

4 June 2009

[Name 1]
[Name 2]
[Address 1]
[Address 2]
[Address 3]
[SUBURB] [STATE] [POSTCODE]

Dear Unitholder,

**Mariner Coastal Land Fund
Change of Responsible Entity**

Mariner Securities Limited (**MSL**), wishes to retire as the responsible entity of the Mariner Coastal Land Fund (the **Fund**). Valuestream Investment Management Limited (**Valuestream**), a responsible entity service provider, has agreed to replace MSL as responsible entity of the Fund, subject to Unitholder approval. If Valuestream is appointed the responsible entity of the Fund, Valuestream intends, in accordance with section 601FB(2) of the *Corporations Act 2001* (Cth) and the Constitution of the Fund, to appoint Knights Capital Management Pty Ltd (**Knights**), as its agent to manage the day-to-day management of the Fund.

Knights, which is a wholly-owned subsidiary of Knights Capital Group Limited (**KCG**), a Unitholder in the Fund, is an experienced manager of tourist parks and will act as Fund manager, taking on responsibility for the commercial decision making in relation to the Fund's overall strategy and assets.

The Fund was initially established in October 2005 as part of Mariner's retail funds management platform. Since the management of tourist park assets is no longer considered a capability of MSL, the Board of MSL believes that the interests of Unitholders would be best served by transferring the management of the Fund to a party with a strategic focus of managing tourist park assets.

The Board of MSL believes that the appointment of Knights as manager of the Fund, together with the appointment of Valuestream as responsible entity is in the best interests of Unitholders. KCG has five years experience in managing tourist park property assets through a wholly-owned member of KCG - Knights Parks & Properties Pty Limited (**Knights Parks & Properties**). Knights Parks & Properties operates the Albany Gardens Holiday Resort and Albany Gardens Lifestyle Village. Valuestream has experience in acting as a professional responsible entity for a variety of managed investment schemes. Further information in relation to Valuestream and Knights is set out in the explanatory memorandum.

Operational Update

As previously disclosed to Unitholders in the Fund's regular investor updates, the Responsible Entity had been marketing the Fund's Yamba Waters asset for sale. MSL is pleased to report that terms have been agreed with a purchaser of that asset and the Yamba Waters site is expected to be sold. As part of this transaction (and subject to the sale settling), it is intended to return some of the proceeds of this proposed sale to Unitholders on a pro-rata basis. As also recently disclosed to Unitholders, the short-term development of the Blue Dolphin site in accordance with the approved concept plan is currently on hold due to the downturn in coastal residential property prices. The current strategic plan is to continue the operations of the Blue Dolphin Holiday Resort through to the expiry of the current resort operator's lease.

Your vote is important

A meeting of Unitholders to consider the resolution of replacing MSL with Valuestream will be held at 2.00 pm on Tuesday 30 June 2009 at MSL's offices.

Unitholders are encouraged to attend the Meeting and vote. You may also vote by returning the enclosed proxy form in the reply paid envelope provided. Your proxy form must be received by no later than 2.00 pm on Sunday 28 June 2009.

We encourage all Unitholders to consider the enclosed information carefully and consult with a professional adviser if they are in any doubt as to what to do.

Further information

If you have any questions in relation to the meeting, please contact Mariner's Investor Services on 1800 009 963.

MSL believes that Valuestream will be a capable responsible entity for the Fund and that the experience and expertise of KCG and its tourist park property asset manager Knights will be of significant benefit to the Fund.

We look forward to your support at the Meeting.

Yours sincerely
Mariner Securities Limited



W. E. B. Ireland
Executive Chairman

YOUR VOTE IS **IMPORTANT**

Please read the enclosed materials
carefully.

Mark your vote on the proxy form and
return in the enclosed reply paid
envelope provided.

Your proxy form must be received by
Mariner Securities Limited by no later
than 2.00 pm (Sydney time)
on Sunday 28 June 2009.

Your Board recommends you vote

YES

for the resolution

For more information, please call
Mariner Investor Services
on 1800 009 963

MARINER COASTAL LAND FUND NOTICE OF MEETING AND EXPLANATORY MEMORANDUM

Meeting details

Date	Tuesday 30 June 2009
Time	2.00 pm
Place	Level 40, Chifley Tower, 2 Chifley Square Sydney

**Issued by Mariner Securities Limited
(ABN 87 002 163 180) (AFSL 237 091) as responsible
entity of
Mariner Coastal Land Fund (ARSN 115 858 047)**

This is an important document.

