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**GARDEN SQUARE SYNDICATE
GARDEN SQUARE TRUST
NOTICE OF CONVERSION TO MANAGED INVESTMENT SCHEMES**

Many property syndicates, listed property trusts and other collective investments converted prior to 30 June, 2000 to managed investment schemes. PFA made the decision at that time not to convert Garden Square Syndicate and Trust and requested an exemption from the requirement to convert. An extension of the requirement to convert was granted by the Australian Securities and Investments Commission ("ASIC") until 30 June, 2003.

A further extension could be sought from ASIC subject to various conditions. We have considered numerous factors relating to the advantages and disadvantages of this conversion. We have determined that the conversion should now occur and no further exemptions be sought.

Responsible Entity

Property Funds Australia Limited (PFA), proposes to be the responsible entity of both Garden Square Syndicate and Trust and Trust Company of Australia Limited ('TCA') intends to retire as trustee and is not seeking to be the responsible entity.

Custodian

PFA proposes to appoint TCA to hold all the assets of Garden Square Syndicate and Trust. PFA believes that the appointment of TCA offers benefits to investors because it provides investors with an independent custodian to hold all the assets of Garden Square and as the previous trustee, TCA understands the existing investment.

Registration with Australian Securities & Investments Commission (ASIC)

Before Garden Square Syndicate and Trust can become a registered managed investment scheme under the MIA regime, both the Syndicate Deed and the Trust Deed must be amended so that they can become acceptable constitutions under the new regime. The constitutions will be similar in operation to the existing Syndicate and Trust Deeds but will reflect the changes in structure and operation required by the Act or recommended by PFA and **which do not adversely affect investors rights.**

Should no more than 5% of the existing investors requisition a meeting (by completing and returning a Request Form) PFA will automatically adopt the new constitutions and lodge them for registration with ASIC. If PFA does not receive requests from more than 5% of investors that a meeting be held before Friday, 23 May, 2003, PFA will then proceed to make the changes contemplated by the notice delivered to investors.

On registration, the new constitutions will come into operation and PFA will become the single responsible entity of Garden Square. TCA's retirement as trustee will take effect on the date of registration of the new constitutions. However, TCA will become (on registration) custodian of all assets of Garden Square.

The new Constitutions will be disclosed to the BSX simultaneously with the lodgement with ASIC.

Explanatory Materials and Assistance

An explanatory statement describing the general scope of the new regime and details of particular changes to both the Syndicate Deed and the Trust Deed has been sent to all investors.

A copy of the new constitutions are available for inspection at our registered office.

For additional information or queries please contact Bronwyn Risk (Manager – Investment Services) on 1800 687 170, between 9am and 5pm, Monday to Friday.

A handwritten signature in black ink, appearing to read "Chris Morton", is written over a light blue horizontal line.

Chris Morton
COMPANY SECRETARY