

**Annual Report
for the year ended
30 June 2014**

**Australian Eligible Rollover Fund
Sub-Plan REST**

Trustee and issuer:
Perpetual Superannuation Limited
ABN 84 008 416 831 AFSL 225246 RSE L0003315

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Important notes and disclaimer

'AERF' means the Australian Eligible Rollover Fund (ABN 81 932 639 940, RSE R1067750, SPIN CML0825AU), which is an eligible rollover fund under the Superannuation Industry (Supervision) Act 1993 (SIS).

The Trustee does not guarantee the return of capital or any particular rate of investment return from the AERF.

This Annual Report is a Fund Information Statement, as required to be issued under the Corporations Act.

Some of the information in this document is based on an interpretation of relevant laws that were current as at 30 June 2014. This document is intended to provide information only and not advice. It should not be relied upon as advice or take the place of professional advice.

This document has been prepared without taking into account your individual objectives, financial situation or needs. Accordingly, before acting on the contents of this document, you should consider whether it is appropriate to you, having regard to your objectives, financial situation and needs.

Message from the Trustee

The Trustee of the Australian Eligible Rollover Fund is pleased to present the Annual Report to members for the year ended 30 June 2014. This Report has been prepared to provide you with details about the AERF, information about its investments and financial results, a summary of the activities of the AERF in the year ended 30 June 2014 and an outline of any issues or changes which may affect your benefit in the AERF.

Superannuation is an important part of your financial affairs. Therefore it is important that you understand your benefits in the AERF. If you would like further information, or have any questions relating to your benefit in the AERF, contact the AERF Administrator (see 'Contact details' on page 8).

2013/2014 update

As at 30 June 2014, the AERF had:

- 578,041 members and
- net assets of \$899.5 million.

From 1 January 2014, an RSE licensee must be authorised by the Australian Prudential Regulation Authority (APRA) to operate a regulated super fund as an eligible rollover fund (ERF). APRA's authorisation for the Trustee to continue operating the AERF as an ERF was granted on 13 December 2013.

Main features of the AERF

The AERF is an ERF, which is a registered superannuation fund that receives transferring members' benefits from other superannuation funds, retirement savings accounts or approved deposit funds. The main purpose of an ERF is to act as a temporary repository for transferred superannuation benefits.

The purpose of the AERF is to hold your superannuation benefit until you either transfer it to your current superannuation account or withdraw it (where eligible).

The main features of the AERF include:

- four Sub-Plans, with membership of the relevant Sub-Plan dependent either on the fund from which your superannuation was transferred or the value of your benefit. You are a member of Sub-Plan REST (USI 81932639940214) as your superannuation benefit was transferred from the Retail Employees Superannuation Trust (REST)
- overall management by Perpetual Superannuation Limited (Trustee), a wholly owned subsidiary of Perpetual Limited (ABN 86 000 431 827) and part of one of Australia's largest professional trustee groups
- administration by Jacques Martin Administration and Consulting Pty Ltd (ABN 24 006 787 748, AFSL 235037) (AERF Administrator), a wholly owned subsidiary of the Commonwealth Bank of Australia (ABN 48 123 123 124)
- a program of activities designed to facilitate the consolidation of member benefits into the member's main superannuation account
- a conservative diversified investment portfolio comprising Australian shares, international shares, alternative assets, fixed interest and cash
- underlying investments managed by specialist investment managers in each class.

Investment information

Investment returns

Sub-Plan REST in the AERF returned 6.74% for the year to 30 June 2014.

The following table shows the effective earning rates on AERF assets for Sub-Plan REST, net of expenses (including the cost of providing member protection prior to 1 July 2014) and tax, for the past five years.

Year ended 30 June	Net effective earning rate % per annum	CPI %
2010	10.53	3.1
2011	-1.69	3.6
2012	-0.48	1.2
2013	10.96	2.4
2014	6.74	3.0
Compound average for 5 years	5.07	2.7
Compound average for 10 years	3.09	2.5

Note: Past performance should not be taken as an indication of expected future performance. Losses may occur. The Trustee, the AERF Administrator and the appointed investment managers do not guarantee any particular rate of return.

