

Trust in which Investment is Held

Stockland Direct Office Trust No.2

Full name(s)  
of registered  
holder(s)

\_\_\_\_\_

\_\_\_\_\_

Registered  
address

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

Postcode

**All correspondence to:**

Westpac Banking Corporation  
Attention: Garry Luscombe  
Level 5, 275 Kent Street  
Sydney NSW 2000  
Enquiries 61 2 8254 9501  
Facsimile 61 2 8254 6949

Email: gluscombe@westpac.com.au

**You must complete the Limited Liquidity  
Transfer Form for the correct quarter.**

**Liquid paper is not to be used on  
Transfer Forms.**

**If an error is made please correct and  
initial any changes.**

**Transfer Forms that are incorrectly  
completed will be Rejected.**

## How to complete this form

The Limited Liquidity Facility Transfer Form is on the reverse of this note. Please read the following instructions carefully before completing the form.

### 1. Details of Issuer

**Full Name of Trust in which Instalment Receipts are held** - The full name of the trust in which the Instalment Receipts being transferred or sold are held.

**State or Territory of Registration** - The State in which the trust is registered.

### 2. Description of Securities - Instalment Receipts

### 3. Price per Instalment Receipt under the LLF

This is the price per Instalment Receipt under the Limited Liquidity Facility (excluding transaction costs) for the quarter stated. Transaction costs include stamp duty, (if any) and processing fees including a one-off flat fee charged by Westpac Banking Corporation of \$110. The price per Instalment Receipt under the Limited Liquidity Facility is calculated in accordance with a pre determined formula with reference to the NTA disclosure in the last quarterly distribution statement to investors. The price per Instalment Receipt is the NTA less a 2.5% discount less transaction costs (including stamp duty, if any).

### 4. Quantity of Units

This must be the investor's total holding of Instalment Receipts.

### 5. Consideration - value of transfer

Total Consideration to be entered in Box 5 is calculated by multiplying the quantity of Instalment Receipts (box 4) by the price per Instalment Receipt under the Limited Liquidity Facility for the quarter at the time of transfer (Box 3). If the application for the Limited Liquidity Facility is successful, the investor will receive this amount less transaction costs, processing fees and any outstanding financial obligations owed by the investor.

**Date of Transfer** - Enter the date of transfer of the Instalment Receipts. This is the date the transfer has been effected between the Seller and Buyer. Limited Liquidity Facility Transfer Forms that have been received 15 business days before the end of the calendar quarter (30 September, 31 December, 31 March, 30 June) and that are approved by Stockland Capital Partners Limited (the "Responsible Entity") will be effective on the first day of the quarter immediately following the quarter in which the form was received. The Transferee will receive a distribution for the quarter in which the Limited Liquidity Facility Transfer Form was received.

### 6. Full registered name(s) of Seller(s)/Transferor(s)

Please enter the names of the seller as shown on related Instalment Receipt documentation such as a holding or distribution statement.

### 7. Seller(s) Holder Number (HN)

The transfer cannot be processed without the HN. This can be found on the existing Instalment Receipt holding statement.

Note that the Buyers details will be completed by Computershare Investor Services Pty Limited.

### 8. Signature(s)

Please sign and date this form in the spaces provided, by the Seller(s) as follows:

**Individual:** where the holding is in one name, the Instalment Receipt holder must sign.

**Joint Holding:** where the holding is in more than one name, all of the Instalment Receipts Holders must sign.

**Power of Attorney:** to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach an originally certified copy of the Power of Attorney to this form when you return it.

**Companies:** either 2 Directors or a Director and a Company Secretary must sign this form. If the company has a Sole Director who is also the Company Secretary (in accordance with the Corporations Act), that Director may sign alone. If the company has a Sole Director and there is no Company Secretary, that Director may sign alone and is required to complete the warranty confirming there is no Company Secretary by completing their name in full. Please delete titles as applicable.

**Deceased Estates:** all executors must sign and, if not already noted by the registry, an originally certified copy of Probate or Letters of Administration must accompany this form.

### 9. The Buyer under the Limited Liquidity Facility will sign this section subject to approval of the transfer by the Responsible Entity.

