

Information Memorandum

Sydney Leisure, Gaming and Property Growth Fund (Vauxhall) No. 1

Trustee

One Funds Management Limited ACN 117 797 403

Manager

Bondi Asset Management Pty Limited ACN 607 221 438

Contents

1.	KEY FEATURES	6
2.	INVESTMENT OVERVIEW	10
3.	THE INVESTMENT	16
4.	MANAGEMENT OF THE FUND	37
5.	RISKS	41
6.	FEEES AND COSTS	47
7.	FINANCIAL INFORMATION	50
8.	TAXATION INFORMATION	58
9.	ADDITIONAL INFORMATION	59
10.	GLOSSARY	63
11.	APPLICATION FORM	65

Notice

This Information Memorandum (IM) is dated 30 October 2015 and is issued by One Funds Management Limited ACN 117 797 403, AFS licence number 300337 (Trustee). The Trustee is the trustee of the Sydney Leisure, Gaming and Property Growth Fund (Vauxhall) No. 1 (Fund). The purpose of this IM is to provide information for prospective Investors to decide whether they wish to invest in the Fund.

The Trustee has appointed Bondi Asset Management Pty Limited ACN 607 221 438 (Manager) as the investment manager of the Fund.

This Information Memorandum (IM) relates to an offer of investment in the Fund. The Fund is an unregistered unit trust that owns all of the units in two unregistered unit trusts, the Sydney Leisure, Gaming and Property Growth Fund (Vauxhall - Property) No. 1 (Property Sub Trust) and the Sydney Leisure, Gaming and Property Growth Fund (Vauxhall - Business) No. 1 (Business Sub Trust). The Property Sub Trust will own title to the land on which the Fund's assets are located and will lease the Business to the Business Sub Trust.

NO PREVIOUS OFFERS

This IM represents the entire offer with respect to an investment in the Fund and supersedes any and all other offer documents or purported offer documents offering investment in the Fund.

NO DISCLOSURE REQUIRED

This IM is intended to provide potential Investors with information only and does not constitute a product disclosure statement or other disclosure document required by the *Corporations Act 2001* (Cth) (Act). This IM has not been lodged with the Australian Securities and Investments Commission (ASIC) or any other government body.

The offer made under this IM is only available for persons who qualify as wholesale clients (as defined in section 761G (7) of the Act), sophisticated investors (as defined in section 761GA of the Act), (collectively, "Qualifying Investors"). The Trustee will not issue Units to a person unless it is satisfied that the person is a Qualifying Investor.

FOREIGN JURISDICTIONS

This IM does not constitute, and may not be used for the purpose of, an offer or solicitation in any jurisdiction other than Australia or in circumstances in which such offer or solicitation is not authorised. No recipient of this IM in any jurisdiction other than Australia may treat it as constituting an offer to acquire Units in the Fund.

In particular, this product has not been and will not be registered under the United States (US) Securities Act of 1933 (Securities Act) or the securities laws of any state of the US and may not be offered, sold, delivered or transferred in the US or to, or for the account of, any "US Person" (as defined in Regulation S under the Securities Act). Neither this IM nor any Application Form or other material relating to this product may be distributed in the US.

NO RESPONSIBILITY FOR CONTENTS OF DOCUMENT

To the maximum extent permitted by law, neither the Trustee, the Manager, nor any of its associates, related parties, directors, officers, employees, advisors (including financial, accounting and legal advisors) or representatives make any recommendation in relation to the Fund, or make any representation or warranty, express or implied, as to the accuracy, reliability or completeness of the information contained in this IM.

This IM does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in the Fund. This IM must be read in conjunction with the Constitution, a copy of which is available (free of charge) by contacting the Trustee on 02 8277 0000. To the extent there are any inconsistencies between the Constitution and this IM, the Constitution will prevail.

FORWARD LOOKING STATEMENTS

This IM includes forward looking statements that may contain the words “believe”, “intend”, “estimate”, “expect” and words of similar meaning. All statements other than statements of historical facts included in this IM, including, without limitation, those regarding the Fund’s financial position and business or investment strategy, plans and objectives are forward looking statements. Such forward looking statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Fund to be materially different from future results, performance or achievements expressed or implied by such forward looking statements.

Any forward looking statements are based on numerous assumptions regarding the Fund’s operations and present and future business and investment strategies and the markets in which the Fund will operate in the future. These forward-looking statements are current only as at the date of this IM. Accordingly, there can be no assurance that such statements, estimates or projections will be realised.

INDEPENDENT ADVICE RECOMMENDED

Prospective investors are not to construe the contents of this IM as tax, legal or investment advice. The information contained in this IM is general information only and does not take into account your objectives, financial situations or needs. An investment in the Fund should be regarded as speculative and may not be appropriate for all persons or entities. You should seek appropriate professional advice and should conduct your own independent investigation and analysis regarding any information contained in this IM. You should rely on your own enquiries, in particular in obtaining your own legal, investment and tax advice in determining whether to invest in the Fund.

NO GUARANTEE

An investment in the Fund is subject to investment risk, including the loss of income and capital invested. Neither the Trustee, the Manager, nor any of their directors, officers, employees, advisers or representatives guarantee the rate of return or performance of the Fund, the meeting of the objectives of the Fund, nor do they guarantee repayment of committed capital.

TRUSTEE LIMITATION OF LIABILITY

Except in certain circumstances (including fraud, negligence or default by the

Trustee), the Trustee enters into transactions for the Fund in its capacity as trustee of the Fund only, not in its own capacity, and its liability in relation to those transactions is limited to the assets of the Fund.

DISCLOSURE OF INTERESTS

The Trustee, the Manager and their related entities may also acquire Units in the Fund on the same terms and with the same rights as other Investors in the Fund.

UPDATED INFORMATION

The information contained in this IM can change, and the IM may be updated or replaced from time to time. Unless the changed information is materially adverse to you, the Trustee may not always update or replace this IM to reflect the changed information. Updated information can be obtained by www.oneinvestment.com.au or calling us on 02 8277 0000.

CONFIDENTIALITY

This IM is confidential and is being provided to prospective investors for them to consider investing in the Fund. Its use for any other purpose is not permitted. It may not be reproduced or redistributed, in whole or in part, and its contents may not be disclosed to any person.

GLOSSARY

Certain capitalised words and expressions used in this IM are defined in the Glossary. All references to dollar amounts in this IM are to Australian Dollars (AUD), unless otherwise stated.

1. Key Features

The table below is only a summary of the key features of an investment in the Fund. It is not intended to be exhaustive. You must read the whole of this IM to obtain more detailed information before making a decision to invest in the Fund.

About the Fund		Section
Trustee	One Funds Management Limited ACN 117 797 403, AFS licence number 300337 is the trustee of the Fund and is responsible for holding title to the Fund's assets.	4.1
Manager	Bondi Asset Management Pty Limited ACN 607 221 438 has been appointed by the Trustee as the investment manager of the Fund and is responsible for managing the Fund's assets.	4.2
Investment objective	<p>The Fund's objective is to do the following:</p> <ul style="list-style-type: none"> • Provide Investors with a regular income return underpinned by gaming revenue from the Business. • Provide Investors with the potential for capital growth upon disposal of the Investment or entry into a joint venture with a developer. <p>The Fund's investment strategy is to do the following:</p> <ul style="list-style-type: none"> • Purchase both the freehold and leasehold interests of the Property from the Hotel Manager. • Engage the Hotel Manager to manage and improve the Business with a view to increasing earnings each year during the term of the Fund. • Commission the Development Manager to undertake rezoning and other development strategies to improve the value of the Investment with a view to crystallising that improvement through a sale to, or joint venture with, a developer. 	2.1
The Investment	<p>Vauxhall Inn, Granville</p> <p>284 Parramatta Road, Granville NSW, Lot 17 DP1158564</p> <p>A two level heritage listed circa 1930's hotel comprising ground level public bar, internal and external gaming room (30 machines), bistro and external TAB with upper level of the hotel providing an office and unused accommodation rooms with 60 car parking spaces. The hotel has the infrastructure for a bottle shop, however this is currently not operational.</p> <p>The Hotel Manager currently owns and operates the Investment and has agreed to sell the Investment to the Fund for \$28 million, based on an independent valuation dated 22 September 2015.</p>	3

The Manager has appointed the Hotel Manager to continue to manage the Business on behalf of the Fund.

The proposed development	The Manager has appointed the Development Manager to obtain a rezoning of the Property from B5 (Business Development) to B4 (Mixed use) and to permit a greater intensity of development (in height and floor space terms).	3.3
The Fund	<p>The Fund is an unregistered unit trust. The Fund will own all of the units in two unregistered unit trusts—the Sydney Leisure, Gaming and Property Growth Fund (Vauxhall - Property) No. 1 (Property Sub Trust) and the Sydney Leisure, Gaming and Property Growth Fund (Vauxhall - Business) No. 1 (Business Sub Trust).</p> <p>The Property Sub Trust will acquire and own title to the Property and will lease the Business to the Business Sub Trust.</p> <p>The Fund has been established to allow Investors the opportunity to invest in the Property and the Business, as well as the development potential associated with these assets.</p>	2.2
Who can invest in the Fund?	<p>The Offer is only available to persons who qualify as wholesale clients (as defined in section 761G (7) of the Act) or sophisticated investors (as defined in section 761GA of the Act), (collectively, “Qualifying Investors”).</p> <p>The Trustee will not issue Units to a person unless it is satisfied that the person is a Qualifying Investor.</p>	2.3
Minimum initial investment amount	\$100,000, and thereafter in multiples of \$50,000 from Qualifying Investors only.	2.4
Minimum Offer Amount	\$14,376,620	10
Total Offer Amount	\$15,776,620	10
Issue of Units	Units will be issued on the Closing Date. However, if less than the Total Offer Amount is raised, then the Trustee may continue raising money under this IM and issue further Units after the Closing Date, until the Total Offer Amount is raised.	
Unit Price	The price for Units issued under this Offer is \$1.00.	2.4
Distributions	<p>The current intention is that distributions will be paid quarterly to Investors, within four weeks of the end of each calendar quarter.</p> <p>The Fund will only pay distributions from cash from operations and reserves (not borrowings).</p>	7.9(c)

Distribution reinvestment	As at the date of this IM, there will not be a distribution reinvestment facility available to Investors.	
Borrowings	<p>The Manager proposes to secure a debt facility at the sub trust level to acquire the Investment and has received an indicative non-binding proposal from Australia and New Zealand Banking Group Ltd ABN 11 005 357 522 (ANZ).</p> <p>The Fund's expected gearing level is between 50% and 55%, with a maximum gearing level of less than or equal to 55%.</p> <p>The prospective lender's term sheet is subject to due diligence and satisfactory documentation. The Manager intends to document and establish the debt facility prior to the Closing Date.</p>	2.10
Expected term of investment	<p>The initial term of the investment is 5 years from the Closing Date.</p> <p>The investment can be extended for one further 2 year term in accordance with the Liquidity Event described in the section below.</p>	2.7
Liquidity Event	<p>Prior to the end of the initial 5 year term, there will be a Liquidity Event, where the Trustee will provide Investors with the opportunity to realise their investment through the completion of a withdrawal request form. This form will allow each Investor to nominate the number of Units (if any) they wish to redeem at the conclusion of the initial 5 year term.</p> <p>If the Trustee receives withdrawal requests from Investors in respect of more than 75% of the Units on issue, then the Fund will be wound up with the Trustee completing an orderly sale of the Investment.</p> <p>Alternatively, if the Trustee does not receive withdrawal requests from Investors in respect of more than 75% of the Units on issue, then the investment term may be extended for a further period of 2 years.</p> <p>If the investment term is extended, then the Trustee in consultation with the Manager will implement a liquidity strategy and use its best endeavours to satisfy the withdrawal requests received from those Investors who wish to exit.</p> <p>However there is no guarantee that any withdrawal request will be able to be satisfied and the strategy will have regard to what is in the best interests of all Investors at the time. The strategy for satisfying withdrawal requests may include raising equity, arranging debt finance, matching existing Investors who may wish to acquire further Units with those Investors who wish to exit the Fund or using a combination of these options.</p> <p>If the initial 5 year investment term is extended, then once this 2 year extension expires the Fund will be wound up and the Trustee will complete an orderly sale of the Investment.</p>	2.9

Withdrawal rights	You will not have a right to withdraw your investment during the life of the Fund. Under the Liquidity Event you will be provided with an opportunity to lodge a withdrawal request and those withdrawal requests may be accepted by the Trustee, but there is no guarantee that they will be satisfied.	2.5
This is a fixed-term investment with no ongoing liquidity.		
Key risks	Like any investment of this type, there are risks associated with an investment in the Fund. It is important that you read and consider the risks associated with the Fund before deciding whether to invest.	5
Distributions are not guaranteed and neither are any capital returns.		
Further details regarding the risks associated with investing in the Fund are included in Section 4.3 of this IM.		
Fees and other costs	There are fees and costs payable in relation to the management of the Fund, including:	6
1. Ongoing management fee		
1.25% per annum (plus GST) of the gross value of the Fund's assets. The Trustee pays itself and the Manager out of this fee.		
2. Manager performance fee		
25% (plus GST) of all distributions of income and capital over the Performance Benchmark.		
Ongoing annual costs will also be payable in relation to the management and administration of the Fund. Removal fees will be payable if the appointment of the Trustee or the Manager is terminated. See Section 6 of this IM for further details about the fees and costs charged to the Fund.		
Tax Information	Before investing in the Fund, you should obtain your own independent tax advice, taking into account your own circumstances.	8
SMSF & Superannuation funds	Self-managed super funds and complying superannuation funds are able to invest in the Fund, subject to their own investment criteria.	

2. Investment Overview

2.1 *Investment objective and strategy*

The Fund's' objective is to do the following:

- (a) Provide Investors with a regular income return underpinned by gaming revenue from the Business, and
- (b) Provide Investors with the potential for capital growth upon disposal of the Investment or entry into a joint venture with a developer.

The Fund's investment strategy is to do the following:

- (a) Purchase both the freehold and leasehold interests of the Property from the Hotel Manager.
- (b) Engage the Hotel Manager to manage and improve the Business with a view to increasing earnings each year during the term of the Fund.
- (c) Commission the Development Manager to undertake rezoning and other development strategies to improve the value of the Investment with a view to crystallising that improvement through a sale to, or joint venture with, a developer.

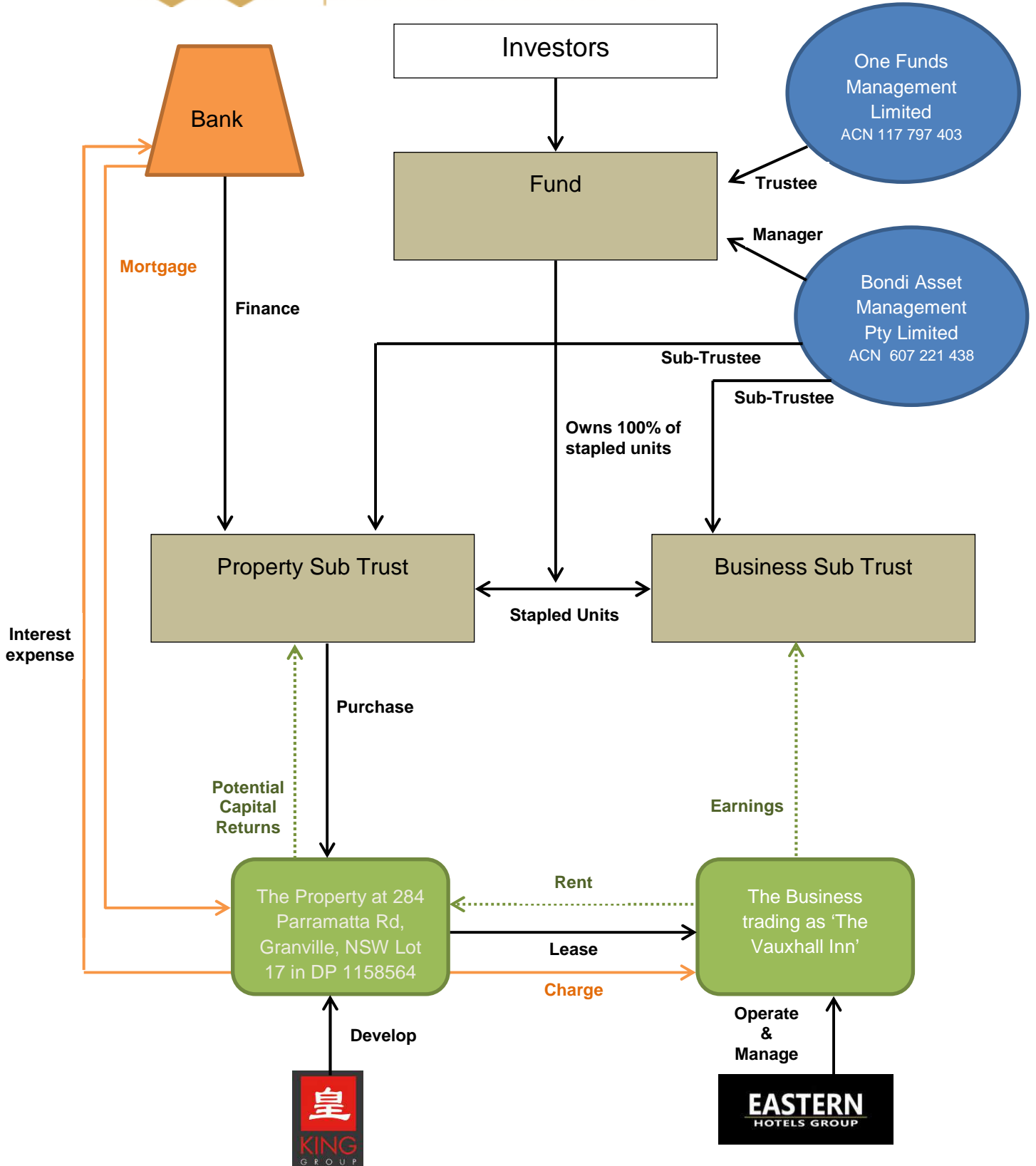
2.2 *The Fund*

The Fund is an unlisted, unregistered managed investment scheme structured as a unit trust. The Fund was established by a constitution dated 22 October 2015 which regulates the relationship between the Trustee and Investors. The Trustee has appointed the Manager as the investment manager of the Fund pursuant to an Investment Management Agreement dated on or about the date of this IM.

