

Continuous Disclosure Statement

Equititrust Income Fund ARSN 089 079 854
Equititrust Limited ACN 061 383 944, AFLS 230471

This Continuous Disclosure Statement is dated 11 February 2011.

Equititrust Income Fund - Product Disclosure Statement

Attached is a copy of the past Product Disclosure Statement (PDS) dated 6 February 2009.

Please note that this PDS is not currently in-use and has been withdrawn. However, it is provided purely for the purposes of Continuous Disclosure, for historical reference and for use by existing investors of the Fund only.



EQUITITRUST CAPITAL™

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This information has been prepared by Equititrust Limited ABN 74 061 383 944 AFSL No. 230471. It is general information only and is not intended to provide you with financial advice or take into account your objectives, financial situation or needs. An investment in the Fund is not a bank deposit and carries the risk of investors not getting the return of all or part of their investment. Past performance is not an indicator of future performance and actual distributions may be lower than the Benchmark Rates. In deciding whether to invest in the Equititrust Income Fund ARSN 089 079 854 you should consider the current Product Disclosure Statement, copies of which are available from our website equititrust.com.au or by contacting us on 1800 635 527. Terms defined in this information have the same meaning as where used in the PDS, unless otherwise defined. We welcome your feedback at anytime. "You've earned the equity, we've earned the trust." Equititrust.

Building Relationship

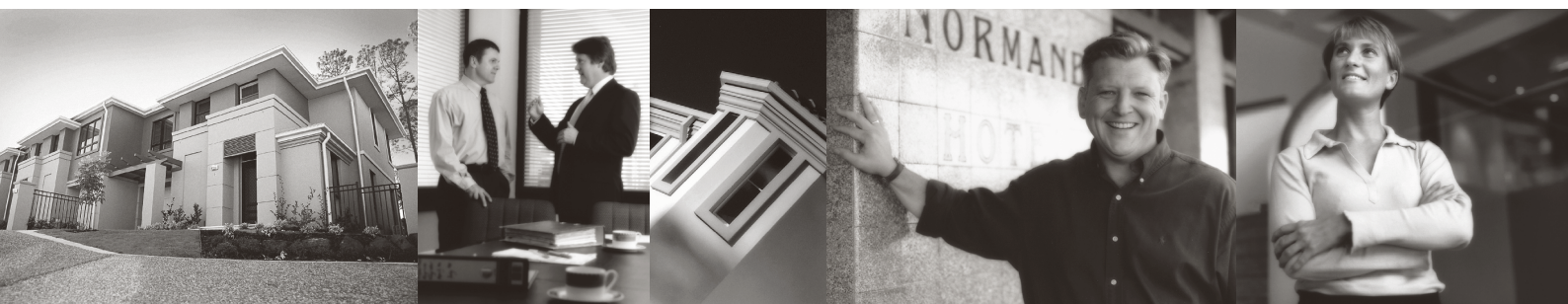
EQUITiTRUST

Income & Finance

Product Disclosure Statement
Equititrust Income Fund
ARSN 089 079 854

who we are

We are a responsibly aware company,
Always delivering on its word,
Nurturing its people,
And building enduring relationship.
We provide excellence
In investment return
And creative finance solutions,
Through strong property knowledge.



corporate directory

MANAGER AND ISSUER **Equititrust Limited** ACN 061 383 944 ABN 74 061 383 944 AFSL No. 230471

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DIRECTORS **Mark McIvor** Chief Executive Officer **Wayne McIvor** Executive Director **Thomas John Haney** Non-executive Director

COMPANY SECRETARY **Sidney Super**

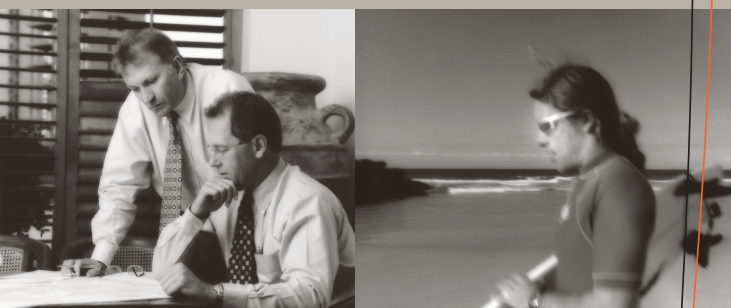
LAWYERS FOR THE MANAGER **McCullough Robertson** Level 11 Central Plaza Two 66 Eagle Street Brisbane Queensland 4000

AUDITORS FOR THE MANAGER AND THE FUND **KPMG** Corporate Centre One Bundall Road Bundall Queensland 4217

This Product Disclosure Statement ('PDS') is dated 6/2/2009. You should read this entire PDS before deciding to make an investment. Except to the extent stated in this PDS, neither Equititrust Limited ('Equititrust') nor its directors guarantee the performance of any investment nor the repayment of capital. There may be loss of income or principal invested and delays in repayment. If you have any questions, please call Equititrust on freecall 1800 635 527, or contact your professional investment adviser.

Equititrust Limited holds an Australian Financial Services Licence No. 230471 with the Australian Securities and Investments Commission (ASIC). The investor should note that Equititrust Limited or its representatives do not provide financial planning advice. Our advice to you is confined to factual information about our investment product: The Equititrust Income Fund ARSN 089 079 854 (Fund). Images depicted in this PDS do not represent assets of Equititrust or the Equititrust Income Fund, but are indicative only of the types

of properties over which security may be taken by Equititrust on behalf of investors. This PDS is available in electronic form via www.equititrust.com.au. This PDS does not constitute an offer in any place or country in which, or to any persons to whom, it would not be lawful to make such an offer. No offer or invitation is made by the PDS, directly or indirectly, in any other jurisdiction where the offer or invitation would breach the applicable law or require the PDS or any other document to be lodged or registered. If you have received an electronic copy of this PDS, you may obtain a paper copy of the PDS (free of charge) by telephoning Equititrust on 1800 635 527. Applications may only be made using the application form attached to this PDS, or in its paper copy form as downloaded in its entirety from www.equititrust.com.au. You are not permitted to pass on the application form to another person unless it is attached to a hard copy of this PDS or the complete and unaltered electronic version of this PDS.



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Mark McIvor

Chief Executive Officer/Director
Equititrust Limited

message from the chief executive officer

Equititrust's hallmark skill has always been the provision of premium income. Our objective is to provide a higher yield to enable our investors to 'live life to the fullest'

We're proud of our investment record and we value highly our client relationships. In an investment market that often carries uncertainty it is imperative your capital achieves an optimum return. We invite your investment in the Equititrust Income Fund and look forward to building relationship with you.

Mark McIvor

Chief Executive Officer

1. background and growth

Equititrust is a specialist provider of premium income. Established in 1993, its origins trace to the law firm, McIvor Coghlan, which serviced mortgage investment clients since 1982. Combining absolute commitment to investor protection with keenly honed property finance skills, Equititrust has grown substantially. To ensure it is adequately resourced, Equititrust Limited has maintained a long-term strategy of growing retained earnings (as at 31 December 2008 this figure was \$62,053,068). A substantial portion of the earnings are invested in the Fund (\$40 million as at 31 December 2008). This investment:

- is subordinated to the interests of investors as a safety buffer against loss; and
- in this PDS is referred to as the Capital Warranty Investment.

2. key features

Equititrust is licensed as a responsible entity in accordance with the Corporations Act and acts in this capacity for the Equititrust Income Fund.

What is the Fund?

The Fund is a mortgage trust and a registered managed investment scheme.

What investment is being offered?

Equititrust is offering units in the Fund. Units are generally issued and redeemed at \$1.00 each.

Who is the manager?

Equititrust Limited is the trustee, responsible entity and manager of the Fund. Equititrust is not required to appoint an external custodian in relation to Fund assets as it maintains net tangible assets in excess of \$5 million.

How long has the Fund been operating?

The Fund has been open to investment since 1999.

What does the Fund invest in?

The Fund takes mortgages over property (with the majority in property development) and holds cash investments. Mortgage loans are typically made for loan terms not exceeding a maximum of two years. Investors' funds are spread across a portfolio of mortgages.

Who holds the assets of the Fund?

All mortgages and investments made by the Fund are held by Equititrust in its name as trustee for and on behalf of the investors in the Fund.

What is the Fund's past performance?

Historically, as a result of the performance of the Fund, no investor in the Fund (or in mortgage investment funds managed by Equititrust's predecessor) has failed to receive an income payment or experienced a loss of capital. Past performance should not be used as a guide for future performance.

Is there a capital warranty?

As proof of its commitment to investor security, Equititrust must maintain a minimum investment in the Fund of \$20 million as a Capital Warranty Investment to act as a buffer

and absorb losses on loans should they occur. Equititrust may maintain a higher level of investment in the Fund; as at 31 December 2008 that investment totalled \$40 million. Equititrust's investment is subordinated to the interests of investors and its entire investment would have to be lost prior to any investor loss. For further information see Section 7.5.

What is the investment strategy?

To provide investors with stable income over the medium term. An investment in the Fund does not generate capital growth.

3. Deferred withdrawals

Equititrust as the responsible entity of the Fund determined on 30 October 2008 it appropriate in the current economic climate to defer the processing and payment of valid withdrawal for an initial period of 90 days.

The constitution of the Fund allows Equititrust to defer the processing and payment of withdrawal requests for up to 180 days and in certain circumstances an additional 180 days.

In response to significant financial market turbulence, Prime Minister Kevin Rudd announced efforts to underwrite stability of the banking sector by promising an unlimited Government guarantee on bank deposits.

This historic intervention in the market had the consequence of creating two classes of investments – those covered by the guarantee (retail and wholesale deposits at banks, building societies and credit unions) and those not covered (cash management trusts, mortgage funds and other investment funds).

A flight of a massive amount of investor money from non-bank financial institutions to those guaranteed by the Federal Government ensued. In the words of the Reserve Bank Governor Glenn Stevens, the Government's 'blanket guarantee' created 'serious dislocation' in the financial system.

Australia's largest mortgage funds subsequently suspended withdrawals exacerbating investor concern.

As a logical consequence of these events, the Fund has experienced an increase in investors wishing to withdraw. In the context of the fear and pessimism prevailing, Equititrust understands and respects investor concern. However, Equititrust is obliged by the Corporations Act and the constitution of the Fund to act in the best interests of all investors.

