

WESTFIELD CAPITAL CORPORATION PTY LIMITED

ABN 70 008 589 384

SPECIAL PURPOSE FINANCIAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 2008

WESTFIELD CAPITAL CORPORATION PTY LIMITED
Special Purpose Financial Report
for the year ended 31 December 2008

Index

Page No.

Income statement	2
Balance sheet	3
Statement of changes in equity	4
Cash flow statement	5
Notes to the financial statements	6
Directors' declaration	17
Audit report	18
Directors' report	20

WESTFIELD CAPITAL CORPORATION PTY LIMITED
INCOME STATEMENT
for the year ended 31 December 2008

	<i>Note</i>	<i>31-Dec-08</i> <i>\$000</i>	<i>31-Dec-07</i> <i>\$000</i>
Revenue and other income			
Unrealised foreign currency gain	3	140,698	90,380
Interest income	4	110,640	82,648
Realised foreign currency gain	5	82,042	215,240
Dividends from other entities		183	113
Fair value of interest rate derivatives	6	-	31,344
Fair value of listed investment		-	1,814
Total revenue and other income		333,563	421,539
Expenses			
Financing costs	7	(427,855)	(57,858)
Realised foreign currency loss	8	(107,716)	(127,772)
Unrealised foreign currency loss	9	(53,822)	(206,538)
Fair value of listed investment		(567)	-
Intercompany management fee	20(d)	(10)	(9)
Total expenses		(589,970)	(392,177)
(Loss)/Profit before tax benefit/(expense)		(256,407)	29,362
Tax benefit/(expense)	10(a)	76,893	(2,905)
(Loss)/Profit after tax benefit/(expense) for the period		(179,514)	26,457
Net (Loss)/Profit attributable to members of Westfield Capital Corporation Pty Limited		(179,514)	26,457

WESTFIELD CAPITAL CORPORATION PTY LIMITED
BALANCE SHEET
as at 31 December 2008

	<i>Note</i>	<i>31-Dec-08 \$000</i>	<i>31-Dec-07 \$000</i>
Current assets			
Cash and cash equivalents	19(a)	5,963	67,831
Receivables	11	617,544	1,496,843
Derivative assets	12	49,457	60,847
Prepayments and deferred costs		7,072	10,286
Investments	13	-	5,416
Total current assets		680,036	1,641,223
Non current assets			
Investments	13	54,233	54,233
Derivative assets	12	333,804	319,900
Deferred tax assets	10(b)	103,172	29,829
Total non current assets		491,209	403,962
Total assets		1,171,245	2,045,185
Current liabilities			
Bank overdraft	19(a)	9,471	594
Payables	14	32,284	1,022,063
Derivative liabilities	16	4,911	12,400
Total current liabilities		46,666	1,035,057
Non current liabilities			
Interest bearing liabilities	15	-	17,075
Derivative liabilities	16	492,736	158,400
Deferred tax liabilities	10(c)	91,698	114,994
Total non current liabilities		584,434	290,469
Total liabilities		631,100	1,325,526
Net assets		540,145	719,659
Equity			
Contributed equity	17	588,594	588,594
Retained earnings	18	(48,449)	131,065
Total equity		540,145	719,659

WESTFIELD CAPITAL CORPORATION PTY LIMITED
STATEMENT OF CHANGES IN EQUITY
for the year ended 31 December 2008

	<i>31-Dec-08</i> <i>\$000</i>	<i>31-Dec-07</i> <i>\$000</i>
Changes in equity attributable to members of Westfield Capital Corporation Pty Limited		
Opening balance of equity	719,659	693,202
(Loss)/Profit after tax benefit/(expense) for the period	(179,514)	26,457
Closing balance of equity attributable to members of Westfield Capital Corporation Pty Limited	540,145	719,659

WESTFIELD CAPITAL CORPORATION PTY LIMITED
CASH FLOW STATEMENT
for the year ended 31 December 2008