The Fund will own the Investment through a structure that involves two wholly-owned 'sub-trusts' – the Property Sub Trust and the Business Sub Trust. The Property Sub Trust will acquire and own title to the Property and will lease the Business to the Business Sub Trust. An investment in the Fund therefore comprises an investment in the Property and the Business. The figure below shows the Fund's intended structure.



**BONDI
ASSET
MANAGEMENT**



2.3 Who can invest in the Fund?

The Offer is only available to Qualifying Investors, meaning an Investor who—

- (a) invests \$500,000 or more in the Fund
- (b) provides a certificate from a qualified accountant (substantially in the form attached to this IM) that states the Investor has net assets of at least \$2.5 million or has a gross income for each of the last two financial years of at least \$250,000, or
- (c) is a professional investor (including the holder of an Australian financial services licence, a person who controls more than \$10 million or a person that is a listed entity or a related body corporate of a listed entity).

2.4 Unit price and minimum investment amount

The price for Units issued under this Offer is \$1.

The minimum investment is \$100,000, and thereafter in multiples of \$50,000, from a Qualifying Investor.

2.5 Illiquid investment

You will not have any right to withdraw your money from the Fund. You will have an opportunity to submit a withdrawal request under the Liquidity Event (refer to Section 2.9 for more details). There is, however, no guarantee that those withdrawal requests will be accepted.

Investment in the Fund is illiquid and the Trustee does not expect to make any withdrawal offers.

Therefore, once your Application Form has been accepted, you should expect that your investment will remain in the Fund until the end of the expected investment term or any extension to the term (see Section 2.9 below).

There will not be any established secondary market for the sale of Units. If you want to sell your Units, then under the law there are certain restrictions placed on the Trustee in relation to the level of assistance the Trustee can give you. Subject to those restrictions, the Trustee will endeavour to assist you should you wish to sell.

Under the Constitution, the Trustee has discretion to refuse to register any transfer of Units.

2.6 How to invest

To invest in the Fund you must complete the Application Form. The Application Form should be completed in accordance with Section 11 of this IM (Application Form).

The completed Application Form, together with your Application Money and supporting documentation, must be forwarded to the Trustee at the address noted in Section 11.

2.7 Expected term of investment

The initial term of the investment is 5 years from the Closing Date. The investment term can be extended for one further 2 year term (see Section 2.9 below).

2.8 Potential reconstruction strategies

The Manager intends to explore reconstruction options during the term of the Fund. Reconstruction options to be considered will include a listing of the Fund on the ASX, a trade sale (i.e., the sale of some or all of the Fund's assets), a divestment of assets into a different ownership vehicle, a merger of the Fund (or either the Property Sub Trust or Business Sub Trust) with another trust, a de-stapling of the Property Sub Trust and Business Sub Trust, or other alternatives which are considered by the Manager to be suitable at the time. The ability to optimize value or enhance liquidity for Investors will be key considerations for the Manager when it reviews the reconstruction options available.

The Manager may pursue a reconstruction strategy at any time if it considers the strategy to be in the interests of Investors and the Trustee will implement any such reconstruction strategy on the Manager's recommendation. However, if a formal reconstruction strategy has not been implemented or set in motion within 5 years from the Closing Date, then there will be a Liquidity Event as described in Section 2.9 below.

The Trustee and the Manager also reserve the right to register the Fund, the Property Sub Trust or the Business Sub Trust with ASIC as registered managed investments schemes, at any point in the future (although this is not a reconstruction strategy—the registration of the trusts will not in itself have any noticeable impact on Investors).

2.9 Liquidity Event

Prior to the end of the initial 5 year term, there will be a Liquidity Event, where the Trustee will provide Investors with the opportunity to realise their investment through the completion of a withdrawal request form. This form will allow each Investor to nominate the number of Units (if any) they wish to redeem at the conclusion of the initial 5 year term.

If the Trustee receives withdrawal requests from Investors in respect of more than 75% of the Units on issue, then the Fund will be wound up with the Trustee completing an orderly sale of the Investment or procuring the sale of all Units.

Alternatively, if the Trustee does not receive withdrawal requests from Investors in respect of more than 75% of the Units on issue, then the investment term may be extended for a further period of 2 years.

If the investment term is extended, then the Trustee in consultation with the Manager will implement a liquidity strategy and use its best endeavours to execute the withdrawal requests received from those Investors who wish to exit. This strategy will have regard to what is in the best interests of all Investors at the time and may include raising equity, arranging debt finance, matching existing Investors who may wish to acquire further Units with those Investors who wish to exit the Fund or using a combination of these options.

If the initial 5 year term is extended, then once the 2 year extension expires, the Fund will be wound up and the Trustee will complete an orderly sale of the Investment.

Independent valuation

The Trustee will have the Investment valued by an independent valuer prior to the Liquidity Event. This valuation will not be more than three months old at the date of the Liquidity Event.

Information to be provided to Investors

At the Liquidity Event, the Trustee will communicate with Investors providing—

- details of the independent valuation of the Investment
- the Manager’s recommendations as to whether the Fund should be wound up or the investment term extended for a further term of 2 years
- an outline of the liquidity strategy the Manager proposes in order to fund the withdrawal of redeeming Investors, and
- the price that Investors will receive if Investors redeem Units or the Fund is wound up, that estimated Unit price will reflect the NTA per Unit and estimated costs of selling the Investment and winding up the Fund.

Power of attorney

Upon a Liquidity Event, each holder of Units appoints the Trustee and its authorised officers and agents as their attorney to do any act or thing, including to execute, sign and deliver any document that the attorney considers necessary or desirable to implement the steps required to provide liquidity in accordance with this IM (including executing transfers, assignments, application forms, subscriptions and other assurances of the Units being transferred or issued).

2.10 Borrowings

The Manager proposes to secure a debt facility at the sub trust level to acquire the Investment and has received an indicative non-binding proposal from Australia and New Zealand Banking Group Ltd ABN 11 005 357 522 (ANZ)..

Based on the proposal received, it is anticipated that the debt facility will be on the following terms:

Type of Loan	Cash advance facility
Total facility limit	\$15,400,000
Facility draw down	\$15,400,000
Gearing ratio	55%
Bank covenant	Less than or equal to 55%
Interest cover ratio	Expected to be 4.85 times
Bank covenant	More than 3.00 times
Repayments	N/A
Term	3 years

Interest cost including margin	3.645% ¹
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Loan administration charge	\$195 per drawing
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Security	<p>First registered mortgage over the Property.</p> <p>General security agreements over Bondi Asset Management Limited and any other entity agreed and acceptable to ANZ, as required.</p> <p>Cross guarantee and indemnity by and between Bondi Asset Management Limited and any other entity agreed and acceptable to ANZ, as required.</p> <p>Deed of Undertaking over liquor licences.</p>
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1. Equal to a base rate of 2.145% applicable on 29 October 2015 plus a line fee of 1.50%.

2.11 *Interest rate hedging*

The Manager has the ability to hedge interest rates in respect of borrowings where it considers it is in the best interest of Investors to do so. Hedging will be potentially undertaken via over-the-counter (OTC) and exchange traded interest rate hedging instruments, including ASX interest rate futures instruments and bank fixed rate swap agreements.

3. The Investment

3.1 *Rationale*

The Manager has identified the Western Sydney gaming corridor as a growth market with potential for yield compression.

The Manager believes that despite historically low official interest rates, and significant appreciation on most other property assets, yields on particular gaming assets remain at attractive levels. The Manager considers that it has identified a price point in this market, below the level that attracts institutional investors and above the level attainable by most individual investors, as offering value. The Manager believes the investment offered under this IM has the potential to return an attractive running yield whilst, at the same time, funding the development costs necessary to achieve development returns with respect to the Property.

3.2 *The Property and the Business—Vauxhall Inn, Granville*

The Investment is at 284 Parramatta Road, Granville NSW, Lot 17 DP1158564, a two level heritage listed circa 1930's hotel comprising ground level public bar, internal and external gaming room (30 machines), bistro and external TAB with upper level of the hotel providing an office and unused accommodation rooms with 60 car parking spaces. The hotel has the infrastructure for a bottle shop, however this is currently not operational.

The Hotel Manager currently owns and operates the Investment and has agreed to sell the Investment to the Fund for \$28 million, based on an independent valuation dated 22 September 2015.

The Manager has appointed the Hotel Manager to continue to manage the Business on behalf of the Fund.

The key features of the Investment are as follows:

- (a) Parramatta Local Government Area (LGA) is one of Sydney's top gaming LGA's with 16 hotels ranked within the top 200 OLGR ranking with demographics supporting gaming growth. It should be noted that the Vauxhall Inn sits adjacent to the Parramatta LGA in Holroyd LGA.
- (b) Proximity to train stations and direct road access to Parramatta/Sydney centres points to significant potential growth from development opportunities.
- (c) Under EHG management Vauxhall Inn has increased its gaming ranking from #162 to #45 in 2014, currently sitting back at #65 on increased gaming revenue from 2014, suggesting an overall increase in gaming revenue in Sydney
- (d) Land area of 3,504m² offers increased potential building height with increased FSR of 6.0:1.
- (e) Under current management with recent refurbishment, The Vauxhall Inn continues to benefit from increased patronage.
- (f) Holroyd LGA is one of Sydney's top gaming LGA's with numerous hotels ranked within the top 200 OLGR ranking with demographics supporting gaming growth.
- (g) Adjoining sites, bounded by main roads and existing rail line make the site ripe for consolidation and significant development.
- (h) The recent release of the Draft Urban Parramatta Road Transformation Strategy Sep 2015 suggests significant potential for residential and commercial development in the surrounding area offering the potential for an increase in patronage to the Vauxhall Inn.

Valuation

The Manager has obtained an independent valuation of the Investment. The valuation estimates the Investment's market value as being \$28,000,000 (exclusive of GST) as of 22 September 2015.

Current Zoning

Land Zoning: B5 - Business Development

Height of building: 15m

Floor Space Ratio: 1:1

In Good Company - June 2015 State Ranking – Vauxhall Inn - Room to Grow

Light blue shading denotes Holroyd City Council or an adjacent LGA

Premises No.	Name	Suburb	Post code	LGA	State Profit Ranking	Km to Vauxhall
104278	El Cortez Hotel	CANLEY HEIGHTS	2166	Fairfield City Council	1	
106157	Twin Willows Hotel	BASS HILL	2197	Bankstown City Council	2	8
102003	Eastwood Hotel	EASTWOOD	2122	Ryde City Council	3	
104898	Railway Hotel	LIDCOMBE	2141	Auburn City Council	4	5.5
103360	Pritchards Hotel	MOUNT PRITCHARD	2170	Fairfield City Council	5	
101643	Cross Roads Hotel	CASULA	2170	Liverpool City Council	6	
100973	Campsie Hotel	CAMPSIE	2194	Canterbury City Council	7	
100515	Markets Hotel	FLEMINGTON	2140	Strathfield Municipal Council	8	7
104936	Greenfield Tavern Hotel	GREENFIELD PARK	2176	Fairfield City Council	9	
102119	Ermington Club Hotel	ERMINGTON	2115	Parramatta City Council	10	5.5
106505	Meridian Hotel, Hurstville	HURSTVILLE	2220	Hurstville City Council	11	
100914	Burwood Hotel	BURWOOD	2134	Burwood Council	12	
105754	Oasis on Beamish	CAMPSIE	2194	Canterbury City Council	13	
100531	Berala Hotel	BERALA	2141	Auburn City Council	14	6
103913	Sefton Hotel	SEFTON	2162	Bankstown City Council	15	7
110200	Scruffy Murphy's	SYDNEY	2000	Council of the City of Sydney	16	
100922	Cabramatta Inn	CABRAMATTA	2166	Fairfield City Council	17	10
102240	Fairfield Hotel	FAIRFIELD	2165	Fairfield City Council	18	7.5
102372	The Palms Hotel	CHULLORA	2190	Bankstown City Council	19	10
103212	Keighery Hotel	AUBURN	2144	Auburn City Council	20	3.5
106319	Smithfield Tavern	SMITHFIELD	2164	Fairfield City Council	21	7.5
101368	Collingwood Hotel	LIVERPOOL	2170	Liverpool City Council	22	
103085	Hurstville Ritz Hotel	HURSTVILLE	2220	Hurstville City	23	

Premises No.	Name	Suburb	Post code	LGA Council	State Profit Ranking	Km to Vauxhall
103670	Cambridge Tavern	FAIRFIELD	2165	Fairfield City Council	24	6.5
103956	The Crown Hotel, Revesby	REVESBY	2212	Bankstown City Council	25	
103328	Richards on the Park	CANLEY VALE	2166	Fairfield City Council	26	9.5
120672	Canley Heights Hotel	CANLEY HEIGHTS	2166	Fairfield City Council	27	
102666	Grand Hotel	ROCKDALE	2216	Rockdale City Council	28	
102798	Green Valley Hotel	MILLER	2168	Liverpool City Council	29	
101236	Chester Hill Hotel	CHESTER HILL	2162	Bankstown City Council	30	6.5
105452	Royal Sheaf Hotel	BURWOOD	2134	Burwood Council	31	
105207	Royal Hotel	GRANVILLE	2142	Parramatta City Council	32	900m
104871	Crescent Tavern	FAIRFIELD	2165	Fairfield City Council	33	7
101910	Charlie Chan's Bar and Bottle Shop	SYDNEY	2000	Council of the City of Sydney	34	
102852	KINGSGROVE HOTEL	KINGSGROVE	2208	Rockdale City Council	35	
106440	Wentworthville Hotel	WENTWORTHVILLE	2145	Holroyd City Council	36	7
101554	The Ranch	MARSFIELD	2122	Ryde City Council	37	
103263	Churchill's Sports Bar	KINGSFORD	2032	Randwick City Council	38	
105738	Stardust Hotel	CABRAMATTA	2166	Fairfield City Council	39	10
102062	Crocodile Farm Hotel	ASHFIELD	2131	The Council of the Municipality of Ashfield	40	
105746	Star Hotel	SYDNEY	2000	Council of the City of Sydney	41	
100701	Rosehill Hotel	GRANVILLE	2142	Parramatta City Council	42	900m
105789	St George Hotel	BELMORE	2192	Canterbury City Council	43	
105568	HOTEL SEVEN HILLS	SEVEN HILLS	2147	Blacktown City Council	44	
100027	Moorebank Hotel	MOOREBANK	2170	Liverpool City Council	45	
100361	Bankstown Hotel	BANKSTOWN	2200	Bankstown City Council	46	
102496	The Landmark	EASTWOOD	2122	Ryde City Council	47	
105398	Royal Oak Hotel	LIDCOMBE	2141	Auburn City Council	48	5.5
105827	Strathfield Hotel	STRATHFIELD	2135	Burwood Council	49	9.5
103662	Macquarie Hotel Liverpool	LIVERPOOL	2170	Liverpool City Council	50	
100493	Belmore Hotel	BELMORE	2192	Canterbury City Council	51	
102860	Guildford Hotel	GUILDFORD	2161	Parramatta City Council	52	3.5
104146	Newmarket Hotel	MASCOT	2020	The Council of the City of Botany Bay	53	
101201	The Orchard	CHATSWOOD	2067	Willoughby City Council	54	
114958	Vegas Hotel	MOUNT DRUITT	2770	Blacktown City Council	55	

Premises No.	Name	Suburb	Post code	LGA	State Profit Ranking	Km to Vauxhall
103425	Lidcombe Hotel	LIDCOMBE	2141	Auburn City Council	56	5.5
100574	Billabong Hotel	MERRYLANDS	2160	Holroyd City Council	57	1.5
106041	Yennora Oasis Hotel	YENNORA	2161	Fairfield City Council	58	6
118848	Colyton Hotel	COLYTON	2760	Penrith City Council	59	
104030	The Castle Hill Tavern	CASTLE HILL	2154	The Hills Shire Council	60	
101430	Concord Hotel	CONCORD WEST	2138	City of Canada Bay Council	61	
105177	The Village Tavern Auburn	AUBURN	2144	Auburn City Council	62	4
101759	Oscars Sports Hotel	BANKSTOWN	2200	Bankstown City Council	63	
110693	The Ingleburn Hotel	INGLEBURN	2565	Campbelltown City Council	64	
106270	Vauxhall Inn	GRANVILLE	2142	Holroyd City Council	65	

3.3 *The proposed development*

The Manager considers the Western Sydney growth corridor offers property development returns with many of the target assets sitting on significant parcels of land, not always on offer in more developed areas. With traditional city precincts already congested and overpriced, the urban sprawl continues to head west. In the Manager's experience, both State Government and the relevant Local Councils are offering 'less red tape and more red carpet' to help promote the significant development needed in Western Sydney. Similar developments in the target area have recently received approvals to increase the floor space ratio from 2:1 to 7.2:1 and building height from 12m to 118m. The Manager has targeted a property that it believes offers attractive running yield with development potential to offer a mix of commercial and potential residential sites.

The Manager believes part of the reason why yields on these assets have remained high is because of the specialised management skills needed to extract that yield. The Manager considers that the Hotel Manager brings the requisite management skills to not only run the Business, but a proven track record of maximising the returns on these particular gaming hotels.

The Manager believes potential development returns will provide uplift to the gaming yields offered by the Investment. The Manager's ability to co-ordinate, submit and deliver on these development returns is supported by the Development Manager's experience and expertise in large scale property development.

The Manager has appointed the Development Manager to obtain a rezoning of the Property from B5 (Business Development) to B4 (Mixed use) and to permit a greater intensity of development (in height and floor space terms)

Land Zoning: Change from B5 Business Development to B4 Mixed Use

Floor Space Ratio: Change from 1:1 to 6:1

The recent release of the Draft Urban Parramatta Road Transformation Strategy Sep 2015, whilst leaving the zoning of the Property as B5 (status quo), has targeted the site for employment purposes. The Manager believes that this will offer significant potential development upside under existing zoning if a rezoning to B4 were not possible.

