

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Aevum Limited
ACN/ARSN 087 648 691

1. Details of substantial holder (1)

Name Stockland Development Pty Limited as trustee for The Retirement Living Acquisition Trust ("Stockland Development") and its associates (as set out in Annexure 'A') (the "Stockland Associates")
ACN 000 064 835

There was a change in the interests of the substantial holder on 29/09/2010

The previous notice was given to the company on 29/09/2010

The previous notice was dated 29/09/2010

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests 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)
Fully Paid Ordinary Shares	69,283,933	39.01%	96,899,439	54.56%

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:

Date 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
29/09/2010	Stockland Development	Acquisition of a relevant interest in Aevum ordinary shares arising upon acceptances of the off-market takeover offer for all of the Aevum ordinary shares set out in Stockland Development's Bidder's Statement dated 12 August 2010 (as supplemented) ("Bidder's Statement")	\$1.77 pursuant to the terms of the Bidder's Statement	26,696,218 Aevum ordinary shares	26,696,218
29/09/2010	Stockland Development	Relevant interest arising as a result of Stockland Development buying Aevum ordinary shares on-market in the ordinary course of trading	\$1.77	919,288 Aevum ordinary shares	919,288

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
Stockland Development and the Stockland Associates	Stockland Development	Stockland Development	Relevant interest arises under section 608(1)(a)	10,388,911 Aevum ordinary shares	10,388,911
Stockland Development and the Stockland Associates	Stockland Retirement Pty Ltd	Stockland Retirement Pty Ltd	Relevant interest arises under section 608(1)(a)	17,903,350 Aevum ordinary shares	17,903,350
Stockland Development and the Stockland Associates	Persons who have accepted Stockland Development's takeover offer for all of the Aevum ordinary shares (or Stockland Development where acceptances have been processed)	Stockland Development	Relevant interest arises under section 608(1) as a result of acceptances of Stockland Development's takeover offer for all of the Aevum ordinary shares	60,000,465 Aevum ordinary shares	60,000,465
Stockland Development and the Stockland Associates	Persons who have sold shares on-market (or Stockland Development where settlement has occurred)	Stockland Development	Relevant interest under section 608(1) of the Corporations Act as a result of on-market purchases of Aevum ordinary shares	8,606,713 Aevum ordinary shares	8,606,713

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:

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

6. Addresses

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

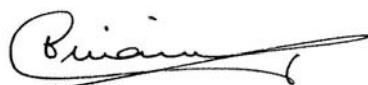
Name	Address
Stockland Development Pty Limited	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Associates	The name and address of each associate of Stockland Development Pty Limited is set out in Annexure A

Signature

print name Derwyn Williams

Capacity: Company Secretary

sign here



date 30/09/2010

Annexure A

This is Annexure A of 6 page(s) referred to in the Form 604 (Notice of change of interests of substantial holder).

Stockland Development Pty Limited (ACN 000 064 835)