The earning rate for the AERF is dependent on the returns achieved by its underlying investments managed by the appointed investment managers.

Financial markets are cyclical and will experience periods of high returns and periods of low, and even negative, returns. It is important that members of superannuation funds including the AERF focus on the longer-term objective that superannuation is designed for retirement savings.

Earnings rate and crediting strategy

The Trustee determines the annual earning rate to apply to all member accounts following the end of each financial year ending 30 June having regard to:

- the investment returns of the AERF
- the costs of the AERF during the reporting period which have not otherwise been charged to member accounts, including the net effect of goods and services tax (GST) (see 'Fees and other costs' on page 5 for details) and
- provision for income tax that may be payable by the AERF in relation to taxable income derived during the relevant financial year.

Investment returns can be positive or negative and the Trustee does not guarantee that your benefit will gain in value or retain its value. The value of your benefit can fall due to a negative earning rate.

The annual earning rate is usually declared by the Trustee and applied to member accounts within three months of the end of the financial year.

The Trustee also declares an interim earning rate for members leaving the AERF during the year. The interim earning rate is generally reviewed on a weekly basis or as otherwise required due to market conditions. The Trustee reviews the interim earning rates having regard to:

- the investment returns of the AERF since the last annual earning rate was declared
- the costs incurred by the AERF which may include estimates for some costs and
- an estimation of income tax that may be payable by the AERF.

If you leave the AERF between 30 June and the date that the annual earning rate is applied to member accounts you will receive the interim earning rate applicable at the time of your departure.

How we invest your money

The AERF doesn't have investment options. Instead, the Trustee invests the AERF's assets across a range of investment products offered by the appointed investment managers.

Suitability	As the AERF is designed to be a temporary repository for member benefits, the Trustee considers that a conservative diversified investment strategy is appropriate for its members.		
Risk level¹	3 – Low to medium		
Minimum suggested timeframe	Up to two years		
Investment return objective	To achieve a return which outperforms CPI by 2% per annum, after fees, over rolling two-year periods.		
Investment guidelines²	Asset sector	Benchmark	Ranges
	Australian shares	20.0%	15.0-25.0%
	International shares (unhedged)	5.0%	2.5-7.5%
	Alternative assets	5.0%	2.5-7.5%
	Australian fixed interest	20.0%	17.5-22.5%
	International fixed interest	30.0%	27.5-32.5%
	Cash	20.0%	15.0-25.0%

1. The risk level represents the Standard Risk Measure (SRM), which is based on industry guidance to allow members to compare investment options that are expected to deliver a similar number of negative annual returns over any 20 year period, as follows overleaf.

Risk band	Risk label	Estimated number of negative annual returns over any 20 year period
1	Very low	Less than 0.5
2	Low	0.5 to less than 1
3	Low to medium	1 to less than 2
4	Medium	2 to less than 3
5	Medium to high	3 to less than 4
6	High	4 to less than 6
7	Very high	6 or greater

The SRM is not a complete assessment of all forms of investment risk, for instance it does not detail what the size of the negative return could be or the potential for a positive return to be less than a member may require to meet their objectives. Further, it does not take into account the impact of administration fees and tax on the likelihood of a negative return.

Members should still ensure they are comfortable with the risks and potential losses associated with the AERF.

The SRM may change over time for various reasons, including as a result of reviews of the underlying capital market assumptions that are used in their calculation and potential future changes to the investment guidelines and asset allocations. The current SRM at any time is available from our website or by contacting the AERF Administrator.

Investment objective

The Trustee aims to achieve the investment objective by:

- investing with investment managers appointed by the Trustee to gain a diversified exposure to approved asset sectors
- adherence to guidelines, or benchmarks, for the amount of the AERF’s assets that will be invested in approved asset sectors at any one time
- regularly reviewing the combined asset allocation of the AERF to ensure it falls within the investment guidelines.

