

31/10/94

15:56

DB GROUP 0064-9-3570678

002

**DB GROUP LIMITED**

Citibank Centre  
28 Customs Street E  
PO Box 3281  
Auckland 1  
New Zealand  
Telephone (09) 377 1  
Facsimile (09) 308 9

31 October 1994

The Trustees  
Windsor Park Trust Board  
C/o Stuart Bennett  
Morgan & Banks  
PO Box 579  
AUCKLAND

cc S Booten  
A Brewer

Dear Sirs,

**DB PARK**

I refer to the declaration of trust dated 10 February 1988 between East Coast Bays Rugby Football Club Incorporated, East Coast Bays and Districts Cricket Club Incorporated, Windsor Park Trust Board Incorporated and DB Breweries Limited (then Dominion Breweries Limited) ("the Deed").

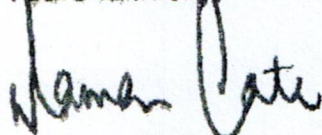
Pursuant to clause 25 of the Deed, DB is entitled to assign its right of first refusal contained in clauses 18 to 23.

DB hereby gives notice that it has assigned its interest in clauses 18 to 23 of the Deed to the North Shore City Council. In terms of clause 19 of the Deed, please now forward any advice of the Board's intention to sell or dispose of DB Park or any part thereof by written notice addressed to the Council and delivered to;

The Director  
Property & Development  
North Shore City Council  
The Strand  
Takapuna

DB has retained all its other rights and interests under the Deed.

Yours faithfully,



Warren Cate  
Manager - Property