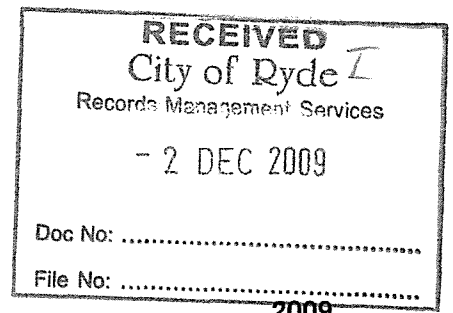


**WEST RYDE PRECINCT PROJECT VPA
DEED OF ASSIGNMENT**



DEED DATED

1 DECEMBER

PARTIES

1. **COUNCIL OF THE CITY OF RYDE ABN 81 621 292 610** of 1 Devlin Street, Ryde, New South Wales (**Council**).
2. **REMO WEST RYDE PTY LIMITED ACN 119 722 128** of 10 Regatta Road, Five Dock, New South Wales (**Developer**).
3. **COLES GROUP PROPERTY DEVELOPMENTS LTD ACN 004 428 326** of 800 Toorak Road Tooronga Victoria (**Coles**)

BACKGROUND

- A. The Developer entered into a voluntary planning agreement ("**VPA**") with Council on 23 November 2007 concerning, amongst other things, development of land within the West Ryde Precinct ("**Land**").
- B. Under VPA clause 17, Council will permit an assignment of the Developer's interests under the VPA to a third party that is approved by Council and enters into a deed of assignment in accordance with VPA clause 17.
- C. The Council will permit an assignment of the VPA to Coles in accordance with the terms of this deed.

OPERATIVE PROVISIONS


1. On and from the date of this deed:
 - (a) the Developer assigns its rights under the VPA to Coles but the Developer shall continue to abide by the terms and conditions of the VPA so long as it is acting as the Developer under the Development Deed;
 - (b) Coles assumes the Developer's obligations under the VPA whether arising before or after the date of this deed; and
 - (c) Council consents to the assignment.

2. Counterparts

This deed may be executed in any number of counterparts. All counterparts constitute one document.

EXECUTED as a deed

SIGNED FOR AND ON BEHALF OF THE CITY OF RYDE by its authorised officer in the presence of:



Signature of Witness

JOE STRAT

Name of Witness

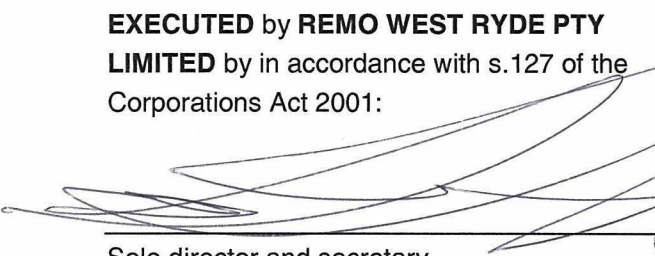


Signature of Authorised Officer

Ken Philip Woodbury

Name and position of Authorised Officer

EXECUTED by **REMO WEST RYDE PTY LIMITED** by in accordance with s.127 of the Corporations Act 2001:



Sole director and secretary

Carmelo Adrian Mastronardo

Full Name of Signatory

EXECUTED by **COLES GROUP PROPERTY DEVELOPMENTS LTD** by two Directors or a Director and Secretary in accordance with s.127 of the Corporations Act 2001:



Signature of Director

TIMOTHY DAVID BOYCE
Director

Full Name of Signatory



Signature of Director/Secretary

A.D. BUFFIN

Full Name of Signatory