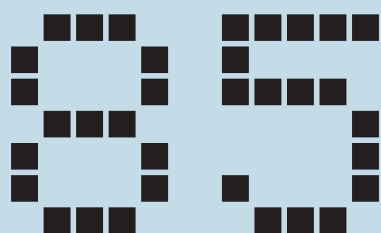


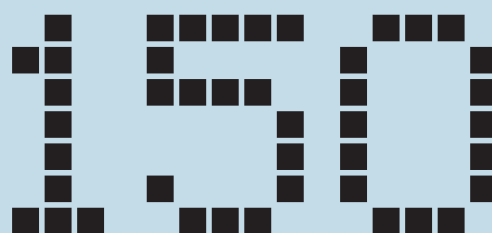
Capital protected investment program
providing investors with innovative solutions
for investing in international financial markets

DUAL OFFER:

easygrow



supergrow



Liontamer MSCI World Index Trusts **2** and **3**

Offered by Liontamer Investment Management Pty Limited ABN 23 104 174 325
Investment Statement for the purposes of the Securities Act 1978 (New Zealand) prepared on 22 August 2003



IMPORTANT INFORMATION

(The information in this section is required under the Securities Act 1978)
Investment decisions are very important. They often have long-term consequences.
Read all documents carefully. Ask questions. Seek advice before committing yourself.

CHOOSING AN INVESTMENT

When deciding whether to invest, consider carefully the answers to all the following questions that can be found on the pages noted below:

- +** **What sort of investment is this?** page 3
- +** **Who is involved in providing it for me?** page 4
- +** **How much do I pay?** page 4
- +** **What are the charges?** page 4
- +** **What returns will I get?** page 5
- +** **What are my risks?** page 7
- +** **Can the investment be altered?** page 8
- +** **How do I cash in my investment?** page 8
- +** **Who do I contact with enquiries about my investment?** page 9
- +** **Is there anyone to whom I can complain if I have problems with the investment?** page 9
- +** **What other information can I obtain about this investment?** page 10

In addition to the information in this document, important information can be found in the current registered Prospectus for the investment. You are entitled to a copy of that Prospectus on request.

CHOOSING AN INVESTMENT ADVISER

You have the right to request from any investment adviser a written disclosure statement stating his or her experience and qualifications to give advice. That document will tell you:

- whether the adviser gives advice only about particular types of investments; and
- whether the advice is limited to the investments offered by one or more particular financial organisations; and
- whether the adviser will receive a commission or other benefit from advising you.

You are strongly encouraged to request that statement. An investment adviser commits an offence if he or she does not provide you with a written disclosure statement within five working days of your request. You must make the request at the time the advice is given or within one month of receiving the advice.

In addition

- if an investment adviser has any conviction for dishonesty or has been adjudged bankrupt, he or she must tell you this in writing; and
- if an investment adviser receives any money or assets on your behalf, he or she must tell you in writing the methods employed for this purpose.

Tell the adviser what the purpose of your investment is. This is important because different investments are suitable for different purposes.

Certain words and expressions used in this Investment Statement (denoted by initial capital letters) have defined meanings. A glossary of these terms is included on the following page of this Investment Statement.

Investments in Liontamer MSCI World Index Trust 2 and Liontamer MSCI World Index Trust 3 (the Trusts) are available to New Zealand resident investors. In order to preserve the taxation status of the Trusts, Australian residents will not be permitted to invest in the Trusts.

The securities referred to herein are not sponsored, endorsed, or promoted by MSCI, and MSCI bears no liability with respect to any such securities or any index on which such securities are based. The Prospectus contains a more detailed description of the limited relationship MSCI has with Liontamer Investment Management Pty Limited and any related securities.

The Trusts are not endorsed or promoted in any way by Morgan Stanley. Morgan Stanley makes no representation in respect of, and has no liability whatsoever, to any investor regarding the Trusts or the Equity Linked Notes, whether regarding the performance of the Equity Linked Notes or otherwise.



GLOSSARY

Annual Return means 1 cent per unit per annum, using the 30/360 day count convention calculated from the Investment Date and payable on 30 June each year (or, if that is not a business day on the next business day) until Capital Protection Maturity.

Application Amount means the amount a subscriber pays for units in the Trusts from which the Entry Fee is deducted.

Capital Protection Maturity means the maturity of the Investment Period at which time your original units are able to be redeemed in full or sold, other than, in certain circumstances related to the SUPERgrow 150 units, as described in this Investment Statement, and payment will be available six days thereafter.

Closing Date means 17 October 2003 or such earlier or later date as may be selected by Lontamer, provided that the latest date is not later than four months from the date of registration of the Prospectus.

Early Bird Interest means the interest at a market rate earned on the Investment Amount during the Offer period after deduction of any withholding tax.

Early Redemption Fee means the fee charged by Lontamer which is a percentage of the value of the units to be redeemed, being 3% during the first two year period from the Investment Date, 2% thereafter and none at Capital Protection Maturity.

EASYgrow 85 units means units in Lontamer MSCI World Index Trust 2;

EASYgrow 85 Index Linked Return means the amount equal to 85% of the Growth in the Index above the sum of the Annual Returns earned during the Investment Period.

ELNs means the Equity Linked Notes issued by Morgan Stanley.

Entry Fee means 3% of the Application Amount.

Final Valuation Date means the date that is 2 days before Capital Protection Maturity.

Growth in the Index means the increase calculated by comparing:

- the monthly average (calculated as described in this Investment Statement) of the Index Levels over the last 12 months of the Investment Period; and
- the Starting Index Level.

Index means the MSCI World Index.

Index Level means in relation to the:

- Indexed Linked Return, the closing Index level as calculated by MSCI on the relevant day. If the relevant day is not a business day, the next business day will be used; and
- 40% capital loss trigger for SUPERgrow 150 units (described under the heading "What returns will I get?"), the Index level at any time as calculated by MSCI.