**Please read the information in this document
carefully. If you are in any doubt about the Resolution
or the action to be taken, you should seek your own
professional financial advice without delay.**

MARINER COASTAL LAND FUND
(ARSN 115 858 047)
NOTICE OF MEETING OF UNITHOLDERS

NOTICE IS GIVEN in accordance with section 252A of the *Corporations Act 2001* (Cth) that a meeting of Unitholders of the Mariner Coastal Land Fund (**Fund**) will be held at the time, date and place detailed below to consider and vote on the resolution in this notice.

Time: 2.00 pm
Date: Tuesday 30 June 2009
Place: Mariner Securities Limited
Level 40, Chifley Tower
2 Chifley Square
Sydney NSW 2000

The responsible entity of the Fund is Mariner Securities Limited (ABN 87 002 163 180) (AFSL 237 091) (**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). Unitholders should read the Explanatory Memorandum in full.

BUSINESS

The business of the meeting will be as follows:

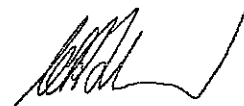
- 1 attendance;
- 2 admission of proxies; and
- 3 consideration of and voting on the extraordinary resolution set out below.

Resolution – Retirement and appointment of Responsible Entity

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

“That Valuestream Investment Management Limited (ABN 66 094 107 034) (AFSL 246621) be appointed as responsible entity of the Mariner Coastal Land Fund on the retirement of Mariner Securities Limited (ABN 87 002 163 180) in accordance with section 601FL of the Corporations Act 2001 (Cth).”

By order of the Board



W.E.B. Ireland
Executive Chairman
Mariner Securities Limited
Dated: 4 June 2009

Important information

Quorum

The quorum required for the meeting is two Unitholders 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 extraordinary resolution which will be passed if at least 50% of the total votes that may be cast by Unitholders entitled to vote on the resolution (including Unitholders who are not present in person or by proxy) are cast 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) by 2.00 pm Sunday 28 June 2009.

Voting exclusions

MSL and its associates are not entitled to vote their interest on this resolution at the Unitholders meeting if they have an interest in the resolution other than as a Unitholder. MSL may, however, vote as a proxy for another Unitholder who can vote in circumstances where the proxy specifies the way MSL is to vote on the resolution.

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 Unitholder.

A form of appointment of proxy is enclosed. The proxy form must be signed by the Unitholder 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 MSL by no later than 2.00 pm (Sydney time) on Sunday, 28 June 2009.

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.

No investment advice

The information contained in this Notice of Meeting and Explanatory Memorandum does not constitute financial product advice and has been prepared without reference to your particular investment objectives, financial situation, taxation position and needs. It is important that you read the Notice of Meeting and Explanatory Memorandum in its entirety before making any investment decision and any decision on how to vote on the resolution. If you are in any doubt in relation to these matters, you should consult with your own professional adviser.

Responsibility statement

The information concerning Valuestream Investment Management Limited ABN 66 094 107 034 (**Valuestream**) contained in the Explanatory Memorandum has been prepared by Valuestream and its directors and is the responsibility of Valuestream. The information concerning Knights Capital Management Pty Limited ABN 57 117 550 893 (**Knights**) and its related entities contained in the Explanatory Memorandum has been prepared by Knights and its directors and is the responsibility of Knights. MSL and its Directors do not assume any responsibility for the accuracy or completeness of any such Valuestream and Knights information. Neither Valuestream nor Knights nor their directors, officers or advisers assume responsibility for the accuracy or completeness of any information contained in the Explanatory Memorandum other than the information which they have prepared.

Any questions?

If you have any questions about your holding of Units or any questions in relation to the meeting, please contact Mariner Investor Services on 1800 009 963 or visit the Fund's website at <http://www.marinerfunds.com.au/funds/property-funds/mariner-coastal-land-fund/>. If you are in any doubt on how to vote on the Resolution or the action to be taken, you should seek your own professional financial advice without delay.

