

28 March 2011

AURORA PLACE 88 PHILLIP STREET SYDNEY
GPO BOX 521 SYDNEY NSW 2001 AUSTRALIA
DX 117 SYDNEY www.minterellison.com
TELEPHONE +61 2 9921 8888 FACSIMILE +61 2 9921 8123

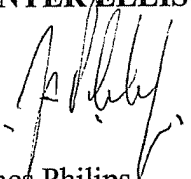
Company Announcements Officer
ASX Limited
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Off-market bid by EPN EDT Holdings II LLC to acquire all remaining units in EDT Retail Trust ARSN 106 570 352 (EDT)

We act for EPN EDT Holdings II LLC.

On behalf of EPN EDT Holdings II LLC and in accordance with section 671B of the *Corporations Act 2001* (Cth), we enclose a copy of ASIC form 603 (substantial holder notice) for EPN EDT Holdings II LLC's dated 28 March 2011.

Yours faithfully
MINTER ELLISON



James Philips
Partner

Contact: James Philips Direct phone: +61 2 9921 4945
Email: james.philips@minterellison.com

enclosure

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme EDT Retail Trust (EDT)
ACN/ARSN 106 570 352

1. Details of substantial holder (1)

Name EPN EDT Holding II LLC (EPNH)
ACN/ARSN (if applicable) N/A
The holder became a substantial holder on 28/03/2011

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary units (associate of the substantial holder has a relevant interest in)	2,247,823,466 See Form 604 22/6/2010	2,247,823,466 See Form 604 22/6/2010	47.82% See Form 604 22/6/2010

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
EPN GP, LLC (associate of the substantial holder)	Holder of securities.	2,247,823,466 ordinary units

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
EPN GP, LLC	EPN GP, LLC	N/A	2,247,823,466 ordinary units

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
N/A	N/A	N/A	N/A	N/A

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
EPN GP, LLC	EPN and EPNH are associates pursuant to section 12(2) of the Corporations Act

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
EPNH	c/o John R. Weaver, Jr., P.A., 831 Tatnall St., Suite 200, Wilmington, Delaware 19801, USA
EPN GP, LLC	PHS Corporate Services Inc, 1313 N Market Street, Suite 5100, Wilmington, Delaware 19801

Signature

print name James Phillips

capacity Agent for EPNH

sign here 

date 28/03/2011

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.

- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
- (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.