

References Version 1, Operative 23/8/2000

Chapter 3, BSX Listing Rules

| |
|----------------------------|
| APN REGIONAL PROPERTY FUND |
|----------------------------|

Name of entity

| |
|----------------|
| 41 852 893 694 |
|----------------|

ABN

Half yearly (tick)

Annual (tick)

| |
|---------------|
| 30 JUNE, 2011 |
|---------------|

 Year ended 30 June, 2011
('Current period')

Summary

| | | | | | \$A,000 |
|---|----|----------------|----|-------|---------|
| Sales revenue or operating revenue | up | 6.90% | to | 7,186 | |
| Profit (loss) before abnormal items and after tax | up | 202.99% | to | 144 | |
| Abnormal items before tax | | gain (loss) of | | - | |
| Profit (loss) after tax but before outside equity interests | up | 202.99% | to | 144 | |
| Extraordinary items after tax attributable to members | | gain (loss) of | | - | |
| Profit (loss) for the period attributable to members | up | 202.99% | to | 144 | |

Dividends (distributions)

Franking rate applicable

| |
|-----|
| N/A |
|-----|

Current period

| |
|---------|
| Final |
| Interim |

| |
|----------------------|
| 0.75 cpu 2.25 cpu |
|----------------------|

Previous corresponding period

| |
|---------|
| 1.5 cpu |
|---------|

Record date for determining entitlements to the dividend, (in the case of a trust distribution)

| |
|---|
| 30 June, 2011 (as previously announced) |
|---|

Short details of any bonus or cash issue or other items(s) of importance not previously released to BSX:

| |
|-------------------------------|
| None. All previously released |
|-------------------------------|

Annexure 3A
Yearly Disclosure

Consolidated profit and loss account

| | Current period \$A'000 | Previous corresponding period \$A'000 |
|---|------------------------|---|
| Sales revenue or operating revenue | 7,186 | 6,722 |
| Unrealised changes in investments | (1,912) | (2,172) |
| Realised gain/(loss) on sales of investments | - | - |
| Expenses from ordinary activities | (2,337) | (2,092) |
| Borrowing costs | (2,793) | (2,599) |
| Share of net profit (loss) of associates and joint venture entities | - | - |
| Profit (loss) from ordinary activities before tax | 144 | (141) |
| Income tax on ordinary activities | - | - |
| Profit (loss) from ordinary activities after tax | 144 | (141) |
| Outside equity interests | - | - |
| Profit (loss) from ordinary activities after tax attributable to members | 144 | (141) |
| Profit (loss) from extraordinary activities after tax attributable to members | - | - |
| Profit (loss) for the period attributable to members | 144 | (141) |
| Retained profits (accumulated losses) at the beginning of the financial period | (3,976) | (3,346) |
| Net transfers to and from reserves | - | - |
| Net effect of changes in accounting policies | - | - |
| Dividends paid or payable | (978) | (489) |
| Retained profits (accumulated losses) at end of financial period | (4,810) | (3,976) |

Profit restated to exclude amortisation of goodwill

| | Current period \$A'000 | Previous corresponding period \$A'000 |
|---|------------------------|---|
| Profit (loss) from ordinary activities after tax before outside equity interests and amortisation of goodwill | 144 | (140) |
| Less (plus) outside equity interests | - | - |
| Profit (loss) from ordinary activities after tax (before amortisation of goodwill) attributable to members | 144 | (140) |

Revenue and expenses from operating activities

| Details of revenue and expenses | Current period \$A'000 | Previous corresponding period \$A'000 |
|--|------------------------|---------------------------------------|
| Main Items: | | |
| Revenue from properties | 7,128 | 6,657 |
| Changes in fair value of investment properties | (1,893) | (1,754) |
| Changes in fair value of financial assets | (19) | (418) |
| Distribution Income | - | - |
| Interest income | 58 | 65 |
| Realised gains on sale of investments | - | - |
| Property management expenses | (1,832) | (1,699) |
| Responsible entity fees | (300) | (156) |
| Other trust operating expenses | (205) | (236) |
| Borrowing expenses | (2,793) | (2,599) |

Intangible and extraordinary items

| | Consolidated - current period | | |
|--|-------------------------------|------------------------|----------------------|
| | Before tax \$A'000 | Related tax \$A'000 | After tax \$A'000 |
| Amortisation of goodwill | N/A | N/A | N/A |
| Amortisation of other intangibles | N/A | N/A | N/A |
| Total amortisation of intangibles | N/A | N/A | N/A |
| Extraordinary items (details) | N/A | N/A | N/A |
| Total extraordinary items | N/A | N/A | N/A |