With these obligations foremost in our mind, the Board of Equititrust resolved on 30 October 2008 to defer the withdrawal process.

Withdrawals

Equititrust understands there are some investors who require urgent access to their maturing funds. To this end, Equititrust applied for and was granted permission by the Australian Securities and Investments Commission (ASIC) to process valid withdrawal requests for investors suffering financial hardship, subject to certain conditions. Specific details of the ASIC

Information Release can be located at www.asic.gov.au or Equititrust will send you a copy of the Information Release on request.

Equititrust does not guarantee any hardship application will result in the investor being allowed to withdraw some of their investment.

In addition to allowing specific withdrawal requests from financially distressed investors, the Corporations Act allows Equititrust to undertake periodic withdrawal offers to various classes of investors who:

- have an investment in the Fund which entitles them to lodge a valid withdrawal request at any time; or
- held a fixed term investment, and did not roll over their investment at the end of the term.

Eligible Investors

Equititrust is not required to make a withdrawal offer to these classes of Eligible Investors, however Equititrust may, during the deferred withdrawal period, offer a periodic withdrawal offer.

Equititrust will notify Eligible Investors of a particular class in the event a withdrawal offer is made. The withdrawal offer will:

- be open for at least 21 days;
- be available to Eligible Investors within the particular class only;
- disclose the amount of money available to meet withdrawal requests;
- explain the method of dealing with withdrawal requests in the event withdrawal requests exceed the amount of money available under the withdrawal offer; and
- be accompanied by a specific withdrawal application form which will need to be completed and returned by those Eligible Investors within the relevant class seeking to withdraw some or all of their investment.

The method for processing oversubscribed withdrawal requests is specified in section 601KD of the Corporations Act by using the following formula:

$$\text{Amount of money available} \times \frac{\text{Amount an Eligible Investor requested to withdraw}}{\text{Total of all amounts Eligible Investors request to withdraw}}$$

For example:

- If there is \$10 million available to meet withdrawal requests.
- An Eligible Investor (Mr Smith) requests to withdraw the amount of \$50,000.
- Eligible Investors within the class lodge valid withdrawal requests totaling \$15 million.
- Then the Eligible Investor Mr Smith would receive \$33,333.

This is an example only and the actual results will depend on the particular circumstances of any offer and the Eligible Investor's own particular circumstances. Equititrust does not

guarantee a periodic withdrawal offer will be made, or an amount of \$10 million (or any other amount) will be available under any offer.

Ongoing Operations and Withdrawals

Whilst the processing and payment of withdrawal requests are deferred, the Fund will still continue to accept new investment. Further:

- existing investors can either rollover their existing fixed term investment at maturity or prior to maturity lodge a withdrawal request (in the manner detailed in the PDS) in which case their investment will not rollover and they will at the end of their fixed term be treated as an Eligible Investor of a particular class for future periodic withdrawal offers made to that class (whilst the deferred withdrawal process remains); and
- new investors are entitled to apply to invest in a fixed investment term. New investors need to understand that whilst the deferred withdrawal process remains (Equititrust cannot guarantee when or if this process will cease) investors will only be eligible to be offered a withdrawal offer following expiry of their investment term and in the manner detailed above.

Until financial markets return to some level of normality, Equititrust cannot predict how often and how much money will be available to undertake periodic withdrawal offers to Eligible Investors. However, it is anticipated that withdrawals will occur on a periodic basis over the next 9–12 months.

4. ASIC Benchmarks

In September 2008 ASIC issued Regulatory Guide 45 – "Mortgage Schemes – improving disclosure for retail investors", which set out eight Benchmarks formulated by ASIC to assist investors understand the risks and assess the rewards being offered and whether the investment is suitable for them. It stated that managers of mortgage schemes should disclose whether they comply with those Benchmarks and if not, why not.

Table below identifies those Benchmarks and whether the Fund satisfies each of them.

Benchmark	Compliance with benchmark
1 Liquidity	No
2 Scheme borrowing	Yes
3 Portfolio diversification	Yes
4 Related party transactions	Yes
5 Valuation policy	Yes
6 Lending Principles	Yes
7 Distribution Practices	Yes
8 Withdrawal arrangements	Yes

This section addresses each of those benchmarks with a statement as to whether Equititrust meets the benchmark and, if it does not, an explanation is provided as to how we deal with the benchmark. This is done by identifying the management processes in place to satisfy and mitigate against operational, financial, credit or business risk that the Fund may experience, which will help you assess the risk-reward prospects.

Benchmark 1

Liquidity

Status: No

ASIC Regulatory Guide 45 requires Equititrust to have estimates of, and provisions for meeting, cash flow requirements over the next three months. However, ASIC requires that established credit lines cannot be taken into account. Equititrust disagrees with this approach..

Equititrust has policies and procedures in place to estimate the Fund's cash flow projections, taking into consideration:

- estimated rollovers of investors' maturing investments;
- payment of loan instalments or loan repayments; and
- cash flows from operational activities.

4/5

In determining the level of cash flow required during the period, the cash flow forecast process is subject to a series of estimates and judgements, including:

- the probability of non rollover of investors' maturing investments;
- the risk and maturity profile of the mortgage loan portfolio; and
- management's reasonable expectation of future cash flow requirements based on expected business and operational trends and the projected economic and legislative environment.

To complement and support the estimation process, Equititrust has management systems in place to monitor and review historical cash flow performance, as well as trends over time associated with investors' new investments and the advances of mortgage loans. This analysis evidences the trend of rollovers of investors' investments and turnovers in the loan portfolio. Equititrust's mortgage portfolio comprises loans with varying maturities generally between 12 to 18 months, funded by investments with varying maturities up to 12 months, supported by the retained earnings of Equititrust Limited.

Equititrust has policies and procedures in place to ensure it has sufficient cash or available credit lines to meet projected cash requirements. These policies and procedures include:

- monitoring liquidity position on a daily basis;
- reviewing weekly forecast cash flow needs for the next quarter; and
- reviewing quarterly cash flow needs for the next year.

Unlike the ASIC Regulatory Guide Benchmark, Equititrust includes in its cash flow forecasts undrawn credit facilities.

To mitigate liquidity risk, Equititrust has agreed to maintain a minimum investment balance in the Fund of \$40 million to 31 October 2009 and thereafter at least \$20 million. To further mitigate this risk, the Fund has maintained bank financing with two banks. The Fund also has indirect access to other bank credit lines of \$36.8 million of which \$7.7 million was available at 31 December 2008. These facilities are with three banks and are secured by registered first mortgage charges over the assets of parties related to Equititrust.

For information about the Fund's liquidity protection rules, see Section 11.

ASIC Regulatory Guide 45 requires responsible entities to disclose Fund policy on balancing the maturity of assets with those of liabilities.

The Fund's liquidity management policy reflects the position of funding short term mortgage loans with a mix of short term investor funds, short term and long term bank credit lines and long term investment by Equititrust. For further details refer Benchmark 3 for current mortgage portfolio mix and Benchmark 2 for the maturity dates of bank credit lines.

Benchmark 2

Scheme borrowing

Status: Yes

ASIC Regulatory Guide 45 states that, where the Fund has borrowed funds, Equititrust must disclose:

- for each borrowing that will mature in five years or less – the amount owing and the maturity profile in increments of not more than 12 months;
- for borrowings that mature in more than five years – the aggregate amount owing;
- for each credit facility – the aggregate undrawn amount and the maturity profile in increments of no more than 12 months;
- the fact that amounts owing to lenders and other creditors of the Fund rank before an investor's interest in the Fund; and
- the purpose for which the funds have been borrowed, including whether they will be used to fund distributions or withdrawal amounts; and
- any information about breaches of loan covenants that is reasonably required by investors.

Credit Lines

The constitution of the Fund allows Equititrust to borrow funds on behalf of the Fund. The credit line facilities allow Equititrust to approve and settle loans in a timely manner where the temporary available cash of the Fund may otherwise be insufficient. Likewise, when Fund cash is surplus, Equititrust retires credit lines ensuring the Fund efficiently utilises these facilities. Lines of credit will generally be used for:

- financing direct mortgages by the Fund;
- providing secured finance to other licensed mortgage fund operators;
- loan partnering, which involves the Fund jointly investing in a direct mortgage with another party; and
- paying distributions and withdrawals which assists in managing the cash liquidity of the Fund.

The finance facilities are secured by charges over the assets of the Fund. Details of the status of the finance facilities are updated quarterly at www.equititrust.com.au. The rights of investors to the income and assets of the Fund rank behind the rights of the banks. For further information, refer Benchmark 8.

Equititrust in its capacity as responsible entity of the Fund (as at 31 December 2008) has the following finance facilities:

Approved Limit	Total Drawn Down	Remaining Credit available	Facility expiry date
\$70 million	\$69,899,822	\$100,178	31/10/09
\$35 million	\$26,000,000	\$9,000,000	31/10/09

what about facilities provided by Equititrust

Facility repayment

The directors of Equititrust have accepted a letter of offer from the bank to extend the existing facility of \$70 million to 31 October 2009 on the basis of quarterly repayments of \$20 million commencing 31 March 2009, with a final repayment of \$10 million by 31 October 2009. Forecast cash flows indicate the Fund will meet these repayments, including investor distributions and borrower commitments. Surplus cash and credit lines to 31 December 2009 after meeting these commitments is expected to exceed \$30 million.

Risk

These finance facilities or similar facilities may be varied by Equititrust from time to time to prudently manage the cash flows of the Fund. In utilising external financing, there is a risk that Equititrust may not be able to renew existing credit facilities on similar or no less favourable terms to those it currently receives. In such an event, the Fund may have lower available cash resources and its ability to meet short-term liquidity objectives will be detrimentally affected. This may require the Fund to deploy a lower proportion of investors' funds in income producing loans and therefore detrimentally affect overall Fund performance. Equititrust does not envisage credit line facilities exceeding 40% of the value of assets of the Fund.

Benchmark 3

Portfolio diversification

Status: Yes

ASIC Regulatory Guide 45 requires Equititrust to disclose details of the current nature of the Fund's investment portfolio, including by number and value:

- loans by class of activity;
- loans by geographical region;
- what proportion of loans are in arrears or default;
- what is the nature of the security for loans made (e.g. first or second ranking);
- loans that have been approved but have funds that have yet to be advanced and the funding arrangements in place for any of these undrawn loan commitments;
- the maturity profile of all loans in increments of not more than 12 months;
- loan-to-valuation ratios for loans in percentage ranges;
- interest rates on loans in percentage ranges;
- loans where interest has been capitalised.

