



Perpetual Secured Private Debt Fund No.1



**Annual Financial Report
30 June 2011**

Perpetual Investment
Management Limited
ABN 18 000 866 535
AFSL 234426
ARSN 147 155 020

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Annual Financial Report - 30 June 2011

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Directors' report

The directors of Perpetual Investment Management Limited (a wholly owned subsidiary of Perpetual Limited), the Responsible Entity of Perpetual Secured Private Debt Fund No.1, present their report together with the annual financial report of Perpetual Secured Private Debt Fund No.1 ("the Scheme") for the period from 16 November 2010 to 30 June 2011 and the auditor's report thereon.

Responsible Entity

The Responsible Entity of Perpetual Secured Private Debt Fund No.1 is Perpetual Investment Management Limited (ABN 18 000 866 535). The Responsible Entity's registered office and principal place of business is Level 12, 123 Pitt Street, Sydney, NSW, 2000.

Directors

The following persons held office as directors of Perpetual Investment Management Limited during the period or since the end of the period and up to the date of this report:

R Burrows (appointed 2 April 2008)
A Dodwell (appointed 25 August 2008, Alternate for I Holyman)
C Doyle (appointed 24 September 2009)
G Foster (appointed 3 February 2010, Alternate for R Burrows)
J Hawkins (appointed 3 February 2010, resigned 27 July 2010, Alternate for M Pancino)
J Hawkins (appointed 11 August 2010, resigned 25 February 2011, Alternate for M Miller)
I Holyman (appointed 4 April 2005)
M Miller (appointed 24 September 2009, resigned 11 August 2010, Alternate for C Doyle)
M Miller (appointed 11 August 2010, resigned 25 February 2011)
M Pancino (appointed 2 February 2010, resigned 27 July 2010)
R Brandweiner (appointed 15 March 2011)

Principal activities

The principal activity of the Scheme is to invest in a pool of quality first registered Australian direct commercial mortgages, and in short term investments to provide investors with regular income.

The Scheme did not have any employees during the period.

The Scheme was not active during the period.

Review and results of operations

During the period, the Scheme invested in accordance with target asset allocations as set out in the governing documents of the Scheme and in accordance with the provisions of the Scheme's Constitution.

The table below demonstrates the performance of the Scheme as represented by the total return, which is calculated as the aggregation of the percentage capital growth and percentage distribution of income:

Return (non-annualised)

Capital growth (%)	2011	-
Distribution of income (%)		-
Total return (%)		-

Unit prices (ex-distribution as at 30 June)

Entry price (\$)	2011	1.000
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Directors' report (continued)

Impact of Australian equivalents to International Financial Reporting Standards ("AIFRS") on unit pricing

For the purpose of determining unit prices for applications and redemptions, investment positions are valued at net market value. For example, quoted investments are valued on a last sale basis on the relevant trading day (which includes provision for disposal costs) in accordance with the Scheme's Constitution and governing documents of the Scheme.

Investments are required to be valued at fair value for financial reporting in accordance with AIFRS. For example, long quoted investment positions are valued at the closing bid prices on the relevant trading day (excluding provision for disposal costs).

The key differences between net assets for unit pricing purposes and net assets as reported in the financial statements under AIFRS have been outlined below:

	30 June 2011 \$
Net assets for unit pricing purposes	100
Difference between net market value (for unit pricing) and fair value (for financial reporting) of securities	-
Net assets under AIFRS	<u>100</u>

Interests in the Scheme

The movement in units on issue in the Scheme during the period is disclosed in note 6 to the annual financial report.

The value of the Scheme's assets and liabilities is disclosed on the balance sheet and derived using the basis set out in note 2 of the annual financial report.

Significant changes in state of affairs

In the opinion of the directors, there were no significant changes in the state of affairs of the Scheme that occurred during the financial period under review.

Likely developments and expected results of operations

The Scheme will continue to be managed in accordance with the investment objectives and guidelines as set out in the governing documents of the Scheme and in accordance with the provisions of the Scheme's Constitution.

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2011 that has significantly affected, or may significantly affect:

- (i) the operations of the Scheme in future financial years;
- (ii) the results of those operations in future financial years; or
- (iii) the state of affairs of the Scheme in future financial years.

Environmental regulation

The operations of the Scheme are not subject to any particular or significant environmental regulations under a Commonwealth, State or Territory law.

Directors' report (continued)

Fees paid to and interests held in the Scheme by the Responsible Entity or its associates

Fees paid to the Responsible Entity and its related parties out of Scheme property during the period are disclosed in note 8 of the annual financial report.

No fees were paid out of Scheme property to the directors of the Responsible Entity during the period.

The number of interests in the Scheme held by the Responsible Entity or its associates as at the end of the financial period are disclosed in note 8 of the annual financial report.

