

19 November 2015

**TO INVESTORS**

Dear Member

**LM FIRST MORTGAGE INCOME FUND ARSN 089 343 288 (RECEIVERS AND MANAGERS APPOINTED)  
(RECEIVER APPOINTED) ("THE FUND")**

I attach the unaudited accounts for the Fund for the year ended 30 June 2015.

The accounts have been prepared in conjunction with the service provider, LM Administration Pty Ltd's (In Liquidation) staff and consultants and by collating the records maintained by the Fund, the service provider and receipts and payments and other records of FTI and McGrathNicol.

The accounts have been prepared in accordance with the Scheme Constitution, the recognition and measurement requirements of the Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The accounts have been reviewed by the BDO audit team. However, their work does not constitute a full audit and therefore, the accounts are provided on an unaudited basis.

Should members require further information, please contact BDO on the details provided below.

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Yours sincerely



David Whyte

Court Appointed Receiver

**Disclaimer:**

*The 30 June 2015 financial statements were compiled by BDO Business Recovery & Insolvency (QLD) Pty Ltd however we did not audit those financial statements and, accordingly, express no opinion or other form of assurance on them.*

**LM FIRST MORTGAGE INCOME FUND  
(RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

**ABN: 66 482 247 488**

Report for the year ended 30 June 2015

Disclaimer

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**LM FIRST MORTGAGE INCOME FUND  
(RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

**ABN: 66 482 247 488**

**Financial Statements for the year ended 30 June 2015**

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**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**  
**STATEMENT OF COMPREHENSIVE INCOME**

**For the year ended 30 June 2015**

	Note	30 June 2015 \$	30 June 2014 \$
<b>Income</b>			
Fee revenue - mortgage loans		4,050	32,901
Interest revenue - cash assets		498,695	159,147
Realised gain on foreign exchange contracts		106,869	180,249
		<u>609,614</u>	<u>372,297</u>
<b>Expenses</b>			
Management fees	9	-	606,195
Finance costs	4(a)	-	1,855,233
Custodian fees	9	27,624	76,692
Net Impairment losses on mortgage loans	6	(26,633,748)	6,270,758
Impairment losses on interest receivable	10	-	43,436
Realised foreign exchange loss on investor funds		-	3,335
Unrealised foreign exchange losses on investor fund		263,794	734,627
Realised loss on foreign exchange contracts		141,591	-
Other expenses	4(b)	9,263,036	9,132,122
<b>Total expenses excluding distributions to unitholders</b>		<u>(16,937,703)</u>	<u>18,722,398</u>
<b>Net profit (loss) before distributions to unitholders</b>		17,547,317	(18,350,101)
Distributions paid/payable to unitholders	3	-	(348)
<b>Net profit (loss) after distributions to unitholders</b>		<u>17,547,317</u>	<u>(18,350,449)</u>
Other comprehensive income			-
<b>Net profit (loss) after distributions to unitholders</b>		17,547,317	(18,350,449)
Income tax expense			
<b>Changes in net assets attributable to unitholders after income tax expense</b>		<u>17,547,317</u>	<u>(18,350,449)</u>

The Statement of Comprehensive Income is to be read in conjunction with the notes to the financial statements.

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**  
**STATEMENT OF FINANCIAL POSITION**

**As at 30 June 2015**

	<b>Note</b>	<b>30 June 2015</b>	<b>30 June 2014</b>
		\$	\$
<b>ASSETS</b>			
Cash and cash equivalents	11	41,863,342	7,741,190
Receivables	10	782,658	664,646
Loans & Receivables	6	43,333,916	60,060,616
<b>TOTAL ASSETS</b>		<u>85,979,916</u>	<u>68,466,452</u>
<b>LIABILITIES</b>			
Payables	7	7,429,179	7,726,716
Distributions payable		1,372,036	1,373,126
<b>Total liabilities excluding net assets attributable to unitholders</b>		<u>8,801,215</u>	<u>9,099,842</u>
<b>NET ASSETS</b>		<u>77,178,701</u>	<u>59,366,610</u>
Represented by:			
<b>Net assets attributable to unitholders</b>	5	<u>77,178,701</u>	<u>59,366,610</u>
(calculated in accordance with IFRS)			

The Statement of Financial Position is to be read in conjunction with the notes to the financial statements.

