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ASTARRA

Astarra Capital Limited
APRA RSE LICENCEE MEETING
and RESPONSIBLE ENTITY (RE) MEETING
ABN 33 001 277 256
RSE licence No:L0002721
AFS Licence 238000
Minutes
Of the BOARD MEETING
held at
level 41, 2 Park Street Sydney
NSW 2000
on
27 September 2006 at 11am

Directors

Attendees :John Godfrey (Chairman)
Rex Phillpott MD
Kurt Groeneveld
John Harte
David Andrews

By invitation of the Board
Frances Etty (Risk & Compliance Manager)
Richard Telfer (Chief Financial Officer)
Justin Reynolds - KPMG Auditor (1pm – 2.30pm)

1	Confirm attendance and apologies (Chairman)	The Chairman
2	Fit & Proper Review of Register of Interests <i>Directors: Under the Corporations Act directors have an ongoing obligation to disclose to the other directors details of any material personal interest in a matter that relates to the affairs of the company. Directors of public listed companies should also immediately disclose to the company all relevant interests they hold in</i>	<p>All directors declared they were not insolvent.</p> <p>The Chairman advised that he had resigned as Chairman & Responsible Officer from Flinders Trustee Limited and all subsidiary companies.</p> <p>The MD advised that he had been appointed a Director of Astarra Securities Pty Limited from 21 September 2006.</p> <p>David Andrews foreshadowed his appointment to the Compliance Committee of Lowell Capital Limited.</p> <p>The Directors approved the updated Fit & Proper Policy.</p>

	<p><i>securities, options, and debentures of the company or its related bodies corporate, both on appointment as a director and whenever any change occurs in that interest.</i></p> <p>Declaration that no Director is insolvent</p> <p>Annual Review of Fit & Proper Policy April 2007. Updated 13 July 2006. (See tab 14)</p> <p>(Chairman)</p>	
3	<p>Approve Minutes from Board Meeting 26 July (Chairman)</p>	<p>After a discussion in regard to David Andrews being appointed an authorised representative of ACL, which is no longer thought necessary, the Chairman signed the minutes.</p>
4	<p>a) August MD Management Report</p>	<p>a)August MD'S Report</p> <p>The Directors discussed and noted the issues raised in the Management Report and audit letters .The MD advised of the 'new look' report and how, with its detailed statistics, it provided a basis to more accurately look at Service Standards and Plan profitability.</p> <p>Call Centre</p> <p>The MD advised that a 'call centre' function is being instituted to assist members who would be receiving information in relation to ICR costs on their statements for the first time. The Directors discussed the issues surrounding a possible scripting of our responses to questions. As an action item the MD would script 10 to 15 possible questions and samplers and a representative from the Investment Committee would train and vet the Call Centre's staff's replies.</p> <p>Monthly Compliance Certificate.</p> <p>The MD advised the Board that a monthly Compliance Certificate would be issued by the administrator to the Trustee. The intention is separate the administration work from the Trustee. The aim is to have a separate entity as the Administrator and to have an Administration Contract with Service Standards in place.</p> <p>Office Space.</p> <p>The Sydney Compliance Team will be moving to new office space in November.</p>

<p>ai) Administration Capacity Review</p>	<p>aii)Capacity Review</p> <p>The MD at the request of the Chairman had provided a capacity review. He advised that based on current business and projected new business streams including trustee and" for-hire" services, ACL was in a very good position to grow. It was agreed that the Directors would review this between meetings and that it would be an agenda item for the Strategic Day.</p>
<p>aii) Financial Report</p>	<p>aii)Financial Report.</p> <p>The Board received a sign-off from the CFO stating that ACL had met its financial prudential conditions for July and August 2006 as per its Australian Financial Services Licence (AFSL:238000) and its Extended Public Offer (EPO) Registrable Superannuation Entity Licence (RSE L0002721)</p>
<p>b) KPMG – Annual arrangements letter</p> <p>c) KPMG – Interim Management letter (MIS)</p>	<p>b) Noted. Signed off by the MD.</p> <p>c) Noted. Signed by Tim Frazer KPMG audit partner.</p>
<p>d) KPMG – Interim Management letter (Group Entities)</p> <p>di) KPMG - Closing Board report</p> <p>e) Engagement letter – Super Plan</p> <p>f) KPMG - Audit of compliance plans</p>	<p>d) Noted. Signed by Tim Frazer KPMG audit partner.</p> <p>di)Noted</p> <p>e)Noted-Acknowledged by John Godfrey.</p> <p>f) All Directors resolved to declared that:</p> <ul style="list-style-type: none"> a) the compliance plans were in place and were complied with, and b) the compliance plans continued to meet the requirements of Section 5C.4 of the Corporations Act 2001 <p>and John Godfrey was authorised to sign in accordance with the above resolution by the Directors.</p>
<p>fi) KPMG Compliance plan engagement letter</p> <p>fii) Audit of compliance plan</p>	<p>Footnote: The Compliance Plans Audit Reports and Directors resolutions were lodged with ASIC on 29 September 2006 and will shortly be sent to all members.</p> <p>fi) Noted</p> <p>fii) Noted the unqualified audit report.</p>

	<p>fiii) Compliance plan – representation letter</p> <p>fiv) ACL Financial Report Representation letter</p> <p>g) AFM test results for Disaster Recovery and Business Continuity Plan</p> <p>h) Draft - Disaster Recovery and Business Continuity Plan for ACL / Nominees / Securities</p> <p>i) Update on WHSP</p> <p>j) Complaints Register</p> <p>k) Engagement letters</p> <p>ki) PST Engagement letter RMS/RMP</p> <p>kii) PST Letter of engagement – Audit services</p> <p>l) li) AGS 1026 declaration and KPMG audit report re Custodian</p> <p>lii) AGS 1026 declaration and KPMG audit report re ANZ</p> <p>(Rex Phillpott) (Richard Telfer CFO)</p>	<p>fiii) Noted. Signed by Rex Phillpott & Richard Telfer as MD and CFO respectively.</p> <p>fiv) Noted. Signed by Rex Phillpott & Richard Telfer as MD and CFO respectively.</p> <p>g) Noted</p> <p>h) The revised Disaster Recovery and Business Continuity Plan was approved by the Directors for lodgement with APRA after two minor changes are made on page 6 and 24.</p> <p>i) The MD advised there will be a follow up meeting with WHSP held 29 September 2006.</p> <p>j) The board noted that there were no complaints for this period. Follow up action: to retitle Complaints Register.</p> <p>ki) Noted. The Directors approved the MD to sign the terms of engagement letter after approving the scope of the work.</p> <p>kii) Noted</p> <p>li) Noted</p> <p>lii) Noted</p>
5a	<p>Managed Investment Schemes (MIS) Annual Accounts</p> <p>(Richard Telfer CFO)</p>	<p>The CFO tabled the final reports in triplicate and also explained the implications on the financials of the introduction of IFRS.</p> <p>After the CFO's explanation and discussion, the meeting adjourned for a casual lunch break.</p> <p>Justin Reynolds from KPMG joined the Directors for a light lunch.</p>

5b	<p>Sign-off of financials</p> <p>a) Astarra Financial Reporting</p> <p>ai) KPMG – representation letter</p> <p>b) Astarra Capital Limited</p> <p>c) Alpha Strategic Fund</p> <p>d) Millhouse_IAG Private Equity Fund</p> <p>e) MARQ Capital Residential Property Fund</p> <p>f) Astarra Australian Equities Pool</p> <p>g) Astarra Diversified Fixed Interest Pool</p> <p>h) Astarra Overseas Equities Pool</p> <p>i) Astarra Cash Pool</p> <p>j) Astarra Property Pool</p> <p>k) Astarra Capital Protected Pool</p> <p>l) Astarra Diversified Fund No. 1 Pool</p> <p>m) Astarra Diversified Fund No. 2 Pool</p> <p>n) Astarra Diversified Fund No. 3 Pool</p> <p>o) Astarra Diversified Fund No. 4 Pool</p>	<p>5 b a) to n)The Directors resolved and John Godfrey was authorised to sign that, for the Managed Investment schemes and (ACL the company):-</p> <p>1.The financial statements and notes presented are in accordance with the Corporations Act 2001, including:</p> <p>(a) Giving a true and fair view of the financial position of each scheme as at 30 June 2006 and of its performance, as represented by the results of its operations and its cash flows for the financial period ended on that date; and</p> <p>(b) Complying with Australian Accounting Standards and Corporations Regulations 2001; and</p> <p>2 There are reasonable grounds to believe that the specified managed investment schemes (the company) will be able to pay their (its) debts as and when they become due and payable.</p> <p>Justin Reynolds, the representative KPMG auditor then handed over their unqualified audit reports.</p> <p>The Chairman thanked Justin Reynolds for his attendance after which the auditor left the meeting.</p> <p>Footnote: All Managed Investment Schemes (MIS) were lodged with ASIC 29 September 2006 except for the Alpha Strategic Fund which is waiting for an additional audit sign-off. ACL, the entity, is also waiting on its FS form 71 from the KPMG auditors prior to lodging. Due to IFRS, the ASIC have allowed an additional month for lodgement and therefore ACL will not incur a fine or qualified audit report for non-lodgement of these Financials, provided they are lodged prior to 31 October 2006.</p>
6	<p>a) Compliance report</p> <p>b) Breach register</p> <p>c) Communication with regulators and replies</p> <p>d) Minutes from the Risk and Compliance Meeting held 26 July 2006</p> <p>(Frances Etty)</p>	<p>The board noted and discussed in particular APRA's request for further information on breaches 2 & 3.</p> <p>Footnote: Breach 3 was lodged with APRA on 29 September.</p> <p>Action item : The Risk & Compliance Manager to follow up on Employers Federation auditors to ensure they are on track to complete the RMP audit by 31 October. The Risk & Compliance Manager to do an administration audit on PST Management Pty Ltd and report to the next Board Meeting.</p>
7	<p>Investment Committee Minutes</p> <ul style="list-style-type: none"> • 16 August – signed copies to be tabled • 20 September – draft minutes <p>(John Harte)</p>	<p>The Board discussed and noted the deliberations and decisions of the Investment Committee.</p> <p>PPPST</p> <p>John Harte advised the board that the investment committee have implemented quarterly reviews of PPPST and have requested documentary evidence of the dispersal of funds, value of security and monthly reporting of P&L / cashflows from AMI.</p>

		<p>Huntleigh- the directors discussed the lack of adequate credible information from Huntleigh and agreed that the investment should be redeemed if adequate, credible data on investment strategy and performance was not received by the committee prior to Board meeting of 25 October.</p> <p>MARQ-The board were advised that due diligence, drafting of trust agreements and declarations of freedom of conflict of interest had been obtained from the investment manager. The investment by PPPST would proceed during the first week in October.</p> <p>Australian Equities. The board was updated on the plan to reduce allocation to Tyndall due to poor performance and the "flight to quality" in local equity markets. Concerns about the recommendation by Van Eyk to invest in the Van Eyk portfolio were discussed with John Harte advising the board that (a) a review and tender for research advice to the committee would be completed in Q4 06 and (b) the investment merits of a fund of funds investing in a fund of funds reduced the attractiveness of this investment for members.</p> <p>The Board were advised:-</p> <p>(a) That the committee were reviewing asset allocation to Infrastructure funds to increase alpha for members without increasing risk.</p> <p>(b) That the annual review of investment committee Charter would be conducted in October</p> <p>(c) That the Capital protected pool had underperformed in 05/06 vs. specifications and that this matter was under investigation.</p>
8	Claims Committee Minutes (Rex Phillpott)	<p>The directors noted the decisions made under delegation to the following claimants:-</p> <p>a) The Additional report on Paul Holbrook was noted.- hardship claim declined</p> <p>b) The Minutes from the July Claims were noted:-</p> <p>i)Corrine Dickson-death-full payment to spouse.</p> <p>ii)Samantha Roman-death-full benefit to father-notify other relatives.</p> <p>iii)Debra Cheadle-hardship-release \$400.00 to cover outstanding expenses.</p> <p>c) The minutes from the 4 August claims were noted:-</p> <p>i)Fialelei, Maluatoga -Hardship- declined.</p> <p>ii)Scoop, John - Death.-full payment to estate.</p> <p>d) The minutes from 15 September claims were noted:-</p> <p>i)Hammond, Robert - Compassionate grounds-approval as per APRA - \$11,424.75.</p> <p>ii)Redmond, Scott -Hardship-decision pending following receipt of evidence of outstanding expenses to support claim.</p>

9	<p>Superannuation & Corporate Service Pty Ltd re Employers Federation</p> <p>(Rex Phillpott)</p>	A verbal update was given.
10	<p>Circular Resolutions</p> <p>11/2006 Deed of Variation for My Retirement Plan</p> <p>12/2006 Deed of Retirement of ACL and appointment of CCSL as Trustee to the Employers Federation.</p> <p>13/ 2006 Deed of Variation for My Retirement Plan-adding new provisions.</p> <p>14/2006 Authorise a Director to sign ASIC Form 312- Discharge or release of Property from a charge for ASIC Charge no. 1125435</p> <p>15/2006 Resolution to sign Loan between ACL, AMI, WGI and ANZ Nominees and the Fixed & Floating charges between AMI and ANZ Nominees and ACL together as the Chargee.</p> <p>16/2006 Approve the signing by the MD of PPPST Compliance Letters.</p>	<p>The Board ratified the Circular resolutions.</p> <p>It was noted that the resolution to sign the AMI Loan and Fixed and Floating Charge had not been signed as yet.</p> <p>The background to this investment through the Professional Pension PST is that the ANZ Custodian, on authority, had released funds prior to the correct documentation being put in place.</p> <p>The MD advised the Board that procedural changes had been made to ensure that such a release of funds can't happen again</p> <p>The Investment Committee had done their Due Diligence, however the contracting documentation did not accurately reflect the contacting parties.</p> <p>The Directors requested a review of the RMS and all RMP and underlying procedures in order to ensure all contractual obligations are executed at the time funds are released.</p> <p>Footnote.</p> <p>The correct documentation is now in place and the Circular Resolution was signed on the 6th October 2006. After the contracts were executed by ACL they were sent to ANZ Nominees on 13 October for execution.</p>
11	<p>Murray Valley update</p> <p>MD Rex Phillpott</p>	Noted
12	<p>New Business Tenders</p> <p>MD Rex Phillpott</p>	For noting.
13	<p>Update on WHSP (see tab 4)</p> <p>MD Rex Phillpott</p>	Noted.

15	Report on the progress of the Aspirence Disaster Recovery Site MD Rex Phillpott	The MD advised that a test was set up to simulate the different types of disasters as defined in the Disaster Recovery and Business Continuity Plan. Systems shutdowns. The MD advised the Board that he results met with our requirements and gave the Board a sign-off that- 'All tests performed on the 25 July were completed successfully.'
16	Section 17 of the SRC Act Submission to SCT re Morales a) Draft SCT Response b) SCT memo c) SCT request	The Board received an updated paper which required further amendments and noted that ACL has until the 13 October to officially reply. Footnote. An updated paper has been forwarded to the MD for comment on 6 October. A Circular Resolution has also been prepared.
17	Superannuation Industry Update	Noted
18	Other Business APRA Review -Thursday 14 th & Friday 15 th December 2006. (Chairman)	All Directors have made themselves available on Thursday 14 & Friday 15 th to meet with APRA in Sydney. A strategic planning day is also planned for Tuesday, 21 November in Albury.
19	Next Meeting	Next meeting to be held on Wednesday, 25 October (Sydney) for sign-off on Superannuation plans and sign-off on amended Compliance Plans. Board Meetings for the remainder of the year are; Wednesday 22 November (Albury) (note above strategic planning day for Tuesday 21 st Wednesday, 13 December (Sydney) (note above APRA review set for Thursday & Friday the 14 & 15 th of December.

There being no further business the meeting closed at 5.25 pm.

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John Godfrey – Chairman

Date

Action Items

Financial report as at 30 June 2006	CFO	Product profitability reports to be presented at the November Board meeting.
Complaints Register	MD	Complaints Register to be renamed
Employers Federation	Risk & Compliance Manager	To contact Brian Crispin from Virgoe Crispin & Associates re audit of the Employers Federation Risk Management Plan. Update-Contacted 4 October.
Risk & Compliance Committee Charter	Risk & Compliance Manager	To make changes as requested by the Risk & Compliance Committee members and present at the next Board Meeting after sign-off by the Risk & Compliance Committee
Compliance	Risk & Compliance Manager	Arrange an internal audit of the PPPST administrator as to compliance with administration procedures. Update. PPPST visited 5 October
Investment Committee	The Investment Committee Chairman	Research and present a proposition for a new investment fund called the 'Power of Best Ideas'.
2006/2007 Budget	CFO	To provide a corresponding Balance Sheet to support the 2007 profit prediction
Superannuation Industry Update & Periodic Statements	All Directors	All Directors to advise, read and send confirmation back to the Risk & Compliance Manager.

ACL/20/2006

**Circular Resolution of Astarra Capital Limited
A.C.N. 001 277 256**

We, the undersigned, being all of the Directors of Astarra Capital Limited (ACL) ACN 001 277 256 after scrutiny of the Agreement and related documentation, to provide a lending facility to investors in the Alpha Strategic Fund (the Alpha Fund) resolve to:-

Agreement
between ACL
and United
Pacific Finance
Pty Limited
ACN 053 703
389

Authorise two Directors to execute the Agreement between ACL and United Pacific Finance Pty Limited for investors in the Alpha Fund to enter into a Finance Package which grants security over their interest in the Alpha Fund.

