

Supplemental Deed - Multiplex Development and Opportunity Fund

Dated

11 April 2011

Brookfield Capital Investments Limited (ACN 096 295 233)

Mallesons Stephen Jaques

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Details

Party	Responsible Entity as described below.	
Responsible Entity	Name	Brookfield Capital Investments Limited
	ACN	096 295 233
	Address	Level 22 135 King Street SYDNEY NSW 2000
	Fax	+61 2 9322 2001
	Telephone	+61 2 9322 2000
	Attention	Company Secretary
Recitals	A	The Trust is governed by the Constitution. The Trust is a registered as a managed investment scheme under Chapter 5C of the Corporations Act.
	B	Under clause 23 of the Constitution, the Responsible Entity may, by deed, amend the Constitution in accordance with section 601GC of the Corporations Act.
	C	Section 601GC(1) of the Corporations Act provides that the constitution of a registered scheme may be modified, or repealed and replaced with a new constitution: <ul style="list-style-type: none"> (a) by special resolution of the members of the scheme; or (b) by the responsible entity if it reasonably considers the change will not adversely affect members' rights.
	D	The Responsible Entity wishes to amend the Constitution as set out in this deed.
	E	The Responsible Entity reasonably considers that the amendments to the Constitution contained in this deed will not adversely affect the rights of members of the Trust.

Governing law New South Wales

Date of supplemental deed See signing page

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General terms

1 Amendments to the Constitution

The Constitution is amended by:

- (a) replacing each reference in the Constitution to “Multiplex Development Trust II” with “Multiplex Development and Opportunity Fund”;
- (b) replacing each reference in the Constitution to “Multiplex Investments Limited” with “Brookfield Capital Investments Limited”;
- (c) in clause 25:
 - (i) inserting the text that is underlined; and
 - (ii) deleting the text that is shown as deleted,

in the copy of clause 25 set out as Annexure 1 of this deed; and

- (d) in clause 26.1, inserting the following definition:

“**Complaint** means an expression of dissatisfaction made to the Manager, related to its products or services, or the complaints handling process itself, where a response or resolution is explicitly or implicitly expected.”

2 No redeclaration etc

The Responsible Entity declares that it is not, by this deed:

- (a) redeclaring the Trust or declaring any trust;
- (b) resettling the Trust; or
- (c) causing the transfer, vesting or accruing of property in any person.

3 Effective time

The amendments made by this deed take effect from the date a copy is lodged with the Australian Securities and Investments Commission pursuant to section 601GC(2) of the Corporations Act.

4 Governing law

This deed is governed by the laws in force in the place specified in the Details. Each person affected by it must submit to the non-exclusive jurisdiction of the courts of that place and the courts of appeal from them.

5 Interpretation

5.1 Terms defined in Constitution

The terms used in this deed have the same meaning as in the Constitution unless the contrary intention appears.

5.2 Definitions

These meanings apply unless the contrary intention appears:

Constitution means the trust deed dated 11 April 2002, as amended, under which the Trust was constituted.

Corporations Act means the Corporations Act 2001 (Cwlth).

Details means the section of this deed entitled “Details”.

Trust means the Multiplex Development and Opportunity Fund (ARSN 100 563 488).

5.3 Deed supplemental to Constitution

This deed is supplemental to the Constitution.

5.4 Headings

Headings are inserted for convenience only and do not affect the interpretation of this deed.

EXECUTED as a deed

Annexure 1 (clause 1)

25 Complaints

If a Member submits to the Manager a eComplaint alleging that the Member has been adversely affected by the Manager's conduct in its management or administration of the Trust, the Manager must:


- (a) ~~if the complaint is in writing,~~ acknowledge in writing receipt of the eComplaint as soon as practicable and in any event within 14 days from receipt;
- (b) where there is a compliance committee, refer the eComplaint to the committee for its consideration;
- (c) where there is no compliance committee, consider the eComplaint and ensure that the Complaint receives proper consideration resulting in a determination by a person or body designated by the Manager as appropriate to handle Complaints; and
- (d) must act in good faith to deal with the Complaint by endeavouring to correct any error which is capable of being corrected without affecting the rights of third parties;
- (e) may in its discretion give any of the following remedies to the complainant:
 - (i) information and explanation regarding the circumstances giving rise to the Complaint;
 - (ii) an apology; or
 - (iii) compensation for loss incurred by the Member as a direct result of the breach (if any); and
- ~~(e)~~(f) ~~(d)~~ communicate to the complainant in relation to the eComplaint as soon as practicable and in any event not more than 45 days after receipt by the Manager of the eComplaint:
 - (i) the determination of the compliance committee (or if clause 25(c) applies, the Manager);
 - (ii) the remedies (if any) available to the Member; and
 - (iii) information regarding any further avenue for eComplaint.

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Signing page

DATED: _____

EXECUTED by **BROOKFIELD**)
CAPITAL INVESTMENTS)
LIMITED in accordance with section)
127(1) of the Corporations Act 2001)
(Cwlth) by authority of its directors:)


.....)
Signature of director)

Russell Todd Proutt)
.....)
Name of director (block letters))


.....)
Signature of director/company)
secretary*)

*delete whichever is not applicable)
NEIL OLOFSSON)
.....COMPANY SECRETARY.....)
Name of director/company secretary*)
(block letters))
*delete whichever is not applicable)