

**MARINER AMERICAN PROPERTY INCOME TRUST**  
**ARSN 114 494 503**

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**NOTICE OF MEETING OF MEMBERS**

**NOTICE IS GIVEN** pursuant to section 252A of the *Corporations Act 2001* (Act) that a meeting of Members in the Mariner American Property Income Trust (Fund) will be held at the time, date and place detailed below to consider and vote on the resolution in this notice.

**Time:** 10.30 AM  
**Date:** Friday 7 November 2008  
**Place:** Mariner Financial Limited  
Level 40, Chifley Tower  
Two Chifley Square  
Sydney NSW 2000

The responsible entity of the Fund is Mariner Securities Limited ABN 87 002 163 180 AFS licence number 237091 (MSL). This Notice of Meeting (and accompanying Explanatory Memorandum) is issued by MSL. If you are unable to attend the meeting then you are encouraged to appoint a proxy (see enclosed appointment of proxy form). Members should read the Explanatory Memorandum in full.

**BUSINESS**

The business of the meeting will be as follows:

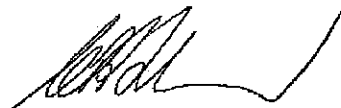
1. Attendance.
2. Admission of proxies.
3. Consideration of and voting on the ordinary resolution set out below.

**Resolution—Retirement and appointment of responsible entity**

To consider and, if in favour pass the following resolution as an ordinary resolution:

*"That Real Estate Capital Partners Managed Investments Limited ABN 55 115 913 810 be appointed as responsible entity of the Mariner American Property Income Trust on the retirement of Mariner Securities Limited ABN 87 002 163 180 in accordance with section 601FL of the Corporations Act 2001."*

**By order of the Board**



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W.E.B. Ireland  
Director  
Mariner Securities Limited  
Dated: 14 October 2008

### **Action required of Members**

**Step 1:** Read this Notice of Meeting and the attached Explanatory Memorandum.

**Step 2:** Vote on the resolution either by completing and returning the enclosed appointment of proxy form or by voting in person at the meeting.

### **Important information**

#### **Quorum**

The quorum required for the meeting is two Members present in person or by proxy together holding or representing at least 10% of all units in the Fund.

#### **Resolution voting requirements**

The resolution is an ordinary resolution which will be passed if at least 50% of the total votes that are cast by Members present in person or by proxy are in favour of the resolution.

#### **Voting**

As your vote is important, you are encouraged to attend and vote at the meeting. If you propose to attend the meeting, then please arrive at the meeting venue early so that the registration formalities can be completed on time.

If you cannot attend the meeting, then you should complete and provide to us an appointment of proxy (see enclosed appointment of proxy form).

#### **Voting eligibility**

For the purposes of this meeting, persons who are registered holders of Units in the Fund at 10.30 am (Sydney time) on Wednesday 5 November 2008 will be entitled to vote.

#### **Voting exclusions**

No voting exclusions will apply, as section 253E of the *Corporations Act 2001* permits the responsible entity of a listed registered managed investment scheme and its associates to vote on a resolution to remove the responsible entity and choose a new responsible entity.

#### **Voting by proxy**

If you cannot attend the meeting, then you may appoint another person/s to attend and vote for you as your proxy(ies). A proxy does not need to be a Member.

A form of appointment of proxy is enclosed. The proxy form must be signed by the Member or his/her attorney duly authorised in writing. The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) must be completed and returned to the Fund by no later than 10.30 am (Sydney time) on Wednesday 5 November 2008 by:

- lodging it with Link Market Services (Level 12, 680 George Street, Sydney, NSW 2000) or the Fund at its registered office (Level 40, Chifley Tower, 2 Chifley Square, Sydney NSW 2000);
- posting it in the reply paid envelope to Link Market Services (Locked Bag A14, Sydney South, NSW 1235);
- faxing it to Link Market Services (facsimile +612 9287 0309); or
- voting on-line at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

If you appoint two proxies, then you may specify the proportion or number of votes each proxy is entitled to exercise. However, if you do not specify the proportion or number of your votes for each proxy, then each proxy may exercise half of the votes.

If you appoint the chairman of the meeting as your proxy and you do not specifically direct how the chairman is to vote as your proxy, then you will be taken to have directed that the chairman vote FOR the resolution and the chairman will therefore vote accordingly.

### **Explanatory Memorandum**

The attached Explanatory Memorandum is incorporated into, and forms part of, this Notice of Meeting. It is important you read the Explanatory Memorandum which sets out in further detail the purpose of the meeting.