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**  
**STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO UNITHOLDERS**

**For the year ended 30 June 2015**

	Note	30 June 2015 \$	30 June 2014 \$
<b>TOTAL</b>			
Opening balance		59,366,610	76,998,690
Units issued during the year	5	980	-
Units redeemed during the year	5	-	(24,551)
Units issued on reinvestment of distributions			6,232
Changes in net assets attributable to unitholders		17,547,317	(18,350,449)
Foreign exchange (gain)/loss on investor funds	5	263,794	736,688
<b>Closing Balance</b>		<u>77,178,701</u>	<u>59,366,610</u>

The Statement of Changes in Net Assets Attributable to Unitholders is to be read in conjunction with the notes to the financial statements.

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)  
STATEMENT OF CASH FLOWS**

**For the year ended 30 June 2015**

	Note	30 June 2015 \$	30 June 2014 \$
<b>Cash flows from operating activities</b>			
Interest and distributions received		529,469	192,048
Management fees paid		-	(606,195)
Other operating expenses		(9,649,644)	(6,760,391)
GST and withholding tax (paid)/received		(118,012)	(482,139)
Finance costs paid	4(a)	-	(1,855,233)
<b>Net cash inflow/(outflow) from operating activities</b>	11(b)	<u>(9,238,187)</u>	<u>(9,511,910)</u>
<b>Cash flows from investing activities</b>			
Payments for secured mortgage loans	6(b)	(7,224,842)	(11,368,481)
Receipts from settled mortgage loans	6 (b)	50,585,291	44,914,578
<b>Net cash inflow/(outflow) from investing activities</b>		<u>43,360,449</u>	<u>33,546,097</u>
<b>Cash flows from financing activities</b>			
Repayment of facility		-	(25,500,000)
Cash paid on realisation of foreign exchange contracts		-	180,249
Receipts from the issue of units		980	-
Distributions paid		-	(3,697)
Payment for redemption of units		(1,090)	(24,551)
<b>Net cash inflow/(outflow) from financing activities</b>		<u>(110)</u>	<u>(25,347,999)</u>
Net increase/(decrease) in cash and cash equivalents		34,122,152	(1,313,812)
Cash and cash equivalents at beginning of year		7,741,190	9,055,002
<b>Cash and cash equivalents at end of year</b>	11 (a)	<u>41,863,342</u>	<u>7,741,190</u>

The Statement of Cashflows is to be read in conjunction with the notes to the financial statements.

## LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)

### Notes to the financial statements for the year ended 30 June 2015

#### 1. CORPORATE INFORMATION

During the period March 2013 to August 2013, a series of insolvency events occurred in respect of both the Fund and the Responsible Entity for the Fund, these are detailed in the table below:

Date	Appointment
19 March 2013	John Park and Ginette Muller of FTI Consulting appointed as Administrators of LM Investment Management Ltd ("LMIM") being the Responsible Entity for the Fund.
11 July 2013	Joseph Hayes and Anthony Connelly of McGrathNicol appointed as Receivers and Managers of LMIM as the Responsible Entity of LM First Mortgage Income Fund (Receivers and Managers Appointed) (Receiver Appointed) ('LMFMIF', 'Scheme' or the 'Fund') by Deutsche Bank.
1 August 2013	John Park and Ginette Muller of FTI Consulting appointed as liquidators of LMIM.
8 August 2013	David Whyte of BDO appointed by the Court as Receiver of the assets of the Fund and as the person responsible for ensuring the Fund is wound up in accordance with its Constitution.

The Scheme is an Australian registered Scheme, constituted on 13 April 1999.

#### 2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

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

##### (a) Basis of accounting

This financial report has been prepared in accordance with the Scheme Constitution, the recognition and measurement requirements of the Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. The financial report has also been prepared on a historical cost basis, except for financial assets and financial liabilities held at fair value through profit or loss, that have been measured at fair value.

The Statement of financial position is presented in decreasing order of liquidity and does not distinguish between current and non-current items. The amount expected to be recovered or settled within twelve months in relation to the balances cannot be reliably determined.

The financial report is presented in Australian Dollars (\$).

##### Statement of compliance

The financial statements have been prepared in accordance with the recognition and measurement requirements of the Australian Accounting Standards as issued by the Australian Accounting Standards Board and International Financial Reporting Standards as issued by the International Accounting Standards Board.



## **LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

Notes to the financial statements for the year ended 30 June 2015

### **2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

#### **(a) Basis of accounting (Continued)**

##### **Status of investment in fund**

During the 2009 year, the Responsible Entity closed the Scheme to new investors and suspended withdrawals subject to certain exceptions. Redemptions were suspended at this time, per the Constitution, as the Responsible Entity considered the suspension of the withdrawals to be in the best interest of the members of the Scheme.

