

ASX RELEASE

1 July 2011

**CHANGES TO US REIT ARRANGEMENTS  
AND  
UPDATE ON OBTAINING SENIOR COUNSEL'S OPINION ON WHETHER  
EPN GP LLC CAN VOTE AT UNITHOLDER MEETING**

EDT Retail Management Limited ("**ERML**") as the responsible entity of EDT Retail Trust ("**EDT**") has been notified that:

- the by-laws of EDT U.S. Trust Inc. ("**US REIT I**") and EDT U.S. Trust II Inc. ("**US REIT II**") have been amended to remove the requirement that the directors of those entities be representatives of EPN GP LLC ("**EPN**"); and
- that Alexander Berman and Gabor Lattmann, who were the two directors of the Board of US REIT I and US REIT II and are representatives of EPN, have resigned as directors of those entities.

These changes were made by the two directors of the US REITs under powers conferred on those directors by the by-laws of the two US REITs.

US REIT I holds all the equity in EDT Fund LLC ("**US LLC**") and US REIT II holds 50% of the equity of DDR MDT MV LLC ("**Mervyns LLC**") and 90.34% of the equity of DDR MDT PS LCC ("**PS LLC**"). Under the LLC agreements for each of the three US LLCs, the US REITs are required to consent to certain major decisions affecting the US LLCs. Further details of the arrangements between EDT, the US REITs and the US LLCs are set out in the December 2010 EDT Annual Report.

EDT holds 99.98% of the equity in the US REIT I and 99.91% of the equity in US REIT II. EDT is the sole voting shareholder in both US REIT I and US REIT II, however those shareholder rights are limited to appointing and removing the directors of the US REITs. Following the amendments notified to ERML, ERML as the responsible entity of EDT continues to have the ability to appoint the directors of the US REITs, however those directors do not need to be representatives of EPN.

ERML is currently reviewing the changes made to the US REIT by-laws and will appoint appropriate representatives as directors of the US REITs shortly.

Through its ability to control the appointment of the directors of US REITs, ERML effectively controls the decision-making of the US REITs.

---

Darling Park Tower 2  
Level 20, 201 Sussex Street  
SYDNEY NSW 2000  
AUSTRALIA

Telephone 1300 308 875  
(from within Aust)  
+61 2 9006 1467  
(from outside Aust)  
Internet [www.edtretail.com.au](http://www.edtretail.com.au)  
Fax +61 2 9006 1010

UNIT REGISTRY  
c/- Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000  
Locked Bag A14  
Sydney South NSW 1235  
Telephone 1300 135 403  
Email [edtretail@linkmarketservices.com.au](mailto:edtretail@linkmarketservices.com.au)

## **Update on seeking Senior Counsel opinion on the entitlement of EPN to vote at the Unitholder Meeting**

In the Supplementary Explanatory Memorandum dated 14 June 2011 to the Notice of Meeting dated 2 June 2011, ERML set out its view that at that time EPN was an associate of ERML for the purposes of section 253E of the Corporations Act and therefore would not be entitled to vote at the Unitholder Meeting convened for 8 July 2011 ("**Meeting**").

On 21 June 2011, EDT Management LLC notified ERML that it had amended the ERML Constitution to remove the ability of EPN to appoint a majority of directors to the Board of ERML. The Board of ERML had no involvement in the amendment to the ERML Constitution which was notified to ERML as a resolution of ERML's sole shareholder under section 249B of the Corporations Act. Subsequently, three EPN representative directors resigned from the Board of ERML.

ERML, along with its legal advisers, has now completed its due diligence into the relevant control arrangements of ERML and EDT and received confirmations from various parties including EPN, DDR and the directors and senior management of ERML in respect of those arrangements, in establishing the factual position with respect to the arrangements concerning ERML and EDT. ERML expects Senior Counsel's opinion as to whether EPN is an associate of ERML for the purpose of determining whether EPN can vote at the Meeting to be available on 4 July 2011 and will make a further announcement when the opinion is received.

### **About EDT Retail Trust:**

*EDT Retail Trust (ASX:EDT) is a listed real estate investment trust focused on investing predominately in US community shopping centres giving investors exposure to a premium quality portfolio of US retail real estate in the value and convenience sector. It currently holds interests in 48 assets covering approximately 10.9 million square feet in 20 states.*

*EDT Retail Management Limited, the Responsible Entity of the Trust, is jointly owned by Developers Diversified Realty Corporation (DDR) and EPN GP LLC (EPN). DDR is a self-administered and self-managed REIT operating as a fully integrated real estate company listed on the NYSE which operates and manages over 570 retail properties covering 132 million square feet. EPN is a real estate investment venture jointly formed by Elbit Plaza USA, L.P. (a subsidiary of Elbit Imaging Ltd. and Plaza Centers N.V.) and Eastgate Property LLC.*