### **Defined terms**

Capitalised terms used in this Notice of Meeting and Explanatory Memorandum are defined at the back of the Explanatory Memorandum.

**MARINER AMERICAN PROPERTY INCOME TRUST**  
**ARSN 114 494 503**

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**EXPLANATORY MEMORANDUM**

**Introduction**

The purpose of this Explanatory Memorandum is to provide information to Members on the ordinary resolution to be considered and to assist Members to determine how to vote on the resolution.

**Background**

Mariner Securities Limited ABN 87 002 163 180 (MSL) wishes to retire as responsible entity of the Mariner American Property Income Trust (Fund). MSL has called a meeting of Members to explain its reasons for wanting to retire, and to provide Members the chance to vote on the appointment of Real Estate Capital Partners Managed Investments Limited ABN 55 115 913 810 (ReCap) as the new responsible entity.

**Reasons for the retirement of MSL**

MSL is the Responsible Entity of the Fund. Since September 2008 MSL has been reviewing its strategic direction and focus, and as part of this process a complete review of MSL's product range was undertaken.

As a consequence of this review, MSL has decided to relinquish its activities in relation to the Fund.

This decision has been made to ensure appropriate focus on the key areas of the MSL business, as well as to ensure that the investors in this non-core product have the opportunity to be serviced by an appropriate alternative specialist provider whose strategic direction and focus will be more closely aligned with the Fund's objectives.

MSL proposes to retire as Responsible Entity of the Fund and Unit holders are asked to consider and vote on the Resolution to choose ReCap as the new manager and Responsible Entity of the Fund.

If the Resolution is passed, then ReCap and not MSL will be responsible for the ongoing management of the Fund and the Fund will cease to have an ongoing relationship with MSL. This changeover will occur when ASIC registers ReCap as the new Responsible Entity of the Funds which is expected to happen within a week of the Unit holders meeting.

**Benefits to Members**

The directors of MSL believe the Proposal to appoint ReCap provides the following advantages:

- Appointment of a specialist real estate group to manage the fund, which provides a closer alignment of the managers' core business strategy and the objectives of the Fund which will benefit Unit holders in the Fund through a more focused approach.
- An experienced and proven executive team that have appropriate expertise, led by Andrew Saunders, the CEO of ReCap, who was involved in the launch of the Fund and has over 20 years relevant experience.

- ReCap is a financially stable group, supported by major regional investors. ReCap's major shareholders have net assets in excess of \$400m and provide a stable platform.

Further information on ReCap is set out below and is also available at the company's website: [www.recap.com.au](http://www.recap.com.au)

### **Changes, if any, to the Fund as a result of the proposed appointment of ReCap**

The objectives of the Fund will remain as set out in the scheme documents, with key changes being;

- The investment management team for the Fund will be led by Andrew Saunders and Jason Bennett, a Divisional Director of ReCap who has extensive direct property expertise.
- The Custodian, Registry and operational service providers for the Fund will, in principle, be retained.
- The relevant financier, CBA, which provides part of the debt facility to the Fund, has been asked to agree to the transfer of the management to ReCap.
- The Fund will change its name upon ReCap being appointed the Responsible Entity, subject to the agreement of the ASX rules.

Following the change of responsible entity, ReCap will become the Fund's responsible entity and will manage the Fund on a day-to-day basis. There are no additional fees or charges incurred as a result of the appointment of ReCap and the day-to-day business of the Fund will remain unchanged.

If the change of responsible entity is approved, then additional changes will be implemented to transfer management of the US REIT manager, Mariner Financial Inc to ReCap. The changes are designed to facilitate a seamless transition to ReCap, without disruption to the day-to-day business of the Fund.

There are risks associated with changing the responsible entity of the Fund. ReCap cannot guarantee that the Fund will be able to achieve or maintain any particular level of performance. All investments including an investment in the Fund are subject to a range of risks, including general market risks and risks specific to the Fund's underlying assets.

### **Who are ReCap**

ReCap is a specialist investment manager that has extensive experience managing property-related and financial asset funds. ReCap's principals are established participants in the funds management industry with proven track records, and have significant experience in real estate investment. ReCap currently operates a number of registered managed investment schemes which include direct real property, financial asset and derivative based schemes, as follows:

1. Real Estate Capital Partners Enhanced Income Fund ARSN 102 486 966
2. Real Estate Capital Partners Entre Fund ARSN 119 993 618
3. Real Estate Capital Partners Hi Q Fund ARSN 123 384 985

ReCap has established the operating infrastructure required to administer the funds it operates, either through in-house capabilities or outsourcing arrangements. This includes

all regulatory and compliance aspects for registered scheme operations with property-related assets.

