

ASX ANNOUNCEMENT

7 December 2012

REAL ESTATE CAPITAL PARTNERS USA PROPERTY TRUST

ASX CODE: RCU ARSN 114 494 503

SUPPLEMENT TO THE NOTICE OF MEETING AND EXPLANATORY MEMORANDUM: INCREASED ESTIMATED INITIAL DISTRIBUTION

Real Estate Capital Partners Managed Investments Limited (ACN 115 913 810) (**Responsible Entity**), the responsible entity for RCU, refers to the Explanatory Memorandum and Notice of Meeting dated 27 November 2012 (**Explanatory Memorandum**). Unless the contrary intention appears, capitalised terms in this announcement have the meaning given in the Explanatory Memorandum.

The Explanatory Memorandum refers to an estimated initial distribution ("Distribution") of A\$0.555 per Unit, expected to be made in late January 2013 if the Resolution is passed at the Meeting.

The Responsible Entity now announces that the Distribution is now estimated to be the Australian currency equivalent of US\$0.580 per Unit. Based on the same A\$/US\$ exchange rate referred to in the Explanatory Memorandum (of \$1.0376 on 31 October 2012), this is an increase in the estimated Distribution to A\$0.559.

The amount of the Distribution is subject to the risks outlined on page 14 of the Explanatory Memorandum (see the answer to the question "Are there risks to the amount of the Distribution being paid and the timing when I will receive the Distribution?").

On the basis of the revision to the estimated Distribution set out in this announcement, Acorn Capital, Regal Funds Management and Intelligent Investor have all confirmed they intend to vote in favour of the Resolution in the absence of a superior proposal. -Based on their respective latest substantial holder notices or other information provided by them, these investors and their associates have a cumulative relevant interest in 26.84% of RCU Units.

The increase in the estimated Distribution results from Macquarie Capital and Real Estate Capital Partners Management Pty Limited , the former investment manager of RCU and RCU Services Inc., the former US Manager having agreed to defer their respective fees from the Proposal until Unitholders receive US\$0.580 per unit converted to Australian currency (Target US\$ Distribution) or a lower amount if there are any expenses (or new provisions for expenses) incurred or made before the date the Distribution is paid which are both:

- not in the ordinary course of the winding up of a trust with investments in US real estate;
 and
- not included in the estimate of wind-up and implementation costs referred to in section 7.5 of the Explanatory Memorandum.



If any such expenses (or provisions for expenses) are incurred before the Distribution is paid, then the Target US\$ Distribution will be reduced by the amount of the relevant expense.

As a consequence, if there is any unanticipated corporate action, litigation, cost or claim which is not in the ordinary course of a winding-up and which leads to additional expenses (or provisions for expenses) prior to payment of the Distribution, then the estimated Distribution would be reduced by the amount of that expense.

All references to the estimated amount of the "Distribution" in the Explanatory Memorandum should now be read as a reference to A\$0.559 (being US\$0.580 converted into Australian dollars at the exchange rate on 31 October 2012).

A copy of this announcement will be mailed to all Unitholders shortly. If you have already submitted a Proxy Form and, on the basis of this announcement, would like to cancel your Proxy Form and/or submit a new form, please contact the Unitholder Information Line on 1800 821 492 or if outside Australia, +61 2 8256 3384.

For more information, please contact the Responsible Entity:

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