Additional information includes:

- total loan monies that have been lent to the largest borrower and the 10 largest borrowers
- the use of any derivatives; and
- a clear description of the non-loan assets of the scheme including the value of such assets.

Portfolio at 31 December 2008

The following unaudited information has been compiled by Equititrust to provide a 'snapshot' of the Fund portfolio as at 31 December 2008.

Cash deposited with banks	\$11,705,770
Net receivables*	\$2,725,481
Total Mortgages	\$338,698,674
Distributions due to investors	\$3,513,040

* Interest receivable from borrowers less management fees payable to Equititrust Limited

Fund Information

Undrawn loan commitments \$7,087,354
(Anticipated progress draws over 18 months from 31/12/08. These are 10 loans with approved amounts totalling \$126,013,920.) The funding sources of these anticipated loan commitments are loan repayments by other borrowers and available credit lines.

Number of loans	66
Number of loans secured by first mortgage	66
Number of second mortgages	0**
Number of borrowers	40
Average loan-to-value ratio	58.8%
Largest loan as % of total loans	12.6%
Average loan value	\$5,268,793
Average loan interest rate	11.5%
Number of loans in excess of 5% of Fund value	3

** Refer final paragraph of this benchmark commentary: "Loan partnering / Syndication"

Percentage of the Fund's total approved

loans lent to top five borrower groupings	57.8%
Borrower one: 4 loans totalling \$46,337,874	13.3%
Borrower two: 2 loans totalling \$44,878,102	12.9%
Borrower three: 3 loans totalling \$41,275,987	11.9%
Borrower four: 4 loans totalling \$40,281,540	11.6%
Borrower five: 4 loans totalling \$28,284,575	8.1%
Borrower six: 7 loans \$23,610,587	6.8%
Borrower seven: 3 loans totalling \$18,780,500	5.4%
Borrower eight: 2 loans totalling \$11,315,000	3.3%
Borrower nine: 3 loans totalling \$9,190,658	2.6%
Borrower ten: 1 loan totalling \$8,573,000	2.5%

Percentage of loans by dollar value with capitalised income was 77%, (being 38 loans) with the value of these totalling \$259,874,721. Equititrust generally provides development loans with terms of 12 to 18 months and the interest accrues during the term.

Interest rates payable on loans

Interest rates	No. of loans	\$
9.55% - 10%	19	130,213,311
10.55% - 11%	1	86,874
11.05% - 11.5%	0	0
11.55% - 12%	7	31,387,088
12.05% - 12.5%	15	111,631,639
12.55% - 13%	14	43,950,124
13.05% - 13.5%	7	13,769,621
13.55% - 14%	1	3,785,477
14.55% - 15%	1	3,673,791
15.55% - 16%	1	200,750
	66	338,698,674

Loan maturity profile

No. of loans	\$
Past due	3 738,745
Within 12 months	61 332,416,234
12-18 months	2 5,543,695
	66 338,698,674

Loans by security type

No. of loans	\$	% of total
Residential	27 118,437,704	35
Commercial/Industrial	10 81,017,629	24
Future development	18 83,678,142	25
Residential Development	6 34,259,979	9
Rural/Rural Residential	5 21,305,220	7
Total	66 338,698,674	100

Loan geographies

Our preferred location is coastal metropolitan. Funds lent as at 31 December 2008 were represented as follows:

No. of loans	\$	% of total
Gold Coast	15 69,048,954	20
Brisbane/Sunshine Coast	9 69,322,747	21
Queensland Other	18 59,573,858	18
Sydney	8 34,336,172	10
New South Wales Other	13 75,298,689	22
Other	3 31,118,254	9
Total	66 338,698,674	100

Portfolio at 31 December 2008 Continued

Status of loans as at 31 December 2008

Loans with interest in arrears were as follows:

	Principal \$	Interest in arrears \$	Number of loans
60-90 days	0	0	0
90-120 days	1,750,000	45,902	1
120+ days	2,698,744	196,107	4
Total	4,448,744	242,009	5

All the above interest in arrears is considered to be recoverable and no loss of interest or principal is anticipated. Not all the above loans are past their maturity date. Loans in default, but which do not have interest in arrears, are as follows:

	Principal
Loan 1	\$5,291,122
Loan 2	\$2,380,000
Loan 3	\$2,233,530
Loan 4	\$1,900,000
Loan 5	\$1,250,000
Loan 6	\$86,874
Total	\$13,141,525

Fixed / variable loan interest rate split

Variable*** 100%

*** The borrower rate on development loans may only be varied at Equititrust's discretion.

Undrawn funds on approved loans: 10 loans totalling \$7,087,354. Funding for these commitments is taken account of in our long-range cash flow.

The loan-to-value ratios of loans within the Fund as at 31 December 2008 were:

	No. of loans	\$	% of total
10% - 20%	1	86,874	0
20% - 30%	1	918,472	0
30% - 40%	1	561,483	0
40% - 50%	11	91,666,996	27
50% - 60%	17	98,599,723	29
60% - 70%	20	65,367,460	20
70% - 80%	15	81,497,666	24
Total	66	338,698,674	100

Quarterly updates of portfolio information are available via the Equititrust website (www.equititrust.com.au) or by phoning Equititrust on 1800 63 5527.

Maximum loan

At the date of the approval of loan advance the maximum single loan is not expected to exceed 15% of the mortgage portfolio, which based on the size of the Fund at 31 December 2008 would be approximately \$51 million.

Loan diversification

There are no target allocations within the portfolio with respect to loan security type and geography.

Lending policy

- All loans are secured by registered mortgages. Before funds are advanced, a valuation or market appraisal is obtained taking into account relevant factors such as the sale price likely to be obtained for the proposed security property, and factors affecting the possible sale of the security property.
- All valuations are obtained only from approved valuers and are no more than six months old at the time of the initial advance.
- Lending Management checks each valuation and regularly confers with a network of property industry professionals. Members of the credit committee are expected to research each property they present to the committee.
- If the borrower is a corporate entity, Equititrust undertakes searches of the ASIC register and requests copies of the company's assets and liabilities statements.
- Loans are to be no greater than 80% of the value of the security property. Generally Equititrust's lending policy will restrict the loan to 70% of the security property's value.
- Each improved security property is to be insured to replacement value.
- Loan applications involving specialised security properties are generally not considered.
- Property investigation is undertaken through land titles registries and other relevant authorities.
- To encourage borrowers to make prompt interest payments we impose a lower interest rate for timely payments.
- Equititrust has implemented procedures under its compliance plan whereby appropriate action is taken against the borrower if they default. Such action may include working with the borrower collaboratively to resolve non-payment or effecting completion (if necessary) and sale of the asset.
- Where appropriate, Equititrust issues a default notice to the borrower and, if this is not satisfied, we exercise our rights under the mortgage, such as exercising power of sale. In this event, the proceeds of sale are applied in the following priority:

- a) towards payment of any liabilities having priority at law
- b) in payment of the Fund's capital investment
- c) in payment of any accrued income
- d) in payment of any of Equititrust's costs and expenses (including legal costs on a full indemnity basis); and
- e) in accordance with its obligations at law.

This priority schedule aligns Equititrust's interests with those of investors. Specifically, investors receive priority over Equititrust (as the responsible entity) in the event of loan defaults.

Investment in other unlisted mortgage investment schemes

The Fund may invest in another unlisted mortgage investment scheme provided that:

- it is registered under Chapter 5C of the Corporations Act;
- it deals only in first mortgages over property of the nature similar to that detailed in this PDS;
- the term of investment does not exceed two years; and
- the Equititrust Credit Committee believe it to be in the best interest of investors.

There are no current investments in other schemes. Before making any investment we will update this benchmark disclosure. In this event it is likely that we would require the other operator to satisfy Benchmarks 2-8.

Finance to other unlisted mortgage funds

Before lending to another fund, Equititrust assesses its credit history, management and lending team (including their track record) and obtains a first ranking equitable mortgage over its relevant assets.

Loan partnering / Syndication

Equititrust may itself or in collaboration with other financiers or banks in relation to the provision of property loans. The loan assessment criteria and process will be identical to those loans for which the Fund is the sole financier. Where Equititrust engages in loan partnering the mortgage documents may be held in the name of a trustee on behalf of the Fund and its loan partner. Also, Equititrust will be at liberty to offer its loan partner (where the loan partner is not Equititrust) a priority mortgage position. In that instance the Fund's priority would be second ranking behind the loan partner. The Fund's participation in loan partnering will not exceed 20% of the total assets of the Fund.

Derivatives

Equititrust uses no derivatives (eg. futures, options, swaps, forward rate contracts) in relation to any of its operations.

Benchmark 4

Related party transactions

Status: Yes

ASIC Regulatory Guide 45 states that Equititrust should discuss its approach to transacting with related parties of the Fund including lending or investing Fund money with related parties and Equititrust should disclose these transactions.

Equititrust has a policy of not using Fund money to provide loans to, or making investments in, any related parties. There are no loans undertaken by the Fund to related parties. Related parties can (provided they are on commercial arms length terms):

- invest in the Fund;
- lend monies to Equititrust Limited (if required); and
- enter into co-lending arrangements with the Fund.

Entities associated with the directors may from time to time provide services to Equititrust. The arrangements for these services are reviewed annually to ensure they remain on commercial arms length terms.

Benchmark 5

Valuation policy

Status: Yes

ASIC Regulatory Guide 45 states that Equititrust should take the following approach to valuations of property over which the Fund has taken security:

- Properties (i.e. real estate) should be valued on an 'as is' and (for development property) also on an 'as if complete' basis.

- Equititrust should have a clear policy on how often it obtains valuations, including how recent a valuation has to be when Equititrust makes a new loan.
- Equititrust should establish a panel of valuers and ensure that no one valuer conducts more than 1/3rd of the Fund's valuation work, calculated by the value of the security properties.

