



Investa Funds Management Limited
ACN 120 839 447

Level 6 Deutsche Bank Place
126 Phillip Street
Sydney NSW 2000
GPO Box 4180
Sydney NSW 2001
Australia

26 November 2009

[Name]
[Address]
[Address]
[City] [State] [Postcode]

Dear Unitholder

Investa Fifth Commercial Trust ('Trust')

1. Update on property sales

The September 2009 retail funds quarterly report highlighted that we had accepted an offer to sell the Trust's interest in two properties located at:

- 595 Collins Street, Melbourne; and
- 30 Pirie Street, Adelaide.

The offer was subject to a capital raising and ASX listing by the purchaser which was scheduled to complete by 31 December 2009. Unfortunately the proposed capital raising was not successful and, as a result, the prospective purchaser, a related Investa entity, has now withdrawn its offer. Whilst the market had been supportive of the quality of the assets offered and the management platform of the related Investa entity, there was a disconnect between the public and private market pricing of the properties.

2. The Trust's strategy remains the same

Whilst the withdrawal of the offer for the two properties is disappointing, we remain committed to repositioning the Trust with the aim of reintroducing distributions. For this to occur, the Trust needs to sell a property and we are actively discussing the sale of 595 Collins Street, Melbourne with potential purchasers.

If we have not signed contracts of sale for 595 Collins Street, Melbourne in the next few months, we intend raising equity in the first half of calendar year 2010 by offering convertible preference units to existing and new investors.

3. Mid-term review

Under the terms of the prospectus for the Trust issued in 2003, we are required to complete a mid-term review for the Trust in 2009. We have completed this review and recommend that the Trust:

(i) with the objective of reducing borrowings and reinstating distributions:

1. sell its 50% interest in 595 Collins Street, Melbourne; or
2. raise equity in the first half of calendar year 2010 if contracts for the sale of 595 Collins Street, Melbourne have not been signed in the next few months;

AND



- (ii) with the objective of introducing liquidity and providing greater diversification, investigate merging the Trust with another fund such as the Investa Diversified Office Fund which co-owns two of the properties with the Trust.

A detailed review of the Trust is attached which discusses each of these options. After reading the review, we invite you to provide feedback on the various options prior to 18 December 2009 by completing the attached unitholder feedback form.

4. Further questions

We thank you for your ongoing support. We will continue to actively manage the Trust and keep you updated as we progress with our initiatives, particularly the progress of the Trust's property sales, by posting updates on our website at www.investa.com.au/15CT.

Please contact our Client Services team on (02) 8226 9342 or clientservices@investa.com.au if you have any further questions.

Yours sincerely

A handwritten signature in grey ink, appearing to read "Mark Lumby". The signature is fluid and cursive, with a large initial "M" and "L".

Mark Lumby
Fund Manager – Investa Fifth Commercial Trust
Investa Funds Management Limited



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Investa Fifth Commercial Trust Unitholder Feedback Form Mid-Term Review

Feedback Opportunity

This form provides an opportunity for unitholders to provide feedback on the recommendation by Investa Funds Management Limited, as the Responsible Entity of Investa Fifth Commercial Trust, on the future strategy for the Trust and properties following our mid-term review, as set out in the attached letter dated 26 November 2009.

Please note that this is not a vote of unitholders. Instead, this is an opportunity for you to provide your views to us and for us.

Recommendation

We recommend that the Trust:

I agree **I do not agree**

(i) with the objective of reducing borrowings and reinstating distributions:

- 1. sell its 50% interest in 595 Collins Street, Melbourne; or
- 2. raise equity in the first half of calendar year 2010 if contracts for the sale of 595 Collins Street, Melbourne have not been signed in the next few months;

<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>

AND

(ii) with the objective of introducing liquidity and providing greater diversification, investigate merging the Trust with another fund such as the Investa Diversified Office Fund which co-owns two of the properties with the Trust

<input type="checkbox"/>	<input type="checkbox"/>
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Additional feedback

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Unitholder Name: [Name]
SRN: [SRN]
Number of Units: [Units]

Please return this form to Investa by 18 December 2009 in one of the following ways:

- using the enclosed reply paid envelope;
- by emailing it to clientservices@investa.com.au; or
- by faxing it to us on 02 9844 9342.