Investment approach

The underlying assets of each investment product ensure that the AERF gains exposure to various approved asset classes. This diversity can provide a degree of protection against poor returns.

The Trustee also retains some cash in a bank account, to meet day-to-day administrative requirements, including payment of benefits.

The Trustee regularly monitors investment performance and receives reports from the appointed investment managers at agreed intervals.

Derivatives

Derivatives are financial investments such as options, futures and swaps. The Trustee doesn’t enter into any derivative contracts directly. However, any of the investment managers appointed by the Trustee may use derivatives in the underlying pooled investment products they manage.

Investment managers

As at 30 June 2014, the investment managers appointed by the Trustee to manage the assets of the AERF were:

- MLC Investments Limited (MLC)
- Perpetual Investment Management Limited (PIML).

MLC manages international shares, alternative assets, Australian fixed interest and international fixed interest. MLC uses a ‘manager of managers’ investment approach, which means that MLC does not directly manage investment funds but rather manages the selection and combination of the specialist investment managers for these asset classes.

PIML, a wholly owned subsidiary of Perpetual Limited, manages the Australian share assets of the AERF using a multi-manager investment approach that includes PIML and other specialist investment managers. PIML also manages the AERF’s cash assets.

Asset allocation

The following table shows the AERF’s exposure to the various asset classes at 30 June 2014 and 30 June 2013.

Asset type	30 June 2014	30 June 2013
Australian shares	21.5%	23.3%
International shares	4.8%	18.0%
Property	0.0%	9.4%
Alternative assets	4.9%	17.3%
Australian fixed interest	19.3%	9.8%
International fixed interest	29.0%	9.8%
Cash	20.5%	12.4%
Total	100.0%	100.0%

Fund information

Why you were transferred to the AERF

Your superannuation benefit in the AERF may have been transferred from another superannuation fund for any of the following reasons:

- you have become a 'lost' member under superannuation legislation
- the balance of your account in your previous fund was less than a minimum amount specified by your previous fund
- you did not nominate a complying superannuation fund that would accept your benefit within a specified timeframe of leaving your previous fund or
- you are a non-member spouse, in circumstances connected with the division of superannuation following a marriage breakdown.

Your benefit in the AERF

Your benefit in the AERF comprises:

- the amount originally transferred to the AERF from other funds
- the earning rate allocated to your account each year
- less fees and taxes.

The AERF does not offer insurance benefits to members. Any insurance cover you had in your previous superannuation fund will likely have ceased when you were transferred to the AERF.

The AERF can't accept any contributions from members, their spouses or employers.

Since 31 December 2013, the AERF can only accept amounts transferred from other regulated superannuation funds. As a result, the AERF no longer accepts Superannuation Guarantee shortfall components or transfers of superannuation holding account (SHA) special account balances from the Australian Taxation Office (ATO).

Fees and other costs

Below are the AERF's fees for the 2013/2014 financial year and from 1 July 2014.

Fee	2013/2014 year	From 1 July 2014
Administration fee (% based)¹	0.175% pa	0.175% pa
Administration fee (\$ pw)^{1,2,3}	\$0.24 per week	\$0.25 per week
Investment fee⁴	0.521% pa	0.51% pa (estimated)
Exit fee^{1,2,3}	\$37.03	\$38.10
Activity fee⁵	\$170 per hour	\$170 per hour

1. This fee is subject to GST, which is deducted from the AERF's total assets.
2. Member protection ceased applying to this fee from 1 July 2014.
3. This fee may be indexed to CPI. This is generally done annually as at 1 July each year.
4. This fee includes GST. The amount may change in future years without prior notice to members.
5. This fee was originally set at \$150 per hour (exclusive of GST) and is entitled to be indexed quarterly to CPI. The fee is calculated quarterly and the fee amount, plus GST, is deducted from the AERF's total assets after the end of each quarter.