Equititrust's policy in relation to valuations of security properties incorporates the following:

- Properties are valued on an 'as is' and (for development property) also on an 'as if complete' basis.
- Valuations in relation to new loans are to be no older than six months at the time of initial advance.
- Equititrust ensures no one valuer conducts more than 1/3rd of valuation work for the Fund.
- Equititrust may accept an assignment of the valuation instead of obtaining a valuation directly from a panel valuer, in certain circumstances, subject to our guidelines. These guidelines include ensuring that the valuer is a panel valuer and that the valuer states in writing that the valuation complies with Equititrust's valuation instructions and may be relied upon by Equititrust. Equititrust's Lending Management Team must confirm that these guidelines have been met before an assignment of a valuation is acceptable.

Valuations of security properties are updated at least every three years. In the interim, the Equititrust credit committee reviews all loans at the end of their term to determine whether or not to extend each loan for a further term and whether obtaining an updated valuation is appropriate.

ASIC Regulatory Guide 45 states that Equititrust should include information about the valuation of a particular property where a loan secured against the property accounts for more than 5% or more of the total value of the Fund.

	Approved	Drawn	Security	Loan-to-value ratio	Date of valuation	% of scheme assets
Property 1	\$43,918,102	\$40,715,242	\$57,950,720	75.8%	4/06/07	12.6%
Property 2	\$36,903,540	\$36,144,869	\$71,470,400	51.6%	19/2/08	10.6%
Property 3	\$35,790,874	\$35,590,724	\$87,500,000	40.9%*	16/9/08	8.0%

* This loan is cross collateralised with another loan.

At the date of this PDS, the respective properties comprised:

Property 1 – Industrial land in Northern New South Wales

Property 2 – Residential units on the Gold Coast

Property 3 – Residential development land outside Brisbane

Equititrust reviews the qualifications and experience of each valuer before they are appointed to our panel of valuers. Each panel valuer must be independent of Equititrust and the borrower, be registered (if applicable) to undertake and provide valuations in the relevant state or territory where the security

property is located, hold an appropriate level of professional indemnity insurance and have at least two years of continuous valuation experience in valuation. Valuers must also include in their valuation reports a warranty confirming that the report complies with all relevant standards and codes.

Benchmark 6

Lending principles – loan-to-value ratios

Status – Yes

ASIC Regulatory Guide 45 states that property development loans should not exceed 70% of 'as if complete' valuations, and 80% of non-development loans based on the latest market valuations.

Equititrust has the power under its constitution to lend up to 80% of the value on real estate property based upon independent valuations. However, as a rule, lending limits are maintained at a maximum of 70% of the value of the security property. Facilities that exceed this level require approval from Credit Committee. The table below sets out standard loan value rates in respect to security types.

Property type	Loan-to-value ratio (LVR)
Commercial/ Industrial Premises	Generally a maximum of 70% with strong tenancies. Reduced LVRs may be required for owner-occupiers, or vacant possession valuation may be applied.
Development Facilities	A maximum of 70%. Due consideration to the saleability of the end product must be given and LVRs reduced accordingly..
Residential Properties	Generally a maximum of 70% of investment properties. Reduced LVRs may be enforced for loans required for business purposes but secured by residential property.
Vacant Land	Generally up to 70% LVR in areas where a high demand for vacant land is evident. Generally kept to 60% if there is no immediate intention to develop the site.

The Fund currently has no loans for construction or development which exceed 70% of the on completion value of the security property. If the Fund does undertake a construction or development loan that exceeds this 70% threshold, this benchmark disclosure will be updated.

Fund money may be advanced with respect to second mortgages taken as principal security where the LVR is no greater than 80%. No greater than 10% of the Fund may be used for such loans.

ASIC Regulatory Guide 45 states loans provided by the Fund relating to property development, should only be provided progressively as works are completed.

Prior to advancing construction funding Equititrust provides all plans, specifications and building contracts to a quantity surveyor who approximates the cost to complete the development. This ensures the borrower has allowed appropriate development costs. Funds are then advanced progressively on a 'cost to complete' basis. The quantity surveyor appointed by Equititrust inspects the development at set stages of construction prior to further loan advances and certifies to Equititrust the cost of completing the development at each stage in writing.

Equititrust withholds the amount of loan funds necessary to complete the development in accordance with the advice received from the quantity surveyor. If the borrower becomes unable to complete the development, Equititrust based on the advice of the quantity surveyor should have sufficient funds to complete the development.

Benchmark 7

Distribution practices

Status – Yes

ASIC Regulatory Guide 45 states that where Equititrust expects the Fund to make distributions to investors, Equititrust should disclose:

- the source of the current distributions;
- the source of any forecast distributions;
- if the current or forecast distribution is not sourced solely from income received in the relevant distribution period, the reasons for making those distributions;
- if the current distribution or forecast distribution is sourced other than from income, whether this is sustainable over the next 12 months.

The Fund provides investors with income distributions either monthly or annually. The current distribution rate is nominated at commencement of an investors investment and is referred to as the Benchmark Rate. For fixed term investors and Access investors the Benchmark Rate remains fixed for 12 months. The Benchmark Rate is not a warranty or forecast that the investor will receive this rate of distribution for the term of their investment. Distributions rates are variable and may be less than the Benchmark Rate.

The Benchmark Rate is the distribution rate that must be paid to investors before Equititrust is entitled to be paid its management fees. The Benchmark Rate is in effect the monthly performance hurdle which must be achieved before management fees may be paid to Equititrust.

The distribution rate paid by the Fund for the term of the investors investment will not exceed the Benchmark Rate.

- Equititrust may (but is not obliged to) contribute money to the Fund to supplement the distributions; and
- whilst an investor does not receive their Benchmark Rate in a particular month (during the 12 month term of their investment), Equititrust is not entitled to receive any managed fees).

Irrespective of the distribution rate paid from the Fund, all expenses of the Fund and expenses incurred by Equititrust on behalf of the Fund will continue to be paid.

When the income of the Fund is higher than the amount necessary to pay all investors Benchmark Rates, Equititrust will, after payment of the Benchmark Rates, receive its managed fee and any remaining surplus will be paid to Equititrust as the holder of the subordinated Capital Warranty Investment.

ASIC Regulatory Guide 45 states that, where the Fund promotes a particular return, Equititrust should disclose details of the circumstances in which a lower return may be payable, together with details of how that lower return will be determined.

A lower return to investors may be payable if:

- income payments by borrowers are insufficient to enable income distributions to investors; and
- Equititrust does not contribute additional money to the Fund.

In this event investors would receive income distributions (if any) based on the cash and income available for distribution.

Equititrust does not represent investors will receive their Benchmark Rate of distribution. As mentioned above the Benchmark Rate is merely the hurdle rate which must be achieved before Equititrust is entitled to its management fees.

Benchmark 8

Withdrawal arrangements

Status – Yes

ASIC Regulatory Guide 45 requires Equititrust to disclose:

- the maximum withdrawal period;
- any significant risk factors or limitations that may affect the ability of investors to withdraw from the Fund;
- the approach to rollovers, including whether the 'default' is that investments in the Fund are automatically rolled over; and
- if withdrawals from the Fund are to be funded from an external liquidity facility, the material terms of this facility, including any rights the provider has to suspend or cancel the facility.

Equititrust has no fixed obligation to satisfy withdrawal requests within, or upon the maturity of, the stated investment periods below. If the Fund does not satisfy the statutory liquidity requirements investors will only have a limited ability to withdraw, if any. Specifically, under normal operating conditions the Fund constitution allows Equititrust up to 180 days or, in particular circumstances, a further 180 days to pay any valid withdrawal request.

Current status

Equititrust has currently deferred the processing and payment of withdrawals. During this period, Equititrust expects (but is not obliged) to make periodic withdrawal offers subject to available cash and the operations requirements of the Fund. Please refer to section 3 for further details of the current withdrawal procedure.

ASIC Regulatory Guide 45 requires Equititrust to provide details of whether, and the circumstances of how, a lower unit price may be payable than that relating to a person's original investment.

The price of units in the Fund has historically remained at \$1.00 per Unit. Equititrust has invested in the Fund a minimum \$40 million to 31 October 2009 and thereafter at least \$20 million as a Capital Warranty Investment. The Capital Warranty Investment acts as a buffer in the event the Fund suffers a loss arising from the operation of the Fund. A loss could arise due to:

- loan defaults by borrowers;
- valuations not accurately reflecting the value of the security property at the time they are undertaken;
- a fall in the security property during the term of the loan; and
- diminished value of the security as a result of non-completion of works (in respect of development loans).

In the event of a loss to the Fund, the value of that loss (up to \$20 million) is first apportioned to the Equititrust Capital Warranty Investment. This means the Fund would need to suffer a loss of at least \$40 million to 31 October 2009 and thereafter at least \$20 million (which at 31 December 2008 represented 9.4% of the total assets of the Fund) before the value of an investor's investment is affected.

Liquidity facility

Equititrust may utilise third party financing to assist in funding withdrawals. There is a risk that Equititrust may not be able to renew existing credit facilities on similar or no less favourable terms to those it currently receives. If this occurred the Fund may have lower available cash resources and its ability to meet short-term liquidity objectives will be detrimentally affected. This may require the Fund to deploy a lower proportion of investors' funds in income producing loans and therefore also affect overall Fund performance.

If Equititrust (on behalf of the Fund) defaults on the credit facilities then the banks will have first right of access to the assets of the Fund in priority to the investors. This will impact on the capacity of Equititrust to meet current withdrawal requests. If the Fund is unable to meet the liabilities to the banks then the investors will likely suffer a capital loss.

External liquidity facilities are subject to maintaining certain loan covenants. One of these covenants is to maintain a total-debt-to-total-eligible-assets ratio of 25% for the \$70 million facility and 12.5% for the \$35 million facility. If this or any other material covenant is not maintained this will result in a breach of the facility. Where a breach occurs the banks are entitled to review the facilities and may decide to do all or any of the following:

- declare that the amount owing as immediately payable;
- appoint a firm of independent accountants, or other experts, to review and report to the banks on the affairs, financial condition and business generally of Equititrust and the Fund.

5. Commonly asked questions

What are the benefits and risks?

Key benefits are:

- Income distributions
- Investment term options
- Manager with a proven track record.

Key risks are:

- Disruption or loss of income due to borrower default.
- Changes in the value of security property, resulting in capital loss.
- Higher lending risk.
- Credit Lines secured against Fund assets.
- Lack of liquidity.

(For more information see Section 9)

How are distributions paid?

Distributions on Access and 6-month investments is paid monthly.

On 12-month investments, investors can elect to receive distributions monthly or annually.

What are the returns?