Company Name	ACN/Registered Number	Address
A.C.N. 000 412 582 Pty Limited (In liquidation)	000 412 582	Level 25, 133 Castlereagh Street, Sydney NSW 2000
A.C.N. 000 734 878 Pty Limited (In liquidation)	000 734 878	Level 25, 133 Castlereagh Street, Sydney NSW 2000
A.C.N. 002 571 084 Pty Limited (In liquidation)	002 571 084	Level 25, 133 Castlereagh Street, Sydney NSW 2000
A.C.N. 004 963 946 Pty Limited (In liquidation)	004 963 946	Level 25, 133 Castlereagh Street, Sydney NSW 2000
A.C.N. 004 982 389 Pty Limited (In liquidation)	004 982 389	Level 25, 133 Castlereagh Street, Sydney NSW 2000
A.C.N. 008 717 584 Pty Limited (In liquidation)	008 717 584	Level 25, 133 Castlereagh Street, Sydney NSW 2000
A.C.N. 008 762 212 Pty Limited (In liquidation)	008 762 212	Level 25, 133 Castlereagh Street, Sydney NSW 2000
A.C.N. 116 788 713 Pty Limited	116 788 713	Level 25, 133 Castlereagh Street, Sydney NSW 2000
ADP (NZ) Finance Company Limited (<i>Registered in NZ</i>)	1231570	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Albert & Co Pty Limited	000 184 369	Level 25, 133 Castlereagh Street, Sydney NSW 2000
ARC Joint Ventures Pty Limited	120 292 266	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Heritage Construction Pty Limited (In liquidation)	008 717 539	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Knox Village Pty Limited	005 382 516	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Lensworth Glenmore Park Limited	007 533 888	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Long Island Village Pty Limited	006 460 019	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Midlands Terrace Adult Community Pty Limited	005 136 407	Level 25, 133 Castlereagh Street, Sydney NSW 2000
North Whitfords Estates Pty Limited (In liquidation)	008 675 116	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Oak Grange Pty Limited	005 728 094	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Patterson Village Pty Limited	005 382 507	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Rosebud Village Pty Limited	005 192 236	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland (Boardwalk Sub2) Pty Limited	126 042 555	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland (IH) No. 1 Pty Limited	134 697 420	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland (NSW) No.1 Pty Limited	134 133 976	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland (NSW) No. 2 Limited	134 134 008	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland (Queensland) Pty Limited	009 855 958	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland (Russell Street) Pty Limited	008 480 019	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland (Rylands) No. 1 Pty Limited	131 869 004	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland (Rylands) No. 2 Pty Limited	131 869 095	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Bells Creek Pty Limited	078 699 546	Level 25, 133 Castlereagh Street, Sydney NSW 2000

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Company Name	ACN/Registered Number	Address
Stockland Buddina Pty Limited	009 682 384	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Caboolture Waters Pty Limited	068 499 810	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Caloundra Downs Pty Limited	068 356 525	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Capital Partners Limited	078 081 722	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Corporation Limited	000 181 733	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (Holdings No.1) Pty Limited	108 861 490	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (Holdings) Pty Limited	107 541 088	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (NAPA NSW) Pty Limited	112 027 193	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (NAPA QLD) Pty Limited	112 026 927	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (NAPA VIC) Pty Limited	112 027 442	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (PHH) Pty Limited	108 028 502	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (PR1) Pty Limited	133 305 441	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (PR2) Pty Limited	133 305 594	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (PR3) Pty Limited	133 305 610	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (PR4) Pty Limited	133 687 288	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (QLD Holdings) Pty Limited	107 541 382	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (Sub3) Pty Limited	126 597 653	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (Sub4) Pty Limited	126 825 527	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (Sub5) Pty Limited	126 825 509	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (Sub6) Pty Limited	130 065 806	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Development (Sub 7) Pty Limited	130 065 815	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Eurofinance Pty Limited	130 195 667	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Finance Pty Limited	105 653 567	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Finance Holdings Pty Limited	130 195 649	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Financial Services Pty Limited	125 798 058	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Highlands Pty Limited	097 352 200	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Kawana Waters Pty Limited	009 693 556	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Lake Doonella Pty Limited	009 966 358	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Management Limited	112 136 973	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland North Lakes Development Pty Limited	078 580 408	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland North Lakes Pty Limited	068 244 762	Level 25, 133 Castlereagh Street, Sydney NSW 2000

