



**James Fielding
Tourist Park Fund**
ARSN 108 243 947

Product Disclosure Statement

29 March 2004

RESPONSIBLE ENTITY

James Fielding Funds Management Limited

ABN 78 067 417 663

Australian Financial Services Licence 220718



Important Notice and Disclaimer

This Product Disclosure Statement (PDS) is dated 29 March 2004 and is issued by James Fielding Funds Management Limited ABN 78 067 417 663 (referred to in this PDS as the "Responsible Entity" "JFFM" or "us"). It contains an Offer of Units in the James Fielding Tourist Park Fund ARSN 108 243 947 (JFTPF or Fund).

Nothing in this PDS constitutes securities advice. The Responsible Entity has not taken into consideration the objectives, financial situation or needs of any investor. Investors should contact their financial adviser.

Neither the Responsible Entity, nor its associates or directors, guarantee the success of the Fund, the repayment of capital or any particular rate of capital or income return. This PDS contains important information and you should read it carefully. If you have any questions, please contact the Responsible Entity's investor relations personnel on freecall 1800 333 704, or your professional adviser.

This PDS does not constitute an Offer of Units in any place in which, or to any person to whom, it would not be lawful to do so. The distribution of this PDS in jurisdictions outside Australia may be restricted by law and any person into whose possession this PDS comes (including nominees, trustees or custodians) should seek advice on and observe those restrictions. The Units have not been, and will not be, registered under the *US Securities Act 1933* (as amended) and may not be offered or sold in the United States to, or for the account of or benefit of, US persons.

This PDS is made available in electronic form on the James Fielding Group website at www.jamesfielding.com.au

If you wish to apply for Units you may either use the application form, which accompanies this PDS, or print a copy of the application form and PDS from the above internet address. Applications for Units may only be made on an application form which accompanies this PDS.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this PDS. Any information or representation not contained in this PDS may not be relied upon as having been authorised by the Responsible Entity in connection with the Offer.

It is important that you consider the risks and sensitivities associated with the Offer that are set out in Section 6 of this PDS.

The Responsible Entity and its related bodies corporate together with their directors and officers may hold Units in the Fund from time to time.

Certain information in this PDS, that is not materially adverse, is subject to change from time to time. Paper copies of updates to such information are available free of charge upon request or from the James Fielding website at www.jamesfielding.com.au. This information may include details about investment performance. The Responsible Entity strongly recommends that investors review this material before making a decision to acquire Units in the Fund.

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Palms Village Resort
907 Stuart Highway
Palmerston, Northern Territory

This Product Disclosure Statement (PDS) offers investors the opportunity to participate in the James Fielding Tourist Park Fund (JFTPF), an unlisted fixed term property fund that will invest in the real estate component of tourist parks.

JFTPF will initially acquire the freehold interest in the Palms Village Resort, Palmerston, Northern Territory and the adjoining BP Service Station (Resort).



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James Fielding Advisory Pty Limited – Licensed Real Estate Agent ☛ ABN 54 096 139 356
James Fielding Developments Pty Limited ☛ ABN 85 093 752 857
James Fielding Funds Management Limited ☛ ABN 78 067 417 663
James Fielding Holdings Limited ☛ ABN 39 093 200 965
James Fielding Investments Pty Limited ☛ ABN 86 093 644 252
James Fielding Property Services Pty Limited ☛ ABN 30 097 636 587
James Fielding Services Pty Limited ☛ ABN 31 093 200 929
JF Meridian Management Limited ☛ ABN 70 002 060 228

29 March 2004

Dear Investor

James Fielding Funds Management Limited (JFFM), the Responsible Entity of James Fielding Tourist Park Fund (JFTPF), is offering investors the opportunity to invest in JFTPF, an unlisted, fixed term property fund that will invest in the real estate component of tourist parks.

The tourist park industry has experienced exceptional growth in recent years and is fast becoming a key sector within the tourism industry. Much of the growth in the industry has been fuelled by the “baby boomer” and retiree markets, as they embark on their lifetime dream of travelling around Australia.

The industry itself is undergoing significant changes as accommodation providers recognise the need to invest in industry infrastructure in order to meet the desires and demands of the travelling tourist.

The majority of visitors to tourist parks are resident Australians exploring their own country. This trend has a minimising effect on any overseas event that may effect the tourist sector.

JFTPF will initially acquire the freehold interest in The Palms Village Resort, Palmerston, Northern Territory (Resort). In time the Fund will seek additional tourist park acquisitions, the strategy being to increase the size and diversity of the locations within the portfolio.

The Palms Village Resort is a four star tourist park facility situated on the Stuart Highway, Palmerston. The Resort is set on 11.25 hectares of lush tropical gardens with pools (three in total), restaurant, bar and central reception being a feature. Accommodation comprises 20 motel rooms, 135 cabins of various types and 360 caravan sites. A BP Service Station and convenience store adjoins the Resort and is part of the property.

Australasian Tourist Park Management Holdings Pty Limited (ATPMH) will lease and operate the Resort for an initial term of 10 years from Settlement of the acquisition. Recently established, ATPMH is owned by companies having highly experienced tourist park personnel (75 per cent) and James Fielding Investments Pty Limited (25 per cent). The adjoining BP Service Station is leased for a period of 12 years expiring in December 2014.

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JFTPF's quarterly distributions are estimated to provide an annualised return on equity of 10.00 per cent for the period to 30 June 2004, rising to 11.50 per cent for the 12 months to 30 June 2008. These forecasts are based on the Resort and do not assume any further acquisitions or disposals during the Forecast Period.

An investment in JFTPF should be viewed as a medium to long-term investment, as it is not intended for the Units in JFTPF to be listed on the ASX or any other exchange and no redemption facility will be offered. As such, there is not expected to be a secondary market for selling Units.

Our fellow directors and the team at JFG are enthusiastic about the potential rewards in the tourist park sector and in particular the potential rewards offered by the James Fielding Tourist Park Fund in the years ahead.

We commend this offer to you.

James MacKenzie
Chairman

Greg Paramor
Managing Director

Key Features*

Feature	Summary	Section
Offer opening	29 March 2004	2
Offer closes	24 May 2004	2
Amount to be raised	\$7.900 million	2
Issue price per Unit	\$1.00	2
Minimum investment	\$10,000. Applications in excess of \$10,000 must be made in multiples of \$1,000.	2
Entry and exit fees	Nil	13
JFTPF's investment strategy	JFTPF will seek to invest in the real estate component of quality tourist park properties throughout Australia. The parks will be leased to an external management company which will be responsible for their operation. JFTPF will look to acquire tourist parks that are strategically located to benefit from increased growth within the tourist park sector. This strategy may include redevelopment of older style tourist parks.	3
Initial property	The Palms Village Resort, Palmerston, Northern Territory. A four star tourist park facility situated on the Stuart Highway, Palmerston, 17 kilometres east from the Darwin CBD. Covering 11.25 hectares the Resort comprises 20 motel rooms, 135 cabins and 360 caravan sites and the adjoining BP Service Station.	4
Long income duration	The average income duration for the Resort is 10.2 years weighted by net income.	4
Net leases with fixed rental increases	Leases have been structured so that the tenants will be responsible for outgoings and for repairs and maintenance of the Resort. Each lease includes a provision for fixed annual increases in rental of 3.27 per cent and 5.00 per cent for Australian Tourist Park Management Holdings Pty Limited and URE Management Pty Limited respectively.	4
Forecast distributions	The forecast returns based on the Resort are 10.00 per cent per annum (annualised) for the period to 30 June 2004, 10.25 per cent for the full year to 30 June 2005, rising to 11.50 per cent per annum to 30 June 2008. Please refer to Sections 5 and 6 for important information about the assumptions and risks associated with these forecasts.	5
Regular income distributions	Distributions will be paid quarterly.	1
Tax benefits	A component of distributable income is forecast to be tax-deferred over the initial five year forecast period.	5
Proven expertise of JFFM	The Fund will be managed by JFG's experienced property team.	11
Resort operator	The principals of ATPMH excluding James Fielding Investments Pty Limited have a combined management experience in excess of 70 years having owned and operated 11 tourist parks throughout Australia.	12
NTA per unit upon completion of the Offer	\$0.92	5



Palms Village Resort cabin accommodation

Feature	Summary	Section	
Gearing	The initial rate of gearing for the Fund will be 56 per cent. The Fund is limited to 65 per cent gearing.	1	
Long-term investment	Maximum of 12 years. After seven years, the Fund will be terminated if the holders of 75 per cent of the Units on issue elect to do so.	1	
Risks	Investors participating in the Offer will have all of the risks involved in investing in property as well as risks specific to investment in the tourist park sector and those related to the Fund's borrowings.	6	
Fees and expenses	Certain "one-off" and ongoing fees are payable in relation to investments in the Fund. The Responsible Entity may also be reimbursed where it properly incurs expenses in relation to the establishment and operation of the Fund.	13	
Regular reporting	Investment confirmation	We will send you a confirmation within 14 days of processing your application.	14
	Regular statements	We will send you quarterly distribution statements and quarterly updates regarding the operation of the Fund.	14
	Annual financial report	To help you with your tax return, we will send you an annual taxation statement and an annual report including a set of audited financial statements relevant to the financial year end.	14
	Regular updates	We will send you a regular investor newsletter to keep you up to date.	14
Investor rights	Your rights are governed by the Fund's Constitution and may be varied by legislation, investor's resolution or amendments to the Constitution.	14	
Handling complaints	Our complaints handling procedure is available on our web site at www.jamesfielding.com.au	14	
No cooling-off	No cooling-off period is available to investors in the Fund.	14	
Superannuation suitable	The Responsible Entity expects that the Fund will be an allowable investment for the trustees of self-managed superannuation funds under the investment rules introduced by the <i>Superannuation Legislation Amendment Act (No.4) 1999 (Cwlth)</i> .		
How to contact us	James Fielding Funds Management Limited By hand: Level 22, 56 Pitt Street, Sydney NSW 2000 By post: PO Box R1013, Royal Exchange, NSW 1225 Phone: 1800 333 704 Fax: 02 9274 7750 E-mail: investor.relations@jamesfielding.com.au		

* The information contained in this table is current at the date of this PDS. Details in it may change from time to time. The Responsible Entity may shorten or extend the Offer Period without notice. Investors are encouraged to submit their applications as soon as possible after the Offer opens.

1

Investment Overview

Palms Village Resort cabin accommodation

Introduction

The James Fielding Tourist Park Fund (JFTPF) is an unlisted fixed term property fund that will invest in the real estate component of quality tourist park properties located throughout Australia.

JFTPF's initial acquisition will be the Palms Village Resort, Palmerston, Northern Territory and the adjoining BP Service Station (Resort).

JFTPF INVESTMENT STRATEGY

JFTPF will seek to invest in the real estate component of quality tourist park properties located throughout Australia. The parks will be leased to an external management company which will be responsible for their operation. JFTPF will seek to expand the initial portfolio (Resort) by acquiring additional tourist parks that are strategically located to benefit from increased growth within the tourist park sector. This strategy may include redevelopment of older style tourist parks.

TOURIST PARK SECTOR

The caravan, camping and motorhome industry has recently experienced rapid growth, elevating it to one of the fastest growing tourism sectors in Australia. Much of the growth in the industry has been fuelled by the “baby boomer” and retiree markets, who are embarking on their lifetime dream of travelling around Australia.

The industry itself is undergoing significant changes as accommodation providers recognise the need to invest in industry infrastructure in order to attract a larger proportion of Australian and international tourists.

The implementation of cabin style accommodation and higher quality facilities – pools, restaurants and other amenities – within caravan and holiday parks throughout Australia is significantly increasing the appeal and attraction of tourist parks to travellers from all age groups, especially persons aged over 55 years.

Please refer to Section 3 for further detail.

DETAILS OF THE INITIAL ASSET

The Resort will be the initial investment of JFTPF. It is a tourist park complex known as “Palms Village Resort”, a four star facility situated on the Stuart Highway, Palmerston, 17 kilometres from the Darwin CBD. Covering 11.25 hectares, the Resort features a BP Service Station and Diner, a reception building incorporating restaurant and outdoor dining area, a range of accommodation options including 20 motel rooms, 135 cabins ranging from budget through to superior, family, executive and bunk house rooms and 360 caravan sites, 330 of which are powered with concrete slab bases.

The Resort facilities feature three swimming pools, BBQ areas, laundry facilities and a commercial kitchen and dining area – all set amongst tropical landscaped gardens.

Refer to Section 4 for further details.

Australasian Tourist Park Management Holdings Pty Limited (ATPMH or Operator) is a newly established operator within the tourist park sector. Currently its only business will be to lease and operate the Resort for an initial term of 10 years from Settlement. ATPMH’s operational ability comes from management personnel having owned and operated 11 parks throughout Australia. The principals of ATPMH, excluding James Fielding Investments Pty Limited, have a combined tourist park management experience in excess of 70 years. James Fielding Investments Pty Limited owns 25 per cent of the Operator, with the key personnel directly owning the remaining 75 per cent. The Fund has no investment in ATPMH.

Refer to Section 14 for details of the lease between the Operator and JFTPF.

OPERATING ASSETS LOAN AGREEMENT

The Fund will acquire the land and infrastructure of the Resort only and will not acquire any business operating assets. The business operating assets of the Resort will be acquired by a subsidiary of ATPMH, Australasian Tourist Park Management Pty Limited (ATPM).

The Fund will provide \$1.1 million by way of a loan to ATPM to fund the acquisition of the business operating assets. These assets will then be licensed to ATPMH in order for ATPMH to operate the Resort. The loan to ATPM will be secured by these assets.

The Fund will receive interest at a rate of 10.5 per cent per annum. At the end of the loan the Fund is entitled to the principal of the loan or the business operating assets to be returned in a similar condition as at the purchase date of the assets.

The term of the loan will be 10 years fixed to the expiry date of the lease with ATPMH. If ATPMH exercises its first right of refusal for a further term before the expiry of the lease, the loan to ATPM will also extend in line with the lease to ATPMH.

Both the lease to ATPMH and the loan to ATPM are interdependent, that is, in the event of default of the lease to ATPMH the loan to ATPM will also terminate and vice versa.

Should ATPMH cease to be operator of the Resort the loan to ATPM will also terminate and become repayable immediately.

A Security Guarantee will be provided by ATPM to cover ATPM’s interest obligations to the Fund under the loan on the same terms as the Security Guarantee provided by ATPMH under the lease.

Please refer to Section 14 for details of the loan to ATPM and the Security Guarantee.

PURPOSE OF THE OFFER

The forecast sources and application of funds in respect of the Offer and acquisition of the Resort are set out in the following table:

	\$'000
Source	
Proceeds of the Offer	7,900
Loan from the Bank	9,120
Total funds	17,020
Application	
Purchase price of the Resort ¹	15,200
Estimated property acquisition costs	1,129
Estimated costs of the Offer	667
Working Capital	24
Total application of funds	17,020

¹ Including the loan to ATPM to fund the purchase of business operating assets of the Resort (\$1.1 million).