The distributions rate (the rate of return that you will receive) may vary from time to time during the term of your investment. When you invest, the current distribution rate is nominated by Equititrust and this is referred to as the Benchmark Rate. The actual distributions to investors is variable and may be less than the Benchmark Rate.

For fixed term investors and Access investors the Benchmark Rate remains fixed for 12 months.

The Benchmark Rate is not a warranty or forecast that the investor will receive this rate of distribution for the term of their investment.

The Benchmark Rate is the distribution rate that must be paid to investors before Equititrust is entitled to be paid its management fees. The Benchmark Rate is in effect the monthly performance hurdle which must be achieved before management fees may be paid to Equititrust.

The distribution rate paid by the Fund for the term of the investors investment will not exceed the Benchmark Rate. For fixed term investors and Access investors the Benchmark Rate remains fixed for 12 months.

Irrespective of the distribution rate paid from the Fund, all expenses of the Fund and expenses incurred by Equititrust on behalf of the Fund will continue to be paid.

When the income of the Fund is higher than the amount necessary to pay all investors Benchmark Rates, Equititrust will, after payment of the Benchmark Rates, receive its managed fee and any remaining surplus will be paid to Equititrust as the holder of the subordinated Capital Warranty Investment. Refer to section 7.1 for further details.

Initial Investment

Minimum \$10,000.

Distributions

Income is paid monthly or annually in arrears as determined by the investor.

Minimum subsequent investments

\$5,000. However lesser amounts may be accepted at the Manager's discretion.

Automatic reinvestment of income in the Fund

Not available.

Minimum investment balance

\$10,000.

Entry Fees

Nil.

Management and Investment Fees

Equititrust as manager of the Fund is entitled to receive a management fee of 1.65% p.a. of the gross asset value of the Fund (currently Equititrust is paid 0.65% pa) and be reimbursed for its expenses (currently 1% p.a.) of the net assets of the Fund in operating the Fund.

Equititrust is not entitled to receive any management fees for a month unless all investors have received a distribution for that month equal to their Benchmark Rate. See Section 7.1.

Additional investment

Where an Investor chooses a 6-month or 12-month investment term, Equititrust may (at its discretion) allow that Investor to invest additional amounts to that investment for up to 30 days from the date of the initial investment. For example, the investor invests \$20,000 on 1 February 2008 for a 12-month term and the investor contributes a further \$15,000 on 25 February 2008. Both investments mature on 1 February 2009. Additionally, Equititrust may (at its discretion) allow investors to add to their 6-month or 12-month investment during the last 30 days of the investment. Where this occurs, the investment will result in both the original and subsequent investments being reinvested for a full further 6-month or 12-month term respectively. For example, the investor invests \$20,000 on 1 February 2008 for a 12-month term and a further \$15,000 on 25 January 2009. Both investments mature on 25 January 2010.

How do I invest?

Please complete the application form at the back of this PDS. Instructions on how to complete the application form are set out in Section 14. If you have any questions about completing the application, please call us toll-free on 1800 635 527.

Cooling-off Period

Whilst the Fund has moved to a periodic withdrawal offer arranged, no cooling off period applies.

How to contact us

Refer to the Corporate Directory on the inside front cover of this Product Disclosure Statement.

What if I have a complaint?

Equititrust has internal complaints handling procedures. We are also members of an external complaints scheme. If you have any problems with the service provided, see Section 7.4 for further details.

To properly understand an investment in the Fund, investors should read this Product Disclosure Statement in full.

6. fees and other costs

Consumer advisory warning

The warning below is required by law. The fees and other costs associated with investing in the Fund are described in this section.

Did you know?

Small differences in both investment performance and fees and costs can have a substantial impact on your long-term returns. For example, total annual fees and costs of 2% of your fund balance rather than 1% could reduce your final return by up to 20% over a 30-year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs. You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the fund or your financial adviser.

To find out more

If you would like to find out more, or see the impact of the fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) website (www.fido.asic.gov.au) has a managed investment fee calculator to help you check out different fee options.

1. This section shows fees and other costs that you may be charged. These fees and costs may be deducted from your money or from the returns on your investment, or from the fund assets as a whole.
2. Taxes are set out in another section of this document.
3. You should read all of the information about fees and costs as it is important to understand their impact upon your investment.

Type of Fee or Cost	Amount	How and when paid
Fees when your money moves in or out of the Fund <i>Establishment fee:</i> The fee to open your investment.	Not applicable	Not applicable
<i>Contribution fee:</i> The fee on each amount contributed to your investment	Not applicable	Not applicable
<i>Withdrawal fee:</i> The fee on each amount you take out of your investment.	Nil for fixed term investors who hold their investment for the full 6-month or 12-month investment term. Nil for Access investments.	Not applicable
	0.5% of the withdrawn amount where a fixed term investor is permitted to withdraw early.	At the time the early withdrawal is paid
<i>Termination fee:</i> The fee to close your investment.	Not applicable	Not applicable
Management Costs		
<i>Management Fees:</i> The fees and costs for managing your investment.	0.65% of the gross asset value of the Fund.	Calculated and paid monthly in arrears (provided all investors have received their Benchmark Return).
<i>Expenses</i>	1.0% of the net assets of the Fund.	Paid as and when incurred irrespective of the returns paid to investors.
Service Fees		
<i>Investment Switching fee:</i> The fee for changing investment options.	Not applicable	Not applicable

Additional Explanation of Fees and Costs

All fees stated in this PDS are inclusive of GST.

The Fund has a number of sources of income:

- interest payments from borrowers on the loans made to them by the Fund;
- fees and charges paid by borrowers for the establishment and maintenance of their loan accounts (which represents approximately 1.5% .a. of the gross assets the Fund); and
- any early withdrawal fees paid by investors.

All this income is paid directly into the accounts of the Fund.

From the Fund, Equititrust then pays:

- interest payments to the banks for the finance facilities (historically approximately 4.11% pa of the net asset value of the Fund) plus Fund expenses (historically approximately 1% pa of the net asset value of the Fund);
- distributions to investors up to their Benchmark Rate;
- to Equititrust a current management fee of 0.65% pa of the gross assets of the Fund, then
- the balance (if any) is paid to the holder of Capital Warranty Investment (which is currently Equititrust).

The Capital Warranty Investment represents the minimum \$40 million to 31 October 2009 and thereafter at least \$20 Million investment by Equititrust in the Fund. The Capital Warranty Investment does not participate in any income distributions from the Fund until all the above payments are made. Once these payments are made, the Capital Warranty Investment holder receives all surplus Fund income.

Adviser Service Fees

Equititrust may pay referrers a commission from time to time.

All commissions are paid by Equititrust from its own funds.

The commissions may be:

- up to 1% p.a. of the initial amount invested in the Fund; and
- thereafter up to 1% p.a. of the investment amount while this amount remains invested in the Fund.

Finance Facilities Fees

The Manager has paid from its own funds all establishment and set up costs relevant to the finance facilities for the Fund. The ongoing interest obligations payable to the financiers for the finance facilities are however paid by the Fund

This table gives an example of how the fees and costs can affect your investment over a one year period. These fees and costs are deducted from Fund income. The example assumes that a balance of \$50,000 has already been in the Fund, that it remains in the Fund for the whole of the year and that an additional investment of \$5,000 is also made. You should use this table to compare this product with other managed investment products.

Example		Balance of \$50,000 with total contributions of \$5,000 during year
Contribution Fees	Nil	For every \$5,000 you put in, you will be charged Nil
PLUS Management costs	1.6546%	And, for every \$50,000 you have in the Fund, you will be charged (indirectly) \$827.30 each year.
EQUALS Cost of fund investment		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged \$827.30 plus $((\$5,000 \times 1.6546\%) \times (\text{Days } \$5,000 \text{ invested}/365))$ What it costs you will depend on the investment option you choose.

The actual fees and costs are deducted from the income of the Fund and not from an Investors investment balance.
Distributions advised to Investors are net of all fees and expenses.

7. more information

7.1 Nominated Benchmark Rate

Your nominated Benchmark Rate applies for the term of your original investment (fixed term investors) or 12 months for Access investments (**Investment Term**). The Benchmark Rate is not a forecast and Equititrust makes no representation you will receive the Benchmark Rate or any rate of return. At the end of your Investment Term, Equititrust will either nominate a new Benchmark Rate or alternatively no rate will apply.

7.2 Is the Fund suitable for me?

Personal investment recommendations are not made by us. Personal recommendations demand a full 'needs analysis' of your individual investment objectives, and financial situation. Personal recommendations are not the role of Equititrust or its representatives. Should you require personal advice you should consult an independent and licensed investment adviser.

7.3 What are your rights?

As an investor you have the right to:

- know about the risks involved in the investments recommended to you. These risks are generally explained in Section 9 of this PDS but, if uncertain, you should ask us about the impact of such risks;
- attend and vote at meetings of investors; and
- receive the financial statements of the Fund

7.4 What can I do if I have a complaint?

Equititrust has internal complaints handling procedures. If you have any problems with the service provided, you can take the following steps:

Step 1 If you are not satisfied with our representative's response, contact Equititrust Dispute Resolution Officer at PO Box 8111 GCMC QLD 9726, or freecall 1800 635 527.

Step 2 If after providing details of your complaint to Equititrust you do not consider you have obtained a satisfactory solution in writing within 30 days, you may refer the dispute to Equititrust's Board.

Step 3 If you are not satisfied with the Board's decision

you have the right to make a complaint to the Financial Ombudsman Service on 1300 78 08 08.

7.5 Capital Warranty Investment

Equititrust holds a Capital Warranty Investment in the Fund. The Capital Warranty Investment is the amount invested by Equititrust as a subordinated investment. This is a minimum sum of \$20 million with no maximum. As at 31 October 2008, \$40 million was held as a Capital Warranty Investment.

Capital Warranty – in the event the Fund suffers a capital loss, that loss is first incurred against the Capital Warranty Investment held by Equititrust in the Fund. The Capital Warranty Investment is a separate class of units on issue in the Fund and these units rank behind other investors in the payment of distributions.

The Capital Warranty Investment remains for so long as Equititrust remains the responsible entity of the Fund. In the event Equititrust ceases to be the responsible entity, then (subject to any Fund financier requirements) the Capital Warranty Investment automatically converts to an Access investment ranking equally with other investors.

Despite the Capital Warranty Investment provided by Equititrust, there can be no guarantee of a return of capital or payment of income to investors.

