



Centro MCS
DIRECT PROPERTY

Centro MCS 37
Product Disclosure Statement



CONVENIENCE FOOD DIVERSIFICATION YIELD
STABLE MANA Invest in a diverse portfolio of IJENCEFOOD
MANAGEMENT quality Australian retail property providing STABLE
CONVENIENCE STABLE MANAGEMENT stable and attractive tax advantaged returns.
YIELD STABLE MANAGEMENT DIVERSIFICATION
CONVENIENCE FOOD DIVERSIFICATION YIELD
STABLE MANAGEMENT May 2006
MANAGEMENT DIVER 150247 CONVENIENCEFOOD
Centro MCS Manager Limited
ABN/ACN 01 928 984 AFSL 228 175
CONVENIENCE STABLE MANAGEMENT

Centro CMCS 37

6 Properties in 3 States, 112 Retailers

Agenda

- **Centro Corporate Profile**
- **Direct Retail Property**
- **Centro MCS 37 - The Offer**
- **Centro MCS 37 - Portfolio**
- **Centro MCS Syndicate Performance**



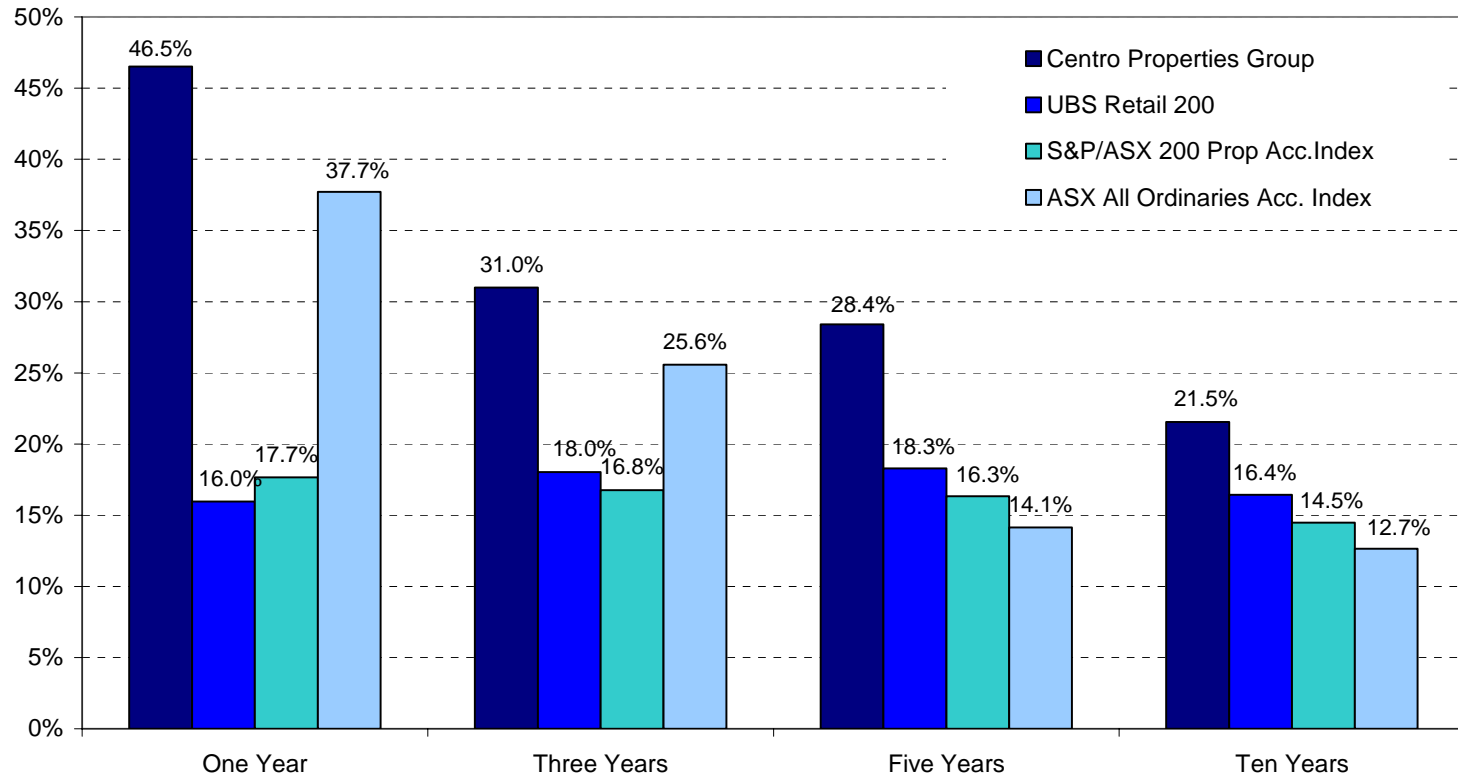
Centro Corporate Profile

Centro Group Overview

- **Leading Fully Integrated Retail Property Group:**
 - Property Owner/Manager
 - Property Services (Property Mgt, Leasing, Development)
 - Funds Management
 - with Operations in Australia, New Zealand & the U.S.
- **Co-Investment Philosophy**
- **\$10.6b Assets under Management**
- **\$5.4b ASX Market Cap** (5th largest property trust)
- **Coles Myer and Woolworth's Largest Landlord**
- **230 Shopping Centres** (AUS 120, NZ 4, US 106)
- **Over 920 Staff**