ATTENTION: FRANCES LITTY

FAX: 8267 8690

.....
John Godfrey

.....
Rex Phillpott

.....
Place /Date

.....
Place/Date

.....
Kurt Groeneveld

.....
John Harte

.....
Place /Date

.....
Place/Date

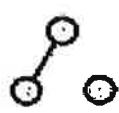
David Andrews
.....
David Andrews

SYDNEY 16 October 2006.
.....
Place/Date

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ASTARRA
Astarra Capital Limited
APRA RSE LICENCEE MEETING
and RESPONSIBLE ENTITY (RE) MEETING
ABN 33 001 277 256
RSE licence No: L0002721
AFS Licence 238000
Draft Minutes
for the **BOARD MEETING**
held at
level 41, 2 Park Street Sydney
NSW 2000
on
25 October 2006 at 11.15 am

Directors

John Godfrey (Chairman)
Rex Phillpott MD
Kurt Groeneveld
John Harte
David Andrews
By invitation of the Board
Frances Etty (Risk & Compliance Manager)
Richard Telfer (Chief Financial Officer)
Andrew Reeves (KPMG 12.30 to 2.30pm)
Justin Reynolds (KPMG from 12.30 to 2.30pm)

1	Confirm attendance and apologies (Chairman)	The Chairman
2	Fit & Proper Review of Register of Interests <i>Directors: Under the Corporations Act directors have an ongoing obligation to disclose to the other directors details of any material personal interest in a matter that relates to the affairs of the company. Directors of public listed companies should also immediately disclose to the company all relevant interests they hold in securities, options, and debentures of the company or its related bodies corporate, both on appointment as a director and whenever any change occurs in that interest.</i> Declaration that no Director is insolvent	<p>The MD declared that he had no conflict of interest with his Directorship of Astarra Securities Pty Limited.</p> <p>David Andrews advised he is a Consultant to WHSP and will refrain from taking part in any discussion concerning WHSP, David further advised, as foreshadowed, his appointment to the Asian Equities Opportunities Fund Compliance Committee of Lowell Capital Limited.</p> <p>John Harte advised he had been appointed as the National Facilitator for the Australian Institute of Company Directors and consultant to Tolhurst Noall.</p> <p>The Directors declared that they were not bankrupt, insolvent nor disqualified.</p>

	(Chairman)	The Directors also noted the change in ownership of the ultimate holding company, Wright Global Asset Management which is now 100% owned by Bella Donna. The Directors noted that David Millhouse is no longer a director nor holds a beneficial interest in the Astarra Group.																																				
3	Adopt Minutes from Board Meeting 27 September (Chairman)	After a minor amendment was made to the minutes, directors agreed to adopt them and they were signed by the Chairman.																																				
4	a) September MD Management Report b) September Financials c) Complaints Register d) ACL Succession Policy e) AFM Succession Policy (Rex Phillipott) (Richard Telfer CFO)	a) Management Report The Board noted the September Management Report. The Board further authorised work to commence on issuing a Corporate Authorised Representative (CAR) to Astarra Administration Management Pty Ltd (AAM) to allow for tenders for administration work. The Chairman also requested changes be made to the compliance with Service Standards being:- i) Rename as a statement ii State from ACL in its capacity as an Administrator?? iii)Take out references to 'should' Action item for the MD. Further action for the MD is to include the fund balances with the report. As at 22 October the balances were:- <table><tr><td>Alpha Strategic Fund</td><td>\$8.935m.</td></tr><tr><td>Marq Capital</td><td>\$0.769m</td></tr><tr><td>MillhouseIAG Private Equity</td><td>\$3.693m</td></tr><tr><td>My Retirement Plan</td><td>\$33.291m</td></tr><tr><td>Astarra Aus Equities Pool</td><td>\$0.475m</td></tr><tr><td>Astarra Cash Pool</td><td>\$0.560m</td></tr><tr><td>Astarra Capital Protected Pool</td><td>\$0.659m</td></tr><tr><td>Astarra Div Fixed Int Pool</td><td>\$0.964m</td></tr><tr><td>Astarra Div Fund No1 Pool</td><td>\$1.130m</td></tr><tr><td>Astarra Div Fund No2 Pool</td><td>\$0.469m</td></tr><tr><td>Astarra Div Fund No 3 Pool</td><td>\$1.014m</td></tr><tr><td>Astarra Div Fund No 4 Pool</td><td>\$7.638m</td></tr><tr><td>Astarra O/S Equities Pool</td><td>\$0.137m</td></tr><tr><td>Astarra Property Pool</td><td>\$1.940m</td></tr><tr><td>Astarra Personal Pension Plan</td><td>\$45.709m</td></tr><tr><td>Astarra Pooled Super Trust</td><td>\$11.752m</td></tr><tr><td>Astarra superannuation Plan</td><td>\$121.091m</td></tr><tr><td>Grand Total</td><td>\$240.228m</td></tr></table> b)Financial Report	Alpha Strategic Fund	\$8.935m.	Marq Capital	\$0.769m	MillhouseIAG Private Equity	\$3.693m	My Retirement Plan	\$33.291m	Astarra Aus Equities Pool	\$0.475m	Astarra Cash Pool	\$0.560m	Astarra Capital Protected Pool	\$0.659m	Astarra Div Fixed Int Pool	\$0.964m	Astarra Div Fund No1 Pool	\$1.130m	Astarra Div Fund No2 Pool	\$0.469m	Astarra Div Fund No 3 Pool	\$1.014m	Astarra Div Fund No 4 Pool	\$7.638m	Astarra O/S Equities Pool	\$0.137m	Astarra Property Pool	\$1.940m	Astarra Personal Pension Plan	\$45.709m	Astarra Pooled Super Trust	\$11.752m	Astarra superannuation Plan	\$121.091m	Grand Total	\$240.228m
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		<p>Noted together with the CFO's Financial prudential requirements certification that ACL met its financial prudential conditions.</p> <p>c) Noted that there had been no complaints.</p> <p>d) The Board adopted the ACL Succession plan, and marked it down for review May 2007.</p> <p>The Board also noted the AFM Succession Policy. The MD to recommend to AFM that the AFM succession plan be also reviewed in May 2007.</p>
5a 7b	<p>Superannuation Annual Financial Statements (Richard Telfer CFO)</p> <p>(a) Overview of Financial Statement Production</p> <p>b) Astarra Superannuation Plan</p> <p>c) Astarra Personal Pension Plan</p> <p>d) Astarra Pooled Superannuation Trust</p> <p>e) My Retirement Plan</p> <p>f) PPPST</p> <p>g) Employers Federation (all reports sent in one bundle covering the-</p> <p>i) APRA audit report</p> <p>ii) Financial and Compliance Audit Reports</p> <p>iii) RMS/RMP audit</p> <p>iv) Management letter</p> <p>h) KPMG Audit Report on the Astarra Funds (b) to e)</p>	<p>The CFO gave the Directors a verbal overview of the account and reports to be signed off.</p> <p>The KPMG auditors were welcomed into the meeting.</p> <p>The directors resolved that two directors, (where two directors were required to sign those Directors would be the Chairman and the MD, or when only one Director was required to sign, the signing Director would be either the Chairman or the MD), the following or wording very similar as applied to a particular Fund or Trust:-</p> <p>In the opinion of the Trustee of the 'Astarra Superannuation Plan' the 'Astarra Personal Pension Plan' the 'Astarra Pooled Superannuation Trust', 'My Retirement Plan' 'Professional Pensions PST' or the 'Employers Federation'(whichever is applicable)</p> <ol style="list-style-type: none"> the financial statements and notes set out on pages xxx are drawn up to so as to present fairly the position of the Fund (Trust) as at 30 June 2006 and the results of its operations and cash flow for the year then ended; and the operation of (whichever) has been carried out in accordance with its trust Deed and in compliance with: <ul style="list-style-type: none"> the requirements of the Superannuation Industry (Supervision) Act 1993 and Regulations; applicable sections of the Corporations act 2001 and regulations; the requirements under section 13 of the Financial Sector (Collection of Data) Act

		<p>2001; and</p> <ul style="list-style-type: none"> the Guidelines issued by the Australian Prudential regulation authority on Derivative Risk statements For superannuation Entities investing in derivatives, during the year ended 30 June 2006; and <p>3. The Financial Statements have been prepared in accordance with Accounting Standards, other mandatory reporting requirements and the provisions of the Trust Deed as amended.</p> <p>All reports were signed by the Directors and the applicable auditors being:- KPMG for i) Astarra Superannuation Plan j) Astarra Personal Pension Plan k) Astarra Pooled Superannuation Trust l) My Retirement Plan Einfeld Symonds Vince for PPPST & Virgoe Crispin & Associates for Employers Federation. The audit reports were not qualified except for the PPPST audit reports where the related party debenture, resolved prior June 2006, was mentioned.</p> <p>Update: All reports were lodged with APRA by 31 October 2006.</p>
6	<p>Superannuation APRA Annual Returns (Richard Telfer CFO)</p> <p>(a) Astarra Superannuation Plan (b) Astarra Personal Pension Plan (c) Astarra Pooled Superannuation Trust (d) My Retirement Plan (e) PPPST</p>	<p>The Directors resolved to sign the APRA returns for each Fund and Trust which was subsequently lodged with APRA prior 31 October.</p>
7	<p>RMP/RMS Audit 7a KPMG (Astarra Funds) 7b Virgoe Crispin & Associates (Employers Federation) included in 5a 7c Einfeld Symonds Vince (PPPST) (Frances Etty)</p>	<p>Unqualified RMS/RMP audit reports were received from each auditor being KPMG for the four in house Astarra Funds and Virgoe Crispin & Associates for Employers Federation and Einfeld Symonds Vince for PPPST.</p> <p>The reports were subsequently lodged.</p> <p>The meeting adjourned for lunch.</p>

	Break for a light lunch	After lunch Andrew Reeves and Justin Reynolds, the KPMG auditors, left the meeting and the meeting re-adjourned
8	<p>a) Compliance report b) Quarterly Health checks bi) Compliance overview bii) Risk c) Breach register ci) MIS cii) Superannuation ciii) reply to APRA Breach No 3 d) Verbal update from the Risk and Compliance Meeting held 25 October 2006 e) APRA ei)APRA Letter of 12 October eii)Draft work allocation for APRA request f) Legal advice re MIS Compliance Plans and Constitutions g) Draft PPPST administrator audit</p> <p>(Frances Etty)</p>	<p>Compliance Report. The Board received and noted the Compliance report. The MD will distribute additional information to the Directors in regard to pandemics from Susan Ley, Assistant to the Minister of Agriculture.</p> <p>Quarterly Health Checks-Compliance & Risk The board noted that the quarterly health checks had been duly completed and requested follow up by the Risk & Compliance Manager on any unsatisfactory replies.</p> <p>Breach Register. The Board noted the Breach Register & requested the Risk & Compliance Manager to action any inconsistencies.</p> <p>Reply to APRA Breach 3. The reply was noted. The Directors advised that each breach is assessed individually.</p> <p>Verbal Update from the Compliance Committee. David Andrews advised that the Risk & Compliance Committee spent some time going through the quarterly health checks and also the amended MIS Compliance Plans and Constitutions.</p> <p>APRA The papers distributed were noted, and in particular the requirement for the lodgement of information requested by APRA for Monday 6 November. The Chairman requested that the Risk & Compliance Manager speak to APRA in regards to their request for a Compliance Policy and Compliance Plan.</p> <p>Update The Risk & Compliance Manager spoke to Kenneth Lac on Friday 27. Kenneth advised that for the Compliance Policy APRA wanted to see a Policy document listing all the SIS requirements (and other business requirements) and that the Compliance plan would be a more detailed plan where a particular area of SIS would be internally audited by Compliance/Management.</p>

		<p>Additional update. A draft Policy and Compliance Plan were forwarded in the requisition documents on Monday 6 November.</p> <p>Draft PST Administrator Audit The Board noted the paper presented for review. The Board advised that PPPST has been placed under review.</p> <p>Auditors The directors noted the auditors observation that some RMS benchmarks could not be measured. This is a conflict between legal advice, which endeavours to cast a wide benchmark, and the auditors who are compelled to compare specific measures. Directors will continue to work with our professional advisers to ensure that the outcome is measurable and meaningful enough to deliver a verifiable outcome. At the November RMS workshop these measures will be discussed.</p>
9	<p>Investment Committee Minutes</p> <ul style="list-style-type: none"> • 18 October <p>(John Harte)</p>	<p>The Chairman of the Investment Committee, John Harte, advised;-</p> <p>1 Australian Equities-Tyndall.</p> <p>Tyndall has been under close investment committee scrutiny since March due to poor performance. A September investment committee presentation by Tyndall head of Equities did not convince the committee that Tyndall were well equipped to deliver outperformance in a "flight to quality" market environment. Tyndall was on 'no new money status', pending identification of suitable Australian Equities Fund managers to complement the existing investments. Van Eyk have been asked to nominate suitable investment managers as candidates for review and due diligence by the investment committee to opine an investment committee recommendation to the trustee board on the most appropriate investment managers.</p> <p>2 Investments The Investment Committee has commenced the researcher review process. The first stage is refinement of specification. The second stage will be assessment of current and other research managers against the specifications. The absence of conflicts of interest is an</p>

	<p>important additional assessment factor identified in these specifications.</p> <p>3 Current Asset Allocation. The committee have been presented with a time sensitive opportunity to invest member's funds in the Perpetual Infrastructure Fund. The committee have chosen not to invest in this potentially alpha adding product as there is a lack of clarity and good asset allocation data on the optimal use of domestic infrastructure in long term portfolios. The committee have requested research from Van Eyk on this matter and decided to defer investment in this asset class pending this research.</p> <p>MARQ Capital –the committee have been made aware of a change in investment trust structuring which will enable Marq Capital to achieve further property and investor diversification- benefiting the interests of members</p> <p>Mill house IAG Private Equity- Trusts 1&2</p> <p>Deutsche Life Sciences has Negotiated the sale of its share in Berlin Heart which may facilitate a possible cash surplus. Funds are currently held in Euros redeemed out of Berlin Heart. This presents an opportunity to address the highly illiquid nature of the current private equity investment. Effective liquidity planning demands clarification of the investment intentions and timing of the investment manager, David Millhouse,</p> <p>Follow up action required</p> <ol style="list-style-type: none"> Contact Investment manager to clarify timing and magnitude off investment of Berlin Heart proceeds. - John Harte In regard to liquidity –Rex Phillpott- should have a minimum of 5% cash. Board requested that the CFO look at the Investment Managers regarding the releasing cash and also Astarra Nominees and Securities. <p>Huntleigh. John Harte updated the trustee board on the process of gaining adequate reports and completing the assessment of Huntleigh. He</p>
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		<p>advised the board that a range of documents had been received and that two members of the investment committee had spent several hours with Huntleigh representatives in Sydney. The committee is continuing the due diligence and performance evaluation of Huntleigh.</p> <p>The Board encouraged the Investment Committee to complete assessments and advise on the ongoing appropriateness of maintaining the current investment of member funds in Huntleigh.</p>
10	<p>Claims Committee Minutes</p> <p>a) 26 September 2006</p> <p>b) 10 October 2006</p> <p>c) 24 October 2006</p> <p>(Rex Phillpott)</p>	<p>(a) Further evidence required to support the hardship claim i.e. statutory declaration from people Tiparpone Luangsuvanh owes money to, any other evidence ie overdue bills etc</p> <p>(b) Muluatoga Fialelei. Subject to current Centrelink confirmation, release net amount of \$1,260.00 to cover outstanding expenses as supplied.</p> <p>(c) Approval to release \$2,500 to Tiparpone Luangsuvanh which is the amount that is owed by Tiparpone Luangsuvanh in regards to the statutory declarations received by the Trustee.</p>
11	<p>Circular Resolutions</p> <p>17/2006 Confidentiality agreement between ACL, Genesys & Zurich</p> <p>18/2006 Ratify correspondence to the SCT re Morales</p> <p>19/ 2006 Execute IMA between ACL and PPPST</p> <p>20/2006 Execute agreement between ACL and United Pacific re Alpha Fund</p> <p>21/2006 Execute IMA's between ACL, WGI and Silverhall</p> <p>22/2006 Provide consent to Employers First to execute 2 Deed amendments at their Board meeting on 25 October</p> <p>23/2006 Execute the Tripartite Deed between ACL, AFM & NAB</p>	<p>All resolutions ratified except for:-</p> <p>a) 20/2006 Approved subject to one change –once minor change made the contract can be executed.</p> <p>b) 21/2006 Execute updated IMA's between ACL, WGI and Silverhall; and</p> <p>c) 23/2006 Execute the Tripartite Deed between ACL, AFM & NAB.</p> <p>The contracts attached to these resolutions have not yet been executed by the Board .</p>

12	a) MARQ Capital.PDS b) Executive Summary of Changes	To be presented back to the Board once all due diligence complete and all relevant sign-offs obtained. The Directors will then give their consent and an 'in-use' notice lodged with ASIC.
13	APRA review (additional documents required) a) ACL Compliance Plan b) IMA agreement with WGI re Alpha Strategic Fund c) IMA agreement with WGI re Astarra Pools d) IMA agreement with Silverhall re Astarra Residential Property Fund	To be held over to the November Board Meeting.
14	Employers Federation a) payment of administration fees b) payment of tax instalment	All payments ratified.
15	Morales claim – letter to SCT dated 9 October 2006	Noted that this document was submitted prior to the required date being 13 October..
16	Action Items List a. Financial report – product profitability report as at 30/6/06 by CFO b. Complaints register – renamed (see 4c) c. Employers Federation – audit update – audit of Risk Management Plan (F Etty) d. Risk and Compliance Committee Charter – for sign-off e. PPPST administrator audit – f. "Power of Best Ideas" – Investment Committee presentation g. 2006/07 Budget – CFO to provide balance sheet to support the 2007 profit prediction h. Industry update - confirmation (Chairman)	a) To be held over to the next Board Meeting b) Completed c) Completed d) Held over, more amendments advised by Risk & Compliance Committee. e) Completed f) Next Meeting g) Next meeting h) All to provide.
17	Industry Update	Noted and pleased with new format.
18	APRA Reviews PPPST APRA Review 23 November-Sydney PPPST premises	All Directors have made themselves available on Thursday 14 th December to meet with APRA . Kenneth Lac from APRA advises that the venues at left have been accepted.

	<p>APRA review - Investments – 4/5 December-Sydney</p> <p>APRA Review -Thursday 14th & Friday 15th December 2006.-Albury.</p> <p>(Chairman)</p>	<p>The times for commencement will be at 9:30am for 4 and 5 December (may finish around 4:30pm), and a 10:30am start and finishing around 4:15pm for 14 December 2006.</p> <p>A draft agenda will be issued by APRA over the coming weeks.</p> <p>Update. All documentation was submitted as per the APRA Requisition letter dated 12 October by the due date 6 November.</p>
19	Strategic Planning Day	The Board agreed to this day being the 21 November 2006 in Albury. The Chairman advised that the shareholders were also attending. The day may be split into two parts, before lunch spent with Shareholders and after lunch with Management.
20	Other Business	The Risk Management Strategy workshop to be held after the Board Meeting on 22 November. The Board Meeting will commence at 9am and finish at 12 o'clock. After a light lunch the RMS workshop will commence at 1pm and close at 4pm
21	Next Meeting	<p>Next meeting to be held on Wednesday, 22 November (Albury) Board Meetings for the remainder of the year are;</p> <p>Wednesday 13 December (Albury)</p>

There being no further business the meeting closed at 4.50pm.

..... Date.....
John Godfrey – Chairman

Action Items

Financial report as at 30 June 2006	CFO	Product profitability reports to be presented at the November Board meeting.
Risk & Compliance Committee Charter	Risk & Compliance Manager	To make changes as requested by the Risk & Compliance Committee members and present at the next Board Meeting after sign-off by the Risk & Compliance Committee
Investment Committee	The Investment Committee Chairman	Research and present a proposition for a new investment fund called the 'Power of Best Ideas'.

2006/2007 Budget	CFO	To provide a corresponding Balance Sheet to support the 2007 profit prediction
Superannuation Industry Update & Periodic Statements	All Directors	All Directors to advise, read and send confirmation back to the Risk & Compliance Manager.
Management Report	MD	<p>Changes to be made to the 'Compliance with Service Standards Certificate' being:-</p> <ul style="list-style-type: none"> i) Rename as a statement ii State from ACL in its capacity as Administrator iii)Take out references to 'should' <p>The MD is to include the fund balances with the Management Report.</p>
APRA Lodgements	CFO/ Risk & Compliance Manager	To lodge all required returns by 31 October 2006.
Investments – Huntleighs	Chairman Investment Committee	Notice received of investment decision.
Investments – Huntleighs	MD	In regard to liquidity –Rex Phillpott- should have a minimum of 5% cash
Investments – Huntleighs	CFO	Board requested that the CFO look at the Investment Managers regarding the releasing cash and also Astarra Nominees and Securities.
Investments	Chairman Investment Committee	The Investment Committee needs to arrange an external researcher to review the charter of all fund managers and their rating.
APRA Agenda	Risk & Compliance Manager	To distribute as soon as received.

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ASTARRA

ASTARRA CAPITAL LIMITED

ABN 33 001 277 256

AFS Licence 238000

**MINUTES OF THE
INVESTMENT COMMITTEE MEETING**

held at

Level 41, 2 Park Street

Sydney NSW 2000

on

15 November 2006

10.00am

Committee Members Present:

John Harte (Chairman)

Inbam Devadason

David Andrews

Richard Telfer

In attendance:

Laurie Berecny

Brendan Shanks-Colla (Secretary)

Marissa Hoffenberg (Van Eyk) 10.40am to 1.00pm

Hugo Vanhegan (Van Eyk) until 1.00p.m.