Mariner Coastal Land Fund ARSN 115 858 047
Appointment of proxy form

To The Secretary
Mariner Securities Limited
Level 40, Chifley Tower
2 Chifley Square
Sydney NSW 2000

Facsimile : 02 9238 0790
Telephone : 1800 009 963

Member(s) details I/We,
of

being a Member(s) in the Mariner Coastal Land Fund (**Fund**) hereby appoint the chairperson of the meeting as my/our proxy to attend on my/our behalf at the meeting of the Fund to be held at 2.00 pm Tuesday 30 June 2009 at Level 40, Chifley Tower, 2 Chifley Square, Sydney NSW 2000, or at any adjournment of that meeting.

If you do not want to appoint the chairperson as your proxy then you may nominate another proxy(ies) by completing the details below.
If you do not complete the details below then the chairperson will act as your proxy.

Proxy
(optional)

[Please print name of proxy]

of

[Please print address of proxy]

being appointed, then complete the following:

This proxy is authorised to exercise votes/% of my/our total voting rights.

Second Proxy
(optional)

[Please print name of second proxy]

of

[Please print address of second proxy]

being appointed, then complete the following:

This proxy is authorised to exercise votes/% of my/our total voting rights.

Voting instructions

RESOLUTION	FOR ⁺	AGAINST ⁺	ABSTAIN ⁺
Retirement and replacement of responsible entity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

⁺ *Indicate with a tick how you want your proxy to vote.*

Execution

For individuals

[Signature of Member]

[Signature of joint Member]

[Please print name of Member]

[Please print name of joint Member]

For corporations

Signed in accordance with section 127 of the *Corporations Act 2001* by

[Director/Secretary/Sole Director]

[Director]

[Please print name]

[Please print name]

Date of execution

Signed this

day of

2009

[Day]

[Month]

Notes

1. A Member entitled to attend and vote is entitled to appoint one or two proxies to attend and vote in his/her place.
2. A proxy need not be a Member, but should be a natural person over the age of 18 years.
3. Unless otherwise instructed the proxy may vote as the proxy thinks fit. If the chairperson is appointed proxy, then he/she will vote in favour of the resolution.
4. Where the Member appoints two proxies, the appointment must specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.
5. Proxy forms must be lodged at the registered office of Mariner Securities Limited before the commencement of the meeting.
6. If the proxy appointment form is signed pursuant to a power of attorney, or other relevant authority, then that power of attorney or other authority, or a copy of the power or authority certified by a solicitor or justice of the peace, must also be deposited with Mariner Securities Limited (before the commencement of the meeting).

MARINER COASTAL LAND FUND
(ARSN 115 858 047)
EXPLANATORY MEMORANDUM

Introduction

The purpose of this Explanatory Memorandum is to provide information to Unitholders on the extraordinary resolution to be considered and to assist Unitholders 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 Coastal Land Fund (**Fund**). MSL has called a meeting of Unitholders to explain its reasons for wanting to retire, and to provide Unitholders the chance to vote on the appointment of Valuestream Investment Management Limited (ABN 66 094 107 034) (AFSL 246621) (**Valuestream**) as the new responsible entity of the Fund.

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 Valuestream as the new responsible entity of the Fund. If Valuestream is appointed the responsible entity of the Fund, Valuestream intends, in accordance with section 601FB(2) of the *Corporations Act 2001* (Cth) and the Constitution of the Fund, to appoint Knights Capital Management Pty Ltd, (**Knights**) as its agent to manage the day-to-day management of the Fund.

Knights, which is a wholly-owned subsidiary of Knights Capital Group Limited (**KCG**) - a unitholder in the Fund - will act as Fund manager, taking on responsibility for the commercial decision making in relation to the Fund's overall strategy and assets.

If the resolution is passed, then Valuestream and KCG 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 Valuestream as the new responsible entity of the Fund which is expected to happen within a week of the Unitholders meeting, subject to the Unitholders passing the resolution at the meeting.

The key features of the Valuestream/Knights proposal are as follows:

