



04040483

5-79991

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form F-X

APPOINTMENT OF AGENT FOR SERVICE OF PROCESS AND UNDERTAKING

A. Name of issuer or person filing ("Filer"): Principal America Office Trust

B. (1) This is [check one]

[X] an original filing for the Filer

[] an amended filing for the Filer

(2) Check the following box if you are filing the Form F-X in paper in accordance with Regulation S-T Rule 101(b)(9) [X]

C. Identify the filing in conjunction with which this Form is being filed:

Name of registrant: **Macquarie Office Management Limited, as responsible entity for Macquarie Office Trust**

Form type: **Form CB**

File Number (if known): **Not applicable**

Filed by: **Macquarie Office Management Limited, as responsible entity for Macquarie Office Trust**

Date Filed: **Concurrently herewith**

D. The Filer is incorporated or organized under the laws of **Australia** and has its principal place of business at

**Macquarie Office Management Limited
Level 23, 101 Collins Street
Melbourne, Australia VIC 3000
+61 2 8280 7134**

E. The Filer designates and appoints **Macquarie Office (US) Corporation** ("Agent") located at

**c/o CSC-Lawyers Incorporating Service Company
11 East Chase Street
Baltimore, Maryland 21202
(202) 408-3120**

PROCESSED

AUG 16 2004

B

**THOMSON
FINANCIAL**

as the agent of the Filer upon whom may be served any process, pleadings, subpoenas, or other papers in

- (a) any investigation or administrative proceeding conducted by the Commission; and
- (b) any civil suit or action brought against the Filer or to which the Filer has been joined as defendant or respondent, in any appropriate court in any place subject to the jurisdiction of any state or of the United

States or of any of its territories or possessions or of the District of Columbia, where the investigation, proceeding or cause of action arises out of or relates to or concerns (i) any offering made or purported to be made in connection with the securities registered or qualified by the Filer on Form CB filed concurrently herewith or any purchases or sale of any security in connection therewith; (ii) the securities in relation to which the obligation to file an annual report on Form 40-F arises, or any purchases or sales of such securities; (iii) any tender offer for the securities of a Canadian issuer with respect to which filings are made by the Filer with the Commission on Schedule 13E-4F, 14D-1F or 14D-9F; or (iv) the securities in relation to which the Filer acts as trustee pursuant to an exemption under Rule 10a-5 under the Trust Indenture Act of 1939. The Filer stipulates and agrees that any such civil suit or action or administrative proceeding may be commenced by the service of process upon, and that service of an administrative subpoena shall be effected by service upon such agent for service of process, and that service as aforesaid shall be taken and held in all courts and administrative tribunals to be valid and binding as if personal service thereof had been made.

- F. The Filer stipulates and agrees to appoint a successor agent for service of process and file an amended Form F-X if the Filer discharges the Agent or the Agent is unwilling or unable to accept service on behalf of the Filer at any time until six years have elapsed following the effective date of the latest amendment to the Form CB.

The Filer further undertakes to advise the Commission promptly of any change to the Agent's name or address during the applicable period by amendment to this Form, referencing the file number of the relevant form with which the amendment is being filed.

- G. The Filer undertakes to make available, in person or by telephone, representatives to respond the inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the Form CB, the securities to which the Form CB relates; and the transactions in such securities.

The Filer certifies that it has duly caused this power of attorney, consent, stipulation and agreement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Chicago, County of Cook this 13th day of August, 2004.

Filer:

MACQUARIE OFFICE MANAGEMENT LIMITED,
as responsible entity for Macquarie Office Trust

By: 
Name: Rena Pulido
Title: Authorized Representative

MACQUARIE OFFICE (US) CORPORATION
as Agent for Service of Process for Macquarie Office
Management Limited

By: 
Name: Rena Pulido
Title: Vice President and Assistant Secretary

MACQUARIE OFFICE MANAGEMENT LIMITED
AS MANAGER OF MACQUARIE OFFICE TRUST

EXTRACT OF MINUTES OF A MEETING OF DIRECTORS

Held at Level 8, No. 1 Martin Place, Sydney
on Friday 28 July 2004 at 11.20 am

PRESENT: Mr D S Clarke (Chairman)
Mr G H Bennett
Mr R A Davis
Mr W J Moss

APOLOGY: Mr J F Broadbent

IN ATTENDANCE: Mr S L Jones
Mr S M Girdis
Ms J Rikard-Bell
Ms K Evans-Cullen (Clayton Utz)
Mr J S Wright (Secretary)

"AUTHORISATION OF RENA PULIDO TO SIGN US SEC FILINGS

The Board RESOLVED that Rena Pulido be authorised to sign, on behalf of Macquarie Office Management Limited, all US Securities and Exchange Commission filings which are required to be lodged in connection with the takeover of Principal America Office Trust by Macquarie Office Trust including but not limited to the Form CB and Form F-X."

CLOSURE

There being no further business the meeting closed at 11.35 am.

Certified as a true extract.

John Wright
John Wright
Company Secretary

12 August 2004