John Harte (Chairman) declared the meeting open at 10.05am

Item No.	Agenda Item	Comments
1.	Minutes from Previous meeting Declaration of Conflicts	The minutes were reviewed and deemed to be an accurate account of the meeting of the 18th October 2006. John Harte (chairman) signed the minutes. Members advised there were no changes in their commercial and financial interests that impacted on their freedom of conflict of interest.
2.	Economic Review (Laurie Berecny)	Laurie Berecny summarised the economic review report (distributed with papers) <ul style="list-style-type: none">o 25bp increase in interest rates to 6.25% – impact to be seen in the coming months (up to 12 months for full impact)o Indication is that interest rates should remain static for the

		<p>foreseeable future although largely dependant on the Quarterly. inflation figures for December</p> <ul style="list-style-type: none"> Regional differences may result in some states entering into recession whilst others have continued strong growth Australian equity market has been more "bullish" than previously expected \$AU continues to increase against \$US (especially with interest rate rise) <p>Fixed interest: <i>Recommendation: Maintain underweight although due to increasing volatility in the market an increased allocation may be considered necessary in the near future</i> Despite their lower than average returns the Bond market may be favourable with low positive returns to potential negative returns in highly volatile stock and property markets</p> <p>Australian Equities:</p> <ul style="list-style-type: none"> Good growth in October with a belief that market is approaching the top of the cycle Becoming more dependant on international markets <p><i>Recommendation: Retain current slight underweight position – with a view to further reduction in the medium term</i></p> <p>Property:</p> <ul style="list-style-type: none"> Listed property dropped 2.3% during October Increased volatility during the short term with a belief that listed market is overvalued Should start to see direct property have a larger impact on growth looking forward <p><i>Recommendation: Listed – Maintain slight underweight position</i> <i>Direct – Maintain slight overweight position</i> Consideration may be given to exploring exposure to ex-Australia property opportunities</p> <p>International:</p> <ul style="list-style-type: none"> US market sluggish with a continued reduction in unemployment growth and residential property slow down Economy highly dependant on oil prices and the property market Britain saw a 25bp increase in interest rates to dampen pressure on inflation Japan continues with expected growth with a high level of uncertainty about the future China GDP increased 10.4% reflecting success of monetary tightening Van Eyk sees China's outlook to continue strongly for some time yet. <p><i>Recommendation: Maintain current position (slight overweight to neutral) with a move from growth to value investments</i></p>
3.	Asset Allocation in Light of Economic Review	<p>The diversified products are currently underweight in cash/Fixed interest, neutral in equities (underweight Australia, overweight International) and overweight property.</p> <p>It was recommended in broad terms to increase allocation to</p>

		<p>Cash/Fixed interest, with decreased exposure to equities and property reducing risk in the portfolio.</p> <p>Action: Draft a schedule of new tactical allocations, circulate for consideration by committee before the next meeting</p> <p style="text-align: right;">Inbam</p> <p>The committee discussed the opportunity to increase cash yields by investing a portion of the fixed interest portfolio in enhanced cash products.</p> <p>The committee decided to investigate (up to three managers) the opportunities and risks of enhanced cash options to further boost the performance of the currently underperforming cash products.</p> <p>Action: Recommend up to three managers with emphasis on liquidity and risk minimization.</p> <p style="text-align: right;">Inbam</p> <p>Action: Richard to clarify whether current PDS permits enhanced cash investments.</p> <p style="text-align: right;">Richard</p> <p>Richard advised that the transfer of cash investments from Bank of Western Australia to NAB had not yet been completed.</p> <p>Action Advise committee when switch is successfully completed</p> <p style="text-align: right;">Brendan</p> <p>Marissa Hoffenberg (Van Eyk) joined the meeting @ 10.40am</p> <p>Currency Hedging – extent and duration</p> <p>Richard Telfer confirmed that Millhouse/AG was not currently hedged and that he was still awaiting confirmation from absolute alpha.</p>
4.	Review of Diversified Asset Allocations Actual V's Tactical	<p>It was agreed that the transition to tactical allocations was to be completed via cash flows. Brendan advised that net cash flows had been low and as a result the transition remained in progress. The committee agreed that they were satisfied that there were no points of concern in relation to the asset allocations. The new presentation of reports was appreciated with mild refinement possible in coming months. Concern was raised with the geographical and manager specific concentration of international equities in Huntleigh/Absolute Alpha. The committee agreed to review geographical diversification</p>

		<table><tr><th></th><th></th><th>\$ 000's</th><th>% movement</th></tr><tr><td>FUM at beginning of month</td><td>30-Sep</td><td>234,072.6</td><td></td></tr><tr><td>Inflows</td><td></td><td>6,426.3</td><td></td></tr><tr><td>Outflows</td><td></td><td>5,119.7</td><td></td></tr><tr><td>Net Funds Flows</td><td></td><td>1,306.6</td><td>0.56%</td></tr><tr><td>Market Growth</td><td></td><td>5,909.3</td><td>2.52%</td></tr><tr><td>FUM at end of month</td><td>31-Oct</td><td>241,288.5</td><td>3.08%</td></tr></table>			\$ 000's	% movement	FUM at beginning of month	30-Sep	234,072.6		Inflows		6,426.3		Outflows		5,119.7		Net Funds Flows		1,306.6	0.56%	Market Growth		5,909.3	2.52%	FUM at end of month	31-Oct	241,288.5	3.08%
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5.	FUM & Performance summary	<p>The committee reviewed the absolute and relative performance of the sector specific and diversified portfolios. Diversified portfolio performance was good. Property & Australian Equities had sector specific underperformance.</p> <p>Property –below par performance of Silverhall may be due to a valuation lag.</p> <p>Action Review Silverhall valuation and impact on performance.</p> <p style="text-align: right;">Richard/Brendan</p> <p>Australian Equities due to Tyndall underperformance in January -June 2006. This demonstrates the logic supporting the committee decision to liquidate Tyndall as quickly as possible (once appropriate replacement managers are found).</p>																												
6.	Australian Equities Manager Presentation: Ausbil Dexia Limited	<p><i>Mark Knight & John Grace (Ausbil Dexia Limited) entered the meeting @ 11.10am to present the Ausbil Dexia Active Equity Fund.</i></p> <p>Points of interest included:</p> <ul style="list-style-type: none">o Achieve out performance whilst maintaining a lower risk profileo Not classified as "value" or "growth" but rather as a "core" investor that operates rotationally based upon current economic climateso High focus on company visits and research to gain a greater understanding of companies' "true potential"o Historically index +3% <p><i>Mark Knight & John Grace left the meeting at 11.45am</i></p>																												
7.	Australian Equities Manager Presentation: Concord Australian Equity Fund	<p><i>Richard Douglas (Concord) & Meghan Aubrey (Macquarie) entered the meeting @ 11.50am to present the Concord Australian Equity Fund. Departed @ 12.20pm</i></p> <p>Points of interest included:</p> <ul style="list-style-type: none">o Focus on the business of investing (Marketing and sales peripheral – Hence relationship with Macquarie)o Strong research driven focus- taking best practice from the practices of Capital International and Wellington Management Companyo Philosophy- research driven investment success will result in successful businesso 100% owned by employees & clientso Some employees have investments within the fundo Low stock turnover, approx. 40%o Up to \$0.5B capacity available																												
8.	Australian Equities Manager Selection	<p>Van Eyk was asked to summarise their reasons for recommending these two managers.</p> <ul style="list-style-type: none">o Of all AA rated managers Ausbil Dexia are standout managers with strong portfolio construction methods and																												

		<p>recognise the ability of its analysts</p> <ul style="list-style-type: none"> o Concord has a highly experienced team with well proven track records of consistent performance <p>The Committee highlighted the perceived strengths of each manager</p> <ul style="list-style-type: none"> o Dexia: Consistent performance, strong input from top down (not common), not style specific o Concord: True bottom up management style again with no specific style (Growth vs. Value), more concentrated portfolio delivering slightly higher volatility than Dexia. <p>The committee determined:</p> <ol style="list-style-type: none"> a) Both managers compliment each other and the existing managers within the Australian Equities portfolio. b) Both managers offer strong investment prospects for members funds c) That investment in these managers should proceed, irrespective of potential changes to allocations to these managers by Van Eyk Blueprint. <p>Members of the committee supported a recommendation to the trustee that the funds resulting from the Tyndall liquidation be allocated to both managers at a split of 66% to Dexia & 34% to Concord (lower allocation to Concord due to higher portfolio concentration & slightly higher volatility).</p> <p>Australian Equities summary</p> <ol style="list-style-type: none"> 1. Redeem all funds from Tyndall Australian Equity Fund 2. No new monies to Van Eyk Blueprint and Perpetual 3. Allocate Tyndall redemption proceeds and Australian Equities new monies 66/34 to Ausbil Dexia/Concord. 4. Review investment in Perpetual Australian Equities at next investment committee meeting.
9.	Capital Protected Fund	<p>Despite continued requests for specific reporting to address issues identified in the September 2006 report, no further data or explanation has e been provided by Peter Smith. As a result the chairman requested that Van Eyk's representatives express the committee disappointment to Van Eyk senior management and provide a response by 22nd of November to advise how concerns will be addressed. Marissa (Van Eyk) confirmed that she would take the committees concerns to senior management Van Eyk</p>
10.	Matters arising previous meeting	<ul style="list-style-type: none"> o Cash Returns – Due to logistical reasons, transfer from BWA to NAB was incomplete. Brendan advise committee of at time of completion o Review of benchmarks – Completed o Asset allocations, international – awaiting response, Van Eyk o Fee for Alpha – John Harte to raise directly with Peter Smith o Due Diligence development – in progress
11.	Confirm next meeting date	<p>20th December 2006 @ 9.00am (note earlier start) January meeting 31st January 2007 <i>Laurie Berecny, Marissa Hoffenberg & Hugo Van Hegan left the meeting at 1.00pm</i></p>
12.	AOB	No other business
13.	Investment	The committee reviewed the amendments and improvements

	Committee Charter	<p>arising from the scheduled review of the charter that had been led and facilitated by David Andrews.</p> <p>The chairman and committee thanked David for his work on this important project.</p> <p>Action</p> <p>Provide final copy to chairman for inclusion with trustee board papers for 22nd of November review.</p> <p style="text-align: right;">David Andrews</p>
14.	Huntleigh	<p>The committee discussed due diligence and reporting progress. Some advances had been made in the past 4 weeks, facilitated by the meeting with Huntleigh representatives on the 25th of October.</p> <p>It was agreed to request that Absolute Alpha submit Huntleigh to the independent, standard, third party specialist alternative investment review agencies for assessment as a sub advisor in the Absolute Alpha fund of hedge funds.</p>

There being no further business, John Harte declared the meeting closed at 1.45pm

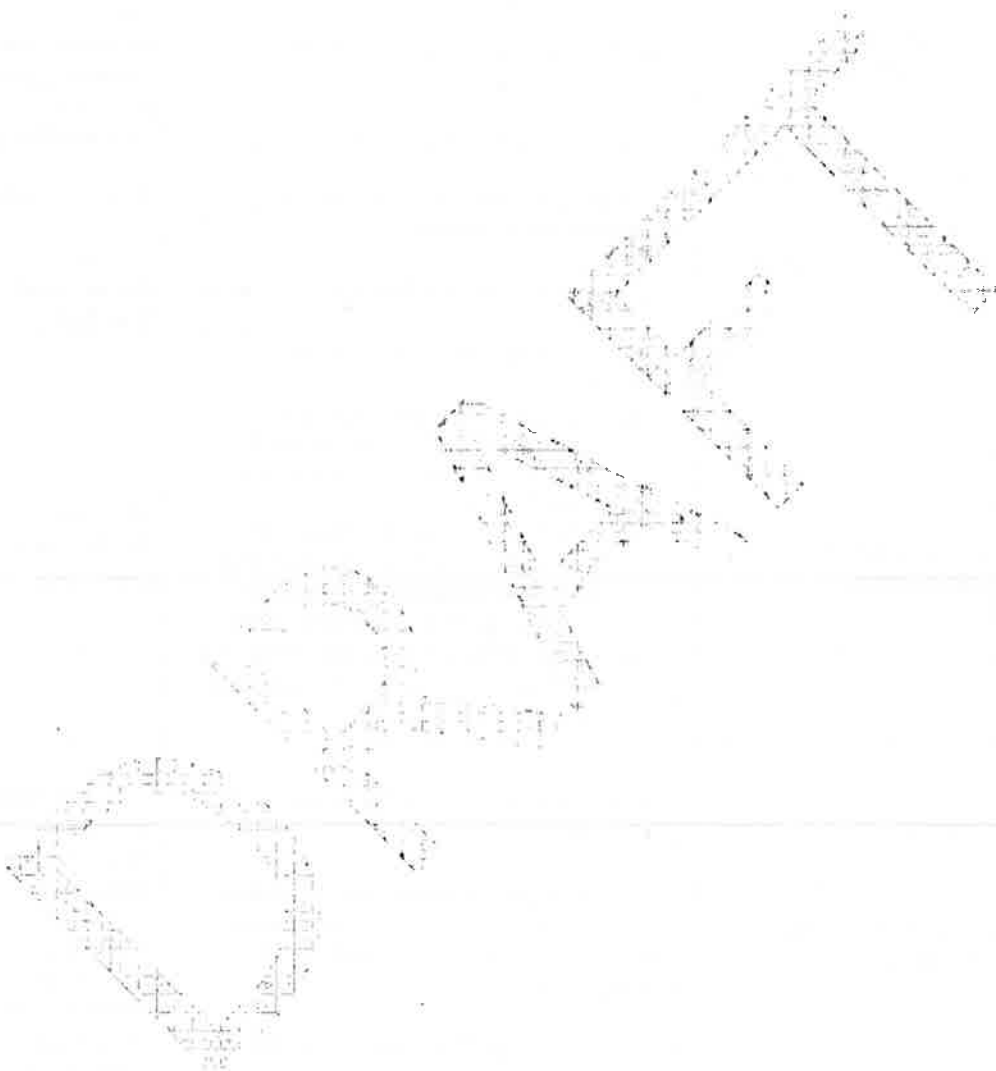
John Harte (Chairman)

Date

Action Items

November Meeting Action Number	Topic	Action	Accountability
1.	Fee for Alpha	Prepare a report on Fee per Alpha for all property and alternative managers used in the Astarra portfolios	Peter Smith (Van Eyk) John Harte
2.	Due Diligence development	Completion of due diligence reports	John Harte/Brendan Shanks-Colla
3.	Cash mgr transition Enhanced Cash Funds	Confirm upon completion Confirm PDS allows for investments to enhanced cash options. Research up to three enhanced cash mgrs	Brendan Shanks-Colla Richard Telfer Inbam Devadason/Van Eyk
4.	Benchmarking information	Provide benchmarking information concerning: a) the typical key asset groups that diversified fund in the market have (eg AE, IE, alternate assets, FI, Cash) b) which asset classes are usually included in each asset group (eg alternate assets include hedge, private equity and infrastructure) c) typical benchmarks and ranges for each asset class within diversified funds	Marissa Hoffenberg (Van Eyk)
5.	FUM Performance	Review Silverhall valuation and impact on performance.	Richard Telfer/Brendan Shanks Colla
6.	Australian Equity managers	Commence due diligence review on Ausbil Dexia & Concord to ensure investments can be completed upon ratification of trustee board	John Harte Brendan Shanks Colla
7.	Capital Protected	Prepare report on Capital Protected pool for committee	Peter Smith (Van Eyk) John Harte (to investigate delay)
8.	Investment Committee Charter	Provide final copy to chairman for inclusion with trustee board papers for 22 nd of November review.	David Andrews
9.	Huntleigh	Request that Absolute Alpha submit Huntleigh to the independent, standard, third party specialist alternative investment	John Harte

		review agencies for assessment as a sub advisor in the Absolute Alpha fund of hedge funds.	
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ASTARRA
Astarra Capital Limited
**APRA RSE LICENCEE MEETING
and RESPONSIBLE ENTITY (RE) MEETING**
ABN 33 001 277 256
RSE licence No:L0002721
AFS Licence 238000
Minutes
of the **BOARD MEETING**
held at
Level 1, 540 Swift Street Albury
NSW 2000
on
22 November 2006 at 9am

Directors

John Godfrey (Chairman)
Rex Phillpott MD
Kurt Groeneveld
John Harte
David Andrews

By invitation of the Board

Frances Etty (Risk & Compliance Manager)
Richard Telfer (Chief Financial Officer)

1	Confirm attendance and apologies (Chairman)	The Chairman confirmed a quorum was present.
2	Fit & Proper Review of Register of Interests <i>Directors: Under the Corporations Act directors have an ongoing obligation to disclose to the other directors details of any material personal interest in a matter that relates to the affairs of the company. Directors of public listed companies should also immediately disclose to the company all relevant interests they hold in securities, options, and debentures of the company or its related bodies corporate, both on appointment as a director and whenever any change occurs in that interest.</i> Declaration that no Director is insolvent	The Directors declared that they were not bankrupt, insolvent nor disqualified and there were no changes to their interests register.

	(Chairman)	
3	<p>Adopt Minutes from Board Meeting 25 October 2006</p> <p>(Chairman)</p>	<p>The Directors agreed to adopt the minutes from the 25 October board Minutes and they were signed by the Chairman.</p>
4	<p>(a) October MD Management Report (b) October Financials (c) Complaints Register</p> <p>(Rex Phillpott) (Richard Telfer CFO)</p>	<p>October MD Management Report</p> <p>New Business Opportunities New business opportunities have developed from meetings with three new product suppliers wanting administration services and the establishment of the Titanium Wrap Product.</p> <p>Relocation. Negotiations continue for a Sydney office relocation.</p> <p>IT Update The results of the penetration test for security were excellent.</p> <p>The Supervisor11 software was upgraded to version 2.10.05 on 8 November.</p> <p>Compliance statement. The Trustee received the completed Service Standards Compliance Statement from the Administration Centre.</p> <p>The Directors discussed the capacity of ACL as to its Human, IT and Financial Resources and deemed them adequate at this present time. Successful new business opportunities will bring with them resource requirements which will be addressed at that time.</p> <p>All telephone staff are PS146 trained and qualified.</p> <p>October Financials The Board discussed the October financials. The CFO explained that as the business is small it was beneficial to operate the accounting system by keeping payments & cashflow in sync. Once the business grew APRA and audit fees and other large expenditures will be accrued monthly.</p> <p>The CFO also advised that the Alpha Strategic Fund (ASF) had become a Disclosing Entity, having in excess of 100 members.</p>

		Complaints Register ACL had received no complaints for the period.
5	(a) Compliance report (b) Risk & Compliance Committee draft minutes. (c) Breach register ci) MIS cii) Superannuation (d) Breach procedure (e) Compliance Policy (f) Compliance Plan (Frances Etty)	Compliance report The Board discussed and noted the report. The MD and the Risk & Compliance Manager advised that CCSL (Employers Federation's new trustee) had been requesting updated information from ACL and had also asked again for information in regard to breaches previously lodged by ACL with the regulators and sent to CCSL as part of the Due Diligence process. The Board further requested a brief report on the latest communications from CCSL in regard to the Employers Federation issues for the management of potential risks. Pending legal advice and a reply from CCSL a potential issue may arise. Risk & Compliance Committee draft minutes Noted Breach Registers. The Board noted the Breach registers and that no new breaches had been reported during the period Breach procedure The Board requested the Risk & Compliance Manager to make some minor changes to the wording prior to sign off. Compliance Plan & Compliance Policy The Board discussed and requested further refinement and to seek external legal advice as to the precise context within the overall compliance obligations. Compliance The Board requested a copy of the staff and work projects scheduled for the next 2 months for Risk & Compliance.
6	Investment Committee (IC) Minutes (a) 18 October (b) 15 November (c) Revised Investment Committee Charter (John Harte)	The Board accepted the minutes as read. Australian Equities The IC Chairman advised the meeting that, in accordance with the decision communicated and discussed with the board in September and October, and given Tyndall's underperformance all monies, (Approx \$23million would be redeemed and allocated 66% to the manager

	<p>Ausbil Dexia Limited and 34% into the Concord Australian Equity Fund. The Board agreed and ratified this decision subject to completion of satisfactory Due Diligence on both managers - Ausbil Dexia and Concord.</p> <p>APRA to be advised of the exit from Tyndall and the change of mandate with Ausbil Dexia and Tyndall.</p> <p>The Board also ratified the decision not to invest further monies into van Eyk Blue Print investment facility and the committee's decision to review the level of Australian Equity assets allocated to Perpetual to reduce manager specific risk. This was because of Perpetual's decision to hold up to 10% of their Australian Equities fund in overseas equities- diluting their "true to label" and unhelpfully complicating/second guessing asset allocation.</p> <p>Capital Protected Fund Information from van Eyk to address issues identified in September has not yet been received.</p> <p>The Board ratified the decision of the IC to bring the matter to the attention of AMP, the reporting fund manager, and that no new moneys would be invested until senior van Eyk management provides a response to the issues raised.</p> <p>Huntleigh. The Board ratified the decision of the IC to request Absolute Alpha submit Huntleigh to the rigours of their independent, standard, third party specialist alternative investment review agencies for assessment as a sub advisor in the Absolute Alpha fund of hedge funds.</p> <p>Property Noted the performance summary within the IC minutes. The IC was tracking Silverhall's performance (which may be impacted by valuation issues) against the investment returns advised in the PDS.</p> <p>Investment Committee Charter Approved subject to some minor changes. To be signed off in the next meeting.</p>
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7	Claims Committee Minutes (Rex Phillpott)	The Board noted the payment to Lesley Middlebrook of \$3,550 approx TPD –part B of the definition from the Astarra Superannuation Plan Trust Deed.
8	MARQ Capital.PDS (Rex Phillpott/Frances Etty)	<p>The Board noted the Due diligence and legal sign-off and requested some improvements be made to the Due Diligence process so that signatures appear alongside each line. The Board also noted the proposed Unitholder's Meeting to be held 5 December.</p> <p>The Board gave consent to the PDS issue subject to a satisfactory resolution of the fees and performance issues by the Manager.</p> <p>The Risk and Compliance Manager to issue an 'In-use' notice to ASIC.</p>
9	Morales claim – letter to SCT dated 9 November 2006 (Frances Etty)	The Board noted the reply sent to the SCT in regard to Morales.
10	<p>Action Items List</p> <ul style="list-style-type: none"> a. Financial report – product profitability report as at 30/6/06 by CFO b. Risk and Compliance Committee Charter – for discussion c. "Power of Best Ideas" – Investment Committee presentation d. 2006/07 Budget – CFO to provide balance sheet to support the 2007 profit prediction. e. APRA returns to be lodged. f. Work to commence on AAM becoming a CAR of ACL. g. Management report- changes to be made to the 'Compliance with Service Standards Statement' h. Investments- Huntleighs various issues to be resolved. i. Investments –the Investment Committee to arrange an external researcher review 	<ul style="list-style-type: none"> a) January/February meeting b) Next meeting c) No longer applies d) By February Board meeting e) Completed by 30 October f) Work has commenced 10h. Researcher process has commenced. See item 9 in Board minutes of 25/10/06. h,i,j Resolved.