These forecasts are based on best estimate assumptions and are subject to certain risks. Investors should refer to Sections 5 and 6 for further details about these assumptions and risks. These forecasts are based on the Resort being the initial and only asset of the Fund and assume no

FORECAST RETURNS FOR THE FUND

	3 Months to 30 Jun 2004	12 Months to 30 Jun 2005	12 Months to 30 Jun 2006	12 Months to 30 Jun 2007	12 Months to 30 Jun 2008
Distribution cents per Unit (DPU)	2.50 ¹	10.25	10.40	11.00	11.50
Distribution yield (%)	10.00 ²	10.25	10.40	11.00	11.50
Anticipated tax deferred component (%)	95.3	49.8	50.1	45.6	40.8

¹ June 2004 quarterly distribution will be pro rata from the date of allotment of Units in the Fund.

² Annualised.

Strengths	
Long income duration	Average income duration for the Resort is 10.2 years weighted by net income.
Net leases	The Resort tenants are responsible for outgoing and repairs and maintenance of the Resort.
Rental increases	The Resort leases are structured to provide for fixed annual increases in rental.
Quality asset	The Resort operates in the premium end of the tourist park market. A major upgrade of the Resort's facilities was undertaken during 1999 and 2000.
Experienced management personnel	Key personnel of the Operator have a combined experience in excess of 70 years in tourist park management.
Weaknesses	
Exposure to one group	78 per cent of net income for the Resort is attributable to the ATPMH group.
Limited use asset	Having been constructed as a tourist park, the Resort has limited alternate uses without redevelopment.
Asset diversification	Until further acquisitions are undertaken the Portfolio will consist of a single asset.
Acquisitions	Future acquisitions may not provide returns equivalent to the Resort and may result in a dilution to the Fund's overall yield.
Opportunities	
Expansion (Portfolio)	It is the Responsible Entity's intention to acquire additional tourist parks that fit JFTPF's investment strategy over the term of the Fund.
Limited competition to existing asset	The Resort provides a unique accommodation product in the Darwin market where there is currently only limited competition from other tourist parks.
Increasing customer base	As the retiring baby boomer phenomena continues, the tourist park industry is well positioned for increasing demand from travellers in the over 55 year old age group.
Threats	
Low barriers to increased competition in the industry	Subject to land availability and pricing, limited barriers to entry exist for competition.
Changes in accommodation patterns	Changes in the travelling habits of the over 55 year old age group may reduce demand for tourist park accommodation, impacting the ability of the lessee to pay rent.

other asset acquisitions or disposals during the Forecast Period. However, it is proposed that JFTPF will seek to undertake further property acquisitions to increase the size of the Portfolio and its geographic and tenant diversification, in keeping with JFTPF's investment strategy.

These forecasts may change if the Fund acquires further properties.

An investment in JFTPF should be viewed as a medium to long-term investment as it is not intended for the Units in JFTPF to be listed on the ASX or any other stock exchange. As such, there is not expected to be a secondary market for selling Units.

No redemption or exit facility will be offered during the term of JFTPF and the returns in JFTPF are not guaranteed.

Distributions will be paid quarterly.

SWOT ANALYSIS

Identified below are the key strengths and weaknesses internal to JFTPF and some of the opportunities and threats external to JFTPF in relation to the Resort.

RISKS

Please refer to Section 6 for important information regarding the risks and sensitivities associated with investment in the Fund.

JFTPF's STRUCTURE

JFTPF is an unlisted fixed term registered managed investment scheme.

JFTPF will terminate in 12 years unless terminated earlier by the Responsible Entity, by operation of law, or extended beyond 12 years by the Responsible Entity with the consent of all voting Unitholders at that time. After seven years the Responsible Entity will consult Unitholders in relation to the future strategy of the JFTPF. If after seven years holders of more than 75 per cent of Units on issue elect to terminate the Fund the Responsible Entity will sell the assets of the Fund and return the net proceeds to investors.

FUND BORROWINGS

The Fund will enter into a Loan Facility agreement with the National Australia Bank (Bank) for a Loan Facility (Loan Facility) for \$9.120 million which will be drawn down at Settlement of the Resort. The borrowings will be hedged for a period of between three and seven years before or at the time of Settlement of the property, fixing the interest expense under this facility for the Forecast Period.

The initial rate of gearing for the Fund will be 56 per cent. It is intended that JFTPF will be limited to maximum gearing limit of 65 per cent.

The Loan Facility will be a limited recourse loan facility, secured by a first ranking registered mortgage over the Resort and a first ranking fixed and floating charge over the remaining assets, undertakings and uncalled capital of JFTPF. See Section 14 for further details of the Loan Facility and Section 6 for specific risks.

FURTHER CAPITAL RAISINGS

JFTPF will seek to acquire further tourist park facilities that are consistent with the investment strategy of the Fund.

Under the lease, the Responsible Entity may seek to undertake capital expenditure (extension of the Resort, for example).

Both future acquisitions and capital works may be funded by either debt or equity, or a combination of both. Any Units issued subsequent to this PDS will be offered at the value of Net Tangible Assets (NTA) of the existing Units at the time of the raising plus capital raising and acquisition costs, minimising any dilution of existing Unitholders' interest.

JFFM intends to give Unitholders the opportunity to participate in any future issue of Units.

Future acquisitions may not provide returns equivalent to the Resort and may result in a dilution to the Fund's overall yield.

2

Details of the Offer



Palms Village Resort main entrance

The Offer

The Offer comprises a total of approximately 7.900 million Units at an Offer Price of \$1.00 per Unit to raise approximately \$7.900 million and is open to the public.

Offer Dates¹

Event	Date
Offer opens	29 March 2004
Offer closes	24 May 2004
Expected Settlement of the Property ²	29 March 2004
Expected allotment and issue of Units	31 May 2004

¹ Dates are indicative only and are subject to change. The Responsible Entity may shorten or extend the Offer Period without notice. Investors are encouraged to submit their applications as soon as possible after the Offer opens.

² Settlement may be deferred to 19 April 2004 at the Fund's discretion, however, such deferral will not adversely impact investors forecast distributions.

ISSUE PRICE

\$1.00 per Unit.

MINIMUM INVESTMENT

The minimum application amount under the Offer is 10,000 Units at the Offer Price of \$1.00 per Unit for a total cost of \$10,000. Applications in excess of 10,000 Units must be made in multiples of 1,000 Units.

SUBSCRIPTION AGREEMENT

To fund the acquisition of the Resort, James Fielding Holdings Limited, a related body corporate of the Responsible Entity will subscribe for up to approximately \$7.900 million worth of Units (JFH Units) in the Fund at the Issue Price prior to completion of the Offer. Proceeds from the Offer will be used to redeem the JFH Units at a price equal to the Issue Price of Units under the Offer. Please refer to Section 14 for further details.

HOW TO INVEST

Application process

Applications for Units can only be made by completing the application form accompanying this PDS or printed along with the electronic version of this PDS from the James Fielding Group website at www.jamesfielding.com.au. The application form must be completed in accordance with the instructions set out on the application form. The Offer is only open to persons receiving this PDS within Australia.

Application forms must be accompanied by a cheque made payable to "Trust Company of Australia Limited – JFTPF Applications Account" and crossed "not negotiable" in payment of the Units that are the subject of that application.

Application forms along with your cheque should be sent to:

James Fielding Tourist Park Fund Offer
Computershare Investor Services Pty Limited
PO Box 7115
Sydney NSW 2000

It is important that you read the entire PDS before deciding to apply for Units in JFTPF.

Allotment of Units

The Responsible Entity reserves the right to allot less than the number of Units applied for, or to decline any application, at its absolute discretion. In either case, the Responsible Entity will refund any surplus application monies to the applicant as soon as practicable after the Offer closes without interest.

The Responsible Entity may allot Units in more than one tranche, and may allot Units prior to the close of the Offer Period. Where it does so, all Units will rank equally in all respects except for the distributions in the period in which any tranche is issued when Units will rank for distributions pro rata according to the number of days during the period that the Units have been on issue. Pending the allotment of Units, application monies will not accrue interest.

Tax File Number (TFN) and Australian Business Number (ABN)

Investors can provide their TFN or ABN on the application form attached to this PDS. This is not legally required, however, if an investor does not quote their TFN, ABN, or relevant exemption, tax at the highest marginal rate will be deducted from their income distributions.

Enquiries

If you have any enquiries regarding the Offer, please contact James Fielding Funds Management Limited on freecall 1800 333 704, or your professional adviser.

3

Overview

of JFTPF's Investment Strategy, the Tourist Park Sector and Development Opportunities

Palms Village Resort pool area

JFTPF's Investment Strategy

JFTPF will seek to invest in the real estate component of quality tourist park properties located throughout Australia. The parks will be leased to an external management company which will be responsible for their operation. JFTPF will seek to expand the initial portfolio (Resort) by acquiring additional tourist parks that are strategically located to benefit from increased growth within the tourist park sector. This strategy may include redevelopment of older style tourist parks.

STRUCTURE OF THE TOURIST PARK SECTOR

Tourist parks provide a range of accommodation from powered caravan sites to cabins and motel style rooms which are tailored more towards the longer staying holiday-makers, especially retirees and young families seeking value for money holiday accommodation as an alternative to hotels and motels.

A significant change in the tourist park industry over time has been a general improvement in accommodation facilities, with a trend towards provision of powered sites including on-site vans, cabins and motel style rooms and a decline in non-powered sites.

The Australian Bureau of Statistics classifies tourist parks into short-term and long-term. According to the Australian Bureau of Statistics, in March 2003, there were 1,793 tourist parks in Australia, comprising some 240,997 sites within Australia. Short-term parks are defined as tourist parks where the majority of paying guests occupy sites for periods of less than two months and represent the largest segment of the market - 83.9 per cent of all tourist parks and 84.9 per cent of all sites.

Between 2000 and 2003, the number of establishments fell by 1.9 per cent to 1,793, while the number of sites fell 1.3 per cent from 244,017 to 240,997.

Powered sites comprise 63.1 per cent of all sites in Australia, followed by non-powered sites (17.2 per cent), cabins and flats (11.6 per cent) and on-site vans (8.1 per cent). Whilst tourist park numbers may be falling, the composition of the remaining facilities is being altered. Between March 2000 and March 2003 there was a 17.7 per cent increase in the number of cabin and motel style rooms while the number of non-powered sites fell by 5.5 per cent. In short-term parks, the number of cabins increased by 53.5 per cent over the same period.

TOURIST PARKS – CAPACITY AND ESTABLISHMENTS

	Short-term tourist parks		Long-term tourist parks		Total tourist parks		% change
	Mar 2000	Mar 2003	Mar 2000	Mar 2003	Mar 2000	Mar 2003	
On-site	8,445	13,749	10,321	5,854	18,766	19,603	4.5
Other powered sites	114,513	129,839	43,172	22,187	157,685	152,026	-3.6
Non-powered	35,232	38,853	8,676	2,661	43,908	41,514	-5.5
Cabins/flats	14,498	22,259	9,160	5,595	23,658	27,854	17.7
Total capacity	172,688	204,700	71,329	36,297	244,017	240,997	-1.2
Establishments	1,199	1,505	628	288	1,827	1,793	-1.9

Source: Australian Bureau of Statistics (Jul 03).

TOTAL TOURIST PARKS BY STATE (Mar 03)

	Establishments		Capacity	
	No	% of Total	No	% of Total
NT	52	2.9	8,031	3.3
NSW	561	31.3	83,155	34.5
VIC	418	23.3	56,043	23.2
QLD	357	19.9	41,914	17.4
WA	208	11.6	25,668	10.7
SA	149	8.3	20,186	8.4
TAS	44	2.5	4,973	2.1
ACT	4	0.2	1,027	0.4
TOTAL	1,793	100.0	240,997	100.0

Source: Australian Bureau of Statistics (Jul 03).

FORECAST VISITORS TO THE NORTHERN TERRITORY

		2002/03	2003/04	2004/05	2005/06	2006/07
Visitor Numbers 000's	Intra-territory	513	518	521	524	526
	Interstate	712	742	777	813	817
	International	474	495	611	657	687
	Total	1,699	1,755	1,909	1,994	2,030
Visitor Nights 000's	Intra-territory	1,909	1,928	1,939	1,949	1,957
	Interstate	5,656	5,892	6,170	6,454	6,484
	International	2,026	2,117	2,612	2,809	2,939
	Total	9,591	9,937	10,721	11,212	11,380
Visitor Expenditure \$ million	Intra-territory	120	121	122	123	123
	Interstate	607	632	637	666	669
	International	352	368	454	488	511
	Total	1,079	1,121	1,213	1,277	1,303

Source: Northern Territory Tourist Commission (Dec 03).

PROJECTED DEMAND WITHIN THE SECTOR

The tourist park industry has experienced rapid growth, elevating it to one of the fastest growing tourism sectors in Australia. Much of the growth in the industry has been fuelled by the “baby boomer” and retiree markets, as they embark on their lifetime dream of travelling around Australia. A recent study by the Bureau of Tourism shows that older Australians – being dubbed as the “grey nomads” – are fast becoming the backbone of Australian tourism.

The study found that spending by Australians aged in the 55 year plus bracket amounted to \$10 billion in 2001 and accounted for 20 per cent of total expenditure on domestic tourism in that year. The amount of business generated by senior travellers is expected to grow rapidly between 2001 and 2011 with a 44 per cent increase in the population aged 55 years to 64 years and a 26 per cent increase in the population aged 65 and over.

The growth in this market segment, through the “grey nomads”, represents a significant opportunity for the tourist park industry. Tourist park facilities which are properly positioned to cater for the travel behaviour and expenditure patterns of senior travellers should be able to attract a significant portion of the demand for accommodation by these travellers.

FURTHER OPPORTUNITIES WITHIN THE SECTOR

Over the longer term, JFFM believes that the tourist park industry has the potential for significant growth due to:

- continued polarisation of incomes, which will see the lower to middle income households seeking good quality, self-catered and value for money holiday accommodation such as that provided by the Resort;
- projected development of better quality facilities in tourist parks which will enhance the appeal of tourist parks to a wider range of tourists; and
- an increase in people aged 55 and over, the segment of the population most likely to utilise the facilities of tourist parks.

In addition, the tourist park sector has typically been a fragmented “cottage industry” with the majority of parks owned and operated by individuals or small businesses. Unlike the hotel sector there are very few large owners and/or operators of tourist parks. As a result, we expect that the sector will undergo rationalisation and this creates opportunities for both JFTPF and ATPMH to participate in this rationalisation. We believe that many of the smaller operators are undercapitalised and lack the expertise and vision to maximise their sites and upgrade the parks’ facilities to include cabins and higher quality resort style facilities such as pools, restaurants, bars, child care and entertainment facilities.



Palms Village Resort caravan area

TOURIST PARK INDUSTRY IN THE NORTHERN TERRITORY

According to the Australian Bureau of Statistics, in March 2003, there were 52 tourist parks in the Northern Territory, offering 8,031 sites. Short-term parks dominate the Northern Territory tourist park industry, comprising 47 of the 52 parks or 7,640 of the 8,301 sites.

The strong growth in Northern Territory tourism and increased popularity of the tourist park segment of the market has seen a significant rise in the takings from Northern Territory tourist parks. According to the Australian Bureau of Statistics, tourist park revenue increased 33.2 per cent between March quarter 2000 and March quarter 2002.