An added benefit of the Draft Urban Parramatta Road Transformation Strategy Sep 2015 is that the Manager expects it will reduce the amount of time and resources that will be needed to obtain a rezoning. Under normal circumstances a rezoning application could cost upwards of \$400,000 and take up to two years. With most of the

issues regarding a rezoning having been already addressed by the Draft Urban Parramatta Road Transformation Strategy Sep 2015, the Manager expects to be able to have a determination on the rezoning within 6-12 months at a cost below \$100,000.

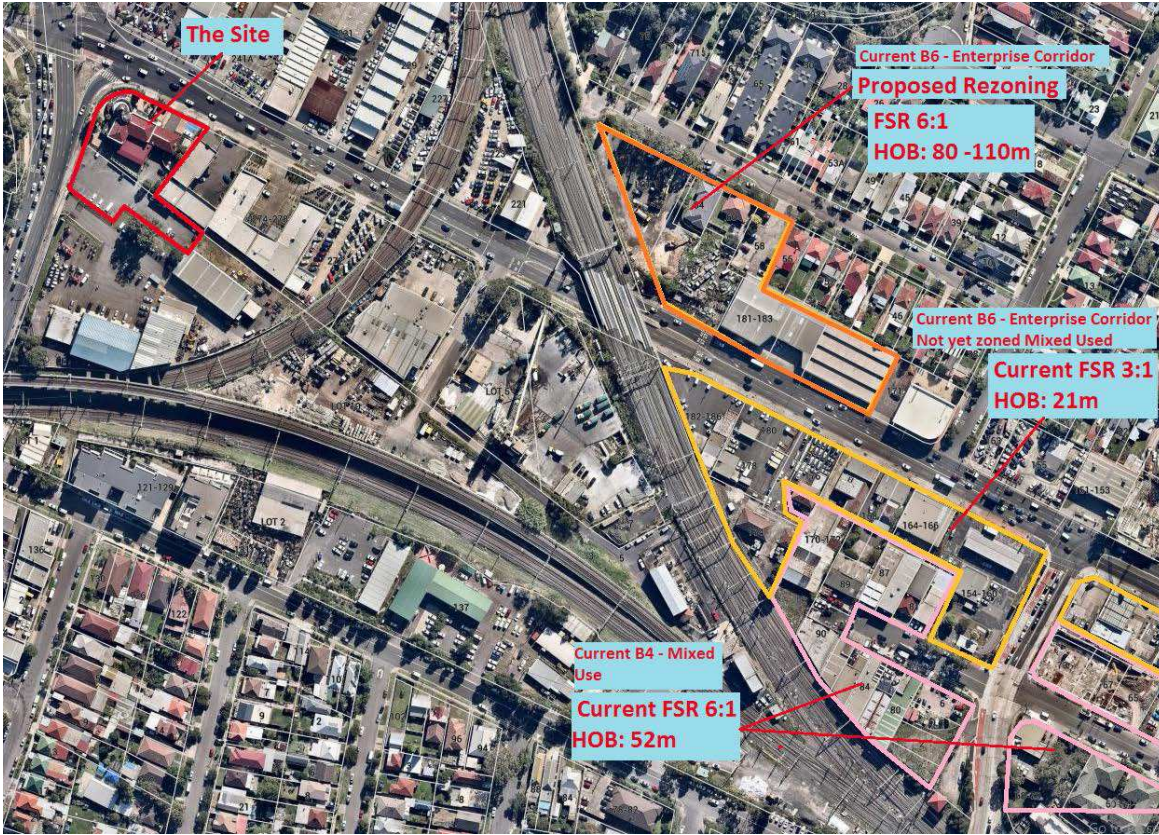
Consolidation with Surrounding Sites and Similar Developments Nearby



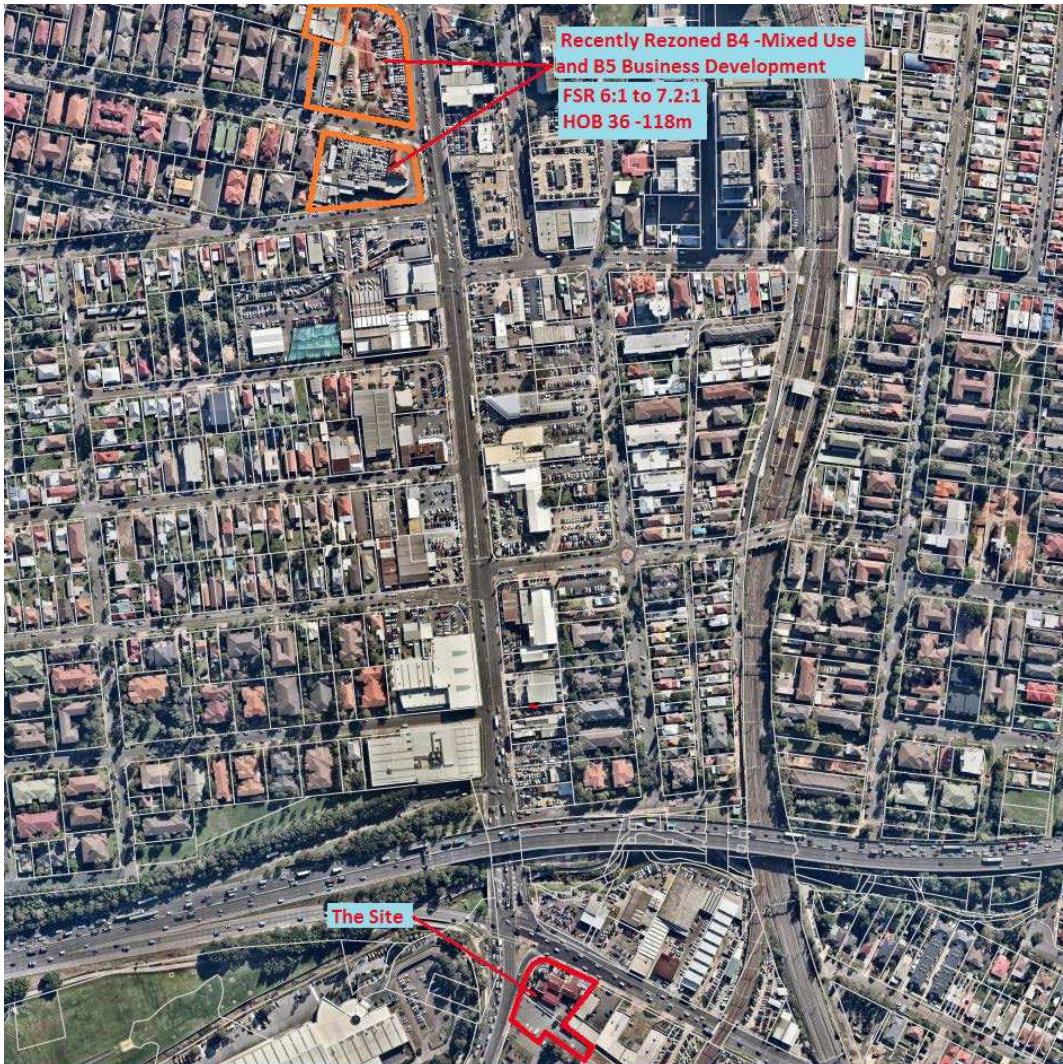
The Property, bordered by two major arterial roads and an existing railway line makes the consolidation with the surrounding sites a compelling argument.

The total consolidated site could be in excess of approximately 18,000m² and could accommodate a development consisting of 27,000m² of commercial space and 81,000m² of residential space (upwards of 950 units) which would help unlock significant value in the Property.

Similar development sites along Parramatta Road near Granville Centre

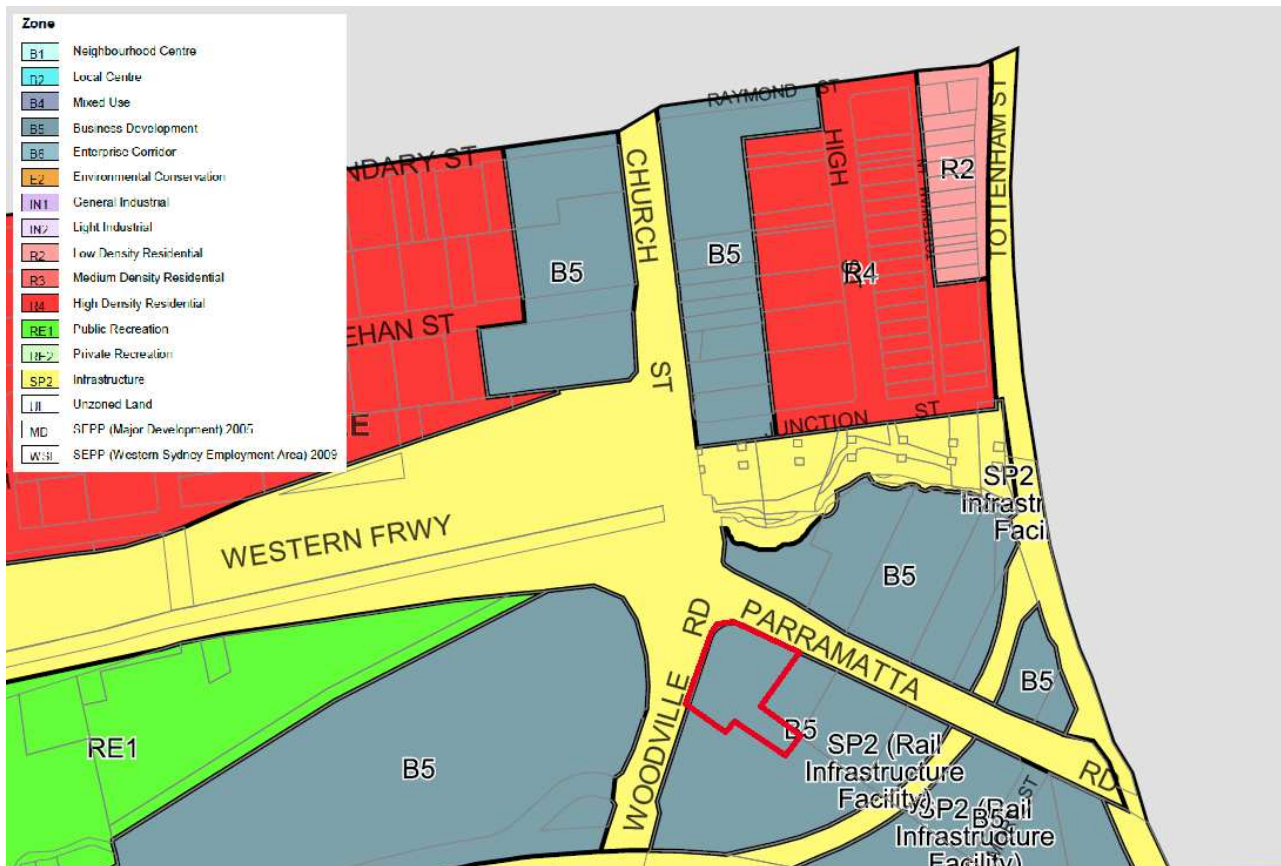


Similar development sites already approved (Auto Alley) near Parramatta CBD



Draft analysis of proposed development of the Property

Address	284-286 Parramatta Road, Granville NSW 2142 Lot 17 DP1158564
Site area	3,504m ² Local Government Area: Holroyd (Holroyd City Council)
Current zoning	Land Use: B5 - Business Development FSR 1:1 Height of Building: 15m



Holroyd Council - Current Land Zoning Map

Zone B5 Business Development

Objectives of zone

To enable a mix of business and warehouse uses, and bulky goods premises that require a large floor area, in locations that are close to, and that support the viability of, centres.

To enable other land uses that provide facilities or services to meet the day to day needs of workers in the area.

Permitted without consent

Nil

Permitted with consent

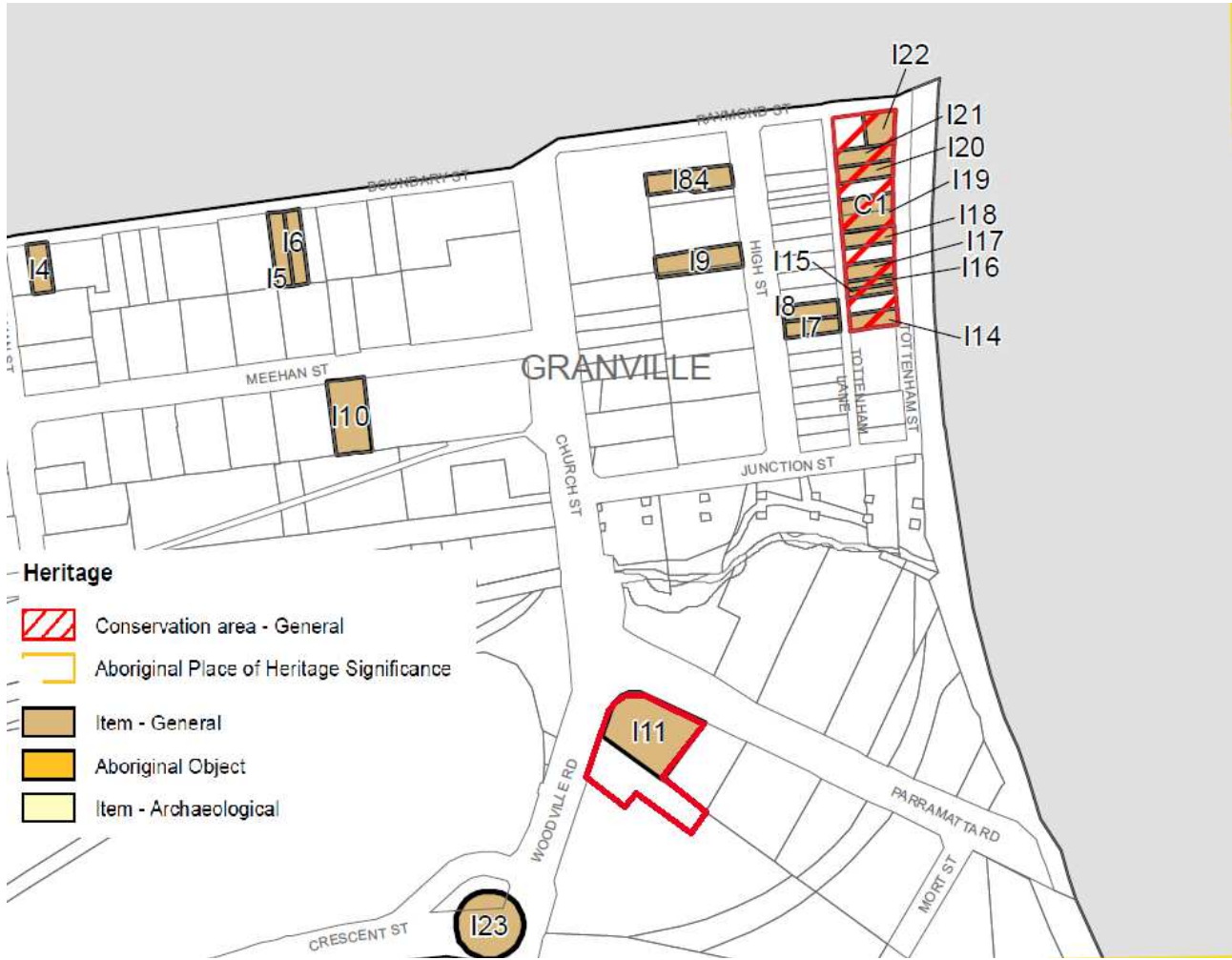
Bulky goods premises; Child care centres; Food and drink premises; Funeral homes; Garden centres; Hardware and building supplies; Landscaping material supplies; Light industries; Neighbourhood shops; Passenger transport facilities; Plant nurseries; Respite day care centres; Roads; Self storage units; Timber yards; Vehicle sales or hire premises; Warehouse or distribution centres; Any other development not specified in item 2 or 4.

Prohibited

Agriculture; Air transport facilities; Airstrips; Animal boarding or training establishments; Biosolids treatment facilities; Boat building and repair facilities; Boat launching ramps; Boat sheds; Camping grounds; Caravan parks; Cemeteries; Charter and tourism boating facilities; Commercial premises; Community facilities; Correctional centres; Crematoria; Eco-tourist facilities; Electricity generating works; Entertainment facilities; Environmental facilities; Exhibition homes; Exhibition villages; Extractive industries; Farm buildings; Forestry; Freight transport facilities; Function centres; Heavy industrial storage establishments; Helipads; Highway service centres; Home businesses; Home industries; Home occupations; Home occupations (sex services); Industrial retail outlets; Industries; Information and education facilities; Jetties; Marinas; Mooring pens; Moorings; Mortuaries; Open cut mining; Recreation facilities (major); Recreation facilities (outdoor); Registered clubs; Research stations; Residential accommodation; Resource recovery facilities; Restricted premises; Rural industries; Sewage treatment plants; Sex services premises; Storage premises; Tourist and visitor accommodation; Vehicle body repair workshops; Waste disposal facilities; Water recreation structures; Water recycling facilities; Water supply systems; Wharf or boating facilities.