	<i>Note</i>	<i>31-Dec-08</i> \$000	<i>31-Dec-07</i> \$000
Cash flows from operating activities			
Realised foreign currency (losses)/gains		(23,244)	89,951
Management fees		(10)	(9)
Interest received		112,822	74,575
Financing costs		(23,057)	(60,599)
Dividends received		183	113
Income taxes paid to parent company		(19,746)	(27,646)
Net cash flows from operating activities	19(b)	46,948	76,385
Cash flows from investing activities			
Proceeds from sale of investments		4,849	24,946
Net cash flows from investing activities		4,849	24,946
Cash flows from financing activities			
Net repayments from interest bearing liabilities		(21,528)	(966,951)
Loans (repayments to)/advanced from related entities		(101,529)	913,774
Net cash flows used in financing activities		(123,057)	(53,177)
Net (decrease)/increase in cash and cash equivalents held		(71,260)	48,154
Add opening cash and cash equivalents brought forward		67,237	19,321
Effects of exchange rate changes on cash		515	(238)
Cash and cash equivalents at the end of the year	19(a)	(3,508)	67,237

WESTFIELD CAPITAL CORPORATION PTY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

1 BASIS OF PREPARATION OF THE FINANCIAL REPORT

(a) Corporate information

This special purpose financial report of Westfield Capital Corporation Pty Limited ("Company") for the year ended 31 December 2008 ("Financial Year") was approved on 20 April 2009 in accordance with a resolution of the Board of Directors.

(b) Basis of preparation

This special purpose financial report has been prepared for distribution to the member to fulfil the Directors' financial reporting requirements under the Corporations Act 2001. The accounting policies used in the preparation of this financial report, as described below, are consistent with the applicable accounting standards, and are, in the opinion of the Directors, appropriate to meet the needs of the member.

The requirements of Accounting Standards and other financial reporting requirements in Australia do not have applicability to the Company because it is not a "reporting entity". However, the Directors have determined that in order for the financial report to give a true and fair view of the company's performance, cash flows and financial position, the requirements of Accounting Standards which include Australian equivalents to International Financial Reporting Standards ("AIFRS") and other professional reporting requirements relating to the measurement of assets, liabilities, revenues, expenses and equity should be complied with.

Accordingly, the Directors have prepared the financial report in accordance with Accounting Standards and other professional reporting requirements in Australia with the following exception to the disclosure requirements of the standards:

AASB 7 Financial Instruments: Disclosures

AASB 121 Effects of Changes in Foreign Exchange Rates

AASB 124 Related Party Disclosures

AASB 127 Consolidated and Separate Financial Statements

AASB 137 Provisions, Contingent Liabilities and Contingent Assets

(c) Basis of accounting

requirements of the Corporations Act 2001 ("Act") and Australian Accounting Standards. The financial report has also been prepared on a historical cost basis, except for derivatives, that have been measured at fair value.

As at 31 December 2008, a number of accounting standards have been issued with applicable commencement dates subsequent to year end. The expected impact of these accounting standards should not materially alter the accounting policies of the Company at the date of this report.

Unless stated otherwise, all amounts shown are in Australian dollars.

(d) Comparative information

Where applicable, certain comparative figures are restated in order to comply with the current period's presentation of the financial statements.

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

(a) Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and can be reliably measured.

All revenues are recognised on an accrual basis.

(b) Expenses

Expenses are brought to account on an accruals basis.

WESTFIELD CAPITAL CORPORATION PTY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(c) Receivables

Receivables from external and related entities are carried at amounts due, less provision for doubtful debts, and are due at call. An estimate for doubtful debts is made when there is objective evidence that the Company will not be able to collect the debts. Bad debts are written off when identified.

(d) Payables

Payables to external and related entities are carried at amortised cost and are payable at call.

(e) Income Tax

The Company is part of the Westfield Holdings Limited Tax Consolidation Group. Accordingly, Westfield Holdings Limited ("WHL") as the ultimate holding company will assume the income tax receivables and payables of the tax consolidation group.

The Company has entered into tax funding arrangements with WHL, so that the Company has agreed to pay or receive a tax equivalent amount to or from WHL based on the net tax payable or receivable of the subsidiary at the current tax rate. The Tax Consolidation Group has applied the separate tax payer approach in determining the appropriate amount of taxes to allocate. Amounts owing to or from WHL are in accordance with the tax funding arrangement and are recognised as inter entity receivables and payables.

Deferred tax is provided on all temporary differences at balance sheet date on the differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the year when the asset is realised through continued use or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantially enacted at the balance sheet date. Income taxes related to items recognised directly in equity are recognised in equity and not in the income statement.

(f) Goods and Services Tax ("GST")

Revenues, expenses and assets are recognised net of the amount of GST except where the GST incurred on purchase of goods and services is not recoverable from the tax authority, in which case the GST is recognised as part of the cost of acquisition of the asset or as part of the expense item as applicable.

