

## SPIRE USA ROC || FUND (AUD) Monthly investment report

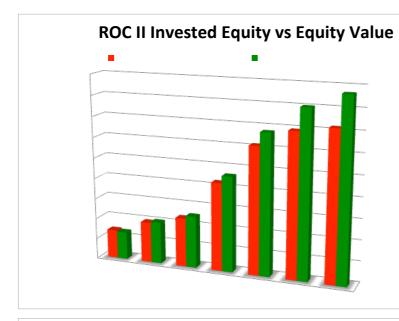
# **June 2014 Fund Update**

#### **Unit Prices**

Unit Prices for the Fund as at 31 May 2014 accompany this update. Unit Prices for the first time are based upon the Q1 2014 statement for the Fund's investment in the ROC II Portfolio.

We have graphically illustrated some of the key results of our analysis of the Q1 Statement data. Copies of the underlying statements which have extensive information on the portfolio and each asset held, are available on request to Spire.

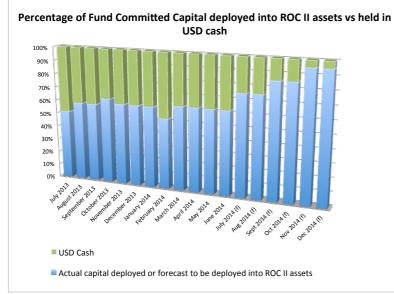
Spire remains very pleased with the performance of the underlying ROC II portfolio, which continues to grow in value relative to the equity invested, as the value-add programs for the properties within the portfolio generate increased cash-flow and value.



The ROC II Portfolio continued to grow during Q1 2014. Approximately 63% of total Committed Capital has now been deployed into ROC II assets.

The Investment Manager, Bridge IGP, anticipates 95% - 100% of deployment of Committed Capital by the end of Q4 2014.

The Investment Period for ROC II expires in March 2015.



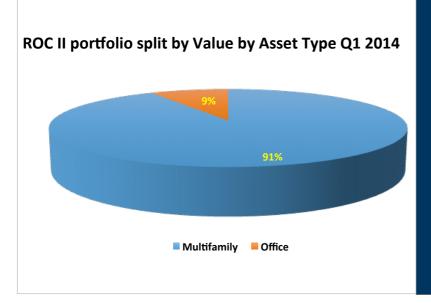
The Fund's deployment of capital into the ROC II Portfolio also grew in line with new investments made by Bridge IGP on behalf of ROC II.

Occasionally returns of capital are received as "heavy lift" properties, which were originally acquired on an all equity basis, are refinanced with some debt.

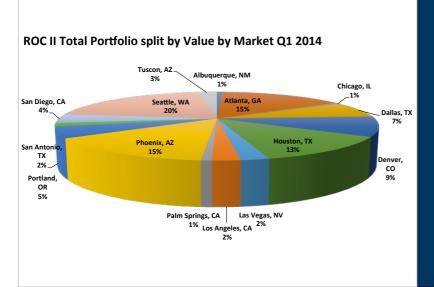
This occurs when as a results of the value-add and re-leasing program, the property is generating sufficient free cash flow to support non-recourse debt.



### Analysis of Q1 2014 ROC II statement data



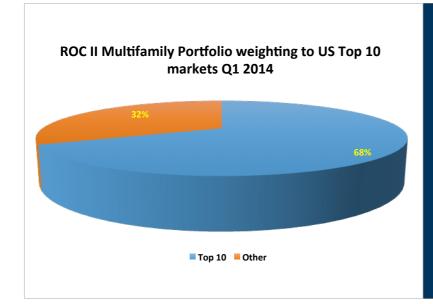
The ROC II portfolio's asset allocation between Multifamily apartment communities and Office properties remains in line with strategy and target.



The ROC II portfolio is geographically well diversified across 14 distinct US markets within 9 states.

Bridge IGP seeks to form clusters of properties in market's which is believes have strong performance potential.

Establishing a critical mass of properties within markets, generates localised economies of scale for staffing, contractor and other supplier expenses and the generation of local market data and opportunities.