Holroyd Council - Current Floor Space Ratio Map



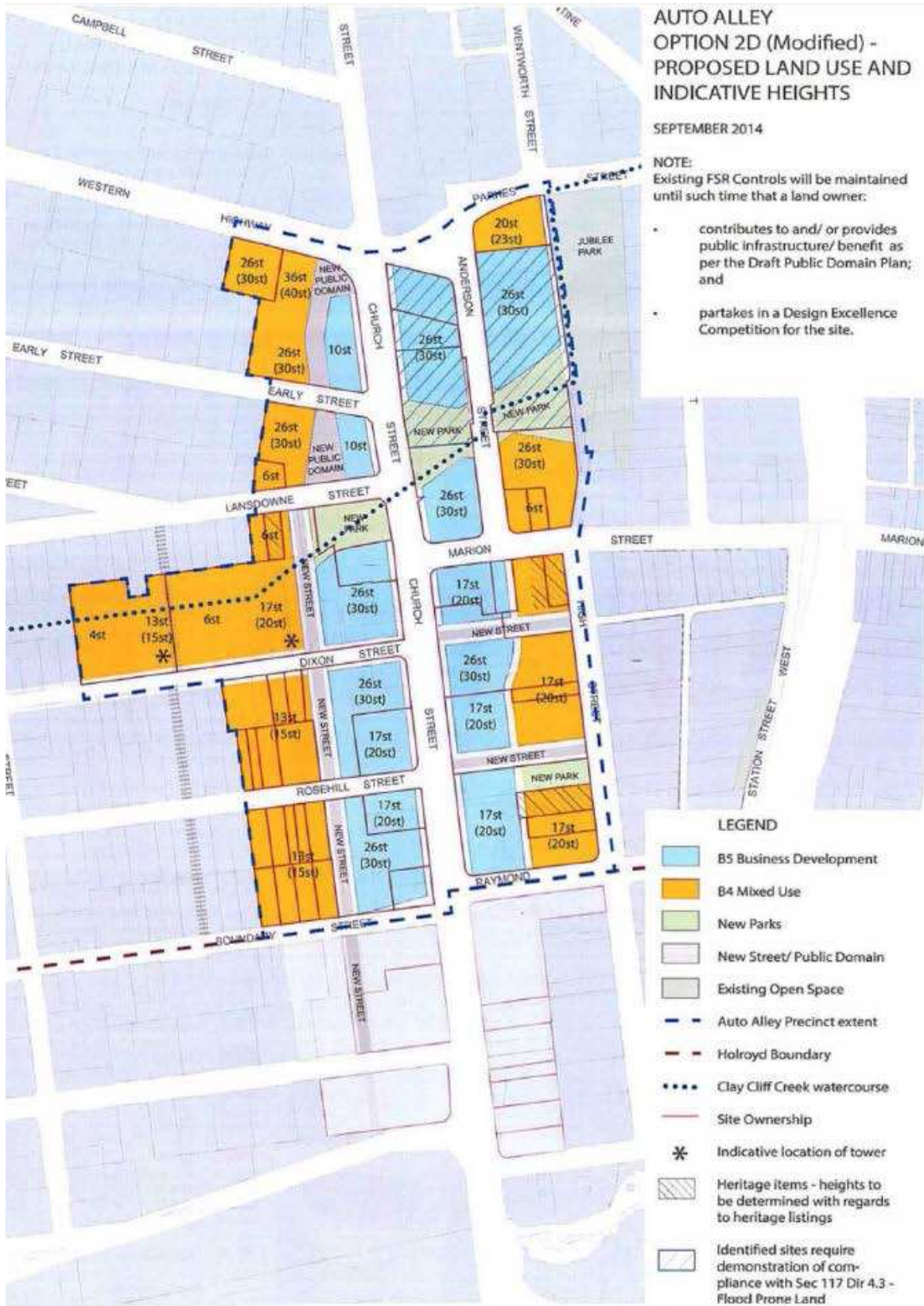
Holroyd Council - Current Heritage Map

Auto Alley Precinct Urban Renewal study (Parramatta City Council and Holroyd City Council) – 2012



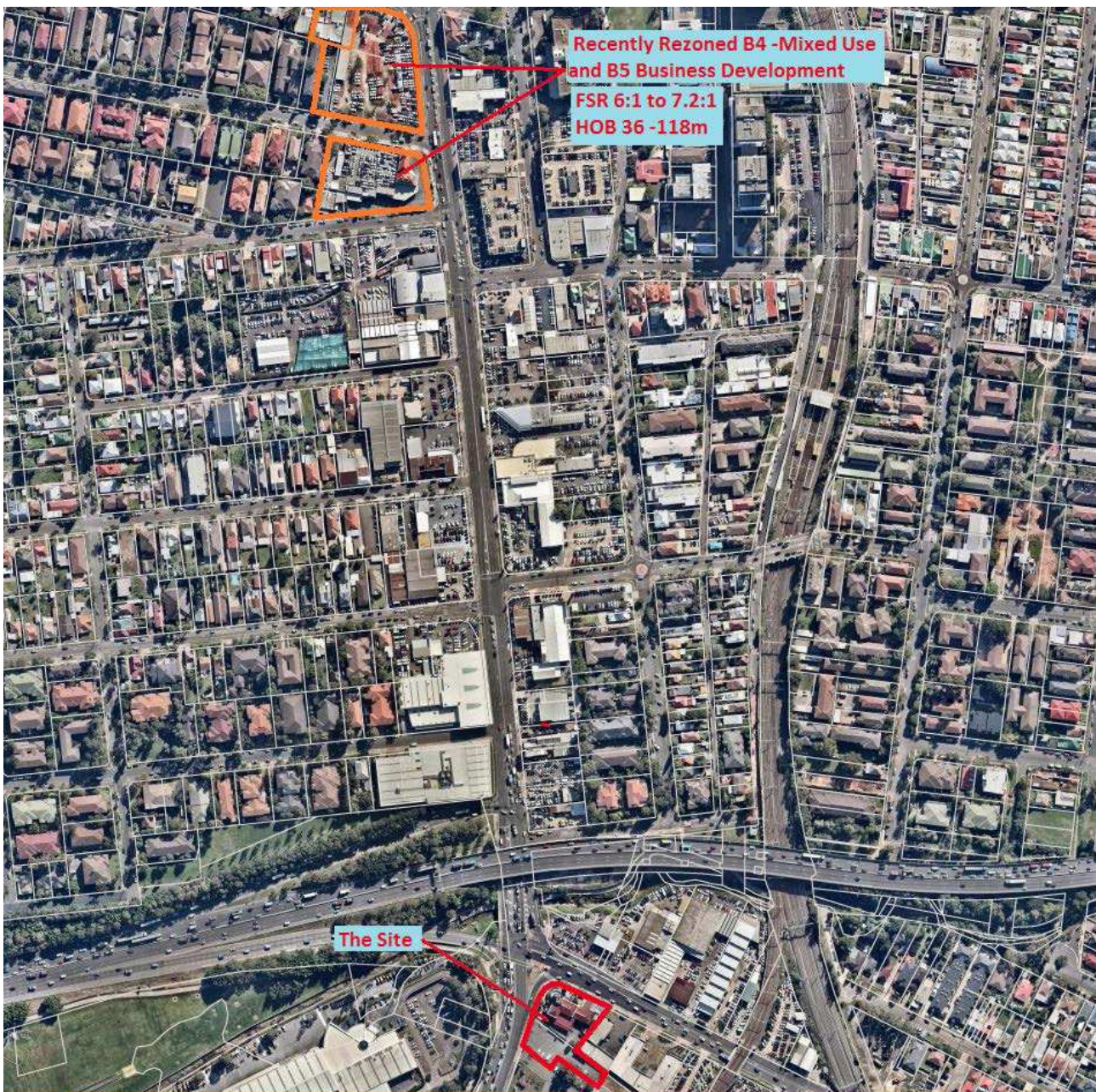
Urban Renewal Study - Proposed Height of Building Map

Draft Auto Alley Planning Framework (Parramatta City Council only) – 2014



Draft Planning Framework - Proposed Height of Building Map (HOB)

**Nearby Mixed Use Zoning and Proposed Mixed Use Rezoning
Development Sites along Church Street (Auto Alley) near Parramatta CBD**



Recent nearby Rezoned Site along Church Street (Auto Alley)

Planning Proposal - 57, 63, 83 Church Street & 44 Early Street Parramatta

Amendment No 9 to Parramatta City Centre LEP 2007 – lodged 11/09/2012 and Gate way approved 10/10/2012 and Minister approved 26/09/2014

Site Area 14,287m²

The purpose of the planning proposal is to rezone some of the land at the above mentioned sites from B5 (Business Development) to B4 (Mixed use) and to permit a greater intensity of development (in height and floor space terms)

Land Zoning: Change from B5 Business Development to B4 Mixed Use

Height of building: Change from 12m to part 36m, 90m and 118m

Floor Space Ratio: Change from 2:1 to 6.4:1 and 7.2:1

A Development Application has also been submitted in October 2014 with a mixed of 37% Commercial Retail component and 63% Residential Component for the Site



Proposed Development on other Proposed Rezoned Site- 42 storey Mixed Use Buildings

Development Sites along Parramatta Road near Granville Centre



Current and Proposed Rezoned Site Nearby Along Parramatta Road

Planning Proposal - 171-189 Parramatta Road, Granville

To amend Parramatta Local Environmental Plan 2011 – lodged 06/03/2015

Site area: 8,924m²

The planning proposal seeks to rezone the site from B6 - Enterprise Corridor (applying to land fronting Parramatta Road) and R3 Medium Density Residential (adjacent to Victoria Street) to B4 Mixed Use. Further, the proposal seeks to increase the maximum building height to 110m, increase the maximum floor space ratio to 6:1, require a minimum of 5,500sqm of commercial floor space and ensure that a design competition process applies to future development of the site

Land Zoning: Change from B6 Enterprise Corridor and R3 Medium Density Residential to B4 Mixed Use

Height of building: Change from 15m to 110m

Floor Space Ratio: Change from 2:1 to 6:1



Proposed Development on other Proposed Rezoned Site- 30 storey Mixed Use Buildings
Assumption FSR 4:1 and FSR 6:1 B4 Mixed Use permitted

Current site



Scenario 1 - FSR 4:1

B4 & B5	Mixed Use			
Land Size	3,513			
FSR	4.0 : 1			
GFA	14,052			
Commercial GFA 30%	4,216	Existing Approx. 1600		
Residential GFA 70%	9,836			
Net Saleable Area	8,361	85%		
Storeys	3-4 storeys	10-15 storeys		
Type 1	Floor Area	Mix	Size	Amount
1BR	1595	25%	55	29
2BR	5625	65%	75	75
3BR	1140	10%	95	12
	8360		Total	116 Units
On-site Parking		Resident	spaces	
		Visitor	spaces	

Scenario 2 - FSR 6:1

Land Size		3,513		
FSR		6.0 : 1		
GFA		21,078		
Commercial GFA 25%		5,270	Existing Approx. 1600	
Residential GFA 75%		15,809		
Net Saleable Area		13,437	85%	
Storeys		3-4 storeys	20-25 storeys	
Type 1	Floor Area	Mix	Size	Amount
1BR	2585	25%	55	47
2BR	9075	65%	75	121
3BR	1805	10%	95	19
	13465		Total	187 Units

Consolidation with surrounding sites



284-286 Parramatta Road, Granville NSW 2142
 Lot 17 DP1158564
 Site Area: 3,513 m2
 Owner: **Western Pursuit**

280 Parramatta Road
 Lot A DP 336414
 Site Area: 1,416m2
 Owner: **Ku Shinda Pty Ltd**

274-278 Parramatta Road
 Lot 1 DP 538527
 Site Area: 2,789m2
 Owner: **Waterford 55 Pty Ltd**

272 Parramatta Road
 Lot 4 DP 876255
 Site Area: 1,629m2
 Owner: **Parramatta Wholesale Cars Pty Ltd**

1 Woodville Road
 Lot 8 DP 876255
 Site Area: 8,783m2
 Owner: **NTP Properties Pty Ltd**

Total Consolidated Site Area: 18,130m2

Scenario 1 - FSR 4:1

B4&B5			Mixed Use		
Land Size			18,130		
FSR			4.0 : 1		
GFA			72,520		
Commercial GFA 30%			21,756		
Residential GFA 70%			50,764		
Net Saleable Area			43,149	85%	
Storeys			3-4 storeys	15-20 storeys	
Type 1	Floor Area	Mix	Size	Amount	
1BR	8250	25%	55	150	
2BR	29025	65%	75	387	
3BR	5890	10%	95	62	
43165	Total		599	Units	

Scenario 2 - FSR 6:1

B4&B5			Mixed Use		
Land Size			18,130		
FSR			6.0 : 1		
GFA			108,780		
Commercial GFA 25%			27,195		
Residential GFA 75%			81,585		
Net Saleable Area			69,347	85%	
Storeys			3-4 storeys	20-25storeys	
Type 1	Floor Area	Mix	Size	Amount	
1BR	13365	25%	55	243	
2BR	46500	64%	75	620	
3BR	9500	10%	95	100	
Total	69365	Total	963	Units	

4. Management of the Fund

4.1 *One Funds Management Limited ACN 117 797 403—the Trustee*

(a) About the Trustee

The Trustee has extensive experience as a corporate trustee and custodian, and is a professional trustee.

One Funds Management Limited is a subsidiary of the One Investment Group (OIG). OIG is an independent Australian funds management business that focuses on providing responsible entity/trustee and other services associated with funds management. OIG operates a number of entities that, pursuant to the Corporations Act, are licensed to conduct financial services businesses and to act as responsible entities for registered schemes and as trustees for unregistered schemes.

OIG's licensed entities hold over 100 trustee roles, administering a range of asset classes including hedge funds, real estate, shipping, private equity, fixed income, credit, equities and aviation. The total value of the assets within these trusts is in excess of \$6 billion.

The founders of OIG, Frank Tearle and Justin Epstein, have in excess of 30 years' collective experience in mergers and acquisitions, capital markets, funds management and corporate governance. OIG's compliance committee comprises a majority of independent members each with over 20 years' relevant experience in areas including funds management, investment banking, capital markets, chartered accounting and compliance.

(b) Capabilities

OIG's capabilities include:

- responsible entity services
- trustee services
- corporate trust services
- fund administration and taxation services, and
- custody services.

(c) AFS licence

One Funds Management Limited holds an AFS licence (number 300337).

4.2 *Bondi Asset Management Pty Limited ACN 607 221 438—the Manager*

(a) About the Manager

The Trustee has appointed the Manager as the investment manager of the Fund.

(b) Key people

Stuart King - Chief Executive Officer

- Bachelor of Commerce (Finance – with merit) UNSW - 1992
- Bachelor of Laws UNSW - 1992
- Admitted as a solicitor of the Supreme Court of NSW in 1993.
- Worked in investment banking for 15 years in London, Sydney and Tokyo for CSFB, Citi, WBC and CBA.
- Left investment banking in 2008 to pursue further business interests.
- Completed the Securities Institute of Australia course and initiated a Masters of Financial Analysis at UNSW.
- Founded and has been involved in a number of successful companies as owner and both executive and non-executive directorships including MJ Bale, Bio Processing Australia, Discover Jervis Bay and Dolphin Watch Cruises.
- Has been involved in numerous property investments via syndicates and direct ownership including Woolloomooloo Wharf Restaurants - \$27m, Eclipse (Medina apartments) Wollongong - \$49m, Forbes Street Commercial Darlinghurst - \$13m, Taren Point Retirement Village (Toyota plant) - \$36m, Casuarina Resort - \$32m.
- As CEO, Stuart brings legal, financial and commercial experience to the Fund.

Darren Perry – Chairman

- Bachelor of Arts - University of Sydney – 1993
- Bachelor of Laws (Honours) – University of Sydney – 1995
- Admitted as a solicitor of the Supreme Court on NSW and High Court of Australia 7 April 1997.
- Darren is an experienced commercial lawyer with 20 years of practising in top tier firms. Currently, he is the Australia Managing Partner of Seyfarth Shaw LLP where he leads a team of around 50 professionals. Prior to this Darren was a partner at Freehills (later Herbert Smith Freehills) for 12 years.
- Darren's clients are leading organisations in a range of industries including banking, asset management, media, healthcare, transport and logistics. He is well known for his work in the corporate governance area, and has worked on hundreds of corporate transactions.
- Darren is a director of Windward Partners Pty Limited, a boutique venture capital fund. He is also the Chairman of School for Life Foundation, a progressive not for profit organisation providing educational and vocational programs in Africa.

Andrew Lazarus – Director

- Bachelor of Commerce (Accounting) – UNSW – 1984
- Investment Banking 1985 – 1998
- Pub management Eastern Hotels Group 1996 – present

4.3 *Napoleon Hill Pty Ltd ACN 071 585 003 as trustee for the Napoleon Hill Trust (trading as The Eastern Hotels Group)—the Hotel Manager***(a) About the Hotel Manager**

- The foundations of The Eastern Hotels Group (EHG) were first laid when Peter Parras purchased The Victoria on Park, Enmore in 1972.
- Peter's son Colin and son in law Andrew Lazarus are today the directors of EHG.
- EHG have owned iconic hotels including the Cock n Bull Bondi Junction, sold on December 2014 for \$30 million.
- EHG has excelled with different styles of hotels, from Gastro Pubs such as The Eastern in Bondi Junction which is the home of brands El Topo Mexican, Good Time Burgers and Bondi Harvest.
- Entertainment Hotels include The Cock N Bull in Bondi Junction and The Soho Bar in Kings Cross and Gaming Hotels include Vauxhall Inn, Granville and Macquarie Hotel, Liverpool.

(b) Awards

- Eastern Hotel- Best redeveloped Hotel, AHA awards 2006.
- Eastern Hotel- Best Entertainment Venue(Joint winner with Pasha @ Ivy), AHA Award 2014.
- Cock N Bull- Best Irish Pub in Australia 2011 and 12.
- Soho Bar- Best Nightclub NSW 2012 and 13 ITM Award.
- Vauxhall Inn- In March quarter 2015 was the biggest improver in the Top 100 Gaming Profit rankings moving from position 111 to 45.

(c) Current focus

- EHG has in more recent times focused its efforts on the growing Western Suburbs Gaming market acquiring the Macquarie Hotel Liverpool and El Toro Hotel and Motor Inn Warwick Farm.
- EHG has identified development opportunities with many hotels that sit on large land holdings including the Vauxhall Inn and El Toro that have a combined land holding of 17 500sq meters.
- The high cost of Sydney housing is also providing an opportunity in the accommodation market which EHG is equipped to supply through its hotels where it has plans to add 110 long term stay rooms in 2015-16 through its current property holdings.