The Scheme is now in the process of being formally wound up with redemptions and hardship provisions remaining suspended.

##### **Liquidation Basis**

Previous financial statements have been prepared on a going concern basis.

The financial statements for the periods ended 30 June 2013, 30 June 2014 and 30 June 2015 have not been prepared on a going concern basis due to the appointment of Administrators to the Responsible Entity for the Fund on 19 March 2013 and subsequently Liquidators on 1 August 2013 and the appointment of Receivers and Managers and Court Appointed Receiver and person responsible for ensuring it is wound up in accordance with its Constitution as detailed in note 1. Accordingly, the financial statements for those periods have been prepared on a liquidation basis.

#### **(b) New accounting standards and interpretations**

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet effective have not been adopted by the Scheme for the reporting period. The impact of these standards and interpretations that are not expected to have a material impact on the Scheme have not been included.

#### **(c) Significant accounting judgements, estimates and assumptions**

In the process of applying accounting policies, judgements and estimations have been made which have had an impact on the amounts recognised in the accounts. The key estimates and assumptions that have a significant risk of causing material adjustment to the carrying amounts of certain assets and liabilities within the next annual reporting period are:

##### **Allowance for impairment loss on loans and receivables**

The Scheme determines whether loans are impaired on an ongoing basis. Individually assessed provisions are raised where there is objective evidence of impairment, where the Scheme does not expect to receive all of the cash flows contractually due. Individually assessed provisions are made against individual facilities.

#### **(d) Cash and cash equivalents**

Cash and cash equivalents includes cash in hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. For the purposes of the Statement of cash flows, cash and cash equivalents as defined above, net of outstanding bank overdrafts.

#### **(e) Distribution income**

Distribution income is recognised when the Scheme's right to receive income is established.

## **LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

**Notes to the financial statements for the year ended 30 June 2015**

### **2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

#### **(f) Interest income**

Interest income is recognised as the interest accrues using the effective interest rate method, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument to the net carrying amount of the financial asset. Interest ceases to be recognised when a loan is in default and the principal is impaired.

#### **(g) Default management fees**

Income from default management fees is recognised in line with the executed agreement with the borrower when an event of default occurs.

#### **(h) Changes in the fair value of investments**

Gains or losses on investments held for trading are calculated as the difference between the fair value at sale, or at year end, and the fair value at the previous valuation point. This includes both realised and unrealised gains and losses.

#### **(i) Fees, commissions and other expenses**

Except where included in the effective interest calculation (for financial instruments carried at amortised cost), fees and commissions are recognised on an accrual basis. Audit and compliance fees are included with 'other expenses' and are recorded on an accrual basis.

#### **(j) Finance costs**

Interest on borrowings is recognised in the statement of comprehensive income in the period to which it relates. Issue costs associated with borrowings are capitalised and amortised over the term of the borrowing to which they relate using the effective interest method.

#### **(k) Financial instruments**

Financial instruments in the scope of *AASB 139 Financial Instruments* are classified as either financial assets or financial liabilities at fair value through profit or loss, loans and receivables, held-to-maturity investments, available-for-sale investments or other financial liabilities as appropriate.

When financial assets are recognised initially, they are measured at fair value, plus, in the case of investments not at fair value through profit or loss, directly attributable transactions costs. The Scheme determines the classification of its financial assets at initial recognition.

All regular way purchases and sales of financial assets are recognised on the trade date ie. the date that the Scheme commits to purchase the asset. Regular way purchases or sales are purchases or sales of financial assets under contracts that require delivery of the assets within the period established generally by regulation or convention in the marketplace.

##### **i. Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are initially measured at fair value including transaction costs directly attributable to the financial asset. After initial recognition, loans and receivables are carried at amortised cost using the effective interest method. Gains and losses are recognised in profit or loss when receivables are derecognised or impaired, as well as through the amortisation process.

Loans and receivables are assessed for impairment at each reporting period. An allowance is made for credit losses when there is objective evidence that the Scheme will not be able to collect the loans and receivables. Impairment losses are written off when identified. Losses expected as a result of future events are not recognised. If a provision

## **LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

Notes to the financial statements for the year ended 30 June 2015

### **2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

#### **(k) Financial instruments (Continued)**

for impairment has been recognised in relation to the loan, writeoffs for bad debts are made against the provision. If no provision for impairment has previously been recognised, writeoffs for bad debts are recognised as an expense in the statement of comprehensive income.

A provision is made of loans in arrears where the collectability of the debts is considered doubtful by estimation of expected losses in relation to loan portfolios where specific identification is impracticable.

