

ASX Announcement

10 June 2010

Multiplex Acumen Property Fund (ASX: MPF) \$30 million Fully Underwritten Rights Issue and \$20 million New Investment Facility

Brookfield Multiplex Capital Management Limited (BMCML), the Responsible Entity of Multiplex Acumen Property Fund (MPF or the Fund), announces that a conditional underwriting agreement has been signed with a wholly owned subsidiary of the Brookfield Multiplex Property Trust (Brookfield Multiplex) to conduct a capital raising by way of a \$30.4 million rights offering of ordinary units to all unitholders (Rights Issue). In addition, a wholly owned Australian subsidiary of Brookfield Asset Management Inc. (Brookfield Lender) has agreed to provide a new \$20.0 million line of credit to the Fund (Investment Facility).

Under the proposed Rights Issue, eligible unitholders (being unitholders with a registered address in Australia, New Zealand and any other eligible jurisdictions) will be invited to participate on a pro-rata basis to their existing holdings to acquire ordinary units issued at a price of \$0.05 payable on application. The Rights Issue will allow eligible unitholders to purchase another 3 units for every 1 unit they currently own.

Key messages in this announcement are:

- The Fund will raise \$30.4 million under a 3 for 1 fully underwritten Rights Issue subject to receiving regulatory approvals (including FIRB, ASX and ASIC) and satisfying certain conditions precedent;
- Net proceeds from the Rights Issue will be used to repay Tranche B debt owing under the existing secured facility. This avoids any dilution that might otherwise have arisen from the right of the existing financier of the Fund, National Australia Bank (NAB), to convert Tranche B debt into equity in the Fund (subject to a 40% limit) if Tranche B was not repaid on maturity;
- Repayment of Tranche B debt by 30 September 2010 using the proceeds of the Rights Issue will allow the Fund to receive a 75% rebate on the additional interest incurred on Tranche B debt from 1 April 2010. Currently Tranche B debt attracts an additional interest coupon of 10% per annum;
- Following the Rights Issue and with the benefit of the \$20 million Investment Facility, the Fund will have increased liquidity and financial flexibility to capitalise on investment opportunities in the current market environment consistent with the Fund's existing mandate;
- The existing financier of the Fund, NAB, has provided their indicative support to refinance the balance owing under the current facility with a new \$37.1 million debt facility maturing on 1 December 2012 (subject to meeting certain financial covenants) following completion of the Rights Issue; and
- The Fund will be renamed the Brookfield Australian Opportunities Fund on the completion of the Rights Issue.

Rights Issue

As previously announced, NAB has agreed a rebate of 75% of the additional interest charged on Tranche B of the facility from 1 April 2010 if the Fund reduces the facility balance below \$37.1 million by way of a recapitalisation before 30 September 2010.

As announced to the market on 12 May 2010, BMCML appointed KPMG's Corporate Finance practice (KPMG) to undertake a review of the strategic options available to the Fund including a potential capital raising. As a result of that review, BMCML determined that it is in the best interests of unitholders to pursue a capital raising by way of a rights issue. Considerations included the mandatory repayments required under the existing secured debt facility. The Fund is unlikely to meet these repayments without a forced sale of investments in the absence of refinancing or a capital raising.

Subsequently, an expression of interest from Brookfield Multiplex to underwrite the Rights Issue was received by the Independent Directors of BMCML, the proposed terms of which were reviewed by KPMG. Following that review, a committee of Directors resolved to pursue the Rights Issue in the form proposed by Brookfield Multiplex in the expression of interest.

The Rights Issue will be underwritten by Brookfield Multiplex Capital Securities Limited as trustee of the Brookfield Multiplex PPF Investment No.2 Trust (a wholly owned trust of the Brookfield Multiplex Property Trust). BMCML has the right to appoint co-underwriters on substantially the same terms as the conditional underwriting agreement with Brookfield Multiplex. Credit Suisse (Australia) Limited has been engaged by BMCML as an adviser to identify and facilitate the participation of other parties to act as co-underwriters and / or sub-underwriters for the Rights Issue.

The net proceeds of the Rights Issue will be used to pay down the Tranche B facility to obtain the rebate referred to above. Furthermore the elimination of Tranche B debt will remove any right of NAB to convert Tranche B debt into equity (subject to a 40% limit) in the Fund if Tranche B was not repaid on maturity.

Subject to regulatory approvals, the Rights Issue will be renounceable so that unitholders who do not wish to take up their entitlement will have the capacity to sell their entitlement on the ASX via traditional rights trading.

Investment Facility

The Brookfield Lender has also conditionally agreed (subject to documentation, completion of the Rights Issue and the refinancing described below) to provide the Fund with a \$20 million Investment Facility. The Investment Facility may be used to fund additional investment in the Fund's existing portfolio of listed and unlisted securities or to acquire additional securities or direct property consistent with the existing mandate of the Fund. The main terms of the Investment Facility are as follows:

- Facility limit of \$20 million and expires 6 months after the new NAB facility (i.e. 1 June 2013 subject to terms set out below);
- The Investment Facility is fully subordinated to the senior facility from NAB subject to the payment of fees and interest; and
- The facility will incur a margin of 4.5% per annum over BBSY and a drawdown fee of 0.5% (no establishment fee is being charged);

The proposed terms of the Investment Facility were reviewed by KPMG and are considered to be on attractive terms when measured against comparable debt facilities. Further information on the Investment Facility will be included in the offer document for the Rights Issue.

New Debt Facility

The Fund's current financier (NAB) has given indicative support to the Rights Issue and the Investment Facility and, upon completion of the Rights Issue, has agreed (subject to documentation and credit approval) to refinance the balance owing under the current facility with a new facility on the following terms:

- Facility limit of \$37.1 million and maturity date of 1 December 2012 subject to the following financial covenants:
 - Loan to Value Ratio (LVR) limit of 30% to 1 December 2011 and LVR limit of 20% from 1 December 2011 until maturity; and
 - Interest Cover Ratio (ICR) of greater than 1.25 until 1 December 2011 and ICR of greater than 1.65 from 1 December 2011 until maturity.
- Margin of 2.5% per annum over BBSY (currently the margin on Tranche A is 3.0% per annum).

Further information on the new NAB debt facility will be included in the offer document for the Rights Issue.

The Rights Issue will be formally launched on or before 30 June 2010 subject to receipt of necessary approvals (including FIRB, ASX and ASIC) and satisfaction of certain conditions precedent. Further details of the Rights Issue structure (including an application form which unitholders will need to complete in order to subscribe for further units) will be released on receipt of those approvals. Unitholders should consider the information provided at that time before deciding whether to participate in the Rights Issue. There can, however, be no guarantee that satisfactory approvals will be received, or that a termination event under the underwriting arrangements will not occur that might prevent the Rights Issue from proceeding as planned.

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About the Manager

Brookfield Multiplex is an Australian-based, fully integrated property and funds management business with activities in commercial, retail, and residential property development, construction, management services, and infrastructure. Brookfield Multiplex is a wholly-owned subsidiary of Brookfield Asset Management, a global asset manager focused on property, power and infrastructure with over US\$100 billion of assets under management and listed on the New York and Toronto Stock Exchanges under the symbols BAM and BAM.A, respectively, and on NYSE Euronext under the symbol BAMA. For more information, please visit the Company's website at www.brookfieldmultiplex.com.