Centro Performance Track Record

ASX Total Returns - 30 April 2006



- Top 50 ASX Listed Group & 2nd Largest Retail Property REIT on the ASX
- Maximising Returns to Investors

About Centro MCS

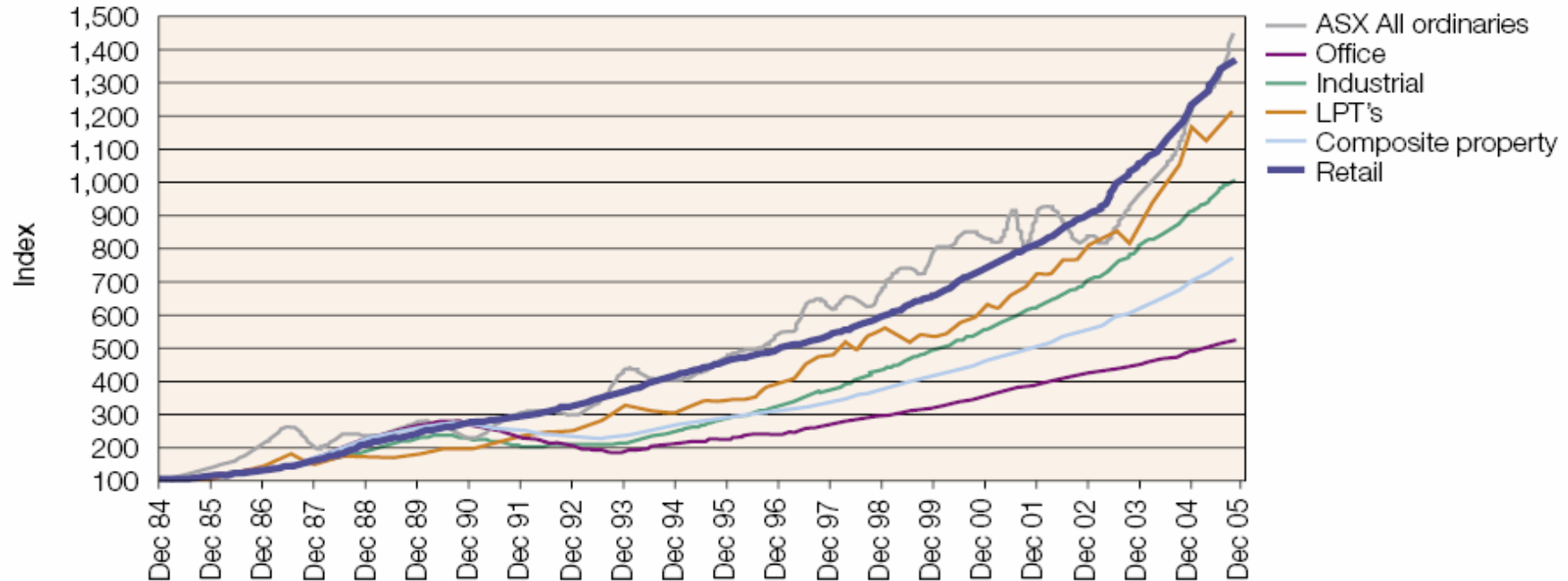
- Managed Syndicates on Behalf of Investors since 1994;
- Over \$4 billion in Funds Under Management;
- 33 Syndicates;
- 133 Properties;
- \$187 Million of Developments Underway or Scheduled for 2006;
- Properties in all States of Australia, NZ and Nine States in US;
- Over 15,000 Investors



Direct Retail Property

Why Invest in Direct Retail Property?