7.6 Inability to source funds

In the case of construction or development loans where the loan amount is substantial, the loan advance may be structured in such a way that the funds are provided to the borrower in drawdowns as construction proceeds. Equititrust may effect the initial advance to the borrower without having sufficient investor funds immediately available for the entire loan amount at that time. There is a risk that Equititrust may be unable to source additional funds at the time required by the borrower, which may cause delays in construction or development. Equititrust makes a conservative assessment of the amount of funds available at the likely time of requiring the further instalments, prior to approving any loan which requires payment in several stages.

8. Equititrust management

Equititrust's assets are its people. They understand property lending and have expertise in property, finance, law and accounting. They are energetic and committed to the performance and security of the Fund.

Equititrust's business has three specialised areas under guidance of our management team:

- lending;
- investment and client services; and
- financial and information management



MANAGEMENT TEAM Sidney Super, Mark & Wayne McIvor, Tim James, Ross Janetzki.

MARK MCIVOR LLB

Chief Executive Officer/Director, Credit Committee Member

Mark McIvor is the founder of Equititrust (formerly known as Equitiloan). He has been a lawyer for over 25 years specialising in mortgage investment and property lending.

WAYNE MCIVOR

Lending Manager/Director, Credit Committee Member

Wayne McIvor has a property and management background and has been pivotal in Equititrust's lending team for over 14 years.

TIM JAMES B.Bus (Prop) B.Bus (Ace)

Director - Lending Credit Committee Member Tim James

has 10 years experience in property industry accounting and 9 years experience in mortgage finance.

ROSS JANETZKI

Director - Investments Ross Janetzki has 14 years experience in mortgage finance and investment. He holds a Diploma of Financial Markets and is completing a Graduate Certificate of Applied Finance.

SIDNEY SUPER B.Comm ASA

Chief Financial Officer Sidney Super has 20 years experience in financial management.

THOMAS JOHN HANEY

Non-executive Director Thomas John Haney has over 22 years experience in law and mortgage finance.

9. specific risks of investing

An analysis of some of the specific risks of investing in the Fund are shown below:

9.1 Higher lending risk

Equititrust operates in a specific lending niche as an alternative to traditional bank lending or when these sources are unable to assist. In order to attract borrowers, Equititrust adopts loan criteria that are less strict than traditional banks. For instance:

- loans may be approved and settled in a shorter timeframe;
- borrowers' prior loan history may be less relevant;
- ability to service may not be demonstrated;
- for development loans, lesser or no pre-sales or pre-leasing may be required; and
- borrowers may not have a proven history.

Therefore the risks of providing loans to such borrowers may be higher than those accepted by traditional banks.

9.2 Asset lending / Serviceability

With all development loans the capacity to service and repay will be determined by the project itself and not by the borrower's particular financial position. Likewise with commercial loans, Equititrust does not require borrowers to demonstrate serviceability in the manner typical of traditional banks. Equititrust is relying on the value of the security asset and its rights to enforce against that asset as primary safeguards to ensure payment of interest and loan repayment.

9.3 Interest capitalisation

All development loans and some commercial loans undertaken by the Fund have capitalised interest. The interest is included in the loan facility and deducted progressively. Additionally, Equititrust can recapitalise interest at any time, should Equititrust consider it appropriate, either from the Fund or its own reserves. There is a risk that:

- at the time the loan is scheduled to be repaid these interest payments are not recoverable because of the changed economic circumstances of the borrower, the security property or other economic conditions;
- there are insufficient cash inflows to meet withdrawal requests.

Any capitalisation or recapitalisation of interest will only occur where Equititrust is satisfied the loan is recoverable and will not in any circumstances cause the loan-to-value ratio to exceed 80%.

9.4 Premium Fund

In some loan transactions the Equititrust Premium Fund or an Equititrust related party may lend additional funds to the borrower and hold a second mortgage over the security property. Equititrust believes that the additional advance by a related party does not itself increase the risk to investors in the Fund as this does not alter the exposure or priority of the Fund. However, the additional advance by the Equititrust Premium Fund (or related party) does increase the total financing exposure (debt gearing) of the borrower.

9.5 Loan default

Average loan default (loans greater than 90 days in arrears) for the last three-year period was 3.36%. Depicted below are the percentages for each year:

2004/05	5.28%
2005/06	4.05%
2006/07	2.77%
2007/08	1.65%

2008/09 to 31 December 2008 1.46 %.

We update the arrears position quarterly on our website (www.equititrust.com.au).

Equititrust considers that a level of arrears up to 9.5% of the Fund would present an acceptable risk and will not adversely affect or compromise the security of the Fund. In the event that the level of arrears materially exceed this percentage Equititrust will notify investors.

Defaults may occur for a range of reasons including changes in a company's or person's circumstance, death, changes in the general state of the Australian economy, conditions of the particular market in which the borrower's primary business operates and property market conditions.

9.6 Liquidity risk

Because the Fund's investments are from 12 to 18 months and investors have had the ability to invest in the Access investment and on a fixed 12-month term investment, there is a risk that the level of investors seeking to withdraw from the Fund would exceed the immediate level of available cash.

On 30 October 2008 Equititrust considered the level of withdrawal requests were such that it was prudent to defer paying withdrawals and move to a process of periodic withdrawal offers. Whilst the periodic withdrawal offer process remains there is a real risk that if an investor requires access to their investment, their investment will not be available. Equititrust is working to return the Fund to a normal operating status (processing and paying valid withdrawal requests within 60 days) but no assurance can be provided as to when this will occur.

9.7 Development and Construction Loans

The risks associated with development loans are generally greater due to factors beyond Equititrust's control, including the timing and completion of the development. To assist in mitigating these risks:

- All plans, specifications and building contracts are provided to an approved quantity surveyor or engineer who is instructed by Equititrust. The quantity surveyor/engineer approximates the costs to complete the development in order to ensure that the borrower has allowed appropriate development costs.
- Funds are advanced on a cost-to-complete basis. The quantity surveyor/engineer inspects the development at set stages of construction prior to further advances and certifies the cost of completing the development at each stage in writing

- Equititrust withholds the amount of costs to complete the development in accordance with the advice received from the quantity surveyor or engineer. If the borrower is unable to complete the development, Equititrust should have sufficient funds to do so.
- If the builder is a third party, a tripartite agreement is executed between the builder, the borrower and Equititrust. This helps to ensure that the builder is still accountable to Equititrust in the event of a dispute between the builder and the borrower.
- We do not ordinarily obtain new valuations or revaluations during the course of a development loan. For non-construction loans we may, but do not always, obtain a new or updated valuation if the borrower applies to extend the loan. We do, before agreeing to any loan extension, undertake a detailed assessment of the current value of the security property.
- Lending Management meets regularly to discuss the progress of all development loans.
- Collectively, our credit committee has credentials in law, finance, real estate, quantity surveying and property valuation.

9.8 Operating Risk

During the second half of the 2008 calendar year, and as a result of the ongoing global credit and liquidity crisis and its impact on the Australian property markets, the Fund experienced an increase in investor withdrawals resulting in Equititrust deferring the processing and payment of withdrawals and moving to a periodic withdrawal offer basis. The auditors of the Fund noted in their 30 June 2008 audit report for the Fund that the ability of the Fund to continue as a going concern is dependent on the Fund realising sufficient cash funds from the repayment of existing mortgage loans of the Fund to meet loan repayment commitments to the banks, pay withdrawal requests within the periods provided in the Fund constitution and provide funding for the ongoing business operation.

9.9 Credit Lines

The constitution of the Fund allows Equititrust to borrow funds on behalf of the Fund. Equititrust has established finance facilities for the Fund with a number of financiers for undertaking additional loans and meeting the cash flow requirements of the Fund. Most of the finance facilities are secured by fixed and floating charges over the assets of the Fund. Details of the status of the finance facilities are updated quarterly at www.equititrust.com.au. The rights of investors to the income and assets of the Fund are secondary to the rights of the financiers. In the event Equititrust (on behalf of the Fund) defaults on the facilities then the financiers will have first right of access to the assets of the Fund in priority to the investors. This may impact on the capacity of Equititrust

to meet withdrawal requests or pay distributions. If the Fund, after utilising the Capital Warranty Investment, remains unable to meet the liabilities to the financiers then the investors will likely suffer a capital loss. The current facilities or similar facilities may be varied by Equititrust from time to time to prudently manage the Fund. Equititrust will update information relating to finance facilities available to the Fund, and the limits applicable, and amounts drawn, on the facilities on a quarterly basis on its website (www.equititrust.com.au). In utilising third party financing, there is a risk that Equititrust may not be able to renew existing credit facilities on similar or no less favourable terms to those it currently receives. In such an event, the Fund may have lower available cash resources and its ability to meet short-term liquidity objectives will be detrimentally affected. This may require the Fund to deploy a lower proportion of Investors funds in income producing loans and therefore detrimentally affect overall Fund performance.

9.10 Distribution Risk

Equititrust provides investors income either monthly or annually. The distribution is variable and Equititrust does not warrant or represent investors will receive a certain level of distributions or any return. There is a risk that interest payments by borrowers are insufficient to enable any income distributions to investors. In the event, investors do not receive the Benchmark Rate Equititrust does not receive any management fee. The Fund expenses are payable irrespective of the level of distributions paid to investors.

9.11 General Investment Risks

These are general investment risks considered beyond the control of Equititrust.

Regulation Risks

Changes to regulations within the financial services and mortgage lending industries.

Macro Economic Risks

The general state of the Australian and international economies as well as changes in taxation, monetary policy, interest rates, the property market, statutory requirements and currency exchange rates may influence the ability of some borrowers to meet loan obligations.

Investment Management

There is the risk that changes in our management may result in Equititrust not anticipating property and finance markets movements.

Inflation Risk

There is the risk that Fund returns may be outpaced by inflation.

Documentation Risk

There is a risk that security documentation may be unsatisfactory and diminish Fund security.

10. summarised financial information

The summarised Income Statement & Balance Sheet below has been extracted from the audited Income Statement & Balance Sheet of the Fund for the financial year ended 30 June 2008. These figures should be read in conjunction with the full financial statements of the Fund, which include explanatory notes to the statements, which are available on request from Equititrust Limited. Also refer Section 9.8.