	<p>process</p> <p>j. APRA agenda-to be distributed.</p> <p>k. Updated IMA's. Will be held over to the December meeting</p> <p>(Chairman)</p>	<p>j) Agendas now distributed except for the 14/15 December.</p> <p>k) Next meeting</p>
11	<p>11a Industry Update – November</p> <p>11b Industry Update sign-off - October</p>	The Industry update was taken as read and the Board signed-off to this effect.
12	<p>APRA Reviews</p> <p>PPPST APRA Review 23 November</p> <p>APRA review - Investments – 4/5 December</p> <p>APRA Review -Thursday 14th & Friday 15th December 2006.- Albury.</p> <p>(Chairman)</p>	Agendas received for the PPPST and Investment review and have been distributed.
13	Strategic Planning Day	Minutes from this meeting have been distributed to all participants.
14	Other Business	Held over to next meeting.
15	Next Meeting	<p>Next meeting to be held on:-</p> <p>Wednesday 13 December 10.30am (Albury) Followed by APRA Review for two days 14/15th December.</p> <p>Proposed Board Meetings for 2007</p> <p>Tuesday 6 February (the Chairman is unavailable for Wednesday 7th) Wednesday 28 March Tuesday 24 April (25th Anzac day) Wednesday 23 May Wednesday 25 July Wednesday 22 August Wednesday 26 September Wednesday 24 October Wednesday 28 November Wednesday 12 December</p>

There being no further business the meeting closed at 1.00pm.

Date.....

John Godfrey – Chairman

Action Items

Compliance Work Schedule	Risk & Compliance Manager	To be presented to the next meeting
Compliance Policy/Plan	Risk & Compliance Manager	Investigate and report to next meeting.
Employers Federation	Risk & Compliance Manager	To provide a status report and seek Legal opinion asap.
Financial report as at 30 June 2006	CFO	Product profitability reports to be presented at the February Board meeting.
Risk & Compliance Committee Charter	Risk & Compliance Manager	To be presented to the next meeting
Investment Committee Charter	David Andrews	To be presented to the next meeting
2006/2007 Budget	CFO	Carried over to the February 07 Board Meeting
ACL to issue a Corporate Authorised Representative (CAR) to Astarra Administration Management Pty Ltd (AAM)	Risk & Compliance Manager	Research continuing.

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**APRA RSE LICENCEE MEETING
and RESPONSIBLE ENTITY (RE) MEETING**
ABN 33 001 277 256
RSE licence No: L0002721
AFS Licence 238000
Minutes of the BOARD MEETING
held at
level 41, 2 Park Street,
Sydney NSW 2000
on
27 June 2007 at 10.10 am

Directors

David Andrews (Chairman)
Rex Phillpott MD
Keith Finkelde
John Harte
John Godfrey until 10.15am
David O'Bryen from 10.15am
By invitation of the Board
Frances Etty (Risk & Compliance Manager)
Richard Telfer (Chief Financial Officer)
John Godfrey departed at 2.30pm

There was a two hour break for a farewell lunch for John Godfrey from 12-15 to 2-15pm. The Board was joined by Ross Ellis and Ivan Barr from the Risk & Compliance Committee and members of the Compliance team for lunch.

1a	Confirm attendance and apologies (Chairman)	There were no apologies and the Chairman confirmed a quorum was present and the meeting open.
1b	Resignation of John Godfrey	The Chairman tabled John Godfrey's resignation and the Board thanked John for his contribution as a Director.
1c	Appointment of David O'Bryen (subject to Fit & Proper checks)	The Chairman tabled David O'Bryen Consent to Appointment as a Director and David O'Bryen's appointment will be subject to all Fit & Proper documentation being satisfactory.
1d	Ross Ellis terminating as an alternate Director to John Harte	John Harte terminated Ross Ellis as an alternate Director and the Chairman tabled a letter of resignation from Ross Ellis.

2	<p>Fit & Proper</p> <p>Review of Register of Interests <i>Directors: Under the Corporations Act directors have an ongoing obligation to disclose to the other directors details of any material personal interest in a matter that relates to the affairs of the company. Directors of public listed companies should also immediately disclose to the company all relevant interests they hold in securities, options, and debentures of the company or its related bodies corporate, both on appointment as a director and whenever any change occurs in that interest.</i></p> <p>Declaration that no Director is insolvent</p> <p>(Chairman)</p>	<p>All Directors declared there are no conflicts of interest and also that all are not bankrupt, insolvent nor disqualified.</p>
3	<p>Approve Minutes from Board Meeting's:</p> <ul style="list-style-type: none"> a) 23 May 2007 b) 13 June 2007 <p>(Chairman)</p>	<p>The minutes from the Board Meetings held 23 May & 13 June were taken as read and signed by the Chairman.</p>
4	<p>Regulator Update</p> <ul style="list-style-type: none"> (a) APRA Project update ai APRA Gantt Chart update (b) Draft response to APRA Bi) Corporate Governance policy (for sign-off). Bii) Delegations Policy 	<p>Regulator Update. APRA Project update. The draft letter to APRA was tabled and noted by the Board. John Harte advised further updates to the investment sections and these were added to the paper immediately following the meeting. Update: The reply to the APRA requisition letter plus all attachments were hand delivered to APRA on Friday 27 June 2007 including the Corporate Governance Policy, The Delegations Policy, Unit Pricing Policies and revised RMS.</p> <p>APRA Gantt Chart update Noted by the Board.</p> <p>Corporate Governance Policy After some minor amendments the Corporate Governance Policy was signed by two directors.</p> <p>Delegations Policy After some minor amendments the Delegations Policy was signed by two directors. The Directors requested that attempts continue to streamline and simplify the delegations in place for both the benefit of management and directors.</p>

<p>(c) Correspondence from ASIC</p> <ul style="list-style-type: none"> ci) Notice of Hearing – PDS for Millhouse IAG Private Equity Fund cii Reply to ASIC ciii New Millhouse PDS civ Director consent to issue PDS cv Due Diligence on MillhouseIAG PDS cvi Legal sign-off for MillhouseIAG PDS <p>(d) di) Acknowledging application to vary AFSL (replacement of Shawn Richard with Richard Telfer)</p> <ul style="list-style-type: none"> dii) ASIC requisition on Variation to AFS Licence diii) Reply to ASIC dated 18 June 2007 div) Further requisitions 18 June 07 	<p>Correspondence from ASIC.</p> <p>The Board noted both the Notice of Hearing letter from ASIC and the reply. ACL had received a 'Notice of Hearing' from ASIC on 8 June 2007 in regard to its Product Disclosure Statement (PDS) dated 27 April 2005 for MillhouseIAG Private Equity Fund and the supplementary product disclosure statement dated 22 March 2006 (together the 'PDS'). This PDS was issued prior to a Consumer Advisory Warning being legislated under Corporations Act s 1013D(i)(d) and sub regulation 7.9.16N(2) and the PDS containing this information had not been finalised. ASIC also required some additional investment information to be included. ACL was in the process of issuing a new PDS, however the new PDS had not been issued at the time of ASIC's Notice.</p> <p>A representative from ASIC liaised over several days with us, with the following outcome:-</p> <ul style="list-style-type: none"> • ACL does not have to attend the Hearing; • the current MillhouseIAG PDS has been withdrawn from websites and we are not issuing or accepting any application under the current Product Disclosure Statement & Supplementary Product Disclosure Statement; • ACL has issued a new PDS dated 27th June 2007 (ASIC received a draft copy to comment on); • ACL has consented to a stop order being placed on the PDS if ASIC requires. <p>The MD advised the Board that all other PDSs had been checked to ensure all included a Consumer Warning.</p> <p>MillhouseIAG PDS.</p> <p>The Board noted the new MilhouseIAG PDS and noted the due Diligence and sign-offs from all involved plus legal.</p> <p>The Board consented to the issue of the new PDS and instructed the Risk & Compliance Manager to lodge an 'In-use notice' within 5 business days of issuing.</p> <p>Variation of AFSL Licence.</p> <p>The Board noted the application and attached proofs and two Directors signed the updated Business Description. The Risk & Compliance Manager advised the Board that ASIC had required that ACL, AFS, had to</p>
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	<p>dv) Letter to ASIC 22 June 07 dvi) Updated Business Description for sign-off.</p> <p>(e) PPPST Gantt Chart update</p> <p>(f) RMS updated for sign-off by 2 Directors</p> <p>(g) RMPs updated for sign-off by 2 Directors</p>	<p>withdraw its authority to advise on derivatives under Licence number 238000 prior to them considering the change of Key Person.</p> <p>Update. The Risk & Compliance Manager was contacted by ASIC & advised that the application would be rejected unless withdrawn as Mr Richard Telfer does not have the same experience as Mr Shawn Richard. The application was withdrawn.</p> <p>PPPST Gantt Chart update. The Board noted that the wind-up of the PPPST and issue of the ARP Growth Fund MIS has been progressing and is running as per the project time line.</p> <p>Risk Management Statement.(RMS) After much discussion and input by the Risk & Compliance committee and Board members the RMS was signed off by two Board Members and lodged as an annexure with the APRA letter.</p> <p>Risk Management Plans To be updated as soon as possible.</p>
5	<p>(a) MD's May Management Report</p> <p>(b) Business Plans 2007/08 including budgets. bi ACL Business Plan bii AFM Business Plan biii ASI Business Plan biv Group Business Plan</p> <p>(c) May Financial report</p> <p>(d) Complaints Register di) Complaint by Brooke Hitchens dii) Reply to Brooke Hitchens</p>	<p>May Management Report The Directors noted the paper tabled. The MD advised the board of the smooth running of end of Financial Year processes and the move to Simpler Super. The Supercorp release of updates for SupervisorII is anticipated for Friday 22 June. The move to forward pricing was completed in early June. KPMG have completed their Compliance & SIS audits and no major deficiencies have been found.</p> <p>Business Plans 2007/08 including budgets The Board approved the ACL Business Plan and budgets and noted the AFM, ASI and group Astarra Business Plan & Budgets.</p> <p>May Financial report. The Board noted the CFO's sign-off that ACL met all its prudential financial conditions for the month of May 2007.</p> <p>Complaints Register The Board noted the complaint and the reply and requested that in future further effort be made to ensure the members Tax File Number had been received.</p>

	<p>(e) Disaster Recovery Plan</p> <p>(Rex Phillpott) (Richard Telfer CFO)</p>	<p>Disaster Recovery Plan</p> <p>The updated Disaster Recovery Plan was noted. This plan will be updated twice a year to ensure all current issues are addressed.</p>
<p>Break for Lunch after which John Godfrey departed.</p>		
6	<p>(a) Compliance report</p> <p>(b) Breach register</p> <p> b) MIS</p> <p> b) Superannuation</p> <p> bii) Breach 6, 7, 8 and 9</p> <p>(c) Minutes of the Risk & Compliance Committee meeting (draft)</p> <p>(d) Compliance Plans for sign-off by all Directors.</p> <p>(Risk & Compliance Manager)</p>	<p>The meeting reconvened.</p> <p>Compliance Report</p> <p>The Board noted the Compliance Report. The issues raised were discussed under Agenda no.4 for regulator update or under action items at Agenda Item 12.</p> <p>Breach register</p> <p>The Breach registers were noted along with the four breaches reported to APRA.</p> <p>Minutes of the Risk & Compliance Committee meeting (draft)</p> <p>The draft minutes of the Risk & Compliance Meeting were noted.</p> <p>Compliance Plans for Director sign-off</p> <p>All Compliance Plans were signed off by the Directors except for the Investment Service and the Alpha Strategic Plan. The Compliance Plans for the ten pools that comprise the Investment Service will be submitted to the August Board Meeting for sign-off along with the Alpha Strategic Compliance Plan.</p>
7	<p>Investment Committee Minutes</p> <p>(a) 16 May 2007</p> <p>(b) 20 June 2007 (draft)</p> <p>(bi) Attachment for 20 June 2007</p> <p>(Chairman, Investment Committee)</p>	<p>The Board noted the Investment Committee Minutes.</p> <p>The Chairman of the Investment Committee, Dr John Harte, advised the Board of the following;</p> <p>Investments</p> <p>Performance. Herschel very good performance. Silverhall-valuations reflect expected returns taking into account work in progress.</p> <p>The Committee Chairman advised that he has been liaising with Shawn Richard to reduce the manager specific exposure to Huntleigh (Explorer) and, using the proceeds to reduce the manager specific risk, increase the geographic and investment strategy diversification with other hedge fund managers. The Committee Chairman also advised that the Committee had recently completed a review of alternative investment products from global investment banks including Credit Suisse & Deutsche Bank. The high fees associated with these products made them unattractive for the investment of member's funds</p>

		<p>and their performance net of fees was inferior to Huntleigh and Absolute Alpha.</p> <p>Research. The progress report on the competitive tender process for provision of research services. Competitive quotes were received from Morning Star & van Eyk. Staff changes were also occurring in van Eyk. The Investment Committee resolved to implement a set of service level standards and to review van Eyk's service delivery against these standards at the end of the six month period to 31 December 2007. The Committee Chairman advised the Board that a new contract is being drawn up between ACL and van Eyk.</p> <p>Diversified Funds Listed Property Managers –Colonial First State wind up of fund. The Investment Committee resolved sometime ago to redeem out of Colonial First State Direct Property Fund.</p> <p>Submissions A procedure is being developed to process submissions to the investment Committee to alleviate last minute surprises.</p> <p>Planning for the Future The past six months have seen some significant manager changes which are now bearing results. During the next quarter the Committee will focus on long term strategies to deliver sustainable returns for members.</p>
8	<p>Claims Committee</p> <p>a) 29 May 2007 b) 12 June 2007 c) Fax from Darlington re claim (MD)</p>	<p>The Board noted the below claims:-</p> <p>a) Linda Masonwells – TPD \$27,590 insurance & \$14,950 Super The Claims Committee agreed to release full super balance to member on grounds of TPD. Insurer has also accepted liability for claim.</p> <p>b) Late Catherine Lennon – Death - \$250,000 insurance & \$13,100 super referred to Board as over \$100,000. Approved by the Board to pay the beneficiaries nominated in the will and member application form.</p> <p>c) Jack Scott – Compassionate. The Claims Committee approved the amount of \$2000.00 as per recommendation by APRA.</p> <p>d) Barry Jobson – Financial Hardship the Claims</p>

		<p>committee declined the claim as total income & expenses match. Quotes for new furniture are not classified as 'immediate' living expenses and personal borrowings are not immediately due.</p> <p>e) Peter Chantler – Financial Hardship. The Claims Committee declined the claim as the member did not, in the Committees opinion, meet the APRA criteria for a financial hardship payment. Bills provided are not in the claimants name nor are they overdue.</p> <p>f) Letitia Kete – Hardship- Claim denied as the member did not, in the Committees opinion, meet the APRA criteria for a financial hardship payment.</p> <p>g) Clarissa Monks – Hardship. The Claims Committee resolved to pay full account balance of approx \$2,650 as the member, in the Committees opinion, met the APRA criteria for financial hardship payments. Evidence provided of loans outstanding.</p> <p>Fax from Scott Darlington The Board considered the fax received from the members son and resolved to support the Trustees' original decision to pay to the Estate of the deceased member, (John Darlington) Action: A letter to be written to Scott Darlington (son of deceased member) in reply to his fax. Update: The letter was written after the Trustee sought and received legal advice and sent to Mr Scott Darlington (son) on 5 July.</p>
9	<p>(a) Industry Update – June</p> <p>(b) Industry Update sign-off</p>	The June Industry Update was noted and signed – off as read by all Directors.
10	<p>Circular Resolutions</p> <p>a) Circular Resolution 26</p> <p>b) Circular Resolution 27</p> <p>c) Circular Resolution 28</p> <p>(Risk & Compliance Manager)</p>	<p>The tabled resolutions were ratified by the Board.</p> <p>Circular Resolution 26 re Discharge of Mortgage - My Retirement Plan.</p> <p>Circular Resolution 27 re Investec Charge (transferred in error to ACL).</p> <p>Circular Resolution 28 re further two charges in relation to Investec (transferred in error to ACL).</p>
11	<p>Employers Federation</p> <p>a) Legal advice</p> <p>b) Letter to Employers Fed 6Jun07</p> <p>(Risk & Compliance Manager)</p>	<p>Discussed & noted. Waiting for Employers Federation July Board Meeting where the recommendation to wind up will be presented, and it is expected approval will be given.</p> <p>Action: ACL to receive a copy of the Actuarial wind-up procedure and incorporate that in its own wind-up Project Plan.</p>
12	<p>Action Items List.</p> <p>a. Corporate Governance</p>	a. The Corporate Governance Plan was approved and signed-off by two Directors.

	<p>Policy – to be amended</p> <p>b. RMS – for sign-off</p> <p>c. Policy Register</p> <p>d. Health checks</p> <p>e. Review Trust Deeds</p> <p>f. Issue CAR to ASIA (start up of new company)</p> <p>g. Remove Shawn Richard as a Key Person (R&CM)</p> <p>h. Business Plan 2007/08</p> <p>i. Budgets 2007/08 (Chairman)</p>	<p>b. The RMS was approved and signed-off by two Directors.</p> <p>c. The Policy Register has been set up & maintained in the Risk & Compliance Office.</p> <p>d. The Health Checks will be amended for the August Board meeting.</p> <p>e. For the August Board meeting.</p> <p>f. The company ASI Administration has been registered, however the Corporate Authorised Representative (CAR) has not been issued as yet.</p> <p>g. Lodged with ASIC 29 May, however subsequently withdrawn as Richard Telfer not considered by ASIC as having the same experience as Shawn Richard.</p> <p>h. The ACL Business Plan 2007/08 was approved by the Board and the other Business Plans noted.</p> <p>i. The ACL Budget for 2007/08 was approved by the Board and the other Business Plans noted.</p>
13	Other Business	<p>The MD advised the meeting that he was researching the termination of the Agency agreement between SDB Hotels Pty Ltd and ACL as the Trustee for the Superannuation Fund. The CFO tabled the Custodian Review Report, completed in December 2006.</p>
14	Next Meeting	<p>The next meeting to be held on Wednesday 15 August at 11am in Sydney, after the Investment Committee Meeting.</p>

There being no further business the meeting closed at 4.00pm.

Signed as a true record of proceedings.