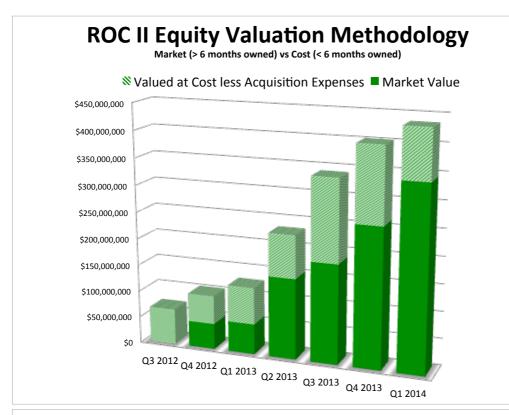
CBRE in its Q1 US Multifamily Marketview, notes the following US markets as having achieved the highest total return (income + growth), in the 12 months to 31 March 2014.

They are in order, from the best performing market: Atlanta, Houston, Dallas, Boston, New York, Chicago, Los Angeles, Seattle, Phoenix and Washington D.C.

ROC II's portfolio has a high weighting to the Top 10 markets, and in particular the 3 strongest markets of Atlanta, Houston and Dallas.

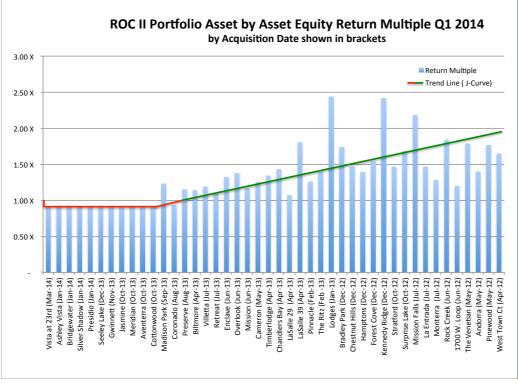


#### Analysis of Q1 2014 ROC II statement data



The higher the proportion of assets owned for less than 6 months, the higher the drag on short term performance, as new investments are typically booked at circa 92% of cost (due to 8% transfer and acquisition costs).

This dilutionary effect will dissipate as the portfolio is fully invested and matures and assets owned less than 6 months fall to zero.



From 6 months post full investment, value is expected to rise on a stabiised trajectory as value-add programs take effect and Net Operating Income (NOI) and capital values increases and stabilises prior to sale.

Increased NOI is also expected to result in increased capital values and total return.



#### Extracts from Q1 2014 ROC II statement

### ROC II Australian Feeder (USD) LP

First Quarter Report 2014



Dear Partner,

The Managers of ROC II Funds, in which ROC II Australian Feeder (USD) LP has ownership, are pleased to report a successful first quarter of 2014. Attached, please find the following reports: 1) Partner Capital Account Statement, 2) Exhibit A – Account History, 3) Exhibit B – Allocation Detail, 4) Investment Performance Summary, and 5) Individual Asset Summaries.

The first quarter of 2014 marked the first property exits for the Partnership. The LaSalle 39 office building was sold in January with the Andorra apartment complex having been sold just after the quarter end in April. In a continued effort to reinvest the funds during our investment period, the asset team has also coordinated the purchase of five additional assets in four states during the course of the quarter: (1) Ashley Vista, (2) Bridgewater, (3) Presidio, (4) Silver Shadows, and (5) Vista at 23rd, (please see Asset Summaries for further details). We now own 42 investments, including: 13,265 multifamily units, and 703,356 square feet of commercial office space. As we enter the last year of the investment period for the Partnership, we are excited at the prospect of having an estimated 90% of commitments being reserved for designated assets by the end of fourth quarter, 2014.

ROC II has achieved a total or blended net IRR of 23.2%, or 1.21x return multiple to date with a special mention to our commercial asset managers in the successful exit of the LaSalle 39 office building in Chicago for a staggering return multiple of 1.81x with a property level IRR of 123% on the sale of this asset after a holding period of just under eight months. We believe that the LaSalle and Andorra sales are just the start to many great exit opportunities expected in the coming years.

As we strive to be "Best in Class" we will continue to give as much transparency as possible and keep open lines of communication as the Partnership progresses.

Thank you for being our partner.

