed novating or transferring any existing charge in respect of the investment previously granted by the RE on behalf of the Seller).
 3. Any necessary document or instrument in respect of such borrowing or charge.
 - (ii) I/We hereby further authorise the Attorney to do the following with respect to any of the documents or instruments referred to above: complete any blanks; make any amendments or additions; do, execute and perform any other deed, matter, act or thing which in the opinion of the Attorney ought to be done, executed or performed to perfect the document or instruments and make it effective, in the absolute discretion of the Attorney, and to attend to the stamping or registration of all ancillary documentation.
 - (iii) I/We declare that anything done by the Attorney pursuant to the powers given to the Attorney will be binding on me/us as if those acts had been done by me/us.
 - (iv) I/We agree to indemnify the Attorney against any loss or costs it suffers or incurs in exercising the powers specified above. The Attorney may exercise the powers granted above even if it involves a conflict of duty or a conflict of interest.
13. By facilitating deposits into the Trust Account, the Responsible Entity is providing the financial service of dealing in a financial product (ie, the Trust Account itself) on behalf of Investors. If you have a complaint about the administration or management of the provision of that service, please contact the Responsible Entity on 1800 802 400 (Australia) during business hours, or at the address below. If your complaint is not resolved to your satisfaction within ten business days you can refer the matter in writing to:
The Complaints Officer – Centro MCS, Corporate Offices, 3rd Floor, Centro The Glen, 235 Springvale Road, Glen Waverley, Victoria 3150.
In the event that you are not satisfied with the outcome of your complaint, you have the right to refer the matter to an external complaints resolution scheme of which the Responsible Entity is a member, the Financial Ombudsman Service (FOS). FOS can be contacted from 9am to 5pm Australian Eastern Standard Time on 1300 780 808, or +61 3 9613 7366.

PRIVACY CLAUSE

Centro MCS Manager Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a unitholder (including your name, address and details of the units you hold) to be included in the public register of the entity in which you hold units. Information is collected to administer your unitholding and if some or all of the information is not collected then it might not be possible to administer your unitholding. Your personal information may be disclosed to the Unit Register, Link Market Services Limited. You can obtain access to your personal information by contacting us by telephone (freecall) 1800 807 900 or email investor@centro.com.au. Our privacy policy is available on our website (www.centromcs.com.au).

CORRECT FORMS OF REGISTRABLE NAMES

Note that ONLY legal entities are allowed to hold Units. Applications must be in the name(s) of natural persons or companies. At least one full given name and the surname is required for each natural person. The name of the beneficiary or any other non-registrable name may be included by way of an account designation if completed exactly as described in the examples of correct forms below. The responsible entity has no authority to put you at risk for any more than the monies you have paid for the Units.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual Use given names in full, not initials	Mrs Katherine Clare Edwards	K C Edwards
Company Use Company's full title, not abbreviations	Liz Biz Pty Ltd	Liz Biz P/L or Liz Biz Co.
Joint Holdings Use full and complete names	Mr Peter Paul Tranche & Ms Mary Orlando Tranche	Peter Paul & Mary Tranche
Trusts Use the trustee(s) personal name(s)	Mrs Alessandra Herbert Smith <Alessandra Smith A/C>	Alessandra Smith Family Trust
Deceased Estates Use the executor(s) personal name(s)	Ms Sophia Garnet Post & Mr Alexander Traverse Post <Est Harold Post A/C>	Estate of late Harold Post or Harold Post Deceased
Minor (a person under the age of 18 years) Use the name of a responsible adult with an appropriate designation	Mrs Sally Hamilton <Henry Hamilton>	Master Henry Hamilton
Partnerships Use the partners' personal names	Mr Frederick Samuel Smith & Mr Samuel Lawrence Smith <Fred Smith & Son A/C>	Fred Smith & Son
Long Names	Mr Hugh Adrian John Smith-Jones	Mr Hugh A J Smith Jones
Clubs/Unincorporated Bodies/Business Names Use office bearer(s) personal name(s)	Mr Alistair Edward Lilley <Vintage Wine Club A/C>	Vintage Wine Club
Superannuation Funds Use the name of the trustee of the fund	XYZ Pty Ltd <Super Fund A/C>	XYZ Pty Ltd Superannuation Fund

Put the name(s) of any joint Applicant(s) and/or account description using < > as indicated above in designated spaces at section C on the Application Form.

TRANSFER FORM

IMPORTANT NOTICE – By signing and returning the Acquisition Form, you acknowledge and agree the Acquisition Form is signed, sealed and delivered as a deed, and that you are bound by the Acquisition Form Terms (specified overleaf), Transfer and Transfer Form Terms below.