Index Linked Return means the amount equal to a percentage of the Growth in the Index above the sum of the Annual Returns earned during the Investment Period.

Investment Amount means the balance of the Application Amount after deduction of the Entry Fee (plus the amount of any rebate of the Entry Fee) and addition of any Early Bird Interest that is used to purchase units in the Trusts.

Investment Date means the date that is eight business days after the Closing Date or such other date as may be selected by Lontamer, which is as close as practicable to eight business days after the Closing Date.

Investment Period means the period of eight years beginning on the Investment Date.

Lontamer means Lontamer Investment Management Pty Limited.

Minimum Investment Amount means \$5,000 for a subscriber's initial application for EASYgrow 85 units and \$5,000 for SUPERgrow 150 units.

Minimum Subscription Amount means an aggregate in respect of both EASYgrow 85 and SUPERgrow 150 unit subscription amounts of \$1,000,000.

MSCI means Morgan Stanley Capital International Inc.

Offer means the offer by Lontamer to investors of units in the Trusts.

Prospectus means the prospectus in relation to the offer of units in the Trusts.

Starting Index Level means the Index Level two business days before the Investment Date.

Statutory Supervisor means New Zealand Permanent Trustees Limited (a subsidiary of Public Trust).

Strike Date means the date that is two business days before the Investment Date.

Trusts means Lontamer MSCI World Index Trust 2 and Lontamer MSCI World Index Trust 3.

Trust Deed means the Master Trust Deed Poll entered into by Lontamer and the relevant Supplemental Deed entered into by Lontamer and the Statutory Supervisor.

SUPERgrow 150 units means units in Lontamer MSCI World Index Trust 3.

SUPERgrow 150 Index Linked Return means the amount equal to 150% of the Growth in the Index above the sum of the Annual Returns earned during the Investment Period.

\$ means New Zealand dollars.

WHAT SORT OF INVESTMENT IS THIS?

This Investment Statement offers investments in unit trusts called Liontamer MSCI World Index Trust 2 and Liontamer MSCI World Index Trust 3. The Trusts are not listed.

In this Offer, EASYgrow 85 units are offered in Liontamer MSCI World Index Trust 2 and SUPERgrow 150 units are offered in Liontamer MSCI World Index Trust 3. EASYgrow 85 and SUPERgrow 150 are described in more detail below and under the heading "What returns will I get?".

Your investment is capital protected in the circumstances and to the extent described in this Investment Statement after eight years (Capital Protection Maturity). You will receive an Annual Return of 1% of your Investment Amount and after eight years you will be entitled to receive an Index Linked Return if the MSCI World Index (referred to in this Investment Statement as the Index) has risen more than 8% over the eight years in the circumstances described below. In addition, for EASYgrow 85 units you will receive your Investment Amount. For SUPERgrow 150 units you will also receive your investment amount, provided the Index has not dropped as described under the heading "What returns will I get?".

The Index is a free float-adjusted market capitalisation index that is designed to measure global developed market equity performance. On 30 July 2003, the Index consisted of the following 23 developed market country indices: Australia, Austria, Belgium, Canada, Denmark, Finland, France, Germany, Greece, Hong Kong, Ireland, Italy, Japan, Netherlands, New Zealand, Norway, Portugal, Singapore, Spain, Sweden, Switzerland, the United Kingdom, and the United States. The Index contains 1549 listed companies with a free float-adjusted market capitalisation of approximately US\$14.8 trillion. The Index is calculated without dividends reinvested and is denominated in US dollars. It has a base date of 31 December 1969.

The securities offered in this Investment Statement are New Zealand dollar denominated units in Liontamer MSCI World Index Trust 2 and Liontamer MSCI World Index Trust 3, two Australian unit trusts established for New Zealand residents. The manager of the Trusts, Liontamer Investment Management Pty Limited (Liontamer), intends to invest in Equity Linked Notes (ELNs) issued by Morgan Stanley.

The Trusts' returns mirror the returns payable on the ELNs. The ELNs are held in custody by The New Zealand Guardian Trust Company Limited, the custodian in New Zealand (or such other custodian appointed by Liontamer).

Morgan Stanley is a leading global financial institution. Key facts about Morgan Stanley as at the date of this Investment Statement include:

- assets of US\$529 billion (as at 30 November 2002);
- market capitalisation of US\$50 billion (as at 31 May 2003);
- assets under management of US\$421 billion (as at 31 May 2003);
- 53,500 employees worldwide (as at 31 May 2003);
- long-term credit rating of A+ (as published by Standard & Poor's) and Aa3 (as published by Moody's Investors Service);
- ranked 40th in the 2003 Fortune 500.

You can find out more about Morgan Stanley on www.morganstanley.com

EASYgrow 85

EASYgrow 85 is the offer of units in Liontamer MSCI World Index Trust 2 as described under the heading "What returns will I get?".

SUPERgrow 150

SUPERgrow 150 is the offer of units in Liontamer MSCI World Index Trust 3 as described under the heading "What returns will I get?".

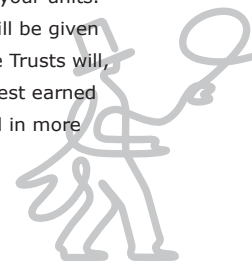
EASYgrow 85 and SUPERgrow 150

Both EASYgrow 85 and SUPERgrow 150 have the following features which are described in more detail under the heading "What returns will I get?":

- the units are intended to be held for eight years (the Investment Period). Early redemptions are possible and are described in more detail under the heading "How do I cash in my investment?";
- the original units may be sold or redeemed for the Investment Amount (other than, in relation to SUPERgrow 150 units, as described under the heading "What returns will I get?") at Capital Protection Maturity;
- an Annual Return;
- an Index Linked Return (if applicable).

You may apply for EASYgrow 85 or SUPERgrow 150 units or both EASYgrow 85 and SUPERgrow 150 units.

