

SPIRE USA ROC II FUND (AUD)

ARSN: 162 507 020

OVERVIEW

The Fund was established in 2013 as an unhedged Australian feeder fund into the assets of Bridge Multifamily & Commercial Office Fund II, LP ("Bridge MF II"). Bridge MF II is a US\$600 million (equity) value-add "buy, fix, sell" private equity real estate fund, investing in value-add US multifamily apartment communities and office buildings. The Fund owns a 5.88% share of a diversified portfolio of 'value-add' real estate assets across the US. Bridge Investment Group ("Bridge") is the US based Investment Manager of the Fund. Bridge is a specialist US real estate and real estate funds manager with over US\$6.7 billion in assets under management. Bridge is headquartered in Salt Lake City, Utah, with offices in New York, San Francisco and Orlando. Over the last 23 years Bridge has invested, managed and sold several billion dollars of property assets across all segments of the market. Bridge has a strong operating and property management platform, comprising over 1,000 management, leasing and facilities employees across the 30 states in which assets are owned. Bridge uses this operating platform to add value through superior property value management.

PERFORMANCE (NET OF FEES)

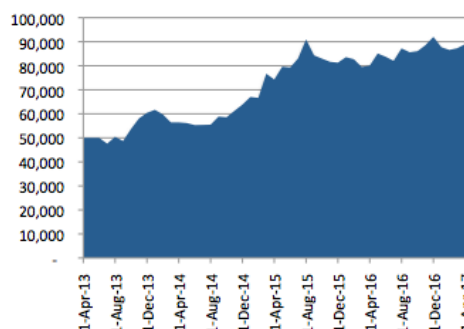
Ordinary Unit Class

Based upon underlying fund data as at 31 March 2017

1 month	3 months	1 year	3 years (p.a)	5 years	Inception (p.a)
2.50%	5.39%	7.22%	17.55%	N/A	16.60%

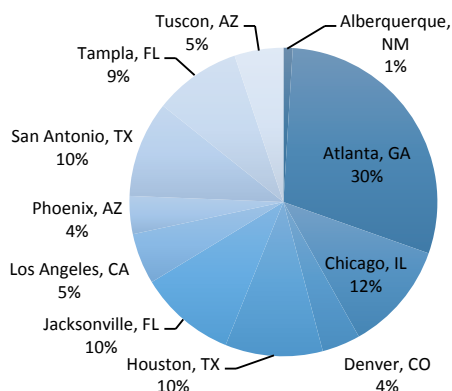
** Past performance is not an indicator of future performance **

GROWTH OF AUD 50,000 INVESTMENT



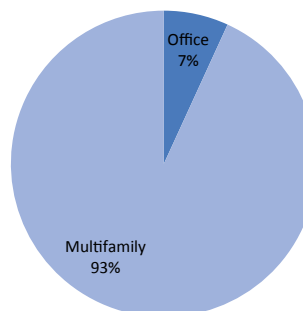
Performance and Growth table and chart are based on an investment made at the Fund's inception at \$1:00 per unit and includes Unit Price growth plus cash Distributions. Does not assume re-investment of Distributions in the Fund as the Fund was not open to re-investment. Does not include the value of Foreign Income Tax Offsets (FITOs) which have been distributed in addition to cash.

REGIONAL BREAKDOWN



Remaining Underlying Fund investments by Cost as at 31 March 2017

ASSET CLASS BREAKDOWN



FUND DETAILS

Fund Size (AUDm):	54.2
APIR Code:	ETL0371AU
Commencement:	1 July 2013
Zenith Research Rating:	Highly Recommended (Original rating, now lapsed as closed)
Unit Price:	\$1.3963
Distribution Frequency:	Annually as at 30 June
2016 Distribution (CPU):	29.08 + 0.74 FITOs
2015 Distribution (CPU):	07.41 + 0.48 FITOs
2014 Distribution (CPU):	01.54 + 0.39 FITOs

Fund Manager:	Spire Capital Pty Limited
Investment Manager:	Bridge Investment Group, LLC
Responsible Entity:	Equity Trustees Limited
Base Management Fee:	0.58% p.a. x NAV
Underlying Fees:	2% of invested equity
Underlying Performance Fee:	20% of realised profits after an 8% preferred return is paid to Limited Partners.
Liquidity:	Nil - Closed-ended fund
Application Status:	CLOSED

Monthly Update

Positively affecting the Unit Price was the 4.88% increase in the USD value of the remaining ROC II portfolio assets as at the latest Partners' statement dated 31 March 2017. Also positively affecting the unit price during the month of May was the 0.45% decrease in the value of the Australian dollar against the USD dollar from US\$0.7478 to US\$0.7444. The Fund does not hedge currency exposure. Unit Prices are reflecting the Q1 Underlying Fund Net Asset Values as at 31 March 2017. Underlying Fund performance since inception is summarised below:

Underlying Bridge MF II Investment / J-Curve Dashboard

As at 31 March 2017

Metric	Q4 2013	Q1 2014	Q2 2014	Q3 2014	Q4 2014	Q1 2015	Q2 2015	Q3 2015	Q4 2015	Q1 2016	Q2 2016	Q3 2016	Q4 2016	Q1 2017
Committed Capital (USD)	35M	35M	35M	35M	35M	35M	35M	35M	35M	35M	35M	35M	35M	35M
Called Capital %	61.0%	63.1%	63.0%	80.2%	85.6%	84.3%	91.9%	91.9%	80.3%	80.3%	81.4%	80.2%	80.2%	24.3%*
IRR on Called Capital	13.0%	15.7%	14.4%	15.4%	22.4%	21.4%	21.3%	20.2%	20.1%	19.3%	19.7%	18.8%	17.5%	17.1%
Equity Multiple on Called Capital	1.09x	1.13x	1.16x	1.17x	1.28x	1.33x	1.48x	1.38x	1.43x	1.46x	1.52x	1.54x	1.54x	1.57x

* A substantial return of capital was received during Q1 which explains the significant reduction in Called Capital. This return of capital will form part of the distribution to investors which will be made as at 30 June 2017.

Outlook

The Underlying Fund is now well into its Harvest Period, with 42 of the 61 assets which were acquired during the ROC II Program's Investment Period having now been sold. 16 multifamily apartment communities were sold as a stabilised portfolio to Blackstone, with the remaining assets sold individually on stabilisation. All assets have been sold at positive returns, with the worst performance being a 13.4% gross IRR and 1.27x gross equity multiple. A complete schedule of assets sales and gross returns achieved is available to investors and their advisors on request.

Based upon current FX rates, the Fund Manager forecasts a cash distribution in the range of 85 to 95 Cents Per Unit (plus FITOs) to be paid out as at 30 June 2017.

Investors and advisors should note that this Spire USA ROC II Fund distribution, or a portion thereof, may be re-invested in Spire USA ROC Seniors Housing and Medical Properties Fund II. Instructions on how to participate in this distribution reinvestment plan will be forwarded to investors in early July, together with confirmation of the final approved distribution amount. Distributions (or reinvestment) will be processed and paid in late July.

New Spire Fund now open

Spire is pleased to advise that Spire USA ROC Seniors Housing and Medical Properties Fund II is now open for investment via PDS and selected platforms. This Fund seeks to participate in the aggregation, value-add and eventual portfolio sale, of a portfolio of value-add, private pay, "for rent", Independent Living, Assisted Living and Memory Care (specialised Alzheimers / Dementia care) properties located throughout the USA. Bridge Investment Group is again the US Investment Manager of the underlying US private real estate fund. For further information or to arrange a discussion or presentation please email info@spirecapital.com.au, or visit the Spire website.

CONTACT US

For further information please:

Call us on: +61 2 9377 0755

Email us at: info@spirecapital.com.au

Visit our website: www.spirecapital.com.au

Important Information

"Equity Trustees Limited ("Equity Trustees"), ABN 46 004 031 298 and Australian Financial Services Licence Number 240975, is the Responsible Entity of the Spire USA ROC II Fund (AUD) (Fund). Equity Trustees is a subsidiary of EQT Holdings Limited (ABN 22607 797615), a publicly listed company on the Australian Securities Exchange (ASX:EQT). Spire Capital Pty Ltd ("Spire") ABN 21 141 096 120 and (wholesale) Australian Financial Services Licence Number 344365 is the Fund Manager of the Fund. This Monthly Update has been prepared by Spire for general information purposes only. It does not contain investment recommendations nor provide investment advice. Neither Equity Trustees nor Spire nor their related entities, directors or officers guarantees the performance of, or the repayment of capital or income invested in the Fund or the accuracy of information in this document and accepts no liability to any person who relies on it. Past performance is not necessarily indicative of future performance. Professional investment advice can help you determine your tolerance to risk as well as your need to attain a particular return on your investment. In preparing this information, we did not take into account the investment objectives, financial situation or particular needs of any particular person. You should not act in reliance of the information of this Monthly Update. We strongly encourage you to obtain detailed professional advice and read the relevant product disclosure statement in full before making an investment decision. Applications for an investment can only be made on an application form accompanying a current Product Disclosure Statement ("PDS")."