Total Returns December 84 – December 05

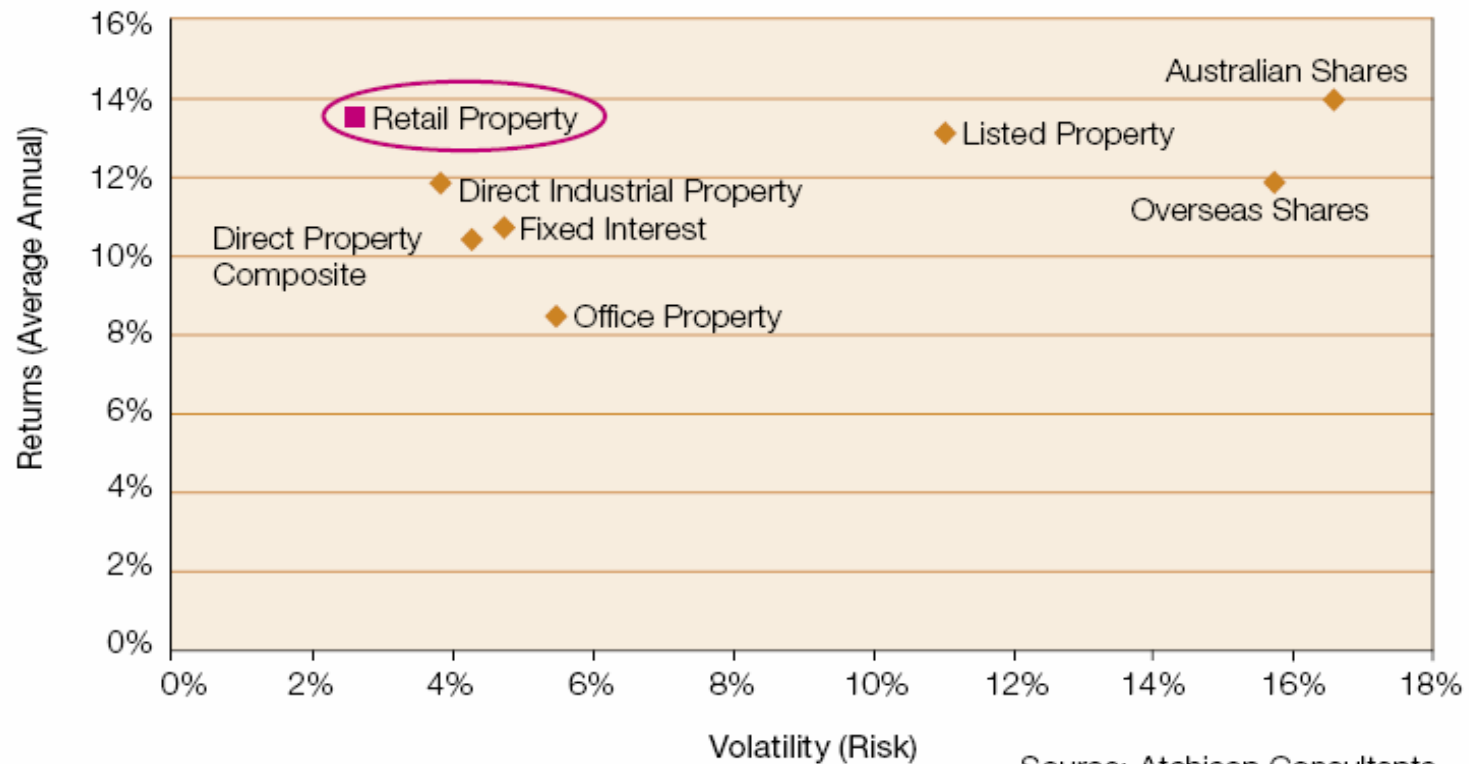


Source: Property Council of Australia

- Stable Income Streams
- Strong Tax Advantages
- Portfolio Diversification Benefits
- Capital Stability