Your investment in the Trusts will continue after Capital Protection Maturity unless you have opted to redeem or sell your units. At Capital Protection Maturity, Liontamer has discretion to extend the Investment Period in which case unitholders will be given the option to continue their investment or to redeem or sell their units. If the Investment Period is not extended, the Trusts will, until unitholders elect to redeem or sell their units, invest the proceeds of the ELNs for the unitholders and any interest earned by the Trusts after the Investment Period will be paid to the unitholders, subject to withholding tax. This is described in more detail under the heading "How do I cash in my investment?".



WHO IS INVOLVED IN PROVIDING IT FOR ME?

The manager and trustee of the Trusts is Liantamer. Its address is Level 10, 428 George Street, Sydney, NSW 2000, Australia. Liantamer can be contacted in New Zealand, c/- Liantamer Investment Services Limited, at the offices of Lock & Partners Limited, Level 1, 171 Hobson Street, Auckland, New Zealand.

Liantamer intends to enter into a contract with Liantamer Investment Services Limited to provide services to the Trusts and to Liantamer in New Zealand.

The names of the Trusts are Liantamer MSCI World Index Trust 2 and Liantamer MSCI World Index Trust 3. The Trusts were established by a Master Trust Deed Poll dated 14 May 2003 and a Supplemental Deed for each Trust dated 22 August 2003 (together the Trust Deed).

Liantamer has entered into a Master Deed of Participation (the Deed of Participation) with New Zealand Permanent Trustees Limited (the Statutory Supervisor) dated 14 May 2003. The Statutory Supervisor shall exercise reasonable diligence to ascertain whether or not any breach of the Deed of Participation, and the offer of the units, has occurred. The Statutory Supervisor's address is 117 - 125 Lambton Quay, Wellington, New Zealand.

The Statutory Supervisor is not the promoter of the Trusts nor does it guarantee the payment of income or the repayment of capital from the Trusts. The Statutory Supervisor has relied upon Liantamer for the accuracy of the contents of this Investment Statement and therefore it makes no representation as to the accuracy or truth of the contents in this Investment Statement other than those which refer directly to the Statutory Supervisor or the provisions of the Deed of Participation.

As at the date of this Investment Statement, the Trusts have not commenced business.

HOW MUCH DO I PAY?

The maximum amount of units to be offered under this Investment Statement is anticipated to be \$15,000,000. However, Liantamer reserves the right to accept over-subscriptions and may also at its discretion limit the amount of the subscriptions as it deems appropriate.

The Minimum Investment Amount is \$5,000. If you subscribe for both EASYgrow 85 and SUPERgrow 150 units you must subscribe for at least \$5,000 of EASYgrow 85 units and \$5,000 of SUPERgrow 150 units. Liantamer may, at its discretion, accept amounts that are less than the relevant Minimum Investment Amount.

An Entry Fee that is 3% of the Application Amount is deducted as described below under the heading "What are the charges?".

If you wish to make an investment, your cheque for the Application Amount made payable to "BK Registries Limited" should accompany your application. The address is: BK Registries Limited, PO Box 384, Ashburton.

Liantamer will not accept your application unless payment in full is received in cleared funds by 4:00 pm on the date the Offer closes. Liantamer intends to close the Offer on 17 October 2003 but it reserves the right to extend the period of the Offer or to close the Offer early (the Closing Date). Provided Liantamer considers that it will not be prejudicial to existing subscribers, Liantamer may, in its discretion, reopen the Offer in the period between the Closing Date and the scheduled Investment Date, in which case the Investment Date may be extended. In this case, the Investment Date will still be as close as practicable to eight business days after the original Closing Date. Liantamer also reserves the right to alter the Strike Date. Late payment will not be accepted and will be returned to you immediately and without Early Bird Interest.

Liantamer reserves the right to refuse any application, or to accept an application in part only, without assigning a reason.

No allotment will be made until units to the value of the Minimum Subscription Amount have been subscribed for. If the Minimum Subscription Amount is not achieved or the subscription monies are not invested in ELNs, your Application Amount will be returned to you, plus any Early Bird Interest.

WHAT ARE THE CHARGES?

Liantamer will deduct an Entry Fee of 3% from your Application Amount. This will be paid in full to financial advisers on applications bearing their stamp. The Entry Fee can be rebated in full or part at the discretion of the financial adviser. If the Entry Fee is rebated, the Entry Fee (in the case of a full rebate) or the relevant portion of the Entry Fee (in the case of a partial rebate) will be added to your Investment Amount and invested in the relevant Trust on your behalf. Liantamer will retain the Entry Fee for its benefit in its capacity as manager of the relevant Trust should a subscriber invest without the assistance of a financial adviser. If you withdraw your application prior to the Strike Date, your Application Amount will be refunded in full but without Early Bird Interest.

This is a hold-to-maturity investment. Hence, Liantamer recommends you hold your units until Capital Protection Maturity to benefit from the full capital protection in the case of EASYgrow 85 units or partial capital protection in the case of SUPERgrow 150 units as described under the heading "What returns will I get?".

However, you are entitled to break your investment prior to Capital Protection Maturity at the end of each calendar quarter after the Investment Date by requesting the redemption, but not the repurchase, of your units. The details of requesting an early redemption of units are set out under the heading "How do I cash in my investment?". The early redemption amount will depend on market conditions at the time and may result in you receiving less than your Investment Amount. In addition, Liontamer will charge a fee equal to 3% of the value of the units to be redeemed during the first two year period from the Investment Date, 2% thereafter and none at Capital Protection Maturity (the Early Redemption Fee). Liontamer receives this fee in its capacity as manager of the Trusts and retains any balance after payment of administrative costs for its benefit.