By 2006/07 an estimated 2.03 million visitors are anticipated to travel to and within the Northern Territory, accounting for \$1.3 billion in direct visitor expenditure.

According to the Northern Territory Tourist Commission, caravaners account for 8.3 per cent of domestic visitors to the Northern Territory. This segment is characterised by older travellers in the 55-64 year age bracket and has the second highest level of repeat visitation – 62 per cent have visited the Northern Territory before. Visitors in this segment have an average duration of stay in the Northern Territory of 7.4 days and a total Australian trip duration of 90 days.

4

Resort Details



Palms Village Resort main entrance

The Resort

JFTPF's initial portfolio will comprise the Palms Village Resort, a four star tourist park facility and adjoining BP Service Station, situated on the Stuart Highway, Palmerston, approximately 17 kilometres east from Darwin CBD. Covering 11.25 hectares, the Resort comprises 20 motel rooms, 135 cabins and 360 caravan sites – 330 being powered with concrete slab bases.



Also located on site are three swimming pools, a main reception area including bar and restaurant, a commercial kitchen and dining area, BBQ areas, laundry and 24-hour BP Service Station, diner and convenience store – all located amongst tropical landscaped gardens.

Located three kilometres south-east of the Resort, the suburb of Palmerston provides access to shopping centres, cinemas, banks, restaurants and entertainment facilities. Transport from the Resort is by car or the local bus service which stops directly outside the Resort.

The Resort	Palms Village Resort – a four star tourist park facility and adjoining BP Service Station
Location	907 Stuart Highway, Palmerston, Northern Territory
Purchase price (before acquisition costs) ¹	\$15.2 million
Independent valuation of land and infrastructure ²	\$14.1 million
Independent valuation of business operating assets ³	\$1.1 million
Total net income	\$1.6 million
Initial acquisition yield	10.5%
Average income duration ⁴	10.2 years

1 The purchase price includes the loan to ATPM to fund the purchase of the Resort's business operating assets (\$1.1 million).

2 Based on the valuation prepared by Colliers International (NT) dated 4 March 2004.

3 Based on the Quantity Surveyor's report prepared by Davis Langdon Australia dated 24 March 2004.

4 Weighted by net income.



OPERATION OF THE RESORT

The Resort has operated as a caravan park and road house since mid-1980 and was significantly redeveloped during 1999 and 2000 when the property was converted from a caravan park into a resort and tourist park complex. This modernisation and capital works program comprised the construction of the main building and restaurant, the cabins, swimming pools and major landscaping including tropical gardens.

TENANCY DETAILS

Australasian Tourist Park Management Holdings Pty Limited (ATPMH) has agreed to lease the Resort for 10 years from Settlement. The lease provides for a first right of refusal for a further term of two five year periods after the initial 10 year period.

The lease to ATPMH provides for rental reviews of 3.27 per cent per annum. A rent review to market occurs at the commencement of each further term of five years after exercise of the first right of refusal.

The lease has been structured on a “net” basis, that is, ATPMH is responsible for paying all costs associated with the operation of the Resort and ongoing repairs and maintenance. ATPMH is responsible for all statutory charges associated with the Resort, less the charges applicable to the BP Service Station. URE Management Services Pty Limited as Lessee of the BP Service Station is responsible for 50 per cent of the statutory charges levied on the service station site, the balance of charges are payable by JFTPF.

JFTPF is responsible for structural repairs and capital improvements to the Resort. If major capital improvements are undertaken, the Lessor and Lessee must first agree to the improvements, and the rental for the Resort will be increased to represent a return of 10.5 per cent per annum on the capital the Lessor has spent. To ensure the interests of the Operator and

investors are aligned in maximising strong capital growth from the Resort, the Operator will receive 20 per cent of the difference between the sale proceeds and the initial acquisition price (excluding costs and including capital expenditure) of the Resort, indexed to CPI when the Resort is sold.

Under the lease ATPMH must provide an initial Security Guarantee equivalent to 12 months rental plus GST, reducing in value to six months rental when rental coverage exceeds 1.5 times (annual net income to the Operator exceeds annual rental payments and ATPM interest payments to the Fund by 1.5 times). This guarantee will be applied to the Lessee’s obligations to the Fund should ATPMH default under its lease obligations.

The lease contains a clause to allow the Lessor to terminate the lease if the Lessor sells or redevelops the property.

ATPMH is jointly owned by James Fielding Investments Pty Limited (25 per cent), SEQ Properties Pty Limited (50 per cent) and Yambar Pty Limited Superannuation Fund (25 per cent). Having owned and operated 11 tourist parks and resorts throughout Australia, the principals of ATPMH, excluding James Fielding Investments Pty Limited, have a combined experience in excess of 70 years in the management of tourist parks. No individual shareholder of ATPMH guarantees performance of the Fund, ATPMH or ATPM other than the provision of the Security Guarantees.

Tenant	Net rent (\$ pa)	Income (%)	Expiry	Options	Rent reviews
ATPMH	\$1,134,099	71.1	Mar 2014 ¹	2 x 5 years ²	Annual 3.27%
URE Management Services Pty Limited	\$350,000	21.9	Dec 2014	–	Annual 5.00%
Total rental income	\$1,484,099	93.0			
Income from loan to ATPM	\$111,901	7.0	Mar 2014 ³	–	–
Total income	\$1,596,000	100.0			

1 Assumes Settlement on 29 March 2004.

2 First right of refusal for a further two five year terms.

3 Should ATPMH exercise their right of first refusal, the loan term will also be extended in line with the lease.

URE Management Services Pty Limited (URE) is the Lessee of the BP Service Station located on the Resort. The lease to URE is for a 12 year period commencing on 30 December 2002. The current rental paid by URE is \$350,000 per annum net. The Lessee is responsible for 50 per cent of the statutory outgoings levied on its leased area. The performance of the lease is guaranteed by the Lessee in their personal capacity. The rental paid by URE is increased annually by five per cent with the next increase occurring in December 2004.

LOAN AGREEMENT WITH ATPM

The Fund will acquire the land and infrastructure assets and a subsidiary of ATPMH, ATPM, will acquire the business operating assets of the Resort for a combined total of \$15.2 million. This will comprise \$14.1 million for the land and infrastructure and \$1.1 million for the business operating assets. The land and infrastructure of the Resort was valued at \$14.1 million on 4 March 2004 by Colliers International (NT). The business operating assets of the Resort were valued at \$1.1 million on 24 March 2004 by Quantity Surveyors Davis Langdon Australia. Settlement of the Resort is expected to be 29 March 2004, however may be extended to 19 April 2004.¹

Upon settlement of the Resort, ATPM will enter into a loan agreement with the Fund for \$1.1 million to acquire the business operating assets of the Resort. The Fund will take security over these

assets in relation to the loan. The Fund will receive interest at a rate of 10.5 per cent over a ten year term. In the event that ATPMH's lease over the Resort terminates, the loan to ATPM will also terminate and become repayable immediately.

ATPM's obligations under the loan are guaranteed by the provision of a Security Guarantee initially equivalent to 12 months interest plus GST.

Refer to Section 14 for further details of the loan agreement with ATPM.

COMPETITION

The Resort is a unique accommodation product within the Darwin market due to the strategic location, scale of the development, and condition of the improvements and the range of accommodation and amenities offered.

There are a number of tourist parks within Darwin, however, all but one of these parks are of an older style with very dated improvements providing only a basic standard of accommodation. In addition to this two tourist parks have recently been sold and in time these facilities will be demolished.

Superior hotel and accommodation premises are situated within the CBD of Darwin however this is considered to be a different sub-market to the market in which the Resort operates.

¹ Such deferral will not adversely impact investors forecast distributions.

The BP Service Station adjoining the Palms Village Resort



5

Financial Information

This section provides details of the:

- Forecast financial performance of JFTPF based on the Resort over the Forecast Period;
- Sources and application of funds from the Offer; and
- Proforma statement of financial position for JFTPF

The financial information is based on the Resort as the sole asset of the Fund and assumes that there will be no further capital raisings, acquisitions or disposals of assets during the Forecast Period.

It is the intention of JFTPF to acquire additional assets in line with the Fund's investment strategy during the term of the Fund.

FINANCIAL FORECASTS

Set out below are the distribution forecasts for JFTPF for the period ending 30 June 2008 (Forecast Period). The distribution forecasts should be read in conjunction with the assumptions set out in this Section and the risks and sensitivities associated with investing which are set out in Section 6. Future returns from an investment in the Fund are not guaranteed.

The Responsible Entity's distribution forecasts have been prepared based on various estimate assumptions. Investors should appreciate that many factors which affect results may be outside the control of the Responsible Entity or may not be capable of being foreseen or accurately predicted. As such, actual results may differ from these forecasts.

Distribution forecasts for JFTPF for the period ending 30 June 2008	3 Months to 30 Jun 2004 \$'000	12 Months to 30 Jun 2005 \$'000	12 Months to 30 Jun 2006 \$'000	12 Months to 30 Jun 2007 \$'000	12 Months to 30 Jun 2008 \$'000
Income					
Net property income	366	1,485	1,544	1,612	1,682
Income from loan to ATPM	28	111	111	111	111
Interest income	2	8	8	8	9
Total income	396	1,604	1,663	1,731	1,802
Expenses					
Interest expense	154	622	631	640	649
Manager's fees	14	71	109	110	114
Amortisation of debt establishment costs	4	15	15	15	15
Other trust expenses	21	82	93	95	88
Total expenses	193	790	848	860	866
Net operating income	203	814	815	871	936
Distributable income brought forward	–	5	9	2	4
Amount available for distribution	203	819	824	873	940
Net distribution to Unitholders	198	810	822	869	909
Distributable income carried forward	5	9	2	4	31
Tax-deferred portion of distribution	188	403	412	396	371
Tax-deferred portion of distribution as % of net distribution	95.3%	49.8%	50.1%	45.6%	40.8%
Taxable income for tax purposes	9	407	410	473	538
Distribution (cents per unit)	2.50¹	10.25	10.40	11.00	11.50

¹ June 2004 distribution will be pro rata from the date of allotment of Units in the Fund.

FINANCIAL POSITION

Set out below is a pro-forma Statement of the Financial Position of JFTPF as at 30 June 2004 after the acquisition of the Palms Village Resort and close of the Offer.

Statement of Financial Position as at 30 June 2004	\$'000
Property ¹	15,263
Loan to ATPM	1,066
Other assets	73
Cash	24
Total Assets	16,426
Borrowings	9,120
Total liabilities	9,120
Net Assets	7,306
Proceeds of the Offer	7,900
Offer expenses	594
Total Unitholder's Equity	7,306
Number of Units on issue (000's)	7,900
NTA per Unit (\$)	0.92

1 The property portfolio is included in the pro-forma statement of financial position at purchase price for the Resort plus the Responsible Entity's estimate of stamp duty and acquisition costs incurred in acquiring the Resort. These expenses total \$1.129 million and include acquisition costs, due diligence costs, legal fees and disbursements on the purchase of the asset.

SOURCES AND APPLICATION OF FUNDS

The forecasts assume the sources and application of funds in respect of the Offer and the acquisition of the Resort are as set out in the following table.

Sources and Application of Funds	\$'000	\$'000
Source of funds		
Proceeds of the Offer	7,900	
Loan from the Bank	9,120	
Total funds		17,020
Application of funds		
Purchase price of the Resort ¹	15,200	
Total purchase price of the asset (before acquisition costs)		15,200
Estimated property acquisition costs		
Stamp duty on purchase of the Resort	821	
Due diligence	80	
Acquisition fee (James Fielding Advisory Pty Limited)	228	
Total property acquisition costs		1,129
Estimated costs of the Offer		
Equity raising fee	395	
Debt establishment costs	73	
Legal, accounting and other related costs	199	
Total estimated costs of the Offer		667
Working capital		24
Total application of funds		17,020

1 Including the loan to ATPM to fund the purchase of the business operating assets of the Resort (\$1.1 million).

ASSUMPTIONS AND KEY ACCOUNTING POLICIES

The information in this Section has been prepared in accordance with the Constitution and applicable accounting standards issued by Australian accounting bodies.

The principal policies are described below.

(a) Basis of preparation

The forecasts have been prepared on the basis of historical costs and do not take into account current valuations of the Resort, although the Fund going forward will have an exception to this for the Assets as described in property investments below.

(b) International Financial Reporting Standards (IFRS)

The implications of the application of IFRS by Australian reporting entities from 1 January 2005, and in particular the impact of International Accounting Standard 40 – Investment Property (IAS40) and International Accounting Standard 39 – Financial Instruments: Recognition and Measurement (IAS39), have not been considered in the forecasts. When implemented, the major impact of IAS40 would be to include revaluation increments and decrements in the Statement of Financial Performance. The major impact of IAS39 may be to require interest rate hedges to be brought to account at fair value with gains or losses arising from fair value movements taken to the statement of financial performance. The Responsible Entity intends to revise the Constitution so that the introduction of IFRS will have no impact on the amount available to distribute to Unitholders.

(c) Income and expenses

Income and expenses are brought to account on an accrual basis.

(d) Income tax

Under current tax legislation, JFTPF is not liable for income tax provided Unitholders are presently entitled to all of the income of the Fund each year. Please refer to the Tax Expert's Letter in Section 10 for further details.

(e) Depreciation of buildings, plant and equipment

JFTPF does not charge depreciation on buildings, plant and equipment. The interests in building, plant and equipment are held as an investment property, and will be continually maintained as stipulated in the Constitution.

(f) Borrowing costs

Borrowing costs are recognised as an expense in the financial year in which they are incurred, except to the extent they can be capitalised in accordance with the Accounting Standards. Borrowing costs incurred in the loan arrangements are amortised over the period of the loan.

(g) Property investments

The Resort will be brought to account at cost which includes the costs of acquisition. Costs of acquisition include the Responsible Entity's estimate of stamp duty and fees for professional services incurred by the Responsible Entity and reimbursed by JFTPF.

The costs of any subsequent development and refurbishment, including financing charges incurred in respect of any development or refurbishment period, will be capitalised.

It is the Responsible Entity's current intention that the Assets are revalued every three years, however, the next valuation will be performed in June 2006 as required by IFRS. The revaluations of the Assets will not take account of any potential capital gains tax.

Increments from the revaluation of the properties will be transferred direct to an asset revaluation reserve, except to the extent the increments reverse a revaluation decrement previously recognised as an expense in the profit and loss account, in which case they will be recognised as revenue in the profit and loss account for the period. Decrements from revaluations will be brought to account in calculating the operating profit or loss for the period and an equivalent amount will be transferred to Unitholders equity before arriving at a distributable amount except to the extent that the revaluation decrement reverses a previous increment, in which case the decrement is taken direct to an asset revaluation reserve.

IAS40 requires property revaluation increments or decrements to be recorded as items of income and expense in net profit in the reporting period in which the changes occur. As these gains/losses are unrealised there would be no impact on distributions.

(f) Distribution per Unit

Generally distribution per Unit will be determined by dividing the total distribution for the given period by the number of Units eligible for distribution on the last day of the accrual period.