The components of impaired assets are as follows:

“Loans in arrears” are loans and advances for which there is reasonable doubt that the Scheme will be able to collect all amounts of principal and interest in accordance with the terms of the agreement.

“Assets acquired through the enforcement of security” are assets acquired in full or partial settlement of a loan or similar facility through the enforcement of security arrangements.

When it is determined that interest is not recoverable on certain impaired loans, the interest is suspended and not brought into income. Should the analysis of the collectability subsequently change the interest will be brought into income at the time it is determined to be collectable.

#### **(i) Payables**

Payables are carried at amortised costs and represent liabilities for goods and services provided to the Scheme prior to the end of the financial year and half year that are unpaid and arise when the Scheme becomes obliged to make future payments in respect of the purchases of these goods and services.

The distribution amount payable to investors as at the reporting date is recognised separately on the statement of financial position as unitholders are presently entitled to the distributable income as at 30 June 2014 under the Scheme’s constitution.

#### **(m) Increase/decrease in net assets attributable to unitholders**

Non-distributable income is transferred directly to net assets attributable to unitholders and may consist of unrealised changes in the net fair value of investments, accrued income not yet assessable, expenses accrued for which are not yet deductible, net capital losses and tax free or tax deferred income. Net capital gains on the realisation of any investments (including any adjustments for tax deferred income previously taken directly to net assets attributable to unitholders) and accrued income not yet assessable will be included in the determination of distributable income in the same year in which it becomes assessable for tax. Excess and undistributed income is also transferred directly to net assets attributable to unitholders.

#### **(n) Distributions**

The Trustees for the LM Managed Performance Fund have put both the Receivers and Managers and the Court Appointed Receiver on notice of a potential claim against the Fund. In addition, the Receivers and Managers appointed to the Bellpac matter have put the Court Appointed Receiver on notice not to distribute funds until the proceedings are resolved.

The secured creditor is not in a position to release its security due to the potential claim against the Fund. Until the matters detailed above are resolved and funds released to the Court Appointed Receiver, distributions to investors cannot commence.

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

**Notes to the financial statements for the year ended 30 June 2015**

**2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**(o) Goods and services tax (GST)**

The GST incurred on the costs of various services provided to the Responsible Entity by third parties such as audit fees, custodial services and investment management fees have been passed onto the Scheme. The Scheme qualifies for Reduced Input Tax Credits (RITC's) at a rate of 75%.

Investment management fees, custodial fees and other expenses have been recognised in the statement of comprehensive income net of the amount of GST recoverable from the Australian Taxation Office (ATO). Accounts payable are inclusive of GST. The net amount of GST recoverable from the ATO is included in the statement of cashflows on a gross basis.

The GST component of cash flows arising from investing and financing activities recoverable or payable to the ATO is classified as an operating cash flow.

**(p) Applications and redemptions**

Applications received for units in the Scheme are recorded when units are issued in the Scheme. Redemptions from the Scheme are recorded when the cancellation of units redeemed occurs. Unit redemption prices are determined by reference to the net assets of the Scheme divided by the number of units on issue.

Applications received in foreign currency denominations are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Foreign currency denominated unitholder funds are translated into the Schemes functional currency at balance date, using the spot rate prevailing at that date. Gains and losses arising from foreign exchange translation are recorded in the Statement of Comprehensive Income in the period in which they arise.

**(q) Taxation**

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

**(r) Interest-bearing loans and borrowings**

All loans and borrowings are initially recognised at cost, being the fair value of the consideration received net of issue costs associated with the borrowing. After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the effective interest method. Amortised cost is calculated by taking into account any issue costs, and any discount or premium on settlement.

**(s) Derivative financial instruments**

The Scheme uses derivative financial instruments such as forward currency contracts to hedge its risks associated with foreign currency fluctuations. Derivatives are recognised at fair value on the date on which a derivative contract is entered into and are subsequently re-measured at their fair value. All derivatives are carried as assets when fair value is positive and as liabilities when fair value is negative.

Any gains or losses arising from changes in the fair value of derivatives, except for those that qualify as cash flow hedges, are taken directly to net profit or loss for the year.

The fair value of forward currency contracts is calculated by reference to valuations provided by the financial institutions with which the forward contracts are held.

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

**Notes to the financial statements for the year ended 30 June 2015**

**2. BASIS OF PREPARATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)**

**(t) Foreign currency translations**

The Scheme's transactions in foreign currencies comprise applications and withdrawals of foreign currency unitholder funds and payment of distributions. Transactions in foreign currencies are initially recorded in the functional currency by applying the exchange rates ruling at the date of the transaction. Monetary assets and liability denominated in foreign currencies and retranslated at the rate of exchange prevailing at the balance sheet date, and exchange rate gains and losses recognised in the statement of comprehensive income.