There are **no management fees**. In consideration of Liontamer procuring a purchaser for the ELNs, Morgan Stanley will pay Liontamer an introduction fee that is a percentage of the ELNs issued to the Trusts. The introduction fee is approximately 0.75% per annum over the life of the Trusts calculated on the aggregate face value of the ELNs and paid 'up front' in one lump sum on the Investment Date. The exact amount of the introduction fee will depend on a number of factors during the Offer period including market conditions. This fee is paid to Liontamer as manager of the Trusts. It will be used to fund all expenses incurred in the set-up and ongoing management of the Trusts including brokerage paid to financial advisers (as set out below), issue expenses, Statutory Supervisor's fees, audit fees, registry fees, custody fees, licensing fee paid to MSCI and the costs incurred from holding any meetings in relation to the Trusts. The balance will be retained by Liontamer for its benefit.

Brokerage of 2% of the application moneys paid by subscribers after deduction of the Entry Fee referred to above will be paid to financial advisers up front. This is not a cost to unitholders and is paid from the introduction fee paid to Liontamer by Morgan Stanley.

Under the terms of the Trust Deed, Liontamer is entitled to charge certain other fees but it has undertaken not to charge any such other fees. Liontamer does not intend to introduce any new charges during the term of the investment (see "Can the investment be altered?").

WHAT RETURNS WILL I GET?

Investment Amounts received during the Offer period will earn Early Bird Interest at a market rate until the Investment Date. Early Bird Interest will be calculated on a daily basis from the date on which the Application Amount is received in cleared funds to the Investment Date. Any Early Bird Interest earned by you during the Offer period will be applied towards purchasing additional units in the Trusts. Any surplus after rounding will be donated to Cure Kids, the face of the Child Health Research Foundation. For both EASYgrow 85 and SUPERgrow 150, during the Investment Period you will receive an Annual Return of 1 cent per unit per annum, using the 30/360 day convention, on the nominal amount of your units payable on 30 June each year (or, if that is not a business day, on the next business day).

EASYgrow 85 Index Linked Return

At Capital Protection Maturity of your EASYgrow 85 units, you will also be entitled to an Index Linked Return that is equal to 85% of the Growth in the Index over the Investment Period above the sum of the Annual Returns (EASYgrow Index Linked Return).

The EASYgrow 85 Index Linked Return (if any) will be paid in the form of bonus units at Capital Protection Maturity. Bonus units will be issued on the basis of \$1.00 per unit and any surplus after rounding will be donated to Cure Kids, the face of the Child Health Research Foundation.

In addition, your original units will be able to be redeemed or sold for the Investment Amount at Capital Protection Maturity.

SUPERgrow 150 Index Linked Return

At Capital Protection Maturity of your SUPERgrow 150 units, you will also be entitled to an Index Linked Return that is equal to 150% of the Growth in the Index above the sum of the Annual Returns.

The SUPERgrow 150 Index Linked Return (if any) will be paid in the form of bonus units at Capital Protection Maturity. Bonus units will be issued on the basis of \$1.00 per unit and any surplus after rounding will be donated to Cure Kids, the face of the Child Health Research Foundation.

In addition, your original units will be able to be redeemed or sold for the Investment Amount at Capital Protection Maturity (provided the Index has not decreased as described below).

If the Index Level drops by 40% or more below the Starting Index Level at any time during the Investment Period and is below the Starting Index Level on the Final Valuation Date, an investor will suffer capital loss on a 1 for 1 basis. This means that every 1% decline in the Index below the Starting Index Level on the Final Valuation Date equates to a 1% loss of capital. Therefore, capital is not fully protected in relation to SUPERgrow 150 units.

If the index has dropped as described above, no SUPERgrow 150 Index Linked Return will be payable, capital protection will not apply and unitholders will lose some or all of their original investment.

The sum of the Annual Returns and SUPERgrow 150 Index Linked Return is capped at 100% of the Investment Amount.

In other words, doubling the Investment Amount is the maximum return available on SUPERgrow 150 units.

Growth in the Index

The Growth in the Index will be calculated by comparing the monthly average of the Index Levels over the last 12 months of the Investment Period (which is the average of 13 Index Levels starting from seven years, less two days, after the Investment Date) with the Starting Index Level.

For EASYgrow 85 units you will receive 85% of the Growth in the Index over the Investment Period above 8% (the sum of the Annual Returns). For SUPERgrow 150 units you will receive 150% of the Growth in the Index over the Investment Period above 8% (the sum of the Annual Returns).

The Index Linked Return will be positive provided:

- the monthly average of the Index levels (as described above) is not less than 8% above the Starting Index Level; and
- in relation to SUPERgrow 150 units, the Index Level has not dropped by 40% or more below the Starting Index Level at any time during the Investment Period and is also not below the Starting Index Level on the Final Valuation Date.

The Index Linked Return can be zero but not negative.

Liontamer Investment Management Pty Limited is the entity legally liable to pay the returns which comprise the Early Bird Interest (if any), the Annual Return, the Index Linked Return (if any) and the repayment of your Investment Amount provided you have not requested early redemption (and, in relation to SUPERgrow 150 units, provided the Index has not declined as described above).

None of Liontamer, Morgan Stanley, MSCI, the Statutory Supervisor, nor any other entity guarantees payment of the Early Bird Interest, the Annual Return, the Index Linked Return or the repayment of your Investment Amount.

The total amount of your returns cannot be quantified at the date of this Investment Statement, and therefore, cannot be promised by Liontamer in this Investment Statement. Key factors that will determine your returns will be the performance of the Index during the Investment Period, your Investment Amount and any tax deductions.

There is no maximum return on EASYgrow 85 units. In relation to SUPERgrow 150 units, the sum of the Annual Returns and SUPERgrow 150 Index Linked Return is capped at 100% of the Investment Amount. The return on EASYgrow 85 and SUPERgrow 150 units is not exposed to currency risk between the New Zealand dollar and the US dollar.

HOW WILL THIS INVESTMENT BE TAXED?

Please note that the information included in this section does not constitute taxation advice to individual investors and is indicative of the likely tax treatment only.

Resident withholding tax at the appropriate rate will be deducted from the gross Early Bird Interest paid during the Offer period unless you hold a current certificate of exemption and have provided a copy of this to Liontamer.

Because the Trusts are Australian unit trusts they should be treated as 'foreign companies' for New Zealand tax purposes.