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Investa Funds Management Limited
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Australia

26 November 2009

Dear Unitholder

Investa Fifth Commercial Trust ('Trust') – Mid-term review

As foreshadowed in our regular quarterly report, Investa Funds Management Limited as the Responsible Entity for the Trust has now completed its mid-term review to consider the future strategy for the properties and the Trust's interests in them.

The Trust is a 12 year, closed ended syndicate which aims to deliver income returns with the potential for capital growth. Ordinarily, the Trust would continue to hold its four assets until its 12 year term expires in 2015. However, the Trust's financial position is currently constrained by its:

- loan to value ratio (borrowings divided by the sum of the independent property values), which was 52.9% at 31 October 2009 compared to its lending covenant of 55%;
- requirement to fund capital expenditure and tenant incentives given upcoming major lease expiries in three of the Trust's properties; and
- cost of borrowings, which is likely to increase from approximately 7% to 10% p.a. upon refinancing in a few months time based on a draft term sheet from the Trust's lender. At 10% p.a., borrowings are very decreative to the Trust's distribution yield, particularly when the net property yield is 8.6% p.a. and the management fee and other expenses is 1.2% p.a.¹. This cost of borrowings also places significant pressure on the future interest cover ratio² under the Trust's Loan Agreement.

Distributions have also been temporarily suspended as a measure of financial prudence in light of the three issues described above and to allow for contingencies or future expenses that will or may arise in respect of the Trust.

As a result, reducing borrowings and reinstating distributions are our key short-term objectives. There are three key ways to reduce borrowings. They are:

1. Sell one property

According to Savills, commercial property values may fall further but property markets are expected to start recovering in 2010 (see Appendix 1 for an overview of the Australian office market). Notwithstanding it is not a good time to sell the Trust's interests in its properties at, or close to, the bottom of the property market cycle, selling assets would allow the Trust to reduce its borrowings, maintain compliance with its financial covenants in the Trust's Loan Agreement, fund its future capital commitments and reinstate distributions. We consider that the sale of the Trust's interest in 595 Collins Street, Melbourne should achieve these objectives.

¹ The average rental income from the Trust's properties is 8.6% p.a. of the value of the Trust's interests in the properties. After deducting fees and expenses to manage the Trust of 1.2% p.a., the net Trust yield before interest costs on borrowings is 7.4% p.a. To be accretive to earnings, the cost of borrowings would need to be less than 7.4% p.a. If the cost of borrowings increases in excess of 7.4% p.a., the overall net distribution yield after interest costs will be lower than 7.4% p.a., and is therefore decreative to earnings.

² Interest cover measures the ability of the Trust to service borrowing costs from earnings. It is a key indication of the Trust's financial health and key to analysing the sustainability and risks associated with the Trust's level of borrowings.



In the current property market, 595 Collins Street, Melbourne is the most attractive asset to sell from the Trust's portfolio for the reasons set out in Appendix 2. We are in discussions with a number of potential purchasers for this asset and hope to sign contracts for the sale of the Trust's 50% interest in 595 Collins Street, Melbourne in the next few months.

If 595 Collins Street, Melbourne is sold, the Trust is likely to continue for its scheduled term until 2015 or merge with another fund – see option 3.2 below. If no merger occurred, we would seek to sell the remaining properties when we consider that the property markets have improved or if we were able to reposition a property and significantly capture its value uplift, and if at the time it is in the best interests of all unitholders.

2. Issue new equity

If we have not sold 595 Collins Street, Melbourne in the next few months, we intend raising equity in the first half of calendar year 2010.