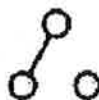


 David Andrews – Chairman

Date. 15 August 2007

Action items

1	Review Trust Deeds	Risk & Compliance Manager	To be completed prior to the August Meeting.
2	Delegation of Authorities	Senior management Review	Further review of delegations to authorise additional items for senior management to authorise reducing Director workload.
3	ACL to issue a Corporate Authorised Representative (CAR) to ASIA.	Risk & Compliance Manager	To be completed prior to the August Board Meetings
4	Darlington-claim	MD & Risk & Compliance Manager	Write to the son, Scott Darlington, of the member who raised an objection and to the Trustees of the estate
5	MIS Compliance Plans	Risk & Compliance Manager	To be completed prior to the August Board Meetings
6	Amended RMS/RMPS	Risk & Compliance Manager	To be completed prior to the August Board Meetings and discussed with KPMG auditor



ASTARRA

ASTARRA CAPITAL LIMITED
ABN 33 001 277 256
AFS Licence 238000

MINUTES for
INVESTMENT COMMITTEE MEETING
To be held at
Level 41, 2 Park Street
Sydney NSW 2000
November 21 2007
10:00am

Committee Members: John Harte (Chairman)
 Richard Telfer
 David Andrews

Invited Guests: Frances Etty

Committee Secretary Brendan Shanks-Colla

Research Support Melissa Randall – Van Eyk
 Jessica Smith – Van Eyk

Item	Topic	Comments
1.	<p>Approve previous Investment Committee Minutes (17th October 2007)</p> <p>Completion of declarations of interest</p>	<ul style="list-style-type: none"> 10.02am – Meeting Opened. Minutes of previous meeting. A typing error was noted and amended in item 7. Subject to this correction The minutes were declared a true reflection of the meeting held 17th October 2007. From December 1st, John Harte will become independent director of another company called "The Independent Director" – John advised that this poses no conflict of interest with his duty as a director and trustee of Astarra Capital. This advice will be formalised in writing to the Trustee Board.
2.	Regulatory update	<p>Two outstanding items on to do list.</p> <ul style="list-style-type: none"> FITB policy to be written and implemented by year end. Communication to members regarding portability and liquidity – Solvency report to be tabled quarterly. Both of these lie with

Item	Topic	Comments
		Richard Telfer. Absolute completion Date – June 30 2008.
3.	Economic review	<ul style="list-style-type: none"> David Andrews indicated that the US environment indicates a higher probability of a recession in the US than not. Any recession would be fairly short and sharp due to the flexibility within the US market. Depending on the outcome of the Australian Federal election on November 24, there could be a deep impact on equities market. Property market may remain stagnant – outlook for bonds should be more positive. Current environment of higher volatility than the past few years may prove that the current investment structure (exposure to hedge type funds) is correct positioning. The committee agreed that maintaining a larger exposure to hedge funds was the correct approach however it may still be necessary to review and address any perceived over exposure to any one sector. Van Eyk outlook for Australian economy growth is for about 5%. US outlook is approaching 2%. A serious down turn in the US market would most likely have a negative impact on the Australian market. According to Goldman Sachs the full impact of the US sub-prime market crash has not yet been fully realised – more pain to come. High pressure on inflation due to: Low unemployment, high oil prices etc. Resources boom should continue for the medium to long term due to continued demand from China and India. Strength of Australian Dollar has possibly shielded Australia thus far and expectation is for a continued deterioration in the growth rate of the Australian economy. <p>Currency Hedging</p> <ul style="list-style-type: none"> The committee reviewed its position of 0% currency hedging across its international investments and confirmed maintenance of position of zero currency hedging given the current value of the Australian dollar
4.	Review of asset allocation in light of economic review	<ul style="list-style-type: none"> No recommended changes at this stage to the tactical asset allocations of the diversified portfolios given that recent changes have achieved. Higher level of cash in Property OK Recent changes in Australian Equities portfolio demonstrating wise choices with enhanced

Item	Topic	Comments
		<p>performance.</p> <ul style="list-style-type: none"> It was noted that the diversified 4 portfolios were outside of PDS ranges for equities – this was as a result of continued strong growth across the equities sectors. The committee remained comfortable to be temporarily outside the ranges however they have asked that particular attention be paid to portfolio re-weighting particularly to the timing of market movements to ensure that the was in fact due to market growth. Should a reduction in exposure be required through a taking of recent profits, these profits should be taken by way of cash redemptions from the Perpetual Australian Equities Fund. Melissa (Van Eyk) was asked to have the Van Eyk research team to review Perpetual Australian Equities Fund's decision to have an exposure to international equity The committee needs to consider at what stage a tactical decision is made to move from growth assets to defensive assets due to the continued deterioration of the market. It was requested that Van Eyk advise the committee of triggers that may stimulate changes.
5.	Funds under management & Performance review	<ul style="list-style-type: none"> FUM reporting has been updated to give a clearer picture of individual portfolios together with a total FUM report. It was noted that most net inflows are predominantly into the Alpha Strategic Fund with net outflows being seen across most superannuation entities Performance across all sectors was positive against peers and benchmarks excluding the property portfolio. The property portfolio continues to perform below benchmark due to the continued lower than average exposure to the listed property market. The committee confirmed they were comfortable to retain a substantial exposure to cash due to the current volatility of the listed property market.
6.	Capital Protected Portfolio update – MGR report	<ul style="list-style-type: none"> Clarification of ongoing management structure of the portfolio to be confirmed with AMP. Need to confirm the Peter Smith management relationship with AMP. The committee has received no report from Peter Smith to date. Action: John Harte to contact AMP directly to confirm the management arrangements and to establish enhanced portfolio reporting.
7.	Silverhall Townsville	Cameron Anderson entered at 11.45am to present an investment opportunity within the Silverhall

Item	Topic	Comments
	Investment Proposal	<p>Residential Property Holdings (SRPH) portfolio</p> <ul style="list-style-type: none"> • Presentation limited to the Townsville opportunity – not the overall Silverhall investment portfolio. • Proposal document distributed at the meeting • Cameron Anderson reviewed history to date of developments within Townsville. • Refer to document for details of proposal. <p>SRPH has other options should Astarra choose not take up opportunity.</p> <ul style="list-style-type: none"> • 2nd Mortgage option at approx. 15-17% cost. • Approach other investors • Defer development until further cash available <p>Expected flows into MARQ DDPF in 2008 should be upwards of the \$2.5M which could be utilised to repay the outlay of the investment.</p> <p>Cameron Anderson departed at 12.15pm</p> <p>Discussion on the investment opportunity The committee considered the best interests of members and the need to achieve credible levels of return for the risks being undertaken in the investment. The committee decided not to recommend investment in the project, factors in this decision included :</p> <ul style="list-style-type: none"> • The potential level of risk of the project given the hesitation of tier 1 bankers to loan funds to the project prior to an achievement of a level of development and presales. • While the committee sought data on the impact of portfolio exposure at \$500k, \$1m etc (Action Richard Telfer), Communication to Cameron Anderson-(Action: David) there was unwillingness of the committee to increase the level of manager specific exposure via any further increase of portfolio exposure to Silverhall. As a result exposure of members to Silverhall via share options and convertible notes were deemed unacceptable • The committee therefore determined that the level of investment specific and manger specific risk inherent in the proposed investment was not acceptable for members
8.	Matters arising from previous meeting's minutes (Action Points)	<p>Astarra Diversified (4) – Portfolio MGT review update (including property portfolio construction). Richard advised that KPMG had been consulted on the stamp duty implications of transition of land rich assets (Silverhall) between fund structures which may arise due to structural simplification of the fund families. Current indications are that migration of</p>

Item	Topic	Comments
		<p>these assets would precipitate stamp duty in excess of \$900K.</p> <p>Alternative options are:</p> <ul style="list-style-type: none"> • A managed staged redemption of the Silverhall investments over the medium term • Implementation of a discretionary trust type structure within the property trust. <p>Additional information is still being sourced from KPMG regarding these options.</p> <p>Committee reconfirmed that they are comfortable with maintaining the current levels of cash inside the property portfolio given the current political and economical environment over the coming weeks.</p> <p>Brendan- Restructure of My Retirement Plan</p> <ul style="list-style-type: none"> • Two new MIS' being implemented in conjunction with the Killara management group. Investment offerings being consolidated to enhance the marketability and management of the portfolio. <p>John- MillhouseIAG managed withdrawal of funds</p> <p>The committee were advised that David Orazio had confirmed the interim withdrawal to be complete by QTR 1 2008. Staged withdrawal to be managed via fund flows from new relationships, which will fund the withdrawal of Astarra's exposure to MillhouseIAG private equity.</p> <p>Due to a delay with the next presentation the committee adjourned for lunch at 12.15pm until 12.40pm</p>

Text deleted

- s 22 FOI Act

Item	Topic	Comments
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- S 22 For Act

Item	Topic	Comments
10.	AOB Confirm next meeting date	19 th of December 2007 - 10am Managers at next meeting: Concorde, Ausbil Dexia, AMP capital protected portfolio. <i>jt</i>
11.	Meeting Closed	1.30pm

Signed as a true Account of the meeting.

John J. Harte . 19/12/2007 ~~jt~~

ASPARA Investment Committee

10 AM 21/11/07

11

Issues:-

10:00



S01772494

Item 1. - Minutes

2. APPA

- 2 items remain on list
- policy on deferred tax liabilities in portfolios.
- Communication to members about liquidity.
- need to develop solvency reporting.

Action: RT
By Dec 2008
Action: RT
By June 2008

3. Structure of Portfolios (\$39m out of \$51m)

- RT advised of work with KPMG.
- investments in land each investments will trigger 1/90k duty
- may require a transition of property sales from existing PF to new PF Options
- B) Create Misty structure.
- separate for Wharfedale.
- Have been dealing with Dominion - working at different price
- Duty is a huge road block.
- 2-3 yr program.
- Advice - Restructure - separate classes / Asset certain classes
- RBA Committee reviewed
- My retirement plan.
- restructuring underway.
- working with Killara on decently non-super money

4 - Item 8 - AMP - contractually the deal.

Action - clay Management Arrangements
Seek clarification - who is / m, T reporting

5. Economic Review

- DA become
- Committee view higher rate of recession in the US
- concerns about economic outlook.
- monetary policy takes a long time to work
- deteriorating outlook over next 3-6m
- good for bonds / crash.
- less serious w/ o/s
- no changes in tactical Asset allocation

Asset allocation ... No Change

- ? Reduce Equities
- Quality FI has performed well.
- Probably consider investment that give a certain fixed rate of return T Asset

2. p/f well positioned

- At what point do we reduce growth exposure and increase defensive exposure.

(2)

7) Super - net fund drop by 1.92m - Redemptions from PST - DIY.
- still has a lot of withdrawals/roll overs

Asset Allocation

- APRA

- Note in minutes

- need to have result of review

Performance - good results

us\$ / A\$ - A\$ way above fair value.

Committee reviewed hedging o/s exposure, confirmed that we are happy to unhedge

7) Silverhill Townsville Investment Proposal

- Exec Summary - Facility completion date is 30 June 2009

- pricing

- Reviewed demographics of townsville - 3% of GDP is from tourism

- Resources / defence - major driver in econ

- Changes - upgrade port facility

- MIRAC / TRAINEX

- will allow large cruises etc. to dock in Townsville

- General refixing of audit - further equity needed in project.

Summary - \$2.5m. needed plus 6 presale

Downside Protection - Refinance @ 22-25 presale - will take out 2.5m pre sale

- Development Risk gone

- Land Risk gone

- Build Risk

- \$700,000 Contingency

- now into Sales Risk

} Fixed

Other Options

① 2nd mortgage facility

- \$1.0m - put on security - would not come out until April/June

- 15-18% pricing

② St. George / Bank West

credit issue

③ Other Investors

Option to put

Diversified Direct

④ Manq Capital - Property Fund - will go on Symmetry platform

- will deliver a strong "recommended" -> exposure to A\$

- admin of Manq Capital fund by ACC

May. Diverified

- up to 35% could be Silverhill trees according to strategic asset allocation.

RT - Advised Corp Bond.

Silverhill

- process - do this on a stock investment 29 to 30.37% - increases. p/f might risk
- demonstrate - high di.
- we feel nervous given that other financiers are tightening up.
- decide not to invest.

10. Millhouse Capital.

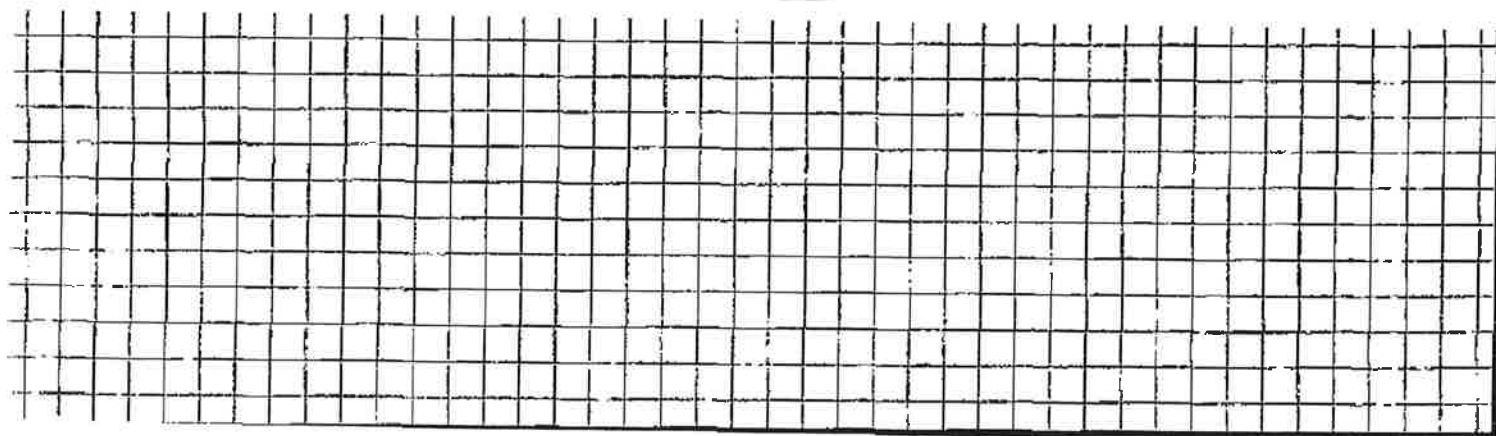
- Agreed phased redemption.
- Reduced exposure to DM p/f
- letters of confirmation to Jt.

11. Next meeting 17/12/14.

- Concord / Russ Car.
- Amp Capital.

Text deleted -

s 22 FoIA Act



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S02050031



ASTARRA

ASTARRA CAPITAL LIMITED
ABN 33 001 277 256
AFS Licence 238000

MINUTES for
INVESTMENT COMMITTEE MEETING
Held at
Suite 5302, Level 53 MLC Centre
Sydney NSW 2000
July 30 2008
2:00 pm

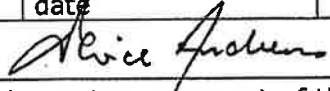
Committee Members: David Andrews (Chairman)
Richard Telfer
Keith Finkelde

Research Support Melissa Randall – Van Eyk
Jessica McCarthy– Van Eyk

Item	Topic	Comments
1.	Completion of declarations of interest Approve previous Investment Committee Minutes (16th April 2008)	Committee members confirmed that there had been no change in their declared interests that would impact their ability to act in the best interests of members The minutes were reviewed and approved as an accurate record of the committee meeting Minutes
2.	APRA update	The committee discussed the request of information from APRA and any consequences on the Investment Committee. The Committee noted the majority of information was readily available. The committee resolved to complete a review on the strategic asset allocations. Such a review would be performed in conjunction with Astarra's asset consultant (van Eyk).
3.	Funds under management & Performance review	Richard Telfer spoke to the detailed summary which showed relatively static superannuation funds under management during June (\$232m, redemptions of \$4.152m, applications of \$8.440m) The committee discussed the returns of the

Item	Topic	Comments
		<p>Astarra sector pools and noted the following:</p> <ul style="list-style-type: none"> • Australian Equities pool continues to outperform the index. Herschel and Ausbil main contributors and Concord and van Eyk Blueprint have performed below index • Property outperforms index due to its current allocation to cash – Committee discussed that a replacement managers should be sought post restructuring the div 4 pools. Action van eyk to prepare a recommendation of managers for Astarra's Property Pool. Specifically 2 managers for a domestic property mandate and 2 managers for an international & infrastructure mandate. Noting the Australian mandate would be a combination of direct and listed property. • Overseas Equity – due to current asset allocation to hedge funds and private equity the portfolio continued outperform MSCI • Other asset categories performed in line with index (ie. Cash, Capital Protected and Fixed Interest)
4.	Fund Manager Presentation: Silverhall Asset Management	<p>Cameron Anderson , Mike Anderson and Peter Baker from Silverhall joined the meeting to provide an update on the Silverhall Residential Property Holdings Fund. Cameron provided a detailed report covering Fund performance, risks and risk mitigation, Fund debt positions and Forecast Fund cashflow and liquidity.</p> <p>The committee noted the current portfolio, its geographical allocation, and level of debt by sub project.</p> <p>Silverhall departed the meeting at 3:50pm. The committee noted Cameron's views on the fall in returns from direct property. In that returns in the medium term will reduce to 7% pa as compared to a longer term view of 12% pa.</p> <p>Action: The committee discussed The committee resolved not to allocate new monies to Silverhall and requested a staged withdrawal plan to reduce its exposure from Silverhall. Richard</p>
5.	Economic review:	<p>David led the committee through a discussion of:</p> <ul style="list-style-type: none"> • Significant drops in domestic and International equity markets. • Oil prices commencing to fall from record highs, gold has consolidated • US economy likely to be in recession • Review sector return of the S&P/ASX200. <p>Noting overall declines in all sectors with the exception of energy</p>

Item	Topic	Comments
6.	Review of Asset Allocation in light of economic review	<p>Outlook for equities remains challenging.</p> <ul style="list-style-type: none"> Recommendation of no changes to asset allocations with confirmation that current priority is capital preservation for members and that cash returns at >7% support high allocations to cash in the property sector allocation <p>Line by line review of asset allocation against specifications published in offer documents revealed deviations from tactical asset allocation in My Retirement plan/MIS Div 3 due to favourable short term performance of overseas equities/recent redemptions/ market volatility. The market volatility driven minor deviations outside pds specifications did not, in the opinion of the committee, constitute a breach or require redemption of member's investments.</p>
7.	Other matters	<p>The committee reviewed the liquidity position of its Superannuation portfolios as at 30 June 2008.</p> <p>Action Resolved the following:</p> <ul style="list-style-type: none"> Improve overall liquidity position of Astarra's Overseas Equity Portfolio by requesting a review of Millhouse and Exploration Fund Place a redemption request on Millhouse of approx. 600k on Millhouse and 4.2m on Exploration Fund Prepare a liquidity plan to estimate when funds would be available Continue discussions with both managers to monitor and manage expectations of both parties. <p>The committee discussed the service and role of its asset consultant van Eyk. Action resolved David Andrews to continue discussions with van Eyk (Melissa Randall) to ensure Trustee needs are met.</p>
8.	Matters arising from previous meeting's minutes - Action Items	Matters arising from previous meeting's
9.	Confirm next meeting date	The meeting was closed at 5:45 pm. Confirmed the next meeting on 22 October 2008 @10:00am


Signed as a true account of the meeting

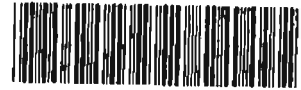
22 October 2008.
Date

Appendix
Action Items
Status of Action Items from March meeting

Item	Responsibility	Details
1.	Richard Telfer	Follow up Silverhall and Millhouse to enable planning and smooth execution of expected pre- 30 June redemption requests. e.g. 300k from Millhouse and 590k from Silverhall Underway
2.	Richard Telfer	Follow up with Millhouse to review its valuation model – the work to commence in March 2008 and to complete before 30 June 2008 Complete – distribute papers

April Meeting

Item	Responsibility	Details
1.	Richard Telfer	Implement change in manager status for Concord Done



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**Minutes for
INVESTMENT COMMITTEE MEETING
To be held at
Suite 5302, Level 53 MLC Centre
Sydney NSW 2000
April 16 2009
10.10am**

Committee Members: David Andrews (Chairman)
Richard Telfer from 11.15am
Keith Finkelde
Shawn Richard
Rob McGregor (attending via phone)

Committee Secretary Frances Etty Risk & Compliance Manager until 11.15am

Research Support Melissa Randall – van Eyk from 10.30am
Wilson Kwok – van Eyk from 10.30am

Item	Topic	Comments
1.	Approve previous Investment Committee Minutes (4 March 2009) Completion of declarations of interest	A quorum was declared and the meeting opened – 10.10am. Rob McGregor joined by phone 10.20am The Chairman advised that Frances Etty was in attendance to take minutes on behalf of Richard Telfer for the first part of the meeting. The Minutes of 4 March 2009 were declared to be an accurate reflection of the previous meeting. A copy of the minutes was signed by the chairman. All committee members advised there were no changes in their interests.
2.	APRA/regulatory update	The committee was advised that the Board approved updated Investment Committee Charter & Overarching Investment Policy and both were lodged with APRA on 20 March 2009.
3.	Economic review:	<ul style="list-style-type: none"> Equity markets locally and overseas rallied in March Commodity prices were bouncing along at the bottom of their recent ranges. International equities returns last month were encouraging but there was uncertainty ahead. Fixed Interest yields had risen slightly but rates were still low by historical standards.