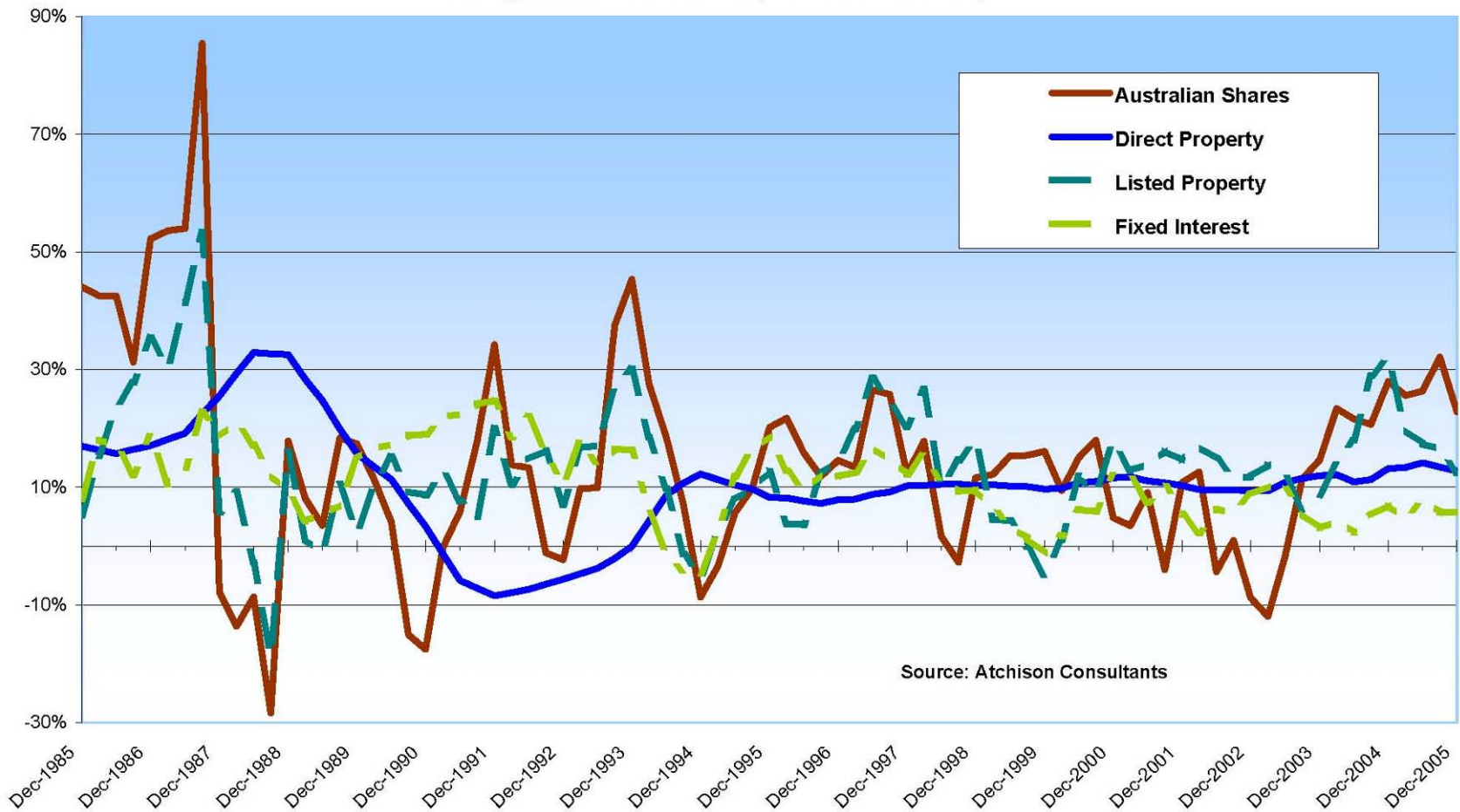
Australian Asset Class Performance

Australian Asset Class Performance December 1984 - December 2005
Strong Returns with Low Volatility



Direct Property Correlation Benefits

Asset Class Comparison
Rolling Annual Total Returns (Dec 1985 - Dec 2005)



Retail Property in Short Supply

- Consolidation of Australian property ownership - \$170 billion of investment grade property in Australia – two thirds is already securitised
 - Office 64%
 - Retail 91%
 - Industrial 38%

“Securitized vehicles are running out of assets to buy.”

Source: David Higgins, University of Technology Sydney



Centro MCS 37 – The Offer

Centro MCS 37 – The Offer



Attractive Forecast Cash Distribution of 7.0% in Year 1



Forecast 100% Tax Advantaged Benefit for the First 3 Years



Diversified Retail Portfolio
– 6 Centres, 3 Australian States, 112 Retailers



Food and Convenience Based Portfolio



Major Anchor Retailers
– Woolworths, Coles, Target, Bunnings and Kmart



Capital Growth Potential
– Through Value Adding and Development Opportunities



Centro Investing With You

Forecast Distributions

FORECAST DISTRIBUTIONS TO INVESTORS

Period Ending 30 June	Average ⁽¹⁾	2007	2008	2009
Forecast Annual Cash Distribution	7.05%	7.00%	7.05%	7.10%
Forecast Tax Advantaged	100%	100%	100%	100%
Forecast Equivalent Pre Tax Yield (based on a 46.5% Tax Payer) ⁽²⁾	13.18%	13.08%	13.18%	13.27%

(1) Three year average (1 July 2006 to 30 June 2009). Distributions to 30 June 2006 are forecast to be paid at the rate of 7.00% per annum.

(2) This calculation does not take into account potential capital gains or losses on the investment or tax resulting from reductions in the capital gains tax cost base.

The Properties at a Glance

Centre	State	Type	Value (\$m) ⁽¹⁾	% of Portfolio (by value)	Major Retailers
Centro Albury	NSW	Sub Regional	\$56.0	37.7%	Coles, Kmart
Centro Newton	SA	Sub Regional	\$28.6	19.2%	Foodland, Target
Centro Home Gladstone (under development)	QLD	Bulky Goods	\$28.3 ⁽²⁾	19.0%	Bunnings
Whites Hill Shopping Village	QLD	Neighbourhood	\$16.1	10.8%	Woolworths
Monier Road Shopping Village	QLD	Neighbourhood	\$12.7	8.6%	Woolworths
Samuel Village Shopping Centre	QLD	Neighbourhood	\$7.0	4.7%	Specialties only. Adjacent to Whites Hill Shopping Village
Total			\$148.7	100%	

(1) These values are independent valuations excluding normal acquisition costs as summarised in Section 3.5.

(2) This is an independent on-completion valuation based on rental forecasts and expense estimates.

Key Features and Benefits

- Stable and Secure Tax Advantaged Income
- Capital Growth Potential
- Proven Manager
- Centro Investing with You
- Direct Property Exposure
- Interest Rate Protection
- Flexible Exit Mechanism



Centro MCS 37 – Portfolio

How do we Choose the Properties?

	Centro MCS 37
Good quality retailers and lease terms providing solid income streams	✓
Properties which predominantly cater to every day shopping needs, with convenience, good access and ease of parking	✓
Established catchment demographics	✓
Portfolio with value adding potential including refurbishment through to expansion/redevelopment opportunities	✓
Appropriate portfolio size and property diversification	✓

Property Portfolio

Key Statistics	
No. of Properties	6 (located across 3 States)^
No. of Retailers	112
Major Retailers	Coles, Kmart, Woolworths, Bunnings, Target, Foodland
Average Occupancy Rate	99.3%
Average Lease Duration (by Income)	6.2 Years
% of Major Tenants by Income*	51.0%

* For the forecast period.