- Upon Valuestream's appointment as responsible entity of the Fund, Valuestream will enter into an arrangement with Knights pursuant to which it will be appointed to act as manager for the Fund, responsible for the strategic direction and overall commercial management of the Fund going forward.
- Valuestream is a professional provider of responsible entity services.
- Knights is a member of a group that is focussed on managing tourist park assets. Knights' parent company, KCG, through its wholly owned subsidiary Knights Parks & Properties Pty Limited (**Knights Parks & Properties**), operates Albany Gardens Holiday Resort and Lifestyle Village, a 45 park home development.
- Knights parent company, KCG, is the largest investor in the Fund, creating an alignment of Knight's interests as manager and the interests of unitholders as investors.
- Knights current intention is to manage the Fund so that it continues to generate returns from its assets on an ongoing basis. Knights current intention is to maintain the current operational arrangements for the assets and to seek opportunities to maximise returns such as through refinancing and other efficiencies.
- It is intended to change the name of the Fund to Knights Coastal Land Fund.
- The management fee structure will remain unchanged upon the change of responsible entity.
- There will be no additional cost to the Fund of having Knights act as manager as Knights will be paid by Valuestream out of Valuestream's management fee.
- No money is being paid to MSL to retire as responsible entity of the Fund.

Benefits to Unitholders

The directors of MSL believe the proposal to appoint Valuestream as responsible entity, with Knights as manager, provides the opportunity for the Fund to be serviced by an appropriate alternative specialist provider whose strategic direction and focus will be more closely aligned with the Fund's objectives.

Further information on Valuestream and Knights is set out below and, in relation to Valuestream, is also available at Valuestream's website: www.valuestream.com.au. If the change of responsible entity is approved, then necessary changes will be implemented to change the management of the Fund as proposed. In particular, Valuestream will become the Fund's responsible entity and Valuestream will appoint Knights as its agent to manage the Fund on a day-to-day basis. The responsible entity of a registered scheme is permitted under section 601FB(2) of the *Corporations Act 2001* (Cth) to appoint an agent, or otherwise engage a person, to do anything that it is authorised to do in connection with the scheme. Clause 11 of the Constitution of the Fund also provides the responsible entity of the Fund with powers of delegation.

The changes are designed to facilitate a seamless transition to Valuestream as responsible entity and Knights as manager, without disruption to the day-to-day business of the Fund.

There are risks associated with changing the responsible entity of the Fund. Valuestream and Knights 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 Valuestream and Knights?

1.1. Valuestream

Valuestream Investment Management Limited (ABN 66 094 107 034) (AFSL 246621) is dedicated to providing comprehensive responsible entity services to boutique and established fund managers. These services include:

- > Fund accounting
- > Unit registry
- > Compliance services and compliance committee
- > Custody services
- > Product Disclosure Statement preparation
- > ASIC lodgements
- > Legal services
- > Audit services
- > Insurance providers

Valuestream presently acts as responsible entity for funds such as the UBS Global Access Fund, the Addwealth Achiever Fund and Alpha Power Shares Fund.

Additional information on Valuestream can be obtained from the Valuestream website at www.valuestream.com.au.

1.2. Executive Directors and Shareholder of Valuestream

Robert Marie has over 20 years experience in financial services having spent six years at Macquarie Bank as a state manager for Western Australia and South Australia. He was also the product manager for Macquarie's successful Cash Management Trust in addition to a range of equity based funds. Robert was General Manager – Marketing of the Bridges group with responsibility for the in-house platform which had \$1.5 billion under administration. Since moving to Western Australia Robert was responsible manager and Director of Wealth Management and Insurance at BankWest. Following the takeover of BankWest by HBOS Robert established Valuestream which is a specialist responsible entity service provider.

Ben Griffiths has over 18 years financial markets experience. He was formerly joint Head of Small Company portfolio management at BT Financial Group, and joint Head of Small Companies at ING Investment Management. Ben's experience at ING also encompassed large company portfolio management and analysis, as well as equity, options and future dealing. Ben has bullion banking experience with Mase Westpac and stockbroking experience as an institutional dealer and trading floor operator with Roach Tilley Grice & Company and CL-May Mellor. Ben holds a Bachelor of Commerce majoring in Accounting, Finance and Systems from the University of New South Wales.

Shareholder of Valuestream

The sole shareholder of Valuestream is Valuestream Asset Management Pty Ltd (ABN 51 118 271 702)

1.3. Information on the Manager Knights Capital Management

Knights Capital Management Pty Limited (ABN 57 117 550 893) is a wholly-owned member of the Knights Capital Group which is based in Perth, Western Australia.