Comparison of half year profits

(Annual statement only)

| | Current year - \$A'000 | Previous year - \$A'000 |
|--|------------------------|-------------------------|
| Consolidated profit (loss) from ordinary activities after tax attributable to members reported for the 1st half year | (177) | (132) |

Annexure 3A
Yearly Disclosure

| | | |
|---|-----|-----|
| Consolidated profit (loss) from ordinary activities after tax attributable to members for the 2nd half year | 321 | (8) |
|---|-----|-----|

Consolidated balance sheet

| Current assets | At end of current period \$A'000 | As shown in last annual report \$A'000 | As in last half yearly statement \$A'000 |
|---|----------------------------------|--|--|
| Cash | 1,811 | 1,654 | 1,767 |
| Receivable | 122 | 130 | 404 |
| Investments | - | - | - |
| Other – prepaid expenses & prepaid interest | 76 | 141 | 39 |
| Total current assets | 2,009 | 1,925 | 2,210 |
| Non-current assets | | | |
| Receivables | - | - | - |
| Investments | 55,320 | 56,965 | 55,750 |
| Derivative financial assets | - | 19 | 19 |
| Other property, plant and equipment (net) | - | - | - |
| Other (provide details if material) | - | - | - |
| Total non-current assets | 55,320 | 56,984 | 55,769 |
| Total assets | 57,329 | 58,909 | 57,979 |
| Current liabilities | | | |
| Accounts payable | 757 | 565 | 771 |
| Borrowings | - | - | - |
| Distributions payable | 245 | 245 | 245 |
| Other –security deposits | - | - | - |
| Total current liabilities | 1,002 | 810 | 1,015 |
| Non-current liabilities | | | |
| Accounts payable | - | - | - |
| Borrowings | 33,667 | 34,605 | 34,136 |
| Provisions | - | - | - |
| Under IFRS – Net assets attributable to unitholders | - | - | - |

Annexure 3A
Yearly Disclosure

| | | | |
|--------------------------------------|--------|--------|--------|
| Total non-current liabilities | 33,667 | 34,605 | 34,136 |
| Total liabilities | 34,669 | 35,415 | 35,151 |
| Net assets | 22,660 | 23,494 | 22,828 |

| | | | |
|---|---------|---------|---------|
| Equity | | | |
| Capital | 27,470 | 27,470 | 27,470 |
| Reserves | - | - | - |
| Retained profits (accumulated losses) | (4,810) | (3,976) | (4,642) |
| Equity attributable to members of the parent entity | | - | - |
| Outside equity interests in controlled entities | - | - | - |
| Total equity | 22,660 | 23,494 | 28,828 |
| Preference capital and related premium included | - | - | - |

Consolidated statement of cash flows

| Cash flows related to operating activities | Current period \$A'000 | Previous corresponding period \$A'000 |
|---|------------------------|---------------------------------------|
| Receipts from rent properties | 5,467 | 5,017 |
| Payments to suppliers | (424) | (523) |
| Dividends received | - | - |
| Interest and other items of similar nature received | 56 | 75 |
| Other | - | - |
| Net operating cash flows | 5,099 | 4,569 |
| Cash flows related to investing activities | | |
| Payments for purchases of property, plant and equipment | (248) | (369) |
| Proceeds from sale of property, plant and equipment | - | - |
| Payment for purchases of equity investments | - | - |
| Proceeds from sale of equity investments | - | - |
| Loans to other entities | - | - |
| Loans repaid by other entities | - | - |
| Net investing cash flows | (248) | (369) |

Annexure 3A
Yearly Disclosure

| Cash flows related to financing activities | | |
|--|----------------|----------------|
| Proceeds from equity | - | - |
| Borrowing costs paid | (2,716) | (2,662) |
| Proceeds from borrowings | - | - |
| Repayment of borrowings | (1,000) | (2,750) |
| Distributions paid | (978) | (245) |
| Payments associated with fund raising | - | - |
| Net financing cash flows | (4,694) | (5,657) |
| Net increase (decrease) in cash held | 157 | (1,457) |
| Cash at beginning of period (see Reconciliation of cash) | 1,654 | 3,111 |
| Exchange rate adjustments | - | - |
| Cash at end of period (see Reconciliation of cash) | 1,811 | 1,654 |

Non-cash financing and investing activities

Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows are as follows. If an amount is quantified, show comparative amount.