Summary of management costs for 2013/2014 (excluding \$ per week administration and exit fees)

Management costs	% pa
Administration fee (% based)	0.175%
Investment fee	0.521%
Indirect cost ratio	2.399%
Total management costs* excluding \$ per week administration and exit fees	3.095%

* Inclusive of the net effect of GST on applicable items.

Full details of the fees and other costs for the AERF are contained in the current Product Disclosure Statement (PDS), which is available at www.perpetual.com.au/aerf or by contacting the AERF Administrator.

Cessation of member protection

Following the introduction of 'MySuper' products, such as Perpetual MySuper which was launched on 2 January 2014, the Trustee determined that member protection would cease to apply to members' benefits in the AERF from 1 July 2014.

This means that administration fees (\$ per week) and exit fees will now be applied to all members' accounts, rather than amounts exceeding investment earnings for a given reporting period being rebated for some members with the cost borne by other members.

A review of member accounts is conducted annually, at which time any member accounts that have been reduced to a zero balance since the last review (eg due to the deduction of administration fees) may be closed.

Withdrawing your benefit in the AERF

The AERF is a temporary repository for member benefits with a program of activities designed to facilitate the consolidation of these benefits into the member's main superannuation account. If you have a benefit in the AERF, you can transfer it to another complying superannuation entity at any time.

If you meet a condition of release from superannuation, as outlined below, you may also receive your benefit as a lump sum.

Benefit payments are subject to preservation requirements where a specific condition of release must be satisfied to receive preserved benefits. These include:

- permanent retirement from the workforce on or after reaching your preservation age¹. Your preservation age is determined by your date of birth as shown in the table below

Date of birth	Preservation age
Before 1 July 1960	55
1 July 1960 – 30 June 1961	56
1 July 1961 – 30 June 1962	57
1 July 1962 – 30 June 1963	58
1 July 1963 – 30 June 1964	59
After 30 June 1964	60

- reaching age 60 and an arrangement under which you were gainfully employed has ceased¹
- attaining age 65¹
- becoming permanently incapacitated
- being diagnosed with a terminal medical condition that is likely to result in your death within 12 months

- suffering severe financial hardship¹
- APRA agrees to release your benefit on specified compassionate grounds¹
- you are eligible to receive a departing Australia superannuation payment
- death
- you have previously been classified as a 'lost' member under SIS and your total benefit in the AERF is less than \$200¹
- you have given a release authority for payment of excess contributions tax or
- you have reached your preservation age and wish to commence a non-commutable income stream¹.

1. Temporary residents are not eligible to obtain superannuation benefits on these bases.

To withdraw your benefit from the AERF, simply complete a 'Benefit Payment Request' form and provide copies of your identification together with any other relevant supporting information.

The 'Benefit Payment Request' form is available at www.perpetual.com.au/aerf or by contacting the AERF Administrator. Completed forms can be mailed to the AERF Administrator – see 'Contact details' on page 8.

The AERF Administrator currently accepts withdrawal requests by fax, provided they have no reason to believe the request is not genuine. For your protection, the administrator cannot accept:

- fax withdrawal requests for deposits to an Australian bank, building society or credit union account which has not previously been nominated by the member by mail
- fax copies of certified identification documentation which may be required to establish your identity.

Requests for third party payments other than to another superannuation or rollover fund will not be accepted.

In providing this service a member:

- releases, discharges and agrees to indemnify us and each member of the Perpetual Group and the AERF Administrator from and against all losses, liabilities, actions, proceedings, accounts, claims and demands arising from instructions the AERF Administrator receives under the facility and
- agrees that any payment or purported payment (the payment) made in accordance with the conditions of that facility shall be in complete satisfaction of our obligations or those of any member of the Perpetual Group and the AERF Administrator to the members for payment, notwithstanding it was requested, made or received without the knowledge or authority of the member.