The net amount of GST payable or receivable to government authorities is included as part of receivables or payables in the balance sheet.

Commitments and contingencies are disclosed net of the amount of GST recoverable from, or payable to, the tax authority.

Cash flows are included in the cash flow statement on a gross basis and the GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority are classified as operating cash flows.

(g) Financing costs

Financing costs include interest, amortisation of discounts or premiums relating to borrowings and other costs incurred in connection with the arrangement of borrowings. Financing costs are expensed as incurred unless they relate to a qualifying asset. A qualifying asset is an asset which generally takes more than 12 months to get ready for its intended use or sale. In these circumstances, the financing costs are capitalised to the cost of the asset. Where funds are borrowed by the Company for the acquisition or construction of a qualifying asset, the amount of financing costs capitalised are those incurred in relation to that borrowing.

Refer to note 2(j) for other items included in financing costs.

WESTFIELD CAPITAL CORPORATION PTY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(h) Cash and cash equivalents

Cash on hand and at bank on the balance sheet have a maturity of three months or less. For the purposes of the cash flow statement, cash and cash equivalents include cash on hand and at bank net of bank overdrafts. Bank overdrafts are carried at the principal amount. Interest is charged as an expense as it accrues.

(i) Foreign currencies

Foreign currency transactions are converted to Australian dollars at exchange rates ruling at the date of those transactions.

Amounts payable and receivable in foreign currency at balance date are translated to Australian dollars at exchange rates ruling at that date. Exchange differences arising from amounts payable and receivable are treated as operating revenue or expense in the period in which they arise, except as noted below.

(j) Derivative financial instruments and financial instruments

The Company utilises derivative financial instruments, including forward exchange contracts, currency options, currency and interest rate swaps to manage the risks associated with foreign currency and interest rate fluctuations. Such derivative financial instruments are recognised at fair value.

The Company has set defined policies and implemented a comprehensive hedging program to manage interest and exchange rate risks. Derivative instruments are transacted to achieve the economic outcomes in line with the Company's treasury policy and hedging program. Derivative instruments are not transacted for speculative purposes. Accounting standards however requires compliance with onerous documentation, designation and effectiveness parameters before a derivative financial instrument is deemed to qualify for hedge accounting treatment. These documentation, designation and effectiveness requirements cannot be met in all circumstances. As a result, all derivative instruments are deemed not to qualify for hedge accounting and are recorded at fair value. Gains or losses arising from the movement in fair values are recorded in the income statement.

The fair value of forward exchange contracts, currency options and cross currency swaps are calculated by reference to relevant market rates for contracts with similar maturity profiles. The fair value of interest rate swaps are determined by reference to market rates for similar instruments.

The accounting policies adopted in relation to material financial instruments are detailed as follows:

(i) Financial assets

Investments in listed and unlisted securities

Refer notes 2(k) and 2(l) below.

Receivables

Refer note 2(c) above.

Other loans

Loans are carried at amortised cost. Interest is credited as income on an accruals basis.

WESTFIELD CAPITAL CORPORATION PTY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

(ii) Financial liabilities

Payables

Refer note 2(d) above.

Interest bearing liabilities

Interest bearing liabilities are recognised initially at the fair value of the consideration received less any directly attributable transaction costs. Subsequent to initial recognition, interest bearing liabilities are recorded at amortised cost using the effective interest rate method.

Interest bearing liabilities are classified as current liabilities where the liability has been drawn under a financing facility which expires within one year. Amounts drawn under financing facilities which expire after one year are classified as non current.

Financing costs for interest bearing liabilities are recognised as an expense on an accruals basis.

Other loans

Loans are carried at amortised cost. Interest is charged as an expense on an accruals basis.

(k) Investments

Investments in subsidiaries are carried at cost less any impairment charges.

Investments in related parties are carried at fair value with change in value being recorded directly in equity.

(l) Investment in listed entity

The investment is classified as held for trading. Investment in listed entity is stated at fair value based on the market value. Increments and decrements in fair value are recorded in the income statement.

(m) Contributed equity

Issued and paid up capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(n) Rounding

In accordance with ASIC Class Order 98/100, the amounts shown in the financial report have, unless otherwise indicated, been rounded to the nearest thousand dollars. Amounts shown as 0 represent amounts less than \$500 that have been rounded down.

