



Annexure 2A

BSX Listing Rules

Quotation of Additional Securities Application

References Version 1, Operative 23/8/2000

Chapter 2, BSX Listing Rules

Instructions:

An entity seeking quotation of additional securities must complete and return this annexure to BSX.

Please complete the sections of the application that are relevant to your entity. If there is not enough space attach extra sheets.

Please note that information and documents (including this annexure) given to BSX in support of an application become BSX's property and may be made public.

Name of entity

ACN, ARBN or ARSN

APN Regional Property Fund	110 488 821
----------------------------	-------------

We apply for the quotation of additional securities.

All Entities

1	Number of securities for which quotation is sought	2,823,520
2	Class of securities for which quotation is sought	Ordinary partly paid units APRCA
3	Principal terms of the securities (eg, if options, exercise price and expiry date; if partly paid securities, the amount outstanding and due dates for payment; if convertible securities, the conversion price and dates for conversion)	Partly paid
4	Date of allotment of the additional securities	12 November 2004
5	Dates of despatch of certificates	12 November 2004
6	Number of holders of the additional securities	Fifty

Date 23/8/2000

Page 1 of 4

Annexure 2A
Quotation of Additional Securities Application

7	Issue price of the additional securities	\$1.00 (partly paid to \$0.84)
8	Purpose of the issue. (If issued upon conversion of another security, clearly identify that other security. If issued as consideration for the acquisition of assets, clearly identify those assets.)	Additional allotment of APRCA securities
8	Do the securities rank equally in all respects from the date of allotment with an existing class of quoted securities? If the additional securities do not rank equally, please state: <ul style="list-style-type: none"> • the date from which they do; • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment; • the voting rights of the additional securities; • the rights of the additional securities to participate in the new issues of securities. 	Yes
10	Number and class of all securities quoted on BSX (including the securities in clause 1)	28,966,117 partly paid units 2,817,000 fully paid units
11	Number and class of all securities not quoted on BSX (excluding the securities in clause 1)	N/A
12	Were the securities issued for cash?	Yes

(tick one of 13 or 14)

13 Yes Cheque for fees.

14 ~~Periodic payment as agreed with the home branch has been arranged.~~

Annexure 2A
Quotation of Additional Securities Application

Note: Arrangements can be made for employee incentive schemes that involve frequent issues of securities.

Additional Securities Forming a New Class of Securities

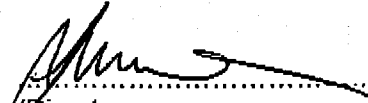
Tick the information or documents you are providing

Indicate where the information or document can be found? (eg, prospectus cross reference)

15	___ A specimen certificate/issuer sponsor holding statement	Previously supplied
16	___ The names of the 20 largest holders of the additional securities, and the number and percentage of additional securities held by those holders.	Updated list @ 12 November 2004 provided to Ian Craig
17	___ A distribution schedule of the additional securities setting out the number of holders in the categories:	
	1-1,000	Zero
	1,001-5,000	Zero
	5,001-10,000	(10) Ten
	10,001-100,000	(37) Thirty seven
	100,001 and over	(3) Three
18	___ A copy of any trust deed for the additional securities.	Previously supplied
Restricted securities		
19	___ Executed restriction agreements (refer Annexure 8A).	N/A
20	___ Undertakings from a bank or recognised trustee.	N/A

Annexure 2A
Quotation of Additional Securities Application

Signed:


Director

Print name: Howard Brenchley

Dated: 12 November 2004

APRCA Top Twenty Unit holders

Holder's name	Units	Percentage
RBC Global Services Australia Nominees Pty Ltd	14,000,000	48.33
Permanent Trustee Australia Limited ACF	3,571,429	15.66
Equity Trustees Limited	2,000,000	8.77
melbourne Trailer & Caravan Supplies Pty Ltd	200,000	0.88
Concord Craft Pty Ltd	200,000	0.88
Midlev Projects Pty Ltd	200,000	0.88
Miss Una Lowe	200,000	0.88
Mr R. & Mrs A. Pratt	200,000	0.88
Bramston Pty Ltd	200,000	0.88
Mr T. & Mrs H. McKavanagh	119,048	0.52
Mr P. & Mrs J. Mapledoram	110,000	0.48
Dressler Pty Ltd	100,000	0.44
Naze Nominees Pty Ltd	100,000	0.44
Ms C. & K. & A. Hilliar-Hayes	100,000	0.44
Clibern Pty Ltd	100,000	0.44
Mr B. Russell	100,000	0.44
Mrs J. Robson	100,000	0.44
Ms M. & Ms K. Vatselias	100,000	0.44
Mr R. & Ms N. Masters	100,000	0.44
Peakstar Pty Ltd	100,000	0.44
Mr W. & Mrs E. Farrar	100,000	0.44
Mrs P. Stuzzi	100,000	0.44
Mr L. & Mrs V. Lidbury	100,000	0.44
Mr D. & Mrs J. Whitehead	100,000	0.44
Naze Nominees Pty Ltd	100,000	0.44
Mr H-J. Pohl	100,000	0.44
Jabiru Productions Pty Ltd	100,000	0.44
R R Russel Pty Ltd	100,000	0.44
Lucky Glenn Pty Ltd	100,000	0.44
	22,800,477	86.93
 Total on issue	 28,966,117	