Issuing sufficient new equity would allow the Trust to reduce its borrowings, fund capital expenditure and reinstate distributions. If required, we envisage that a Product Disclosure Statement offering convertible preference units will be issued around February or March 2010 with a closing date prior to 30 June 2010. The offer of convertible preference units would be made to both new and existing unitholders.

3. Sell all properties

3.1 Sell all properties and wind up the Trust

If forced to sell all of the Trust's assets within the next three to six months, we would expect that returns to unitholders would be less than those available under the first two options as the property market cycle is at, or close to, its bottom (see the report from Savills in Appendix 1).

We may also consider selling the remaining properties in the Trust in a few years time if:

- we sell the Trust's interest in 595 Collins Street, Melbourne;
- we cannot provide greater diversification and liquidity for I5CT investors by merging with another fund; and
- property market conditions have recovered.

3.2 Sell all properties by merging with another fund

In May 2007, we proposed a merger of the Trust with the Investa Diversified Office Fund ('IDOF'). At the time, IDOF was a liquid fund with weekly redemptions and would have provided investors with greater diversification. This proposal did not obtain the necessary unitholder approval and the proposal did not proceed. We consider that it is appropriate to reconsider this strategy and that a merger into IDOF or another fund with liquidity could be a viable option to provide investors with an exit mechanism if they wish to withdraw their investment, or to provide greater diversification. Subject to resolving the inherent conflicts of selling to a related fund, a merger with IDOF may be the best alternative as IDOF already holds a 50% interest in two of the remaining properties held by the Trust.



Recommendation

We recommend that the Trust explore the following options:

(i) with the objective of reducing borrowings and reinstating distributions:

1. sell its 50% interest in 595 Collins Street, Melbourne; or
2. raise equity in the first half of calendar year 2010 if contracts for the sale of 595 Collins Street, Melbourne have not been signed in the next few months;

AND

(ii) with the objective of introducing liquidity and providing greater diversification, investigate merging the Trust with another fund such as the Investa Diversified Office Fund which co-owns two of the properties with the Trust.

Feedback

After reading this letter, we invite you to provide feedback on the options we considered by 18 December 2009 in one of the following ways:

- using the enclosed reply paid envelope;
- by emailing your comments to clientservices@investa.com.au; or
- by faxing your comments to us on 02 9844 9342.

If you have any questions about this letter, the feedback form or about the Trust generally, please call our Client Services team on 02 8226 9342 or email us at clientservices@investa.com.au.

Yours sincerely

A handwritten signature in grey ink, appearing to read "Mark Lumby".

Mark Lumby
Fund Manager

Appendix 1

Property market conditions

The global financial crisis has adversely impacted the property market during the last 18 months. Property values have decreased by 16.4% during the period from December 2007 to June 2009 as measured by the Property Council/IPD Australia Property Index for offices³. As a comparison, property values in the Trust have decreased by 18.5% during the same period. Ultimately it is not possible to accurately predict whether there will be further decreases in property values and the size of these potential decreases.

To provide unitholders with some guidance, attached is an Australian office market overview provided by Savills.

³ IPD (Investment Property tabank) is a global real estate information business which produces indices and market information in countries and cities around the world. The Property Council/IPD Australia Property Index measures the value of 1,115 properties (office, retail, industrial and other property sectors) in Australia which were collectively valued at \$86 billion as at 30 June 2009. IPD's indices are based on the open market appraised valuations of real buildings for investment purposes and only include properties which are directly owned by the organisations that contribute data to IPD and not those that are held indirectly through investment vehicles. This ensures that IPD indices reflect the underlying performance of assets, independent of any borrowing or financial management regime. They do not include any bonds, cash or derivative holdings.