KEY ASSUMPTIONS

The Responsible Entity's distribution forecasts have been prepared based on various best estimate assumptions. Investors should appreciate that many factors which affect results may be outside the control of the Responsible Entity or may not be capable of being foreseen or accurately predicted. As such, actual results may differ from these forecasts. Returns are not guaranteed. The material assumptions are outlined below:

Assets of the Fund

- The purchase of the Resort is to be settled by 29 March 2004.¹
- The valuation of the Resort at the next revaluation date of 30 June 2006 will be sufficient to at least offset the acquisition costs of the Resort.
- No other tourist parks will be acquired or disposed of during the Forecast Period, however it is the intention of JFFM that suitable tourist park investments identified by the Fund which are consistent with JFTPF's investment strategy be considered for acquisition.

Income

- Rent and interest is paid in full and on a timely basis throughout the term of the leases and loan.
- Rents increase in accordance with the provisions of the leases.
- Annual CPI increases for expenses are based on financial year forecasts over the next four years of 2.3 per cent, 2.4 per cent, 2.4 per cent and 2.2 per cent respectively.

Property outgoings

- Statutory and other outgoings expenditure are the responsibility of the lessee.
- Capital expenditure of \$400,000 has been allowed for in the Forecast Period. ATPMH and URE are responsible for all repairs and maintenance of the Resort. If capital improvements are undertaken by the Lessor, the rental for ATPMH will be increased to represent a minimum return of 10.5 per cent per annum on the capital the Lessor has spent (see Tenancy Details in Section 4).

Funding

It is the Responsible Entity's intention to fix the interest rate in respect of the Loan Facility to JFTPF from the Bank for a period of between three and seven years. Interest has been estimated at a total rate of 6.75 per cent per annum (which includes the Bank's lending margin).

A new Loan Facility will be established for the acquisition of the Resort. JFTPF has received an offer for the Loan Facility from the National Australia Bank (Bank). The offer for the Loan Facility is not a binding offer until the Bank approves the terms and conditions and makes a binding offer. The interest rate exposure under the Loan Facility in respect of borrowings for the acquisition of the Resort and the capital expenditure facility, during the Offer Period and prior to Settlement of the property, is unhedged and may change the returns to Unitholders. In the event that a binding offer for the Loan Facility from the bank is withdrawn or is not made the Responsible Entity will seek offers on similar terms and conditions from other financial institutions.

Fund fees and expenses

- **Responsible Entity fee** – the Responsible Entity will be entitled to receive a management fee from JFTPF equal to 0.65 per cent per annum (excluding GST) of the value of JFTPF's gross assets calculated monthly and payable monthly in advance. The management fee will be reduced to 0.35 per cent per annum (excluding GST) of the value of JFTPF's gross assets for the first twelve months of the Fund's operation.

¹ Settlement may be deferred to 19 April 2004 at the Fund's discretion, however, such deferral will not adversely impact investors forecast distributions.

- **Custodian fee** – Trust Company of Australia Limited will be entitled to receive a custodian fee of \$12,000 per annum (CPI adjusted annually) (excluding GST) for acting as custodian for JFTPF.
- **Establishment and acquisition fee** – James Fielding Advisory Pty Limited, an associate of the Responsible Entity, will be paid an acquisition fee of 1.5 per cent of the purchase price (excluding GST) of the Resort (totalling \$0.228 million) for services provided in relation to the establishment of JFTPF, and for the identification, analysis and due diligence work undertaken in the acquisition of the Resort.
- **Equity commitment fee** – James Fielding Holdings Limited will be paid an equity commitment fee of 5.0 per cent of the total equity to be raised under the Offer (excluding GST) (totalling \$0.395 million if fully subscribed) for agreeing to apply for up to 7.900 million Units to fund the acquisition of the Resort. James Fielding Holdings Limited will be responsible for the payment of all commissions to eligible brokers, dealers and financial advisers, including JFFM and its bodies corporate.
- **Expense recovery** – the Responsible Entity is entitled to be reimbursed from JFTPF for all expenses and liabilities properly incurred in establishing, managing and administering JFTPF. These include costs and expenses incurred in acquiring, valuing, holding or disposing of investments; engaging agents or delegates; issuing Units; amending the Constitution; taxes; establishing and maintaining registers and accounting records; convening and holding meetings; marketing JFTPF; and preparing legal documentation. These fees are estimated at approximately 0.50 per cent of the initial gross assets of JFTPF (excluding GST) and are assumed to escalate at the forecast CPI per annum, allowing for valuation of the Assets every three years and at the introduction of IFRS.
- **Performance fee** – When a property of the Fund is sold or the Fund is terminated, JFFM is entitled to 13 per cent of the gross capital profit generated by the Asset after the initial acquisition price (excluding costs and including capital expenditure) is indexed to CPI. In the case of the Palms Village Resort, an additional 20 per cent of the gross capital profit will be paid to ATPMH, the Operator of the Resort, to ensure its interests are focussed on maximising strong capital growth from the Resort. Similar arrangements will be sought with other operators in relation to any further Assets acquired by the Fund.
- **Debt establishment costs** – National Australia Bank will be entitled to receive a Loan Facility establishment fee equivalent to 0.20 per cent of the facility amount (\$18,200) for the set up of the Loan Facility.

In addition to the establishment fee, JFTPF will also be responsible for the legal costs associated with setting up the Loan Facility. These costs are estimated to be \$55,000 (excluding GST and disbursements).

James Fielding Capital, a related party of the Responsible Entity, will be paid a fee of 0.1 per cent of the debt raised (\$9,100) for services provided in relation to the establishment of the Loan Facility.

6

Risks and Sensitivities

As with all investments, an investment in JFTPF will be subject to a wide range of investment risks, some of which are outside JFFM's control. Generally, the higher the projected returns, the higher the risk. JFFM has identified the following risks which should be considered before choosing to invest in JFTPF.

GENERAL RISKS

General risks that may effect the future performance of JFTPF include movements in inflation, interest rates, general economic conditions, changes in demographics, changes in legislation and accounting standards, changes in government policy and changes in the supply and demand for tourist park accommodation and general property investment.

Investors should be aware that there are risks associated with any property investment and that the value of property can move down as well as up.

PROPERTY RISKS

Investors should be aware that the future level of JFTPF's income and capital distributions and investors' total returns may be influenced by a number of factors, including factors outside the control of the Responsible Entity. As such there is a risk that the forecasts may not be achieved. These factors include forecast assumptions not occurring, interest rate movements, the sale price of the Resort and other Assets of the Fund, the future value of the Portfolio or tourist parks within it, capital expenditure, disruptions to the tenant's business and/or damage to the facilities causing rent adjustments/compensation, expenses of JFTPF, ability to recover expenses from the lessees and the borrower, changes in demographics impacting on the demand for tourist parks,

the ability to source additional tourist parks on a similar returns basis and general property market conditions.

SPECIFIC RISKS

• **Operator risk** – 78 per cent of the income of the Fund in relation to the Resort will be attributable to a single entity, ATPMH and its subsidiary ATPM. Investors should be aware that the majority of JFTPF's source of rental and interest income from the Resort will be subject to the performance of ATPMH's business generally and the ability of ATPMH to pay rent and ATPM to pay interest. As a consequence, investors are directly exposed to the ability of ATPMH remaining a going concern. Currently, ATPMH's only material asset is its right to lease and operate the Resort. Risks to ATPMH's business include the relatively low barrier to entry which may lead to increased competition, loss of key personnel and changes in demand for tourist park accommodation. No shareholder in ATPMH guarantees the performance of ATPMH under the lease or the performance of ATPM under the loan (including payment of rent and interest) other than the provision of the Security Guarantees.

The valuation and acquisition price of the Resort is based upon the leases to ATPMH and URE and the loan to ATPM remaining in place. If the Resort becomes vacant and ATPMH and URE cease to pay rent, ATPM ceases to pay interest and the Resort remains vacant or achieves a lower rent and interest than that previously paid, then its value could be significantly lower. JFTPF would seek to attain a new operator

to lease the Resort if ATPMH was to vacate. However, there is a risk that a new operator may not be found to lease and maintain the business operating assets of the Resort on a similar basis.

ATPMH and ATPM have provided initial 12 month rental and interest guarantees to JFTPF in the event of default (see Section 4 for more details).

Subsequent acquisitions may give rise to similar risks to those set out above.

- **Limited use properties** – having been constructed as a tourist park, the Resort has limited alternate uses without redevelopment. Some of the improvements on the site may have limited alternative uses which may affect the realisation price of the Resort if sold. This is also likely to apply to future acquisitions of the Fund.
- **Sale price of properties** – upon Unitholders electing to terminate JFTPF, all of the Assets of the Fund will be sold and the net proceeds after all costs will be returned to Unitholders. As such, Unitholders' total returns will be affected by the sale price of the Assets. This price could be affected by a number of factors including a decline in land value, difficulty in locating a purchaser and a downturn in the tourist park industry.
- **Demographic changes** – the significant growth in the demand for tourist park accommodation is being driven in part by the large number of “grey nomads” in the 55–64 year old age group. Any significant changes to the demographic structure of the Australian population in the 55–64 year old age group may impact the demand for tourist parks, and hence, the long-term value of the Fund's Portfolio.
- **Tourism decline** – a general decline in domestic and international travel may impact occupancy rates within the tourist park sector. It is the Responsible Entity's opinion that this will predominantly affect the backpacker market that use tourist parks as a cheaper form of accommodation. Tourism may also be affected by adverse weather which may possibly affect occupancy rates.
- **Future acquisitions** – there is a risk that future capital raisings to fund further tourist park facilities may be dilutionary to the Fund's distribution yield. JFFM will seek to minimise this impact where possible.
- **Competition** – there is the potential for new tourist park developments providing similar accommodation to enter the market which may pose a direct threat and competition to the Resort and any future acquisitions of the Fund.
- **Local regulatory environment** – it is possible that changes to local plans may result in zoning changes or restrictions in redevelopment at a future point in time. As such this may affect the sale price of the Assets.
- **Insurance risks** – insurance may not cover all events or claims made. It is the Responsible Entity's intention to mitigate this risk through comprehensive insurance cover.
- **Illiquidity** – Units are likely to be illiquid as there is unlikely to be an alternative secondary market. However, Units may be transferred subject to the approval of the Responsible Entity.
- **Interest rate and finance exposure** – the interest rate exposure under the Loan Facility in respect of borrowings during the Offer Period and prior to Settlement of the Resort is unhedged and may change the returns to investors. Should interest rates rise to a level that, in the Responsible Entity's opinion, materially impacts on the level of distributions forecast, the Responsible Entity reserves the right to withdraw the Offer and return application monies. The interest rate for the Loan Facility and borrowings will be fixed with an interest rate swap for a period of between three and seven years from the Settlement of the Resort, which is forecast to occur by 29 March 2004¹. When the Loan Facility and/or interest rate swap contract expires, or if the Loan Facility is terminated, is in default, or the Bank exercises its security under the Loan Facility (see Summary of Loan Facility in Section 14), JFTPF would then be subject to financing and/or interest rate risk.

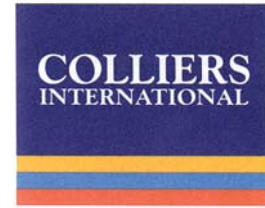
¹ Settlement may be deferred to 19 April 2004 at the Fund's discretion, however, such deferral will not adversely impact investors forecast distributions.

- **Goods and Services Tax (GST)** – it is anticipated that GST will have minimal impact on the operations of JFTPF. All financial information relating to JFTPF has been stated at the net cost to JFTPF. Where GST is expected to be incurred and a refund obtained, the expense is shown net of GST. Where a full refund is not likely to be obtained, the expense will be increased to include the non-recoverable GST.
- **Environmental risk** – there is a potential environmental risk associated with the operation of the service station on the Resort. The Lessee, URE Management Services Pty Limited, indemnifies the Lessor against any breach by the Lessee of Environmental Laws and also if the Lessee fails to clean up any contaminants on the Premises at the expiry of the Lease caused by the Lessee's use of the Premises since the commencement date of the Lease.
- **Credit risk** – due to the seasonality of the tourism sector, the Operator may experience cashflow difficulties during the low season. This is however mitigated by the provision of the Security Guarantees representing 12 months rental and interest as security for the obligations under the lease and loan with the ATPMH group.
- **Capital expenditure** – JFTPF will fund capital expenditure in relation to the Resort with additional borrowings using an additional capital expenditure and working capital Loan Facility. Any further capital expenditure may be funded from future facilities put in place by the Responsible Entity which may impact distributions.

SENSITIVITIES

- **Interest rates** – an increase/decrease in interest rates of 1.0 per cent above or below the forecast total rate of 6.75 per cent per annum represents a change of 1.15 cents per Unit per annum in net operating income and likely distributions.

7. VALUATION SUMMARY



23 March 2004

The Directors
James Fielding Funds Management Limited
Level 22
56 Pitt Street
SYDNEY NSW 2000

Colliers International (NT) Pty Ltd
ABN 13 043 620 699
Level 2 Deloitte Centre
62 Cavenagh Street
Darwin NT 0800
Australia
Tel 08 8982 0214
Fax 08 8941 7924
Email tony.west@colliersnt.com

Dear Sirs,

**James Fielding Tourist Park Fund
Property Valuation – “Palms Village Resort” Sections 3277 and 4330 (901-907) Stuart Highway, Holtze, Northern Territory.**

1 Instructions

We refer to your instructions dated 18 February 2004, requesting us to undertake a valuation of the freehold interest of the abovementioned property, subject to the proposed lease agreement and also to provide a vacant possession value on a going concern basis for acquisition and mortgage purposes. We have provided this abridged report on the abovementioned property for inclusion in a Product Disclosure Statement. For further information, reference should be made to the full valuation report dated 4 March 2004 held by James Fielding Funds Management Limited. We confirm that the valuation was prepared in accordance with the Corporations Act.

2 Valuation Summary

We have assessed the market value of the freehold interest of “Palms Village Resort” Sections 3277 and 4330 (901-907) Stuart Highway, Holtze, Northern Territory, subject to the existing and proposed tenancy, as at 4 March 2004 as:-

\$14,100,000
(Fourteen Million One Hundred Thousand Dollars)

3 Brief Description

This subject property comprises a tourism resort complex known as “Palms Village Resort” which features a BP Roadhouse and Diner, a reception building incorporating Restaurant and outdoor dining area, a range of cabin accommodation including 20 motel rooms, budget cabins, superior cabins, family cabins, executive cabins and bunk house rooms. The resort features three (3) swimming pools, and 360 powered caravan/camping sites, all set amongst tropical landscaped gardens. The property is well laid out and has room for further expansion as required.

The resort is situated to two adjoining allotments having a total area of 11.25 hectares. The whole of the site is under improvements or landscaping. The site is zoned SU – Specific Use as a caravan park/ Mobile housing, Service Station, and Commercial use.

Over 250 offices worldwide - www.colliers.com
This business is independently owned and operated by Colliers International (NT) Pty Ltd ABN 13 043 620 699

4 Lease & Income Profile

The BP Roadhouse and Diner are separately leased for a twelve-year term commencing December 2002. The current rental is \$350,000 per annum which is reviewed annually to a 5% increase, the lease is a net lease with outgoings payable by the lessee.

