



5 February 2007

The Manager
Companies Section
Australian Stock Exchange Limited

The Manager
Companies Section
New Zealand Stock Exchange Limited

Pages: Nine (9) pages

Dear Sir

**Stock Exchange Announcement
Notice of Change of Interests of Substantial Holder**

We enclose under subsection 671B Notice of Change of Interests of Substantial Holder in Sundowner Motor Inns Limited.

This notice is given by Lend Lease Corporation Limited and each of its subsidiaries named in Annexure A to this notice.

Yours faithfully
LEND LEASE CORPORATION LIMITED

A handwritten signature in dark ink, appearing to read 'S. Sharpe', is written over a horizontal line.

S J SHARPE
Company Secretary

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Sundowner Motor Inns Limited (**Sundowner**)

ACN/ARSN 078 847 784

1. Details of substantial holder (1)

Name Lend Lease Corporation Limited (ACN 000 226 228) (**LLC**) and its related bodies corporate listed in Annexure "A" and which includes Lease Funds Management Limited (ABN 94 000 335 473) (**LLFM**) as trustee of the LLREP2 Motor Inns Trust (together the **Lend Lease Group**)

There was a change in the interests of the substantial holder on See Annexure B

The previous notice was given to the company on 2 February 2007

The previous notice was dated 2 February 2007

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary shares	132,961,253	74.2% (based on 179,198,669 ordinary shares)	137,592,855	76.78% (based on 179,198,669 ordinary shares)

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate 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:

Dates of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
See Annexure B	LLFM as trustee of the LLREP2 Motor Inns Trust	Acquisition of relevant interests in ordinary shares in Sundowner as a result of acceptances of takeover offer made by LLFM dated 15 January 2007 which are included in its bidder's statement dated 22 December 2007 (the Offer).	\$0.29 combined payment for each Sundowner ordinary share, subject to the terms of the Offer	See Annexure B	See Annexure B
As above	LLC	Relevant interest under section 608(3)(b) of the Corporations Act 2001, being a relevant interest held through a body corporate (LLFM) that LLC controls. LLC is not entitled to be registered as the holder of the shares and its ability to vote or dispose of the shares is qualified accordingly.	As above	As above	As above

As above	Other members of the Lend Lease Group	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth). No other member of the Lend Lease Group is a registered holder of the ordinary shares (or is entitled to be the registered holder of the ordinary shares) and the ability of each other member of the Lend Lease Group to vote or dispose of the ordinary shares is qualified accordingly.	As above	As above	As above
As above	Lend Lease Real Estate Investments Limited (LLREI) as trustee of the Lend Lease Real Estate Partners 2 Trust	Relevant interest under section 608(1) and (2) of the Corporations Act 2001. The relevant interest arises as a result of LLREP2 Motor Inns Trust (LLFM as trustee), being a wholly owned sub-trust of Lend Lease Real Estate Partners 2 Trust (LLREI as trustee). The power of the LLREI to vote or dispose of the shares is qualified since LLREI is not entitled to be registered as the holder of any of the shares disclosed in this notice.	As above	As above	As above
As above	Private Syndicate Pty Ltd as trustee of Alternative Investment Private Syndicate (PSPL)	Relevant interest under section 608(1), (2) and (3) of the Corporations Act 2001, being a relevant interest held through a managed investment scheme (Lend Lease Real Estate Partners 2 Trust - LLREI as trustee) being above 20%. The relevant interest arises as a result of LLREP2 Motor Inns Trust (LLFM as trustee), being a wholly owned sub-trust of Lend Lease Real Estate Partners 2 Trust (LLREI as trustee). The power of PSPL to vote or dispose of the shares is qualified since PSPL is not entitled to be registered as the holder of any of the shares disclosed in this notice.	As above	As above	As above

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
LLFM as trustee of the LLREP2 Motor Inns Trust	Various offerees who have accepted the Offer	Subject to the terms of the Offer, LLFM	Relevant interest pursuant to acceptances of the Offer. The Sundowner ordinary shares which are the subject of the acceptances have not yet been transferred into the name of LLFM as trustee of the LLREP2 Motor Inns Trust. The power of LLFM to vote or dispose of the Sundowner ordinary shares that are the subject of acceptances of the Offers is qualified since the Offer has not been declared unconditional and it is not presently registered as the holder of the Sundowner ordinary shares.	137,592,855 ordinary shares [Note: This number includes the Copulos interest and a proportion of the Dugreen interest disclosed below]	76.78% [Note: This percentage includes the Copulos interest and a proportion of the Dugreen interest disclosed below.]
	LLFM	LLFM	Relevant interest under section 608(1) of the Corporations Act 2001, being a relevant interest arising through LLFM being the registered holder of ordinary shares (LLFM personal interest).	100 ordinary shares	Fraction of 1%
	Copulos Superannuation Pty Limited (Copulos)	Copulos Superannuation Pty Limited	Relevant interest under section 608(1) and section 608(8) of the Corporations Act 2001 as a result of entering into agreements relating to ordinary shares in Sundowner (Copulos interest). The power of LLFM to vote or dispose of the ordinary shares that are the subject of the agreements is qualified since LLFM is not presently registered as the holder of these shares (see LLFM's Form 603 dated 22 December 2006 for copies of the relevant agreement).	26,879,800 ordinary shares	15%
	Dugreen Pty Limited (Dugreen)	Dugreen Pty Limited	Relevant interest under section 608(1) and section 608(8) of the Corporations Act 2001 as a result of entering into agreements relating to ordinary shares in Sundowner (Dugreen interest). The power of LLFM to vote or dispose of the ordinary shares that are the subject of the agreements is qualified since LLFM is not presently registered as the holder of these shares (see LLFM's Form 603 dated 22 December 2006 for copies of the relevant agreement).	8,780,735 ordinary shares	4.9%