4.4 **King Group Holdings Pty Ltd ACN 604 476 655—the Development Manager**

(a) About the Development Manager

- King Group Holdings Pty Ltd (King Group) was founded on experience, acquaintance, and a desire to be a leader in the property industry.
- King Group offers an executive team of knowledge, experience, skills and passion, with a mandate to both preserve and grow stakeholder equity and profitability through property investment transactions. It is through our deep knowledge of the markets, intimate networks, and decades of industry participation that our clients and investors benefit from the association with our team.
- As a truly integrated property advisory and development company, King Group can exercise total control over part or the entire development process, depending on the brief and scope of our clients and investor's needs.

(b) Capabilities

- Feasibility analysis.
- Architecture & Design.
- Town Planning/Approval Coordination.
- Project & Construction Management.
- Project Finance.

(c) Key people

Michael Touma

Michael has over 30 years' experience in the property development sector, using development management and advisory skills he has amassed more than \$1 billion worth of successful projects specialising in high rise residential apartments and multi-unit developments. Michael has successfully been involved in over 100 projects.

Charlie Touma

Charlie has over 20 years of entrepreneurial skills and extensive knowledge in the property markets. His expertise involves implementing and advising developers on effective project sales and marketing strategies to achieve optimal results.

5. Risks

Like any investment, there are risks associated with investing in the Fund. There are a number of risk factors that could affect the performance of the Fund and the repayment of Investor's capital. Many risk factors fall outside of the Trustee and the Manager's control and cannot be completely mitigated.

The following is a non-exhaustive list of the main risks associated with investment in the Fund. Investors should consider and weigh them up carefully and make their own assessment as to whether they are comfortable with them.

Distributions are not guaranteed and neither is the return of Investor's capital.

We strongly recommend that Investors obtain independent financial advice before investing in the Fund.

5.1 *General investment considerations and risks*

An investment in the Fund includes an investment in property and an investment in an operating business. Property values can fall as well as rise, leading to capital losses or capital gains.

General risks which could affect the performance of the Fund include, without limitation:

- a downturn in the economy
- a downturn in the value of property, or in the property market in general
- movements in interest rates and inflation
- amendments to statutes and regulations affecting the Fund, including changes in taxation law and changes to laws and regulations affecting hotels and gaming, and
- increased competition from new or existing hotels.

Some of these risks, and other risks, are discussed in more detail below.

5.2 *Property investment and development risks*

Buoyant market risk

The Fund is buying into a buoyant property market and this market may decline.

Valuation and sale price

The ongoing value of a property is influenced by changes in property market conditions including supply, demand and capitalisation rates. There is no guarantee that the Property will achieve a capital gain on sale nor is there a guarantee that the Property will not fall in value as a result of assumptions upon which the relevant valuation is based proving to be incorrect.

Property income risk

There is a risk income could be adversely impacted if the trading patterns of the Business change, or if the Business does not perform to budget. Overall expenses can increase due to increases in major expense items, including wages, rates and taxes, electricity, gas, insurance or tax rates on gaming.

Property due diligence and use of experts

In acquiring the Investment, the Manager has not engaged experts to prepare reports on part of the Manager's due diligence enquiries for the Property and the Business. Whilst the Manager has no reason to believe its enquiries were not appropriate and complete, we cannot guarantee that all risks and potential problems associated with this investment were identified and have been properly dealt with.

Capital expenditure risk

Despite the Manager carrying out due diligence prior to assuming control of the Investment, it is possible that unforeseen capital expense could occur due to environmental reasons or due to changes in building requirements arising from regulatory or customer considerations. This may have an impact on the returns to Investors.

Insurance risk

Various factors might influence the cost of maintaining insurance over the Investment, or the extent of cover available. Increased insurance costs, or limits on cover, can have a negative impact on the performance of the Fund. There are also some potential losses that cannot be insured including force majeure events.

Force majeure events

There is a risk that force majeure events, such as natural phenomena and terrorist attacks, may affect the Investment for which insurance is not available or for which the Fund does not have insurance cover. Should such an event occur, a loss will result which will have a negative impact on the income and capital value of the Fund.

Development risk

Approval to rezone the Property may not be forthcoming and is subject to Council consent. Development costs can be higher than expected.

Development Manager risk

The Development Manager is responsible for providing rezoning and other development strategy services to the Fund. If the Development Manager fails to do so effectively, then this could negatively affect the Fund's performance.

In particular, there is a risk that the Development Manager may fail to obtain a rezoning for the Property and this would have an adverse impact on the ability of the Fund to achieve any development returns.

5.3 Fund investment risks**Manager risk**

The Manager is responsible for providing investment management services to the Fund and for managing the Fund's investments on a day to day basis. If the Manager fails to do so effectively, then this could negatively affect the Fund's performance.

In particular, there is a risk that the Manager may fail to anticipate movements in the property market, fail to manage the investment risks appropriately or fail to properly execute the Fund's investment strategy. These factors could have an adverse impact on the financial position and performance of the Fund.

New fund risk

The Fund is a newly established managed investment scheme and has no track record or past performance. However, the Manager's investment management team possess broad funds management and property asset and development experience gained over a number of years.

Concentration risk

The Fund has no geographic diversification. The Fund is entirely dependent on the success of the Property and the Business located in Granville, New South Wales. As such, the Fund's performance depends on the performance of the hotel and tavern market in that region and the continued good patronage of the Business.

Liquidity risk

An investment in the Fund should be considered long term and illiquid. The Trustee and the Manager provide no guarantee or assurance that Investors will be able to dispose of their Units or withdraw from the Fund.

Investment term risk

The Trustee and the Manager give no guarantee that potential exit or reconstruction strategies will be implemented within any particular period of time.

Gearing risk

The use of debt (i.e. borrowings) by the Fund involves a higher degree of risk than if debt was not used, as the impact of good and poor performance is magnified when debt is used. There is a risk that the Manager may not be able to secure a debt facility on terms acceptable to it before settlement of the Property. In this event, the cost of any debt facility that the Manager secures may be on terms materially different and less favourable to the Fund and this could impact Fund distributions.

Interest rate risk

Increases in interest rates can increase the cost of debt to the Fund, reducing profitability. This may result in a reduction to the distributions available to Investors, or failure by the Fund to meet interest obligations on its borrowings. Where any fixed rate borrowings reach their maturity, interest rates may have increased and the Manager may not be able to extend or refinance those borrowings at the same fixed rates. This would lead to increased interest costs for the Fund and therefore it may have a negative impact on Investors' returns. Furthermore, if a derivative is entered into to hedge interest rate risk, then break fees may apply if the derivative needs to be terminated early.

Breach of debt covenants risk

The terms of the Fund's debt facility will include debt covenants and income and asset value tests. Falling asset values, declining Business revenue or other unforeseen circumstances may cause covenants under the Fund's debt facility to be breached.

A breach of a debt facility covenant may result in a lender enforcing its security over the Investment. The lender may require repayment of the debt facility, possibly prior to its expected expiry. This could result in an early sale of the Investment at a less than optimal sale price, for instance, in a depressed market; additional equity being required; or distributions being reduced or suspended to repay the borrowings.

Dilution risk

An existing Investor's proportional investment in the Fund's assets may be reduced if they do not participate in future capital raisings.

Fundraising risk

If the Minimum Offer Amount is not raised, then the Manager may not proceed with the Offer in which case the Application Money will be returned to applicants, without interest. If the Total Offer Amount is not raised, the Offer may proceed through the use of surplus debt capacity to settle the acquisition of the Investment.

Legal and counterparty risk

The Fund may, in the ordinary course of business, be involved in possible litigation and disputes, for example, tenancy disputes, environmental and occupational health and safety claims, industrial disputes and any legal claims or third party claims. A material or costly dispute or litigation may affect the value of the assets or the expected income of the Fund.

Tax and stamp duty risk

Changes to tax law and policy (including any changes relation to how income of the Fund is taxed or to the deductibility of expenses or stamp duty law) might adversely impact the Fund and Investors' returns. You should obtain independent tax advice in respect of an investment in the Fund.

Due to the heavy reliance on gaming revenue from the Business for the income and valuation of the Investment, the legislation governing gaming in NSW presents a significant risk to the Fund's returns.

Forward looking statements

There can be no guarantee that the assumptions and contingencies on which the forward looking statements, opinions and estimates are based will ultimately prove to be valid or accurate. The forward looking statements, opinions and estimates depend on various factors, many of which are outside the control of the Trustee or the Manager.

Significant investor risk

It is possible that a significant investor or associates may subscribe for 50% or more of the Units in the Fund. If this occurs, the significant investor may become liable for the payment of stamp duty on the Units acquired (if the Investor acquires the Units after the Property has been acquired). The significant investor will be able to materially influence decisions and resolutions regarding the Fund, including the sale of the Property prior to the end of the term of the Fund, removal of the Trustee, and any change to the Constitution.

5.4 Hotel business risks**Performance risk**

Operating a hotel business is inherently more risky than owning investments with long term leases in place to established tenants. A hotel's performance is subject to the impacts of trends in consumer demand and taste, movements in stock acquisition and subsequent sale pricing, performance of management, location and condition of premises and, competition, amongst many other things.

Consumer preference risk

The profitability of the hotel industry is dependent upon consumers' preference for the products and services that hotels provide, versus other leisure and entertainment alternatives. A decline in consumer preference towards consumption of food and beverage in hotels, or a decline in general expenditure on alcohol and out of home dining, could adversely impact the performance of the Fund.

Gambling and gaming expenditure risk

The returns of the Fund are likely to be leveraged to the performance of the gaming machines at the Property. A decline in gambling expenditure as a proportion of disposable income, and more particularly a decline in gaming expenditure, will likely have a negative effect on the performance of the Business and the Fund's returns to Investors.

Competition

The Business may experience competition from other existing or new venues which may have an effect on profitability.

Hotel management risk

The Hotel Manager has been appointed to manage the Business on the Fund's behalf. The Hotel Manager will appoint individual hotel management and staff, to properly manage the Business. The loss of key hotel management or operational staff, and an inability to rehire suitably qualified staff, could negatively impact the performance of the Fund.

Additionally, because the Hotel Manager is primarily responsible for the liquor and gaming aspects of the Business the Hotel Manager will hold the liquor licence and as a consequence the gaming machine permits and gaming machine entitlements relating to the Business (Hotel Licences). In these circumstances, while the Business Sub-Trust maintains the beneficial ownership of the Hotel Licences, the Hotel Manager will hold the legal title to them and have day to day control over them. While there is a significant level of regulatory control over dealings with the Hotel Licences there is the risk the Hotel Manager could take some step, without the knowledge of the Manager which could have the impact of diminishing the value of the Hotel Licences and as a consequence the value of the Business. To assist in managing this risk, the hotel management agreement entered into between the Business Sub-Trust and the Hotel Manager which includes provisions requiring the Hotel Manager to obtain the Manager's written consent to any dealings with the Hotels Licences (including any amendments to the terms of the Hotel Licences). The Manager will also ensure the Office of Liquor and Gaming Regulation has been given the appropriate notification of the Business Sub-Trusts interest and Property Sub-Trusts interest (as freehold owner) in the Hotel Licences. These notifications should mean the Office of Liquor and Gaming Regulation will be required to consult with the Manager prior to any material dealings being approved in relation to the Hotel Licences.

Regulatory (including liquor licensing) risk

Changes in legislation and government policies in relation to the regulation of liquor revenues and gaming venues may adversely impact on the profitability of the Business and therefore an investment in the Fund. By way of example, restrictions on trading hours, smoking restrictions, advertising restrictions and changes to gaming taxes may negatively impact on the profitability of the Business. Conversely, the reduction or removal of regulatory barriers to entry into the industry may also negatively impact on the profitability of the Business through increased competition.

It should be noted that the performance of this investment, the repayment of capital or of any particular rate of return, is not guaranteed by the Trustee, the Manager, their directors or their associates. Property

investment, by its nature, carries a level of risk and no guarantee is or can be given that an investment in the Fund will not decrease in value and that Investors will not suffer losses.

6. Fees and costs

6.1 *Ongoing management fee*

This fee is for management services in relation to the Fund and is paid to the Trustee. The fee is 1.25% (plus GST) per annum of the gross value of the Fund's assets. This fee is calculated daily and will accrue and is payable to the Trustee monthly in arrears. The Trustee pays itself and the Manager out of this fee.

6.2 *Manager performance fee*

The Manager will be entitled to a performance fee on the sale of the Investment for the purpose of winding up the Fund, provided the total IRR to be received by Investors on and from the Closing Date exceeds 10% per annum. Actual and expected distributions from the net sale proceeds are included in the calculation. The performance fee will be equal to 25% (plus GST) of the amount by which the IRR to Investors would exceed 10% per annum (after payment of fees).

As an example, if after selling the Investment for the purpose of winding up the Fund, it is calculated that Investors would receive an IRR of 12% (after payment of fees) from their investment in the Fund since the Closing Date, then the IRR will have exceeded the 10% (after payment of fees) benchmark by 2%, in which case the Manager's performance fee will be 25% (plus GST) of that 2% excess. If the 2% excess equalled \$500,000 in dollar terms, then the performance fee payable to the Manager would be \$125,000 (plus GST).

This example is provided for information purposes only and should not be considered a forecast of the Fund's performance.

The Manager will also be entitled to the performance fee in the following circumstances:

- The Manager will be entitled to an interim payment of the performance fee at the time of the Liquidity Event if the term of the Fund is extended. Any interim payment will be deducted from the total performance fee payable on the sale of the Investment for the purpose of winding up the Fund.
- The Manager will be entitled to the performance fee if it is removed as the investment manager of the Fund at any time other than for gross negligence or for a material breach of a fiduciary duty to Investors which causes them substantial loss.
- The Manager will be entitled to the performance fee or to an interim payment of the performance fee, as the case may be, at the time a reconstruction strategy is implemented by the Trustee on the recommendation of the Manager. Any interim payment will be deducted from the total performance fee payable on the sale of the Investment for the purpose of winding up the Fund.

In the above circumstances, the Manager would be entitled to a performance fee based on the value of the Fund's assets at the relevant time and using that value to work out what the IRR to Investors would be if the Fund's assets were sold for that value at that point in time. The value of the Fund's assets in these circumstances would be determined by a valuation undertaken by an independent suitably qualified valuer appointed by the Trustee for that purpose.

In the case of the Manager being removed as the investment manager, the valuation will take into account any development or rezoning applications that have been made by the Manager at the time of removal that could be expected to improve the value of the Investment and have a material impact on the value of the Fund.

6.3 **Trustee removal fee**

The Trustee is entitled to be paid a removal fee if—

- (a) it is removed as trustee of the Fund within 3 years of the date of this IM, other than for gross negligence or for a material breach of a fiduciary duty to Investors which causes them substantial loss, or
- (b) it retires as trustee of the Fund within 3 years of the date of this IM, at the request of the Manager in accordance with the Investment Management Agreement.

The amount of this fee is the amount of the ongoing management fee that the Trustee would have received if it had remained the trustee of the Fund for 3 years of the date of this IM. The amount of the balance of the ongoing management fee that the Trustee is entitled to be paid is the greater of \$60,000 per annum with annual CPI increases or 0.1% per annum of the gross asset value plus GST. This amount is paid monthly in arrears.

The amount of the removal fee is determined based on the gross value of the assets of the Fund at the time that the removal fee becomes payable.

6.4 **Manager termination fee**

The Manager is entitled to be paid a removal fee if it is removed as the investment manager of the Fund at any time other than for gross negligence or for a material breach of a fiduciary duty to Investors which causes them substantial loss.

The amount of this fee is the amount of the ongoing management fee that the Manager would have received (which is 1% per annum of the gross value of the assets of the Fund at the time of removal) if it had remained the investment manager of the Fund for 5 years of the date of this IM. This fee is payable in addition to any performance fee payable to the Manager on its removal.

6.5 **Expenses**

The Trustee is entitled to be paid or reimbursed for expenses associated with the operation of the Fund, such as the costs associated with the administration or distribution of income, the Administrator's fee, registry fees, custody fees, fees for the audit of the Fund, and other expenses properly incurred in connection with performing its duties and obligations in the day to day operation of the Fund.

The Manager estimates that the expenses of the Fund will be 0.25% per annum of the gross value of the assets of the Fund. However, during the initial start-up phase of the Fund, the expenses are likely to be higher.

6.6 **Fees payable to parties related to the Manager**

Bondi Asset Management Pty Limited, as trustee of the Property Sub Trust has appointed a related party, King Group Holdings Pty Ltd ACN 604 476 655, as the development manager of the Property. The fee payable to the Development Manager under this agreement is \$45,000 (plus GST) a year for two years. This fee is payable out of the debt funding provided at the sub trust level.

Bondi Asset Management Pty Limited, as trustee of the Business Sub Trust has appointed a related party, Napoleon Hill Pty Ltd ACN 071 585 003 as trustee for the Napoleon Hill Trust (trading as The Eastern Hotels Group), as the hotel manager of the Business. The fee payable to the Hotel Manager under this

agreement is 10% of EBITDA from the Business trading account, payable quarterly in arrears out of the revenue of the Business.

6.7 Goods and services tax

Unless otherwise stated, all fees quoted in this IM are quoted exclusive of GST.

6.8 Fee changes

The Constitution allows for higher fees to be charged than those detailed and specifies circumstances where additional fees may be charged. The Trustee will provide Investors with at least 30 days' written notice of any such fee imposition or increase.

6.9 Waiver, deferral or rebate of fees

The Trustee may, in its absolute discretion, accept lower fees and expenses than it is entitled to receive, or may defer payment of those fees and expenses for any time. If payment is deferred, then the fee will accrue until paid. In addition, the Manager or Trustee may waive, negotiate or rebate their fees, for example, in the case of a large investment amount.

6.10 Other payments and benefits

The Manager may make payments or give other benefits to parties who refer prospective Investors to the Fund. These payments and benefits are not paid by the Fund or by you.