It is proposed that the remainder of the property will be subject to a Ten (10) year lease to Australasian Tourist Park Management Holdings Pty Limited at a commencement rental of \$1,134,099 reviewed annually to a 3.27% increase and incorporating two further five-year rights of renewal. This lease will also be a net lease with the lessee responsible for all outgoings.

The passing net income is calculated as follows

BP Roadhouse & Diner	\$ 350,000 p.a.
Palms Village Resort	\$1,134,099 p.a.
Total Net Income	\$1,484,099 p.a.

5 Valuation Methodology

In determining the market value of the property, Colliers International (NT) have examined the available market evidence and variously applied this analysis to the discounted cash flow and traditional capitalisation of net income valuation methods.

The discounted cash flow has been undertaken over a 10 year time horizon discounting the net income over this period on a monthly basis together with the value of the property, net of selling expenses, in the 121st month. The net present value has been determined after allowing for costs associated with the purchase of the property.

The capitalisation of net income approach has been undertaken by applying a yield to the passing net income (initial yield).

6 Valuation Analysis and Assumptions

Following sensitivity analysis, the following criteria have been adopted as part of our valuation process:-

- (i) We have capitalised the net passing income at 10.50% in line with our adopted market evidence within our Capitalisation Approach.
- (ii) A Discounted Cash Flow analysis over a 10 year investment horizon has been utilised as a secondary valuation approach. Based upon our adopted value of \$14,100,000, this would reflect an Internal Rate of Return of 13.63%, based upon average net effective rental growth of 5% on the roadhouse income and 3.27% on the resort income over the 10 year cash flow term and an adopted terminal yield of 11.00%;
- (iii) Based upon our adopted value of \$14,100,000 the subject property would reflect an initial yield of 10.53% and an IRR of 13.63%, which falls within the scope of our comparable sales evidence.

James Fielding Funds Management Limited

"Palms Village Resort" Sections 3277 and 4330 (901-907) Stuart Highway, Holtze, Northern Territory.

7 Liability Disclaimer

In the case of advice provided in this letter and our report, which is of a projected nature, we must emphasise that specific assumptions have been made by us which appear realistic based upon current market perceptions. It follows that any one of our associated assumptions set out in the text of this summary may be proved incorrect during the course of time and no responsibility can be accepted by us in this event.

Colliers International (NT) have prepared this summary which appears in the Product Disclosure Statement. Colliers International (NT) were involved only in the preparation of this summary and the valuation referred to herein, and specifically disclaim any liability to any person in the event of any omission from, or false or misleading statement included in the Product Disclosure Statement, other than in respect of the valuation and this summary.

8 Valuer's Experience & Interest

The valuer, Mr Anthony West, AAPI, API Membership No. 50605, has had in excess of five years continuous experience in the valuation of property of a similar type and is authorised by law to practise as a Valuer in the Northern Territory.

Further, we confirm that the nominated valuer does not have a pecuniary interest that could conflict with the proper valuation of the property, and we advise that this position will be maintained until the purpose for which this valuation is being obtained is completed.

Yours sincerely
Colliers International NT



Anthony J West
Valuation Director

8. QUANTITY SURVEYOR'S REPORT

DAVIS LANGDON AUSTRALIA

24 March 2004

The Directors
James Fielding Funds Management Limited
Level 22, 56 Pitt Street
SYDNEY NSW 2000



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bris@davislangdon.com.au

Dear Sirs,

JAMES FIELDING TOURIST PARK FUND PRODUCT DISCLOSURE STATEMENT

This audit opinion relates to the independent valuation of the Palms Village Resorts business operating assets to ascertain the present value of the assets at the time of purchase being the 29th March 2004.

Our audit was performed in accordance with Divisions 40 of the Income Tax Assessment Act 1997 to form an opinion based upon the information supplied and to provide a reasonable level of assurance.

Information sourced and had regard to:

- 2004 depreciation schedules prepared by vendors accountant;
- Discussions with the vendor concerning the purchase values of the various assets;
- Data obtained from a site visit on the 3rd, 4th and 5th March 2004.

We have assumed in our schedules that all assets are to be used for a taxable purpose.

We confirm that the current valuation of these assets to be \$1,066,000 excluding GST.

At the date of valuation, we were not aware of any other circumstances that would change our opinion of the valuation assessment.

Yours faithfully,
Davis Langdon Australia

Philip Plant (B.Sc, AAIQS, MRICS)
Director

DAVIS LANGDON & SEAH INTERNATIONAL

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With offices in: New Zealand, Singapore, Hong Kong, Indonesia, Malaysia, Brunei, Philippines, Thailand, China, Vietnam, United Kingdom, Spain, France, Lebanon, Bahrain, Qatar, United Arab Emirates, Saudi Arabia, South Africa and the USA.





The Board of Directors
James Fielding Funds Management Limited
as Responsible Entity for James Fielding Tourist Park Fund
Level 22, 56 Pitt Street
SYDNEY NSW 2000

24 March 2004

PricewaterhouseCoopers
Securities Ltd
ACN 003 311 617
ABN 54 003 311 617
Holder of Australian Financial
Services Licence No 244572

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Dear Sirs

Investigating Accountant's Report on Forecast Financial Information

We have prepared this report on forecast financial information of James Fielding Tourist Park Fund (the "Fund") for inclusion in a Product Disclosure Statement dated on or about 24 March 2004 (the "PDS") relating to the issue of units in the Fund.

Expressions defined in the PDS have the same meaning in this report.

The nature of this Report is such that it should be given by an entity which holds an Australian Financial Services licence under the Financial Services Reform Act 2001. PricewaterhouseCoopers Securities Ltd is wholly owned by PricewaterhouseCoopers and holds the appropriate Australian Financial Services licence.

Scope

You have requested PricewaterhouseCoopers Securities Ltd to prepare an Investigating Accountant's Report (the "Report") covering the following information:

- (a) forecast financial performance of the Fund for the period to 30 June 2004 and each of the four years ending 30 June 2008;
 - (b) the pro forma Statement of Financial Position of the Fund as at Completion which assumes completion of the contemplated transactions disclosed in Section 5 of the PDS ("the pro forma transactions")
- (collectively "the Forecasts").

This Report has been prepared for inclusion in the PDS. We disclaim any assumption of responsibility for any reliance on this Report or on the Forecasts to which it relates for any purposes other than for which it was prepared.

The Board of Directors
24 March 2004

Scope of review of Forecast financial information

The Directors of the Responsible Entity are responsible for the preparation and presentation of the Forecasts, including the best estimate assumptions, which include the pro forma transactions, on which they are based.

Our review of the best estimate assumptions underlying the Forecasts was conducted in accordance with Australian Auditing Standard AUS 902 "Review of Financial Reports". Our procedures consisted primarily of enquiry and comparison and other such analytical review procedures we considered necessary so as to adequately evaluate whether the best estimate assumptions provide a reasonable basis for the Forecasts. These procedures included discussion with the Directors and management of the Responsible Entity and have been undertaken to form an opinion whether anything has come to our attention which causes us to believe that the best estimate assumptions do not provide a reasonable basis for the preparation of the Forecasts and whether, in all material respects, the Forecasts are properly prepared on the basis of the assumptions and are presented fairly in accordance with the recognition and measurement principles prescribed in Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies of the Fund disclosed in Section 5 of the PDS and the Constitution of the Fund (the "Constitution") so as to present a view of the Fund which is consistent with our understanding of the Fund's past, current and future operations.

The Forecasts have been prepared by the Directors to provide investors with a guide to the Fund's potential future financial performance based upon the achievement of certain economic, operating, development and trading assumptions about future events and actions that have not yet occurred and may not necessarily occur. There is a considerable degree of subjective judgement involved in the preparation of Forecasts. Actual results may vary materially from the Forecasts and the variation may be materially positive or negative. Accordingly, investors should have regard to the investment risks and sensitivities set out in Section 6 of the PDS.

Our review of the Forecasts that are based on best estimate assumptions is substantially less in scope than an audit examination conducted in accordance with Australian Auditing Standards. A review of this nature provides less assurance than an audit. We have not performed an audit and we do not express an audit opinion on the Forecasts included in the PDS.

Review statement on the Forecasts

Based on our review of the Forecasts, which is not an audit, and based on an investigation of the reasonableness of the best estimate assumptions giving rise to the Forecasts, nothing has come to our attention which causes us to believe that:

The Board of Directors
24 March 2004

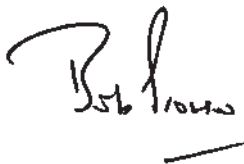
- (a) the best estimate assumptions set out in Section 5 of the PDS do not provide a reasonable basis for the preparation of the Forecasts;
- (b) the Forecasts are not properly prepared on the basis of the best estimate assumptions and presented fairly in accordance with the recognition and measurement principles prescribed in Accounting Standards and other mandatory professional reporting requirements in Australia, and the accounting policies adopted by the Fund disclosed in Section 5 of the PDS and the requirements of the Constitution;
- (c) the Forecasts are unreasonable;
- (d) the pro forma Statement of Financial Position has not been properly prepared on the basis of the pro forma transactions; and
- (e) the pro forma transactions do not form a reasonable basis for the pro forma Statement of Financial Position.

The underlying assumptions are subject to significant uncertainties and contingencies often outside the control of the Responsible Entity. If events do not occur as assumed, actual results and distributions achieved by the Fund may vary significantly from the Forecasts. Accordingly, we do not confirm or guarantee the achievement of the Forecasts, as future events, by their very nature, are not capable of independent substantiation.

Independence or Disclosure of Interest

PricewaterhouseCoopers Securities Ltd does not have any interest in the outcome of this issue other than in the preparation of its Investigating Accountant's Report and its Tax Expert's letter, and participation in due diligence procedures for which normal professional fees will be received.

Yours faithfully



Bob Prosser
Authorised Representative
PricewaterhouseCoopers Securities Ltd



The Board of Directors
James Fielding Funds Management Limited
as Responsible Entity for James Fielding Tourist Park Fund
Level 22, 56 Pitt Street
SYDNEY NSW 2000

24 March 2004

Dear Sirs

James Fielding Tourist Park Fund ("the Fund")

We have prepared this letter to provide a broad summary of the income tax considerations for investors in the Fund for the purpose of inclusion in the Product Disclosure Statement of the Fund.

The information below is based on existing tax law and established interpretations as at the date of this letter. The taxation information provided below is intended as a brief guide only. The information applies to Australian resident individual investors only, and may not apply to Unitholders who are traders or are carrying on a business which includes deriving gains from the disposal of Units.

The taxation of a unit trust such as the Fund can be complex and may change over time. Accordingly, Unitholders are recommended to seek professional taxation advice in relation to their own position.

The information contained in this letter does not constitute "financial product advice" within the meaning of the Corporations Act 2001 (Cth) (Corporations Act). PricewaterhouseCoopers which is providing this letter is not licensed to provide financial product advice under the Corporations Act. To the extent that this letter contains any information about a "financial product" within the meaning of the Corporations Act, taxation is only one of the matters that must be considered when making a decision about the relevant financial product. This letter has been prepared for general circulation and does not take into account the objectives, financial situation or needs of any recipient. Accordingly, any recipient should, before acting on this material, consider taking independent financial advice from a person who is licensed to provide financial product advice under the Corporations Act.

Taxation of the Fund

Based on current tax legislation, the Fund should not generally be liable for income tax as it is intended that Unitholders will be presently entitled to all of the income of the Fund.

Based on information you have provided to us on the proposed operations of the Fund we understand the land, buildings and fixtures will be acquired and held primarily for the purpose of deriving rental income. On this basis, the land, buildings and fixtures will represent capital assets of the Fund and any gains or losses on future disposal should be capital gains or losses. A trust may be liable for income tax in any year where it meets the requirements to be classed as either a public trading trust or a corporate unit trust for that year. Based on the information you have provided to us the Fund should not meet either of these sets of requirements and so the Fund should not be taxable in its own right. We note the requirements are ongoing so that the tax position of the Fund in any year will depend upon its actual operations in that year.

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The Board of Directors

24 March 2004

Where a revenue loss or net capital loss is incurred by the Fund, the loss cannot be passed on to Unitholders for tax purposes. Instead, revenue tax losses will be carried forward in the Fund and offset against assessable income derived in future years. Net capital losses will be carried forward in the Fund and offset against future capital gains.

Legislation exists which restricts the circumstances in which trusts may claim an allowable deduction for prior and current year revenue losses. The Fund would need to satisfy the tests for deductibility of the losses before any revenue losses incurred can be utilised. In particular the Fund would have to meet a greater than 50% underlying ownership test.

Taxation of Australian Resident Unitholders

Taxation of Distributions

Unitholders are liable to pay tax on the full amount of their share of the taxable income of the Fund in the year in which entitlement arises. A Unitholder's share of the taxable income of the Fund for the year ended 30 June must therefore be included as assessable income for the financial year ended on that date. This applies irrespective of whether distributions from the Fund are paid in a subsequent year.

Distributions from the Fund may include various components, the taxation treatment of which may differ. For example, a distribution from the Fund to a Unitholder may include a tax-deferred component, a capital gains tax ("CGT") concession component, as well as net capital gains.

Tax-deferred distributions arise from property investments which attract building allowances, depreciation allowances and other tax timing differences. Tax-deferred distributions are not assessable when received unless and until the total tax-deferred amounts received by a Unitholder exceed the cost base of the Units. For CGT purposes, amounts of tax-deferred distributions received reduce the cost base of the Units for the Unitholders and therefore affect the Unitholder's capital gain/loss on disposal of the Units.

Where an asset that is owned by the Fund for at least 12 months is disposed of, the Fund may receive a 50% discount on the capital gain realised. The CGT concession component of a distribution represents the CGT discount claimed by a trust in respect of asset sales. The CGT concession component is not assessable when received by Unitholders. Where a trust distribution includes a CGT concession component, there will be no reduction to the cost base of the Units held by a Unitholder.

The capital gain component of a trust distribution must be included in the Unitholder's calculation of their net capital gain. Where the distributed capital gain includes a discounted capital gain component, the Unitholder is required to "gross up" that amount by the discount applied by the Fund (ie 50%). The nominal capital gain (ie the whole amount of the gain prior to discounting) is then included in the calculation of the Unitholder's net capital gain. The Unitholder may be entitled in their own right to a CGT discount if it is an individual, a trust or a complying superannuation entity. Companies do not receive a discount on capital gains.

The Board of Directors
24 March 2004

Disposal of Units

A disposal of Units in the Fund will have CGT implications. Broadly, Unitholders must include any realised capital gain or loss in the calculation of their net capital gain. A net capital gain will be included in assessable income. A net capital loss may be offset against other net capital gains or carried forward until the Unitholder has realised capital gains against which the net capital loss can be offset.

The net capital gain to Unitholders is worked out as follows:

- The capital gain or loss is the excess or shortfall of disposal proceeds over the cost base of the Units.
- If Units have been held for less than 12 months this is the amount of gain or loss included in the net capital gain calculation.
- If Units have been held for 12 months or more and there is a loss, similarly this loss is included in the net capital gain calculation.
- If Units have been held for 12 months or more and there is a gain, a discounting factor may be available to certain Unitholders. The discounting factor for individuals and trusts is 50%, whilst a discount factor of 33 1/3% applies to complying superannuation entities.