Company Name	ACN/Registered Number	Address
Stockland Property Management Pty Limited	000 059 398	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Property Services Pty Limited	068 408 051	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Retirement Pty Limited	128 486 304	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Scrip Holdings Pty Limited	126 971 677	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Services Pty Limited	075 057 813	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Singapore Pte Limited (<i>Registered in Singapore</i>)	200470384R	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland South Beach Holdings Pty Limited (In liquidation)	108 902 549	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland South Beach Pty Limited	108 905 031	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland South Beach Syndicate Pty Limited (In liquidation)	108 903 466	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Trust Management Limited	001 900 741	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland WA (Estates) Pty Limited	001 782 556	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland WA Corser Pty Limited (In liquidation)	008 714 609	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland WA Development (Realty) Pty Limited	125 719 315	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland WA Development (Sub 6) Pty Limited	127 537 704	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland WA Development (Vertu Sub 1) Pty Limited	117 914 333	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland WA Development Pty Limited	000 097 825	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland WA Holdings Pty Limited (In liquidation)	001 774 572	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland WA Property Company of Australia Pty Limited (In liquidation)	001 782 565	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Wallarah Peninsula Management Pty Limited	117 385 814	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland Wallarah Peninsula Pty Limited	078 467 197	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Templestowe Retirement Village Pty Limited	005 908 903	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Vermont Retirement Village Pty Limited	005 625 141	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Wantirna Village Pty Limited	006 334 318	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Highlands Retirement Village Pty Limited	142 417 703	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stocks & Holdings Limited (In liquidation)	000 099 767	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Dreadnought Investments Pty Limited (In liquidation)	000 864 004	Level 25, 133 Castlereagh Street, Sydney NSW 2000
Stockland (UK) Limited (<i>registered in England & Wales</i>)	06016247	37 Maddox Street, London W1S 2PP
Stockland Services (UK) Limited (<i>registered in England & Wales</i>)	06016272	37 Maddox Street, London W1S 2PP
Stockland Holdings Limited (<i>registered in Scotland</i>)	SC134255	5th Floor, 180 St Vincent Street, Glasgow G2 5SG

Company Name	ACN/Registered Number	Address
Stockland (Stafford) Limited (<i>registered in Scotland</i>)	SC242000	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland (Shaftesbury) Limited (<i>registered in Scotland</i>)	SC228283	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Geranium Properties Limited (<i>registered in England & Wales</i>) (In liquidation)	02235645	37 Maddox Street, London W1S 2PP
Stockland Investments Limited (<i>registered in Scotland</i>)	SC143713	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland Investments (London) Limited (<i>registered in England & Wales</i>)	03121767	37 Maddox Street, London W1S 2PP
Stockland (Isle of Wight) Limited (<i>registered in Scotland</i>)	SC241992	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland (Newport) Limited (<i>registered in Scotland</i>)	SC241993	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland (Queen Street) Limited (<i>registered in Scotland</i>)	SC204978	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland LP Limited (<i>registered in Scotland</i>)	SC220017	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland Management (UK) Limited (<i>registered in Scotland</i>)	SC198062	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland Asset Management Limited (<i>registered in Scotland</i>)	SC220020	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland Developments (UK) Limited (<i>registered in Scotland</i>)	SC138555	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland (Dalgety Bay) Limited (<i>registered in England & Wales</i>)	05188018	37 Maddox Street, London W1S 2PP,
Stockland Land Limited (<i>registered in Scotland</i>)	SC172776	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland Office One Limited (<i>registered in England & Wales</i>)	03989428	37 Maddox Street, London W1S 2PP,
Stockland Properties (UK) Limited (<i>registered in Scotland</i>) (In liquidation)	SC125173	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland Properties (London) Limited (<i>registered in England & Wales</i>)	03120696	37 Maddox Street, London W1S 2PP
Stockland Property Holdings Limited (<i>registered in Scotland</i>)	SC143859	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Osprey Residential (Rutherglen) Limited (<i>registered in Scotland</i>) (In liquidation)	SC220874	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland (Gracechurch) Limited (<i>registered in England & Wales</i>)	05998610	37 Maddox Street, London W1S 2PP
Stockland (Nailsea) Limited (<i>registered in England & Wales</i>)	06055896	37 Maddox Street, London W1S 2PP
Stockland LP (Nevsky) Limited (<i>registered in England & Wales</i>) (In liquidation)	06046124	37 Maddox Street, London W1S 2PP
Stockland (William Hunter) Limited (<i>registered in England & Wales</i>)	06044671	37 Maddox Street, London W1S 2PP
Stockland (Derby) Limited (<i>registered in England & Wales</i>)	06173524	37 Maddox Street, London W1S 2PP