ReCap holds AFS licence number 299074. ASIC has recently approved a variation to the licence allowing it to become the responsible entity of the Fund. A copy of the draft AFS licence is available upon request.

ReCap is an unlisted company whose key shareholders are TASC Capital Pty Ltd, a company owned by Andrew Saunders' family, and Mulpha Australia Ltd, the Australian subsidiary of Mulpha International Bhd, a listed Kuala Lumpur based company with net assets in excess of \$700 million, most of which are in Australia and include Hayman Island, The InterContinental Hotel Sydney, Sanctuary Cove Resort and a significant interest in the listed FKP Group.

The key executives of ReCap are:

### **Andrew Saunders – Chief Executive Officer**

Andrew founded specialist property investment and funds management group ReCap in mid 2006. He has more than 20 years experience working across the property, banking and funds management industries in Sydney, London, Singapore and the United States.

Andrew has held senior positions with CB Richard Ellis, Macquarie Bank, Challenger Group and notably, MSL Financial. He was a founding member of the MSL team and was primarily responsible for a number of successful transactions, including the formation of the Fund.

Andrew has acted on many cross border transactions in the UK, Australia, Japan and Asia as a real estate investment adviser. Andrew established Macquarie Bank's real estate operations in Singapore, Hong Kong and South Korea, as well as advising on the formation of a number of unlisted and listed vehicles, including Macquarie Leisure. At Challenger, he reshaped the company's investment model and was responsible for the successful push into real estate investment in the United States.

### **Paul Nielsen—Executive Director, Funds Management**

Paul is an experienced securitised property analyst, with more than 15 years experience working across most of Australia's pioneering property investment and research organisations. Paul has held senior positions at Aegis and Lonsec, where he established the unlisted property research groups of those businesses. Prior to this he was Director, Research for Property Investment Research (PIR). His career commenced in sharebroking. Paul holds an MBA.

## **Jason Bennett – Divisional Director, Funds Management**

Jason is an experienced property consultant, with more than 17 years of commercial property experience and is a qualified valuer. Jason has owned and operated a number of large commercial and residential property agencies based in Sydney which have a nation wide client base, enabling him to gain experience in an extensive array of properties across Australia. Jason's background in asset and portfolio management combined with years of leasing and sales experience gives him a solid understanding of direct property assets.

Jason's qualifications include a degree in Business with a major in Land Economics, and a Graduate Diploma in Applied Finance. He is also a licensed real estate agent.

## **Jaime Chan – Associate Director, Funds Management**

Jaime is an experienced investment analyst with direct property securities across the Australia, Singapore and Hong Kong markets. Jaime's skills also include fixed interest investments, where she managed a fixed interest and bank bill portfolio (portfolio construction and investment and trading decisions, portfolio attribution and reporting) totalling \$1 billion. Prior to joining ReCap, Jaime was employed at Maple-Brown Abbott Limited and commenced her career at BT Funds Management. Jaime is a CPA and Chartered Financial Analyst.

## **David Adiseshan – Executive Director, Distribution**

David joined ReCap in early 2008 and brings over 19 years of institutional funds management experience, which includes the development of new funds and fund management activities; most recently as Director, Head of Sales and Distribution, Allco Finance Group. David's knowledge and experience across the investment spectrum provides him with strong credentials to structure and market multiple asset class investments. He has also held senior institutional funds management roles with organisations including Rothschild, Massachusetts Financial Services and Lend Lease Corporation. David's qualifications include a Bachelor of Commerce and Master of Business Administration degrees, together with a Graduate Diploma in Applied Finance and Investment.

## **Payment to MSL**

If the Unit holders of the Funds validly pass the Resolution, then ReCap will pay MSL a total sum of \$2.5million (plus any applicable GST) (**Fee**). Payment will be made by ReCap and will not come out of the assets of the Funds.

## **Discussion of Resolution**

*What if Unitholders choose ReCap?*

### **Change of Responsible Entity**

If the Resolution is validly passed, then ReCap has agreed to provide its consent to being appointed as the Responsible Entity of the Funds. MSL will then lodge a notice with ASIC in accordance with section 601 FL(2) of the *Corporations Act* asking it to alter the record of the registration of the Funds to name ReCap as the new Responsible Entity.

ReCap and certain of their related entities will put into effect arrangements facilitating replacement of MSL's Responsible Entity of the Fund.