Australian Office Market Overview

The Australian commercial office market seems to have experienced the worst of its downturn in the first half of 2009, and we are starting to see the fall in property values beginning to ease. Whilst property values may fall further; many expect the recovery phase to begin in 2010 due to the following factors:

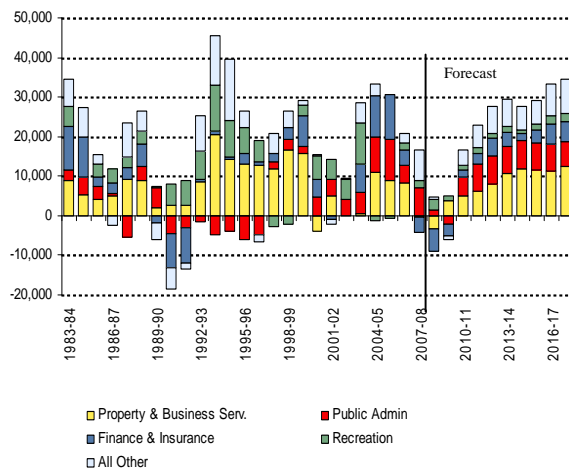
1. Property yields have already increased

Property yields have increased during 2009 by around 1 to 2 percent, depending on the quality of the property. Yields have increased from historically low levels and are expected to be more in line with their long term averages. The majority of the yield movement has already occurred in 2009.

2. Tenant demand and rental markets are expected to rebound in 2011

Nationally, tenant demand from White Collar Workers (in chart below) is expected to rebound in 2011. Demand will once again outstrip supply in the medium term. As a result we expect to see office vacancies reduce and recovering rental markets.

White Collar Tenant Demand - Australia



Our view of a recovering property market is also supported by:

A. Increasing positive sentiment

All major sentiment surveys have rebounded strongly in the first half of 2009 as more positive economic data filters through. Whilst there is a possibility of the economy faltering again once the government stimulus dissipates, most recent indicators point towards the beginnings of a recovery. This in turn has benefited the property market overall.

B. Vendors are resisting 'forced' sales

The global financial crisis has made debt scarce and expensive. Whilst vendors are keen to reduce debt, many have recapitalised their balance sheets and are resisting any 'fire' or distressed sales. As a result, we are unlikely to see widespread forced sales, particularly if the economy climbs out of the global downturn relatively unscathed.

Fire sales place pressure on yields of all property (distressed or not) offered to the market. Potential purchasers perceive they can increase yields on property offers as there is always the possibility of getting a 'better bargain' elsewhere.

Valuers must be guided by the market, have regard to all market transactions and, in the case of a lack of evidence, valuers must consider forced sales, offers under negotiation, and general market sentiment. A lack of distressed sales will eliminate any drag on values, improve market sentiment and aid in the stabilisation of property values (and yields) as a result.

C. Limited oversupply concerns

In most capital cities, there are few office developments or significant refurbishments commencing, due to a lack of available funding caused by the global economic crisis. Effectively the office supply pipeline has been 'choked'.

A lack of new building development is unique to this property cycle, and will curtail any further increases in vacancy once current stock is completed. A lack of oversupply will enhance market fundamentals and aid rental growth once demand returns to the market.

Summary

Australian commercial office market values have fallen by approximately 16% since the peak of the property market in December 2007. Over three years from January 2010, we expect that the markets will recover approximately 50% of this fall, benefiting from the majority of the points discussed in this overview.

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Appendix 2

1 Property Strategy - 595 Collins Street, Melbourne

1.1 Property overview

The Trust's interest in this property was acquired in 2003 for \$28.0 million. The property was built circa 1980 and was extensively refurbished in 2005 and 2007. It provides good quality B-grade accommodation with a 4.5 star NABERS Energy rating.

The property is 100% leased, with 78% of the building's income sourced from Commonwealth or State Government agencies.

