



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
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We apply for the quotation of additional securities.

All Entities

1	Number of securities for which quotation is sought	349,048
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	1 December 2004
5	Dates of despatch of certificates	1 December 2004
6	Number of holders of the additional securities	Six (6)

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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)	30,566,360 partly paid units 787,500 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.~~

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

Additional Securities Forming a New Class of Securities

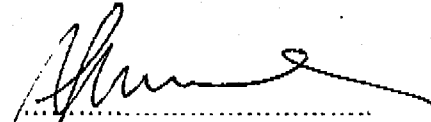
Tick the information or documents you are providing

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.	Attached
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	(2) Two
	10,001-100,000	(2) Two
	100,001 and over	(2) Two
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

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Signed:


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(Director)

Print name: Howard Brenchley

Dated: 1 December 2004

APN Regional Property Fund

Partly paid securities

APRCA

Top 20 unitholders

Investor	Units	Range	Number
01. RBC Global Services Australia Nominees Pty Ltd A/C APNFM	14,000,000	0-1000	-
02. Permanent Trustee Australia Limited ACF Acumen Capital Property Securities Fund	3,571,429	1001-5000	-
03. Equity Trustees Limited A/C EQT Wholesale High Income Fund	2,000,000	5001-10000	69
04. Melbourne Trailer & Caravan Supplies Pty Ltd	200,000	10001-100000	222
05. Concord Craft Pty Ltd A/C Henry Family Trust	200,000	100001+	19
06. Midlev Projects Pty Ltd A/C Midlev Unit Trust	200,000		
07. Miss Una Lowe	200,000	Total	310
08. Mr Roger Pratt and Mrs Anna Pratt	200,000		
09. Bramston Pty Ltd A/C Bramston Trust	200,000		
10. H-Squared Pty Ltd	150,000		
11. Adamk & Hanzl Pty Ltd	130,953		
12. Mr Thomas McKavanagh and Mrs Helen McKavanagh	119,048		
13. Mrs Frances Garrett	119,048		
14. Baroff Pty Ltd A/C The Crowe Superannuation Fund	119,048		
15. Allambie Lutheran Homes Incorporated	119,048		
16. Miss Mary Moseley	119,048		
17. Mr John Henderson	119,048		
18. B & J McNamara A/C B & J McNamara Superannuation Fund	119,048		
19. Mr Peter Mapledoram and Mrs Janice Mapledoram	110,000		
20. Dressler Pty Ltd Kevin Martin Family	100,000		
20. Naze Nominees Pty Ltd A/C G Klempfner Superannuation Fund	100,000		
20. Ms Cherie Hilliar-Hayes and Ms Kylie Hilliar-Hayes and Ms Amie Hilliar-Hayes	100,000		
20. Clibern Pty Ltd	100,000		
20. Mr Bryan Russell	100,000		
20. Mrs Joan Robson	100,000		
20. Ms Maria Vatselias and Ms Katrina Vatselias	100,000		
20. Mr Robert Masters and Ms Noel Masters	100,000		
20. Peakstar Pty Ltd	100,000		
20. Mr William Farrar and Mrs Eron Farrar	100,000		
20. Mrs Pauline Stuzzi	100,000		
20. Mr Leslie Lidbury and Mrs Valma Lidbury	100,000		
20. Mr Dennis Whitehead and Mrs Jennifer Whitehead	100,000		
20. Naze Nominees Pty Ltd A/C G Klempfner Superannuation Fund	100,000		
20. Mr Hans-Juergen Pohl	100,000		
20. Jabiru Productions Pty Ltd A/C River Superannuation Fund	100,000		
20. R R Russel Pty Ltd	100,000		
20. Lucky Glenn Pty Ltd A/C Glenn Sinclair Superannuation Fund	100,000		
20. Clibern Pty Ltd	100,000		
	Total		23,895,718