## Limited Liquidity Facility Transfer Form - Quarter ended 30 September 2010

Please use block letters and complete all sections of this form.

<b>1. Details of Issuer</b>	Full Name of Trust in which Instalment Receipts are held <b>Stockland Direct Office Trust No.2</b>	State or Territory of Registration <b>Victoria</b>
<b>2. Description of Securities</b>	Instalment Receipts	<b>3. Price per Instalment receipt under the Limited Liquidity Facility (excluding transaction costs) \$0.9161</b>
<b>4. Quantity of Instalment Receipts</b>	Words	Figures
<b>5. Consideration - value of transfer</b>	(Box 3 x Box 4) \$ _____ (Note: this amount excludes transaction costs)	Date of Transfer ____/____/____
<b>6. Full registered name(s) of Seller(s)/ Transferor(s)</b>	Title      Given name(s)/Company name      Surname ----- ----- -----	
<b>7. Seller(s) Instalment Receipt Number</b>	HN <span style="border: 1px solid black; display: inline-block; width: 150px; height: 20px; vertical-align: middle;"></span>	
<b>Full name(s) of Buyer(s)/ Transferee(s)</b>	Title      Given name(s)/Company name TRUST COMPANY OF AUSTRALIA LTD <CUSTODIAN FOR STOCKLAND A/C>	
<b>Full postal address of Buyer(s)</b>	Level 25, 133 Castlereagh Street ----- Sydney, NSW      Postcode 2000      Country _____	

I/We the registered Instalment Receipt holder and undersigned seller(s) for the above consideration do hereby transfer to the above named hereinafter called the buyer(s) the Instalment Receipts as specified above standing in my/our name(s) in the books of the above trust, subject to the several conditions as stated in the Product Disclosure Statement of the Trust including any financial obligations owed to the Security Interest Holder by me/us. 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 (if applicable).

The Transferee(s) covenants with, and for the benefit of the Security Trustee to be bound personally and not in any representative capacity by the term of the Security Trust Deed of the Trust, as amended or varied from time to time, including:

- (a) the obligation to pay the Final Instalment on the Final Instalment Payment Date, free of set-off or counter-claiming; and
- (b) the liability to pay Default Interest and charges if the Final Instalment is not paid on its due date.

<b>8. All Seller(s) must sign here</b>	Individual or Unitholder 1	Unitholder 2	Unitholder 3
	<div style="border: 1px solid black; width: 100%; height: 20px; margin-bottom: 5px;"></div> Director/Sole Director and Sole Company Secretary Day      Month      Year <div style="border: 1px solid black; width: 100%; height: 20px; margin-top: 5px;"></div>	<div style="border: 1px solid black; width: 100%; height: 20px; margin-bottom: 5px;"></div> Director/Company Secretary * By signing here I, ..... (Name in full) warrant that, pursuant to the Corporations Act, the company does not have a Company Secretary and that as the Sole Director I am authorised by the company to complete this form.	<div style="border: 1px solid black; width: 100%; height: 20px; margin-bottom: 5px;"></div> Sole Director (No Company Secretary) * * By signing here I, ..... (Name in full) warrant that, pursuant to the Corporations Act, the company does not have a Company Secretary and that as the Sole Director I am authorised by the company to complete this form.
<b>9. All Buyer(s) must sign here</b>	Individual or Unitholder 1	Unitholder 2	Unitholder 3
	<div style="border: 1px solid black; width: 100%; height: 20px; margin-bottom: 5px;"></div> Director/Sole Director and Sole Company Secretary Day      Month      Year <div style="border: 1px solid black; width: 100%; height: 20px; margin-top: 5px;"></div>	<div style="border: 1px solid black; width: 100%; height: 20px; margin-bottom: 5px;"></div> Director/Company Secretary * By signing here I, ..... (Name in full) warrant that, pursuant to the Corporations Act, the company does not have a Company Secretary and that as the Sole Director I am authorised by the company to complete this form.	<div style="border: 1px solid black; width: 100%; height: 20px; margin-bottom: 5px;"></div> Sole Director (No Company Secretary) * * By signing here I, ..... (Name in full) warrant that, pursuant to the Corporations Act, the company does not have a Company Secretary and that as the Sole Director I am authorised by the company to complete this form.