WESTFIELD CAPITAL CORPORATION PTY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

	<i>Note</i>	<i>31-Dec-08</i> <i>\$000</i>	<i>31-Dec-07</i> <i>\$000</i>
3 UNREALISED FOREIGN CURRENCY GAIN			
- other entities		133,567	74,980
- related entities		7,131	15,400
		140,698	90,380
4 INTEREST INCOME			
- other entities		90,126	31,585
- related entities	20(a)	20,514	51,063
		110,640	82,648
5 REALISED FOREIGN CURRENCY GAIN			
- other entities		47,542	168,254
- related entities		34,500	46,986
		82,042	215,240
6 FAIR VALUE OF INTEREST RATE DERIVATIVES			
- other entities		-	39,144
- related entities		-	(7,800)
		-	31,344
7 FINANCING COSTS			
Interest bearing liabilities			
- other entities		(11,280)	(27,658)
- related entities		(602)	(17,389)
Net fair value loss on interest rate hedges that do not qualify for hedge accounting			
- other entities		(411,706)	-
- related entities		7,800	-
Realised mark to market on termination of surplus interest rate swaps - related entities		(1,847)	-
Borrowing costs		(10,220)	(12,811)
		(427,855)	(57,858)
8 REALISED FOREIGN CURRENCY LOSS			
- other entities		(49,127)	(117,408)
- related entities		(58,589)	(10,364)
		(107,716)	(127,772)
9 UNREALISED FOREIGN CURRENCY LOSS			
- other entities		(24,222)	(140,729)
- related entities		(29,600)	(65,809)
		(53,822)	(206,538)

WESTFIELD CAPITAL CORPORATION PTY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

	Note	31-Dec-08 \$000	31-Dec-07 \$000
10 TAXATION			
(a) Tax benefit/(expense)			
Current		(19,746)	(27,646)
Deferred		96,639	24,741
		76,893	(2,905)
The prima facie tax on (loss)/profit before income tax benefit/(expense) is reconciled to the income tax benefit/(expense) provided in the financial statements as follows:			
Accounting (loss)/profit before income tax		(256,407)	29,362
Prima facie tax benefit/(expense) on (loss)/profit at 30% (December 2007: 30%)		76,922	(8,809)
<i>Tax effect of permanent differences</i>			
Income not assessable under 23AH		-	6,156
Prior year under provision		-	399
Other deductible expenditure		(29)	(651)
		76,893	(2,905)
(b) Deferred tax assets			
Unrealised foreign exchange on interest bearing liabilities		-	2,139
Mark to market of derivatives		103,172	27,690
		103,172	29,829
(c) Deferred tax liabilities			
Cross currency receivables		68,060	29,334
Timing of profit recognition		22,842	22,842
Mark to market of derivatives		796	61,280
Unrealised gain on listed investment		-	1,527
Prepayments		-	11
		91,698	114,994
11 RECEIVABLES			
Receivables - related entities	20(a)	603,304	1,478,962
Interest income accrual			
- other entities		14,226	16,408
- related entities		-	1,343
Sundry debtors - other entities		14	130
		617,544	1,496,843

WESTFIELD CAPITAL CORPORATION PTY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

		31-Dec-08 \$000	31-Dec-07 \$000
12 DERIVATIVE ASSETS			
CURRENT			
- other entities		49,457	31,247
- related entities		-	29,600
		49,457	60,847
NON CURRENT			
- other entities		333,804	319,900
13 INVESTMENTS			
CURRENT			
Shares in listed entity		-	5,416
Balance at the beginning of the year		5,416	3,602
Sale of shares in listed entity		(4,849)	-
Net revaluation (decrement)/increment		(567)	1,814
Balance at the end of the year		-	5,416
NON CURRENT			
Shares in subsidiaries, related entities and investment in trust units		54,233	54,233
Balance at the beginning of the year		54,233	79,179
Disposal of shares in related entities		-	(24,946)
Balance at the end of the year		54,233	54,233
14 PAYABLES			
Payables - related entities	20(b)	23,788	1,009,282
Interest expense accrual - other entities		8,491	12,329
Sundry creditors and accruals - other entities		5	452
		32,284	1,022,063
15 INTEREST BEARING LIABILITIES			
NON CURRENT			
Unsecured			
Bank loans ⁽ⁱ⁾		-	17,075

(i) These instruments are subject to negative pledge arrangements which require the Westfield Group to comply with certain minimum financial requirements.