Income Statement

	2008 \$	2007 \$
Revenue		
Interest income	55,623,726	48,666,220
Distributions received	-	1,469,198
Net investment income	55,623,726	50,135,418
Expenses		
Interest warranty fee	(21,072,761)	(19,595,565)
Profits from operating activities before finance costs	34,550,965	30,539,853
Finance Costs		
Interest expense	(10,007,608)	(6,606,511)
Distribution expense to investors	(24,543,357)	(23,933,342)
Total finance costs	(34,550,965)	(30,539,853)
Net profit	-	-

Balance Sheet

	2008 \$	2007 \$
Assets		
Cash and cash equivalents	9,786,260	19,829,130
Loans and receivables:		
Interest and other receivables	3,867,784	2,740,452
Fixed interest securities - mortgage loans	394,957,425	366,209,953
Total assets	408,611,469	388,779,535
Liabilities		
Financial liabilities measured at amortised cost:		
Accounts payable	2,088,940	1,876,535
Distributions payable	3,346,603	3,791,032
Interest bearing liabilities	122,000,000	105,000,000
Deferred income	3,665,368	4,805,464
Total liabilities (excluding net assets attributable to investors)	131,100,911	115,473,031
Net assets attributable to investors - liability	277,510,458	273,306,404
Net assets	100	100
Equity	100	100

The summarised Income Statements & Balance Sheets below has been extracted from the audited Income Statements & Balance Sheets of Equititrust Limited and its controlled entities as at 30 June 2008. These figures should be read in conjunction with the full financial statements of Equititrust Limited, which include explanatory notes to the statements, which are available on request from Equititrust Limited. Also refer Section 9.8.

Income Statements	2008	Consolidated 2007	2008	The Company 2007
Total revenue	73,771,537	67,730,091	34,473,678	33,433,151
Profit before tax	19,819,290	17,437,032	19,310,763	12,205,910
Income tax expense	5,945,747	5,231,122	5,793,229	5,231,122
Net Profit attributable to equity holders of parent entity	13,873,604	12,205,910	13,517,534	12,205,910

Balance Sheets

Current assets

Cash and cash equivalents	14,110,563	26,198,840	1,619,071	2,626,324
Trade and other receivables	6,463,366	5,384,080	2,574,544	3,787,869
Mortgage loans	371,128,243	406,624,257	2,191,188	4,237,174
Investments	-	1,200,000	32,568,690	38,275,297
Total current assets	391,702,172	439,407,177	38,953,493	48,926,664

Non-current assets

Trade and other receivables	6,298,668	5,080,944	6,298,668	5,080,944
Property, plant and equipment	239,426	88,521	239,426	88,521
Investments	-	-	50,000,000	-
Other investments	150,204	126,649	-	-
Mortgage loans	142,915,278	39,384,007	-	-
Deferred tax assets	317,371	541,983	1,183,201	1,255,254
Total non-current assets	149,920,947	45,222,104	57,721,295	6,424,719
Total assets	541,623,119	484,629,281	96,674,788	55,351,383

Current Liabilities

Trade and other payables	16,753,623	15,066,030	9,714,877	3,871,583
Bank overdraft	3,820,000	-	3,820,000	-
Interest bearing loans and borrowings	137,508,000	105,000,000	15,508,000	-
Securitised unitholders' funds	286,625,212	313,670,072	-	-
Loan from related party	-	-	352,147	375,701
Capital warranty liability	-	-	2,886,098	2,377,569
Income tax payable	4,012,267	1,959,595	4,012,267	1,959,595
Employee benefits	525,867	465,360	525,867	465,360
Total current liabilities	449,244,969	436,161,057	36,819,256	9,049,808

Non-current liabilities

Interest bearing loans and borrowings	30,000,000	-	-	-
Employee benefits	219,758	183,335	219,758	183,335
Total non-current liabilities	30,219,758	183,335	219,758	183,335
Total liabilities	479,464,727	436,344,392	37,039,014	9,233,143
Net assets	62,158,392	48,284,888	59,635,774	46,118,240

Equity

Issued capital	4,097,385	4,097,385	4,097,385	4,097,385
Retained earnings	58,061,007	44,187,503	55,538,389	42,020,855
Total equity	62,158,392	48,284,888	59,635,774	46,118,240

11. what are the liquidity protection rules?

Liquidity protection rules

Under normal operating conditions the Fund constitution allows Equititrust up to 180 days to pay any valid withdrawal requests. To protect the liquidity of the Fund the withdrawal period for all investors is 180 days and is in the following circumstances extended by a further 180 days:

- the Fund's cash reserves fall and remain below 5% of the total assets for ten consecutive business days; or
- if in any period of 90 days, Equititrust receives valid net withdrawal request forms equal to 10% or more of the Fund's issued units and, during the period of ten consecutive Days falling within the 90-day period, the Fund's cash reserves are less than 10% of the total assets; or
- Equititrust is not satisfied that sufficient cash reserves are available to pay the withdrawal amount on the appropriate date and to pay all actual and contingent liabilities of the Fund; or
- any other event or circumstances arise which Equititrust considers in its absolute discretion may be detrimental to the interests of investors.

Equititrust is not entitled to receive its management fees unless and until all distributions at the Benchmark Rate have been paid. This obligation does not apply to expenses of the Fund which Equititrust is entitled to recover (on a reimbursement basis) under the Fund constitution.

12. what else should I know?

12.1 Documents available for inspection

Copies of the following documents are available for inspection during normal business hours at the office of Equititrust:

- the Fund trust deed; and
- the consents to the issue of this PDS.

The Fund was originally established by deed poll dated 9 August 1999, and has been amended from time to time. Any investor or adviser wishing to gain a full knowledge of the contents of the Fund trust deed is invited to inspect this document at the registered office of Equititrust during normal business hours. The Trust Deed sets out Equititrust's rights, responsibilities and duties as the responsible entity as well as that of investors. The Fund trust deed permits borrowings arranged by Equititrust to facilitate withdrawals by investors and for the purposes of the Fund. The compliance plan allows for borrowings up to 5% of the assets of the Fund without approval of the Board of Equititrust, with borrowings over 5% of the assets of the Fund requiring approval of the Board.

12.2 Unit Pricing

The units in the Fund are generally issued and redeemed as \$1.00 per unit unless Equititrust forms the view that the value of investments has fallen and the Capital Warranty Investment is insufficient to meet this shortfall. Equititrust has implemented a Unit Pricing Policy which provides that investments will be valued depending on the nature of the investment at either their cost (plus any accrued interest, fees

and charges) or at a lower amount if Equititrust, in consultation with the Fund auditor, forms the view the investment cannot be realised for its value and the Capital Warranty Investment is insufficient to meet the reduced value.

The issue price of a unit is determined by the current unit value of units in the Fund. Each investor receives an investment report detailing their investment.

12.3 Limited liability of Equititrust

Subject to the Corporations Act and to specific representations made by Equititrust, Equititrust is not liable to any person by reason of, for example, the Fund assets not yielding any specific return, any omissions, acts or default of any person and acting in good faith on the advice of any person.

12.4 Indemnity of Equititrust

Equititrust is indemnified out of the Fund property for all expenses, losses and liabilities arising in its capacity as responsible entity of the Fund, provided it has properly performed its duties.

12.5 Continuous Disclosure

The Fund is a disclosing entity for Corporations Act purposes and as such is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Fund may be obtained from, or inspected at, an ASIC office.

Investors have a right to obtain a copy of the following documents:

- (a) the annual and half year financial report for the Fund for the financial year ending 30 June 2008 and 31 December 2007, being the most recently lodged annual financial report with ASIC;
- (b) any continuous disclosure notices given by the Fund after the lodgement of the annual report and before the date of the PDS.

In addition, section 1017B of the Corporations Act requires that Equititrust must advise investors of material changes to matters specified in this PDS or significant events that affect those matters.

Any changes in the Fund which are not materially adverse from an investor's perspective will be updated at www.equititrust.com.au copies of this information will be available free of charge by contacting Equititrust.

12.6 Taxation

The income on investments distributed to investors is generally not taxed. It is Equititrust's intention to distribute all income in the year received. Income received by each investor will generally be taxable at the investor's own marginal tax rate. As each investor's taxation position is different, Equititrust recommends that each investor seeks professional advice prior to investing in the Fund. The taxation information contained in this PDS is of a general nature only. All tax liability rests with investors.

At the end of each financial year, Equititrust will provide investors with a taxation summary detailing the investments they have made and the income distributions made to their account during each financial year. Do not lodge your income tax return before receiving this information.

If an investor is a non-resident for tax purposes, they must provide their overseas address on the application form. As per Australian Tax Office regulations, withholding tax is deducted from all income distributed to these investors.

Your investment in the Fund may affect payments you receive from the Department of Veteran Affairs and / or Centrelink. Accordingly, and as government policy can change, we recommend you consult these bodies or your financial adviser. GST is not applicable when you invest or withdraw from the Fund. The Fund may incur GST in respect to various expenses and may not be entitled to related input tax credits. Taxation law is under constant review and change. The above information is accurate at the date of this PDS. Tax law is complex and each investor's circumstances may differ. We recommend that all investors seek professional tax advice on their investment.

12.7 Consents and disclaimer of responsibility

McCullough Robertson has given its written consent to being named in this PDS in the form and context in which it is named and has not withdrawn that consent prior to issue of this PDS. McCullough Robertson takes no responsibility for any statement in this PDS. McCullough Robertson has not caused or authorised the issue of this PDS.

KPMG has given its written consent to being named in this PDS in the form and context in which it is named and to the presentation in this PDS of extracts of audited financial statements as disclosed in Section 10 and has not withdrawn that consent prior to issue of this PDS. KPMG takes no responsibility for any statement or financial information in this PDS. KPMG has not caused or authorised the issue of this PDS.

12.8 Directors Interests

Any director, officer or employee of Equititrust who may invest will only be permitted to do so on the same terms and conditions offered to other investors.

12.9 Labour standards, environmental, social or ethical considerations

Equititrust does not explicitly take into account labour standards, environmental, social or ethical considerations when making investment decisions.

12.10 Taxes and duty

Equititrust may also deduct any tax or duty incurred, and a reasonable amount for transaction and administration costs. As a result, the amount returned to the investor may be less than their original investment.