Indemnification and insurance of officers and auditors

No insurance premiums are paid for out of the assets of the Scheme in regards to insurance cover provided to either the officers of Perpetual Investment Management Limited or the auditors of the Scheme. So long as the officers of Perpetual Investment Management Limited act in accordance with the Scheme's Constitution and the law, the officers remain indemnified out of the assets of the Scheme against losses incurred while acting on behalf of the Scheme. The auditors of the Scheme are in no way indemnified out of the assets of the Scheme.

Lead auditor's independence declaration

A copy of the Lead auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 5.

This report is made in accordance with a resolution of the directors.



R Burrows
Director

Sydney
14 September 2011



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001


To: the directors of Perpetual Investment Management Limited

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 30 June 2011 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the *Corporations Act 2001* in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.



KPMG



Robert Warren
Partner

Sydney

14 September 2011

Statement of comprehensive income

	Notes	Period ended 30 June 2011 \$
Investment income		
Interest income	3	-
Other operating income		-
Total net investment income		<u>-</u>
Expenses		
Responsible Entity's fees	8	-
Other expenses	4	-
Total operating expenses		<u>-</u>
Operating profit		<u>-</u>
Finance costs attributable to unitholders		
Distributions to unitholders	5	-
Change in net assets attributable to unitholders	6	<u>-</u>
Other comprehensive income		-
Total comprehensive income		<u>-</u>

The above statement of comprehensive income should be read in conjunction with the accompanying notes.

Balance sheet

		30 June 2011 \$
Assets		
Cash and cash equivalents		100
Loans and receivables	7	<u>-</u>
Total assets		<u>100</u>
Liabilities		
Distributions payable to unitholders of the Scheme	5	-
Sundry creditors and accruals		<u>-</u>
Total liabilities (excluding net assets attributable to unitholders)		<u>-</u>
Net assets attributable to unitholders - liability	6	<u>100</u>

The above balance sheet should be read in conjunction with the accompanying notes.

Statement of changes in equity

The Scheme's net assets attributable to unitholders are classified as a liability under AASB 132 *Financial Instruments: Presentation*. As such the Scheme has no equity and no items of changes in equity have been presented for the current period.

Cash flow statement

	Notes	Period ended 30 June 2011 \$
Cash flows from operating activities		
Interest received		-
Other income received		-
Responsible Entity's fees paid		-
Other expenses paid		-
Net cash inflow from operating activities	10(a)	-
Cash flows from investing activities		
Proceeds from sale of investments		-
Payments for purchase of investments		-
Net cash inflow from investing activities		-
Cash flows from financing activities		
Proceeds from applications by unitholders		100
Distributions paid		-
Net cash inflow from financing activities		100
Net increase in cash and cash equivalents		100
Cash and cash equivalents at the beginning of the financial period		-
Cash and cash equivalents at the end of the financial period	10(b)	100

The above cash flow statement should be read in conjunction with the accompanying notes.

1 General information

This annual financial report covers Perpetual Secured Private Debt Fund No.1 ("the Scheme") as an individual entity. The Scheme was constituted on 24 September 2010. The Scheme will terminate on 9 October 2090 unless terminated earlier in accordance with the provisions of the Scheme's Constitution (as amended). The Scheme is domiciled in Australia. The annual financial report was prepared for the period from 16 November 2010 to 30 June 2011.

The Responsible Entity of the Scheme is Perpetual Investment Management Limited (the "Responsible Entity"). The Responsible Entity's registered office is Level 12, 123 Pitt Street, Sydney, NSW, 2000.

The annual financial report was authorised for issue by the directors of the Responsible Entity on 14 September 2011. The directors of the Responsible Entity have the power to amend and reissue the annual financial report.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of this annual financial report are set out below. These policies have been consistently applied to all years presented, unless otherwise stated in the following text.

(a) Principles of preparation

This general purpose annual financial report has been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board ("AASB") and the *Corporations Act 2001* in Australia.

The annual financial report is prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated. The annual financial report is presented in Australian dollars, which is the Scheme's functional currency.

Compliance with International Financial Reporting Standards

The annual financial report of the Scheme also complies with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Use of estimates and judgement

The preparation of an annual financial report requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses. These estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

(b) Change in accounting policy

The Scheme has adopted the following standards and amendments mandatory for the annual reporting period beginning on or after 1 July 2010:

(i) AASB 2009-5 *Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project [AASB 5, 8, 101, 107, 117, 118, 136 and 139] (effective from accounting periods beginning on or after 1 July 2010)*

In May 2009 the AASB issued a number of improvements to AASB 5 *Non-current Assets Held for Sale and Discontinued Operations*, AASB 8 *Operating Segments*, AASB 101 *Presentation of Financial Statements*, AASB 107 *Statement of Cash Flows*, AASB 117 *Leases*, AASB 118 *Revenue*, AASB 136 *Impairment of Assets* and AASB 139 *Financial Instruments: Recognition and Measurement*. The Scheme has applied the revised Standards from 1 July 2010. There are no adjustments as a result of applying the revised rules.