Tax File Numbers and Australian Business Numbers

A Unitholder need not quote a Tax File Number ("TFN") when applying for Units. However, if a TFN is not quoted, or no appropriate TFN exemption information is provided, tax is required to be deducted from any income distribution entitlement at the highest marginal tax rate plus Medicare levy (currently 48.5 per cent).

Unitholders that hold Units as part of their business may quote their Australian Business Number instead of their TFN.

Goods and Services Tax

GST should have minimal impact on the operations of the Fund. The purchase and disposal of Units in the Fund by Unitholders is not subject to GST.

Yours faithfully



Manuel Makas
Partner

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The Responsible Entity

James Fielding Funds Management Limited, part of the James Fielding Group (JFG), is a wholly owned subsidiary of James Fielding Holdings Limited, which is listed on the ASX. JFG is a diversified property group focusing on property investment, development, funds management and property services. JFG's management team has considerable experience in property investment and management. At 31 December 2003, JFG had approximately \$1.7 billion funds under management (including 13 unlisted property funds) and a market capitalisation of approximately \$330 million.

JF Direct is the business unit of JFG responsible for the management of 13 unlisted property funds and with a total asset value of approximately \$200 million. JFG's strength lies in its ability to leverage the skills and expertise of approximately 100 staff across the Group to support the success of each of its business units. A copy of JFG's Annual Report to 30 June 2003 which contains audited financial information in relation to JFG, and JF Direct's Annual Report are available free of charge on request, or can be downloaded from JFG's website (www.jamesfielding.com.au).

The directors of James Fielding Funds Management Limited are:

James MacKenzie, BBus, FCA
Chairman

James MacKenzie, a chartered accountant, is the Chairman of the James Fielding Group. His extensive experience in chairmanship includes his current role as Chair of the Victorian WorkCover Authority and of the Victorian Transport Accident Commission. He is a Director of the Victorian Major Events Company Limited, Circadian Technologies Limited, Child Care Centres Australia Limited and Monivae College Foundation Limited, and a member of the Council of St Catherine's School. He has a comprehensive knowledge of the financial services industry, previously holding senior executive positions with ANZ Bank, Norwich Union Australia and the Victorian Transport Accident Commission. James was a Partner in both the Melbourne and Hong Kong offices of an international accounting firm now part of Deloitte. He remains actively involved with Deloitte as a consultant. At JFG he is a member of the Remuneration Committee. He became a Director of a JFG company in May 2001.

Gregory Paramor, FAPI
Managing Director

Greg Paramor has been involved in the real estate and property funds management industry for approximately 30 years. Greg is a founding member of JFG and is the immediate past National President of the Property Council of Australia. Greg is currently a Director of a number of companies including the Garvan Institute of Medical Research and Leighton Properties Pty Limited. Greg is a Fellow of the Australian Property Institute.

Nicholas Collishaw, ASIA (Aff), AAPI, FAICD

Executive Director - Head of Property

Nicholas Collishaw has been involved in property and property funds management for more than 20 years and has extensive experience in commercial, retail and industrial property throughout Australia. He is responsible for the asset and trust management of JFG's property assets and funds. Nicholas has an Associate Diploma in Business (Valuations) from the Sydney Institute of Technology, and a Diploma in Financial Markets from the Securities Institute of Australia. Prior to joining James Fielding Group, Nicholas held senior positions with Deutsche Asset Management, Paladin Australia Limited and Schroders Australia.

James Dominguez, CBE, AM

Non-executive Director

James Dominguez has had a comprehensive career in investment banking and was a founder in 1976 of Australian Stock Exchange member firm Dominguez and Barry. He was later to become Executive Chairman of Dominguez Barry Samuel Montagu and SBC Dominguez Barry, now known as UBS Australia Limited. He is currently a Director of or adviser to a number of companies including Cisco Systems Australia Pty Ltd, EMC Global Holdings Company, E*Trade Australia Limited, Fuji Xerox Co., Ltd of Japan, Nestlé Australia Limited, O'Connell Street Associates Pty Limited, TeleTech International Pty Limited, Singapore based Tat Hong Holdings Limited and WESBEAM Holdings Ltd. He remains a Member of the Australian Stock Exchange.

John Elvy, FAPI

Non-executive Director

John Elvy has been in the real estate industry throughout Australasia for 36 years, specialising in commercial investments, developments and value-adding strategies. John is Chairman of LJ Hooker Commercial and Leighton Properties Pty Limited. He was a councillor in local government in NSW for 20 years and has a sound knowledge of council planning and development procedures. He is a Fellow of the Australian Property Institute, Chairman of the Property Council of NSW Planning Committee, a member of the Parramatta Economic Development Board & Central Parramatta Planning Committee. He became a Director of a JFG company in December 2001.

Robert Summerton, Solicitor

Non-executive Director

Robert Summerton is a partner of the Queensland law firm Summerton de Vere. He has extensive experience in law relating to major commercial and property transactions in both Australia and the United Kingdom. Bob is a member of a number of industry bodies including the Law Council of Australia, the Australian Institute of Company Directors and is currently a Director of a number of companies. At JFG he is the Chairman of the Scheme Compliance Committee.

Richard Turner, FCA, BEc

Non-executive Director

Richard Turner is a Chartered Accountant and former CEO of Ernst & Young. He is the Chairman of Capital Finance Australia Limited and a Director of BankWest, Institute of Pain Management at North Shore Hospital, Publishing and Broadcasting Limited and Crown Casino Limited. He is a past President of The Smith Family and remains a Director of the companies comprising their group activities.

SENIOR MANAGEMENT

The senior management team of JFFM are described below.

Adrian Harrington, BSc. (Hons), ASIA

Head of Strategy & Business Development

Adrian Harrington has more than 11 years experience in the funds management and property industry. He is responsible for working with the Executive Committee of JFG on strategy, product development and marketing. Adrian is also a director of Perpetual James Fielding. Previously, Adrian was Vice President - Investment Specialist at Deutsche Asset Management Limited working in the Australian equities and property securities areas. Other positions Adrian has held include General Manager, Research at Paladin Australia Limited. Adrian has a Bachelor of Science (Hons) from the University of New South Wales and a Graduate Diploma in Applied Finance and Investment from the Securities Institute of Australia.

Tim Regan, BEc, CA, FAPI
Chief Financial Officer

Tim Regan joined James Fielding Group in January 2001 after five years with the Sydney Organising Committee for the Olympic Games (SOCOG). He has extensive experience in corporate finance and project management and is responsible for all aspects of the financial management and administration of JFG and its managed funds. Tim is a Chartered Accountant, with a Bachelor of Economics degree from the University of Sydney. Previously, Tim worked at PricewaterhouseCoopers for 10 years in their infrastructure and insolvency divisions.

Garry Rothwell, LFAPI, FAICD
Director - James Fielding Capital

Garry Rothwell joined James Fielding Group with experience in both national and international property and banking. Until March 2001, Garry was a General Manager at Westpac Banking Corporation with direct responsibility for its diversified property finance and advisory business. Garry also had a wider responsibility for the credit status of the bank's global property finance assets. Garry is a Life Fellow and past National President of the Australian Property Institute, and served in various capacities on its NSW Divisional Board for 14 years, including Divisional President and Chairman of the Editorial Board of the Institute's Journal. Garry is a Director of the Property Industry Foundation, Sunland Group Limited and Acacia Securities Limited.

Adrienne Parkinson, BBus (Acc), MLS, Dip.CM, Dip.FP
Company Secretary

Adrienne Parkinson has been involved in the commercial real estate industry and funds management/financial planning industry for the past 23 years. She has extensive experience in dealing with company secretarial and corporate compliance issues including developing and setting up corporate governance and compliance programs. Adrienne's key responsibilities have included corporate governance and risk management in both the property management and funds management industries. Other experience in the financial planning industry has included the training of financial advisers. Adrienne is a Fellow of the Chartered Secretaries Australia and a member of the NSW Professional Development Committee. She is also a Fellow of

CPA Australia. Adrienne has a Bachelor of Business (Accounting), a Master of Legal Studies and holds Post Graduate Diplomas in Corporate Management and Financial Planning.

Nicole Plant, BCom (Prop. Ec), AAPI
Asset Manager

Nicole joined JFG in July 2002 as an Asset Manager for the unlisted property funds of JFG. Prior to joining JFG, Nicole spent two and half years as an asset manager with Abacus Funds Management Limited. Nicole graduated from the University of Western Sydney with a Bachelor of Commerce (Property Economics) and is currently undertaking a Graduate Diploma of Applied Finance and Investment from the Securities Institute of Australia. Nicole is an Associate member of the Australian Property Institute.

Regina Scipelliti, B Land Econ (Hons), GAPI
Asset Manager

Regina joined JFG in July 2003 as an Asset Manager for the unlisted property funds of JFG. Prior to joining JFG, Regina spent two years as an asset manager with Colonial First State Property in their Corporate Real Estate division and two years with Knight Frank Valuations. Regina graduated from the University of Technology, Sydney with a Bachelor of Land Economics (Honours) and is a member of the Australian Property Institute and the Royal Institute of Chartered Surveyors.

Further information about the James Fielding Group can be obtained from our website (www.jamesfielding.com.au).

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The Operator

Australasian Tourist Park Management Holdings Pty Limited (ATPMH) is jointly owned by James Fielding Investments Pty Limited (25 per cent), SEQ Properties Pty Limited (50 per cent) and Yambar Pty Limited Superannuation Fund (25 per cent). The Directors and Senior Management of ATPMH are:

David Johnston, BBus MBA (Dist) CA FAICD
Managing Director

David Johnston has over 20 years experience in investment banking and property development. He is a Chartered Accountant by background and has over ten years experience in marketing and senior management.

He has been involved in the tourist park industry for over ten years and currently has a private interest in two tourist parks through SEQ Properties Pty Limited. During the ownership of the parks by SEQ Properties Pty Limited the returns of the parks have increased by over 12 per cent per annum on average.

David has been active in implementing sophisticated reporting packages to each of the parks and has been instrumental in the development of new and successful marketing strategies for the parks.

Ray Bristow
Director Operations and Marketing

Ray Bristow has over 30 years experience in the caravan and cabin park industry and has owned and operated nine parks in four States in Australia. Ray is recognised as one of the leading members of the caravan and cabin industry in Australia and was granted Honorary Life Membership to the Queensland Division of the Caravan Park Association in 1997.

Ray has been invited to sit on many tourist boards and was Chairman of the Caravan Association in three States. He was the Gold Coast Division Delegate for 17 years and has won a number of industry awards.

Ray has travelled extensively overseas and within Australia to research operations and trends in the resort and caravan park industries.

Yvonne Bristow, BEd
Manager Operations and Training

Yvonne Bristow has broad experience in the hospitality industry, with over 16 years experience in the management of caravan parks and 20 years experience lecturing and teaching in the hospitality industry.

Yvonne has travelled extensively throughout Australia, USA, Great Britain and Europe to study and research operations of resorts, caravan parks and associated industries.

Yvonne's expertise lies within the area of staff training and establishing policies and procedures for the operations of the resorts.

Thomas Booker, FAICD
Non-executive Director

Thomas Booker has over 30 years experience in banking, investment banking and property industries. He has been involved in the tourist park industry for over ten years and currently has an interest in two tourist park facilities through SEQ Properties Pty Limited.

Thomas has held senior positions with a number of financial institutions and private enterprises.

Nicholas Collishaw, ASIA (Aff), AAPI, FAICD
Non-executive Director

Nicholas Collishaw has been involved in property and property funds management for more than 20 years and has extensive experience in commercial, retail and industrial property throughout Australia. He is responsible for the asset and trust management of JFG's property assets and funds. Nicholas has an Associate Diploma in Business (Valuations) from the Sydney Institute of Technology, and a Diploma in Financial Markets from the Securities Institute of Australia. Prior to joining James Fielding Group, Nicholas held senior positions with Deutsche Asset Management, Paladin Australia Limited and Schroders Australia.

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Fees and Expenses

The following tables show fees that may be charged from the Fund. These fees may be deducted from the returns on your investment or from the Fund as a whole. You should read all of the information about fees and charges, as it is important to understand their impact on your investment in the Fund.

The Responsible Entity reserves the right to waive or defer payment of its fees and expenses. Where it does so, the Responsible Entity's fees and expenses will accrue until duly paid.

The fees set out in the tables below do not include GST.

TABLE 1 – SIGNIFICANT FEES

Operational fees

Fee	Amount	How and when paid
Establishment and acquisition fees	James Fielding Advisory Pty Limited will receive an acquisition fee totalling 1.5 per cent of the purchase price of the Resort (\$0.228 million).	The later of the completion date of the acquisition or the completion date of the Offer. This fee is payable by the Fund and forms part of the overall cost of establishing this investment. This fee is not charged against individual applications.
Equity commitment fee	James Fielding Holdings Limited (JFH) will receive an equity commitment fee of 5 per cent of the proceeds of the fund the acquisition of the Resort (\$0.395 million) prior to close of the Offer.	The fee is due and payable when JFH ceases to hold 50 per cent or more of the Units in the Fund.
Brokerage	JFH will pay brokerage from its own equity commitment fee on appropriately stamped application forms from licensed financial planners, advisers and brokers.	When Units are allotted. This payment is not charged against specific investments and is not a cost to investors or to the Fund.
Fees to other areas of the James Fielding Group	James Fielding Capital has provided services in relation to the establishment of the Loan Facility of the Fund and will be paid a fee of 0.1 per cent of the debt raised (\$9,100).	The completion date of the debt raising. This fee is payable by the Fund and forms part of the overall cost of establishing investment in the Resort. This fee is not charged against individual applications.
Entry fee	Nil	There are no fees charged on application in the Fund.
Ongoing fees and charges, or, MER	MER is calculated by dividing the sum of the Responsible Entity fee and the Responsible Entity expense recoveries by the value of the gross assets of the Fund. The Responsible Entity estimates the MER for the Fund (assuming Responsible Entity fee charged in full) to be approximately 1.3 per cent per annum. Refer to Table 2 below for a breakdown of this amount.	As incurred. Please refer to Table 2 below for a breakdown of this amount.
Withdrawal or redemption fee	Nil	There is no redemption or withdrawal option.

Fees payable upon termination of the Fund

Fee	Amount	How and when paid
Termination fee	Nil	
Performance fee	When an Asset of the Fund is sold or the Fund is terminated, JFFM is entitled to 13 per cent of the gross capital profit generated by the Asset after the initial acquisition price (excluding costs and including capital expenditure) is indexed to CPI. In the case of the Palms Village Resort an additional 20 per cent of the gross capital profit will be paid to ATPMH, the Operator of the Resort, to ensure its interests are focussed on maximising strong capital growth from the Resort. Similar arrangements will be sought with other operators in relation to any further Assets acquired by the Fund.	On disposal of the Asset, or expiry of the initial 12 year term of the Fund.

The fees set out in the tables above do not include GST.