WESTFIELD CAPITAL CORPORATION PTY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

	31-Dec-08 \$000	31-Dec-07 \$000
16 DERIVATIVE LIABILITIES		
CURRENT		
- other entities	4,911	10,900
- related entities	-	1,500
	4,911	12,400
NON CURRENT		
- other entities	492,736	152,100
- related entities	-	6,300
	492,736	158,400
17 CONTRIBUTED EQUITY		
Issued and fully paid capital		
Westfield Holdings Limited 277,813,084 ordinary shares (December 2007: 277,813,084 ordinary shares)	588,594	588,594
Westfield Holdings Limited 1 (December 2007: 1) "A" Class ordinary share	0	0
	588,594	588,594
18 RETAINED PROFITS		
Movement in retained profits		
Balance at the beginning of the year	131,065	104,608
(Loss)/Profit after tax benefit/(expense)	(179,514)	26,457
Balance at the end of the year	(48,449)	131,065
19 CASH AND CASH EQUIVALENTS		
(a) Components of cash and cash equivalents		
Cash at bank	5,963	67,831
Bank overdraft	(9,471)	(594)
Total cash and cash equivalents	(3,508)	67,237
(b) Reconciliation of (loss)/profit after tax benefit/(expense) to net cash flows from operating activities		
(Loss)/Profit after tax benefit/(expense)	(179,514)	26,457
Change in fair value of interest rate derivatives	403,906	(31,344)
Unrealised foreign currency (gain)/loss	(86,876)	116,158
Deferred tax benefit	(96,639)	(24,741)
Realised foreign currency loss on loans	4,277	2,483
Decrease/(Increase) in working capital attributable to operating activities	1,794	(12,628)
Net cash flows from operating activities	46,948	76,385

WESTFIELD CAPITAL CORPORATION PTY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

	31-Dec-08 \$000	31-Dec-07 \$000
19 CASH AND CASH EQUIVALENTS (continued)		
(c) Financing Facilities		
Committed financing facilities available to the Company:		
Total financing facilities at the end of the year	11,890,850	9,921,344
Less: Allocated to and used by related entities	(6,586,788)	(3,034,281)
Amounts utilised	(220)	(17,315)
Available financing facilities	5,303,842	6,869,748
Cash	(3,508)	67,237
Financing resources available at the end of the year	5,300,334	6,936,985

These facilities are unsecured interest only floating rate facilities subject to negative pledge arrangements which require the Westfield Group to comply with specific minimum financial requirements. Amounts utilised include borrowings and bank guarantees. Amounts which are denominated in foreign currencies are translated at exchange rates ruling at balance date. The Company as a member of the Westfield Group, is able to draw on financing facilities unutilised by the Westfield Group totalling A\$ equivalent \$5,303.8 million at year end which are included in available financing facilities shown above. These are interest only unsecured multicurrency multioption facilities.

20 RELATED PARTIES TRANSACTIONS		
(a) The Company has loans receivable from its parent company and related entities. These loans are repayable at call.		
Westfield Finance (Aust) Limited	599,381	-
Westfield Trust	3,923	296
Westfield Holdings Limited*	-	585,209
Westfield Queensland Pty Limited	-	378,254
Westfield American Investments Pty Limited	-	185,847
Westfield Capital Corporation Finance Pty Limited	-	144,104
Titania Services Pty Ltd	-	69,583
Nauthiz Pty Ltd	-	42,246
Alphen Pty Limited	-	39,950
Westfield European Investments Pty Limited	-	25,767
Cavemont Pty Limited	-	2,842
Samel Pty Limited	-	1,900
Orta Pty Limited	-	813
Westfield Limited	-	690
Westfield Capital Assets Pty Limited	-	672
Westfield America, Inc	-	602
Croissy Pty Limited	-	112
Westfield Capital Financial Services Limited	-	57
Descon Invest Pty Limited	-	18
	603,304	1,478,962
Interest, at commercial rates, has been received on certain related party loans as set out below.		
Westfield Holdings Limited*	20,514	50,337
Westfield Trust	-	726
	20,514	51,063

WESTFIELD CAPITAL CORPORATION PTY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

