

# ASX Announcement

20 June 2011

## **Brookfield Prime Property Fund (ASX: BPA) Final Instalment of Partly Paid Securities – Letter and Notice to Defaulting Unitholders**

Further to the ASX Announcement on 16 June 2011 by Brookfield Capital Management Limited (**BCML**) as responsible entity of Brookfield Prime Property Fund and in accordance with Rule 3.17 of the Listing Rules, BCML advises that the enclosed Letter and Notice has been sent to the defaulting unitholders.

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For more information please contact:

**Brookfield Customer Service**

Ph: 1800 570 000

Email: [clientenquiries@au.brookfield.com](mailto:clientenquiries@au.brookfield.com)

Brookfield Prime Property Fund  
ARSN 110 096 663

20 June 2011

Dear Investor

**Brookfield Prime Property Fund (ASX: BPA) Final Instalment payable on 15 June 2011**

In accordance with earlier notices sent to you by Brookfield Capital Management Limited (BCML) as responsible entity of the Brookfield Prime Property Fund (ASX: BPA), the final instalment of \$2.237 owing in respect of your Brookfield Prime Property Fund (BPA) partly paid units was due by Wednesday 15 June 2011. As at 16 June 2011 payment in cleared funds had not been received for your units.

Enclosed with this letter is a final reminder which contains important information about the call, including the total amount you are required to pay, when it is due and the consequences of not paying the call. You should read it carefully. If you are unsure about what action to take regarding the call, you should consult your financial adviser, stockbroker or accountant.

In summary, the final instalment of \$2.237 is payable no later than **5.00pm (Australian Eastern Standard Time) on Monday 4 July 2011**. If you fail to pay, your units may be forfeited and sold on your behalf by BCML. The proceeds will be applied towards the final instalment, any interest charged as a result of your non-payment and other transaction costs arising from the sale. The balance, if any, will be paid direct to you. You will be liable to pay any outstanding amount if there is a deficit after we sell the units and apply the proceeds against the final instalment, interest and expenses. If we cannot sell the units, you will still be liable for the final instalment, plus interest and expenses. We may also institute legal proceedings against you to recover the outstanding amounts.

A holder of units which are forfeited and sold ceases to be a member in respect of the forfeited units (and has no claims or demands against us in respect of the forfeited units).

Payments can be made by B-Pay or by cheque, bank draft or money order in Australian dollars made payable to "Brookfield Prime Property Fund Call Payment" and crossed "Not Negotiable". **Payment in cleared funds must be received by no later than 5.00pm (Australian Eastern Standard Time) on Monday 4 July 2011**. BCML may in its discretion accept late payments however is under no obligation to do so.

If you believe you have previously paid the final instalment please contact the Link Market Services Limited Investor Enquiry line on the number below.

If you have any questions about the payment of the final instalment or about your investment in the Fund, please call the Link Market Services Limited Investor Enquiry line on 1800 685 455 (within Australia) or +61 2 8280 7141 (outside of Australia)

Yours sincerely

Brookfield Customer Service

**THIS IS AN IMPORTANT DOCUMENT.**

Should you have any doubt about how to deal with it please consult a financial adviser.

SRN/HIN:

Date of this Reminder: 20 June 2011

|                        |             |
|------------------------|-------------|
| Call Payment Due Date: | 4 July 2011 |
|------------------------|-------------|

## CALL NOTICE – FINAL INSTALMENT DUE

The sum of A\$2.237 per partly paid Unit (BPACB) is payable no later than 5:00pm (AEST) on 4 July 2011.

### YOUR HOLDING

Number of partly paid Units held as at 7:00pm (AEST) on 7 June 2011

XXX

Total amount owing at A\$2.237 per partly paid Unit

\$XX.XX

The number of Units above are recorded on the Register at close of business as at 7:00pm (AEST) on 7 June 2011 as held by you. You are required to pay A\$2.237 per partly paid Unit held.

### PAYMENT OPTIONS

**Option 1:** If paying by cheque, bank draft or money order, complete and return the call payment slip below with payment. No signature is required on the call payment slip. The call payment slip with payment must be received by the Registry before 5:00pm (AEST) on 4 July 2011.

**Option 2:** If paying by BPAY®, refer to the instructions overleaf. **You do NOT need to complete or return the call payment slip below.** Payment must be received by BPAY® before 5:00pm (AEST) on 4 July 2011.

See overleaf for details and further instructions on how to complete and lodge this Call Notice, or how to pay for Call using BPAY®.

### Consequences of Non-Payment

Refer to the back of this Call Notice for the consequences of non-payment.



Billers Code: 758359

Ref:

### Telephone & Internet Banking – BPAY®

Contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account.

More info: [www.bpay.com.au](http://www.bpay.com.au)

© Registered to BPAY Pty Ltd ABN 69 079 137 518

**THIS IS A PERSONALISED FORM FOR THE SOLE USE OF THE HOLDER AND HOLDING RECORDED ABOVE.**

*Please detach this tear-off slip and return with your Cheque, Bank draft or Money order*

## Brookfield

Brookfield Prime Property Fund ARSN 110 096 663

Responsible Entity

Brookfield Capital Management Limited

ABN 32 094 936 866 AFSL 223809

SRN/HIN:



**A** PAYMENT DETAILS (if paying by cheque, bank draft or money order):

Drawer

Cheque Number

BSB Number

Account Number

**B** Amount of Cheque/  
Bank draft/ Money order

A\$

Make your cheque, bank draft or money order payable to "Brookfield Prime Property Fund Call Payment"

**C** PLEASE COMPLETE HERE in case we need to contact you:

Telephone Number – Business Hours

Telephone Number – After Hours

Contact Name

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# BROOKFIELD PRIME PROPERTY FUND

## HOW TO PAY FOR YOUR CALL

Payment in cleared funds must be received by no later than 5:00pm (AEST) on Monday, 4 July 2011. Brookfield Capital Management Limited as responsible entity of Brookfield Prime Property Fund may at its discretion accept payments received after that date.