**(u) Determination of fair value**

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction.

The fair value for financial instruments not traded in an active market is determined using appropriate valuation techniques. Valuation techniques include: using recent arm's length market transactions; reference to the current market value of another instrument that is substantially the same; discounted cashflow analysis and option pricing models making as much use of available and supportable market data as possible.

**(v) Estimated net asset amount per unit available to investors**

The estimated amount of net assets available to investors are subject to the uncertainties indicated in Note 7 of this financial report.

The net assets of the fund and number of units on issue at the end of each of the periods is detailed in the table below:

	<b>30 June 2015</b>	<b>30 June 2014</b>
Estimated net amount of assets available to investors as at the period end (\$)	77,178,702	59,366,610
Total investor units (# of units)	478,537,325	478,272,551
<b>Estimated net asset amount per unit available to investors as at the period end (cents in the dollar)</b>	<b>16.1</b>	<b>12.4</b>

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

**Notes to the financial statements for the year ended 30 June 2015**

**3. INCOME AND DISTRIBUTIONS TO UNITHOLDERS**

**(a) Distributions to unitholders**

	<b>30 June 2015</b>	<b>30 June 2014</b>
	<b>\$</b>	<b>\$</b>
Distributions paid/reinvested	-	348
Distributions payable	-	-
	<u>-</u>	<u>348</u>

Distributions payable relates to distributions that were required to be paid under the Scheme's Constitution. These distributions relate to the period prior to the suspension of the distributions in January 2011.

In addition to these interest distributions, capital distributions were also paid to investors in February and June 2013. Capital distributions are reflected through redemption of units and a decrease in the unit price.

**(b) Distributions paid**

	<b>30 June 2015</b>	<b>30 June 2014</b>
	<b>\$</b>	<b>\$</b>
Class A	-	327
Class B	-	-
Class C	-	21
	<u>-</u>	<u>348</u>

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

Notes to the financial statements for the year ended 30 June 2015

**4. EXPENSES**

**(a) Finance costs**

	30 June 2015	30 June 2014
	\$	\$
Interest on bank loans	-	1,855,233
	<u>-</u>	<u>1,855,233</u>

**(b) Other expenses**

	30 June 2015	30 June 2014
	\$	\$
LM Administration Pty Ltd (in Liquidation) ("LMA") operational costs*	1,255,982	3,387,377
Receivers and Managers' fees and outlays (McGrathNicol)	1,056,994	1,131,670
Receivers and Managers' legal fees and outlays (McGrath Nicol)**	292,561	695,727
LMA Liquidator fees and outlays (David Clout & Associates)	12,566	351,022
Other expenses	464,022	104,903
Court Appointed Receiver's fees & outlays (BDO) ***	3,288,898	1,130,691
Court Appointed Receiver's legal fees (BDO)	2,140,258	911,279
LMIM's legal fees (FTI) **	99,144	29,761
LMIM's Administrators and Liquidators fees and outlays (FTI) ****	652,611	1,389,692
	<u>9,263,036</u>	<u>9,132,122</u>

\*LMA operational costs relate to services provided by LMA pursuant to a services agreement. This includes wages and salaries, insurance, rent and utilities.

\*\* An adjustment for the period ending 30 June 2014 has been made to correctly allocate the legal fees between McGrath Nicol and BDO. The allocation adjustment didn't change the total legal fees for the period 30 June 2014. The effect of the allocation adjustment is as follows

	30 June 2014	30 June 2014	Allocation Adjustment
	\$	\$	\$
	(as previously reported)	(as adjusted)	increase (decrease)
Receivers and Managers' legal fees and outlays (McGrath Nicol)	1,333,063	695,727	(637,336)
Court Appointed Receiver's legal fees (BDO)	273,943	911,279	637,336

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)****Notes to the financial statements for the year ended 30 June 2015****4. EXPENSES (Continued)**

I further note that invoices in relation to legal fees totalling \$154,768 (\$136k for LMIM and \$18k for McGrath Nicol) relating to the period ending 30 June 2014 were received post the preparation of the 30 June 2014 accounts. This amount has been expensed in the 30 June 2015 accounts.

\*\*\* Denotes expenses which are subject to approval by the court.