Payment of small and insoluble lost accounts to the ATO as unclaimed super

Lost accounts which have balances less than \$2,000¹ or have been inactive for 12 months and there are insufficient records to identify the owner of the account must be paid to the ATO as unclaimed super.

1. The Government has announced that this account balance threshold will be increased to \$4,000 from 31 December 2015 and to \$6,000 from 31 December 2016.

Any unclaimed super amounts that are paid to the ATO can be claimed back from the ATO at any time.

Interest will be paid at a rate equivalent to CPI inflation from 1 July 2013 on all lost superannuation accounts reclaimed from the ATO.

Payment of unclaimed accounts of members over age 65 to the ATO as unclaimed super

If you have reached age 65 and have not claimed your benefit in the AERF, your account may be treated under superannuation legislation as unclaimed super.

If your account becomes unclaimed super money it must be paid to the ATO. You will be notified by the AERF Administrator if a benefit in your name has been paid to the ATO after you have turned age 65. Any unclaimed super amounts that are paid to the ATO can be claimed back from the ATO at any time.

If you have recently turned age 65 you should contact the AERF Administrator to discuss the withdrawal of your benefit – see 'Contact details' on page 8.

Auto-consolidation of member accounts

If you have more than one account within the AERF, legislation allows the Trustee to consolidate those accounts (intra-fund consolidation), subject to certain conditions.

Changes proposed by the previous Government that would also allow the consolidation of multiple member accounts in different superannuation entities into a member's current superannuation account (inter-fund consolidation) have not been legislated to date.

Death benefits

If a member dies before receiving their benefit, the benefit will be paid at the Trustee's discretion (in a form determined by the Trustee) to the member's dependants or legal personal representative, in accordance with superannuation and tax laws.

In making its decision, the Trustee will take into account any current death benefit nomination you have made and/or your last will and testament (as applicable), but is not bound by them.

Temporary residents' superannuation

If you are a temporary resident and don't claim your super benefit on departure, it will become unclaimed and paid to the ATO where it has been at least six months after you have departed Australia and no longer hold a visa.

Former temporary residents whose benefits have been paid to the ATO can apply to the ATO at any time for their super to be paid to them.

Portability

Portability rules allow superannuation balances to be moved from one fund to another. Generally, the transfer must occur within three days of a member's request (subject to some exceptions) provided the transferring trustee has all required information.

Financial statements

We do not send audited financial statements of the AERF to members. Abridged financial information is included as an appendix to this Annual Report.

Should you wish to receive a full set of audited financial statements, these can be obtained from the AERF Administrator upon request.

Further information about the AERF

When requested in writing, we will make copies of the following information available to you free of charge once per year:

- Risk Management Plan
- Trust Deed and Rules
- latest APRA Return
- audited financial statements and auditor's report
- any other information which you may need to help you understand your benefit entitlements, or which will help you to make an informed judgment about the management, financial condition or investment performance of the AERF.

If the same information has been provided to you within the 12 months before your current request you may be charged a fee. Any fee will not be more than the reasonable cost to the AERF of providing you with the information.

The following additional information will be available on our website at www.perpetual.com.au/aerf from the date required by law:

- details of the AERF's investment portfolio holdings
- details of Trustee and executive remuneration
- all other documents or matters which we are required by superannuation law to disclose on the AERF's website.

Please keep us informed

If you change your name, your address or want to change your nominated beneficiaries, please contact the AERF Administrator.

Please note that any change to your name will require verification of the name change before your membership details can be updated. Such verification may include:

- a certified copy of your marriage certificate
- a certified copy of divorce papers and birth certificate/marriage certificate (to show maiden name) or
- a certified copy of a change of name by deed poll form.

Certifying persons are to include a statement declaring that the copies are true and correct copies of the original documents. The certifier must also include their full name, date certification was provided and their signature as part of the certification.

Your privacy

We require the personal information provided by your previous fund and/or sought from you to be able to process your benefit transfer, administer your investment and comply with any relevant laws. If we do not receive your relevant personal information, we may not be able to do so.