^ Centro Home Gladstone under construction and expected to open mid 2007.

Anchored by Major Retailers

'The Fresh Food People'
WOOLWORTHS

 **Target.**

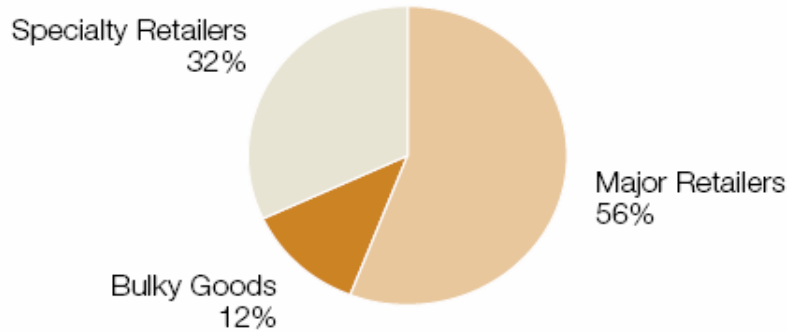
 **coles**

BUNNINGS
warehouse

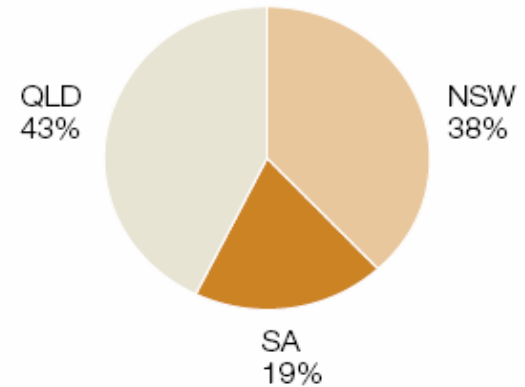
Kmart

Portfolio Analysis

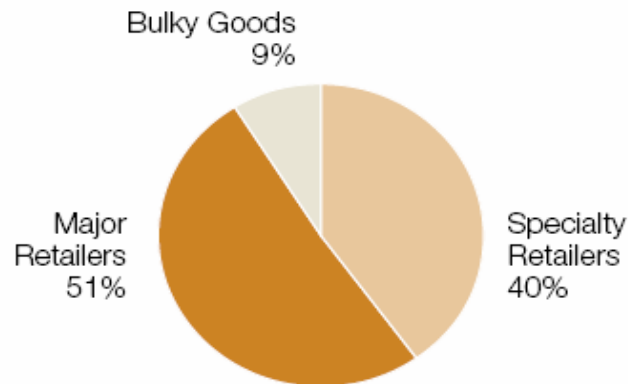
Strong Weighting to Major Retailers
(by GLA)



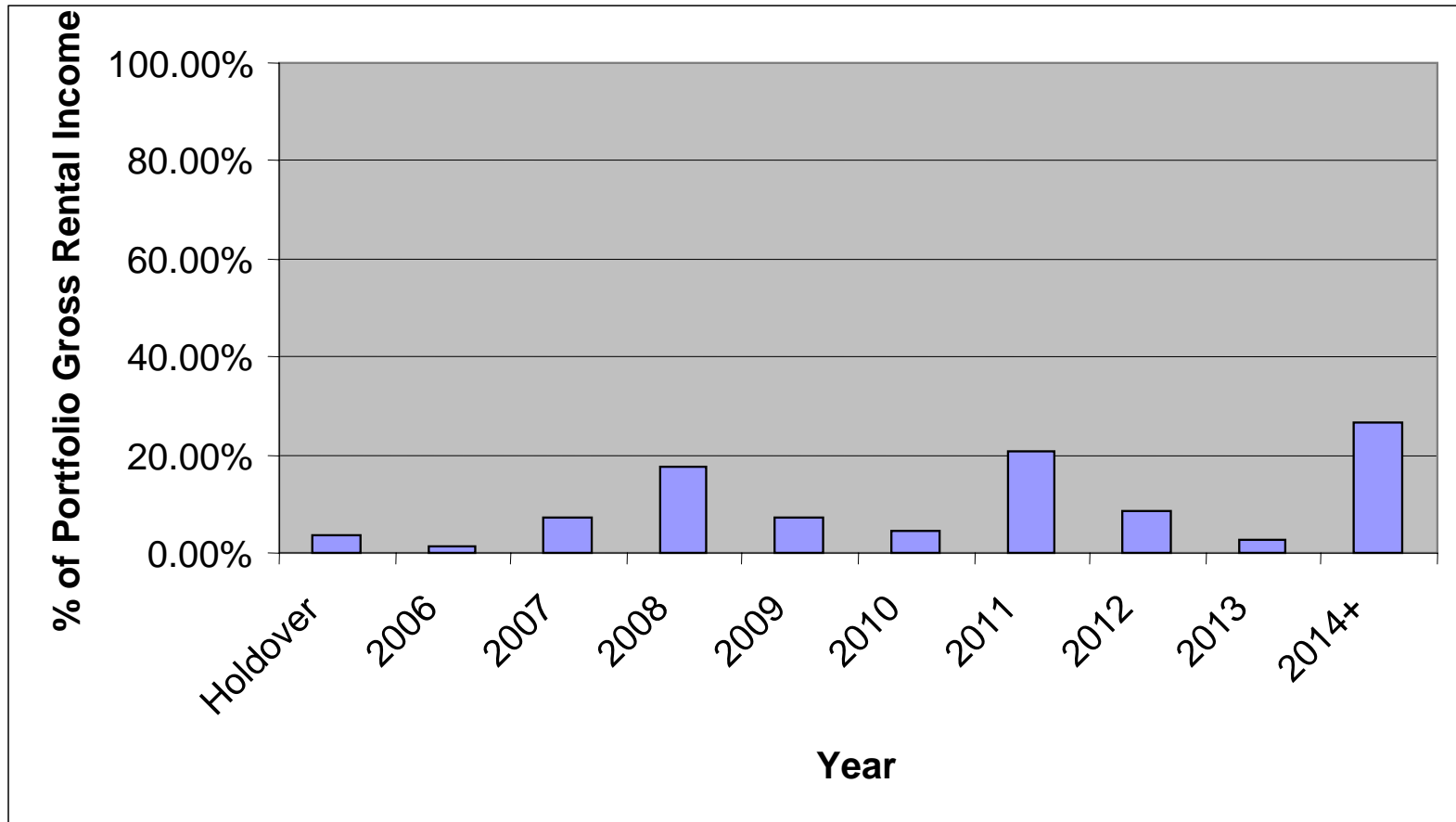
Good Geographic Diversification
(by Value)