2 Summary of significant accounting policies (continued)

(c) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2011 reporting periods. The assessment of the impact of these new standards (to the extent relevant to the Scheme) and interpretations is set out below:

(i) AASB 9 *Financial Instruments* and AASB 2009-11 *Amendments to Australian Accounting Standards arising from AASB 9 (effective from accounting periods beginning on or after 1 January 2015)*

AASB 9 *Financial Instruments* addresses the classification, measurement and derecognition of financial assets and financial liabilities. The standard is not applicable until 1 January 2015 but is available for early adoption.

The Scheme has not yet decided when to adopt AASB 9. Management does not expect this will have a significant impact on the Scheme's annual financial report.

(ii) Revised AASB 124 *Related Party Disclosures* and AASB 2009-12 *Amendments to Australian Accounting Standards (effective from accounting periods beginning on or after 1 January 2011)*

In December 2009 the AASB issued a revised AASB 124 *Related Party Disclosures*. It is effective for accounting periods beginning on or after 1 January 2011 and must be applied retrospectively. The amendment clarifies and simplifies the definition of a related party. The Scheme will apply the amended standard from accounting periods beginning on 1 July 2011. It is not expected that the change will have a material impact on the Scheme's annual financial report.

(iii) AASB 13 *Fair Value Measurement (effective from accounting periods beginning on or after 30 June 2014)*

AASB 13 *Fair Value Measurement* includes a definition of fair value and provides guidance on fair value measurement. AASB 13 will become mandatory for the scheme's 30 June 2014 financial statements. This standard is applied prospectively. The scheme has not yet determined the potential effect of the standard.

(iv) AASB 2010-6 *Amendments to Australian Accounting Standards - Disclosures on Transfers of Financial Assets (effective from accounting periods beginning on or after 1 July 2011)*

In November 2010, the AASB made amendments to AASB 7 *Financial Instruments: Disclosures on Transfers of Financial Assets* which amends AASB 1 *First-time Adoption of Australian Accounting* and AASB 7 *Financial Instruments: Disclosures* to introduce additional disclosures in respect of risk exposures arising from transferred financial assets. The amendments will affect particularly entities that sell, factor, securities, lend or otherwise transfer financial assets to other parties. The amendments will not have any impact on the Scheme's disclosures. The Scheme intends to apply the amendment from 1 July 2011.

(v) *Amendments to AASB 2010-4 Further amendments to Australian Accounting Standards arising from the Annual Improvements Project (effective from accounting periods beginning on or after 1 July 2010 / 1 January 2011)*

In June 2010, the AASB made a number of amendments to Australian Accounting Standards as a result of the IASB's annual improvements project. The Scheme does not expect that any adjustments will be necessary as a result of applying the revised rules.

(d) Financial instruments

(i) *Classification*

The Scheme's investments are classified at fair value through profit or loss. They comprise:

- Financial instruments held for trading

Derivative financial instruments such as futures, forward contracts, options and interest rate swaps are included under this classification. All derivatives in a net receivable or payable position are shown gross and reported as either derivative financial assets or derivative financial liabilities. The Scheme does not designate any derivatives as hedges in a hedging relationship.

2 Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

(i) Classification (continued)

- Financial instruments designated at fair value through profit or loss upon initial recognition

These include financial assets and financial liabilities that are not held for trading purposes and which may be sold. They include for example, investments in exchange traded debt and equity instruments, unlisted trusts and commercial papers.

Financial assets and financial liabilities designated at fair value through profit or loss at inception are those that are managed and their performance evaluated on a fair value basis in accordance with the Scheme's documented investment strategy. The Scheme's policy is for the Responsible Entity to evaluate the information about these financial instruments on a fair value basis together with other related financial information.

Loans and receivables comprise amounts due to the Scheme.

Other financial liabilities include distributions payable to unitholders of the Scheme and sundry creditors and accruals.

(ii) Recognition/derecognition

The Scheme recognises financial assets and financial liabilities on the date it becomes party to the contractual agreement (trade date) and recognises changes in fair value of the financial assets or financial liabilities from this date.

Investments are derecognised when the right to receive cash flows from the investments have expired or the Scheme has transferred substantially all risks and rewards of ownership.

(iii) Measurement

Financial assets and liabilities held at fair value through profit or loss

Financial assets and liabilities held at fair value through profit or loss are measured initially at fair value excluding any transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs on financial assets and financial liabilities at fair value through profit or loss are expensed immediately. Subsequent to initial recognition, all instruments held at fair value through profit or loss are measured at fair value with changes in their fair value recognised in the statement of comprehensive income.