None

Reconciliation of cash

Reconciliation of cash at the end of the period (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

| | Current period \$A'000 | Previous corresponding period \$A'000 |
|------------------------------------|---------------------------|---|
| Cash on hand and at bank | 1,811 | 1,654 |
| Deposits at call | - | - |
| Bank overdraft | - | - |
| Other (provide details) | - | - |
| Total cash at end of period | 1,811 | 1,654 |

Ratios

Profit before tax/sales

Consolidated profit (loss) from ordinary activities before tax as a percentage of sales revenue

| Current period | Previous corresponding period |
|----------------|----------------------------------|
| 2.01% | 2.09% |

Profit after tax/equity interests

Consolidated profit (loss) from ordinary activities after tax attributable to members as a percentage of equity (similarly attributable) at

| | |
|-------|--------|
| 0.64% | -0.60% |
|-------|--------|

**Annexure 3A
Yearly Disclosure**

| | | |
|-----------------------|--|--|
| the end of the period | | |
|-----------------------|--|--|

Earnings per security (EPS)

| | Current period | Previous corresponding period |
|---|----------------|-------------------------------|
| Calculation of basic, and fully diluted, EPS in accordance with AASB 1027: Earnings per Share | | |
| (a) Basic EPS | 0.44 cpu | -0.43 cpu |
| (b) Diluted EPS (if materially different from (a)) | 0.44 cpu | -0.43 cpu |

NTA backing

| | Current period | Previous corresponding period |
|--|----------------|-------------------------------|
| Net tangible asset backing per ordinary security | \$0.69 | \$0.72 |

Details of specific receipts/outlays, revenues/expenses

| | Current period A\$'000 | Previous corresponding period \$A'000 |
|---|------------------------|---------------------------------------|
| Interest revenue included | 58 | 65 |
| Interest revenue included but not yet received (if material) | - | - |
| Interest costs excluded from borrowing costs capitalised in asset values | - | - |
| Outlays (excepts those arising from the acquisition of an existing business) capitalised in intangibles (if material) | - | - |
| Depreciation (excluding amortisation of intangibles) | - | - |
| Other specific relevant items | - | - |

Control gained over entities having material effect

| | |
|--|-----|
| Name of entity | N/A |
| Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the entity since the date in the current period on which control was acquired | \$- |
| Date from which such profit has been calculated | - |

**Annexure 3A
Yearly Disclosure**

| | |
|---|-----|
| Profit (loss) from ordinary activities and extraordinary items after tax of the entity for the whole of the previous corresponding period | \$- |
|---|-----|

Loss of control of entities having material effect

| | |
|--|-----|
| Name of entity | N/A |
| Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the entity for the current period to the date of loss of control | \$- |
| Date from which the profit (loss) has been calculated | - |
| Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the entity while controlled during the whole of the previous corresponding period | \$- |
| Contribution to consolidated profit (loss) from ordinary activities and extraordinary items from sale of interest leading to loss of control | \$- |

Reports for industry and geographical segments

Segments - The Trust earned all of its property income in Australia from ownership of properties in various regional areas of NSW. Other minor sources of income were bank interest income.

Operating Revenue

Sales to customers outside the economic entity

Inter-segment sales

Unallocated revenue

Total revenue

Segment result

Unallocated expenses

Consolidated profit from ordinary activities after tax (before equity accounting)

| | | | |
|--------------------|------------------------|---|---|
| Segment assets | ***Refer Note Above*** |) | <i>Comparative data for segment assets should be as at the end of the previous corresponding period</i> |
| Unallocated assets | |) | |
| Total assets | |) | |

Dividends

| | |
|--|------------|
| Date the dividend is payable | 01/08/2011 |
| Record date to determine entitlements to the dividend (ie. on the basis of registrable transfers received up to 5.00 pm) | 30/06/2011 |

Annexure 3A
Yearly Disclosure

Amount per security

| | | <i>Franking rate applicable</i> | % | % | % |
|--|-----------------------|---------------------------------|-----|-----|-----|
| <i>(annual report only)</i> | | | | | |
| Final dividend: | Current year 0.75cpu | N/A | N/A | N/A | N/A |
| | Previous year 0.75cpu | N/A | N/A | N/A | N/A |
| (Half yearly and annual statements) | | | | | |
| Interim dividend: | Current year 2.25cpu | N/A | N/A | N/A | N/A |
| | Previous year 0.75cpu | N/A | N/A | N/A | N/A |