Donaldson Hartman Chief Executive Officer

ROC II Funds<sup>1</sup> April 3, 2012 through March 31, 2014

Investment	Location	Type	Valuation Method <sup>2</sup>	Date Acquired	Date Sold	Total Investment	Investment at Cost	Realized Proceeds	Unrealized Value <sup>3</sup>	Implied Value	Implied Gain / (Loss)	Return Multiple	
	Location	Туре	Method	Acquired	Solu	investment	at Cost	Proceeds	value	Value	Gain / (LOSS)	Multiple	
Multifamily Investments	D	M 107 3	D			6.888.000	6.888.000	970.000	10.380.241	11.350.241	4,462,241	1.65×	31.39
West Town Court Apartments	Phoenix, AZ	Multifamily		Apr-12				9/0,000					
The Venetian on Ella (La Jolla) Apts.	Houston, TX	Multifamily	D	May-12		5,805,000	5,805,000		10,370,507	10,370,507	4,565,507	1.79x	36.79
Andorra Apartments	Indio, CA	Multifamily	D	May-12	Apr-14	3,375,000	3,375,000	293,538	4,433,579	4,727,117	1,352,117	1.40x	20.89
Pinewood Apartments	Lynwood, WA	Multifamily	D	May-12	-	1,665,000	1,665,000	308,768	2,643,668	2,952,436	1,287,436	1.77x	39.4
Rock Creek (Autumn's Combined) Apts.	Houston, TX	Multifamily	D	Jun-12	-	11,602,000	11,602,000	-	21,359,262	21,359,262	9,757,262	1.84x	41.6
Mission Falls Apartments	Houston, TX	Multifamily	D	Jul-12	-	1,715,000	1,715,000	342,845	3,389,814	3,732,659	2,017,659	2.18x	52.3
La Entrada Apartments	Albuquerque, NM	Multifamily	D	Jul-12	-	679,171	679,171	155,505	845,812	1,001,317	322,146	1.47x	27.4
Monterra Apartments	Albuquerque, NM	Multifamily	D	Jul-12	-	908,176	908,176	134,628	1,028,634	1,163,262	255,086	1.28x	15.6
Stratford Apartments	San Antonio, TX	Multifamily	D	Oct-12	-	5,000,000	5,000,000	365,000	6,977,005	7,342,005	2,342,005	1.47x	30.6
Surprise Lake Apartments	Milton, WA	Multifamily	D	Oct-12	-	9,099,000	9,099,000	1,302,000	13,988,633	15,290,633	6,191,633	1.68x	44.1
Bradley Park Apartments	Puyallup, WA	Multifamily	D	Dec-12	-	5,490,000	5,490,000	721,000	8,817,985	9,538,985	4,048,985	1.74x	55.9
Chestnut Hills Apartments	Puyallup, WA	Multifamily	D	Dec-12	-	3,987,000	3,987,000	375,000	5,484,481	5,859,481	1,872,481	1.47x	36.3
Hamptons Apartments	Puyallup, WA	Multifamily	D	Dec-12	-	6,295,000	6,295,000	670,000	8,067,211	8,737,211	2,442,211	1.39x	30.4
Landing at Dashpoint (Forest Cove) Apts.	Federal Way, WA	Multifamily	D	Dec-12	-	9,546,430	9,546,430	890,734	13,832,280	14,723,014	5,176,584	1.54x	41.7
Pembrooke (Kennedy Ridge) Apts.	Denver, CO	Multifamily	D	Dec-12	-	19,831,250	19,831,250	2,085,250	45,830,386	47,915,636	28,084,386	2.42x	107.7
Lodge on 84th Apartments	Federal Heights, CO	Multifamily	D	Jan-13	-	6,397,000	6,397,000	1,109,000	14,520,708	15,629,708	9,232,708	2.44x	103.
Pinnacle Grove Apartments	Tempe, AZ	Multifamily	D	Feb-13	-	5,957,000	5,957,000	353,000	7,138,486	7,491,486	1,534,486	1.26x	21.
Sonoma Pointe (The Ritz) Apts.	Las Vegas, NV	Multifamily	D	Feb-13	-	3.158.500	3.158.500	203,500	4,199,863	4,403,363	1,244,863	1.39x	42.
Timberlodge Apartments	Dallas, TX	Multifamily	D	Apr-13	-	3,860,000	3,860,000		5,189,766	5,189,766	1,329,766	1.34x	36.
Chandlers Bay Apartments	Kent. WA	Multifamily	D	Apr-13		10,299,000	10.299.000	740.000	14.020.074	14,760,074	4,461,074	1.43x	44.
Cameron Landing Apartments	Atlanta, GA	Multifamily	D	May-13	_	7,628,000	7,628,000	571,000	8,958,593	9,529,593	1,901,593	1.25x	27.
Enclave Apartments	Euless, TX	Multifamily	D	Jun-13		4,421,726	4,421,726	227,666	5,612,374	5,840,040	1,418,314	1.32x	40.
Overlook Apartments	Euless, TX	Multifamily	D	Jun-13		5,486,857	5,486,857	348.312	7.250.320	7,598,632	2,111,775	1.38x	45
Mission Palms Apartments	Tuscon, AZ	Multifamily	D	Jun-13	_	7,774,000	7,774,000	415,000	8,642,221	9.057.221	1,283,221	1.17x	19