LLC	As above	As above	Relevant interest under section 608(3)(b) of the Corporations Act 2001, being a relevant interest held through a body corporate (LLFM) that LLC controls. LLC is not entitled to be registered as the holder of the shares and its ability to vote or dispose of the shares is qualified accordingly.	As above	As above
Other members of the Lend Lease Group	As above	As above	Relevant interest under section 608(3) of the Corporations Act 2001 (Cth). No other member of the Lend Lease Group is a registered holder of the ordinary shares (or is entitled to be the registered holder of the ordinary shares) and the ability of each other member of the Lend Lease Group to vote or dispose of the ordinary shares is qualified accordingly.	As above	As above
Lend Lease Real Estate Investments Limited (LLREI) as trustee of the Lend Lease Real Estate Partners 2 Trust	As above	As above	Relevant interest under section 608(1) and (2) of the Corporations Act 2001. The relevant interest arises as a result of LLREP2 Motor Inns Trust (LLFM as trustee), being a wholly owned sub-trust of Lend Lease Real Estate Partners 2 Trust (LLREI as trustee). The power of the LLREI to vote or dispose of the shares is qualified since LLREI is not entitled to be registered as the holder of any of the shares disclosed in this notice.	As above	As above
Private Syndicate Pty Ltd as trustee of Alternative Investment Private Syndicate (PSPL)	As above	As above	Relevant interest under section 608(1), (2) and (3) of the Corporations Act 2001, being a relevant interest held through a managed investment scheme (Lend Lease Real Estate Partners 2 Trust - LLREI as trustee) being above 20%. The relevant interest arises as a result of LLREP2 Motor Inns Trust (LLFM as trustee), being a wholly owned sub-trust of Lend Lease Real Estate Partners 2 Trust (LLREI as trustee). The power of PSPL to vote or dispose of the shares is qualified since PSPL is not entitled to be registered as the holder of any of the shares disclosed in this notice.	As above	As above

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

6. Addresses

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

Name	Address
LLFM	Level 4, 30 The Bond, 30 Hickson Road, MILLERS POINT, NSW, AUSTRALIA, 2000
LLC and members of the Lend Lease Group	As above
PSPL	Australia Post, Level 18, 321 Exhibition Street, Melbourne Victoria 3000


Signature

print name Susan June Sharpe

capacity Secretary

sign here

S. Sharpe

date 5 February 2007

Annexure “A” to Form 604

This is Annexure “A” of 2 pages referred to in the Form 604 (Notice of change of interests of substantial holder), signed by me and dated 5 February 2007.



Signature (Company Secretary)

Susan June Sharpe

Name

Members of the Lend Lease Group

ENTITY
Blueco Limited
Bovis Lend Lease Group Limited
Bovis Lend Lease Holdings GmbH
Bovis Lend Lease Holdings, Inc.
Bovis Lend Lease Holdings Limited
Bovis Lend Lease, Inc.
Bovis Lend Lease International Limited
Bovis Lend Lease LMB, Inc.
Bovis Lend Lease Microelectronics Group BV
Bovis Lend Lease Microelectronic Holdings BV
Bovis Lend Lease Overseas Holdings Limited
Bovis Lend Lease Project Consulting (Shanghai) Co Limited
Bovis Lend Lease Projects Pte Limited
Bovis Lend Lease Pty Limited
ComLand Limited
Delfin GC Limited
Delfin Lend Lease Limited
GPT Management Limited
Lend Lease Asset Management LP
Lend Lease Custodian Pty Limited
Lend Lease Development Pty Limited
Lend Lease Europe Finance plc
Lend Lease Europe Holdings Limited
Lend Lease Europe Limited

Lend Lease Europe Retail Investments Limited
Lend Lease Finance Limited
Lend Lease Funds Management Limited
Lend Lease International Pty Limited
Lend Lease Management Services Limited
Lend Lease Mortgage Investments, Inc.
Lend Lease Real Estate Investments, Inc.
Lend Lease Real Estate Investments Limited
Lend Lease Real Estate Investments Pte Limited
Lend Lease RES (UK) Limited
Lend Lease (UK) Management Services Limited
Lend Lease (US) Finance, Inc.
Lend Lease (US) Holdings, Inc.
Lend Lease (US), Inc.
Lend Lease (US) Services, Inc.

Annexure "B"

This is Annexure "B" of 1 page referred to in the Form 604 (Notice of Change of Interests of Substantial Holder), signed by me and dated 5 February 2007.



Signature (Company Secretary)

Susan June Sharpe
Name

Details of changes in relevant interests pursuant to acceptances of the Offers

DATE OF CHANGE	CLASS AND NUMBER OF SECURITIES AFFECTED	PERSON'S VOTES AFFECTED
18 January 2007	75,000 ordinary Sundowner shares	0.042%
19 January 2007	1,746,080 ordinary Sundowner shares	0.974%
22 January 2007	2,362,008 ordinary Sundowner shares	1.318%
23 January 2007	978,981 ordinary Sundowner shares	0.546%
24 January 2007	452,650 ordinary Sundowner shares	0.253%
25 January 2007	89,651,835 ordinary Sundowner shares	50.03%
29 January 2007	2,616,408 ordinary Sundowner shares	1.46%
30 January 2007	429,540 ordinary Sundowner shares	0.24%
31 January 2007	3,479,697 ordinary Sundowner shares	1.94%
1 February 2007	22,388,219 ordinary Sundowner shares	12.49%
2 February 2007	4,631,602 ordinary Sundowner shares	2.58%