	31-Dec-08 \$000	31-Dec-07 \$000
20 RELATED PARTIES TRANSACTIONS (continued)		
(b) The Company has loans payable to its parent company and related entities. These loans are repayable at call.		
Westfield Holdings Limited	23,446	618,932
WEA Finance LLC	342	-
Westfield Limited	-	161,810
Westfield Finance (Aust) Limited	-	79,251
WestUS Trust	-	49,874
Westfield R.S.C.F. Management Pty Limited	-	34,757
Westfield U.S. Investments Pty Limited	-	30,976
Westfield Developments Pty Ltd	-	22,547
WRS Pty Limited	-	7,064
Gaural Pty Ltd	-	2,202
Westfield Funds Management Limited	-	929
WestNM Trust	-	299
Adurant Pty Limited	-	198
Variscite Pty Ltd	-	161
Westfield Projects (Australia) Pty Limited	-	144
Lourens Pty Limited	-	68
WestUS Pty Limited	-	41
ZED Investments Pty Limited	-	17
Woodfield Pty Limited	-	12
	23,788	1,009,282

* Interest, at commercial rates, is charged on certain loans with Westfield Holdings Limited. During the year net interest income in respect of loans with Westfield Holdings Limited amounted to \$20,514,361 (2007: \$32,947,897).

- (c) Administrative and corporate services have been provided to the Company by a related company, Westfield Limited for no charge (2007: nil).
- (d) Certain GST related services have been provided to the Company on commercial terms by a related company, Gaural Pty Limited for a charge of \$9,718 (2007: \$9,255).
- (e) Auditors' remuneration is paid by a related company, Westfield Limited.

WESTFIELD CAPITAL CORPORATION PTY LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2008

	<i>Note</i>	<i>31-Dec-08</i> \$000	<i>31-Dec-07</i> \$000
21 CONTINGENT LIABILITIES			
The Company has provided cross guarantees with other subsidiaries and related entities of Westfield Holdings Limited covering the Westfield Group's facilities.		15,871,800	9,280,600
Bank guarantees		220	240
		15,872,020	9,280,840

22 CORPORATE INFORMATION

Parent Company/Ultimate Holding Company

The Company's parent company and ultimate holding company is Westfield Holdings Limited which is incorporated in Australia.

Registered Office

The Company is incorporated and operates predominantly in one geographical area, being Australia. The registered office is Level 24, Westfield Towers, 100 William Street, Sydney NSW 2011.

The Company operates predominantly in one industry. The principal activity of the Company is finance and investment.

23 DIRECTORS AND SECRETARIES

Persons who held the office of Director or Secretary of the Company at any time during the Financial Year were:

Directors:

P K Allen

M A Bloom (appointed 25 August 2008)

S M Lowy (resigned 25 August 2008)

S P Johns (resigned 25 August 2008)

Secretaries:

S J Tuxen

M T McGrath

WESTFIELD CAPITAL CORPORATION PTY LIMITED

Directors' Declaration

The Directors of Westfield Capital Corporation Pty Limited ("Company") declare that:

- (a) in the Directors' opinion, there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable; and
- (b) in the Directors' opinion, the Financial Statements of the Company and notes thereto are in accordance with the Corporations Act 2001, including sections 296 and 297.

Made on 20 April 2009 in accordance with a resolution of the Board of Directors.



M A Bloom
Director

Independent auditor's report to the members of Westfield Capital Corporation Pty Limited

We have audited the accompanying special purpose financial report of Westfield Capital Corporation Pty Limited, which comprises the balance sheet as at 31 December 2008, and the income statement, statement of changes in equity and cash flow statement for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report and have determined that the accounting policies described in Note 2 to the financial statements, which form part of the financial report, are appropriate to meet the financial reporting requirements of the *Corporations Act 2001* and are appropriate to meet the needs of the members. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. These policies do not require the application of all Accounting Standards and other mandatory financial reporting requirements in Australia.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. No opinion is expressed as to whether the accounting policies used are appropriate to the needs of the members. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, we consider internal controls relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

The financial report has been prepared for distribution to the members for the purpose of fulfilling the directors' financial reporting requirements under the *Corporations Act 2001*. We disclaim any assumption of responsibility for any reliance on this report or on the financial report to which it relates to any person other than the members, or for any purpose other than that for which it was prepared.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit we have met the independence requirements of the *Corporations Act 2001*. We have given to the directors of the company a written Auditor's Independence Declaration, a copy of which is included in the directors' report.