Villetta Apartments	Mesa, AZ	Multifamily	D	Jul-13		6,022,000	6,022,000	308,000	6,870,647	7,178,647	1,156,647	1.19x	24.
The Retreat Apartments	Phoenix, AZ	Multifamily	D	Jul-13		16,616,000	16.616.000	726,000	17,757,381	18,483,381	1,867,381	1.11x	16.
Coronado Palms (Palmilla Villas) Apts.	Anaheim, CA	Multifamily	D	Aug-13		9,159,000	9.159.000	349,000	8,185,041	8,534,041	(624,959)	0.93x	-10.
The Preserve Apartments	Houston, TX	Multifamily	D	Aug-13		13,487,000	13,487,000	731,000	14,778,719	15,509,719	2,022,719	1.15x	24.
			D					428,000					
Madison Park Apartments Jasmine at Winters Chapel	Vancouver, WA Atlanta, GA	Multifamily	F	Sep-13		8,793,000 12,033,000	8,793,000 12,033,000	428,000 520,000	10,406,309 11,795,024	10,834,309 12,315,024	2,041,309 282,024	1.23x 1.02x	39.
		Multifamily		Oct-13									. !
Meridian Pointe Apartments	Duluth, GA	Multifamily	F	Oct-13	-	3,702,000	3,702,000	183,000	3,493,322	3,676,322	(25,678)	0.99x	N
Aventerra Apartments	Mesa, AZ	Multifamily	F	Oct-13	-	13,620,000	13,620,000	381,000	13,157,858	13,538,858	(81,142)	0.99x	N
Shadows of Cottonwood Apartments	Dallas, TX	Multifamily	F	Oct-13	-	11,350,000	11,350,000	375,000	10,922,835	11,297,835	(52,165)	1.00x	!
Falls at Gwinnett Place Apartments	Duluth, GA	Multifamily	F	Nov-13	-	8,875,000	8,875,000	155,000	8,733,176	8,888,176	13,176	1.00x	
Village at Seeley Lake Apartments	Lakewood, WA	Multifamily	F	Dec-13	-	16,550,000	16,550,000	110,000	16,305,440	16,415,440	(134,560)	0.99x	1
Ashley Vista Apartments	Lithonia, GA	Multifamily	F	Jan-14	-	7,063,802	7,063,802	-	6,988,643	6,988,643	(75,159)	0.99x	1
Bridgewater Apartments	Stockbridge, GA	Multifamily	F	Jan-14	-	3,156,834	3,156,834	-	3,007,712	3,007,712	(149,122)	0.95x	
Silver Shadow Apartments	Las Vegas, NV	Multifamily	F	Jan-14	-	4,339,942	4,339,942	-	3,931,473	3,931,473	(408,469)	0.91x	1
Presidio Apartments	Oceanside, CA	Multifamily	F	Jan-14	-	16,042,062	16,042,062	-	15,441,736	15,441,736	(600,326)	0.96x	N.
Vista at 23rd Apartments	Gresham, OR	Multifamily	F	Mar-14	-	10,000,263	10,000,263	-	9,462,758	9,462,758	(537,505)	0.95x	N
otal Multifamily Investments						307,678,014	307,678,014	16,847,747	394,219,977	411,067,724	103,389,710	1.34x	39.
mmercial Investments													
1700 West Loop Building	Houston, TX	Office	D	Jun-12		21,550,000	21,550,000	455,000	25,311,595	25,766,595	4.216.595	1.20x	13.
LaSalle 29 Building	Chicago, IL	Office	D	Apr-13	-	7,420,000	7,420,000	455,000	7,929,064	7,929,064	509,064	1.07x	7.
LaSalle 39 Building		Office	A	Apr-13	Jan-14	11.580.000	7,420,000	20.130.936	830.533	20.961.469	9.381.469	1.81x	123.
	Chicago, IL		A						830,555			1.02x	
Biltmore Commerce Center Note	Phoenix, AZ	Office		Aug-13	Nov-13	25,000,000	45 000 000	25,542,466	40.303.000	25,542,466	542,466		9.
Biltmore Commerce Center	Phoenix, AZ	Office	D	Aug-13		16,000,000 81,550,000	16,000,000 44,970,000	46,128,402	18,203,909 52,275,101	18,203,909 98,403,503	2,203,909 16,853,503	1.14x 1.21x	23.
tal Commercial Investments						61,330,000	44,970,000	40,120,402	32,273,101	90,403,503	10,033,303	1.21%	20
et Unrealized return on Properties a	cauired on or before S	entember 30	. 2013 <sup>5</sup>			259,329,634	259,329,634	21,600,048	320,823,246	342,423,294	83,093,660	1.32x	:
et Unrealized return on Properties a						99,450,279	99,450,279		91,604,846	91,604,846	(7,845,433)	0.92x	
	equireu since septemi	JCI 30, 2013											
TURN TO ALL PARTNERS®						370,134,820	370,134,820	24,206,081	444,020,125	468,226,206	98,091,386	1.27x	26
OTAL NET RETURN <sup>7</sup>						358,779,913	358,779,913	21,600,048	412,428,092	434,028,140	75,248,227	1.21x	23