The Court Appointed Receiver's fees & outlays are represented by the following amounts:

	30 June 2015	30 June 2014
	\$	\$
Court Appointed Receiver's investigations and other non-operating costs	1,027,240	185,862
Operating Costs of the Fund	2,261,658	944,829
Total	3,288,898	1,130,691

The Court Appointed Receiver's investigations and other non-operating costs include time costs in relation to the Public Examination held between 16 and 26 June 2015, litigation matters which include claims against the MPF, LMIM and its directions and dealing with LMIM's court application in respect of the Liquidators' residual powers.

\*\*\*\* Denotes expenses which are subject to approval by the Receivers and Managers or the court.

**5. CHANGES IN NET ASSETS ATTRIBUTABLE TO UNITHOLDERS**

Movements in the net assets attributable to unitholders during the year were as follows:

**Net assets attributable to unitholders**

	30 June 2015	30 June 2014
	\$	\$
<b>Class A</b>		
Opening balance	245,678,130	245,673,002
Units issued during the year	-	-
Units redeemed during the year	-	(1,104)
Units issued upon reinvestment of distributions	980	6,232
<b>Closing balance</b>	<u>245,679,110</u>	<u>245,678,130</u>
<b>Class B</b>		
Opening balance	220,196,311	220,219,758
Units issued during the year	-	-
Units redeemed during the year	-	(23,447)
Units issued upon reinvestment of distributions	-	-
<b>Closing balance</b>	<u>220,196,311</u>	<u>220,196,311</u>
<b>Class C</b>		
Opening balance	10,906,900	10,170,587
Units issued during the year	-	-
Units redeemed during the year	-	-
Units issued upon reinvestment of distributions	-	-



**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

Notes to the financial statements for the year ended 30 June 2015

**5. CHANGES IN NET ASSETS ATTRIBUTABLE TO UNITHOLDERS (Continued)**

Foreign exchange (gain)/loss on investor funds	263,794	736,313
<b>Closing balance</b>	<u>11,170,694</u>	<u>10,906,900</u>
Cumulative movement in changes in net assets attributable to unitholders	(399,867,414)	(417,414,731)
<b>Net assets attributable to unitholders</b>	<u>77,178,701</u>	<u>59,366,610</u>

**Class A**

Class A consists of unitholders who are entitled to receive the declared distribution rate. There are a number of subclasses attached to class A. These consist of the following products with varying terms:

- 1) Flexi Account investment option
- 2) Fixed Term investment option
- 3) LM Savings Plan investment option

**Class B**

Class B consists of related Scheme unitholders.

**Class C**

Class C consists of unitholders who have invested in foreign currencies and are entitled to receive the declared distribution rate.

Subject to the comments relating to the status of the Scheme in note 2, all unitholders are entitled to receive distributions as declared from time to time and are entitled to one vote per unit at unitholders' meetings. As the Scheme is being wound up, all unitholders rank after creditors and are equally entitled to the proceeds of the winding up procedure.

**6. LOANS AND RECEIVABLES**

	30 June 2015	30 June 2014
	\$	\$
Secured mortgage loans	159,557,989	359,219,508
Provision for impairment	(116,224,073)	(299,158,892)
	<u>43,333,916</u>	<u>60,060,616</u>

Loans and receivables are initially measured at the fair value including transaction costs and subsequently measured at amortised cost after initial recognition. Loans and Receivables are assessed for impairment at each reporting date. Where impairment indicators exist, the recoverable amount of the loan will be determined and compared to its carrying amount

to determine whether any impairment losses exists. Impairment losses are recognised when the recoverable amount under the individual loan is less than the carrying amount of that loan.

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

Notes to the financial statements for the year ended 30 June 2015

**6. LOANS AND RECEIVABLES (Continued)**

**Material uncertainty regarding recoverability of Loans and Receivables**

For loans in default, an impairment indicator arises which requires the recoverable amount of that loan to be determined. The recoverable amount for each individual loan in default has been determined from independent valuations of the assets forming the security for the loans. The valuations are based on current market conditions and provide for appropriate exposure to the market and an orderly realisation of assets forming the security for the loans.

In determining the recoverable amounts, there are uncertainties involved in assessing the market values and the ability to realise those market values, particularly where the market is not active. Consequently, it is likely that there may be differences between the amounts at which the Loans and Receivables are recorded at in the financial statements for the period ended 30 June 2014, and the amounts that are actually realised. Such differences may be material. Accordingly, there is a material uncertainty regarding recoverability of Loans and Receivables.