### **Financing arrangements**

The relevant financiers of the Fund have been asked for their approval to the change in Responsible Entity. If the Resolution is passed, the financiers may require certain finance documentation to be entered into by ReCap as the new Responsible Entity of the Funds.

### **Taxation consequences**

There should be no change to the tax treatment of the units held by the Unit holders in the Funds where MSL is replaced by ReCap as the Responsible Entity.

The tax treatment of investments held by the Funds should not change. Where the Funds have carried forward revenue or capital tax losses, those losses should continue to be available subject to satisfying the trust loss rules.

You should consult your own tax advisor in relation to the tax consequences of the change in Responsible Entity of the Funds as the advice provided above is general in nature and does not consider the position of individual holders.

### **Why is Member approval required**

Member approval is required under the *Corporations Act 2001* in relation to the retirement of a responsible entity of a registered managed investment scheme. Section 601FL requires a responsible entity explain its reasons for wanting to retire and requires Members to vote on a resolution to choose a company to be the new responsible entity.

### **Your vote is important**

The Resolution is important as it affects who will be responsible for the ongoing operation of your Funds. You are encouraged to exercise your vote on the Resolution by either sending in your proxy form or attending the meeting.

### **What happens if the resolution is not passed**

If the resolution is not passed then the retirement and replacement of MSL as responsible entity of the Fund will not proceed.

### **Directors' recommendation**

MSL believes that the proposal to choose ReCap as the manager and Responsible Entity of the Funds is in the best interests of the Unit holders and accordingly recommends that you vote in favour of the Resolution.

### **Queries**

If you have any further questions about the Meeting, the Resolution, or the Fund, please contact our Investor Services Team on 1800 009 963 from Monday to Friday between 8:30am and 5:30pm Sydney time. Alternatively please speak to your Financial Adviser.

## Definitions

AFS licence	Australian financial services licence.
ASIC	Australian Securities and Investments Commission
Explanatory Memorandum	This explanatory memorandum that accompanies and forms part of the Notice of Meeting.
Fund	Mariner American Property Income Trust ARSN 114 788 635.
Members	The unitholders of the Fund.
Notice of Meeting	This notice of meeting.
MSL	Mariner Securities Limited ABN 87 002 163 180.
ReCap	Real Estate Capital Partners Pty Ltd ABN 34 117 145 347.
RECPMIL	Real Estate Capital Partners Managed Investments Limited ABN 55 115 913 810.



BUILDING FINANCIAL SECURITY

Mariner American Property Income Trust

ARSN 114 494 503
Issuer: Mariner Securities Limited
ABN 87 002 163 180 AFSL 237 091

Please return your Proxy forms to:
Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000
Locked Bag A14, Sydney South NSW 1235 Australia
Telephone: 1800 009 963
(02) 9287 0309
Facsimile: (02) 9287 0309
ASX Code: MRA
Website: www.linkmarketservices.com.au

If you would like to attend and vote at the Extraordinary General Meeting, please bring this form with you. This will assist in registering your attendance.

You can also lodge your vote on-line at www.linkmarketservices.com.au



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I/We being a member(s) of Mariner American Property Income Fund and entitled to attend and vote hereby appoint

A the Chairman of the Meeting (mark box) [ ] OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy [ ]

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at 10:30am on Friday, 7 November 2008, at Mariner Financial Limited, Level 40, Chifley Tower, Two Chifley Square, Sydney NSW 2000 and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B To direct your proxy how to vote on any resolution please insert [X] in the appropriate box below.

Resolution 1

That Real Estate Capital Partners Managed Investments Limited ABN 55 115 913 810 be appointed as responsible entity of the Mariner American Property Income Trust on the retirement of Mariner Securities Limited ABN 87 002 163 180 in accordance with section 601FL of the Corporations Act 2001

For [ ] Against [ ] Abstain\* [ ]

\* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

C SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

[Signature box]

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

[Signature box]

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

[Signature box]

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwlth).

MRA PRX841



# How to complete this Proxy Form

## 1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

## 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

## 3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## 4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

## 5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, either securityholder may sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10:30am on Wednesday, 5 November 2008, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the reply paid envelope or:

- by posting or facsimile to Mariner American Property Income Fund's share registry as follows:  
Mariner American Property Income Fund  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Facsimile: (02) 9287 0309
- lodging it online at Link's website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)) in accordance with the instructions given there (you will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website);
- delivering it to Level 12, 680 George Street, Sydney NSW 2000.