7. Financial information

7.1 *Basis of preparation*

The financial information in this section consists of the following:

- Sources and applications of funds
- Estimated income and distribution statements
- Estimated taxation allowances
- Pro forma balance sheet
- Best estimate assumptions
- Pro forma transactions
- Statement of significant accounting policies
- Sensitivity analysis

(collectively, Financial Information)

The Financial Information set out below has been prepared to illustrate the financial position of the Fund following completion of the Offer and expenditure of funds associated with the Offer.

The Financial Information has been prepared to ensure the target distribution information is accurate and as close to the actual position of the Fund following completion as possible. However, they are intended to be illustrative only and may not reflect the actual position and balances as at the date of this IM or at the completion of the Offer.

The pro forma Balance Sheet has been prepared in accordance with the significant accounting policies set out below, the recognition and measurement principles prescribed in Australian Accounting Standards and the Corporations Act and should be read in conjunction with those accounting policies and the risk factors set out in Section 5 of the IM.

The pro forma Balance Sheet has been presented in an abbreviated form. It does not contain all of the disclosures that are usually provided in an annual report prepared in accordance with the Corporations Act.

You should review the Financial Information and make your own independent assessment of the future performance and prospects of the Fund. We have adopted the Financial Information based on our knowledge of the property industry, which is supported by experts' reports.

Whilst the Manager considers that the assumptions on which the Financial Information contained within this section are reasonable as at the date of this IM, Investors should be aware that there are many factors, outside of the Manager's control, which may affect the best estimates, either positively or negatively, and which may not be capable of being foreseen. As such, actual results may differ from the best estimates.

7.2 Sources and applications of funds

Source of Funds	Notes	Amount
Total cash from Investors	1	14,376,620
Debt facility		15,400,000
Total funds raised	2	29,776,620

Application of Funds		
Acquisition of Property		28,000,000
Stamp Duty		1,540,000
Acquisition and Other Costs	3	236,620
Total		29,776,620

Notes

1 It is assumed the Minimum Offer Amount is raised and the settlement of the Property occurs after the Allotment of the Minimum Offer Amount.

2 The total funds raised includes an estimate of costs. These estimates have been based on written quotes and indicative costings provided by third party providers.

3 Acquisition and other costs includes initial establishment fees including legal, accounting, due diligence costs, IM preparation costs etc.

7.3 Estimated income statement

Set out below is the estimated income statement of the Vauxhall Inn for the financial years ending 30 June 2016, 30 June 2017 and 30 June 2018. This statement should be read in conjunction with the best estimate assumptions and key accounting policies set out in this Section and the risks set out in Section 5.

	Notes	Year 1	Year 2	Year 3
Net Operating Income	1	2,660,000	2,872,800	3,102,624
Fund Expenses	2	682,873	707,300	715,646
Finance costs		546,700	546,700	546,700
Other Formation Costs		236,620	-	-
Total Expenses		1,466,193	1,254,000	1,262,346
Profit before fair value adjustments		1,193,807	1,618,800	1,840,278
Net gain/(loss on fair value adjustments)				
Investment Property	3	1,555,556	2,364,444	2,553,600
Gain/(Loss) attributable to unit holders		2,749,363	3,983,244	4,393,878

7.4 *Estimated distribution statement*

Set out below is the estimated distribution statement for the Fund for financial years ending 30 June 2016, 30 June 2017 and 30 June 2018 (annualised for the period 2016 as if completion was 1 July 2015). This statement shows the expected profit available for distribution to investors by adjusting profit before fair value adjustments for certain non-cash and significant items.

	Notes	Year 1	Year 2	Year 3
Profit before fair value adjustments		1,193,807	1,618,800	1,840,278
Adjustments				
Add: Other Formation Costs		236,620	-	-
Profit available for distributions	4	1,430,427	1,618,800	1,840,278
Distribution Yield		9.95%	11.26%	12.80%

Notes

1 Net Operating Income represents the net trading income from gaming and beverage operations.

2 Fund Expenses includes management fees, trustee fees, hotel management fees and development fees. The calculation of management and reporting fees is based on property valuation at a cap rate of 9%.

3 The Fair value adjustment for year 1, Year 2 & Year 3 is based on property valued at a cap rate of 9%

4 All available cash is returned to investors, no debt amortisation and assumes no significant capital expenditure

7.5 *Estimated Taxation Allowances*

Minor taxation allowances will be available to unit holders on distributions and have not been prepared for this document.

7.6 *Pro forma balance sheet at 1 July 2015*

The pro forma balance sheet has been prepared as at 1 July 2015 assuming the transactions and events contemplated in this IM occurred on that date.

Assets	Notes	Amount
Property Asset		28,000,000
Total Assets		28,000,000
Liabilities		
Borrowings		15,400,000
Borrowing Costs		
Net Assets Attributable to Unitholders		12,600,000
Total Liabilities		28,000,000
Number of Units on Issue		14,400,000
NTA per unit		\$0.88

7.7 **Best estimate assumptions**

The Manager has made the following assumptions in preparing the financial information for this IM.

(a) Operating Income and expenses

Operating income from the asset is highly geared to gaming revenue with more than 90% of income being derived from gaming. Gaming revenue is being forecast to increase by 8% per year for the next 3 years. The revenue and revenue growth are based on the assumption that there are no negative changes to the current gaming laws.

Expenses have been forecast with input from the vendor who has been in possession of the Vauxhall Inn for over 10 years. Having implemented a recent upgrade of the gaming area and closed the drive through bottle shop on the grounds that it was not producing enough return, the expenses are expected to remain in line with that of the previous financial year.

(b) Finance costs

Finance costs have been forecast on the basis of borrowing rates of 3.645% as provided by the mortgagee bank, Australia and New Zealand Banking Group ABN 11 005 357 522 (ANZ), at the time of writing of the IM. These borrowing rates are subject to change and the Manager does not intend to lock in fixed rates on the borrowings immediately. The finance costs are based on the ready availability of finance on the back of a stable economic environment.

(c) Working capital and retained earnings

Given the recent refurbishment of the gaming area and the Managers expectation to undertake some sort of development on the property in the next 2-5 years, the assumption has been made that the need for significant working capital via retain earnings is relatively low. Repairs and maintenance will be taken out of earnings prior to distribution with all earnings distributed on a quarterly basis.

(d) GST

The Financial Information has been prepared net of GST where appropriate. The Fund will be registered for GST and will generally be able to claim input tax credits in respect of GST paid. It is assumed that GST will remain at current levels in the foreseeable future and that there will be no significant changes to the existing GST laws.

The Fund may not be entitled to claim a full input tax credit in all circumstances. The impact of any restricted entitlement is not anticipated to be significant.

7.8 **Pro forma transactions**

The issue of 14,376,620 fully paid Units at \$1.00 each to raise \$14,376,620 being the minimum subscription. Debt funding to be raised of \$15,400,000 and acquisition of the property for \$28,000,000. Expenses associated with the Offer and to be paid by the Fund are estimated to be \$148,000. The expenses of the Offer include fees payable for legal, accounting, valuation fees and preparing the IM and printing.

7.9 **Statement of significant accounting policies**

The principle accounting policies that will be applied in preparing the financial reports of the Fund, and which have been adopted in the preparation of the estimated income and distribution statement and pro

forma Balance Sheet, is a going concern basis adopting the accruals and historical cost basis of accounting except for investments in properties which are at fair value and in accordance with the recognition and measurement principles of Australian Accounting Standards and interpretations and the Corporations Act.

The significant accounting policies are:

(a) Revenue

Revenue from sale of goods is recognised upon the delivery of goods to customers. Revenue from the rendering of gaming service is recognised upon delivery of the service to the customers. Gaming revenue is recognised as net funds (cash invested less payments to players) net of government taxes and charges.

(b) Expenses

Expenses are brought to account on an accruals basis. Ongoing fees payable to the Trustee and Manager are recognised as expenses when the services are received. A performance fee is only recognised once it is assessed as probable that the amount will be payable in the future based on the Fund's performance

(c) Distributions per Unit

Distributions per Unit will be determined by dividing the total Distributable Income for the period by the number of Units on issue on the last day of the distribution period.

(d) Property

Property, plant and equipment refer to the Funds freehold going concern ownership of hotels, gaming machine entitlements and liquor licences together with any plant and equipment used in operating the hotels. Property, Plant, Equipment and Intangibles have been valued on a composite asset basis as each of the components of property, plant, equipment and intangibles are fundamental to the nature of being able to earn income from the integrated hotel property owning and operating business.

The basis of valuation of the property, plant, equipment and intangibles is fair value being the amounts for which the assets could be exchanged between willing parties in an arm's length transaction, based on current prices in an active market for similar properties in the same location and condition. Any accumulated depreciation at the date of the revaluation is eliminated against the gross carrying amount of the asset and the net amount is restated to the revalued amount of the asset.

(e) Borrowings

Borrowings are initially measured at cost, being consideration received net of establishment costs incurred. Borrowings will subsequently be measured at amortised cost using the effective interest rate method. Unless there is an unconditional right to defer settlement of the liability for at least 12 months after balance date, borrowings will be treated as current.

(f) Income Tax

Under current law, the Fund is not liable for income tax provided Investors are entitled to all the Distributable Income of the Fund each year. Investors will be liable for tax on the distributions they receive at rates applicable to each individual Investor's personal tax circumstances.

7.10 Sensitivity analysis

The target return estimates have been based on certain economic and business assumptions about future events. The estimated profit, profit available for distribution and distributions payable for each period during the estimate period are sensitive to a number of factors.

A summary of the possible impact of different outcomes in the key assumptions underlying the estimates is set out in the table below. However, the disclosed movements in these key assumptions are not intended to be indicative of the complete range of variations that may occur.

Change in the net operating income impact on property valuation and Net Distributable Income

Valuation Scenarios	Earnings growth -15%	Earnings growth -10%	Earnings growth 0%	Earnings growth 10%	Earnings growth 15%
Year 1 (FY2016)					
Projected Earning			2,660,000		
Earnings on growth scenario	2,261,000	2,394,000	2,660,000	2,926,000	3,059,000
Property Valuation at 9% Cap rate	25,122,222	26,600,000	29,555,556	32,511,111	33,988,889
Net Distributable Income	1,129,507	1,230,735	1,433,191	1,635,646	1,736,874
IRR % (after performance fee adjustment)	-26.16%	-15.18%	6.79%	24.06%	32.30%
Year 2 (FY2017)					
Projected Earning			2,872,800		
Earnings on growth scenario	2,441,880	2,585,520	2,872,800	3,160,080	3,303,720
Property Valuation at 9% Cap rate	27,132,000	28,728,000	31,920,000	35,112,000	36,708,000
Net Distributable Income	1,267,177	1,376,503	1,595,155	1,813,807	1,923,133
IRR % (after performance fee adjustment)	-1.70%	4.50%	14.45%	22.41%	26.20%
Year 3 (FY2018)					
Projected Earning			3,102,624		
Earnings on growth scenario	2,637,230	2,792,362	3,102,624	3,412,886	3,568,018
Property Valuation at 9% Cap rate	29,302,560	31,026,240	34,473,600	37,920,960	39,644,640
Net Distributable Income	1,460,525	1,578,597	1,814,742	2,050,886	2,168,958
IRR % (after performance fee adjustment)	6.82%	10.63%	16.18%	21.24%	23.62%

Change in the Capitalisation Rate Impact on Total Return

	Notes	Year 1	Year 2	Year 3
Net Operating Income		2,660,000	2,872,800	3,102,624
<u>Valuation of Property at 7% Cap rate</u>		38,000,000	41,040,000	44,323,200
Internal Valuation of Equity		23,793,807	28,452,607	33,576,084
IRR %		65.50%	40.68%	32.68%
Performance Benchmark @ 10%		15,814,282	17,395,710	19,135,281
Performance above benchmark		7,979,525	11,056,897	14,440,803
Performance Fee @ 25%		1,994,881	2,764,224	3,610,201
Internal Valuation of Equity		21,798,926	25,688,383	29,965,884
IRR %		51.63%	33.67%	27.74%
<u>Valuation of Property at 8% Cap rate</u>		33,250,000	35,910,000	38,782,800
Internal Valuation of Equity		19,043,807	23,322,607	28,035,684
IRR %		32.46%	27.37%	24.94%
Performance Benchmark @ 10%		15,814,282	17,395,710	19,135,281
Performance above benchmark		3,229,525	5,926,897	8,900,403
Performance Fee		807,381	1,481,724	2,225,101
Internal Valuation of Equity		18,236,426	21,840,883	25,810,584
IRR %		26.85%	23.26%	21.54%
<u>Valuation of Property at 9% Cap rate</u>		29,555,556	31,920,000	34,473,600
Internal Valuation of Equity		15,349,363	19,332,607	23,726,484
IRR %		6.77%	15.96%	18.17%
Performance Benchmark @ 10%		15,814,282	17,395,710	19,135,281
Performance above benchmark		-	1,936,897	4,591,203
Performance Fee @ 25%		-	484,224	1,147,801
Internal Valuation of Equity		15,349,363	18,848,383	22,578,684
IRR %		6.77%	14.50%	16.24%
<u>Valuation of Property at 10% Cap rate</u>		26,600,000	28,728,000	31,026,240
Internal Valuation of Equity		12,393,807	16,140,607	20,279,124
IRR %		-13.79%	5.96%	12.15%
Performance Benchmark @ 10%		15,814,282	17,395,710	19,135,281
Performance above benchmark		-	-	1,143,843
Performance Fee @ 25%		-	-	285,961
Internal Valuation of Equity		12,393,807	16,140,607	19,993,164
IRR %		-13.79%	5.96%	11.62%

	Notes	Year 1	Year 2	Year 3
<u>Valuation of Property at 11% Cap rate</u>		24,181,818	26,116,364	28,205,673
Internal Valuation of Equity		9,975,626	13,528,970	17,458,557
IRR %		-30.61%	-2.99%	6.69%
Performance Benchmark @ 10%		15,814,282	17,395,710	19,135,281
Performance above benchmark		-	-	-
Performance Fee @ 25%		-	-	-
Internal Valuation of Equity		9,975,626	13,528,970	17,458,557
IRR %		-30.61%	-2.99%	6.69%

8. Taxation information

Neither the Trustee nor the Manager provides tax advice, nor have they obtained taxation advice specific to the Offer. As such, this IM cannot address all of the taxation issues which may be relevant to you. Investors must take full and sole responsibility for their investment in a Fund, the associated taxation implications arising from that investment and any changes in those taxation implications during the course of that investment.

9. Additional Information

9.1 Summary of Important Documents

The following is a summary of material documents relevant to the Fund. The material documents are:

1. Constitution.
2. Investment Management Agreement.
3. Development Management Agreement.
4. Hotel Management Agreement.

You should consider whether it is necessary to obtain independent advice on any of the documents.

1. Constitution

The Constitution is the primary document that governs the way the Fund operates and sets out many of the rights, liabilities and responsibilities of both the Trustee and Investors.

Each Unit gives you an equal and undivided interest in the Fund. However, a Unit does not give you an interest in any particular part of the Fund. Subject to the Constitution, as an Investor you have the following rights:

- The right to share in any distributions;
- The right to attend and vote at meetings of Investors; and
- The right to participate in the proceeds of winding up of the Fund.

The Constitution contains provisions about convening and conducting meetings of Investors.

A copy of the Constitution is available free of charge by contacting the Trustee on 02 8277 0000.

2. Investment Management Agreement

The Investment Management Agreement is between the Manager and the Trustee under which the Manager provides investment management services to the Fund.

The Investment Management Agreement sets out the Manager's obligations to the Trustee and to the Fund. The agreement also contains the fees payable to the Manager for its services (summarised in section 6 of the IM).

The Investment Management Agreement will remain in force until the Fund is wound up, unless the agreement is terminated earlier in accordance with its provisions. The agreement can be terminated by the Trustee if the Manager is in material breach of the agreement, and that breach has not been remedied after a certain time. There are also provisions allowing the Trustee to terminate if, for example, the Manager becomes insolvent.

The Manager is permitted to terminate the agreement in certain circumstances, such as if the Trustee ceases to be the trustee for the Fund.

3. **Development Management Agreement**

Bondi Asset Management Pty Limited, as trustee of the Property Sub Trust has appointed a related party, King Group Holdings Pty Ltd ACN 604 476 655, as the development manager of the Property. The Development Manager will undertake rezoning and other development strategies for the Property and is required to perform all of the following services:

- (a) Due diligence studies and preliminary planning advice.
- (b) Prepare a planning proposal to rezone the Property.
- (c) Prepare Statement of Environmental Effects and other supporting urban planning documents.
- (d) Providing advice to architects on key issues.
- (e) Project coordination of relevant expert consultants that support the preparation of the designs and proposals.
- (f) Lodgement of the application and management of the DA process.
- (g) Assist in obtaining site compatibility certificate.
- (h) Review proposal against all relevant council controls, plans and policies.
- (i) Liaise with Council staff.
- (j) Presentations to Councillors on key aspects of the project.
- (k) Ongoing negotiations with Council.
- (l) Ensuring the consistency of information across all documentation.

The fee payable to the Development Manager under this agreement is \$45,000 (plus GST) a year for two years. This fee is payable out of the debt funding provided at the sub trust level.

4. **Hotel Management Agreement**

Bondi Asset Management Pty Limited, as trustee of the Business Sub Trust has appointed a related party, Napoleon Hill Pty Ltd ACN 071 585 003 as trustee for the Napoleon Hill Trust (trading as The Eastern Hotels Group), as the hotel manager of the Business. The Hotel Manager will manage the Business and is required to perform the following services:

- (a) The day to day management and conduct of the Business.
- (b) Security of the Property.
- (c) Supervision for the accounting, staffing and other administrative tasks necessary to conduct the Business.
- (d) Paying premiums for such insurances of the Property and the Business as Owner shall require and for which invoices are rendered to the Manager.
- (e) Custody of all moveable assets owned by Owner located in the Hotel including the stock-in-trade of the Business.
- (f) The appointment of a general manager of the Business.
- (g) The hiring, termination, training and supervision of all staff engaged in the operation of the Business.