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Item	Topic	Comments
		<ul style="list-style-type: none"> • Exchange rate- \$A has potential to rise further. • Gold consolidating as investors switch away from defensive strategies • Oil steady above \$50.00 • Inflation has come off in major economies. • Better news that expected out of US market. • Eastern European markets doing well. • Australian Government's fiscal stimulus could be good for growth investments in general & for property in particular.
4.	Asset Allocation in light of economic review	<ul style="list-style-type: none"> • No changes to current tactical allocations. • It was noted that some allocations were outside of ranges. Most of these are a result of strong short term market performance. The committee was comfortable to allow these allocations to move back within ranges with market adjustments and cash flows. • The committee noted the portfolio Diversified 3 within Astarra PST is outside ranges. In particular the portfolio has an overexposure to residential property (aka Silverhall Residential Property Holdings). A redemption request of 700k is currently in place to remedy this situation. The committee awaits clarification of Silverhall's position with regard to such redemptions.
5.	Funds under management & performance review.	<p>Results for February and March were presented.</p> <p>Peer information for March was not available at the time of the meeting.</p> <p>Items to note are:</p> <ul style="list-style-type: none"> • Astarra's Funds under management grew to greater than \$420M. Driven by good inflows into Seagrims Retirement Plan, Astarra Diversified Funds and Alpha Strategic Fund. Coupled with this Astarra experienced positive market return for March 2009. • Performance (relative to the continued market volatility) was good across the suite of Astarra products
6.	Quarterly stress testing results	<ul style="list-style-type: none"> • The committee accepted the Dec 2008 report and noted the portfolios overall liquidity positions together with their potential liquidity constraints (taking into account

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Item	Topic	Comments
		<p>concentration of member base, age composition and current member flows)</p> <ul style="list-style-type: none"> The committee instructed Richard Telfer to follow up with the Exploration Fund for further redemption requests, improving the liquidity position of the Astarra overseas Equity Portfolio (possibly \$1m before end of April 2009 and a further \$3m over the next 4 months).
7.	Fund MGR Presentation – Herschel Absolute Return Fund	<p>Kristiaan Rehder – Portfolio Manager, Herschel Asset management joined the meeting at 10.30am.</p> <p>The Chairman advised that it had been 12 months since our last presentation from Herschel and, although we had been happy to date with the consistent performance of the Herschel Absolute Return Fund it was time for our annual review.</p> <p>Krstiaan advised as follows:-</p> <ul style="list-style-type: none"> Herschel's team were fundamental stock pickers Herschel presented its economic outlook and its views of the Australian equity markets. In general the markets - although showing some signs of recovery - should remain volatile. Herschel plans to add cyclical assets to its portfolio. Herschel has \$500m FUA consisting of:- <ul style="list-style-type: none"> Herschel Australian Equity Fund \$380m Herschel Australian Concentrated Equity Fund \$80m Herschel Absolute Return Fund \$14m (Astarra has around 33% of this fund), Herschel presented a paper explaining their performance history. <p>Kristiaan departed the meeting at 11am.</p> <p>The committee discussed the presentation and flagged the possibility that going forward one of Herschel's other funds may be preferable if market conditions continued to improve.</p>

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Item	Topic	Comments
8.	van Eyk paper on Australian Equities composition	<p>van Eyk presented a paper recommending the composition of the Australian Equities Portfolio within the Astarra Diversified Funds. In summary van Eyk has recommended:</p> <ul style="list-style-type: none"> • Removal of Concord and Perpetual • Appointment of Fidelity and Integrity • Change the composition to the following: Ausbil 30%, Fidelity 25%, Herschel 20%, Integrity 25% <p>The Committee requested presentations from Integrity and Fidelity for the next meeting.</p>
9.	Fund MGR Presentation – PIMCO	<p>At 11.15 Julian Foxall-Senior Portfolio Manager PIMCO joined the meeting to present regarding an investment opportunity to invest in the PIMCO Target Return Fund. Key points to note are:</p> <ul style="list-style-type: none"> • Investment objective of fund is target a return of bank bills plus 2.5% • The portfolio combines actively managed, domestic fixed interest securities and a mix of four distinct return strategies - anchor, global macro, currency and global credit. • Portfolio has a bias to high credit quality securities with an average rating AA+ • Anchor strategies focus on traditional domestic fixed interest securities. <p>Julian Foxall departed the meeting 11:45.</p> <p>Committee decided to move due diligence stage. Subject to successful due diligence committee decided for Astarra Fixed Interest portfolio to be comprised of following: 60% Schroder's, 30% PIMCO and 10% Cash.</p> <p>Committee concluded to remove Tyndall and replace with above.</p>
10.	Fund MGR Presentation –Winton	<p>Meagan Aubrey and Luke Crozier from Macquarie Professional Series joined the meeting to present on the Winton Global Alpha Fund. Key points to note were:</p> <ul style="list-style-type: none"> • Winton Global Alpha Fund is mirrored from another Winton fund (Winton Futures Fund). • Winton is a quantitative systematic trader whose investment philosophy is one of adherence to the findings of systematic statistical analysis of past trends.

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Item	Topic	Comments
		<ul style="list-style-type: none"> Winton runs a highly diversified set of trading strategies.. <p>Meagan Aubrey and Luke Crozier departed the meeting at 12:30 pm</p> <p>The committee requested further monthly performance information and decided to give further consideration of where Winton's fund would fit within the various Astarra investment pools.</p>
11.	Presentation – The Investor Club	<p>Rex Phillpott joined the meeting (via phone) at 12:30pm. Rex presented a paper introducing The Investor Club (TIC) to the committee. Key Points to note are:</p> <ul style="list-style-type: none"> A sub fund of MRP was planned to be launched called the TIC Super Plan TIC Super Plan proposes to offer a series of sector options and aged based default portfolios. TIC Super Plan would invest in ADI's, registered schemes and term deposits Paper detailed further information on its currency manager and residential funds composition Paper detailed the investment structure. <p>Committee discussed issues of diversification and competency of proposed managers. Committee also requested completion of IFSA questionnaires and due diligence packs for underlying products/funds and managers. Without such data committee cannot express an opinion of competency of proposed managers.</p> <p>Committee believed that the proposed default portfolios as they would not meet diversification obligations and recommended the inclusion of Astarra's diversified pools.</p> <p>Committee agreed to meet on 10 am 22nd April 2009 to discuss this matter further.</p>
12.	Review of Blue Print AE Fund due to administration delays	<p>Richard Telfer on behalf of Brendan Colla presented a paper detailing administrative issues in regard to the van Eyk Blueprint Australian Shares Fund. In summary due to the fund of funds structure and other administrative issues</p>

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Item	Topic	Comments
		<p>Blueprint cannot provide timely valuation information with resultant delays to the Astarra unit pricing process.</p> <p>van Eyk left the meeting at 1:30pm</p> <p>The committee discussed whether it appropriate to continue supporting this product on grounds other than the administrative challenges it presents. It was noted in passing that the composition of equity managers proposed by van Eyk did not include Blueprint. The committee recommended a full withdrawal.</p>
13.	Confirm redemption amount from Millhouse IAG funds	<p>The committee noted a paper examining a possible reduction in Astarra's exposure to Millhouse IAG Private Equity Trusts.</p> <p>The committee decided to work towards reducing its overall exposure (when taking into account direct and indirect exposure) to 5% for all diversified portfolios. The committee decided to redeem the higher amount specified in the paper.</p> <p>The committee requested that Richard Telfer discuss with Millhouse a feasible redemption process and prepare a redemption plan in consultation with the manager.</p>
14.	Other matters - Property Fund	<p>In light of a paper issued by van Eyk in April 2009 for global property it was agreed that Invesco should present at the next committee meeting.</p> <p>The committee also agreed to place further funds with BT Property Fund and Vanguard indexed Global Property fund, been 2m and 3m respectively</p>
15.	Confirmation next meeting date	<p>Ignoring the interim meeting for 22 April 2009, the next regular meeting was scheduled for 10 am, 20 May 2009.</p>

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S02050037

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ABN 33 001 277 256
AFS Licence 238000

MINUTES for
INVESTMENT COMMITTEE MEETING
Held at
Suite 5302, Level 53 MLC Centre
Sydney, NSW 2000
June 17 May 20 2009
10:00am

Committee Members: David Andrews (Chairman)
Richard Telfer
Keith Finkelde
Shawn Richard
Rob McGregor

Committee Secretary Brendan Colla

Research Support Melissa Randall - van Eyk from 11.25am
Phil Andronaco - van Eyk from 11.25am

Item	Topic	Comments
1.	Approve previous Investment Committee Minutes (May 20 th 2009) Completion of declarations of interest	Meeting Opened - 10.05am The minutes were declared to be an accurate reflection of the previous meeting. A copy of the minutes was signed by the chairman. Rob McGregor, Shawn Richard & David Andrews advised they were now members of the Astarra Asset Management Ltd Investment Committee with David as its chairman. Rob McGregor advised he had signed and agreement with the ASSOCIATION OF INDEPENDENTLY OWNED FINANCIAL PLANNERS (AIOFP) as a chairman of the filtered research committee.
2.	Regulatory update	Preparations for next week's APRA Review meetings were in hand.
Phil & Melissa from van Eyk Entered the meeting at 11.25am		

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Item	Topic	Comments
3.	Economic Review	<p>David Andrews gave his overview of the current economic outlook emphasising that:</p> <ul style="list-style-type: none"> • Markets might have got ahead of the minor improvements evident in macroeconomic data and could struggle to sustain gains in the period ahead. • There has been a sharp rise in oil prices, with political events in the Far East adding to upward pressures • Loose monetary policies and government "stimulus packages" risked creating inflationary pressures <p>Van Eyk comments:</p> <ul style="list-style-type: none"> • Van Eyk supported David's comments in principle regarding inflation • Expect another market correction toward the end of the year • Within van Eyk portfolios they have moved to marginal o/weight equities evenly across Australian and International from cash with an additional allocation to the infrastructure sector of property but still u/weight property. • van Eyk identified potential triggers for a market correction as more bad news in the next series of the reporting season and potential credit defaults. <p>Additional Committee comments</p> <ul style="list-style-type: none"> • Upcoming RBA meetings might need to adjust monetary policy settings given recent announcements by the banks to increase interest rates.
4.	Asset Allocations in light of economic review	<ul style="list-style-type: none"> • No changes to current tactical allocations. • It was noted the allocation within DIV3PST remains out of ranges pending the liquidation of the Silverhall investment. • Fixed Interest sector - Maintain current manager split. • Property - Recent allocation to Invesco has resulted in the portfolio having 75% exposure to listed property markets, with a 25% exposure cash being maintained while the Committee assessed opportunities in the listed global infrastructure category.

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Item	Topic	Comments
		<ul style="list-style-type: none"> Australian Equities – The recent manager changes are being implemented in a staged manner to ensure the portfolio is not unduly out of the market for any extended period of time. O/S Equities – no change
5.	Funds under management and performance review	<ul style="list-style-type: none"> FUM remained relatively constant for the month. Comparative performance data were not yet available and would be distributed to the committee as soon as possible.
6.	Fund Manager Presentation – Kilara Asset MGT	The presentation was deferred to 24 June 2009.
7.	Presentation – Infrastructure Equities	<p>Eu Joe Chan, a senior analyst from van Eyk entered the meeting at 11.25am to present regarding van Eyk's view on Infrastructure equities.</p> <p>The presentation included an overview of the universe of assets within the sector and key reasons for investing.</p> <p>It was requested that Eu Joe report back to the Committee regarding recent inflows to managers within the sector.</p> <p>Eu Joe departed the meeting at 12.00pm</p> <p>The committee discussed the appropriate timing regarding any investment in the asset class. It was agreed that the existing debt levels within the sector implied that downside risks were still to great to justify an investment at this stage. The sector will remain under review.</p>
8.	Fund Manager Presentation – DWS Global Thematic Share Fund	<p>Tony Breen from DWS entered the meeting at 12.10pm. Bill Barbour (Investment Specialist) was dialled into the meeting from Singapore to present regarding recent performance, the Fund outlook and investment opportunities. A summary of current investment themes and performance trends were included in the tabled presentation. Tony & Bill departed at 12.50pm.</p>

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Item	Topic	Comments

Text deleted

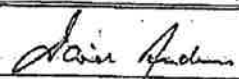
- s 22 FOIA Act

	Matters Arising from previous meeting	
	a) Australian Equities changes	In progress via staged redemptions to ensure continued exposure to the Australian market
10.	b) ASTAR Portfolio changes	As per Australian Equities changes discussed at the last Committee meeting.
	c) Invesco investment	Due Diligence finalised, Investment to be completed as soon as possible.
	d) Winton Global Alpha Fund	Awaiting return of due diligence questions.
	e) Investors Club	Awaiting additional information.
11.	Other Business	Richard Telfer tabled a paper regarding the Asset Allocation ranges of the ASTAR Portfolio pools within the Astarra Superannuation Plan and Pension Plan to align then with the recommendations of the portfolio managers (Astar Limited). This will ensure the investments can easily be managed at the wholesale portfolio service level via pooling of investments enabling improved liquidity and reduction of transaction costs with managers. The Investment

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Limited

Item	Topic	Comments
		<p>Committee supported the recommendations within the document.</p> <p>Documents were tabled providing details of underlying assets of Alpha Strategic Fund and the Exploration Fund.</p> <p>Richard Telfer explained that improved liquidity management could be achieved through ASF taking on the exposure to Exploration Fund and issuing equivalent value units to the current investors in Exploration Fund. Brendan Colla advised he would prepare a report regarding the implementation of such a plan with a view to it being completed prior to June 30 subject to the Trustee Board's approval. Shawn Richard absented himself from this discussion and decision of the committee.</p> <p>David Andrews advised that a re-draft of the research agreement with van Eyk had been received and that he had forwarded it to compliance for review.</p>
12.	Confirmation of next meeting	<p>Wednesday August 12th 2009, 10.00am Suite 5302, Level 53 MLC Centre, Sydney, NSW 2000. There will also be a meeting with Kilara Asset Management representatives at 4 pm on Wednesday, 24 June 2009 in Astarra's Albury offices.</p>
13.	Managers at next meeting	<p>MillhouseIAG T-Rowe Price</p>
The meeting closed at 2.30pm		


Signed as a true account of the meeting

5 August 2009
Date

17/06/2009

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Richard, Brenden, David Andrews, Keith Finkelde, Rob McGregor

10-05 am.

Van Eyk : re-draft of agreement by van-Eyk, coming across compliance.

~~APRA~~

APRA review :

* Declarations of Interest - Asterra Asset Mgt hv. committee
- Rob, Shawn, + David (chairman) -

* ~~Main~~ Rob - signed with AIDFP agreement to chair the filtered research committee

* minutes of previous meeting : Approved by committee + signed

- Exploration Fund + Absolute Alpha assets to deliver full disclosure of underlying assets for periods ending 31/12 + 30/06 each year with 4-6 weeks
- Current position reports were tabled by the chairman.

- Fund accounting to prepare report regarding the transfer of Exploration Fund into ASF which will enable liquidity management within the overseas equities and diversified portfolios. Transfer to be able to occur by June 30 2009.

Kikera - due to technical difficulties unable to present via teleconference - presentation to be made at a later date to be confirmed.

- ~~also~~ board meeting on Wednesday 4:00pm
special meeting of IC c apologies from Shawn + Rob.

Action Items:

- Australian Equities changes in process
 - delays in redemption.
 - ASTAR Portfolio service manager as above
 - Invesco due diligence + investment - in progress
 - Winton - upon completion of due diligence investment to be made
 - Investors Club
 - ~~Astara diversified funds~~
 - ~~Property~~
- awaiting additional information from managers regarding final ~~and~~ investment options.

Other business:

ASTAR Portfolio asset allocation target + ranges

in short - benchmark allocation is $\frac{1}{3}, \frac{1}{3}, \frac{1}{3}$ to each type sector - cash/FI, Equities, Property with ranges in each of 0 - 50%.

this will bring all of ASTAR portfolios in line with each other.

The committee supported the changes to benchmarks and ranges.

meeting broke for 10 minute break @ 11:10am.

Phil Andronaco, Melissa + Eu Joe Chan

ordered at 11:25am

present regarding infrastructure Equities.

- overview of universe of assets.
- strong cash flows
- monopolistic characteristics.
- Benchmark preferences. (invested universe considered).
- volatility below other asset classes.

Eu Joe departed @ 12:00pm.

outstanding item regarding recent flows into various funds.

* Is the committee of the belief that ^{the timing is right for} investment into sector?

Beneficial presentation but committee still of the belief the timing is not right given existing debt levels of companies. bearing in mind van Eyle allocate to sector through property.

@ 50% global infrastructure, 30% Global property 20% Australian Property.

12:10pm - Global Thematic Equity Strategy.
Tony Breen + Bill Barber (Singapore by phone).
↓
Investment specialist
institutional business.

- Trends or themes globally that yet to be recognised
and being in on the ground floor.

- Overview of current themes ~ see page 15.
- Diversification & correlation b/n themes.

- performance

- Good performance since Asterra entry
although AID has had negative impact

- 1 & 2 year performance very negative however
- abandonment of rational valuation see page 27.
- emerging markets driven performance.

newsletter ~ did we receive it? - I think we did.

Possible new theme - Indian Ocean.

b/n 90-130 stocks
very diversified.

12-50pm

break for lunch to 1-00pm.

1:00pm, 1:15pm

Economic Outlook

- still of the belief that the recovery may have been overzealous with the market to take a "breather"

certainly reflected in May + Early June markets.

- sharp rise in oil prices taken markets by surprise
- possibly approaching \$100 US barrel. trouble in east continued pressure on oil price going forward

- additional inflationary pressure -

- continuation of cautious approach to investments may result in non-exposure to recovery, maintaining reserves in cash not recommended.

- van Eyle also acknowledge inflationary pressure.

- expect market correction later in year

- marginal o/w equities

additional to property

- Trigger for correction?

} from cash
still ulweight
(infrastructure).

equities marginally
o/w both.

→ reporting season c bad negative news.

→ defaults globally

→

- increase to diversified credit

- reduced emerging markets.

- remain cautiously optimistic.

- Interest rates from RBA under question regarding recent rate increases from other banks. (BIG 4).

→ maintenance of Herschel within Aust. Eq.


- properly maintain cash

63% Infra / 26% G / 8% Domestic

3% cash

@ 75% invested 25% cash.

C view to infrastructure.

- more downside risk on property given current outlook
so comfortable c 25% cash.
(global infrastructure).
- 

Asset allocations:

- ASTAR PORTFOLIOS -addressed
- Div 3 PST c redemption plan on Silverhall.
- No changes to other diversified portfolios.
- nothing to note regarding FUM.
- performance reports
composative forwarded.

Van Eyk departed @ 1.45pm

Meeting closed @ 2:30pm

next meeting 12 August.

Kilora Asset MGT presentation. 24/06/2009
meeting open @ 4:00pm

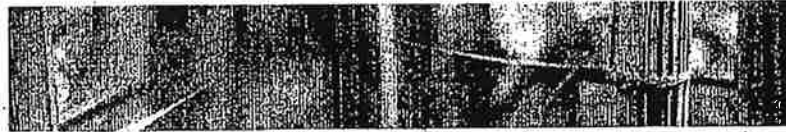
Terry Hargreaves + Malcolm Lake.

* Asset Allocation report to Astarra Asset Mgt

weekly
→ Straight from SVII
- Headline Asset Allocation.



ASTARRA
Capital
Limited



Board Minutes

Board Meeting	APRA RSE LICENCEE and RESPONSIBLE ENTITY (RE) ABN 33 001 277 256 RSE licence No: L0002721 AFS Licence 238000	
Location	Level 1, 540 Swift Street, Albury.	
Date & Time	24 June 2009 at 10:00 am	
Attendees Directors	David Andrews (Chairman) Rex Phillpott (Managing Director) Natasha Beck Keith Finkelde David O'Bryen	
By Invitation	Frances Etty (Risk & Compliance Manager) Richard Telfer (Chief Financial Officer) Tim Frazer (Audit Partner WHK) Discussed Agenda items e2b to e2e 10:15am to 10.45am	
A.	Confirm attendance and apologies (Chairman)	The Chairman declared a quorum present and declared the meeting open.
B.	Fit & Proper Review of Register of Interests <i>Directors: Under the Corporations Act directors have an ongoing obligation to disclose to the other directors details of any material personal interest in a matter that relates to the affairs of the company. Directors of public listed companies should also immediately disclose to the company all relevant interests they hold in securities, options, and debentures of the company or its related bodies corporate, both on appointment as a director and whenever any change occurs in that interest.</i> Declaration that no Director is insolvent (Chairman)	Each Director declared that he/she had no conflicts of interest and also that he/she was not bankrupt, insolvent nor disqualified. In addition, each Director declared that he/she had no investments (other than as previously disclosed) where a Conflict of Interest may arise. David Andrews advised that he had been appointed the Chairman of the Astarra Asset Management Ltd Investment Committee and requested that the Risk & Compliance Manager update his Register of Interests. Update: David Andrews register has been updated.

