Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme: Commonwealth Property Office Fund (***CPA***)

ACN/ARSN: 086 029 736

1. Details of substantial holder (1)

Name: GPT Management Holdings Limited (***GPT***) and each of its related bodies corporate

ACN/ARSN (if applicable): 113 510 188

The holder ceased to be a substantial holder on: 24/02/2014

The previous notice was given to the company on: 28/01/2014

The previous notice was dated: 28/01/2014

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
24/02/2014	GPT	Disposal of a relevant interest under section 608(1)(3) of the Corporations Act 2001 (Cth) (the ***Corporations Act***) in Ordinary Fully Paid Units of CPA, as a consequence of the lapse of rights under a Pre-Bid Agreement dated 18/11/2013 between Morgan Stanley Investment Company and GPT.	Not applicable.	Ordinary Fully Paid Units: 92,136,576	92,136,576
24/02/2014	GPT	Disposal of a relevant interest under section 608(1)(3) of the Corporations Act in Ordinary Fully Paid Units of CPA, as a consequence of the lapse of rights under a Pre-Bid Agreement dated 18/11/2013 between SG Hiscock & Company Limited and GPT.	Not applicable.	Ordinary Fully Paid Units: 59,574,215	59,574,215
24/02/2014	GPT	Disposal of an interest in Ordinary Fully Paid Units of CPA, as a consequence of the lapse of rights under a Pre-Bid Agreement dated 02/12/2013 between Gruss Global Investors Master Fund, Ltd., Gruss Global Investors Master Fund (Enhanced), Ltd and GPT.	Not applicable.	Ordinary Fully Paid Units: 35,384,502	35,384,502

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not applicable	Not applicable

4. Addresses

The addresses of persons named in this form are as follows:

Name	Address
GPT and its related bodies corporate	Level 51, MLC Centre, 19 Martin Place, Sydney NSW 2000

Signature

print name	James Coyne	capacity	Company Secretary
sign here		date	24/02/2014

DIRECTIONS

(1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 4 of the form.

(2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

(3) See the definition of "associate" in section 9 of the Corporations Act 2001.

(4) Include details of:

(a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and

(b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

(5) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

(6) The voting shares of a company constitute one class unless divided into separate classes.

(7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.