Should you require a full copy of the Q1 2014 Statement please contact Spire Capital by sending an email to investors@spirecapital.com.au.



#### Unit Price Dashboard

ROC II Program data (Underlying Fund) as at the end of Q1 2014 (i.e. 31 March 2013).								
Component	Investment at Cost	Implied Value at 30 April	Implied Gain / Loss	Comment				
Total ROC II Committed Capital	\$595,500,000							
Drawndown to Date	\$358,779,913	\$412,428,092	\$53,648,179	US\$12.3M of new capital deployed in Q1 2014. Implied total equity multiple of 1.15x on invested capital.				
Assets owned > 6 months	\$259,329,634	\$320,823,246	\$61,493,612	Valued at market as at 31 March 2014. Implied 1.24x equity multiple and 28% IRR (inc. income).				
Assets owned < 6 months	\$99,450,279	\$91,604,846	-\$7,845,433	Valued at cost less acquisition expenses as at 31 March 2013.				

No.	Component	Ordinary + Wholesale Units	Institutional Units	Total	Movement	Comment
1	Capital Committed to ROC II (US\$)	\$24,525,086	\$10,474,914	\$35,000,000	No change	As at 31 Mar 2014
2	Drawndown to Date (US\$)	\$15,483,142	\$6,518,734	\$22,001,876	+ 3.5%	US\$12,998,124 remaining in cash.
3	Drawndown to Date %	63.1%	63.1%	63.1%	+ 3.5%	36.9% remaining in US cash
4	Net Buy-In Premium paid (US\$)	\$526,498	\$192,523	\$719,021	No change	As at 31 Mar 2014
5	Total Value Paid In (TVPI) 2 + 4	\$16,009,640	\$6,711,257	\$22,720,897	+ 3.4%	Quarterly change
6	Value of investment in ROC II (US\$)	\$16,872,895	\$7,056,833	\$23,929,728	+ 7.7%	Quarterly change
7	Distributions Received (US\$)	\$647,628	\$336,906	\$984,534	+117.2%	Quarterly change
8	Total Value + Distributions 6 + 7	\$17,520,523	\$7,393,739	\$24,914,262	No change	Quarterly change
9	TVPI Ratio* <sup>8 divided by 5</sup>	1.09 X	1.10 X	1.096 X	+ 6.2%	Quarterly change
10	Foreign Exchange		US\$0.9307		+ 0.45%	At at 31 May 2014