Strong Weightings to Majors
(by Income)

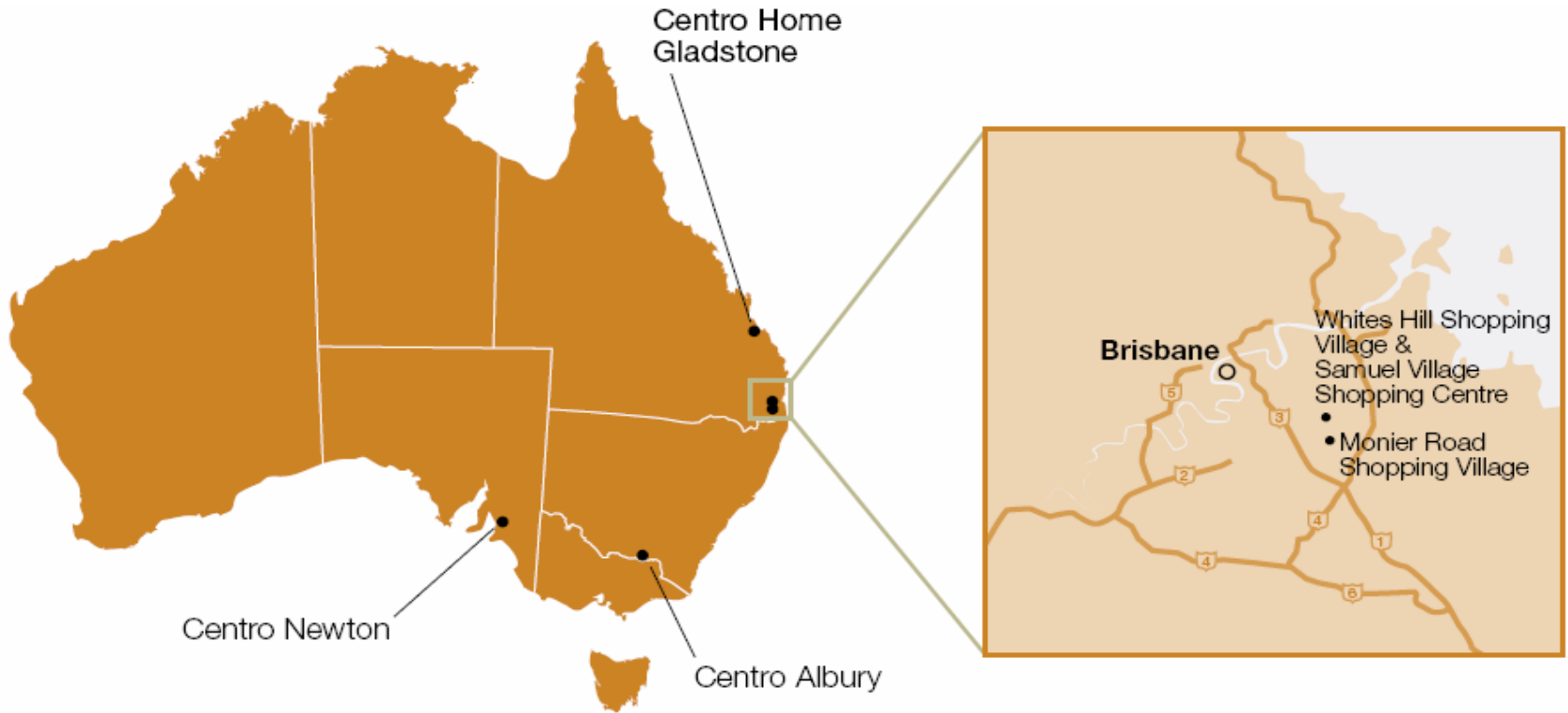


Long Lease Duration



The Portfolio has a Weighted Average Lease Duration of 6.2 Years by Income

Geographic Locations



Centro Albury, Albury, NSW



Key Statistics

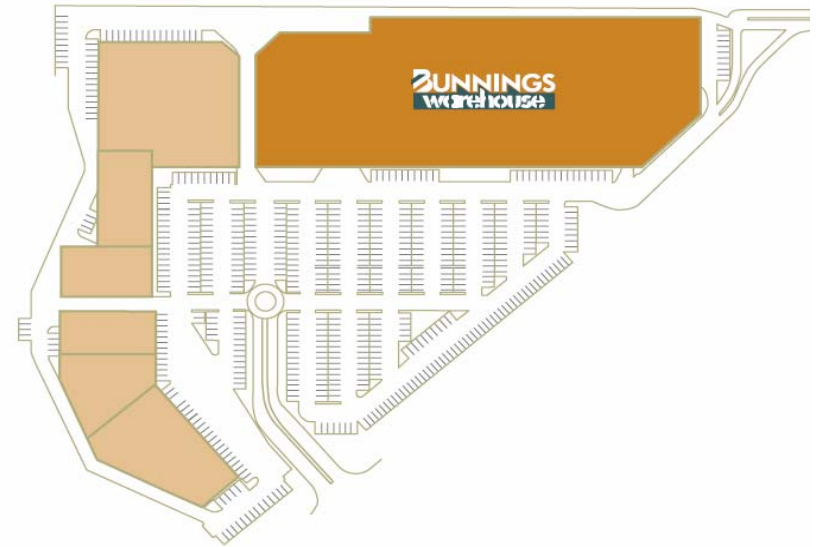
GLA	15,815m ²
Car spaces	603
Retailers	50
Majors % of Property Gross Income	37.6%
Occupancy Rate	100%
Trade Area Population	88,020



Centro Home, Gladstone, QLD

Key Statistics

GLA	20,919m ²
Car spaces	593
Retailers	10
Majors % of Property GLA	59.8%
Occupancy Rate	N/A
Trade Area Population	57,160



Under Construction and Completion Expected Mid 2007

NB: Artist impression

Centro Newton, Adelaide, SA



Key Statistics

GLA	13,575m ²
Car spaces	749