Auditor's Opinion

In our opinion the financial report of Westfield Capital Corporation Pty Limited is in accordance with the *Corporations Act 2001*, including:

- a) giving a true and fair view of the financial position of Westfield Capital Corporation Pty Limited as at 31 December 2008 and of its performance for the year ended on that date in accordance with the accounting policies described in Note 2 to the financial statements; and
- b) complying with Australian Accounting Standards to the extent described in Note 1 to the financial statements and complying with the *Corporations Regulations 2001*.

A blue ink signature, likely of a representative from Ernst & Young, written in a cursive style.

Ernst & Young

A blue ink signature of Andrew Gilder, written in a cursive style.

Andrew Gilder
Partner
Sydney
April 2009

WESTFIELD CAPITAL CORPORATION PTY LIMITED

Directors' Report

The Directors of Westfield Capital Corporation Pty Limited ("Company") submit the following report for the financial year ended 31 December 2008 ("Financial Year"). The Company changed its name from Westfield Capital Corporation Limited on 30 June 2008.

PRINCIPAL ACTIVITY

The principal activity of the Company during the Financial Year was finance and investment. There were no significant changes in the nature of that activity during the Financial Year.

REVIEW OF OPERATIONS AND STATE OF AFFAIRS

The loss after tax benefit of the Company for the Financial Year was \$179.5 million (2007: \$26.5 million profit). At the end of the Financial Year, the Company's shareholders' equity had decreased by \$179.5 million to \$540.1 million. There were no other significant changes in the Company's state of affairs during the Financial Year.

SUBSEQUENT EVENTS

No matter or circumstance has arisen since the end of the Financial Year that has significantly affected, or may significantly affect, the Company's operations, the results of those operations, or the Company's state of affairs, in future financial years.

FUTURE DEVELOPMENTS

In the opinion of the Directors, disclosure of information regarding likely developments in the operation of the Company in future financial years and the expected results of those operations, is likely to result in unreasonable prejudice to the Company. Accordingly, this information has not been provided in this report.

DIVIDENDS

The Directors have not recommended or declared a dividend. No dividend has been paid or declared during or since the end of the Financial Year.

THE DIRECTORS

The names of the Directors in office at the date of this report are:

P K Allen
M A Bloom

The composition of the Board changed during the Financial Year with the retirement of Mr S M Lowy and Mr S P Johns on 25 August 2008, and appointment of Mr M A Bloom on the same day. The rest of the Board remain unchanged. No changes have taken place since 31 December 2008.

WESTFIELD CAPITAL CORPORATION PTY LIMITED

Directors' Report (continued)

CONTRIBUTED EQUITY

No options were granted over unissued shares in the Company during or since the end of the Financial Year to any of the Directors or officers of the Company.

No unissued shares in the Company were under option as at the date on which this report is made.

No shares were issued in the Company during or since the end of the Financial Year as a result of the exercise of an option over unissued shares in the Company.

INDEMNITIES AND INSURANCE PREMIUMS

Subject to the following, no indemnity was given or insurance premium paid during or since the end of the Financial Year for a person who is or has been an officer or auditor of the Company.

A related corporation of the Company has paid the premium for directors' and officers' liability insurance in respect of Directors, Secretaries and Executive Officers of the Company as permitted by the Corporations Act 2001. The terms of the insurance policy prohibit disclosure of details of the nature of the liabilities covered by, and the amounts of the premium payable under, that insurance policy.

AUDITOR'S INDEPENDENCE DECLARATION

We have obtained the following independence declaration from our auditors, Ernst & Young:



Ernst & Young Centre
680 George Street
Sydney NSW 2000 Australia
GPO Box 2646 Sydney NSW 2001
Tel: +61 2 9248 5555
Fax: +61 2 9248 5959
www.ey.com/au

Auditor's Independence Declaration to the Directors of Westfield Capital Corporation Pty Limited

In relation to our audit of the financial report of Westfield Capital Corporation Pty Limited for the year ended 31 December 2008, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the Corporations Act 2001 or any applicable code of professional conduct.

Ernst & Young

Sydney
20 April 2009

Andrew Gilder
Partner

Liability limited by a scheme approved under
Professional Standards Legislation

WESTFIELD CAPITAL CORPORATION PTY LIMITED
Directors' Report (continued)

This report is made on 20 April 2009 in accordance with a resolution of the Board of Directors, and is signed for and on behalf of the Directors.



M A Bloom
Director