<sup>\*</sup> Note: The TVPI Ratio relates only to that proportion of Fund capital which has been called by the ROC II General Partner and has therefore been invested in ROC II assets at the relevant ROC II quarterly statement date. As the amount of capital invested fluctuates during the Investment Period due to Capital Calls and capital returns (due to re-financing of properties), and Capital Calls being received and paid post the quarterly relevant statement date, there is not a linear relationship between TVPI Ratio and unit price. The TVPI Ratio should therefore be used only as a guide to the Fund's investment at each quarterly statement date. Once the Investment Period has expired (in March 2015) and the Fund is no longer subject to Capital Calls, the TVPI Ratio and Fund's Unit Price will adopt a linear relationship.



Spire USA ROC Seniors Housing and Medical Properties Fund (AUD) - PDS now available. Please speak to your financial adviser for further details.

## Letter to Investors

Extract from PDS



Dear Investor

On behalf of the Resonsible Entity, Equity Trustees Limited, it is our pleasure to invite you to become an investor in Spire USA ROC Seniors Housing and Medical Properties Fund (AUD) (the Fund).

The Fund, the second within the Spire Global Investment Series, is designed to provide Australian investors with a unique opportunity to invest in the Seniors Housing and Medical Properties sectors within the United States. This provides an exposure to an investment linked to the ageing population demographics of the U.S.; or what has now become known as the "silver tsunami".

According to the U.S. Census Bureau, the number of Americans aged 65 and older, which accounts for 13% of the overall population, is expected currently to more than double by 2050 to more than 89 million, and 20% of the population.

The 75 and older age category in the U.S. is similarly expected to increase significantly, growing by 500,000 people per year for the next 15 years, to increase from 19 million in 2013 to 34 million by 2030 – a 75% increase.<sup>1</sup>

In addition to the substantial increase in the elderly population, significant increases in the diagnoses of Alzheimer's and dementia-related diseases are also driving demand for specialist accommodation and services, known as Memory Care facilities. Memory Care facilities, a specialised part of the U.S. Seniors Housing market, provide Alzheimer's and other dementia afflicted patients with specialised assisted living accommodation and professional care to ensure safety and quality of life.

According to the U.S. Alzheimers Association, the number of Americans aged 65 and above diagnosed with Alzheimer's disease is expected to rise from 5.1 million people in 2010 to 13.5 million in 2050. That translates to more than 15% of the American 65+ population having an Alzheimer's diagnosis within the next 40 years.

Furthermore, with seniors increasingly needing the care, services, conveniences, and lifestyle advantages provided by more modern Seniors Housing facilities, the market penetration of Seniors Housing, or the percentage of seniors occupying Seniors Housing, is expected to increase substantially. In addition, often the decision to locate a parent within an Assisted Living or Memory Care facility is needs based, meaning that the income streams generated by such properties are essentially non-discretionary.

With approximately only 1.4 million total Seniors Housing units available today in the United States, there is a looming undersupply projected by credible industry bodies such as the American Seniors Housing Association (ASHA). Expansion

of supply has been limited during the challenging real estate environment caused by the recent Global Financial Crisis (GFC) and the resultant contraction of available credit for new real estate development. Furthermore, much of the existing Seniors Housing stock in the U.S. is "functionally obsolete," meaning it will require replacement or extensive renovation to continue to meet residents' needs in the short term.

The combination of the clear U.S. ageing population demographics and attractive Seniors Housing supply/demand fundamentals and economics, together with the current strong Australian dollar, make an investment in U.S. Seniors Housing at attractive valuations a compelling opportunity.