- (h) The day-to-day conduct of the Trading Account with the Bankers.
- (i) Collection of the Gross Receipts of the Business which the Manager must bank in the Trading Account and the payment from the Gross Receipts of all Operating Costs.
- (j) Complying with the conditions of the Licence and all laws relevant to the conduct of licensed businesses and properties including the conduct of gaming as part of the Business.
- (k) Ensuring that all staff are trained in and aware of responsible service of alcohol and responsible gaming requirements.
- (l) On behalf of Owner, purchase and acquire goods, services and supplies for the Business for sale and use in the conduct of the Business and keep a detailed record thereof.
- (m) Provide monthly trading accounts consisting of profit and loss statements with budget comparisons on a monthly basis.
- (n) On request by Owner, assist and make the Manager's bookkeeper available to assist the accountants of Owner to prepare annual financial statements, tax returns and other statutory returns.
- (o) Prepare and manage promotional public statements and advertising required in the ordinary course of operating the Business.
- (p) Make reasonable endeavours to enhance the trading performance of the Business.
- (q) Ensuring that the Property complies with all laws and regulations that relate to them as licensed premises and generally.
- (r) To maintain and keep in place the Hotel Licences, and not to take any steps which may have the effect of diminishing the value of the Hotel Licences.
- (s) Not to seek any material variation to the Hotel Licences without the consent of the Manager.
- (t) Insuring the Property and the Business, including maintaining all insurances including the appropriate level of public liability insurance cover in the joint name of Owner, and the Manager (if required).

The fee payable to the Hotel Manager under this agreement is 10% of EBITDA from the Business trading account, payable quarterly in arrears out of the revenue of the Business.

9.2 Related party transactions

The Trustee may from time to time face conflicts between its duties to the Fund as trustee, its duties to other funds that it manages and its own interests. The Trustee will manage any conflicts in accordance with its conflicts of interest policy, the Constitution, ASIC policy and the law.

The Manager is not a related party of the Trustee. The contractual arrangements between the Trustee and the Manager are negotiated at arm's length between the parties. The Manager is the trustee of the Property Sub Trust and the trustee of the Business Sub Trust and, in these capacities, has appointed the Development Manager and the Hotel Manager to perform services to the Fund. The Manager, the Development Manager and the Hotel Manager are related parties. The relevant officers of the Development Manager and the relevant officers of the Hotel Manager are shareholders of the Manager.

The Trustee may from time-to-time enter into transactions with related entities. All transactions will be effected at markets rates or at no charge.

The Trustee has appointed the Administrator, an affiliate of One Investment Group, as the administrator of the Fund pursuant to the Fund Administration Agreement.

The Trustee has appointed, pursuant to the Registry Services Agreement, One Registry Services Pty Ltd to perform registry services for the Fund. One Registry Services Pty Ltd is a related body corporate of the Trustee.

9.3 Privacy

In applying to invest, you are providing the Trustee and the Manager with certain personal details (your name, address etc). The Trustee uses this information to establish and manage that investment for you.

Under the *Privacy Act 1988* (Cth), you can access personal information about you held by the Trustee, except in limited circumstances. Please let the Trustee know if you think the information is inaccurate, incomplete or out of date. You can also tell the Trustee at any time not to pass on your personal information by advising it in writing.

If you do not provide the Trustee with your contact details and other information, then it may not be able to process your application to invest.

Under various laws and regulatory requirements, the Trustee may have to pass-on certain information to other organisations, such as the Australian Tax Office or the Australian Transaction Reports and Analysis Centre (AUSTRAC).

By applying to invest, you give the Trustee permission to pass information it holds about you to other companies which are involved in helping it administer the Fund, or where they require it for the purposes of compliance with AML/CTF law or in connection with the holding of Application Money. The Trustee may also use your information to provide you with details of future investment offers made by it or the Manager.

9.4 Anti-money laundering law

The *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth) requires the Trustee to verify your identity prior to accepting your investment. You will be required to provide the identification information set out in the Application Form. The Trustee will not issue you with Units unless satisfactory identification documents are provided.

9.5 Foreign Account Tax Compliance Act (FATCA)

FATCA is United States (US) tax legislation that enables the US Internal Revenue Service (IRS) to identify and collect tax from US residents that invest in assets through non-US entities. If you are a US resident for tax purposes, you should note that the Fund is or is expected to be a 'Foreign Financial Institution' under FATCA and it intends to comply with its FATCA obligations, as determined by either the FATCA regulations or any inter-governmental agreement (IGA) entered into by Australia and the US for the purposes of implementing FATCA. Under these obligations, the Fund will have to obtain and disclose information about certain Investors to the Australian Taxation Office (ATO). In order for the Fund to comply with its obligations, we will also request that you provide certain information about yourself, including your US Taxpayer Identification Number (TIN). We will only use such information for this purpose from the date the Fund is required to do so.

10. Glossary

Act	Corporations Act 2001 (Cth) for the time being in force together with the regulations of the Corporations Act.
ADI	Authorised deposit-taking institution.
Administrator	Unity Fund Services Pty Ltd ACN 146 747 122.
Application Form	The application form included in or accompanied by this IM.
Application Money	The money paid by an applicant for Units.
ASIC	Australian Securities and Investments Commission.
Business	The hotel and gaming business trading as 'The Vauxhall Inn' and operating from the Property.
Business Day	A day on which banks are open for business in Sydney, except a Saturday, Sunday or public holiday.
Business Sub Trust	Sydney Leisure, Gaming and Property Growth Fund (Vauxhall – Business) No. 1.
Closing Date	Expected to be on or about 27 November 2015, unless otherwise determined by the Trustee in its discretion.
Constitution	The constitution of the Fund dated 22 October 2015, as amended from time to time.
Development Manager	King Group Holdings Pty Ltd ACN 604 476 655.
Fund	Sydney Leisure, Gaming and Property Growth Fund (Vauxhall) No. 1.
GST	Goods and Services Tax as defined in A New Tax System (Goods and Services Tax) Act 1999, as amended
Hotel Licences	The liquor licence, gaming machine permits and gaming machine entitlements relating to the Business.
Hotel Manager	Napoleon Hill Pty Ltd ACN 071 585 003 as trustee for the Napoleon Hill Trust.
IM	This information memorandum dated 30 October 2015.
Investment	The Property and the Business.
Investor	A holder of Units.

IRR	Internal rate of return, which is the discount rate that makes the present value of a series of cash flows over a period of time equal to the value of the investment at the start of the measurement period.
Liquidity Event	The process by which the Trustee will— <ul style="list-style-type: none"> • outline its recommendation as to whether the Fund should be would up or extended in light of the Investment and property market conditions • determine the wishes of Investors, and • provide liquidity for those Investors wishing to exit the Fund.
Manager	Bondi Asset Management Pty Limited ACN 607 221 438 (BAM). BAM is also the trustee of both the Business Sub Trust and the Property Sub Trust.
Minimum Offer Amount	The minimum amount of equity that must be raised from Investors under the Offer which is \$14,376,620; if this amount is not raised by the Closing Date, the Offer will not proceed.
NTA	Net tangible asset.
NTA per Unit	The NTA divided by the aggregate number of Units on issue.
Offer	The offer under this IM to acquire Units.
Performance Benchmark	10% IRR.
Property	The Vauxhall Inn at 284 Parramatta Road, Granville NSW, Lot 17 DP1158564.
Property Sub Trust	Sydney Leisure, Gaming and Property Growth Fund (Vauxhall – Property) No. 1.
Qualifying Investor	A wholesale client as defined in section 761G (7) of the Act or a sophisticated investor as defined in section 761GA of the Act.
Total Offer Amount	The maximum amount of equity to be raised from Investors under the Offer which is \$15,776,620; oversubscriptions will not be accepted.
Trustee	One Funds Management Limited ACN 117 797 403, AFS licence number 300337.
Unit	A fully paid unit in the Fund.

11. Application Form

APPLICATION FORM SYDNEY LEISURE, GAMING AND PROPERTY GROWTH FUND (VAUXHALL) No. 1

This Application Form accompanies the Information Memorandum dated 30 October 2015 (**IM**) issued by One Funds Management Limited ACN 117 797 403 (**Issuer**) in its capacity as trustee of the Sydney Leisure, Gaming and Property Growth Fund (Vauxhall) No. 1 (**Fund**).

It is important that you read the IM in full and the acknowledgements contained in this Application Form before applying for Units.

Unless otherwise defined, capitalised terms used in this Application Form have the same meaning given to them in the IM.

If investing via a Financial Adviser

Please ensure both you and your financial adviser also complete 'Sections 8 and 9. Financial Adviser Details and Customer Identification Declaration'. You do not need to provide copies of your certified identification documentation with your Application Form if this information has been provided to your financial adviser, your financial adviser has elected to retain this information, and agreed to make it available upon request, under Section 8 of this Application Form.

Please tick one box below and complete the relevant Sections of the Application Form.

Investor Type	Complete
<input type="checkbox"/> Individual/Joint Investors/Sole Traders	Sections 1, 2, 5, 6, 7, 8 and 9
<input type="checkbox"/> Company	Sections 1, 3, 5, 6, 7, 8 and 9
<input type="checkbox"/> Trust/Superannuation Fund with Individual Trustee	Sections 1, 2, 4, 5, 6, 7, 8 and 9
<input type="checkbox"/> Trust/Superannuation Fund with Corporate Trustee	Sections 1, 3, 4, 5, 6, 7, 8 and 9

Post/Deliver

Please post completed Application Forms and all supporting documentation to:

One Funds Management Limited
C/- Sydney Leisure, Gaming and Property Growth Fund (Vauxhall) No. 1
PO Box R1471
Royal Exchange NSW 1225

Questions

If none of the above categories are applicable to you, or you have other questions relating to this Application Form, please contact the registrar on 02 8188 1510.

1. INVESTMENT DETAILS

1.1 DETAILS

I/We apply to invest in the Sydney Leisure, Gaming and Property Growth Fund (Vauxhall) No. 1.

Please tick the box beside your chosen payment method and complete the required details.

Cheque

Made payable to: One Funds Management Limited Applications Account

Amount: AUD

(Minimum of \$100,000.00)

Electronic Funds Transfer or Direct Deposit

Bank: St. George

Reference: "Investor surname/company or trust name" (as applicable)

Account Name: One Funds Management Limited Applications Account

BSB: 332-127

Account number: 553966585

Amount: AUD

Date of Transfer

Reference Used

Source of Investment Funds

Please identify the source of your investable assets or wealth:

Gainful employment

Inheritance/gift

Business activity

Superannuation savings

Financial Investments

Other - please specify

What is the purpose of this investment?

Savings

Growth

Income

Retirement

Business account

1.2 WHOLESALE CLIENT

I/we acknowledge that the offer of Units issued by the Fund is a wholesale offer and therefore:

- does not require the giving of a product disclosure statement under the Corporations Act;
- does not require the giving of any other disclosure document that would require to be provided if the offer of Units in the Fund was made to a 'retail client' as defined in the Corporations Act;
- The Issuer does not have any other obligation to me under Chapter 7 of the Corporations Act that the Trustee would otherwise have if the offer of Units in the Fund was made to a 'retail client' as defined in the Corporations Act; and one of the following circumstances apply to me/us (please indicate):

(a) I am/we are applying for units at a price, or for the value of at least \$500,000 under this Application Form

(b) I have/we have net asset of at least \$2.5 million, and I am/we are applying for Units in the Fund for a purpose other than for use in connection with a business

(c) I have/we have a gross income for each of the last two financial years of at least \$250,000 per year, and I am/we are applying for Units in the Fund for a purpose other than for use in connection with a business

(d) I am/we are a 'professional investor' as defined in the Corporations Act*

If (b) or (c) applies, please ensure you have the Accountant's Certificate (see page 16) completed.

*If you consider yourself a 'professional investor' please contact the Issuer on the number provided in order to complete the appropriate forms.

2. INDIVIDUAL/JOINT INVESTORS/SOLE TRADERS/INDIVIDUAL TRUSTEES - APPLICATION FORM

Complete this section if you are investing in your own name, including as a sole trader.

2.1 INVESTOR DETAILS

INVESTOR 1

Title				Date of Birth	
Given Names				Surname	
Tax File Number or Exemption Code				Country of Residence for Tax Purposes (if not Australia)	
Residential Address (not a PO Box)					
Suburb	State	Postcode	Country		
Mobile Number				Telephone	
Email (we encourage you to provide your email address so that you can receive a copy of all relevant reports)					

INVESTOR 2 (only applicable for joint investors)

Title				Date of Birth	
Given Names				Surname	
Tax File Number or Exemption Code				Country of Residence for Tax Purposes (if not Australia)	
Residential Address (not a PO Box)					
Suburb	State	Postcode	Country		
Mobile Number				Telephone	
Email (we encourage you to provide your email address so that you can receive a copy of all relevant reports)					

If there are more than two individuals please provide details and attach to this Application Form.

Politically Exposed Person (PEP)

Are any of the Investors a PEP? Please refer to page 13 if you are unsure what PEP means.

Yes, please provide description of PEP's position.

No

ADDITIONAL INFORMATION FOR SOLE TRADERS (only applicable if applying as a Sole Trader)

Full Business Name (if any)

Australian Business Number (if obtained)

Address of Principal Place of Business (not a PO Box). If same as residential address given above, mark 'As Above'.

Suburb

State

Postcode

Country

2.2 IDENTIFICATION DOCUMENTS

To comply with Australia's Anti-Money Laundering and Counter-Terrorism Financing (**AML/CTF**) legislation, we must collect certain information from prospective investors and their beneficial owners supported by ORIGINAL CERTIFIED COPIES of relevant identification documents for all investors and their beneficial owners.

Please refer to page 13 for details of how to arrange certified copies. Please provide all documents in the proper format otherwise we may not be able to process your application for investment.

For each investor and beneficial owner, enclose an **ORIGINAL CERTIFIED COPY** of one of the following current documents

Driver's licence that contains a photograph of the licence/permit holder; or

Passport that contains a photograph and signature of the passport holder.

If you do not have one of the above options, please contact the registrar for assistance.

3. COMPANY/CORPORATE TRUSTEE - APPLICATION FORM

Complete this section if you are investing for, or on behalf of, a company.

3.1 COMPANY DETAILS

Full Company Name

Country of Formation, Incorporation or Registration

Country of Residence for Tax Purposes (if not Australia)

ARBN (if registered with ASIC)

ACN/ABN (if registered in Australia)

Tax File Number or Exemption Code (Australian residents)

AFS Licence Number (if applicable)

Name of Regulator (if licensed by an Australian Commonwealth, State or Territory statutory regulator)

Name of Two Directors and Date of Birth:

Director 1 - Full Name

Date of Birth

Director 2 - Full Name

Date of Birth

Registered Business Address in Australia or in Country of Formation

Suburb

State

Postcode

Country

Principal Place of Business (not a PO Box address)

Suburb

State

Postcode

Country

If an Australian Company, registration status with ASIC.

Proprietary Company Public Company

If a Foreign Company, registration status with the relevant foreign registration body.

Private/Proprietary Company Public Company Other - Please Specify

Name of Relevant Foreign Registration Body

Foreign Company Identification Number

Is the Company Listed?

No Yes - Name of Market/Stock Exchange

Is the company a majority-owned subsidiary of an Australian listed company?

No Yes - Name of Australian Listed Company

- Name of Market/Stock Exchange

If the company is **registered as a proprietary company by ASIC** or a **private company by a foreign registration body**, please list the name of each director of the company.

Director 1 - Full Name

Director 4 - Full Name

Director 2 - Full Name

Director 5 - Full Name

Director 3 - Full Name

Director 6 - Full Name

If there are more than six directors please provide their full names on a separate page and attach to this Initial Application Form.

Politically Exposed Person (PEP)

Are any of the company directors a PEP? Please refer to page 13 if you are unsure.

Yes, please provide description of PEP's position.

No

If the company is an **Australian proprietary company** or a **foreign private company which is NOT regulated**, please provide details for each Beneficial Owner having more than 25 per cent of the company's issued share capital. Please refer to page 13 if you are unsure as to what Beneficial Owner means.

Beneficial Owner 1

*Full Name Date of Birth

Residential Address (not a PO Box address)

Suburb State Postcode Country

Beneficial Owner 2

*Full Name Date of Birth

Residential Address (not a PO Box address)

Suburb State Postcode Country

Beneficial Owner 3

*Full Name Date of Birth

Residential Address (not a PO Box address)

Suburb State Postcode Country

*If there are more than three beneficial owners, please provide additional beneficial owner details on a separate piece of paper and include it with this Application Form.

Politically Exposed Person (PEP)

Are any of the Beneficial Owners a PEP? Please refer to page 13 if you are unsure what PEP means.

Yes, please provide description of PEP's position.

No

3.2 CONTACT PERSON DETAILS (*Financial Adviser details not accepted*)

All investor communication will be sent here.

Given Names Surname

Postal Address

Suburb State Postcode Country

Mobile Number Telephone

Email (we encourage you to provide your email address so that you can receive a copy of the relevant reports)

3.3 IDENTIFICATION DOCUMENTS

To comply with AML/CTF legislation, we must collect certain identification documents from prospective investors and their beneficial owners supported by ORIGINAL CERTIFIED COPIES of relevant identification documents for all investors and their beneficial owners.

Please refer to page 13 for details of how to arrange certified copies. Please provide all documents in the proper format otherwise we may not be able to process your application for investment.

Provide an **ORIGINAL CERTIFIED COPY** of one of the following documents

- A certificate of registration or incorporation issued by ASIC or the relevant foreign registration body (must show full name of company, name of registration body, company identification number and type of company - private or public); and
- The most recent Company Statement issued by ASIC; and

Provide an **ORIGINAL CERTIFIED COPY** of a photographic identification document for each Officeholder who has signed the Application Form and Beneficial Owners identified in Section 3.1.

- Driver's licence that contains a photograph of the licence/permit holder; or
- Passport that contains a photograph and signature of the passport holder.

If you do not have one of the above options, please contact the registrar for assistance.