### If paying by cheque, bank draft or money order

Enter your cheque, bank draft or money order details in section A. Cheques, bank drafts or money orders must be drawn on an Australian branch of a financial institution in Australian currency, made payable to "Brookfield Prime Property Fund Call Payment" and crossed "Not Negotiable".

### If paying by BPAY® (available to securityholders with an Australian bank account only)

If you elect to make payment using BPAY® you must contact your bank or financial institution to make this payment from your cheque, savings, debit or transaction account. For more information: [www.bpay.com.au](http://www.bpay.com.au)

Refer to the front of this form for the Biller Code and Customer Reference Number. Payments must be received by BPAY® before 5:00pm (AEST) on 4 July 2011. If the BPAY® payment is for any reason not received in full, Brookfield may treat you as paying the Final Instalment on as many Units as the cleared monies will pay for. Securityholders using the BPAY® Facility will be bound by the provisions relating to this Call. **You are not required to submit this Call Notice if you elect to make payment using BPAY®.**

### Payment amount

Enter into section B the total amount payable by you. To calculate the total amount, multiply the number of partly paid Units held as at 7:00pm (AEST) on 7 June 2011 by A\$2.237 (the total amount should be rounded down to the nearest cent).

### Further assistance

If you need help:

- Contact your solicitor, accountant or financial adviser
- Phone the Enquiry Line on:  
Australia (local call): 1800 685 455  
All other countries: +61 2 8280 7141 (a time based chargeable call)

### Unit Prices

The latest available market price of the Partly Paid Units (BPACB) before the date of issue of the first Call Notice:

A\$1.40 (on 19 April 2011)

The highest market price of the Partly Paid Units during the three months immediately before the first Call Notice:  
21 January 2011; 24 March 2011; 31 March 2011.

A\$1.45 (on dates listed below)

The lowest market price of the Partly Paid Units during the three months immediately before the first Call Notice:  
23 February 2011; 25 February 2011; 28 February 2011; 7 March 2011; 8 March 2011; 10 March 2011; 15 March 2011;  
16 March 2011; 18 March 2011; 21 March 2011; 22 March 2011; 23 March 2011; 29 March 2011; 30 March 2011;  
1 April 2011; 4 April 2011; 6 April 2011; 11 April 2011; 13 April 2011; 18 April 2011.

A\$1.25 (on dates listed below)

The latest available market price of the Partly Paid Units immediately before Brookfield Capital Management Limited announced to the ASX that it intended to make a call:

A\$1.40 (on 19 April 2011)

## PAYMENT AND LODGEMENT DETAILS

Payment may only be made by cheque, bank draft or money order or BPAY®.

Cheques, bank drafts or money orders must be made payable to "Brookfield Prime Property Fund Call Payment".

Completed cheques, bank drafts or money orders and call payment slips should be returned using the reply-paid envelope provided. Alternatively, please mail or deliver to the address below.

### Mailing Address

Brookfield Prime Property Fund  
C/-Link Market Services Limited  
GPO Box 3560  
SYDNEY NSW 2001

or

### Delivery Address

Brookfield Prime Property Fund  
C/-Link Market Services Limited  
Level 12, 680 George Street  
SYDNEY NSW 2000

**(Please do not use this address for express post mailing)**

Make sure you send your call payment slip and cheque, bank draft or money order allowing enough time for mail delivery, so Link Market Services Limited receive them on or before **5:00pm (AEST) on 4 July 2011.**

**Privacy Clause:** Link Market Services 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 entity in which you hold units. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)).

### Contact details

Enter into section C your contact telephone number where we may contact you during business hours.

### Your holding

The details that appear on this notice of your holding are the details that are recorded on the Brookfield Register at close of business on the date of this notice.

### Consequences of Non-Payment

If we do not receive the total amount payable for the Final Instalment on your units by 5:00pm (AEST) on Monday, 4 July 2011, you will be liable for the unpaid amount, interest (up to a maximum of 4% plus BBSW per annum) and all reasonable expenses incurred by us as a result of non-payment. Your units may also be forfeited in accordance with the process provided in the constitution and sold by public auction to recover the total amount due. You will still be liable to pay any outstanding amount if there is a deficit after we sell the units and apply the net proceeds against the Final Instalment, interest and expenses. If we cannot sell the units, you will still be liable for the Final Instalment plus interest and expenses. If you do not pay, we can institute legal proceedings against you to recover the outstanding amounts.

A holder of units which are forfeited and sold ceases to be a member in respect of the forfeited units (and has no claims or demands against us in respect of the forfeited units).

We have granted a charge over our right to receive the Final Instalment on the units in favour of certain financiers. If they are entitled to enforce their rights under the charge (because of, for instance, a default by us), the financiers, as our agent, will be able to take all actions in relation to unpaid calls that we are entitled to take.