C.	<p>Approve Minutes from Board Meetings</p> <p>c1) Ordinary Meeting held 27 May 2009.</p> <p>(Chairman)</p>	<p>Approved Minutes</p> <p>1) The minutes of the Meeting of Directors held on 27 May 2009 as tabled were discussed.</p> <p>It was resolved that the Chairman sign the minutes as an accurate record of the proceedings of that meeting.</p> <p>As Tim Frazer arrived at this point the next Agenda items covered were Agenda items e2b to e2e.</p>
D.	<p>Regulator and important matters update:</p> <p>d1) Letter & Information lodged with APRA 29 May.</p> <p>d2) Letter & Information lodged with APRA 3 June.</p> <p>d3) Letter to APRA 16 June Change to Investment Managers/Underlying Investment Managers.</p> <p>d4a) Revisit Business Plan & Structure including AAM</p> <p>d4a1) ACL Business Plan 2009/2010</p> <p>d4a2) AFM Business Plan 2009/2010</p> <p>d4a3) ASI Business Plan 2009/2010</p> <p>d4b) Issue CAR to Absolute Alpha.</p> <p>d4bi Letter from Compliance Manager Absolute Alpha</p> <p>d4bii) Application from Absolute Alpha</p>	<p>After Mr Tim Frazer left the meeting, the Chairman gave the Board a quick overview of the new Corporate hierarchy which includes Astarra Asset Management Pty Limited (AAM) and the new Investment Committee set up for the Astarra Diversified Funds. Mr Andrews also foreshadowed a change in name for Astarra Capital Limited.</p> <p>d1) Noted by the Board</p> <p>d2) Noted by the Board.</p> <p>d3) Noted by the Board.</p> <p>ACL's Business Plan 2009/2010</p> <p>d4a1) The revised ACL Business Plan was tabled to the Board by Mr Rex Phillipott. The Business Plan was approved and signed by all Directors.</p> <p>D4a 2&3- The AFM Business Plan 2009/2010 & ASI Business Plan 2009/2010 were noted by the Directors.</p> <p>d4b Issue CAR to Absolute Alpha</p> <p>The Directors Resolved to approve the issue of a Corporate Authorised Representative (CAR) to Absolute Alpha Pty Limited which will change its name to Astarra Asset Management Pty Limited (AAM) shortly.</p> <p>Absolute Alpha currently operates under a CAR from Wright Global Investments (WGI) therefore the only authorisation given to</p>

	<p>d5) Update Ualan Property Holdings Pty Ltd.</p> <p>d6) Update Ualan Property Pty Ltd.</p>	<p>Absolute Alpha (AAM) by ACL is to authorise AAM to give 'general advice in derivatives' & 'deal in derivatives'.</p> <p>AAM is applying for its own Australian Financial Services licence (AFSL) which should be available within three months.</p> <p>Update: The FS30 was signed & lodged with ASIC on 30 June, effective 24 June 2009.</p> <p>Action: To report progress of the AAM AFS Licence application at the 24 September Board Meeting.</p> <p>Ualan Property Holdings Pty Ltd. d5) The Directors discussed and noted the paper provided and Resolved that, because there was no material difference to the previous valuation data presented, no further changes would be made at this time.</p> <p>Update Ualan Property Pty Ltd. d6) A verbal update was given and again the Directors Resolved to make no changes to the previous valuation received.</p>
E.	<p>e1) June MD Management Report e1a – e1e) Regional Land Property Fund (RLPF) Due Diligence by MD.</p>	<p>e1) June MD Management Report</p> <p>New Business Prospects for new start up badged products are being explored, including Titanium Super Master Trust. ACL has also been short listed for the public Trustees of Queensland for the administration of their Investment Trusts.</p> <p>HR Following the resignation of Lisa Cook to take up a position with WHK the benefits & pensions team have merged under Leanne Hunt. Clinton Storrer, who had been a contractor in the IT team, has been offered a permanent position in the IT Team.</p> <p>IT The 'Introducing Workflow' and 'Astarra Web 2' projects continue.</p> <p>Audit All Albury staff including IT and Sydney staff had been kept very busy with the interim external audits, almost wound up for now.</p>

	<p>e1a) RLPF Unit Holders e1b) RLPF Unit Holders Register e1c) RLPF Distribution Statement e1d) RLPF Investment Report e1e) RLPF Marketing Review</p> <p>e2a) April 2009 Financials.</p> <p>e2b) Tim Frazer WHK Auditors Independence and Fit & Proper Declaration. e2c) WHK 2009 Audit Plan e2d) WHK Arrangement Letter e2e) WHK IT Controls Assessment</p>	<p>Administration Compliance Signoff. The MD signed the Compliance sign-off to the Trustee Board as the administrator.</p> <p>The Board noted the MD, Mr Rex Phillpott's visit to the Regional Land Fund and the Due Diligence papers provided.</p> <p>Further information is also provided in the Risk & Compliance Report in regard to the wind up of this Fund.</p> <p>e1a to e1e) Regional Land Property Fund The MD's Due Diligence on the Regional Land Property Fund was noted by the Board.</p> <p>e2a) April 2009 Financials. The CFO advised the meeting that ACL was still tracking to the revised budget forecast.</p> <p>The CFO also confirmed that all the statutory financial requirements had been met for April 2009 and signed the Financial Prudential Requirements Certification.</p> <p>Mr Tim Frazer joined the meeting. e2b) Noted by the Board with thanks.</p> <p>e2ctoe) Tim Frazer addressed the Board & advised the WHK Audit approach adopted for the interim audit as below.</p> <p>Primarily the audit team had adopted a standardised approach to the Astarra group and were testing for the adequacy of controls, particularly with the 'IT General Controls Assessment' report required due to ACL's heavy reliance on the IT System.</p> <p>Mr. Frazer thanked the Astarra staff for their support in providing the required information to allow the audit to progress and reported to the Directors that no major issue had arisen from the audit thus far.</p> <p>The Board approved, and the MD, Mr Rex Phillpott, signed the Astarra Group external audit annual arrangements letter for the</p>
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	<p>e2f) AFM/ACL Loan Agreement</p> <p>e3) DR & BC Plan Test Results</p> <p>e4) Security Assessment Report. (Penetration Test)</p> <p>e5) Updated Disaster Recovery & Business Continuity Plan</p> <p>(Rex Phillpott) (Richard Telfer CFO)</p>	<p>financial year ending 30 June 2009. The Board thanked Mr Frazer for his attendance and explanation of the process thus far.</p> <p>Mr Frazer then left the meeting.</p> <p>e2f) The Directors Resolved to approve the AFM/ACL Loan Agreement and two Directors signed.</p> <p>e3) Noted by the Board</p> <p>e4) Noted by the Board</p> <p>e5) Noted by the Board</p>
F	<p>f1) Board Risk & Compliance Report</p> <p>f1a) Letter to the employer, Employer's Federation</p> <p>f1b) Letter to the Administrator, Employer's Federation</p> <p>f1c) Due Diligence on Employer's Federation Administrator</p> <p>f1d) Update on Regional Land Property Fund.</p>	<p>f1 (a to d) Board Risk & Compliance Report</p> <p>A notice of the proposal re the wind up of the three Advantage Funds was sent to ASIC on 1 June and subsequently a Form 90 to withdraw the PDSs from the public was lodged with ASIC on the 30 June.</p> <p>Employers Federation</p> <p>A Benefit Certificate and Solvency Certificate were provided by the Fund Actuary. ACL is still waiting on advice sought from the employer in regard to commencing wind-up proceedings.</p> <p>Due diligence was carried out by Risk & Compliance on Employers Federation's administrator, Superannuation & Corporate Services Pty Ltd (SCS)</p> <p>There are only 8 members left in this fund.</p> <p>Update on Regional Land Property Fund</p> <p>In an email received from Greg Godwin the CFO Regional Land Pty Ltd he advised that, in the meeting with the IBA Board, the IBA Board had endorsed the proposal (eg the IBA/RL joint venture) and want to see it executed. The next IBA Board meeting is being held on 10 July 2009.</p> <p>The scheme will then wind up and ACL will no longer be the RE.</p> <p>The Board noted the remainder of the report.</p>

	<p>Update: The Risk & Compliance Manager has contacted NexiaASR to complete both the Compliance Plan & Scheme Audit scheduled for 10 August 2009.</p> <p>Action: The Risk & Compliance Manager and MD to keep abreast of developments & report to the next Board Meeting.</p>
f2) Draft Risk & Compliance Committee Meeting held 26 May Minutes	<p>f2) Draft Risk & Compliance Committee Meeting held 26 May Minutes Noted by the Board and will be signed off in the next risk & Compliance Meeting held 18 August 2009.</p>
f3) Issue & Breach registers	<p>f3) Issue & Breach registers to note.</p>
f3a) MIS Issue Register	<p>f3a) The Board noted no new issue reported.</p>
f3b) MIS Breach Register	<p>f3b) The Board noted no new breaches reported.</p>
f3c) Superannuation Issue Register	<p>f3c) The Board noted the MRP unit pricing error and Resolved it was not material and adequate remedial action had been taken and was not reportable to APRA.</p>
f3ci) MRP issue	
f3d) Superannuation Breach Register	<p>f3d) The Board noted that no new superannuation breaches had been reported.</p>
f4) Complaints register	<p>f4) Complaints register The Board noted the new complaint recorded in the Complaint Register. Ms Natalie Anne O'Brien had not received her redemption monies. These were subsequently paid to her within the required time frame and no further complaint has been received.</p>
f5) AML/CTF Program	<p>f5) AML/CTF Program The Board approved and the Board Resolved that two Directors sign the updated AML/CTF Program.</p>
f6) Fit & Proper Policy updated.	<p>f6) Fit & Proper Policy updated. The Board Resolved that two Directors sign the updated Fit & Proper Policy.</p>
f7) Risk Management Strategy (RMS)	<p>f7) Risk Management Strategy (RMS) The Board Resolved and two Directors signed and certified that the modified RMS</p>

		<p>complies with section 29H of the SIS Act. Update: The RMS was lodged with APRA the following day.</p>
<p>f8) Five RMPs- a) Astarra Personal Pension. b) Astarra Pooled Superannuation Trust. c) Astarra Superannuation Plan. d) The Employers Federation of NSW Superannuation Plan. e) My Retirement Plan.</p>		<p>f8a to e) Five RMPs The Board Resolved and two Directors signed and certified that the modified RMPs comply with section 29P of the SIS Act. Update: The RMPs to be lodged with APRA within 14 days.</p>
<p>f9a) TIC Super PDS Subject to final Due diligence review & legal sign-off.</p>		<p>f9a) TIC Super PDS The Board noted the information provided. However, due to some required changes to be made to the investment sections of the draft PDS, the Directors Resolved not to sign their consents until further work & final legal sign-off received.</p> <p>Update: A Circular Resolution was subsequently agreed by Directors following final legal sign-off and modifications to the investment sections of the PDS. The 'PDS in - use notice' was lodged with ASIC 3 July 2009.</p>
<p>f9b) TIC Diversified Property Fund PDS. Final Due diligence review & legal sign-off</p>		<p>f9b) TIC Diversified Property Fund PDS. The Board considered the Due Diligence and gave their consents for the issue of the TIC Diversified Property Fund PDS Action: The Risk & Compliance Manager to lodge the PDS In - Use Notice when PDS given to public.</p>
<p>f9c) TIC Currency Fund Subject to final Due diligence review & legal sign-off</p>		<p>f9c) TIC Currency Fund The information for the TIC Currency Fund was not received in time for the Board Meeting and discussion and consents were deferred.</p>
<p>f9d) SPDS Millhouse/AG Private Equity Fund Subject to final Due diligence review & legal sign-off</p>		<p>f9d) Withdrawn.</p>
<p>f9e) SPDS Astarra Superannuation Service (Astarra Superannuation Plan & Astarra Personal Pension Plan) Due Diligence review & legal sign-off.</p>		<p>f9e) SPDS Astarra Superannuation Service The Directors Resolved to give their consent to the issue of the Astarra Superannuation Service Astarra Superannuation Plan &</p>

	<p>ff9) SPDS Asttar Superannuation Service (Asttar Superannuation Plan & Asttar Personal Pension Plan) Due Diligence review & legal sign-off.</p> <p>ff1) SPDS Asttar Portfolio Service Due Diligence review & legal sign-off.</p> <p>ff2) SPDS Asttar Wholesale Portfolio Service Due Diligence review & legal sign-off.</p> <p>ff3) MARQ Capital Diversified Direct Property Fund</p> <p>(Frances Etty)</p>	<p>Astarra Personal Pension Plan SPDS.</p> <p>ff9) SPDS Asttar Superannuation Service The Directors Resolved to give their consent to the issue of the Asttar Superannuation Service (Asttar Superannuation Plan & Asttar Personal Pension Plan) SPDS.</p> <p>ff1) SPDS Asttar Portfolio Service The Directors Resolved to give their consent to the issue of the Asttar Portfolio Service SPDS</p> <p>ff2) SPDS Asttar Wholesale Portfolio Service The Directors Resolved to give their consent to the issue of the Asttar Wholesale Portfolio SPDS</p> <p>ff3) MARQ Capital Diversified Direct Property Fund</p> <p>The CFO, Mr Richard Telfer, gave the Board a verbal update. A unit holders meeting was to be called prior to 25 June to elect another Responsible Entity & ACL was to resign from that date. However a new Responsible Entity was not appointed and ACL will commence action as per the below on 26 June:-</p> <ol style="list-style-type: none"> 1. Suspend unit pricing 2. Request further information to justify the values supplied 3. Request for audited special purpose financial reports by 31 August 2009.
G.	<p>g) Employers Federation</p> <p>g1) Letter from actuary. g2) Benefit certificate. g3) Solvency Certificate. g4) Reworked Contribution Worksheet from administrator.</p> <p>(Frances Etty)</p>	<p>g) Employers Federation The tabled papers were noted by the Board along with Agenda Items f1 a to c.</p> <p>g1) Noted by Directors. g2) Noted by Directors. g3) Noted by Directors. g4) Noted by Directors</p>

<p>H.</p>	<p>Investment Committee Minutes for the meetings held:- h1) 20 May 2009 h2) 17 June 2009 h3) Investment update. (David Andrews)</p>	<p>h1 &2 Investment Committee Minutes h1) The Board noted the signed minutes. h2) the Board noted the draft minutes after a minor amendment had been made at the request of the Chairman. h3) Investment Update The Investment Committee Chairman recommended that the Board consider the following:- Improved liquidity management would be achieved through Astarra Strategic Fund taking on the exposure to the Exploration Fund and issuing equivalent value units to the current investors in the Exploration Fund. (Shawn Richard had not participated in this discussion except to respond to practical questions arising from execution of the transaction.) The Board Resolved to accept the recommendation from the Investment Committee and that Brendan Colla be instructed to prepare a report regarding the implementation of the plan. Economic Outlook The Chairman also advised that there had been no major changes to tactical investment allocations, as it appeared we were in for a slow recovery period. Fixed Interest Current manager split maintained. Property Recent allocations to Invesco has resulted in the portfolio having a 75% exposure to listed property markets, with a 25% exposure to cash being maintained while the Investment Committee assessed opportunities which may arise in future in the listed global infrastructure category (where debt levels are currently considered too high to justify an investment in the near term). Australian Equities. Transactions associated with recent manager changes are progressing in a staged manner to ensure the portfolio is not out of the market for an extended period. Overseas equities.</p>
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		No changes were made
I.	<p>Claims Committee Minutes:</p> <p>i1) Claims Committee held 11th June 2009:</p> <p>(Rex Phillpott)</p>	<p>Claims Committee Minutes</p> <p>The Board to noted the following decisions made by the Claims Committee:-</p> <p>i1a) Michael Kaan- Financial Hardship Claim- Astarra Superannuation Fund. Claims Committee has resolved to release the full account balance amounting to \$373.17 (approximately as of 10 June 2009).</p>
J	<p>Action items from 27 May 2009 Board Meeting.</p> <p>j1) MARQ Capital Diversified Direct Property Fund.</p> <p>j2) Lodge Change of MIS names.</p> <p>j3) Updated Compliance Plans.</p> <p>j4) Astarra Asset Management Pty Ltd.</p> <p>j5) Astarra Managed Funds and MillhouseIAG PDS.</p> <p>j6) Preparation for APRA review Meetings.</p> <p>From 20 May Special Board Meeting</p> <p>j7) Ualan Property Holdings Pty Limited formerly Silverhall Residential Property Holdings Pty Ltd.</p> <p>From 17 May Special Board Meeting</p> <p>j8) Monitor that the ACTEC Loan to ARP doesn't exceed management fees.</p>	<p>J) Action items</p> <p>j1) Completed</p> <p>j2) Completed</p> <p>j3) Lodged with ASIC.</p> <p>j4) See update at Agenda item D.</p> <p>j5) The PDSs 'in-use notice' lodged for MillhouseIAG PDS and the Astarra Managed Funds will be lodged early July.</p> <p>j6) Proceeding with papers & presentations for the APRA Review 25th, 26th June.</p> <p>j7) To revisit in the June and September Board Meetings 2009-see update at agenda no. d6 & d7 above (after this meeting, will next be included in the September Board Meeting)</p> <p>j8) Report to the September Board Meeting. (will be addressed in the September Board Meeting)</p>
K.	<p>k1) Industry Update – June 2009 plus attachments.</p>	<p>k) Industry Update</p> <p>k1(a to c) Noted by the Directors</p>

	k2) Directors Declaration that the Industry Update has been read.	k2) All Directors signed that the Industry Update read.
L	<p>l) Other Business.</p> <p>la) Draft IM with Investors Mutual</p> <p>lb) Fund Agreement with Investors Mutual in regard to Asttar Wholesale Portfolio Service investment into the IML Fund. Once finalised, two Directors to sign.</p>	<p>l) Other Business as Introduced.</p> <p>la) There is one very important commercial item yet to be corrected in regard to IML's performance fees: Asttar Capital is currently negotiating this with IML. Until this is clarified ACL cannot agree to the contract.</p> <p>lb) Once all issues are resolved a Circular Resolution will be sent to all Directors to approve and two Directors to execute.</p> <p>Action: A Circular Resolution to be sent to all Directors upon completion of IM and Fund Agreement.</p>
M	m1) Next Meetings.	<p>m1) The next scheduled ACL Board Meeting will be held in Sydney on Wednesday 19th August 2009 at 10:00am.</p> <p>m2) The APRA Site visits were held in Albury on Thursday 25th June 2009 from 10am to 5pm and on Friday 26th June 2009 from 9am to 4pm.</p> <p>Update :APRA requested additional information and an additional meeting with the Chairman, Mr David Andrews, and Mr Shawn Richard. The MD Mr Rex Phillpott will also be present.</p> <p>Action: Lodge additional information with APRA.</p> <p>m3) The next ACL Risk & Compliance Meeting will be held in Sydney on Tuesday 18th August at 12 midday. Mr Andrew Reeves, the KPMG Audit Partner, will attend.</p>

The meeting closed at 3.30pm.

Signed as a true record of proceedings.



 David Andrews – Chairman

Date..... 19 August 2009

Action items

1	AAM AFSL	Risk & Compliance Manager	To report progress to the 24 September Board Meeting
2	Employers Federation	MD/Risk & Compliance Manager	Progress windup
3	Regional Land Fund	MD/Risk & Compliance Manager	Advise progress to the next Board Meeting
4	RMPs	Risk & Compliance Manager	Lodge with APRA
5	TIC Diversified Property Fund	Risk & Compliance Manager	Lodge 'PDS-in -use' notice with ASIC
6	Investors Mutual	Risk & Compliance Manager	If Agreement finalised prior to next Board Meeting send around a Circular Resolution.
7	APRA	Risk & Compliance Manager/CFO	Provide APRA with additional requested information.