4. TRUST/SUPERANNUATION FUND

Complete this section if you are investing for, or on behalf of, a Trust/Superannuation Fund.

4.1 TRUST/FUND DETAILS

Full Name of Trust/Superannuation Fund

Country of Establishment

Country of Residence for Tax Purposes

Tax File Number or Exemption Code

Australian Business Number (if any)

TYPE OF TRUST

(Please tick **ONE** box from the list below to indicate the type of Trust and provide the required information)

Type A: Regulated Trust (e.g. self-managed superannuation fund)

Name of regulator (e.g. ASIC, APRA, ATO)

Registration/Licensing details

Type B: Government Superannuation Fund

Name of the legislation establishing the fund

Type C: Foreign Superannuation Fund

Name of Regulator

Registration/Licensing Details

Type D: Other Type of Trust/Unregulated Trust

Trust Description (e.g. family, unit, charitable)

The material asset contribution to the trust by the settlor at the time the trust was established was less than \$10,000.00.

The settlor of the trust is deceased.

Neither of the above is correct:
Provide the full name of the settlor of the trust.

4.2 BENEFICIARY DETAILS *(only applicable for Type C and Type D Trusts)*

Do the terms of the Trust identify the beneficiaries by reference to a membership of a class?

Yes - Describe the class of beneficiaries below (e.g. unit holders, family members of named person, charitable purposes)

No - Provide the full names of all company and individual beneficiaries

Beneficial Owner 1

*Full Name

Date of Birth

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

Beneficial Owner 2

*Full Name Date of Birth

Residential Address (not a PO Box address)

Suburb State Postcode Country

Beneficial Owner 3

*Full Name Date of Birth

Residential Address (not a PO Box address)

Suburb State Postcode Country

*If there are more than three beneficial owners, please provide additional beneficial owner details on a separate piece of paper and include it with this application form.

Politically Exposed Person (PEP)

Are any of the beneficiaries a PEP? Please refer to page 13 if you are unsure what PEP means.

Yes, please provide description of PEP’s position.

No

4.3 TRUSTEE DETAILS

If a trustee is an individual, please complete Section 2. If a trustee is a company, please complete Section 3.

4.4 IDENTIFICATION DOCUMENTS

To comply with AML/CTF legislation, we must collect certain information from prospective investors and their beneficial owners supported by ORIGINAL CERTIFIED COPIES of relevant identification documents for all investors and their beneficial owners.

Please refer to page 13 for details of how to arrange certified copies. Please provide all documents in the proper format otherwise we may not be able to process your application for investment.

Superannuation Funds/Trusts
Provide an ORIGINAL CERTIFIED COPY of one of the following documents

Certified copy or certified extract of the Trust Deed containing the cover page, recitals and signature page; or

Reliable and independent documents relating to the trust.

AND relevant identification documents for the trustee as specified in Section 2 or 3 (as applicable).

5. PAYMENT INSTRUCTIONS DISTRIBUTIONS

Financial Institution Account Details (must be an Australian financial institution)

Please provide account details for the credit of withdrawals and credit of distributions. Unless requested otherwise, this will be the bank account we credit any withdrawal proceeds. By providing your nominated account details in this section you authorise the Issuer to use these details for all future transaction requests that you make until written notice is provided otherwise. For additional investments, a nomination in this section overrides any previous nominations.

Bank/Institution

Branch

Account Name

BSB

Account Number

The name of your nominated bank account must be the same as the Investor's name.

6. FOREIGN ACCOUNT TAX COMPLIANCE ACT (FATCA)

6.1 INDIVIDUALS

Are you a US citizen or resident for tax purposes?

Yes If yes, provide your US Taxpayer Identification Number (TIN):

No

Go to Section 7

6.2 US ENTITIES - US TRUST, US COMPANY OR US PARTNERSHIP

Provide the US Taxpayer Identification Number (TIN):

Confirm whether the trust, company or partnership is an exempt payee for US tax purposes?

Yes

No

Go to Section 7

6.3 NON US ENTITIES

(Please tick **ONE** box from the list below)

Regulated super fund (self-managed superannuation fund, APRA regulated super fund, government super fund or pooled superannuation trust) - **Go to Section 7**

Government entity - **Go to Section 7**

Registered co-operation - **Go to Section 7**

Association - **Go to Section 7**

Non-financial public company (public companies that are not financial institutions) - **Go to Section 7**

Financial institution or trust with a trustee that is a financial institution

Provide the Global Intermediary Identification Number (GIIN), if applicable:

If no GIIN is available, provide FATCA status:

Go to Section 7

Non-financial propriety company - **Go to Section 6.4**

Partnership - **Go to Section 6.4**

Trust (including testamentary trust) - **Go to Section 6.4**

Charity - **Go to Section 6.4**

6.4 US CITIZENS OR RESIDENTS OF THE US FOR TAX PURPOSES

Are any of the partners, trust beneficiaries, trustees, beneficial owners of corporate trustees, settlors or beneficial owners US citizens or residents of the US for tax purposes?

Yes **Go to Section 6.5**

No **Go to Section 7**

6.5 US CITIZENS OR RESIDENTS OF THE US FOR TAX PURPOSES

MUST COMPLETE

Complete for each partner, beneficiary, trustee, beneficial owner of corporate trustees, settlor or beneficial owner. If required, provide additional details on a separate sheet.

US Person 1

Given Names

Surname

US TIN

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

US Person 2

Given Names

Surname

US TIN

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

US Person 3

Given Names

Surname

US TIN

Residential Address (not a PO Box address)

Suburb

State

Postcode

Country

7. PRIVACY

Please tick the box if you consent to your personal information being used and disclosed for marketing purposes as broadly described in the Privacy statement in this IM.

I/we wish to receive information regarding future investment opportunities.

You may change your election at any time by contacting the Issuer.

8. INVESTOR DECLARATION AND SIGNATURES

DECLARATION AND SIGNATURES

When you complete this Application Form you make the following declarations:

- I/we have read and understood the IM to which this Application Form applies, including any supplemental information;
- I/we have received and accepted the offer to invest in Australia;
- The information provided in my/our Application Form is true, correct and complete in all respects;
- I/we agree to be bound by the provisions of the Constitution governing the Fund and the terms and conditions of the IM, each as amended from time to time;
- I/we acknowledge that none of the Issuer, their related entities, directors or officers have guaranteed or made any representation as to the performance or success of the Fund, or the repayment of capital from the Fund. Investments in the Fund are subject to various risks, including delays in repayment and loss of income or principal invested. Investments in the Fund are not deposits with or other liabilities of the Issuer or any of its related bodies corporate or associates;
- I/we acknowledge the Issuer reserves the right to reject any application or scale back an application in its absolute discretion;
- If applicable, after assessing my/our circumstances, I/we have obtained my/our own independent financial advice prior to investing in the Fund;
- If this Application Form is signed under Power of Attorney, each Attorney declares he/she has not received notice of revocation of that power (a certified copy of the Power of Attorney should be submitted with this Application Form);
- I am/we are over 18 years of age and I/we are eligible to hold units/investment in the Fund;
- I/we have all requisite power and authority to execute and perform the obligations under the IM and this Application Form;
- I/we acknowledge that application monies will be held in a trust account until invested in the Fund or returned to me/us. Interest will not be paid to applicants in respect of their application monies regardless of whether their monies are returned;
- I/we have read the information on privacy and personal information contained in the IM and consent to my/our personal information being used and disclosed as set out in the IM;
- I/we acknowledge that the Issuer may deliver and make reports, statements and other communications available in electronic form, such as e-mail or by posting on a website;
- I/we indemnify the Issuer and each of its related bodies corporate, directors and other officers, shareholders, servants, employees, agents and permitted delegates (together, the **Indemnified Parties**) and to hold each of them harmless from and against any loss, damage, liability, cost or expense, including reasonable legal fees (collectively, a **Loss**) due to or arising out of a breach of representation, warranty, covenant or agreement by me/us contained in any document provided by me/us to the Issuer, its agents or other parties in connection with my/our investment in the Fund. The indemnification obligations provided herein survive the execution and delivery of this Application Form, any investigation at any time made by the Issuer and the issue and/or sale of the investment;
- To the extent permitted by law, I/we release each of the Indemnified Parties from all claims, actions, suits or demands whatsoever and howsoever arising that I/we may have against any Indemnified Party in connection with the IM or my/our investment;
- Other than as disclosed in this Application Form, no person or entity controlling, owning or otherwise holding an interest in me/us is a United States citizen or resident of the United States for taxation purposes (**US Person**);
- I/we will promptly notify the Issuer of any change to the information I/we have previously provided to the Issuer, including any changes which result in a person or entity controlling, owning or otherwise holding an interest in me/us who is a US Person;
- I/we consent to the Issuer disclosing any information it has in compliance with its obligations under the Inter-Governmental Agreement between the Government of Australia and the Government of the United States of America to improve International Tax Compliance and to implement FATCA and any related Australian law and guidance implementing the same (together, the **IGA**). This may include disclosing information to the Australian Taxation Office, who may in turn report that information to the US IRS;
- I/we acknowledge that the collection of my/our personal information may be required by the Financial Transaction Reports Act 1988, the Corporations Act 2001, the Income Tax Assessment Act 1936, the Income Tax Assessment Act 1997, the Taxation Administration Act 1953, the IGA (which for these purposes includes any related Australian law and guidance) and the Anti-Money Laundering and Counter-Terrorism Financing Act 2006. Otherwise, the collection of information is not required by law, but I/we acknowledge that if I/we do not provide personal information, the Issuer may not allow me/us to invest in the Fund;
- I am/we are not aware and have no reason to suspect that the monies used to fund my/our investment in the Fund have been or will be derived from or related to any money laundering, terrorism financing or similar or other activities illegal under applicable laws or regulations or otherwise prohibited under any international convention or agreement (**AML/CTF Law**);
- I/we will provide the Issuer with all additional information and assistance that the Issuer may request in order for the Issuer to comply with any AML/CTF Law and the IGA;
- I/we acknowledge that the Issuer may decide to delay or refuse any request or transaction, including by suspending the issue or redemption of investment in the Fund, if the Issuer is concerned that the request or transaction may breach any obligation of, or cause the Issuer to commit or participate in an offence, including under any AML/CTF Law.

Signature 1*

Full Name

Date

Tick capacity (mandatory for companies):

- Sole Director and Company Secretary
- Director
- Secretary

Company Seal (if applicable)

Signature 2*

Full Name

Date

Tick capacity (mandatory for companies):

- Sole Director and Company Secretary
- Director
- Secretary

*Joint applicants must both sign;

*Company applications must be signed by two Directors, a Director and Secretary or the Sole Director and Secretary of the company, details of which appear in Section 3.1; or

*For trust/superannuation fund applications each individual trustee must sign.

Post your original signed Application Form and original certified copies of your identification document(s) to:

One Funds Management Limited
 C/- Sydney Leisure, Gaming and Property Growth Fund (Vauxhall) No. 1
 PO Box R1471
 Royal Exchange NSW 1225

Please ensure that you have transferred your application monies or enclose a cheque for payment.

CERTIFYING A COPY OF AN ORIGINAL DOCUMENT

All documents must be provided in a certified copy format - in other words, a copy of the original document that has been certified by an eligible certifier.

A 'certified extract' means an extract that has been certified as a true copy of some of the information contained in a complete original document by one of the persons described below.

Please note that we require the copy which was actually signed by the certifier (i.e. the original penned signature of the certifier).

People who can certify documents or extracts are:

1. A lawyer, being a person who is enrolled on the roll of the Supreme Court of a State or Territory, or the High Court of Australia, as a legal practitioner (however described).
2. A judge of a court.
3. A magistrate.
4. A chief executive officer of a Commonwealth court.
5. A registrar or deputy registrar of a court.
6. A Justice of the Peace.
7. A notary public (for the purposes of the *Statutory Declaration Regulations 1993*).
8. A police officer.
9. An agent of the Australian Postal Corporation who is in charge of an office supplying postal services to the public.
10. A permanent employee of the Australian Postal Corporation with 2 or more years of continuous service who is employed in an office supplying postal services to the public.
11. An Australian consular officer or an Australian diplomatic officer (within the meaning of the *Consular Fees Act 1955*).
12. An officer with 2 or more continuous years of service with one or more financial institutions (for the purposes of the *Statutory Declaration Regulations 1993*).
13. A finance company officer with 2 or more continuous years of service with one or more financial companies (for the purposes of the *Statutory Declaration Regulations 1993*).
14. An officer with, or authorised representative of, a holder of an Australian financial services licence, having 2 or more continuous years of service with one or more licensees.
15. A member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants with 2 or more years of continuous membership.

POLITICALLY EXPOSED PERSONS (PEP)

To comply with AML/CTF laws, we require you to disclose whether you are, or have an association with, a Politically Exposed Person ('PEP'). A PEP is an individual who holds a prominent public position or function in a government body or an international organisation in Australia or overseas, such as a Head of State, or Head of a Country or Government, or a Government Minister, or equivalent senior politician. A PEP can also be an immediate family member of a person referred to above, including spouse, de facto partner, child, and a child's spouse or a parent. A close associate of a PEP, i.e. any individual who is known to have joint beneficial ownership of a legal arrangement or entity is also considered to be a PEP. Where you identify as, or have an association with, a PEP, we may request additional information from you.

BENEFICIAL OWNER

To comply with AML/CTF laws, we require you to disclose beneficial owners. Beneficial owner means an individual who ultimately owns or controls (directly or indirectly) the investor. 'Control' includes control as a result of, or by means of, trusts, agreements, arrangements, understandings and practices, whether or not having legal or equitable force and whether or not based on legal or equitable rights, and includes exercising and control through the capacity to determine decisions about financial and operating policies. 'Owns' means ownership (either directly or indirectly) of 25% or more of the investor.

9. FINANCIAL ADVISER DETAILS AND CUSTOMER IDENTIFICATION DECLARATION

Customer Identification Declaration (*Financial Adviser to complete*)

I confirm that I have completed an appropriate Customer Identification Procedure (**CID**) on this investor and/or the beneficial owners which meets the requirements of the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (**AML/CTF Act**).

Please select the relevant option below:

- I have attached the verification documents that were used to perform the CID for this investor and/or the beneficial owners; OR
- I have not attached the verification documents but will retain them in accordance with the AML/CTF Act and agree to provide them to the Issuer or its agents with access to these documents upon request. I also agree that if I become unable to retain the verification documents used for this application in accordance with the requirements of the AML/CTF Act I will forward them to the Issuer.

I agree to provide the Issuer or its agents with any other information that they may require to support this Application.

Financial Adviser Name (if a new adviser, please attach a copy of your employee/representative authority)

Business Name

Adviser Number (if applicable)

Street Address

Suburb

State

Postcode

Country

Postal Address

Suburb

State

Postcode

Country

Office Telephone

Mobile Number

Fax Number

Email

DEALER DETAILS

Dealer Name

Dealer Number (if applicable)

Contact Person

AFSL Number

ABN

Postal Address

Suburb

State

Postcode

Country

Office Telephone

Fax Number

Email

Dealer Stamp

Signature of Financial Adviser

Date

Financial Adviser Access to Investor Information *(Investor to complete)*

Please tick the box below if you wish your financial adviser to have access to information and/or to receive copies of all transaction confirmations. If no election is made, access to information and/or copies of transaction confirmations will not be provided to your financial adviser.

Please provide access to information and send copies of all transaction confirmations to my/our financial adviser.

You may change your election at any time by contacting the Issuer.

The following form is for the use of Australian Applicants only who are investing less than AUD \$500,000

ACCOUNTANT'S CERTIFICATE THAT CLIENT IS WHOLESALE UNDER SECTION 761G(7) OF THE CORPORATIONS ACT

To: One Funds Management Limited
Level 11, 20 Hunter Street
SYDNEY NSW 2000

I,

Of

Certify as follows:

1. I am a qualified accountant for the purposes of the Corporations Act, being a member of the Institute of Chartered Accountants in Australia/Australian Society of Certified Practising Accountants/National Institute of Accountants and am subject to, and comply with, that body's continuing education requirements.

2. I am giving this certificate in accordance with section 761G(7)(c) of the Corporations Act at the request of, and with reference to,

(Investor) and acknowledge that this certificate will be relied upon to make offers of financial products to the Investor without disclosure under Part 7.9 of the Corporations Act.

3. I certify that, having reviewed the financial position of the Investor:

(a) the Investor has net assets of at least A\$2.5 million; or

(b) the Investor had a gross income for each of the last two financial years of at least A\$250,000 a year.

Signature

Print name

Dated

Notes

The certificate should be:

1. Provided before any offer is made; and
2. Given no earlier than two years before the offer is made.

**ADDITIONAL INVESTMENT FORM -
SYDNEY LEISURE, GAMING AND PROPERTY GROWTH FUND (VAUXHALL) No. 1**

Additional Investment Form For Existing Investors

Please use this form if you are already an investor in the Sydney Leisure, Gaming and Property Growth Fund (Vauxhall) No. 1 and wish to make an additional investment. New investors should go to page 2 of the Application Form.

INVESTOR DETAILS

Number

Name

Company/Fund/Super Fund Name

ADDITIONAL INVESTMENT DETAILS

Please tick the box beside your chosen payment method and complete the required details.

Cheque

Made payable to: One Funds Management Limited Applications Account

Amount: AUD

Electronic Funds Transfer or Direct Deposit

Bank: St. George

Reference: "Investor surname/company or trust name" (as applicable)

Account Name: One Funds Management Limited Applications Account

BSB: 332-127

Account number: 553966585

Amount: AUD

Date of Transfer

Reference Used

INVESTOR CONFIRMATION

Signature 1*

Full Name

Date

Tick capacity (mandatory for companies):

Sole Director and Company Secretary

Director

Secretary

Company Seal (if applicable)

Signature 2*

Full Name

Date

Tick capacity (mandatory for companies):

Sole Director and Company Secretary

Director

Secretary

*Joint applicants must both sign;

*Company applications must be signed by two Directors, a Director and Secretary or the Sole Director and Secretary of the company; or

*For trust/superannuation fund applications each individual trustee must sign.