**(a) Provisions for impairment**

The impairment loss expense relating to loans and receivables comprises:

	<b>30 June 2015</b>	<b>30 June 2014</b>
	\$	\$
Opening balance	299,158,892	315,583,261
Impairment losses provided for (recoveries) during the period	(26,633,748)	6,270,758
Impairment losses realised during the period	(156,301,071)	(22,695,127)
Closing balance	<u>116,224,073</u>	<u>299,158,892</u>
<b>Total provision for impairment</b>	<u><u>116,224,073</u></u>	<u><u>299,158,892</u></u>

The \$26,633,748 movement during the period to 30 June 2015 is largely derived from asset recoveries where these assets, principally the seven retirement villages, have achieved a higher recovery than anticipated in 30 June 2014.

**(b) Movement in default loans**

***Movement in default loans***

	<b>30 June 2015</b>	<b>30 June 2014</b>
	\$	\$
Gross default loans opening balance	359,219,509	415,460,732
New and increased default loans	7,224,842	11,368,481
Balances written off	(156,301,071)	(22,695,127)
Repaid	(50,585,291)	(44,914,578)
Gross default loans closing balance	<u>159,557,989</u>	<u>359,219,509</u>
Specific provision	(116,224,073)	(299,158,892)
<b>Net default loans</b>	<u><u>43,333,916</u></u>	<u><u>60,060,616</u></u>

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

**Notes to the financial statements for the year ended 30 June 2015**

**7. PAYABLES**

Payables are carried at cost and represent liabilities for goods and services provided to the Fund prior to the period end but have not yet been paid.

	<b>30 June 2015</b>	<b>30 June 2014</b>
	\$	\$
Accounts payable	7,429,179	7,726,716
	<u>7,429,179</u>	<u>7,726,716</u>

**8. INTEREST BEARING LOANS AND BORROWINGS**

Interest bearing loans and borrowings relates to facilities with external providers. In July 2010, the RE entered into a new facility with an external financier, Deutsche Bank. Deutsche Bank holds a fixed and floating charge over the assets of the Fund.

As indicated in Note 1, McGrathNicol were appointed as Receivers and Managers of the Fund by Deutsche Bank as a result of a default of the finance facility by the Fund for this secured loan.

There has been a progressive sell down of the assets of the Fund which has enabled \$14.1M of the loan to be repaid during the 2013 financial year and \$21.5M between July and December 2013. The facility was repaid in full in January 2014.

As mentioned in the Court Appointed Receiver's reports to investors, whilst the secured creditor has been repaid in full, the Receivers and Managers appointed by the secured creditor have advised that they are not yet in a position to retire until the potential claim by KordaMentha as the new trustee of the LM Managed Performance Fund is resolved.

KordaMentha, acting as trustee of the MPF has put the Court Appointed Receiver and the Receivers and Managers appointed by the secured creditor on notice of a potential claim against LM Investment Management Limited (Receivers and Managers Appointed) (in Liquidation) ("LMIM") and/or the Fund in relation to potential breaches of trust.

**9. RELATED PARTIES**

Responsible Entity ('RE')

The RE for the Fund is LM Investment Management Ltd (in Liquidation) ('LMIM'). The transactions recorded relate to fees and expenses incurred in accordance with the Constitution.

Administration and funds management services were provided to the Scheme on behalf of the RE by LM Administration Pty Ltd (In Liquidation) ('LMA'), an associate of the RE, until 23 December 2014 when the staff and directors were terminated and the LMA offices closed. LMA were paid a management fee directly from the Scheme.

Custodian

The Custodian of the Fund is The Trust Company (PTAL) Ltd.

Balance with related parties (Payable)

The Transaction with O'Sullivan Capital Management Ltd is in respect of marketing services provided in New Zealand by the former director John O'Sullivan.

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

**Notes to the financial statements for the year ended 30 June 2015**

	30 June 2015	30 June 2014
	\$	\$
<i><u>RE remuneration received or due &amp; receivable</u></i>		
Management fees for the year or half-year paid or payable directly to LM Administration	-	606,195
Custodian's fees paid by the Scheme	27,624	76,692
<i><u>Balance with related parties (payable)</u></i>		
O'Sullivan Capital Management Ltd	-	160,071
<i><u>FTI Consulting</u></i>		
LMIM's legal fees (FTI)	99,144	29,761
LMIM's Administrators and Liquidators fees and outlays (FTI) *	652,611	1,389,692

\* Denotes expenses which are subject to approval by the court

**10. RECEIVABLES**

Prior to 1 January 2014, receivables consisted of the interest on the loans for the period from the 18<sup>th</sup> of the month, when the interest is run until the end of the month and GST which is due at 30 June 2013 and 31 December 2013. From 1 January 2014, interest was suspended and not brought to account as it is considered that the amounts are not ultimately recoverable from the sale proceeds of the property.