Company Name	ACN/Registered Number	Address
Stockland LP (Hammersmith) Limited <i>(registered in England & Wales)</i>	05763209	37 Maddox Street, London W1S 2PP
Stockland (Billingham) Limited <i>(registered in England & Wales)</i>	05893245	37 Maddox Street, London W1S 2PP
Stockland (Capital LP) Limited <i>(registered in England & Wales)</i>	05945172	37 Maddox Street, London W1S 2PP
Stockland (Lowestoft) Limited <i>(registered in England & Wales)</i>	05763192	37 Maddox Street, London W1S 2PP
Stockland (St Andrew) Limited <i>(registered in Scotland)</i>	SC332767	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland (Yeovil) Limited <i>(registered in England & Wales)</i>	06306069	37 Maddox Street, London W1S 2PP
Stockland (Warminster) Limited <i>(registered in England & Wales)</i>	06269398	37 Maddox Street, London W1S 2PP
Stockland (Cream) Limited <i>(registered in England & Wales)</i>	05202308	37 Maddox Street, London W1S 2PP
Stockland (Cumbernauld) Limited <i>(registered in Scotland)</i>	SC320117	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland General Partner (Brook) Limited <i>(registered in England & Wales)</i>	04991498	37 Maddox Street, London W1S 2PP
Stockland General Partner 2 Limited <i>(registered in England & Wales)</i>	05040523	37 Maddox Street, London W1S 2PP
Stockland General Partner Limited <i>(registered in England & Wales)</i>	04642354	37 Maddox Street, London W1S 2PP
Stockland GP Limited <i>(registered in Scotland)</i>	SC209781	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland Nelson Nominee Limited <i>(registered in England & Wales)</i>	05188127	37 Maddox Street, London W1S 2PP
Stockland Developments Limited <i>(registered in Scotland)</i>	SC297609	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland Halladale Capital Partners Limited <i>(registered in England & Wales)</i>	06466058	37 Maddox Street, London W1S 2PP
Stockland General Partner (Nelson) Limited <i>(registered in England & Wales)</i>	04739684	37 Maddox Street, London W1S 2PP
Stockland Developments (Fountain) Limited <i>(registered in Scotland)</i>	SC209780	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Stockland Properties (Fountain) Limited <i>(registered in Scotland)</i>	SC211796	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Cream (GP) Limited <i>(registered in Scotland)</i>	SC271389	5th Floor, 180 St Vincent Street, Glasgow G2 5SG
Cream (GP No. 1) Limited <i>(registered in England & Wales)</i>	05209915	37 Maddox Street, London W1S 2PP
Cream (GP No. 2) Limited <i>(registered in England & Wales)</i>	05363925	37 Maddox Street, London W1S 2PP
Cream (GP No. 3) Limited <i>(registered in England & Wales)</i>	05363910	37 Maddox Street, London W1S 2PP

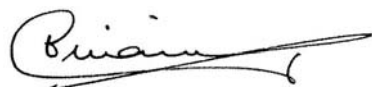
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Company Name	ACN/Registered Number	Address
Cream (GP No. 4) Limited (<i>registered in England & Wales</i>)	05483314	37 Maddox Street, London W1S 2PP
Cream (GP No. 5) Limited (<i>registered in England & Wales</i>)	05752270	37 Maddox Street, London W1S 2PP
Cream Nominees (No. 1) Limited (<i>registered in England & Wales</i>)	05202339	37 Maddox Street, London W1S 2PP
Cream Nominees (No. 2) Limited (<i>registered in England & Wales</i>)	05363121	37 Maddox Street, London W1S 2PP
Cream Nominees (No. 3) Limited (<i>registered in England & Wales</i>)	05363108	37 Maddox Street, London W1S 2PP
Cream Nominees (No. 4) Limited (<i>registered in England & Wales</i>)	05483346	37 Maddox Street, London W1S 2PP
Cream Nominees (No. 5) Limited (<i>registered in England & Wales</i>)	05752261	37 Maddox Street, London W1S 2PP
Brook Properties General Partner Limited (<i>registered in Jersey</i>)	87912	47 Esplanade, St Helier Jersey, Channel Islands

print name Derwyn Williams

Capacity: Company Secretary

sign here



date 30/09/2010