Liontamer will distribute any net income of the Trusts either in the form of cash or bonus units. Unitholders should not be assessed for income tax purposes on distributions of bonus units (where the bonus issue is a non-taxable bonus issue). New Zealand unitholders (who are non-corporates) will be required to include the Annual Return as gross income. Corporate investors may be required to pay a dividend withholding payment in relation to these distributions.

Although the Trusts are foreign companies, this should not cause the unitholders to be required to attribute any foreign income or to calculate any foreign investment fund income from them because they are resident in Australia.

If your units are redeemed at any time (whether before or after Capital Protection Maturity) any amount received by you in excess of the Investment Amount will be taxable (for unitholders other than companies) or subject to a dividend withholding payment (for companies). Any amount received in the form of bonus units will be taxed as dividends.

If your units are sold to third parties or to the manager (the latter of which is only possible after Capital Protection Maturity) any gain may (depending on the unitholder's own circumstances) be a capital gain, not subject to New Zealand tax.

It is not expected that there will be any Australian withholding tax on payments made by the Trusts. This is based on the circumstances of the Trusts, their non-Australian sourced income and a current ruling by the ATO in respect of withholding tax.

This is a general ruling and not one that has been obtained by Liontamer. The ruling is not specific to Liontamer or the Trusts.

If Liontamer is obliged to make any deduction or withholding on account of taxes which should have been made by the Trustee, this amount will be deducted from amounts payable to unitholders and under the terms of the Trust Deed unitholders indemnify Liontamer in respect of any such deduction or withholding.

If you change residency while being an investor in either or both of the Trusts, you must notify Liontamer as this could change your taxation treatment in regard to this investment. If you are intending to change your residency status while you are an investor in either or both of the Trusts, Liontamer advises that you obtain independent financial and tax advice as to your potential taxation liabilities.

Liontamer cannot accept applications from Australian residents. Investors in the Trusts who subsequently become Australian residents are required to have their units redeemed or sold. Liontamer will redeem your units once Liontamer becomes aware you are a resident of Australia.

The tax position set out in this Investment Statement may change during the term of the investment and such changes may materially affect your tax position with respect to an investment in the Trusts.

Liontamer is not responsible for any changes in tax law or interpretation which might adversely affect the returns for unitholders. The Minister of Finance has announced recently in a speech to the Institute of Chartered Accountants that he is considering changes in the way Australian unit trusts are taxed in New Zealand. The example referred to is of a trust which invests back into New Zealand. Liontamer believes that other, offshore, investments by Australian unit trusts (such as those proposed in this Investment Statement) may not be included in any changes although it is not clear that this is so.

You should consult your tax adviser on the tax implications of investing with regards to your specific circumstances as this is not specific tax advice to individuals and Liontamer takes no responsibility for providing taxation advice to individual investors.

WHAT ARE MY RISKS?

It is intended that the Trusts invest in ELNs issued by Morgan Stanley. The ELNs are unsecured debt securities of Morgan Stanley, which has a current long-term credit rating of A+ (as published by Standard & Poor's) and Aa3 (as published by Moody's Investors Service). You are exposed to the potential risk that Morgan Stanley is put into liquidation or is unable to meet its obligations under the conditions of the ELNs.

The principal risks involved with an investment in either or both of the Trusts relate to:

- credit risk as described above;
- general market risks relating to the Index Linked Return, the return of the Investment Amount in SUPERgrow 150 units at Capital Protection Maturity, and the return on EASYgrow 85 and SUPERgrow 150 units in the case of early redemption, which are related to the performance of financial securities from various markets around the world;
- in relation to SUPERgrow 150 units, if the 40% threshold is triggered there will be a loss of capital if the Index Level on the Final Valuation Date is less than the Starting Index Level;
- early redemption as described below;
- early termination if Liontamer is required to terminate and redeem the ELNs prior to Capital Protection Maturity as described under the heading "Can the investment be altered?" in which case you may receive less than the amount you paid for your units;
- early termination or redemption of the ELNs by Morgan Stanley which would cause Liontamer to exercise its right to terminate the Trusts as described under the heading "Can the investment be altered?" in which case you may receive less than the price you paid for your units due to market conditions and fees charged by Morgan Stanley;
- currency risk as the Index is exposed to fluctuations between the various local currencies and the US dollar. (Your capital and returns are not subject to fluctuations between the New Zealand dollar and the US dollar);
- liquidity risk due to the long-term nature of the investment;
- changing residency which could change your taxation treatment and in which case Liontamer will redeem your units early; and
- risks relating to the ELNs such as the unsecured nature of Morgan Stanley's obligation which relates to credit risk and factors relating to the calculation and maintenance of the Index and the value of the ELNs which, provided Morgan Stanley can meet its payment obligations, will potentially affect the value of the Index Linked Return, the return of the Investment Amount in SUPERgrow 150 units at Capital Protection Maturity, and the return on EASYgrow 85 and SUPERgrow 150 units in the case of early redemption.

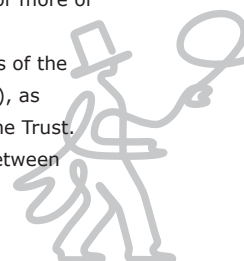
The above risks are described in more detail in the Prospectus which you can obtain a copy of as described under the heading "What other information can I obtain about this investment?".

If you would like more information about the risks relating to the underlying securities, you can request a copy of the ELN Pricing Supplement (when available) from Liontamer by contacting Liontamer Investor Relations as described under the heading "Who do I contact with enquiries about my investment?".

In the event of an early redemption, depending on market conditions at the time you wish to redeem units, and, in relation to SUPERgrow 150 units, in the circumstances described under the heading "What returns will I get?", it is possible that you will receive an amount less than the price you paid for your units. For SUPERgrow 150 units, if the 40% threshold is triggered there will be a loss of capital if the Index Level on the Final Valuation Date is less than the Starting Index Level. In addition, an Early Redemption Fee applies before Capital Protection Maturity. Your capital is only protected at Capital Protection Maturity (and in relation to SUPERgrow 150 units, this is limited, as described under the heading "What returns will I get?").