Total annual dividend (distribution) per security

(Annual statement only)

| | Current year | Previous year |
|-----------------------|--------------|---------------|
| Ordinary securities | 3.00cpu | 1.50cpu |
| Preference securities | N/A | N/A |

Total dividend (distribution)

| | Current period \$A'000 | Previous corresponding period - \$A'000 |
|-----------------------|---------------------------|---|
| Ordinary securities | 978 | 489 |
| Preference securities | N/A | N/A |
| Total | 978 | 489 |

Annual report – final dividend (distribution) on all securities

| | Current period \$A'000 | Previous corresponding period - \$A'000 |
|--|---------------------------|---|
| Ordinary securities – for June 11 Qtr. | 245 | 245 |
| Preference securities | N/A | N/A |
| Total | 245 | 245 |

The dividend or distribution plans shown below are in operation.

**Annexure 3A
Yearly Disclosure**

| |
|-----|
| N/A |
|-----|

| | |
|--|-----|
| The last date(s) for receipt of election notices to the dividend or distribution plans | N/A |
|--|-----|

| | |
|--|----|
| Any other disclosures in relation to dividends (distributions) | No |
|--|----|

Equity accounted associated entities and other material interests

Equity accounting information attributable to the economic entity's share of investments in associated entities must be disclosed in a separate notice. See AASB 1016: Disclosure of Information about Investments in Associated Companies.

| Entities share of: | Current period A\$'000 | Previous corresponding period A\$'000 |
|--|---------------------------|--|
| Profit (loss) from ordinary activities before tax. | N/A | N/A |
| Income tax | N/A | N/A |
| Profit (loss) from ordinary activities after tax | N/A | N/A |
| Extraordinary items net of tax | N/A | N/A |
| Net profit (loss) | N/A | N/A |
| Outside equity interests | N/A | N/A |
| Net profit (loss) attributable to members | N/A | N/A |

Material interests in entities which are not controlled entities

The entity has an interest (that is material to it) in the following entities.

| Name of entity | Percentage of ownership interest held at end of period or date of disposal | | Contribution to profit (loss) from ordinary activities and extraordinary items after tax | |
|---|--|-------------------------------------|--|--|
| | Current period | Previous corresponding period | Current period \$A'000 | Previous corresponding period \$A'000 |
| Equity accounted associates and joint venture entities | | | | |
| N/A | N/A | N/A | N/A | N/A |
| Total | N/A | N/A | N/A | N/A |
| Other material interests | | | | |
| N/A | N/A | N/A | N/A | N/A |
| Total | N/A | N/A | N/A | N/A |

Annexure 3A
Yearly Disclosure

Issued and listed securities

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

| Category of securities | Number issued | Number listed | Issue Price (cents) | Paid-up value (cents) |
|--|---------------|---------------|------------------------|--------------------------|
| Preference securities <i>(description)</i> | N/A | N/A | N/A | N/A |
| Changes during current period | N/A | N/A | N/A | N/A |
| Ordinary securities | 32,616,337 | 32,616,337 | \$1.00 | \$1.00 |
| Changes during current period | N/A | N/A | N/A | N/A |
| Convertible debt securities <i>(description and conversion factor)</i> | N/A | N/A | N/A | N/A |
| Changes during current period | N/A | N/A | N/A | N/A |
| | | | Exercise price | Expiry date |
| Options <i>(description and conversion factor)</i> | N/A | N/A | N/A | N/A |
| Changes during current period | N/A | N/A | N/A | N/A |
| Exercised during current period | N/A | N/A | N/A | N/A |
| Expired during current period | N/A | N/A | N/A | N/A |
| Debentures | N/A | N/A | N/A | N/A |
| Unsecured Notes | N/A | N/A | N/A | N/A |

Discontinuing Operations - Please Note all Operations are Continuing

Consolidated profit and loss account

| Continuing operations | | Discontinuing operations | | Total entity | |
|-----------------------|------------------|--------------------------|--------------------|------------------|--------------------|
| Current period - | Previous correso | Current period - | Previous correspon | Current period - | Previous correspon |
| | | | | | |