- Fair value in an active market

The fair value of financial assets and liabilities traded in active markets is based on their quoted market prices at the balance sheet date without any deduction for estimated future selling costs. Financial assets are priced at current bid prices, while financial liabilities are priced at current asking prices.

- Fair value in an inactive or unquoted market

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. These include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar other instrument, discounted cash flow techniques, option pricing models or any other valuation technique that provides a reliable estimate of prices obtained in actual market transactions.

Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate used is a market rate at the balance sheet date applicable for an instrument with similar terms and conditions.

For other pricing models, inputs are based on market data at the balance sheet date. Fair values for unquoted equity investments are estimated, if possible, using applicable pricing/earnings ratios for similar listed companies adjusted to reflect the specific circumstances of the issuer.

2 Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

(iii) Measurement (continued)

The fair value of derivatives that are not exchange-traded is estimated at the amount that the Scheme would receive or pay to terminate the contract at the balance sheet date taking into account current market conditions (volatility and appropriate yield curve) and the current creditworthiness of the counterparties. The fair value of a forward contract is determined as a net present value of estimated future cash flows, discounted at appropriate market rates as at the valuation date. The fair value of an option contract is determined by applying the Black-Scholes option valuation model.

Investments in other unlisted unit trusts are recorded at the redemption value per unit as reported by the managers of such trusts.

Loans and receivables

Loans and receivables are measured initially at fair value plus transaction costs and subsequently at amortised cost using the effective interest rate method, less impairment losses if any. Such assets are reviewed at each balance sheet date to determine whether there is objective evidence of impairment.

If evidence of impairment exists, an impairment loss is recognised in the statement of comprehensive income as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate.

If, in a subsequent period, the amount of an impairment loss recognised on a financial asset carried at amortised cost decreases and the decrease can be linked objectively to an event occurring after the write-down, the write-down is reversed through the statement of comprehensive income.

For the purpose of AASB 7, management considers that the carrying amount of cash and cash equivalents, other receivables, amounts due from brokers and other financial liabilities approximate fair value.

Other financial liabilities

Other financial liabilities are initially measured at fair value and subsequently at amortised cost.

(iv) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

(e) Net assets attributable to unitholders

The Scheme is non-liquid and there will be no automatic right of redemption by unitholders. Units are classified as financial liabilities due to mandatory distributions. The fair value of redeemable units is measured at the redemption amount that is payable (based on redemption price) at the balance sheet date.

(f) Cash and cash equivalents

For cash flow statement presentation purposes, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short term, highly liquid investments with original maturities of three months or less from the date of acquisition that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown as a liability on the balance sheet.

(g) Investment income

Interest income is recognised in the statement of comprehensive income for all interest bearing financial instruments using the effective interest method. Other changes in fair value for such instruments are recorded in accordance with the policies described in note 2(d).

2 Summary of significant accounting policies (continued)

(g) Investment income (continued)

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts throughout the expected life of the financial instrument, or a shorter period where appropriate, to the net carrying amount of the financial asset or liability. When calculating the effective interest rate, the Scheme estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees paid or received between the parties to the contract that are an integral part of the effective interest rate, including transaction costs and all other premiums or discounts.

Other income is brought to account on an accruals basis.

Realised gains or losses are calculated as the difference between proceeds received from the sale of investments during the year (net of transaction costs) and their respective original costs. Unrealised gains or losses include all unrealised gains or losses recognised during the year on investments held at year end, adjusted for the reversal of previously recognised unrealised gains or losses on investments sold.

(h) Expenses

All expenses, including Responsible Entity's fees, are recognised in the statement of comprehensive income on an accruals basis.

(i) Income tax

Under current legislation, the Scheme is not subject to income tax, provided the taxable income of the Scheme is fully distributed either by way of cash or reinvestment (i.e. unitholders are presently entitled to all of the income of the Scheme).

Realised net capital losses cannot be distributed to unitholders but are carried forward by the Scheme to be offset against any realised capital gains in future years.

The benefits of franking credits and foreign tax credits are passed on to unitholders, providing certain conditions are met.

(j) Distributions

In accordance with the Scheme's Constitution, the Scheme distributes income adjusted for amounts determined by the Responsible Entity, to unitholders by cash or reinvestment. The distributions are recognised in the statement of comprehensive income as finance costs attributable to unitholders.

(k) Change in net assets attributable to unitholders

Income not distributed is included in net assets attributable to unitholders. Movements in net assets attributable to unitholders are recognised in the statement of comprehensive income.

(l) Goods and Services Tax (GST)

The GST incurred on the costs of various services provided to the Scheme by third parties such as Responsible Entity's fees, has been passed onto the Scheme. The Scheme qualifies for Reduced Input Tax Credits (RITC) at a

2 Summary of significant accounting policies (continued)

(m) Impairment

If an indication of impairment exists, an impairment loss is recognised in the statement of comprehensive income as the difference between the asset's carrying amount and the present value of estimated cash flows discounted at the financial asset's original effective interest rate.