The Trust Deed limits your liability to any unpaid amount in relation to the units you hold. You will not, by reason of being a unitholder alone, be personally liable to indemnify Liontamer or the Statutory Supervisor or any creditor of any one or more of them in the event that the liabilities of the relevant Trust exceed the assets of the relevant Trust.

In the unlikely event of a Trust being terminated or being put into liquidation or wound up, the claims of the creditors of the Trust, including insolvency claims by Liontamer, the Statutory Supervisor and creditors (both secured and unsecured), as well as any preferential creditors such as the Inland Revenue Department, will rank ahead of unitholders' claims in the Trust. Any insolvency payments would also be subject to any relevant legislation. Unitholders' claims will rank equally as between themselves. Unitholders will not be liable to pay money as a result of the insolvency of a Trust.



CAN THE INVESTMENT BE ALTERED?

Liontamer has the right to make certain alterations to the terms of the Trusts including the following:

- the Minimum Investment Amount, the minimum number of units for which a redemption request may be given, and the minimum number of units which a unitholder must retain following a redemption;
- the Closing Date, Strike Date and Investment Date;
- the Entry Fee, management fees and Early Redemption Fee payable by a unitholder (within the maximum levels set out in the Trust Deed);
- the distribution periods, and consequently the distribution dates that apply to the Trusts (by giving not less than one month's prior written notice to unitholders);
- the investment policy at any time (subject to restrictions set out in the Trust Deed);
- the terms of any units, by way of Liontamer amending the Trust Deed as provided for in the Trust Deed and the Corporations Act and Regulations of Australia. For certain amendments to the Trust Deed, Liontamer must obtain approval by extraordinary resolution at a meeting of unitholders.

Liontamer may alter the terms in certain other circumstances such as to correct manifest error or if the change is necessary (in Liontamer's opinion) for the more convenient working of the Trusts and it is not (or not likely to become) prejudicial to the general interests of the unitholders.

However, as at the date of this Investment Statement, Liontamer does not intend to make any of the above alterations to the terms of the Trusts.

Liontamer can close the Offer early once the Minimum Subscription Amount has been reached or extend the Offer period at its discretion. The Offer period cannot be extended beyond four months from the date of registration of the Prospectus.

The Trusts are closed end funds and no applications for units will be accepted after the Offer is closed except at the discretion of Liontamer.

Unitholders may determine to terminate the Trusts by extraordinary resolution. Liontamer may terminate the Trusts at its discretion, at any time, by giving unitholders not less than 30 days' written notice of termination. Liontamer anticipates that it will only exercise this right if, for example, Morgan Stanley exercises its right to terminate or redeem early, or in the unlikely event that there are changes in the law or generally, that significantly and adversely affect unitholders.

On termination of the Trusts, unitholders are entitled to receive a share of the net proceeds of realisation of the relevant Trust's property into cash (after Liontamer has discharged the relevant Trust's liabilities) pro rata to the number of units held by them. In these circumstances, Liontamer will sell and realise the relevant Trust's investments as soon as reasonably practicable.

The calculation of the Index Linked Return or capital loss in the case of SUPERgrow 150 units in the unlikely event that the Index ceases to exist, is not calculated, or its current calculation materially changes, will be covered in the ELN Pricing Supplement which you can obtain a copy of on request (when available) as described under the heading "What other information can I obtain about this investment?".

Your rights may also be affected by changes to the Corporations Act (Australia), New Zealand Securities Act 1978, or decisions made by the courts in Australia or New Zealand.

HOW DO I CASH IN MY INVESTMENT?

Your investment can be withdrawn any time before the Strike Date. In this event, Liontamer will refund your Application Amount but without any Early Bird Interest.

Your investment in the Trusts is a hold-to-maturity investment designed to be held at least until Capital Protection Maturity at which time you are able to sell or redeem your units. Your original units will be purchased or redeemed at the Investment Amount for those units unless, in relation to SUPERgrow 150 units, the Index Level has dropped as described under the heading "What returns will I get?". For SUPERgrow 150 units, if the 40% threshold described under the heading "What returns will I get?" is triggered, there will be a loss of capital if the Index Level on the Final Valuation Date is less than the Starting Index Level. Your bonus units will be purchased or redeemed at the issue price of \$1.00 per unit. If Liontamer is unable or unwilling to purchase units because of unacceptable (to Liontamer) costs, including tax, which it may have to bear from purchasing and redeeming units, it may instead redeem the units, in accordance with the Trust Deed.

You are entitled to request an early redemption of all or part of your investment prior to Capital Protection Maturity. The minimum redemption request must be for 4,850 units from a Trust and must result in a unitholder holding at least 4,850 units in each Trust the unitholder holds units in, unless otherwise approved by Liontamer.

Early redemption requests must be sent to Liontamer Investment Services Limited, the contact details of which are set out under the heading "Who do I contact with enquiries about my investment?" and will be processed at the end of each calendar quarter.

Early redemption requests need to be received 30 days prior to the end of each calendar quarter. If you have requested an early redemption, Liontamer will provide an indicative early redemption price at least 20 days prior to the end of the relevant calendar quarter.

Liontamer will then request that you confirm your early redemption instructions in writing at least 10 days prior to the end of the relevant calendar quarter. Liontamer will not proceed with your early redemption request unless you have provided this written confirmation at least 10 days prior to the end of the relevant calendar quarter. The early redemption proceeds will be paid to you within one week of the end of the relevant calendar quarter by direct credit to your nominated bank account or by cheque if you have not provided your bank account details.

The early redemption proceeds may be significantly below the price you paid for your units due to changes in market conditions and the Early Redemption Fee. The actual early redemption price may also differ from the indicative early redemption price due to changes in market conditions at the end of the relevant calendar quarter and the date the indicative price was provided.