Privacy laws apply to our handling of personal information and we will collect, use and disclose your personal information in accordance with our privacy policy, which includes details about the following matters:

- the kinds of personal information we collect and hold
- how we collect and hold personal information
- the purposes for which we collect, hold, use and disclose personal information
- how you may access personal information that we hold about you and seek correction of such information (note that exceptions apply in some circumstances)
- how you may complain about a breach of the Australian Privacy Principles (APP), or a registered APP code (if any) that binds us, and how we will deal with such a complaint
- whether we are likely to disclose personal information to overseas recipients and, if so, the countries in which such recipients are likely to be located if it is practicable for us to specify those countries.

Our privacy policy is publicly available at our website or you can obtain a copy free of charge by contacting the AERF Administrator.

Complaints

The Trustee has established procedures for dealing with member complaints. If you have a complaint, you can either call the AERF Administrator on 1800 677 424 between 8.30am and 5.00pm (Sydney time) Monday to Friday or write to the AERF Administrator at the following address:

Complaints Manager, Customer Relations
Australian Eligible Rollover Fund
Reply Paid 5429
Parramatta NSW 2124

The AERF Administrator on behalf of the Trustee must respond to complaints within 90 days.

Superannuation Complaints Tribunal

If you are not happy with a decision of the Trustee, which affects you, and your complaint has not been resolved to your satisfaction, you may have the right to lodge a complaint about the decision with the Superannuation Complaints Tribunal (SCT). Before the SCT can deal with the matter, it must be satisfied that the complaint was previously dealt with under the AERF's internal complaints procedure.

The SCT is an independent tribunal established by the Commonwealth Government to review certain types of trustee decisions. You can phone the SCT from anywhere in Australia on 1300 884 114 or obtain further information at www.sct.gov.au.

Trust Deed

The Trust Deed dated 20 June 1994 (as amended) is a legal document that sets out the provisions governing the operation of the AERF and the rights and obligations of members and the Trustee. The Trustee is responsible for ensuring that the AERF operates according to the Trust Deed and the accompanying Rules, and that the AERF complies with all relevant laws.

The Trustee

Perpetual Superannuation Limited (PSL) is the Trustee of the AERF.

The PSL Board comprises five appropriately qualified and experienced directors, including three non-executive directors. An Office of the Superannuation Trustee (OST) function assists PSL in considering and acting in the best interests of members.

Indemnity insurance

Professional indemnity insurance has been effected by the Trustee.

Contact details

If you have any enquiries about the AERF you may contact the AERF Administrator, Jacques Martin Administration and Consulting Pty Ltd, as follows:

AERF Administrator
Locked Bag 5429
Parramatta NSW 2124

Phone: 1800 677 424
+61 2 8282 0542 (international callers)
between 8.30am and 5.00pm
(Sydney time) Monday to Friday

Fax: 1300 700 141
+61 2 9009 0719 (international callers)

Email: aerfenquiries@perpetual.com.au

Appendix

Abridged financial information

The following summary is taken from the AERF's audited financial statements for the year ended 30 June 2014. The full audited financial statements and auditor's report can be obtained on request by contacting the AERF Administrator.

Statement of the change in net assets

	2013/2014 \$'000	2012/2013 \$'000
Net assets available to pay benefits on 1 July	852,482	886,425
Investment revenue/(loss)	86,294	124,443
Contribution revenue	45,969	20,467
Total gross income/(loss)	132,263	144,910
Benefits expense	(68,721)	(153,518)
Administration fees and costs	(9,141)	(16,043)
Trustee fees and expenses	(1,802)	(1,820)
Auditor's remuneration	(94)	(69)
Income tax benefit/(expense)	(4,448)	(6,377)
Superannuation contributions surcharge	(1)	(1)
Other expenses	(1,010)	(1,025)
Total expenditure	(85,217)	(178,853)
Net assets available to pay benefits on 30 June	899,528	852,482