

Abacus Wodonga Land Fund

DISCLOSURE STATEMENT: ASIC REGULATORY GUIDE 46

The Australian Securities and Investments Commission has developed eight specific disclosure principles for unlisted property trusts to assist retail investors to understand and compare risks across schemes.

Under a product disclosure statement dated 29 June 2005, investors subscribed \$10 million to the Abacus Wodonga Land Fund (**AWLF**) and \$10 million to the Abacus Wodonga Mortgage Fund (**AWMF**). For every \$1.00 subscribed, investors received one 50 cent unit in each fund. On 30 June 2010 the units in AWMF were redeemed and investors were issued with additional units in AWLF.

The following information on the fund is based on the full year 30 June 2011 financial report which is available through the Wodonga page on the Abacus Property Group website at www.abacusproperty.com.au.

ABACUS WODONGA LAND FUND

1. Gearing ratio

The gearing ratio indicates the extent to which a scheme's assets are funded by interest bearing liabilities.

Gearing enhances the potential for capital gain if properties increase in value. However, it may also increase any capital loss in the event that the value of the properties fall compared to an investment which has no borrowings. A higher gearing ratio implies a greater risk.

	ACTUAL AS AT 30 JUNE 2011
Gearing ratio	0.93

The actual gearing ratio at 30 June 2011 includes bank debt and borrowings provided by Abacus Finance Pty Limited.

2. Interest cover

Interest cover measures the ability of the scheme to service interest on debt from earnings. Interest cover is not an appropriate measure for most development projects, and as such there is no interest cover covenant in AWLF's banking facilities. Interest on borrowings provided by Abacus Finance Pty Limited is being capitalised - that is, it is being added to total borrowings.

3. Scheme borrowing

Borrowing maturity and credit facility expiry profiles indicate when a scheme will have to renew borrowing or credit facilities.

The AWLF's facilities include a bank facility of \$14,724,000 and the Abacus Finance facility of \$35,000,000.

AT 30 JUNE 2011	TOTAL FACILITY LIMIT	AMOUNT DRAWN	AMOUNT UNDRAWN
Due within one year	\$14,724,000	\$14,724,000	-
Due within two years	-	-	-
Due within three years	-	-	-
Due within four years	-	-	-
Due within five years	\$35,000,000	\$31,798,000	\$3,202,000
Due after five years	-	-	-

The bank loan is repayable by 30 June 2012. The bank loan is being repaid from the proceeds of sale of land and is unable to be re-drawn. A lender has no obligation to roll over a loan at the end of the loan term. There is no guarantee that future loan funds will be secured, or be secured at competitive interest rates at the time that the AWLF's debt facilities are to be refinanced.

At 30 June 2011 the bank loan had a loan covenant test which required AWLF to settle at least 15 lots each quarter and 42 lots in a six month period. The Fund did not satisfy the settlements covenant requirement for the six month period ended 30 June 2011. However, prior to the period end the Fund's banker provided a waiver in respect of this requirement following the provision to the bank of an independent valuation. There was also a review event at 30 September 2011 which resulted from the low number of sales achieved in the quarter to 30 June 2011. The bank is not currently exercising any rights as a consequence.

The AWLF has entered into a ten year extendable interest rate swap for \$17,000,000 at an effective interest rate (including bank margin) of 10.05% per annum for the year ended 30 June 2011.

The Abacus Finance Facility was drawn to \$31,798,000 at 30 June 2011. In December 2009 the repayment date of this loan was extended to May 2015. It has a fixed rate of interest of 10% pa. In June 2011 the maximum facility limit of this loan was increased from \$30m to \$35m.

4. Portfolio diversification

The AWLF originally owned 173 hectares of land 3 kilometres from the centre of Wodonga in Victoria. Since August 2008 land has been sold for commercial use, residential housing and public open space. The project, known as White Box Rise, is a mixed use development comprising over 1,100 residential lots, school, aquatic centre, retirement village and shopping complex. While the AWLF owns a single property, the land value is spread across a number of possible uses. At 30 June 2011 206 residential lots had been settled and approximately 68 lots were developed and available for sale. Subsequent lots will be developed in line with demand.

The AWLF does not invest in unlisted property securities.

5. Valuation policy

The property is valued at the lower of cost (including acquisition costs, such as stamp duty, legal and professional fees, and development costs, including capitalised finance costs) and net realisable value in accordance with accounting standards at each balance date. At 30 June 2011 the carrying value of the property was \$48.7 million. In the year to 30 June 2011 a review of the carrying value to reflect the slower than expected sales in the capital constrained economic climate resulted in an impairment charge of \$9.1m against the carrying value of the Fund's inventory of land at Wodonga.

6. Related party transactions

Abacus Property Group's policy on related party transactions is that transactions are required to be on arm's length terms as envisaged by the Corporations Act or the financial benefit must be approved by securityholders.

Appropriate disclosure to unitholders is an essential element of Abacus Property Group's arrangements to manage conflicts of interest. This disclosure may be made through the scheme's offer document, annual report and/or the explanatory memorandum of any meeting of unitholders held to approve related party transactions. The Abacus Property Group compliance framework requires appropriate review at least annually of all controls applying to a fund.

The AWLF has loan facilities provided by Abacus Finance Pty Limited. The terms of this loan were amended in December 2009 through an investor update, a copy of which is available from the Wodonga page on the Abacus Property Group website.

The AWLF pays management and other fees to Abacus Funds Management Limited. Details of all fees are set out in Section 8 of the PDS dated 29 June 2005 and amendments set out in the December 2009 investor update.

7. Distribution practices

As a development project, the AWLF's income is from the sale of property. Proceeds due to AWLF from the sale of property are being applied to the repayment of debt. No distributions have been paid and none are currently forecast until borrowings have been reduced.

8. Withdrawal arrangements

The Fund does not have any withdrawal arrangements.

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Prepared by Abacus Funds Management Limited ACN 007 415 590 AFSL 227819

Abacus intends to update these disclosures on a six-monthly basis through the Wodonga page on the Abacus Property Group website.

Investors are entitled to a hard copy of this information on request. Please call 1800 253 860 or email enquiries@abacusproperty.com.au.