Retailers	23
Majors % of Property Gross Income	62.9%
Occupancy Rate	100%
Trade Area Population	77,780

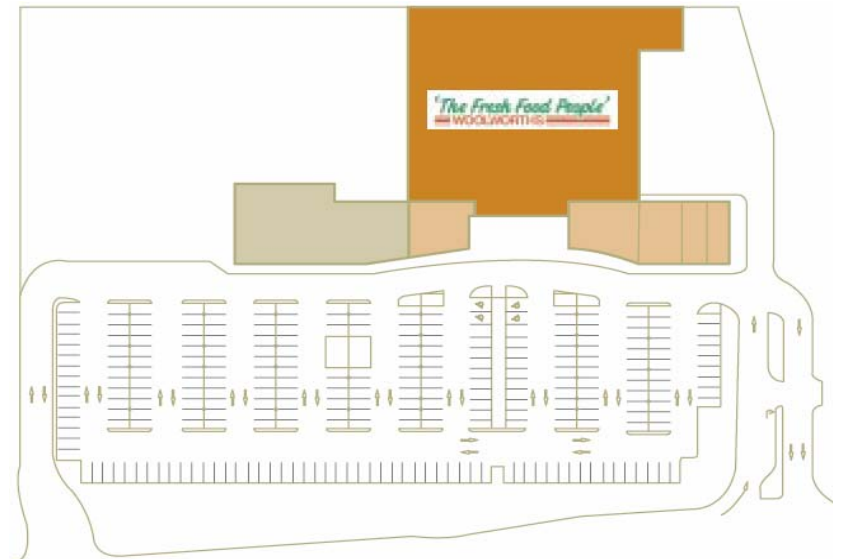


Monier Rd Shopping Village, Brisbane, QLD



Key Statistics

GLA	4,000m ²
Car spaces	255
Retailers	12
Majors % of Property	
Gross Income	49.7%
Occupancy Rate	97.5%
Trade Area Population	40,460



Whites Hill Shopping Village and Samuel Village Shopping Centre, Brisbane, QLD

Key Statistics – Whites Hill

GLA	3,951m ²
Car spaces	226
Retailers	12
Majors % of Property	
Gross Income	66.5%
Occupancy Rate	100%
Trade Area Population	46,790

Key Statistics – Samuel Village

GLA	1,295m ²
Car spaces	81
Retailers	16
Majors % of Property	
Gross Income	N/A
Occupancy Rate	97.7%
Trade Area Population	46,790