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Fund Code	APIR Code	Product Name	Price As of Date	Buy Unit Price	Sell Unit Price	Sell Net Asset Value
ASF	ASFCLASSA	Alpha Strategic Fund Retail (Class A Units)	13/01/2006	1.0019	1.0019	402,219
ASF	TOL0055AU	Alpha Strategic Fund W/Sale (Class B Units)	13/01/2006	1.0164	1.0164	10,223,426
Managed Investments						
TISAE	TOL0045AU	Astarra Australian Equities Pool	13/01/2006	1.4416	1.4345	41,181,347
TISCP	TOL0046AU	Astarra Capital Protected Pool	13/01/2006	0.8437	0.8437	11,485,014
TISC	TOL0047AU	Astarra Cash Pool	13/01/2006	1.0002	1.0002	8,368,742
TISDFI	TOL0048AU	Astarra Diversified Fixed Interest Pool	13/01/2006	1.0338	1.0338	7,803,932
TISDIV1	TOL0049AU	Astarra Diversified Fund No 1 Pool	13/01/2006	1.0900	1.0900	1,342,878
TISDIV2	TOL0050AU	Astarra Diversified Fund No 2 Pool	13/01/2006	1.1790	1.1790	418,366
TISDIV3	TOL0051AU	Astarra Diversified Fund No 3 Pool	13/01/2006	1.2163	1.2163	1,058,248
TISDIV4	TOL0052AU	Astarra Diversified Fund No 4 Pool	13/01/2006	1.1401	1.1401	4,009,318
TISOSE	TOL0053AU	Astarra Overseas Equities Pool	13/01/2006	0.9252	0.9160	39,636,652
TISP	TOL0054AU	Astarra Property Pool	13/01/2006	1.2543	1.2419	58,159,054
Astarra Personal Pension Plan						
TPEN	TOL0008AU	Astarra Pension Capital Protected Pool	13/01/2006	1.3731	1.3731	86,947
TPEN	TOL0009AU	Astarra Pension Overseas Equities Pool	13/01/2006	0.9435	0.9341	84,045
TPEN	TOL0010AU	Astarra Pension Absolute Return Pool	31/12/2005	1.0000	1.0000	-
TPEN	TOL0011AU	Astarra Pension Private Equity Pool	31/12/2005	1.0000	1.0000	-
TPEN	TOL0012AU	Astarra Pension Residential Property Pool	13/01/2006	1.1716	1.1697	311,862
TPEN	TOL0013AU	Astarra Pension Diversified No 1 Pool	31/12/2005	1.1726	1.1726	7,990
TPEN	TOL0014AU	Astarra Pension Diversified No 2 Pool	13/01/2006	1.2920	1.2920	32,316,078
TPEN	TOL0015AU	Astarra Pension Diversified No 3 Pool	13/01/2006	1.7075	1.6980	385,190
TPEN	TOL0016AU	Astarra Pension Cash Pool	13/01/2006	1.2006	1.2006	456,783
TPEN	TOL0017AU	Astarra Pension Diversified Fixed Interest Pool	13/01/2006	1.4054	1.4054	11,329
TPEN	TOL0018AU	Astarra Pension Diversified No 1 Pool	13/01/2006	1.4291	1.4291	1,144,038
TPEN	TOL0019AU	Astarra Pension Diversified No 2 Pool	13/01/2006	1.4650	1.4650	2,810,418
TPEN	TOL0020AU	Astarra Pension Diversified No 3 Pool	13/01/2006	1.4449	1.4449	2,124,561
Astarra Pooled Superannuation Trust						
TPST	TOL0015AU	Astarra PST Capital Protected Pool Taxed	13/01/2006	1.3372	1.3372	4,107,430
TPST	TOL0016AU	Astarra PST Overseas Equities Pool Taxed	13/01/2006	1.0950	1.0842	6,070
TPST	TOL0017AU	Astarra PST Absolute Return Pool Taxed	31/12/2005	1.2777	1.2777	1,898,649
TPST	TOL0018AU	Astarra PST Private Equity Pool Taxed	31/12/2005	1.0000	1.0000	-
TPST	TOL0019AU	Astarra PST Property Pool Taxed	13/01/2006	1.6766	1.6600	36,906
TPST	TOL0020AU	Astarra PST Residential Property Pool Taxed	31/12/2005	1.0225	1.0225	549,348
TPST	TOL0021AU	Astarra PST Diversified No 1 Pool Taxed	13/01/2006	1.3337	1.3337	3,943,786
TPST	TOL0022AU	Astarra PST Diversified No 2 Pool Taxed	13/01/2006	1.8013	1.7924	30,463
TPST	TOL0023AU	Astarra PST Cash Pool Taxed	13/01/2006	1.1836	1.1836	369,757
TPST	TOL0024AU	Astarra PST Diversified No 3 Pool Taxed	13/01/2006	1.3724	1.3724	107,613
TPST	TOL0025AU	Astarra PST Diversified No 4 Pool Taxed	31/12/2005	1.2677	1.2677	-
TPST	TOL0026AU	Astarra PST Diversified No 5 Pool Taxed	13/01/2006	1.4563	1.4563	5,793,470
TPST	TOL0027AU	Astarra PST Diversified Fixed Interest Pool Taxed	13/01/2006	1.4241	1.4241	9,838
Astarra Superannuation Plan						
TSP	TOL0001AU	Astarra Super Capital Protected Pool	13/01/2006	1.3380	1.3380	2,671,389
TSP	TOL0002AU	Astarra Super Overseas Equities Pool	13/01/2006	1.0114	1.0014	954,155
TSP	TOL0003AU	Astarra Super Absolute Return Pool	31/12/2005	1.2341	1.2341	370,040
TSP	TOL0004AU	Astarra Super Private Equity Pool	31/12/2005	1.2490	1.2490	151,505
TSP	TOL0005AU	Astarra Super Property Pool	13/01/2006	1.6360	1.6198	2,200,537
TSP	TOL0006AU	Astarra Super Residential Property Pool	31/12/2005	1.1598	1.1598	84,556
TSP	TOL0007AU	Astarra Super Diversified Pool	13/01/2006	1.3375	1.3375	37,441,064
TSP	TOL0008AU	Astarra Super Australian Equities Pool	13/01/2006	1.7704	1.7616	3,817,402
TSP	TOL0009AU	Astarra Super Cash Pool	13/01/2006	1.1950	1.1950	4,457,328
TSP	TOL0010AU	Astarra Super Diversified Fixed Interest Pool	13/01/2006	1.3377	1.3377	420,841
TSP	TOL0011AU	Astarra Super Diversified No 1 Pool	13/01/2006	1.3803	1.3803	8,724,305
TSP	TOL0012AU	Astarra Super Diversified No 2 Pool	13/01/2006	1.4378	1.4378	3,677,171
TSP	TOL0013AU	Astarra Super Diversified No 3 Pool	13/01/2006	1.4523	1.4523	49,618,060



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APRA RSE LICENCEE MEETING
and RESPONSIBLE ENTITY (RE) MEETING
ABN 33 001 277 256
RSE licence No: L0002721
AFS Licence 238000
Minutes
for the BOARD MEETING
held at
level 1, 540 Swift Street Albury
NSW 2000
on
13 December 2006 at 11am

Directors

John Godfrey (Chairman)
 Rex Phillpott MD
 Kurt Groeneveld
 John Harte (by telephone)
 David Andrews

By invitation of the Board
 Frances Etty (Risk & Compliance Manager)
 Richard Telfer (Chief Financial Officer)

1	Confirm attendance and apologies (Chairman)	The Chairman confirmed a quorum was present.
2	Fit & Proper Review of Register of Interests <i>Directors: Under the Corporations Act directors have an ongoing obligation to disclose to the other directors details of any material personal interest in a matter that relates to the affairs of the company. Directors of public listed companies should also immediately disclose to the company all relevant interests they hold in securities, options, and debentures of the company or its related bodies corporate, both on appointment as a director and whenever any change occurs in that interest.</i>	The Directors declared that they were not bankrupt, insolvent nor disqualified and there were no changes to their interests register.

	In addition all Directors to declare they are not bankrupt nor insolvent. (Chairman)	
3	Approve Minutes from Board Meeting 22 November 2006 (Chairman)	The Directors agreed to adopt the minutes from the 22 November Board Minutes and were signed by the Chairman.
4	(a) November MD Management Report ai) DR & BCP test results (b) November Financials (c) Complaints Register (Rex Phillpott) (Richard Telfer CFO)	<p>MD's Management Report</p> <p>Sydney Office The MD updated the Board on the possible relocation issues surrounding the Sydney Office move. The Board stated a preference for a new location. The Chairman requested a one page summary of why continuing at Park Street may not suit ACL's future strategic direction.</p> <p>Client Services and Administration. The monthly statistics were noted by the Board.</p> <p>Service Level Reporting Services levels were within standards.</p> <p>Administration Compliance Certificate. The Chairman asked directors to review the content of this Certificate. Following a discussion the MD advised these will be completed by the 6 February Board meeting.</p> <p>Test Results for the Disaster Recovery and Business Continuity Plan The results were noted. Directors were very encouraged by the results of the test.</p> <p>November Financials The CFO advised the meeting that, except for the income forecast and not received for the Titanium Wrap, the actual income and expenditure was tracking close to budget. The Directors requested that the CFO recast the budget forecast for the 6 February Board Meeting.</p> <p>Financial Prudential Requirements Certification The CFO confirmed that ACL met its financial prudential conditions for the month of November.</p> <p>Complaints Register</p>

		<p>The Directors noted that there hasn't been a complaint since May 2006. The Directors sought clarification on management's definition of complaints. As part of this process the Board was advised of an adjustment made to the Murray Valley fund. It was agreed to record in the minutes that this 'switching' error was picked up and adjusted by the previous Trustee.</p>
5	<p>(a) Compliance report 5ai) Minutes from APRA Trustee's meeting 5aii) Minter Ellison News Alert (b) Breach register bi) MIS bii) Superannuation (c) Breach procedure (d) Compliance Policy - updated (e) Compliance Plan – updated (to be tabled at the 6 February Board Meeting) (f) Corporate Governance Overview (Frances Etty)</p>	<p>The Compliance Report The Compliance Report was noted plus the additional requisition received from ASIC in relation to commissions paid to an adviser. This adviser advised clients to purchase investments in Westpoint. The data to be submitted to ASIC by 3-1-2006 11am Sydney time.</p> <p>Minutes from APRA Trustee Meeting The Board noted with particular interest the proposed changes to portability rules from 90 days to 30 days and also the Trustees member investment responsibilities. It was clear to directors that there is a need to resolve the tensions and conflicts between APRA's responsibilities to deliver a choice friendly regime and the demands of financial planners working with clients to achieve long term growth goals from less liquid investments.</p> <p>Breach Register. The board noted the breach register and also that there were no breaches recorded for PPPST. The administrators for PPPST have advised that they have never had a breach or complaint. They do have enquiries that are dealt with immediately. The Board requested further research be completed including looking into the wording in the Complaint's Procedures Manual, with a view to update and/or amend to cover administration only breaches as well as Trustee & RE. Employers Federation are still in transition as CCSL endeavour to register with APRA. We have been providing CCSL with all the information they need. Contrary to our instructions and without our knowledge 'Superannuation and Corporate Services Pty Ltd' the Employers Federation administrators, have admitted another member to the Defined Benefit Plan even though they have under 50 Defined Benefit members, contrary to Division</p>

		<p>9.2A of the SIS Act. The directors advised that, pending the transition status:-</p> <ol style="list-style-type: none"> 1. to ascertain from CCSL where they are up to as to registration 2. report to APRA and give Employers Federation notice to shut down, in the new year. <p>Note . Superannuation and Corporate Services Pty Ltd , the Employers Federation administrators, have closed over the Christmas period and wont be back until Monday 15 January.</p> <p>Amended Policies. The Board advised that in future all Policies must have:-</p> <ol style="list-style-type: none"> 1. A footer stating name of policy on each page. 2. Document History 3. Index and table of contents. <p>Breach Procedure Policy Noted. However the Policy was not signed until the format advised above has been included.</p> <p>RSE Risk & Compliance Policy Noted and signed off by the Board.</p> <p>Corporate Governance Overview Diagram Noted.</p>
6	<p>Investment Committee</p> <p>(a) Revised Investment Committee Charter</p> <p>(John Harte)</p>	<p>Investment Committee Charter Noted. However the Policy was not signed until the format advised above has been included.</p> <p>Verbal Update The Investment Committee Chairman, John Harte advised that Due Diligence has been completed on Concord, but not yet for Ausbil Dexia.</p> <ol style="list-style-type: none"> 1. All funds will not be redeemed from Tyndall Australian Equity Fund until the Due Diligence process is complete. Van Eyk has also downgraded Tyndall. 2. An improvement has been seen in Van Eyk's performance. 3 Private Equity. John Harte advised that he is not satisfied with the Milhouse funds approach to liquidity. The board agreed to keep this issue under review as part of the process of better managing clients who require illiquid

	<p>investments as part of a growth strategy</p> <p>4. APRA Review of Investments.</p> <p>(a) Although PPPST represents 1/34th of portfolio it took up over 60% of the discussions with APRA.</p> <p>(b) Related Party transactions – unwinding Huntleighs view to ensure investments act for members not shareholders.</p> <p>a) The Board agreed with John Hart's assessment that PPPST represented too much risk & not enough return for investors.</p> <p>b) John further advised that Huntleighs is slow in reporting returns which is not ideal for members. The Investment Committee's aim is to slowly redeem out of Huntleighs and are pursuing whether Absolute Alpha presents the correct vehicle.</p> <p>PPPST</p> <p>The Board discussed a possible solution to the issues surrounding PPPST and noted the proposed evolution of PPPST to a Managed Investment Scheme (MIS) recognising that there are no longer any tax advantages for members in maintaining a PST structure. ACL in its capacity as a Responsible Entity (RE) will then be responsible for the resulting MIS to be 'true to label'.</p> <p>However in order to monitor both the commercial and processing implications of establishing this fund under a MIS the most positive way forward is to inform APRA and consider their feedback.</p>
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7	<p>Claims Committee Minutes</p> <p>(a) 22 November 2006 (b) 5 December 2006 bi) TPD claim by Ford</p> <p>(Rex Phillpott)</p>	<p>22 November. The board noted the Disablement Claim paid to Faruk Bektas for approx \$1,400 and the AIG life insurance payment of \$16,049.00. They further noted the Form of Discharge signed by Rex Phillpott and witnessed by Frances Etty</p> <p>5 December. The board noted the Financial Hardship claim of approx \$4,800 made to Kelly Brown.</p> <p>The Board was asked to decide on the TPD claim for Richard Ford. The insurer has declined the claim for \$250,000. The Claims Committee had recommended that the insurer review the decision to decline the claim. The Board agreed with the Claims Committee recommendation. The Board also requested that the Risk & Compliance Manager seek legal advice on responding to the insurers.</p> <p>Action point: review all Trust Deeds to ensure they are in agreement with the Insurance Policy definitions.</p>
8	<p>Employers Federation</p> <p>(a) APRA tax invoice \$1,283.67 (b) Virgoe, Crispin fees \$6,600.00 (c) Benefit payment / rollover \$93,264.17</p>	<p>The Board ratified the Employers Federation payments, signed by Rex Phillpott and John Godfrey as delegated signatories</p>
9	<p>Discharge of Mortgage</p>	<p>The board ratified the signing of the Discharge of Mortgage by John Godfrey and Rex Phillpott. When the Murray Valley superannuation funds were successor transferred into My Retirement Plan there were four direct mortgages used as securities for loans. The Discharge of Mortgage tabled is reducing one of these loans.</p>
10	<p>IMA's between ACL and:</p> <p>(a) MARQ Capital (b) Absolute Alpha (c) Milhouse/AG Private Equity</p>	<p>The IMA's tabled were not signed. The Board advised they require updating for administration requirements and to be approved by the other parties. When completed they are to be resubmitted to the Board for sign-off.</p>
11	<p>Contributions Splitting</p> <p>11a Astarra Superannuation Plan 11b My Retirement Plan</p>	<p>The Trustees signed Deed of Amendments to the 'My Retirement Plan' and the 'Astarra Superannuation Service' Trust Deeds to allow for Contribution Splitting in those funds.</p>

12	Morales – SCT claim	The Board noted the acknowledgement of the correspondence received from the SCT, reference 06 –00401, and the reply sent to them by the Trustee on 7 December, advising that the information provided did not effect the Trustees decision to decline the claim.
13	<p>Action Items List</p> <p>a. Compliance work schedule</p> <p>b. RSE Compliance Policy / Plan</p> <p>c. Employers Federation</p> <p>d. Risk & Compliance Committee Charter – revised</p> <p>e. Investment Committee Charter - revised</p> <p>f. ACL to issue a Corporate Authorised Representative (CAR) to Astarra Administration Management Pty Ltd (AAM) – research continuing.</p> <p>g. From Strategy day RMS Workshop-RMS to be updated.</p> <p>h. Key person requirement taken-off AFS Licence (Chairman)</p>	<p>a) Attached. David Andrews undertook to consult members of the Risk & Compliance Committee to explore potential enhancements to the role and functions of the Committee</p> <p>b) Policy attached and approved by the Board. Signed off by two Director. The RSE Compliance Plan is still to be finalised, however health checks will be prepared from the draft version.</p> <p>c) The Board noted the correspondence with APRA on a range of prudential matters on and around March 2006. All information as required by CCSL has been forwarded to them to date.</p> <p>d) Attached- amendments to be made by 6 February</p> <p>e) Attached. amendments to be made by 6 February</p> <p>f) To be completed by 6 February</p> <p>g) To be completed by 6 February</p> <p>h) To be completed by 6 February</p>

14	(a) Industry Update – December (b) Industry Update sign-off – November	Noted and signed of by all Board members as read. Note. The Industry Update is also sent to all staff.
15	APRA Reviews (a) APRA Review on 4 & 5 December (b) PPPST review (c) APRA Review -Thursday 14 th & Friday 15th December 2006.- Albury. (Chairman)	All completed. A report will be issued by APRA covering all their review findings by 15 January.
16	MARQ Capital PDS	The Board agreed not to issue until the Investment Management Agreement (IMA) has been amended to address some administration concerns. The new date for release is 12 January 2006.
17	Annual Reports	The Directors were consulted on the annual reports for the 6 Funds for which it is the RSE Licensee and delegated the dispatch of these reports to members to the MD. Distribution to be undertaken as soon as possible and at least by 31 December. The Directors also advised that in future ACL should aim for 30 November to dispatch annual reports, in order to avoid a 'rush' at year end.
18	Other Business	The Board meeting dates for 2007, as below, were adopted. Tuesday 6 February Wednesday 28 February Wednesday 28 March Tuesday 24 April (25 th Anzac day) Wednesday 23 May Wednesday 25 July Wednesday 22 August Wednesday 26 September Wednesday 24 October Wednesday 28 November Wednesday 12 December The Risk & Compliance Committee will meet on Wednesday 31 January. The frequency and dates of the remaining 2007 meetings is to be determined.

19	Next Meeting	Next meeting to be held on Tuesday 6 February at 9am (Sydney)
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There being no further business the meeting closed at 4.20pm.

Signed a s a true record of proceedings.

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John Godfrey – Chairman

Date.....

Action Items

Sydney Office	MD	One page report on where the Astarra Sydney Office should be located
MD's Report	MD	Change wording in Certificate
Financials	CFO	Recast budgets taking into account Titanium not on board.
Compliance Policy/Plan	Risk & Compliance Manager	To update & report to 6 February Board Meeting.
Employers Federation	MD	To contact CCSL and advise APRA.
Financial report as at 30 June 2006	CFO	Product profitability reports to be presented at the February Board meeting.
Risk & Compliance Committee Charter	Risk & Compliance Manager	To be presented to the next meeting, 6 February.
Claims Committee	Risk & Compliance Manager	1. To seek legal advice and reply to insurers re Richard Ford's TPD claim. 2. Review all Trust Deeds to ensure in line with Insurance Policies.
Investment Committee Charter	Risk & Compliance Manager	To be presented to the next meeting
2006/2007 Budget	CFO	Carried over to the February 07 Board Meeting
ACL to issue a Corporate Authorised Representative (CAR) to Astarra Administration Management Pty Ltd (AAM) 7 to set up the new company Astarra Administration Management Pty Ltd.	Risk & Compliance Manager	Research continuing.
ACL to reconsider its ROs and consider removing Shawn Richard and also to remove Rex Phillipott and Shawn Richard as Key Persons from it AFSL licence.	Risk & Compliance Manager	Research continuing.