KCG is a unitholder in the Fund holding approximately 12 per cent of the total units on issue. Knights Capital Group has extensive experience in the management of tourist/holiday parks through KCG's wholly owned subsidiary Knights Parks & Properties which operates Albany Gardens Holiday Resort (**AGHR**) and Albany Gardens Lifestyle Village (**AGLV**). AGHR was acquired in 2004 and is a franchise member of BIG 4, a tourist park operator. Whilst under Knights Capital Group's management, AGHR has developed well and both revenue and net profit have increased. Knights Capital Group has developed AGLV from the ground up. It is a 45 park home development which is presently being occupied by tenants under long-term leases. Twenty two leases have already been entered into with another sixteen at different stages of completion or under option. KCG believes the experience and knowledge of Knights Capital Group in tourist park/lifestyle village development will prove beneficial to the Fund and its assets in the period ahead. Further information on AGHR and AGLV can be found at www.albanygardens.com.au.

The principal director of KCG is Selwyn Bajada. Selwyn has extensive commercial experience as a director and corporate adviser. He commenced his professional career as a corporate lawyer prior to joining the corporate advisory/mergers and acquisitions department of Bankers Trust Australia Limited in Sydney. He has also undertaken European corporate advisory and development capital work in France, Switzerland, Germany and Italy as well as in Perth as an Executive Director with the Hartley Poynton Group. He has advised companies on a range of issues and activities particularly in the area of take-overs and equity/debt financing and at board level assisted companies in regards to strategy, management and operational matters. In 1988, he was made a Fellow of the Securities Institute of Australia (now Senior Fellow of The Financial Services Institute of Australasia). He is the Non-Executive Chairman of Formation Design Systems Pty Ltd (since 1995) and a Non-Executive Director of Arbortech Industries Pty Ltd (since 1992). Selwyn has been Executive Chairman and Managing Director of KCG since he founded the company in 1996.

1.4. Knights Capital Group's other interests

KCG has other related property interests including being a major unitholder in the Mirvac Tourist Park Fund which has a 100 per cent interest in Freespirit Resort

Darwin and Fraser Bay Holiday Park Hervey Bay. Both these assets are also managed by Freespirit the operator of the Mariner Coastal Land Fund's assets.

KCG also has interests in major property land sub-divisions in Perth.

1.5. Future intentions and strategy in respect of the Mariner Coastal Land Fund

The Fund is currently an unlisted, sector specific, property trust with KCG being a large unitholder in the Fund. Knights proposes to continue managing and operating the Fund in its current form. It is intended to change the name of the Fund to Knights Coastal Land Fund.

If KCG can develop proposals which are for the benefit of all unitholders of the Fund, then these proposals will be placed before unitholders for their consideration. Knights and Valuestream are keen and motivated to take on their respective roles for the Fund. With its existing interest in the Fund and its relevant experience, KCG is in a unique position to support Knights in potentially adding additional value to the Fund in its role as manager.

No Payment to MSL

If the unitholders of the Fund validly pass the resolution, no payment will be made from Valuestream or KCG to MSL.

Discussion of Resolution

What if Unitholders choose Valuestream as the new responsible entity?

Change of Responsible Entity

If the resolution is validly passed, then Valuestream will be appointed as the responsible entity of the Fund. MSL will then lodge a notice with ASIC in accordance with section 601 FL(2) of the *Corporations Act (2001) (Cth)* asking it to alter the record of the registration of the fund to name Valuestream as the new responsible entity.

Valuestream will put into effect transitional arrangements facilitating replacement of MSL as 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 and have agreed in principle to the change in the responsible entity. If the resolution is passed, the financiers will require certain finance documentation to be entered into by Valuestream as the new responsible entity of the Fund.

Why is Unitholder approval required?

Unitholder approval is required under the *Corporations Act 2001 (Cth)* in relation to the retirement of a responsible entity of a registered managed investment scheme. Section 601FL requires a responsible entity to explain its reasons for wanting to retire and requires Unitholders 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 the Fund. 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.

Director's recommendation

MSL believes that the proposal to choose Valuestream as responsible entity of the Fund is in the best interests of the Unitholders 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 8:30 am and 5:30 pm (Sydney time). Alternatively please speak to your financial adviser.

Definitions

AFSL	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 Coastal Land Fund (ARSN 115 858 047)
Unitholders	The unitholders of the Fund
Notice of Meeting	This notice of meeting
MSL	Mariner Securities Limited (ABN 87 002 163 180)
KCG	Knights Capital Group Limited ABN 39 072 769 174
Knights Capital Group	KCG and its wholly owned subsidiaries
Knights	Knights Capital Management Pty Limited ABN 57 117 550 893