TABLE 2 - ONGOING FEES

Fee	Amount	How and when paid
Responsible Entity fee	The Responsible Entity is entitled to an annual management fee of 0.65 per cent of the gross asset value of the Fund (reduced to 0.35 per cent for the first 12 months of the funds operation) commencing from the start of the month following completion of the Offer (pro rata to the time of settlement of the Resort).	Calculated monthly and payable monthly in advance.
Custodian fee	\$12,000 per annum (CPI adjusted) payable by the Fund.	Monthly in arrears.
Expense recoveries	The Responsible Entity is entitled to be reimbursed by the Fund for ordinary costs or expenses properly incurred in establishing and managing the Fund. These include costs and expenses incurred in acquiring, valuing, holding or disposing of investments, listing on any exchange, engaging agents or delegates, issuing Units, amending the Constitution, taxes, establishing and maintaining registers and accounting records, convening and holding meetings, marketing the Fund and preparing legal documents.	These expenses are estimated at approximately 0.50 per cent of the initial gross assets of the Fund (excluding GST) and are assumed to escalate at the forecast CPI per annum allowing for valuation of the Portfolio every three years and at the introduction of IFRS. Some of the expense recoveries may be paid to related parties of the Responsible Entity.
Trailing commissions to advisers	Nil	There are no trailing commissions payable from investor's returns.

The fees set out in the tables above do not include GST.

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Additional Information

THE RESPONSIBLE ENTITY

The Responsible Entity is responsible to Unitholders for operation of the Fund. To protect Unitholders, the law imposes a range of requirements on a Responsible Entity. The Responsible Entity must hold an Australian Financial Services licence, meet minimum standards of net tangible assets and insurance, prepare a compliance plan and ensure that compliance is supervised by its board or a special compliance committee. These requirements are designed to ensure the protection of Unitholders best interests.

The Responsible Entity may retire as responsible entity of the Fund in the circumstances set out in the Corporations Act. Unitholders may also remove the Responsible Entity by following the procedures set out in the Corporations Act.

FUND CONSTITUTION

The rights attaching to Units are set out in the Constitution for JFTPF. These rights are, in certain circumstances regulated by the Corporations Act and the general law.

The Constitution deals with such matters as:

- the powers of the Responsible Entity;
- liability of the Responsible Entity;
- convening, conducting and voting at Unitholder meetings;
- the nature of Units;
- further issues of Units;
- redemption of Units;
- transfer of Units;
- retirement and removal of the Responsible Entity;

- rights of Unitholders to distributions; and
- fees payable and expenses reimbursable to the Responsible Entity.

Under the Constitution Unitholder's liability is limited to the amount of their investment. However investors should be aware that the effectiveness of such a limitation has never been tested before superior courts.

The Constitution has been lodged with the Australian Securities and Investments Commission and is available for inspection. Copies may be obtained free of charge by contacting the Responsible Entity.

LOAN FACILITY

The Fund will enter into a Loan Facility agreement with the National Australia Bank (Bank) for a Loan Facility (Loan Facility) for \$9.120 million which will be drawn down at Settlement of the Resort. The facility will be limited recourse to the assets of JFTPF.

The principal terms of the Loan Facility are:

- (1) The loan amount of \$9,120,000 represents a loan to value ratio of 60 per cent on the Resort (including the Resort's operating business assets and excluding acquisition costs).
The loan to value ratio at any time is not to exceed 60 per cent for the term of the facility.
- (2) Five year term.
- (3) An establishment fee of \$18,200 representing 0.20 per cent of the loan amount is payable upon approval of this Loan Facility.

- (4) Loan Facility payments are interest only during the term of the Loan Facility. Interest will be debited in advance on a quarterly basis. The principal will be repaid on expiry of the Loan Facility.
- (5) Interest will be payable at a floating rate (Bank Bill Swap reference rate (BBSY)) plus the Bank's lending margin provided the loan is not in default. The Responsible Entity intends to enter into an interest rate swap agreement to swap the floating interest rate for a fixed rate on the entire loan amount of \$9,120,000 for a period of between three and seven years.
- (6) Any interest rate management proposed by the Responsible Entity must be acceptable to the Bank.
- (7) The Loan Facility will be secured by a first ranking registered mortgage over the Resort and a fixed and floating charge over the Assets, undertakings and uncalled capital of JFTPF.
- (8) The Loan Facility is also conditional on the following conditions:
 - (a) The Responsible Entity is to provide the Bank with audited year-end and unaudited half year financial statements within 120 days of the balance date.
 - (b) No additional borrowing is allowed without the Bank's consent.
 - (c) Revaluation of the Resort must be undertaken every three years or when the Bank believes there has been a material adverse decline in the Resort's value.
 - (d) Interest cover (and/or cash equivalent) of at least two times the net rental income from the Resort to be achieved.

SUMMARY OF MATERIAL CONTRACTS

Summary of the contract of sale for the Palms

Village Resort

The Responsible Entity, through Trust Company of Australia Limited as Custodian and ATPM have entered into a contract for the acquisition of the Palms Village Resort from the Vendors. Key features of the Contract are:

- **Purchase price** – \$15.2 million for the Resort and business operating assets plus the value of the stock in trade (excluding GST).
- **Deposit** – 5 per cent of the purchase price of the Resort and business operating assets.
- **Settlement** – will be in Darwin on 29 March 2004. Settlement may be deferred to 19 April 2004 at the Fund's discretion.
- **Goods and Services Tax** – the purchase price for the property is quoted net of GST. GST will have minimal impact.
- **Property acquired by the Fund** – the freehold estate and all fixtures and fittings for the Resort. No business operating assets are acquired by the Fund.
- **Property acquired by ATPM** – the business operating assets for the Resort.
- **Encumbrances** – the Resort will be sold free of encumbrance but is subject to registered easements which are uncontroversial.
- **Owner's warranties** – the Vendors are providing warranties that all approvals, consents and licences for the Resort and the conduct of the business in the Resort are valid and subsisting.

The contract for the acquisition of the Resort is dependent upon the Vendors ability to give good title at Settlement including the ability to transfer the business operating assets. The Responsible Entity is entitled to end the contract if the contract for the Resort is not able to be settled by the Vendors.

Summary of the lease with ATPMH

- **Lessee** – Australasian Tourist Park Management Holdings Pty Limited ACN 108 493 198.
- **Term of lease** – 10 years.
- **Right of first refusal** – Lessee has right of first refusal for a further two five years terms.
- **Commencing rental** – the Resort will be leased with a net rent per annum for the first year of the term as specified in Section 4 of this PDS.
- **Rent reviews** – rent reviews are annually by fixed increases of 3.27 per cent with a review to market to occur in the first year of any further term arising out of the first right of refusal.
- **Premises leased** – the whole of the land (including the Lessor's improvements and Lessor's fixtures and fittings) excluding the BP Service Station.

- **Security Guarantee** – there will be a Security Guarantee in place for the term of the lease of 12 months rental plus GST. The Security Guarantee may be reduced to six months once the annual net income to the Operator exceeds annual rental payments and ATPM interest payments to the Fund by 1.5 times.
- **Assignment of lease** – ATPMH may seek an assignment of the lease but any proposed assignee must satisfy the Responsible Entity that it is of equal financial standing to ATPMH and capable of performing the lease terms.
- **Property expenses** – ATPMH is responsible for rates, statutory charges and outgoings. It is responsible for all maintenance and repair costs. It must ensure compliance with laws for the operation of the Resort.
- **Permitted use** – Tourist park.
- **Capital expenditure** – the Lessor is responsible for capital expenditure, should the Lessee seek capital improvement to the Resort, the Lessor may do so on the basis the Lessee pays a return to the Lessor of 10.5 per cent of the capital expended.
- **Insurance** – ATPMH must carry public liability, property damage, plate glass insurance and workers compensation cover satisfactory to the Lessor.
- **Performance fee** – when a property of the Fund is sold or the Fund is terminated, JFFM is entitled to 13 per cent of the gross capital profit generated by the Asset after the initial acquisition price (excluding costs and including capital expenditure) is indexed to CPI. In the case of the Palms Village Resort, an additional 20 per cent of gross capital profit will be paid to ATPMH, the Operator of the Resort, to ensure its interests are focussed on maximising strong capital growth from the Resort. Similar arrangements will be sought with other operators in relation to any further Assets acquired by the Fund.

Summary of the Loan to ATPM

The Responsible Entity intends to enter into a loan facility agreement to lend ATPM the amount of \$1.1 million to enable ATPM to acquire the business operating assets of the Resort. The loan facility will be drawn down by ATPM at Settlement of the Resort.

The principal terms of this loan facility are:

- **Borrower** – Australian Tourist Park Management Pty Limited ACN 108 265 363.
- **Loan type** – Interest only.
- **Amount** – \$1,066,000
- **Term** – 10 years. Should ATPMH take a further lease term, the loan to ATPM will be extended in line with the ATPMH lease.
- **Interest rate** – 10.5 per cent per annum.
- **Interest amount** – \$111,901 per annum payable monthly and in advance.
- **Security** – Second ranking fixed and floating charge over the assets, undertakings and uncalled capital of ATPM.
- **Security Guarantee** – A Security Guarantee from ATPM will be provided to cover ATPM's interest obligations on the same terms as the ATPMH Security Guarantee.
- **Licensing rights** – ATPM may license the use of the business operating assets to ATPMH. Any license will be co-terminus with the loan.
- **Maintenance of assets** – At the end of the loan the Fund is entitled to the principal of the loan or the business operating assets to be returned in a similar condition as at the purchase date of the assets.
- **Cross-default** – In the event of default of the lease to ATPMH the loan to ATPM will also terminate and vice versa.
- **Termination** – Should the lease to ATPMH terminate, the loan to ATPM will also terminate and become repayable immediately.

Summary of the lease with URE Management Services Pty Limited

- **Lessee** – URE Management Services Pty Limited ABN 95 077 950 175.
- **Term of lease** – 12 years. Commencing on 30 December 2002.
- **Options** – there are no option periods for this lease.
- **Rental** – the current passing rental is \$350,000 per annum.
- **Rent reviews** – rent reviews are annually at 5.00 per cent.
- **Assignment of lease** – the Lessee can only assign, transfer, sublet, lease or part with possession of the premises or part of the premises with the consent of the Lessor.

- **Property expenses** – URE is responsible for all operating expenses and 50 per cent of rates and taxes levied against the land.
- **Permitted use** – service station, shop and restaurant.
- **Capital expenditure** – The Lessor is responsible for the payment of structural or any capital improvement expenditure.
- **Insurance** – the Lessee must take out and maintain an insurance policy in compliance with NT workers compensation legislation, public risk insurance for \$20,000,000 and plate glass for its replacement value.

Summary of JFH Subscription Agreement

In order to fund Settlement of the acquisition of the Resort, James Fielding Holdings Limited, a related body corporate of the Responsible Entity will subscribe for Units in the Fund equal to approximately \$7.900 million less the number of Units subscribed for under the Offer prior to such Settlement. James Fielding Holdings Limited will receive a fee of five per cent of the total commitment amount (\$0.395 million).

Units issued to JFH pursuant to this agreement will be issued at the Offer Price and will be of a separate class (JFH Units). These JFH Units will rank equally with other JFTPF Units except as follows.

The proceeds of the Offer and any subsequent offers will be used to redeem the JFH Units at a price equal to the issue price of Units under the relevant Offer. Non JFH Units will not be entitled to participate in that redemption. JFH Units will rank with ordinary Units for distributions for the distribution period in which they are redeemed according to the number of days they have been on issue during the relevant period.

INSPECTION OF DOCUMENTS

The following documents are available for inspection during normal business hours at the registered office of the Responsible Entity:

- this PDS;
- the Constitution;
- the valuation report prepared by the Valuer; and
- JFG Annual Report for the financial year ended 30 June 2003 and Half-Year Report for the six months to 31 December 2003.

The Responsible Entity will provide a copy of any of these documents free of charge to any person who asks for them during the Offer Period. To request a copy of any of the above documents call 1800 333 704.

REPORTING

As an investor in the Fund, you will receive the reports listed in the Key Features table on page 5. In addition, the Fund may be subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Fund may be obtained from or inspected at an ASIC office. This includes annual financial reports, or continuous disclosure notices lodged with ASIC.

IDPS AND IDPS-LIKE INVESTORS

JFFM authorises the use of this PDS as disclosure to clients of investor directed portfolio services (IDPS) and IDPS-like services. Investors gaining exposure to the Fund through IDPS or IDPS-like services are indirect investors and will not themselves become Unitholders in the Fund. Instead, the operator of the service will be the investor and will have the rights of a Unitholder. Some provisions of Constitution are not relevant to indirect investors, for example, the right to vote at Unitholder meetings.

COMPLIANCE PLAN

The Responsible Entity has established and lodged with ASIC a compliance plan for JFTPF, which is monitored by a compliance committee. The compliance plan addresses compliance laws, regulations and the Responsible Entity's ethical standards and comprises structural, operational and maintenance elements.

Matters covered by the compliance plan include procedures for applications, distributions, monitoring of adherence to the Corporations Act and the Constitution, audits, fees, related party transactions, conflicts of interest and disclosure and reporting requirements.

DIRECTORS INTERESTS AND BENEFITS

Other than as set out below or elsewhere in this PDS, no director or proposed director of JFFM, and no firm in which a director or proposed director of JFFM is a partner, holds, or has held at any time during the last two years before the date of this PDS, any interest in:

- the formation or promotion of JFTPF;
- any property acquired or proposed to be acquired by JFTPF in connection with its formation or promotion or in connection with the Offer; or
- the Offer;

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any director or proposed director of JFFM:

- to induce them to become, or to qualify them as, a director; or
- for services rendered by them in connection with the formation or promotion of JFTPF or in connection with the Offer.

No director of JFFM at the date of this PDS has any interest in any securities of JFTPF; however the directors of JFFM may acquire Units under the Offer.

INTERESTS OF OTHER PERSONS

Other than as set out below or elsewhere in this PDS, no person named in this PDS as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this PDS, and no promoter of JFFM or stockbroker to the Offer holds, or held at any time during the last two years before the date of this PDS, any interest in:

- the formation or promotion of JFTPF;
- any property acquired or proposed to be acquired by JFTPF in connection with its formation or promotion or in connection with the Offer; or
- the Offer;

and no amounts have been paid or agreed to be paid and no benefit has been given or agreed to be given to any of these persons for services rendered by them in connection with the formation or promotion of JFTPF or in connection with the Offer.

PricewaterhouseCoopers Securities Ltd and PricewaterhouseCoopers has prepared the Investigating Accountant's Report and the Tax Expert's Letter in Sections 9 and 10 respectively and reviewed the financial information in Section 5 in respect of which it will receive an estimated amount of \$65,000 (excluding GST).

Colliers International (NT) has valued the land and infrastructure of the Resort and provided the summary of its Valuer's Report contained in Section 7 in respect of which it will receive an estimated amount of \$10,800 (excluding GST and disbursements).

Davis Langdon Australia has valued the business operating assets of the Resort and provided the summary of its Quantity Surveyors Report contained in Section 8 in respect of which it will receive an estimated amount of \$8,000 (excluding GST and disbursements).

Blake Dawson Waldron has advised the Responsible Entity in relation to the formation of JFTPF and the Offer in respect of which it will receive an estimated amount of \$50,000 (excluding GST and disbursements).