The Scheme is assessed for loan impairment losses on both a specific and collective basis.

Specific loan provisions are recognised in situations where, following an assessment of the individual facility, there is objective evidence that a loan is impaired. All other loans that do not have an individually assessed loan provision are assessed collectively for impairment.

Collective provisions reflect the estimated amount of losses on a collective basis. Estimated loss amounts are based on the historical loss experience of the Scheme. Increases or decreases in the specific and collective provision are recognised in the statement of comprehensive income.

3 Interest income

	Period ended 30 June 2011 \$
Cash and cash equivalents	-
Total	<u>-</u>

4 Other expenses

	Period ended 30 June 2011 \$
Sundry expenses	-
Total	<u>-</u>

5 Distributions to unitholders

The distributions for the period were as follows:

	Period ended 30 June 2011 \$	Period ended 30 June 2011 CPU
Distributions		
Distributions paid - November	-	-
Distributions paid - December	-	-
Distributions paid - January	-	-
Distributions paid - February	-	-
Distributions paid - March	-	-
Distributions paid - April	-	-
Distributions paid - May	-	-
Distributions payable - June	-	-
Total distributions	-	-

6 Net assets attributable to unitholders

Movements in number of units and net assets attributable to unitholders during the period were as follows:

	Period ended 30 June 2011 Units '000	Period ended 30 June 2011 \$
Net assets attributable to unitholders		
Opening balance	-	-
Applications	100	100
Change in net assets attributable to unitholders	-	-
Closing balance	100	100

As stipulated within the Scheme's Constitution, each unit represents a right to an individual share in the Scheme and does not extend to a right to the underlying assets of the Scheme. There are no separate classes of units and each unit has the same rights attaching to it as all other units of the Scheme.

7 Loans and receivables

	30 June 2011 \$
Interest receivable	-
Mortgage loans	-
Other receivables	-
Total loans and receivables	-

7 Loans and receivables (continued)

	Carrying amount 30 June 2011 \$
Provisions for impairment	
Gross mortgage loans	-
Less:	
Specific impairment provision	-
Collective impairment provision	-
Total mortgage loans (net)	-

The fair value as at 30 June 2011 for the mortgage loans to third parties amounted to \$nil.

	Carrying amount 30 June 2011 \$
Impairment provisions	
Specific impairment provision	
Balance at 1 July	-
Impairment loss for the period:	
Charge for the period	-
Reversal of impairment loss for the period	-
Write-offs	-
Balance	-
Collective impairment provision	
Balance at 1 July	-
Impairment loss for the period:	
Charge for the period	-
Balance	-
Total provisions for impairment	-

The tables below set out the interest income from impaired assets and impairment losses:

	Impairment loss Period ended 30 June 2011 \$
Mortgage loans	-
	-

	Interest on impaired assets Period ended 30 June 2011 \$
Mortgage loans	-
	-

8 Related party transactions

Responsible Entity

The Responsible Entity of Perpetual Sample Fund is Perpetual Investment Management Limited (ABN 18 000 866 535), a wholly owned subsidiary of Perpetual Limited (ACN 000 431 827).

The Scheme does not employ personnel in its own right. However it is required to have an incorporated Responsible Entity to manage the activities of the Scheme and this is considered the key management personnel.

Key management personnel

(a) Directors

Key management personnel includes persons who were directors of Perpetual Investment Management Limited during the period or since the end of the period up to the date of this report:

R Burrows (appointed 2 April 2008)
A Dodwell (appointed 25 August 2008, Alternate for I Holyman)
C Doyle (appointed 24 September 2009)
G Foster (appointed 3 February 2010, Alternate for R Burrows)
J Hawkins (appointed 3 February 2010, resigned 27 July 2010, Alternate for M Pancino)
J Hawkins (appointed 11 August 2010, resigned 25 February 2011, Alternate for M Miller)
I Holyman (appointed 4 April 2005)
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M Miller (appointed 11 August 2010, resigned 25 February 2011)
M Pancino (appointed 2 February 2010, resigned 27 July 2010)
R Brandweiner (appointed 15 March 2011)

(b) Other key management personnel

There were no other persons with responsibility for planning, directing and controlling the activities of the Scheme, directly or indirectly during or since the end of the financial period.

Key management personnel unitholdings

From time to time directors of the Scheme, or their director related entities, may invest in or withdraw from the Scheme. These investments or withdrawals are on the same terms and conditions as those entered into by other Scheme investors.

At 30 June 2011 no key management personnel held units in the Scheme.

Key management personnel loan disclosures

The Scheme has not made, guaranteed or secured, directly or indirectly, any loans to the key management personnel or their personally related entities at any time during the reporting period.

Other transactions within the Scheme

Apart from those details disclosed in this note, no key management personnel have entered into a contract with the Scheme since the end of the previous financial year and there were no contracts involving director's interests subsisting at period end.