To convert this opportunity into a valid investment proposition, Spire Capital Pty Ltd (Spire) and Bridge Investment Group Partners, LLC (Bridge IGP) have entered into a strategic partnership to offer the Fund to Australian investors. This is the third fund that Spire and Bridge IGP have jointly offered to Australian investors. Bridge IGP is a Salt Lake City, Utah based real estate investment firm established in 1986. Bridge IGP and its affiliates manage over US\$2 billion in Seniors Housing, multifamily apartment and office properties across the US. Bridge IGP's Seniors Housing team are highly experienced in acquiring and managing US Seniors Housing properties; and then selecting the right time to sell. This is best exemplified by their 2007 sale of a US\$4 billion national Seniors Housing portfolio, which the team had participated in acquiring in the decade prior. This portfolio sale generated a gross total return of 33% pa (IRR).

The Fund's investment will be made via a parallel fund to ROC Seniors Housing & Medical Properties Fund LP, (ROC Seniors Fund or LP). ROC is an acronym for Real Estate Opportunity Capital. ROC Seniors Fund is the third opportunistic real estate fund in the ROC series of funds launched by Bridge IGP since the onset of the Global Financial Crisis in 2008. The preceding ROC Funds, ROC I and ROC II, have as at the date of this PDS generated returns (in US Dollars as at 31 December 2013), net of fees and expenses, of 17.7% pa and 21.6% pa respectively.

Bridge IGP subsidiaries will act as General Partner and Investment Manager for the ROC Seniors Program. Bridge IGP has established a US\$450 million target for equity commitments from US based and international institutional and family office investors. The Fund will operate as a feeder fund, investing as a single Limited Partner, into ROC Seniors Australian Feeder (USD) LP (ROC Seniors Australian Feeder or Underlying Fund), a parallel fund to ROC Seniors Fund, and part of the ROC Seniors Program.

This EQT / Spire feeder fund follows the creation and capitalisation in 2013 of Spire USA ROC II Fund (AUD), which raised approximately \$43 million to invest alongside Bridge's Real Estate Opportunity Capital Fund II LP (ROC II).

1 US Census Bureau Data

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Spire USA ROC Seniors Housing and Medical Properties Fund (AUD) - PDS now available



The Fund's investment objective, via its investment in the Underlying Fund, is to provide consistent income through attractive rental yields along with long-term capital preservation and growth. We believe that the needs driven demand and resultant non-discretionary spending attached to Seniors Housing investments, is attractive because it is less susceptible to monetary and fiscal policies, interest rates, GDP growth or other macroeconomic factors.

Also, Seniors Housing is currently a very fragmented industry in the U.S, with most facilities operated by local managers. Consolidation of ownership and increased coordination of the management of these facilities by a recognised national owner and manager of best-in-class Seniors Housing facilities may provide the opportunity to establish a powerful presence in a fragmented market. This consolidation may also provide the Fund with favourable exit opportunities at the end of the Fund's term for a "roll-up" transaction or portfolio sale to a real estate investment trust (REIT) or other large institutional real estate investor.

ROC Seniors Program, will primarily acquire three types of assets: (1) "Income Assets" or stabilised properties which can be improved through repositioning, enhanced marketing or operations; (2) "Value-Add Assets" or properties which are in need of improved occupancy, renovations, rehabilitation, upgrade and/or expansion and offer opportunity for the Managers to significantly improve occupancy and net operating income; and (3) "New Assets," or select new "shovel ready" construction properties, providing the General Partner with the flexibility to construct state-of-the-art facilities with enhanced amenities that are expected to meet residents' preferences.

We encourage you to read this Product Disclosure Statement (PDS) carefully before making your investment decision as it contains detailed information about the Fund and the offer of Units to investors.

We commend the offer to you and look forward to welcoming you as an investor in the Spire USA ROC Seniors Housing and Medical Properties Fund (AUD).

Spire Capital Pty Ltd (Fund Manager)

Bridge Investment Group Partners, LLC (Investment Advisor)

Rocust R. Mare

MATTHEW COOK Director Robert Morse Chairman

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#### Important Information

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