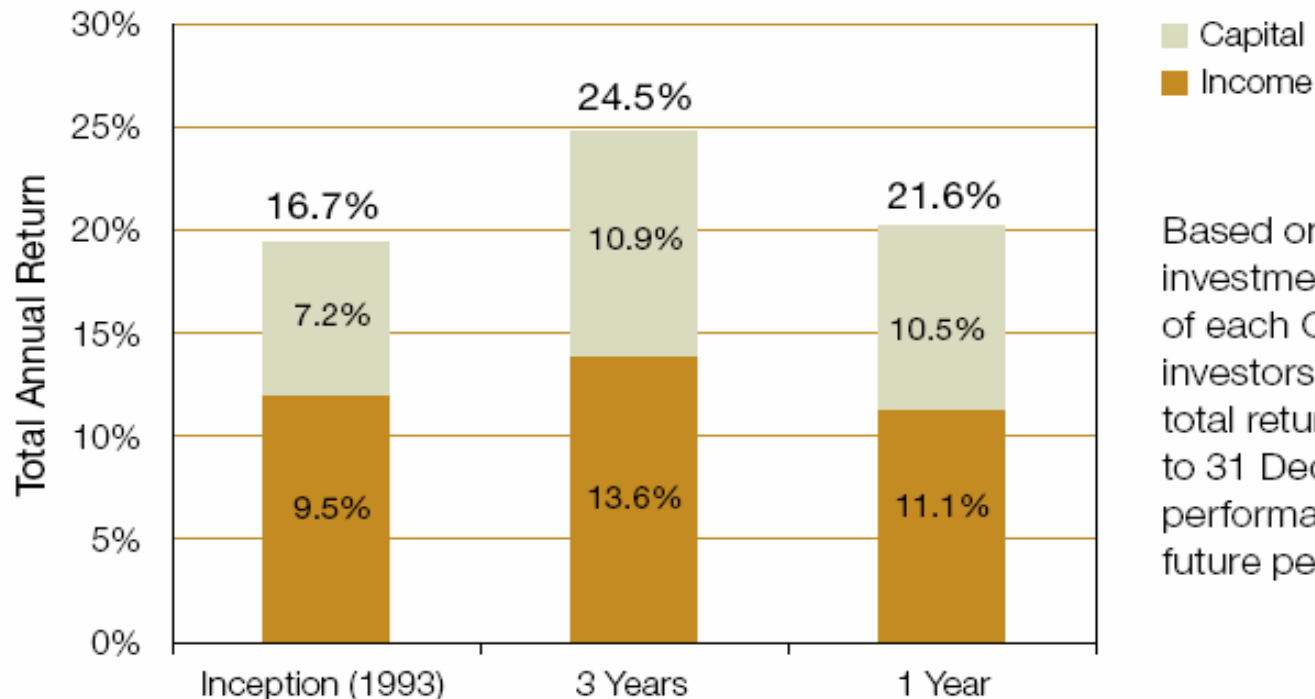




Centro MCS Syndicate Performance

Centro MCS – Proven Track Record

Centro MCS Syndicate Performance
to 31 December 2005



Based on an asset weighted investment at the commencement of each Centro MCS syndicate, investors would have earned a total return of 16.7% per annum to 31 December 2005. Historical performance is no guarantee of future performance.

Based on net returns to investors from an asset weighted investment in each Centro MCS Syndicate with published NABs for the period of performance for one year, three years and since inception.

Tax Effective Returns

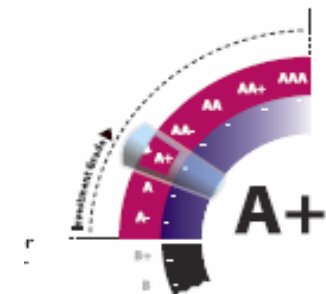
	Direct Property Tax Advantaged Investment	Fully Taxable Investment
Original Investment	\$100,000	\$100,000
Distribution Return	7.00%	7.00%
Annual Distribution	\$7,000	\$7,000
Tax Advantaged Component	100%	0%
Tax Advantaged Income	\$7,000	\$0
Taxable Income	\$0	\$7,000
Pre-tax Equivalent Return ⁽¹⁾	13.08%	7.00%

(1) This calculation does not take into account potential capital gains or losses on the investment or tax resulting from reductions in the capital gains tax cost base.

The above analysis assumes an investors' top tax rate of 46.5%.

Why Invest?

- A Diverse Portfolio of Quality Australian Retail Property Providing Stable and Attractive Tax Advantaged Returns
- Capital Growth Potential
- Proven Manager
- Centro Investing with You
- Direct Property Exposure
- Interest Rate Protection
- Flexible Exit Mechanism



**PIR INVESTMENT
RATING**

Thank you

Question Time?

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This presentation does not constitute an offer of units of stapled securities in Centro MCS 37. The offer in Centro MCS 37 is made in the Product Disclosure Statement and Prospectus (Offer Document) May 2006. Anyone wishing to acquire an investment in Centro MCS 37 will need to complete the application form which accompanies the Offer Document.

Investment Overview

Key Statistics

Investment Term	6–7 Years
Distribution Frequency	Quarterly
Minimum Investment	\$10,000
Investment Structure	Unit Trust
Total Asset Value of Portfolio	\$148.7m
Equity to be Raised	\$67m
Interest Rate Protection	Initial Borrowings 100% Hedged for 6 Years