**THIS FORM IS NOT TO BE
SEPARATELY SIGNED**

FULL NAME OF INVESTMENT	Whichever of CENTRO MCS 11 ARSN 086 359 515 (“DPI”) or Centro MCS 11 Unit Trust ARSN 086 359 266 (“Unit Trust”) is specified by crossing Box 1 or Box 2 in Part A of the Centro MCS 11 Syndicate Prospective New Investor Acquisition Form overleaf
THE RESPONSIBLE ENTITY	Centro MCS Manager Limited
JURISDICTION OF INCORPORATION OF RESPONSIBLE ENTITY	Victoria
UNITS	This is the number of Units in the DPI or the Unit Trust specified in Part B of the Centro MCS 11 Syndicate Prospective New Investor Acquisition Form overleaf
FULL NAME(S) OF SELLER(S)	This is the person who executed the Centro MCS 11 Syndicate Prospective New Investor Acquisition Form overleaf in Part J
CONSIDERATION	This is the Total Application Amount specified in Part B of the Centro MCS 11 Syndicate Prospective New Investor Acquisition Form overleaf
FULL NAME(S) OF BUYER(S)	This is the person(s) who executed the Centro MCS 11 Syndicate Prospective New Investor Acquisition Form overleaf in Part I
FULL POSTAL ADDRESS OF BUYER(S)	This is the postal address of the person(s) who executed the Centro MCS 11 Syndicate Prospective New Investor Acquisition Form overleaf in Part I

Transfer Form Terms:

- I/We the registered holder(s) and above named Seller(s), for the above consideration do hereby transfer (“Transfer”) to the above named buyer(s) or to the several buyers named in each Transfer Form(s) (the “Buyer(s)”) all my/ our right title and interest in the Units specified above (the “Investment”) standing in my/our name(s) in the books applicable to the Investment subject to the provisions of the constitution establishing the DPI as amended from time to time (“Constitution”).
- (If the Transfer relates to the DPI) I/We the Seller(s) acknowledge that I/we hold a “Lot” interest in the DPI and for the purposes of this transfer form, I am/ we are allocated one Unit for each \$1.00 of equity originally invested by me/ us in the DPI.
- I/We the Seller(s) represent and warrant to the Buyer(s), that the Buyer will acquire good title to the Investment and full legal and beneficial ownership of it free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer of any kind and from any third party rights;
- I/We the Buyer(s) do hereby agree to be bound by the provisions of the Constitution, and agree to the rollover of the syndicate term for a further period of between 5-6 years commencing from 3 March 2010 (with the precise period to be specified by the Responsible Entity).
- (If the Transfer relates to the DPI) I/We the Buyers acknowledge that we have appointed the Responsible Entity as Buyer’s attorney on the terms of paragraph 12 of the Acquisition Form terms executed by the Buyer on or about the date of this Transfer.
- I/We the Seller(s) and I/we the Buyer(s) hereby agree that neither the Custodian under the Constitution nor the Responsible Entity shall be required or compelled to give effect to this transfer unless and until all costs, duties, taxes, governmental charges, transfer fees, registration fees, brokerage fees and other charges (whether similar to the foregoing or not) in respect of the transfer have been paid or provided for to the Responsible Entity’s and the Custodian’s satisfaction.
- I/We the Seller(s) and I/we the Buyer(s) acknowledge and agree that the transfer of the Investment is to be dated 3 March 2010.
- (Where the Buyer(s) execute this form as an Attorney), I/We have not received any notice of revocation of the Power of Attorney by death of the grantor or otherwise, under which this Transfer is signed.
- I/We the Buyer(s) certify that (both before, and as a consequence of, the transfer of the Investment the subject of this Transfer Form) shall not, either alone or together with any other person, acquire a Units having a value equal to 15% of the beneficial interest in the Real Estate and the Fund (as each is defined in the Constitution) of the DPI.

Further Enquiries

Corporate Offices
3rd Floor, Centro The Glen
235 Springvale Road
Glen Waverley Victoria 3150

- ☎ Toll Free (Aus): 1800 802 400
- ☎ Toll Free (NZ): 0800 449 605
- ☎ Telephone: +61 3 8847 1802
- ☎ Facsimile: +61 3 8847 1868
- ✉ Email: investor@centro.com.au
- 🌐 Website: centro.com.au





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Email: investor@centro.com.au
Website: centro.com.au

Responsible Entity Centro MCS Limited
ABN 69 051 908 984