Trust Company of Australia will be entitled to receive a fee of \$12,000 per annum (excluding GST) for acting as custodian of JFTPF.

EXPENSES OF THE OFFER

The total expenses of the Offer payable by JFFM out of the assets of JFTPF are estimated at approximately \$0.667 million (excluding GST). These expenses include commissions, investigating accountant's fees, legal fees, printing, advertising and other miscellaneous expenses.

THIRD PARTY CONSENTS

Each of the parties referred to in this section does not make, or purport to make, any statement in this PDS other than as expressly specified in this Section and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this PDS other than the reference to its name and the statements included in this PDS with the consent of that party as specified in this section.

PricewaterhouseCoopers Securities Ltd and PricewaterhouseCoopers has given and, at the date of this PDS, not withdrawn its consent to the inclusion of its Investigating Accountant's Report and Tax Expert's Letter in Sections 9 and 10 respectively in the form and context in which they are included.

Colliers International (NT) has given and, at the date of this PDS, not withdrawn its consent to the inclusion of references to its valuation in Sections 4 and 7 and the summary of its Valuer's Report in Section 7 in the form and context in which they appear.

Davis Langdon Australia has given and, at the date of this PDS, not withdrawn its consent to the inclusion of references to its valuation in Sections 4 and 8 and the summary of its Quantity Surveyors Report in Section 8 in the form and context in which they appear.

Australasian Tourist Park Management Pty Limited has given and, at the date of this PDS, not withdrawn its consent to the inclusion of information in this PDS relating to it in the form and context in which they are included.

LABOUR STANDARDS OR ENVIRONMENTAL, SOCIAL OR ETHICAL CONSIDERATIONS

The Responsible Entity aims to maximise capital returns to investors and does not directly take into account labour standards or environmental, social or ethical considerations for the purpose of selecting, retaining or realising investments for the Fund. However, they are relevant to our assessment of investments where poor labour standards or activities that are considered environmentally, socially, or ethically unacceptable may adversely affect the sustainability and profitability of an investment.

NO COOLING-OFF PERIOD

As JFTPF is illiquid, no cooling-off period applies for investments in the Fund.

COMPLAINTS HANDLING

We have procedures in place for handling investor complaints. These are set out on our website at www.jamesfielding.com.au. Alternatively, please contact us by calling (02) 9274 7700.

PRIVACY STATEMENT

In completing the application form to invest in JFTPF, you provide the Responsible Entity with your contact details (name, address and phone numbers). We use this information to establish and manage that investment for you.

We may also use such information to forward to you, from time to time, details of other investment opportunities available from the Responsible Entity or any member of JFG. However, if you request, no information of that nature will be sent to you.

Under Australia's National Privacy Principles, you may access personal information about you held by us except in limited circumstances, and let us know if you think the information is inaccurate, incomplete or out of date. You can also tell us at any time not to pass on your personal information by advising us in writing.

If you do not provide us with your contact details and other information we may not be able to effect your investment. The consequences of not providing your tax file number are described in the taxation information in this PDS.

Under various superannuation and tax laws we may be obliged to pass certain information on to other organisations including the Australian Tax Office.

James Fielding Group's Privacy Policy sets out the policies on management of personal information. Please contact us if you would like information about, or a copy of, our Privacy Policy.

If you have any complaints, please contact us by calling (02) 9274 7700. To find out more about your rights and remedies for breaches of privacy, you can visit the Privacy Commissioner's web site at www.privacy.gov.au or contact the Privacy Commissioner's hotline on 1300 363 992.

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Glossary

Assets	Tourist parks owned by the Fund
ABS	Australian Bureau of Statistics
ASIC	Australian Securities and Investments Commission
ASX	Australian Stock Exchange Limited ABN 98 008 624 691
ATPM or Borrower	Australasian Tourist Park Management Pty Limited ACN 108 265 363
ATPMH or Lessee or Operator	Australasian Tourist Park Management Holdings Pty Limited ACN 108 493 198
ATPMH Group	The combined entities Australasian Tourist Park Management Holdings Pty Limited ACN 108 493 198 and Australasian Tourist Park Management Pty Limited ACN 108 265 363
Bank	National Australia Bank Limited ABN 12 004 044 937
Constitution	Constitution of the Fund dated 2 March 2004
Custodian or Lessor	Trust Company of Australia Limited ABN 59 004 027 749
Custody Agreement	The custody agreement between JFFM and the Custodian
Forecast Period	The period to 30 June 2008
Gearing	Total borrowings as a percentage of non-current assets
GST	Goods and Services Tax
IAS40	International Accounting Standard: Investment Property
IAS39	International Accounting Standard: Financial Instruments: Recognition & Measurement
IFRS	International Financial Reporting Standards
JFTPF or Fund	James Fielding Tourist Park Fund ARSN 108 243 947
JFG or James Fielding Group	James Fielding Group, the economic entity formed by the stapling of shares in JFH with units in James Fielding Trust
JFH	James Fielding Holdings Limited ABN 39 093 200 965
JFH Units	Units in the Fund issued to JFH in accordance with the Subscription Agreement
JFFM or Responsible Entity	James Fielding Funds Management Limited ABN 78 067 417 663
Loan Facility	The loan between JFFM and the Bank as described in Section 14
MER	Management Expense Ratio
NTA	Net Tangible Assets
Offer	The offer of Units made under the PDS
Offer Period	The period from the time the Offer opens to the time the Offer closes
Offer Price	\$1.00 per unit
PDS	This Product Disclosure Statement
Portfolio	Tourist parks owned by the Fund
Quantity Surveyor	Davis Langdon Australia ABN 40 008 657 289
Registry	Computershare Investor Services Pty Limited ABN 48 078 279 277
Resort or Initial Property	The Palms Village Resort and adjoining BP Service Station
Security Guarantee	The guarantees that will be applied to ATPM's obligations in the event of default under the lease or ATPM's obligations in the event of default under the loan
Settlement	The date on which the acquisition of the Resort is expected to take place being 29 March 2004. Settlement may be deferred to 19 April 2004 at the Fund's discretion
Subscription Agreement	Agreement between JFFM and JFH under which JFH has the right (but not the obligation) to subscribe for shortfall Units in JFTPF
TFN	Tax File Number
Unit	Units in the Fund issued under the Offer
Unitholder	A registered holder of a Unit in JFTPF
URE or Lessee	URE Management Services Pty Limited ABN 95 077 950 175
Valuer	Colliers International (NT) ABN 13 043 620 699
Vendors	Teldive Pty Limited ACN 089 186 774; Crymere Pty Limited ACN 087 674 299; Kelly Operations Nominees Pty Limited ACN 087 656 148 and Walkington Operations Pty Limited ACN 087 656 237; Nesfall Pty Limited ACN 089 212 555; Loasung Pty Limited ACN 087 559 331 Kelly Property Nominees Pty Limited ACN 087 656 179; and Walkington Property Nominees Pty Limited ACN 087 656 193



James Fielding Tourist Park Fund

ARSN 108 243 947

Broker reference stamp only

Broker Code

Adviser Code

APPLICATION FORM

THE OFFER CLOSSES AT 5.00 PM ON 24 May 2004, SUBJECT TO CHANGE.

The Product Disclosure Statement for the James Fielding Tourist Park Fund dated 29 March 2004 (PDS) to which this application form relates, provides information about investing in the James Fielding Tourist Park Fund (JFTPF). While the PDS is current, James Fielding Funds Management Limited will send paper copies of the PDS, any supplementary documents and this application form on request without charge. A person who gives another person access to this application form must at the same time give the other person access to the PDS and any supplementary or updating document.

A I/We apply for No. of Units applied for at Offer Price per Unit **A\$1.00** **B** Total amount payable **A\$**

Minimum of 10,000 and then multiples of 1,000 on the terms and conditions set out in the PDS

C Complete full name details

Name of Applicant 1

Name of Applicant 2 or <Account name>

Name of Applicant 3 or <Account name>

D Complete postal address

Address

Suburb/Town State Postcode

E Date of Birth

Applicant 1 Applicant 2 Applicant 3

F Tax file number, Australian business number or exemption

TFN of Applicant 1 TFN of Applicant 2 Exemption category

ABN of Applicant 1 ABN of Applicant 2

G Email address

H Direct payment of distributions

I/We elect to have distributions directly credited to the account detailed below

Name(s) the account is held in (must be no more than 30 characters)

BSB number of financial institution (must be 6 numbers) - Account Number (must be no more than 9 numbers and must be numbers only and not letters)

Name and address of Financial Institution

Important Note: where your request for direct credit cannot be processed you will be paid by cheque

I Cheque payment details

Please fill out your cheque details and make your cheque payable to: Trust Company of Australia Limited – JFTPF Applications Account

Name of drawer of cheque	Cheque No.	BSB No.	Account No.	Amount A\$
<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="text"/>
Total amount enclosed				A\$

J Contact name

Contact phone numbers

Contact phone number – daytime Contact phone number – after hours

THIS APPLICATION FORM CAN ONLY BE USED FOR UNITS IN THE JAMES FIELDING TOURIST PARK FUND

K Declaration

I/we declare that this application is completed according to the declaration/acknowledgement below and agree to be bound by the Constitution of the James Fielding Tourist Park Fund (as amended from time to time). Returning the application form with your cheque for the application monies will constitute your offer to subscribe for Units in the James Fielding Tourist Park Fund contained in the PDS.

NO SIGNATURE REQUIRED

You should read the PDS before completing this application form.

HOW TO COMPLETE THE APPLICATION FORM

Please complete all relevant sections of the application form in **BLOCK LETTERS** using black or blue ink.

- A** Enter the number of James Fielding Tourist Park Fund Units you wish to apply for. Applications must be for the minimum of 10,000 Units and thereafter in multiples of 1,000 Units.
- B** Enter the total amount of application money payable. This must be for a minimum of A\$10,000.
- C** Enter the **Full name/s and Title/s** of all legal entities that are to be recorded as the registered Unitholder/s. Refer to the name standards below for guidance on valid registrations.
Put the name(s) of any joint applicant(s) and/or account description using <> as indicated below in designated space(s) on the Application.
- D** Enter the **Postal address** for all communications from James Fielding Tourist Park Fund. Only one address can be recorded.
- E** Enter your **Date of birth** for individual and joint holdings.
- F** Enter the **Tax File Number/s (TFN), Australian Business Number/s (ABN) or Exemption** category. For joint applications, two TFNs are required. Collection of TFNs is authorised by taxation law. Quotation of your TFN is not compulsory. Please note however, if you do not quote TFN or relevant exemption, tax will be deducted at the highest marginal rate (plus Medicare Levy).
- G** Enter your **email address**. Provision of your email address will be taken as confirmation that you agree it can be used to communicate other matters to you regarding your investment and the JFTPF.
- H** If you wish to have your **distributions** paid directly into an account at a financial institution instead of by cheque, please complete this section. If you are in doubt as to the details of your account, please contact your financial institution. Where your request for direct credit cannot be processed, you will be paid by cheque.
- I** Ensure your cheque(s) are made payable to Trust Company of Australia Limited – JFTPF Applications Account. Please complete the **cheque payment details** in the boxes provided.

Pin (do not staple) the cheque to the application and return in the reply paid envelope or to:

**James Fielding Tourist Park Fund Offer
Computershare Investor Services Pty Limited
PO Box 7115
Sydney NSW 2000**

Applications for the Offer must be received by 5.00 pm 24 May 2004, subject to change.

It is important to note, that cheques for the Offer may be processed on the day they are received and as such sufficient cleared funds must be held in your account as cheques returned unpaid may not be re-presented and may result in your application being rejected.

- J** Enter your **name** and a **contact phone number** where you can be readily contacted. This will assist if there are any queries regarding this application.
- K** By completing and submitting this application form the Applicant (or its attorney) will be taken to have acknowledged that:
- this application is for Units in the James Fielding Tourist Park Fund upon and subject to the terms of the PDS;
 - James Fielding Funds Management Limited will not be obliged to return any application monies to the Applicant prior to the allotment date in connection with this Offer, even if requested to do so by the Applicant and will, subject to the requirements of the Corporations Act 2001 (Cth), be permitted to apply all or any part of the application monies towards the applicant's offer to subscribe for Units in accordance with the PDS and this application form;
 - James Fielding Funds Management Limited reserves the right to refuse applications for Units in whole or in part at its discretion; and
 - None of James Fielding Funds Management Limited, its directors or associates, guarantees the repayment of capital or the performance of the James Fielding Tourist Park Fund.

For further enquires telephone 1800 333 704

TYPE OF INVESTOR	CORRECT FORM OF REGISTRABLE TITLE	INCORRECT FORM OF REGISTRABLE TITLE
Individual Use given name in full, not initials	John Alfred Smith	J A Smith
Company Use company title, not abbreviations	ABC Pty Ltd	ABC P/L; or ABC Co
Trusts Use trustee(s) personal name(s), do not use the name of the trust	Sue Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased estates Use executor(s) personal name(s), do not use the name of the deceased	Jane Smith <Est John Smith A/C>	Estate of late John Smith
Partnership Use partners' personal names, do not use the name of the partnership	John Smith and Michael Smith <John Smith and Son A/C>	John Smith & Son
Clubs/Incorporated Bodies/ Business names Use office bearer(s) personal name(s), do not use the name of the club etc	Michael Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation funds Use the name of the trustee of the fund, do not use the name of the fund	Jane Smith Pty Ltd <Super Fund A/C>	James Smith Pty Ltd Superannuation Fund

DIRECTORY

RESPONSIBLE ENTITY

James Fielding Funds Management Limited
Level 22 56 Pitt Street
Sydney NSW 2000
Phone (02) 9274 7700
Fax (02) 9274 7750

DIRECTORS OF THE RESPONSIBLE ENTITY

James A.C. MacKenzie, B Bus FCA
Chairman

Gregory J. Paramor, FAPI
Managing Director

Nicholas R. Collishaw, ASIA (Aff), AAPI, FAICD
Executive Director – Head of Property

James T. Dominguez, CBE, AM
Non-executive Director

John C. Elvy, FAPI
Non-executive Director

Robert T. Summerton, Solicitor
Non-executive Director

Richard W. Turner FCA, BEc
Non-executive Director

CUSTODIAN

Trust Company of Australia Limited
ABN 59 004 027 749
Level 4 36 Clarence Street
Sydney NSW 2000

INVESTIGATING ACCOUNTANT

PricewaterhouseCoopers Securities Ltd
ABN 54 003 311 617
Darling Park Tower 2
201 Sussex Street
Sydney NSW 2000

TAXATION ADVISER

PricewaterhouseCoopers
ABN 52 780 433 757
Darling Park Tower 2
201 Sussex Street
Sydney NSW 2000

REGISTRY

Computershare Investor Services Pty Limited
ABN 48 078 279 277
Level 3 60 Carrington Street
Sydney NSW 2000

SOLICITORS FOR THE RESPONSIBLE ENTITY

Blake Dawson Waldron
ABN 75 304 286 095
Level 41 Grosvenor Place
225 George Street
Sydney NSW 2000

Investor Enquiries Freecall 1800 333 704



**JAMES
FIELDING
DIRECT**