



7 February 2007

The Manager
Companies Section
Australian Stock Exchange Limited

The Manager
Companies Section
New Zealand Stock Exchange Limited

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Dear Sir

Stock Exchange Announcement

Takeover bid by Lend Lease Funds Management Limited ACN 000 335 473 (as trustee of the LLREP2 Motor Inns Trust) for Sundowner Motor Inns Limited - Notice that defeating condition to takeover bid fulfilled

We enclose, by way of service pursuant to paragraph 630(5)(b) of the Corporations Act 2001 and as required by subsection 630(4) of the Corporations Act 2001, a notice declaring that the condition in section 9.7 (e) (Regulatory approvals) of the bidder's statement has been fulfilled.

Yours faithfully
LEND LEASE CORPORATION LIMITED

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

S J SHARPE
Company Secretary

Lend Lease Funds Management Limited ACN 000 335 473 (as trustee of the LLREP2 Motor Inns Trust) (LLFM)

Notice that defeating condition to takeover bid fulfilled

To: ASX Limited

Sundowner Motor Inns Limited ACN 078 847 784 (Sundowner)

For the purposes of subsection 630(4) of the Corporations Act 2001, LLFM gives notice declaring that the condition to its takeover offers for all the ordinary shares in Sundowner (**Offers**), set out in section 9.7 (e) of its bidder's statement dated 22 December 2006, has been fulfilled (so that the Offers have become free of that condition).

Date: 7 February 2007

Signed for and on behalf of Lend Lease Funds Management Limited (in its capacity as trustee of the LLREP2 Motor Inns Trust) by:

A handwritten signature in black ink, appearing to read 'Eric Wells', with a horizontal line underneath.

Eric Wells

Company Secretary- Lend Lease Funds Management Limited