8 Related party transactions (continued)

Responsible Entity's fees and other transactions

The Responsible Entity's fees are calculated in accordance with the Scheme's Constitution (as amended). The Responsible Entity's fee is 0.410% p.a. of the net asset value of the Scheme (after taking account of GST and reduced input tax credits) and is disclosed in the statement of comprehensive income. There was no fee charged for the period.

	Period ended 30 June 2011 \$
Responsible Entity's fees paid and payable directly by the Scheme	-
Fees payable to the Responsible Entity as at reporting date (included in sundry creditors and accruals)	-

Related party unitholdings

Parties related to the Scheme (including Perpetual Investment Management Limited, its related parties and other schemes managed by Perpetual Investment Management Limited), held units in the Scheme as follows:

30 June 2011

Company	Number of units held	Interest held (%)	Number of units acquired	Number of units disposed	Distributions paid/ payable by the Scheme \$
Perpetual Limited	100	100.0	100	-	-

9 Auditor's remuneration

During the period the following fees were payable by the Responsible Entity for services provided by the auditor of the Scheme:

	Period ended 30 June 2011 \$
Audit and audit related services	
KPMG	
Total remuneration for audit and audit related services	22,482

10 Reconciliation of operating profit to net cash inflow from operating activities

	Period ended 30 June 2011 \$
(a) Reconciliation of operating profit to net cash inflow from operating activities	
Operating profit	-
Increase in interest receivable	-
Increase in other receivables	-
Increase in sundry creditors and accruals	-
Net cash inflow from operating activities	-
 (b) Components of cash and cash equivalents	
Cash at the end of the financial period as shown in the cash flow statement is reconciled to the balance sheet as follows:	
Cash on hand	100
Total cash and cash equivalents	100

11 Financial risk management

(a) Overview

The allocation of assets between the various types of financial instruments is determined by the Scheme's asset manager who manages the Scheme's assets to achieve the Scheme's investment objectives.

Divergence from target asset allocations and the composition of the assets is monitored by the Scheme's asset manager on at least a daily basis.

Perpetual Investment Management Limited (PIML), as Responsible Entity of the Scheme, is aware of the risks associated with the business of investment management. A financial risk management framework has been established within PIML which incorporates a regular assessment process to ensure that procedures and controls adequately manage the risks arising from current business activities. Central controls include (but are not limited to):

- integrated computer systems and processes with checks and balances;
- clear policies and procedures covering operations;
- post-trade investment compliance monitoring by outsourced arrangement;
- segregation of the dealing and investment management function from the administration and settlement function;
- an independent service provider for the valuation of securities;
- a compliance function within PIML with a separate reporting line from the Asset Management team; and
- a half-yearly control self-assessment process.

The Scheme's investing activities expose it to the following risks from its use of financial instruments:

- market risk;
- credit risk; and
- liquidity risk.

The nature and extent of the financial instruments employed by the Scheme are discussed below. This note presents information about the Scheme's exposure to each of the above risks, the Scheme's objectives, policies and processes for measuring and managing risk.

11 Financial risk management (continued)

(a) Overview (continued)

The Board of Directors of PIML has overall responsibility for the establishment and oversight of the Scheme's financial risk management framework.

A risk management framework is in operation in PIML. Regular compliance and risk reporting forms an integral part of this framework. This facilitates a flow of information between the business and the PIML Board and its Committees. Any material matters identified are promptly investigated and reported.

The Board of Directors oversees how management monitors compliance with the Scheme's financial risk management policies and procedures. The Board of Directors ensures the continued adequacy of the financial risk management framework.

The use of derivatives is considered to be part of the investment and asset management processes and is not managed in isolation. Consequently, the use of derivatives is multifaceted and includes:

- Hedging to protect an asset of the Scheme against a fluctuation in market value or to reduce volatility;
- As a substitute for physical securities until the physical position can be established;
- Adjusting asset exposures within the parameters set in the investment strategy;
- Adjusting the duration of fixed interest assets or the weighted average maturity of cash assets; and
- Creating a short exposure to a stock or market for a Scheme authorised to take net negative positions.

Derivatives are not used to gear (leverage) an asset unless explicitly allowed in accordance with the Scheme's governing documents. Gearing an asset would occur if the level of exposure to the markets exceeds the underlying value of the Scheme.

(b) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and other market prices will affect the Scheme's income or the carrying value of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return on risk.

The Scheme is exposed to market risk influencing investment valuations. The Scheme may utilise derivatives to manage this risk. However, at 30 June 2011, derivatives were not used.

(i) Currency risk

Schemes that invest in international assets are exposed to currency risk. Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. Asset Managers may enter into derivative contracts (such as forwards, swaps, options and futures) through approved foreign exchange dealers to minimise risk. However, the use of these contracts must be consistent with the investment strategy and restrictions of each Scheme, and agreed acceptable levels of currency risk of the Scheme.