12.11 Capital Warranty Investment

The rights and restrictions of the Capital Warranty Investments are:

- (a) The holder of the Capital Warranty Investment will have the same rights to vote at meetings of members as any other member.
- (b) The holder of the Capital Warranty Investment has no entitlement to participate in any income distribution until the members have received their Benchmark Return.
- (c) The holder of the Capital Warranty Investment has the right to receive the distribution surplus to be shared between the holders of the Capital Warranty Investment in proportion to the number of Capital Warranty Investment units they hold when the distribution surplus is distributed.
- (d) the holders of the Capital Warranty Investment must maintain the minimum investment amount.
- (e) the Capital Warranty Investment units cannot be issued at an issue price which is less than the current issue price for interests which are not subordinated interests.
- (f) subject to paragraph (d) above, the redemption of the Capital Warranty Investment can only occur:
 - (i) with the consent of Equititrust; and
 - (ii) all valid withdrawal request forms have been processed and paid at a withdrawal price of not less than \$1.00 per unit; and
 - (iii) provided the redemption does not breach any existing facility agreement;
 - (iv) there being retained sufficient surplus in the Fund to meet any income warranty for the current month; and
 - (v) Equititrust has a reasonable belief that any income warranty will continue to be met.

In the event Equititrust is removed as responsible entity of the Fund (other than with its consent) the Capital Warranty Investment will (subject to any existing facility agreement) on its removal convert to an Access investment.

12.12 Winding up

In the winding up of the Fund the realisation of the assets of the Fund will be applied in the following priority:

- (a) must apply the assets of the Fund, or the proceeds of their realisation, to pay any liabilities (excluding liabilities to investors); then
- (b) pay to investors (excluding the Capital Warranty Investment investor) the sum equivalent to their issue price for their units;
- (c) pay to the Capital Warranty Investment investor the sum equivalent to their issue price for their Capital Warranty Investment units; and thereafter
- (d) distribute the remaining assets or the net proceeds to all investors in proportion to the number of interests of which they are the registered holder on the date of termination of the Fund.

12.13 Statement by directors

Mark Melvor, Wayne Melvor and Thomas John Haney, the directors of Equititrust have consented to and authorised the issue of this PDS.

13. how is my personal information protected?

Protecting the personal information of investors and ensuring their privacy is important to Equititrust.

Equititrust collects personal information so that it may provide investors with information about the products and services they request, as well as information on other products and services which Equititrust feels may be of interest.

In addition, in some cases, the law may also require Equititrust to collect personal information.

Equititrust may disclose personal information to other parties for certain purposes such as audits, mailing, market research and information technology support.

Equititrust may also seek expert help from time to time to help it improve its systems, products and services. An investor's personal information will be disclosed to these parties in such circumstances. However, it will not be shared with other third parties (except to related bodies for credential and risk management purposes).

An investor's personal information may also be used by Equititrust to administer, monitor and evaluate products and services, gather, aggregate and support statistical information, assist investors with any queries and take measures to detect and prevent fraud and other illegal activity. Equititrust may also be allowed or obliged to disclose information by law and to report on credit or risk management matters.

If investors use a financial adviser who recommended their investment in the Fund, then details of their investment may be provided to those financial advisers.

Equititrust aims to ensure that the personal information it retains about investors is accurate, complete and up-to-date. If investors provide Equititrust with incomplete or inaccurate information, Equititrust may not be able to provide those investors with the products and services they are seeking. If investors have concerns about the completeness or accuracy of the information Equititrust has about them or they would like to access or amend their information, they should call Equititrust on 1800 635 527.

To obtain a copy of the Equititrust privacy policy, investors can visit the Equititrust web site at www.equititrust.com.au.

Investors will be taken to have agreed to the collection, use and disclosure of their personal information as set out above when they make an investment with Equititrust.

14. how to invest

14.1 Application form

Please complete the application form contained at the back of this PDS. Send the completed form with a cheque made payable to:

'Equititrust Income Fund' to:

Equititrust Limited Funds Officer

reply Paid 8111

Gold Coast Mail Centre QLD 9726

Application money received without an application form or with an incorrect application form will be held by Equititrust in trust until a completed application form is received or until the correction is remedied.

By completing and signing the application form, you the investor:

- agree to be bound by the provisions of the Fund trust deed;
- acknowledge having read and understood this PDS; and
- authorise the use of the tax file number as provided on the application form in respect of your account.

14.2 Electronic PDS Availability

The application form may only be distributed attached to a current, complete and unaltered copy of the PDS. The application form included with this PDS contains a declaration that the investor has personally received the complete and unaltered PDS prior to completing the application form.

Equititrust will not accept a completed application form if it has reason to believe that the applicant has not received a complete paper copy or electronic copy of this PDS or if it has reason to believe that the application form or electronic copy of this PDS has been altered or tampered with in any way. While Equititrust believes it is extremely unlikely the electronic version of this PDS will be tampered with or altered in any way, Equititrust cannot give any absolute assurance that this will not occur.

Any investor in doubt concerning the validity or integrity of an electronic copy of this PDS should immediately request a paper copy of this PDS directly from Equititrust.

14.3 Completion Instructions

Please note the following instructions when signing the application form. These must be signed:

- by the applicant personally;
- by each applicant if the application is made jointly;
- trustees, trusts, superannuation funds etc must apply in the name or names of the trustee;
- applications on behalf of a company should be signed under common seal or in accordance with the company's constitution and provide an Australian Company Number; and
- a copy of the power of attorney document should accompany applications signed by power of attorney.

Account details should be double-checked for accuracy before signing. Equititrust accepts no responsibility for any loss that may occur as a result of incorrect or incomplete information provided to it by an investor.

Additionally, the following must be completed:

- the Identification Check form; and
- the Required Details for Trustee Investors form (if you are investing as a trustee). However, this form need not be completed if you are investing as trustee for a self-managed superannuation fund.

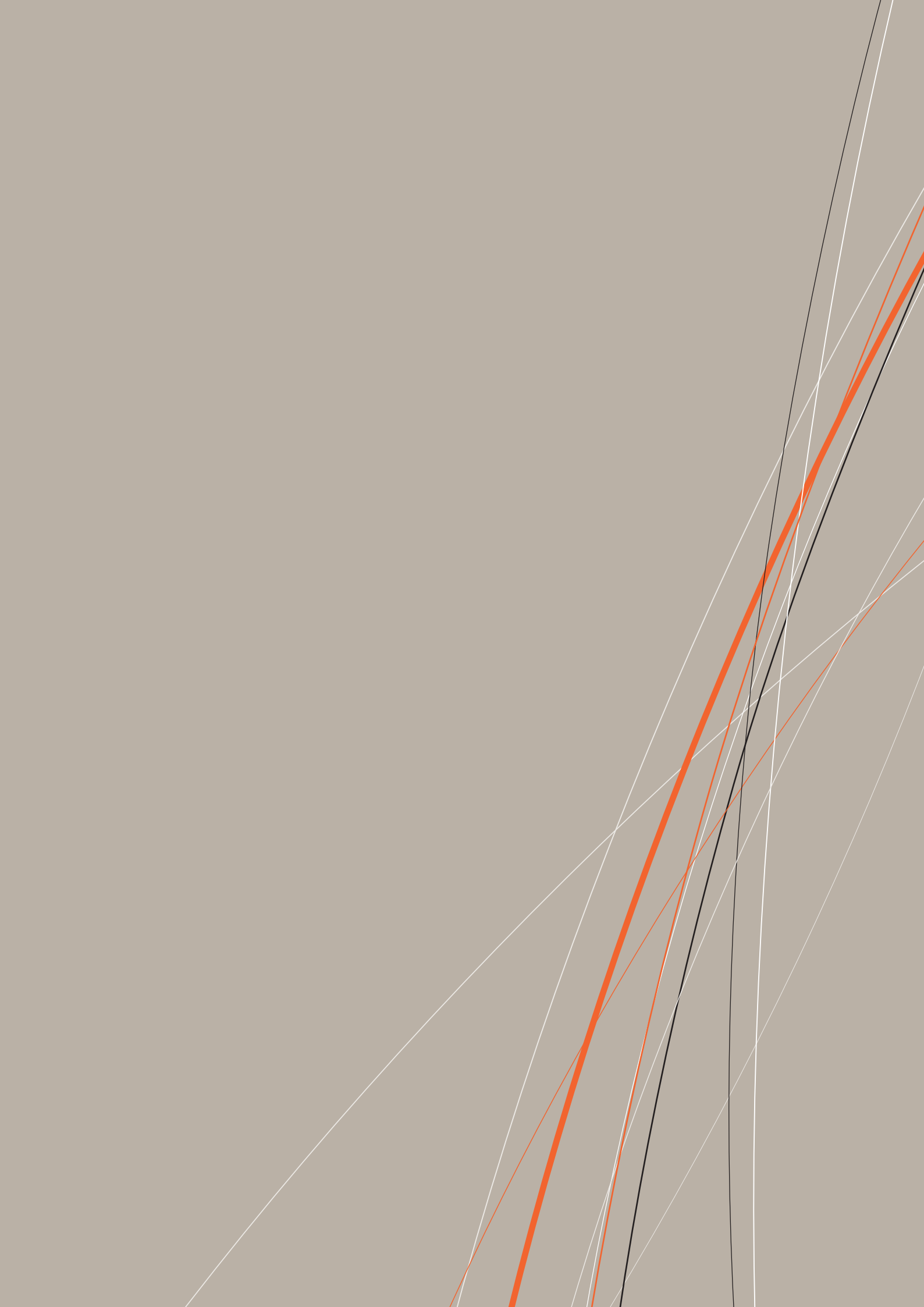
14.4 Tax file numbers

An investor is not obliged to quote a tax file number (TFN), however, tax may be taken out of the investor's distributed income if the TFN or relevant exemption is not noted. Taxation law and the Privacy Act regulate the disclosure of tax file numbers. An investor has the right to request the withholding of a tax file number at any time during their investment with Equititrust. If an investor has any questions regarding the disclosure of tax file numbers, please contact the Australian Taxation Office for assistance.

14.5 Investor Relations

Equititrust is committed to client relationship and providing service to our investors regarding any aspect of their investment. Members of the client services team are equipped with online computers and can attend to most investor enquiries instantly. Our computer records note investors current investment, past investments, income rate, transaction details and withdrawals. The client services team can be contacted during normal business hours on freecall 1800 635 527.





Building Relationship



Directorate

Manager

Equititrust Limited
ACN 061 383 944
ABN 74 061 383 944
AFSL 230 471

Queensland office

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