The early redemption price will be calculated based on the then market value of the ELNs as provided by Morgan Stanley and the Early Redemption Fee set out under "What are the charges?". Morgan Stanley has agreed to redeem the ELNs for minimum parcels from a Trust of the equivalent of 4,850 units at the end of each calendar quarter.

As there is no capital protection until Capital Protection Maturity and an Early Redemption Fee applies to early redemption of units, the early redemption price may be below the price you paid for your units.

If Liontamer receives early redemption requests that relate in aggregate to more than 5% of the units on issue in a Trust, Liontamer may elect to redeem only 5% of the units on a pro rata basis. The percentage figures may be altered by Liontamer upon notification to unitholders. Any units that are not redeemed will be carried forward to the next redemption date and will receive first priority.

30 days before Capital Protection Maturity, Liontamer will send you a letter advising you if it has decided to extend the Investment Period, and providing the term of the new investment period. The letter will also ask you to advise in writing, at least 10 days prior to Capital Protection Maturity, if you wish to retain your units or to instruct Liontamer to redeem or repurchase your investment at Capital Protection Maturity. If no such advice has been received by this date, Liontamer will repurchase your units notwithstanding the extension of the Investment Period.

Within a fortnight after Capital Protection Maturity, Liontamer will send you a letter advising you the value of your investment as at that date and the number of bonus units (if any) issued, and if you have decided to redeem or sell your units at that date, the amount paid to your nominated bank account. If Liontamer has decided not to extend the Investment Period, you will receive a letter within a fortnight after Capital Protection Maturity advising you of maturity and detailing your returns. If you have not instructed Liontamer in terms of the redemption or repurchase of your units, your funds will be invested in an interest bearing deposit account until you request redemption or repurchase of your units. Any interest earned by the Trusts after Capital Protection Maturity will be paid to unitholders, subject to withholding tax.

Your units in the Trusts can be sold or transferred to another person prior to Capital Protection Maturity with the prior written approval of Liontamer. This approval is at the absolute discretion of Liontamer. There is not an established market for these sales in Liontamer's opinion, and Liontamer does not intend to establish such a market.

WHO DO I CONTACT WITH ENQUIRIES ABOUT MY INVESTMENT?

Enquiries about Liontamer MSCI World Index Trust 2 and Liontamer MSCI World Index Trust 3 may be made by contacting your financial adviser or Liontamer Investor Relations. Contact details for Liontamer Investor Relations are as follows:

Email: info@liontamerprotectedinvestments.com

Postal address: Liontamer Investment Services Limited, PO Box 2002, Shortland Street, Auckland

Physical address: c/- Lock & Partners Limited, Level 1, 171 Hobson Street, Auckland

Toll free: 0800 210 450

Fax: 09 353 1617

IS THERE ANYONE TO WHOM I CAN COMPLAIN IF I HAVE PROBLEMS WITH THE INVESTMENT?

In the first instance, you should raise your concern with your financial adviser. He or she should be able to resolve the majority of problems and will listen to and investigate your concern. If your financial adviser is unable to resolve your problem, you can contact the Complaints Officer at Liontamer Investment Services Limited. The contact details for the Complaints Officer are as follows:

Postal address: PO Box 2002, Shortland Street, Auckland

Physical address: c/- Lock & Partners Limited, Level 1, 171 Hobson Street, Auckland

Phone: 09 360 8055

Fax: 09 360 8057



If you need to take the issue further, you could contact the Statutory Supervisor in New Zealand, New Zealand Permanent Trustees Limited:

Postal address: PO Box 5067, Wellington

Physical address: 117 – 125 Lambton Quay, Wellington

Phone: 04 474 3753

Fax: 04 474 3839

There is currently no ombudsman for this type of investment to whom complaints can be made.

WHAT OTHER INFORMATION CAN I OBTAIN ABOUT THIS INVESTMENT?

If you would like more detailed information about Liontamer MSCI World Index Trust 2 and/or Liontamer MSCI World Index Trust 3, please ask your financial adviser or contact Liontamer Investor Relations. The details for Liontamer Investor Relations are set out under the heading “Who can I contact with enquiries about this investment?”.

Other information about the Trusts is contained in the Prospectus, Trust Deed, Deed of Participation, the ELN Pricing Supplement (when available), and in the financial statements (when available) relating to the Trusts. A copy of these documents (when available) will be provided to you free of charge within five business days of your request to Liontamer Investor Relations. In addition, a Schedule to the existing Master Licensing Agreement between Liontamer and MSCI will be entered into in conjunction with the opening of the Offer, relating to the Trusts. This agreement relates to Liontamer’s use of the MSCI World Index trademark and the Index for the Trusts. You can request a copy of the Licensing Agreement by contacting Liontamer Investor Relations.

A copy of the Prospectus, the financial statements (upon completion of the Trusts’ first accounting period) and other documents of, or relating to, the Trusts are filed on a public register of the Companies Office of the Ministry of Economic Development and are available for public inspection after payment of the required fee, at Level 5, 3 Kingston Street, Auckland.

Within a fortnight of the Investment Date, a certificate will be sent to you including the following details:

- your Application Amount;
- amount of Entry Fee deducted from your Application Amount (if applicable);
- amount of Early Bird Interest earned during the Offer period;
- amount invested in the relevant Trust inclusive of Early Bird Interest;
- number of units issued to you;
- Starting Index Level; and
- Capital Protection Maturity.

Information about the Trusts, including this Investment Statement, the fund fact sheets and the value of a unit which will be updated monthly starting from approximately one month after the Investment Date, can also be found on Liontamer’s website www.liontamerprotectedinvestments.com. The Index performance is updated daily on MSCI’s website www.msci.com.

Liontamer intends to hold a meeting within one year after the Investment Date and meetings will be held at Liontamer’s discretion thereafter.