1.2 Property metrics

Valuation date	Trust's interest	Value of Trust's interest	Capitalisation rate	Occupancy %	WALE ⁴ (yrs)	Trust's share of forecast capital expenditure until 2015
1 Nov 2009	50%	\$57.0m	8.50%-8.75%	100%	5.46	\$6m

1.3 Lease profile and major expiries

Major Tenant	Lease Expiry	% of property income	% of portfolio income
ANZ	March 2012	6.8%	2.6%
Commonwealth of Australia (Centrelink)	April 2014	12.2%	4.6%
Commonwealth of Australia (Health & Aged Care)	February 2017	13.5%	5.1%
Commonwealth of Australia (Medicare)	June 2017	24.0%	9.1%

1.4 Property strategy

As 595 Collins Street, Melbourne has already been repositioned through the refurbishment and leasing strategy between 2005 and 2007, our strategy for the property is to maintain its 100% occupancy rate.

1.5 Sale considerations

The Trust's interest in 595 Collins Street, Melbourne is attractive to buyers for the following reasons:

- Melbourne's property market is relatively strong with low office vacancies relative to other Australian CBD markets, and reasonably high interest from purchasers in the market;
- it has been successfully re-positioned following its extensive refurbishment and its value uplift has been largely captured;
- the lease expiry profile in the asset is very good, making it attractive in the current market; and
- it has the lowest passing yield of all of the Trust's properties and a sale would be accretive to earnings.

⁴ Weighted average lease expiry at 30 September 2009

2 Property Strategy - 5 Eden Park Drive, North Ryde

2.1 Property overview

This property is 100% owned by the Trust and was acquired in 2003 for \$31.25 million. It is conveniently located within walking distance of the new North Ryde railway station and approximately 300 metres east of Lane Cove Road which is a primary road for traffic in the area. The property was built using funds from the Trust and supported by a lease pre-commitment from its major tenant – Contract Pharmaceuticals Services of Australia Pty Limited ('CPSA'). CPSA occupies the ground floor and level 1 of the office component, together with the integrated warehouse. CPSA have configured the majority of their office space to provide production areas for pharmaceutical packaging. Their lease expires in December 2012 and they have a 4 year option to renew at their election.

Levels 2 and 3 are occupied by the Department of Employment, Education and Workplace Relations ('DEEWR'). DEEWR's lease expires in September 2010 and they have two 5 year options to renew at their election.

2.2 Property metrics

Valuation date	Trust's interest	Value of Trust's interest	Capitalisation rate	Occupancy %	WALE⁵ (yrs)	Trust's share of forecast capital expenditure until 2015
12 Aug 2009	100%	\$35.2m	8.00%	100%	2.31	\$6m

2.3 Lease profile and major expiries

Tenant	Lease Expiry	% of property income	% of portfolio income
Commonwealth of Australia (DEEWR)	September 2010	50.0%	11.1%
Contract Pharmaceutical Services of Australia Pty Limited	December 2012	44.1%	9.8%

2.4 Property strategy

Our strategy for the property is to enhance the lease profile for the asset (and in particular the near term DEEWR lease expiry) before a sale can be considered.

2.5 Sale considerations

We do not consider now to be the optimum time to sell the asset given:

- the short lease expiry profile (WALE of 2.31 years) – in the current property market, properties with a short WALE are not in demand compared to properties with a longer lease expiry profile; and
- the relative weakness of the North Ryde property market.

The property will be significantly more attractive when the lease expiry risk has been resolved, at which time a sale could be considered, subject to market conditions.

⁵ Weighted average lease expiry at 30 September 2009

3 Property Strategy - 30 Pirie Street, Adelaide

3.1 Property overview

The Trust's interest in this property was acquired in 2003 for \$21.0 million. The property occupies a prime location within the Adelaide CBD and is 99% occupied by Telstra. The leases to Telstra expire in August 2011 and August 2013 with two, 5 year options to renew at Telstra's election. Telstra has recently upgraded a number of their floors following consolidation of their operations from other sites.