The Scheme may enter into transactions denominated in currencies other than Australian dollars. The Scheme is therefore exposed to risks that the exchange rate of the Australian dollar relative to other foreign currencies may change and have an adverse effect on the Scheme's assets and liabilities denominated in currencies other than the Australian dollar.

Foreign currency positions are monitored on a daily basis.

In accordance with the governing documents, the Scheme can invest in international assets. As of the balance sheet date, the Scheme holds no significant investment in international assets.

11 Financial risk management (continued)

(b) Market risk (continued)

(ii) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Interest rate risk is not considered to be significant to the Scheme other than its cash holdings.

(iii) Other market price risk

Other market price risk is the risk that the value of an instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to an individual investment, its issuer or factors affecting all instruments traded in the market.

As the majority of the Scheme's investments are carried at fair value with fair value changes recognised in the statement of comprehensive income, all changes in market conditions will directly affect net investment income.

Daily monitoring of trade restrictions and derivative exposure against limits is undertaken with any breach of these limit restrictions being reported.

The Scheme's specialist asset managers aim to manage the impact of price risk through the use of consistent and carefully considered investment guidelines. Risk management techniques are used in the selection of investments. Investments (including derivatives) are only purchased that meet investment criteria. Risk can be reduced by diversifying investments across several asset managers, markets, regions and different asset classes.

(c) Credit risk

Credit risk is the risk that a counterparty to a financial instrument will fail to discharge an obligation or commitment that it has entered into with the Scheme. PIML has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis.

With respect to credit risk arising from the financial assets of the Scheme, other than derivatives, the Scheme's exposure to credit risk arises from default of the counterparty, with the current exposure equal to the fair value of these instruments as disclosed on the balance sheet. This does not represent the maximum risk exposure that could arise in the future as a result of changes in values, but best represents the current maximum exposure at the reporting date.

Investment management processes include the consideration of counterparty risk. Securities/investments (including derivatives) are only purchased that meet the investment criteria. The Asset Management team within PIML may refer to the quantified credit ratings issued by Standard and Poor's or equivalent rating agency to assess the credit worthiness of counterparties. In addition, when considering approval of the new mortgage facilities, decisions are based on the approved lending guidelines and the investment strategy of the Scheme. Loans are only made to financially sound borrowers who satisfy credit checks. A procedure for checking and confirming the creditworthiness of borrowers is performed by mortgage managers for each application.

Consideration is given (among other things) to branding, stability and security marketability of counterparties and PIML consistently monitors exposure through electronic systems. PIML has broking agreements in place with a limited number of stockbrokers.

Trading in equity futures and options is restricted to trading on an exchange.

Credit risk is not considered to be significant to the Scheme.

Cash and cash equivalents

The exposure to credit risk for cash and cash equivalents is low as all counterparties have a rating of AA or higher (as determined by the Standard and Poor's or equivalent rating agency).

Mortgage loans comprise nil% of the Scheme's total assets at 30 June 2011.

11 Financial risk management (continued)

(c) Credit risk (continued)

The Scheme holds a number of different types of mortgages in a number of different states.

	30 June 2011 %
(% of total mortgages)	
Mortgage breakdown by sector	
Commercial	-
Retail	-
Industrial	-
Residential	-
Specialised	-
	-

	30 June 2011 %
(% of total mortgages)	
Mortgage breakdown by geographical region	
New South Wales	-
Western Australia	-
Victoria	-
Queensland	-
ACT	-
South Australia	-
	-

Impairment

Impaired mortgages

Impaired mortgages are those for which the Scheme determines that it is probable that it will be unable to collect all principal and interest due according to the contractual terms of the mortgage agreement(s).

Past due not impaired mortgages

Mortgages where contractual interest or principal payments are past due but impairment is not deemed appropriate on the basis of the level of security/collateral available and/or the stage of collection of amounts owed.

Mortgages with renegotiated terms

Mortgages with renegotiated terms are those that have been restructured due to the deterioration in the borrower's financial position and where concessions were given which would not otherwise been considered. Once the mortgage is restructured it remains in this category independent of satisfactory performance after restructuring.

The carrying amount of renegotiated loans that would otherwise be past due or impaired at balance date is \$nil.

Provision for impairment

There are two components of this provision: a specific provision and a collective provision. The specific provision relates to the impairment of individual specific loans. The collective provision reflects the best estimate of the incurred losses of the Scheme that have not yet been specifically identified.

