

## Directors' Declaration

For the Year Ended 30 June 2009

- 1 In the opinion of the Directors of Stockland Corporation Limited ("the Company"), and the Directors of the Responsible Entity of Stockland Trust, Stockland Trust Management Limited (collectively referred to as "the Directors"):
  - (a) the Financial Statements and notes set out on pages 42 to 131 and the Remuneration Report in the Directors' report, set out on pages 19 to 39, are in accordance with the Corporations Act 2001, including:
    - (i) giving a true and fair view of the Company's and the consolidated entity's financial position as at 30 June 2009 and of their performance for the financial year ended on that date; and
    - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001;
  - (b) the Financial Report also complies with International Financial Reporting Standards as disclosed in Note 1(a) and;
  - (c) there are reasonable grounds to believe that the Company and consolidated entity will be able to pay their debts as and when they become due and payable.
- 2 There are reasonable grounds to believe that the Company and the Group entities identified in Note 43 will be able to meet any obligations or liabilities to which they are or may become subject to by virtue of the Deed of Cross Guarantee between the Company and those Group entities pursuant to ASIC Class Order 98/1418.
- 3 The Directors have been given the declarations required by Section 295A of the Corporations Act 2001 from the Managing Director and Finance Director for the financial year ended 30 June 2009.

Signed in accordance with a resolution of the Directors:



**Graham Bradley**  
Chairman



**Matthew Quinn**  
Managing Director

Dated at Sydney, 12 August 2009