3.2 Property metrics

Valuation date	Trust's interest	Value of Trust's interest	Capitalisation rate	Occupancy %	WALE⁶ (yrs)	Trust's share of forecast capital expenditure until 2015
31 Oct 2009	50%	\$26m	10.0%	100%	2.95	\$18m

3.3 Lease profile and major expiries

Tenant	Lease Expiry	% of property income	% of portfolio income
Telstra	August 2011	45.2%	10.4%
Telstra	August 2013	53.9%	12.7%

3.4 Property strategy

Our strategy for the property is to enhance the lease profile for the asset (and in particular the near term Telstra lease expiry) before a sale can be considered.

Discussions have already commenced with Telstra to renew their lease. It is likely that Telstra will require some parts of the base building to be upgraded to meet their future needs over the life of any future lease term. In addition, market based incentives may be payable which could assist Telstra to undertake further upgrades of their offices or to reduce their effective rent.

If a long term lease is entered into, Trust's share of forecast capital expenditure and tenant incentives would be significantly higher relative to the other properties in the Trust's portfolio.

3.5 Sale considerations

We do not consider now to be the optimum time to sell the asset given:

- the Trust's ability to only offer its partial interest (50%) for sale – in the current property market, partial interests in properties are not in demand compared to a 100% interest in a property; and
- the short lease expiry profile (WALE of 2.95 years) – in the current property market, properties with a short WALE are not in demand compared to properties with a longer lease expiry profile.

However, if we are able to agree a new lease with Telstra which increases the weighted average lease expiry of the property, it will be considered very attractive to potential purchasers, especially if the co-owner is also interested in selling its interest in the property.

⁶ Weighted average lease expiry at 30 September 2009

4 Property Strategy - 80 Stirling Street, Perth

4.1 Property overview

The Trust's interest in this property was acquired in 2003 for \$15.5 million. The property is located within a convenient walking distance from the Perth CBD, being approximately 700 metres north-east of the Perth GPO. The property is fully leased to Telstra, with all office floors covered by a single lease. The lease expires in August 2012 with two, 5 year options to renew at Telstra's election.

Telstra has recently upgraded a number of their floors following consolidation of their operations from other sites into this property.

4.2 Property metrics

Valuation date	Trust's interest	Value of Trust's interest	Capitalisation rate	Occupancy %	WALE⁷ (yrs)	Trust's share of forecast capital expenditure until 2015
29 Sep 2009	50%	\$22.625m	9.75%	100%	2.88	\$7m

4.3 Lease profile and major expiries

Tenant	Lease Expiry	% of property income	% of portfolio income
Telstra	August 2012	100%	16.9%

4.4 Property strategy

Discussions will commence in the next year with Telstra to renew their lease. Investa has successfully negotiated similar lease renewals with Telstra at other properties and understands their requirements. It is likely that Telstra will require some parts of the base building to be upgraded to meet their future needs over the life of any future lease term. In addition, market based incentives may be payable which could assist Telstra to undertake further upgrades of their offices or to reduce their effective rent.

In the event that a lease negotiation with Telstra is not successful, the property is likely to require refurbishment of the base building and tenanted floors before it is put back to the market for re-lease. Government related uses would be targeted given the efficient floor plates, relative cost efficient rent in this area compared to the Perth CBD and its close proximity to Perth's main transport interchange. A conversion to alternative uses, such as residential, may also be considered.

4.5 Sale considerations

We do not consider now to be the optimum time to sell the asset given:

- the Trust's ability to only offer its partial interest (50%) for sale – in the current property market, partial interests in properties are not in demand compared to a 100% interest in a property;
- the short lease expiry profile (WALE of 2.88 years) – in the current property market, properties with a short WALE are not in demand compared to properties with a longer lease expiry profile;
- the property is currently under rented as a result of limits imposed by the lease terms relating to rent increases – in the current property market, purchasers are seeking high yielding properties, and an under-rented property will have a lower yield relative to other properties with market rents; and
- the relative weakness of the Perth property market.

The Trust's interest will be significantly more attractive when the lease expiry risk has been resolved and the entire property becomes available for sale, at which time a sale could be considered, subject to market conditions.

⁷ Weighted average lease expiry at 30 September 2009