11 Financial risk management (continued)

(c) Credit risk (continued)

Set out below is an impairment analysis of the debt securities/mortgages held:

30 June 2011	Impaired \$	Past due not impaired \$	Neither past due nor impaired \$	Total \$
Mortgages	-	-	-	-
				Carrying value
				\$
30 June 2011				
Ageing of past due and impaired assets				
1-60 days				-
61-90 days				-
91-180 days				-
Over 180 days				-
				-

The Scheme holds collateral against loans in the form of mortgage interests over properties. Estimates of fair value are based on the value of collateral assessed at the time of borrowing, and generally not updated except when a loan is individually assessed as impaired. For this reason it has been determined impractical to disclose the fair value of collateral for loans past due but not impaired.

An estimate of the fair value of collateral held against impaired financial assets is shown below:

	Fair value 2011 \$
Collateral held against impaired assets	-

(d) Liquidity risk

Liquidity risk is the risk that the Scheme will not be able to meet its financial obligations as they fall due.

The Scheme's governing document discloses that the Scheme is not open for withdrawals and will be a locked-up, close ended Scheme with an expected life of three to four years.

The following table represents the contractual maturities of financial liabilities, including interest payments where applicable:

30 June 2011	Carrying amount \$	Contractual cash flow \$	1-5 yea \$
Non-derivative financial liabilities			
Net assets attributable to unitholders	100	100	-
Total	100	100	-

Financial instruments at fair value through profit or loss where there are no contractual cash flows are disclosed based on the financial instruments' fair value at 30 June and their estimated maturity at this date.

11 Financial risk management (continued)

(e) Fair value hierarchy

The Scheme has adopted the amendments to AASB 7, effective 1 July 2009. This requires the Scheme to classify fair value measurements using a fair value hierarchy that reflects the significance of observable inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1);
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2); and
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes "observable" requires judgement by the Responsible Entity. The Responsible Entity considers observable data to be market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market. The scheme held no financial assets and financial liabilities during the period ended 30 June 2011.

12 Derivative financial instruments

In the normal course of business the Scheme enters into transactions in various derivative financial instruments which have certain risks. A derivative is a financial instrument or other contract which is settled at a future date and whose value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable.

Derivative financial instruments require no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors.

Derivative transactions include many different instruments, such as forwards, futures and options. Derivatives are considered to be part of the investment process and the use of derivatives is an essential part of the Scheme's portfolio management. Derivatives are not managed in isolation. Consequently, the use of derivatives is multifaceted and includes:

- hedging to protect an asset or liability of the Scheme against a fluctuation in market values or to reduce volatility;
- a substitution for trading of physical securities; and
- adjusting asset exposures within the parameters set in the investment strategy, and adjusting the duration of fixed interest portfolios or the weighted average maturity of cash portfolios.

While derivatives are used for trading purposes, they are not used to gear (leverage) a portfolio. Gearing a portfolio would occur if the level of exposure to the markets exceeds the underlying value of the Scheme.

As at the reporting date, there were no derivative financial instruments held by the Scheme.

13 Events occurring after the reporting period

No significant events have occurred since the balance sheet date which would impact on the financial position of the Scheme disclosed in the balance sheet as at 30 June 2011 or on the results and cash flows of the Scheme for the period ended on that date.

14 Contingent assets, liabilities and commitments

There are no outstanding contingent assets, liabilities or commitments as at 30 June 2011.

Directors' declaration

In the opinion of the directors of Perpetual Investment Management Limited, the Responsible Entity of Perpetual Secured Private Debt Fund No.1:

- (a) the annual financial statements and notes, set out on pages 6 to 26, are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Australian Accounting Standards (including the Australian Accounting Interpretations), and the *Corporations Regulations 2001*; and
 - (ii) giving a true and fair view of the Scheme's financial position as at 30 June 2011 and of its performance for the financial period ended on that date;
- (b) there are reasonable grounds to believe that the Scheme will be able to pay its debts as and when they become due and payable; and
- (c) the financial report also complies with International Financial Reporting Standards as disclosed in note 2(a).

This declaration is made in accordance with a resolution of the directors.



R Burrows
Director

Sydney
14 September 2011



Independent auditor's report to the unitholders of Perpetual Secured Private Debt Fund No. 1

Report on the financial report

We have audited the accompanying financial report of Perpetual Secured Private Debt Fund No. 1 (the Scheme), which comprises the balance sheet as at 30 June 2011, the statement of comprehensive income, statement of changes in equity and cash flow statement for the year ended on that date, notes 1 to 14 comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration.

Directors' responsibility for the financial report

The directors of Perpetual Investment Management Limited (the Responsible Entity) are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001*, and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In note 2, the directors of the Responsible Entity also state, in accordance with Australian Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the *Corporations Act 2001* and Australian Accounting Standards, a true and fair view which is consistent with our understanding of the Scheme's financial position, and of its performance.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

Auditor's opinion

In our opinion:

- (a) the financial report of Perpetual Secured Private Debt Fund No. 1 is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Scheme's financial position as at 30 June 2011 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in note 2.



KPMG



Robert Warren
Partner

Sydney

14 September 2011

Perpetual 