**Annexure 3A
Yearly Disclosure**

| | \$A'000 | ending period - \$A'000 | \$A'000 | ending period - \$A'000 | \$A'000 | ending period - \$A'000 |
|--|---------|-------------------------|---------|-------------------------|---------|-------------------------|
| Sales revenue or operation revenue | N/A | N/A | N/A | N/A | N/A | N/A |
| Other revenue | N/A | N/A | N/A | N/A | N/A | N/A |
| Expenses from ordinary activities | N/A | N/A | N/A | N/A | N/A | N/A |
| Profit (loss) before tax | N/A | N/A | N/A | N/A | N/A | N/A |
| Less tax | N/A | N/A | N/A | N/A | N/A | N/A |
| Profit (loss) from ordinary activities after tax | N/A | N/A | N/A | N/A | N/A | N/A |

Consolidated statement of cash flows

| | Continuing operations | | Discontinuing operations | | Total entity | |
|--------------------------|--------------------------|---|--------------------------|---|--------------------------|---|
| | Current period - \$A'000 | Previous corresponding period - \$A'000 | Current period - \$A'000 | Previous corresponding period - \$A'000 | Current period - \$A'000 | Previous corresponding period - \$A'000 |
| Net operating cash flows | N/A | N/A | N/A | N/A | N/A | N/A |
| Net investing cash flows | N/A | N/A | N/A | N/A | N/A | N/A |
| Net financing cash flows | N/A | N/A | N/A | N/A | N/A | N/A |

Other disclosures

| | Current period A\$'000 | Previous corresponding period A\$'000 |
|--|------------------------|---------------------------------------|
| Carrying amount of items to be disposed of: | | |
| - total assets | N/A | N/A |
| - total liabilities | N/A | N/A |
| Profit (loss) on disposal of assets or settlement of liabilities | N/A | N/A |
| Related tax | | |

**Annexure 3A
Yearly Disclosure**

| | | |
|-------------------------------------|-----|-----|
| Net profit (loss) on discontinuance | N/A | N/A |
|-------------------------------------|-----|-----|

Description of disposals

| |
|-----|
| N/A |
|-----|

Comments by directors

Basis of accounts preparation

If this statement is a half yearly statement it should be read in conjunction with the last annual report and any announcements to the market made by the entity during the period.

Material factors affecting the revenues and expenses of the entity for the current period including seasonal or cyclical factors

| |
|------|
| None |
|------|

A description of each event since the end of the current period which has had a material effect and is not related to matters already reported, with financial effect quantified (if possible)

| |
|------|
| None |
|------|

Franking credits available and prospects for paying fully or partly franked dividends for at least the next year

| |
|-----|
| N/A |
|-----|

Changes in the amounts of contingent liabilities or assets since the last annual report are disclosed as follows.

| |
|------|
| None |
|------|

Additional disclosure for trusts

Number of units held by the management company or responsible entity to their related parties. i.e. an entity managed by the same RE.

| |
|------------|
| 12,480,000 |
|------------|

A statement of the fees and commissions payable to the management company or responsible entity. Identify: - Management fees

| |
|-----------|
| \$300,000 |
|-----------|

Annual meeting

(Annual statement only)

The annual meeting will be held as follows:

| | |
|--|-----------------------|
| Place | N/A |
| Date | - |
| Time | - |
| Approximate date the annual report will be available | By 30 September, 2011 |

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Law.
- 2 This statement, and the financial statements under the Corporations Law (if separate), use the same accounting policies.
- 3 In the case of a half-yearly report the same accounting standards and methods of computation are followed as compared with the most recent annual accounts.
- 4 This statement does give a true and fair view of the matters disclosed.
- 5 This statement is based on financial statements to which one of the following applies:

(Tick one)

- The financial statements have been audited.
- The financial statements have been subject to review by a registered auditor (or overseas equivalent).
- The financial statements are in the process of being audited or subject to review.**
- The financial statements have *not* yet been audited or reviewed.

- 6 If the accounts have been or are being audited or subject to review and the audit report is not attached, details of any qualifications will follow immediately they are available* (*delete one*).
- 7 The entity does not have a formally constituted audit committee.

Sign here:



(Company secretary)

Date: 24 August 2011

Print name: JOHN FREEMANTLE

Notes:

True and fair view If this statement does not give a true and fair view of a matter (for example, because compliance with an Accounting Standard is required) the entity must attach a note providing additional information and explanations to give a true and fair view.

Income tax If the amount provided for income tax in this statement differs (or would differ but for compensatory items) by more than 15% from the amount of income tax *prima facie* payable on the profit before tax, the entity must explain in a note the major items responsible for the difference and their amounts.

Additional information An entity may disclose additional information about any matter, and must do so if the information is material to an understanding of the financial statements. The information may be an expansion of the material contained in this statement, or contained in a note attached to the statement.