	30 June 2015	30 June 2014
	\$	\$
Mortgage interest receivable	-	43,238
Penalty interest receivable	-	198
Total interest receivable	-	43,436
Provision for interest impairment	-	(43,436)
GST receivable	782,658	664,646
	<u>782,658</u>	<u>664,646</u>

**11. CASH AND CASH EQUIVALENTS**

**(a) Reconciliation of cash and cash equivalents**

For the purposes of the Statement of Financial Position, the cash and cash equivalents comprise of cash at bank and in hand. The cash at bank earns interest at floating rates based on the daily bank deposit rates. The cash at bank figure includes monies held in foreign exchange margin accounts and not available for use.

	30 June 2015	30 June 2014
	\$	\$
Cash at bank	<u>41,863,342</u>	<u>7,741,190</u>

## LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)

### Notes to the financial statements for the year ended 30 June 2015

#### 11. CASH AND CASH EQUIVALENTS (Continued)

As at 30 June 2015, \$238,081 (2014: \$391,964) of cash at bank was held in foreign exchange margin accounts and was not available for use by the Scheme.

#### (b) Reconciliation of change in net assets attributable to unitholders to net cash flows from operating activities

	30 June 2015	30 June 2014
	\$	\$
Change in net assets attributable to unitholders	17,547,317	(18,350,449)
<i>Adjustments for:</i>		
Non-cash impairment expense	(26,633,748)	6,314,194
Distribution to unitholders		348
(Gains)/loss on foreign exchange contracts	34,721	(180,249)
(Gains)/loss on investor funds/foreign exchange adjustments	263,794	737,962
(increase)/decrease in other receivables	(118,012)	(482,139)
Increase/(decrease) in payables	(332,259)	2,448,423
<b>Net cash flows from/(used in) operating activities</b>	<b>(9,238,187)</b>	<b>(9,511,910)</b>

#### 12. INTEREST REVENUE

Interest revenue relates to interest received on funds held in the bank accounts and interest charged on the loans.

Interest on loans is suspended and not brought to account when it is considered that the amounts are not ultimately recoverable from the sale proceeds of the property.

#### 13. CONTINGENT LIABILITIES

##### Advisor Commissions

The Fund has historically recognised a liability for advisor commissions paid to advisors from the Fund. The agreements providing for these advisor commissions appear to have been entered into between the Responsible Entity in its own legal capacity rather than as trustee and Responsible Entity for the Fund. It also appears that conditions existed in the period from 1 July 2010 such that advisor commissions may not have been payable in accordance with the Fund Constitution from Fund property. The liability for advisor commissions as at 30 June 2012 of \$4,762,674 has therefore been derecognised as a liability of the Fund during the year ended 30 June 2013.

Accordingly, the Fund has disclosed a contingent liability of \$4,762,674 as at 30 June 2013 to the Responsible Entity for this amount.

The contingent liability relates to advisor commissions to brokers of the Fund that were referable to the period 1 July 2010 to 30 November 2013. The Responsible Entity has sought to disclaim the advisor commission arrangements.

Given this matter has not been resolved, we believe it is prudent to provide this note as a contingent liability.

**LM FIRST MORTGAGE INCOME FUND (RECEIVERS AND MANAGERS APPOINTED) (RECEIVER APPOINTED)**

**Notes to the financial statements for the year ended 30 June 2015**

**13. CONTINGENT LIABILITIES (Continued)**

**Claim by KordaMentha as Trustee of the LM Performance Fund**

In August 2014, KordaMentha filed (but did not serve) two proceedings against LM Investment Management Ltd (In Liquidation) (Receivers and Managers Appointed) (LMIM) which included constructive trust claims against the Fund relating to two loans that were allegedly assigned from the FMIF to the MPF on 28 August 2008 in the sums of \$9.7M and \$19.5M respectively.

Amended statements of claim were filed and served on LMIM on 14 October 2015, including the constructive trust claims against the Fund, and seeking additional proprietary relief against assets of the FMIF as set out below:

- Declarations to the effect that LMIM is entitled to be indemnified out of the Fund's assets in respect of any liability of LMIM to the Trustee in the proceedings and that the Trustee is entitled to be subrogated to the rights of LMIM; and
- An equitable charge or lien over the assets of the FMIF to secure any liability of LMIM to the Trustee in the proceedings.

The claims will be vigorously defended. The ultimate outcome of defending this claim and timing of that outcome are uncertain.