Every unitholder is entitled to free copies of the Prospectus (and associated documents), annual financial statements (upon completion of each of the Trusts’ accounting periods), Trust Deed, Deed of Participation, a comparison of the actual results of the Trusts against the statements of prospective cash flows contained in the Prospectus, any annual report in respect of the Trusts, if one is required to be prepared, and further copies of this Investment Statement. If you would like to receive this information please contact Liontamer Investor Relations by telephone or in writing. Liontamer Investor Relations’ contact details are stated in the “Who do I contact with enquiries about my investment?” section of this Investment Statement.



LIONTAMER MSCI WORLD INDEX TRUSTS 2 AND 3 (EASYgrow 85 and SUPERgrow 150) APPLICATION FORM

This Application Form constitutes an offer to acquire units in the Liontamer MSCI World Index Trusts 2 and 3 (named EASYgrow 85 and SUPERgrow 150 respectively) offered to the public by Liontamer Investment Management Pty Limited ABN 23 104 174 325 in an Investment Statement dated 22 August 2003. References to "Liontamer" are references to Liontamer Investment Management Pty Limited, Liontamer Investment Services Limited, or Liontamer MSCI World Index Trusts 2 and/or 3, as the case may be. Completed Application Forms, together with payments of the application money, must be sent to BK Registries Limited, PO Box 384, Ashburton, New Zealand.

Do not use this Application Form unless it is attached to the Investment Statement dated 22 August 2003.

APPLICATION DETAILS Please print in block letters and mark appropriate answer boxes with a cross (X)

1a. INDIVIDUAL OR APPLICANT A OF JOINT APPLICANTS

Title:

Mr		Mrs		Miss		Ms		Other			
----	--	-----	--	------	--	----	--	-------	--	--	--

Given Name(s)

--

Surname

--

Work Phone Number Home Phone Number

--	--

Fax Number Mobile Number

--	--

Date of Birth Occupation

--	--

1b. JOINT APPLICATIONS ONLY - APPLICANT B

Title:

Mr		Mrs		Miss		Ms		Other			
----	--	-----	--	------	--	----	--	-------	--	--	--

Given Name(s)

--

Surname

--

Work Phone Number Home Phone Number

--	--

Fax Number Mobile Number

--	--

Date of Birth Occupation

--	--

1c. COMPANY, INCORPORATED ASSOCIATION OR BODY

Name of Company, Incorporated Association, or Incorporated Body

--

Name of Contact Person

--

Phone Number

--

1d. TRUST OR OTHER ENTITY

Name of Superannuation Fund, Trust Beneficiaries, Deceased Estate or Unincorporated Association

2. BK REGISTRIES NUMBER

If you currently have a BK Registries number please insert here

--

3. CONTACT DETAILS

Mailing Address
Street Number and Name or PO Box

Suburb

--

City

--

E-mail Address

--

4. BANK ACCOUNT DETAILS

Please give details of the account you would like any distributions and other payments paid into. This must be held in your name, either singularly or jointly

Name of Financial Institution

--

Branch Name

--

Bank/branch Number

--

Account Name

--

5. INVESTMENT DETAILS

Applications can be made for units in EASYgrow 85 or SUPERgrow 150 separately or a combination of both types of units

How much is your Application Amount for EASYgrow 85 units in Liontamer MSCI World Index Trust 2?

\$											
----	--	--	--	--	--	--	--	--	--	--	--

Minimum of \$5,000 (from which a 3% Entry Fee will be deducted unless rebated by your financial adviser as described in the Investment Statement)

How much is your Application Amount for SUPERgrow 150 units in Liontamer MSCI World Index Trust 3?

\$											
----	--	--	--	--	--	--	--	--	--	--	--

Minimum of \$5,000 (from which a 3% Entry Fee will be deducted unless rebated by your financial adviser as described in the Investment Statement)

If you are applying for both EASYgrow85 and SUPERgrow150 units you must apply for at least NZ\$5,000 of each type of unit

Please make cheques payable to: "BK Registries Limited".

6. IRD NUMBER

Please write your IRD number (only one IRD number is required if joint application)

--

Resident Withholding Tax Rate (mark one)
19.5% 33% 39%

If you hold a current Withholding Tax Exemption please mark this box and attach a copy of the certificate and supply the expiry date

DIRECTORY

Manager and Trustee in New Zealand

c/- Liontamer Investment Services Limited
(at the offices of Lock & Partners Limited)
Level 1, 171 Hobson Street
Auckland
NEW ZEALAND

Legal and Tax Adviser in New Zealand

Bell Gully
Royal & SunAlliance Centre
48 Shortland Street
Auckland
NEW ZEALAND

Auditor in New Zealand

PricewaterhouseCoopers
188 Quay Street
Auckland
NEW ZEALAND

Statutory Supervisor in New Zealand

New Zealand Permanent Trustees Limited
117-125 Lambton Quay
Wellington
NEW ZEALAND

Custodian in New Zealand

The New Zealand Guardian Trust Company Limited
48 Shortland Street
Auckland
NEW ZEALAND

Registrar in New Zealand

BK Registries Limited
PO Box 384
Ashburton
NEW ZEALAND

Manager and Trustee in Australia

Liontamer Investment Management Pty Limited
Level 10
428 George Street
Sydney
NSW 2000
AUSTRALIA

Legal and Tax Adviser in Australia

Blake Dawson Waldron
Level 37
Grosvenor Place
225 George Street
Sydney
NSW 2000
AUSTRALIA

Registrar in Australia

Blake & Riggall Pty Limited
ACN 004 552 363
Level 37
101 Collins Street
Melbourne
VIC 3000
AUSTRALIA



You should direct all enquiries to either your financial adviser or Liontamer Investor Relations by phoning 0800 210 450 or writing to Liontamer Investment Services Limited, PO Box 2002, Shortland Street, Auckland or emailing info@liontamerprotectedinvestments.com.

LIONTAMER  **PROTECTED INVESTMENTS**

Capital protected investment program providing investors with innovative solutions for investing in international financial markets
www.liontamerprotectedinvestments.com