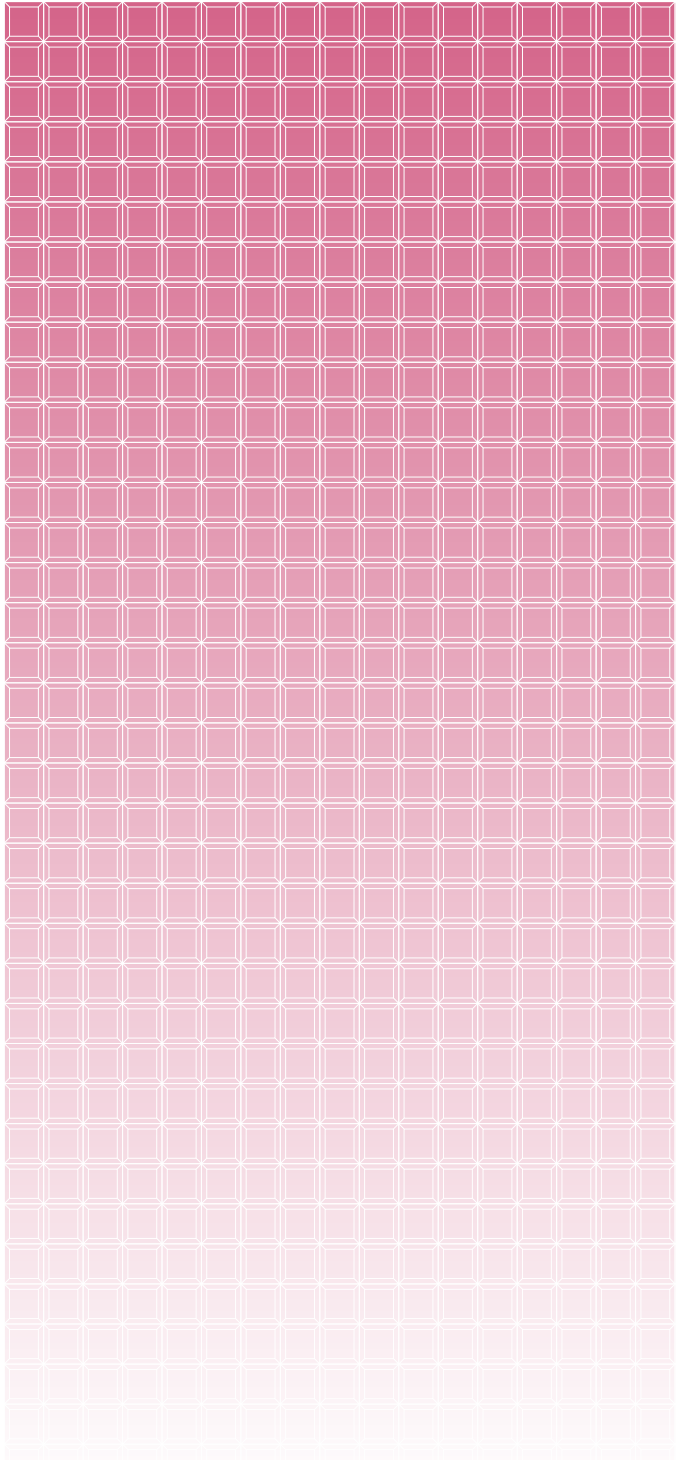




BT Global Return Fund

Dated 19 October 2007



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BT Global Return Fund

About this Product Disclosure Statement (PDS)

BT Investment Management (RE) Limited ABN 17 126 390 627, AFSL 316455 is the Responsible Entity of, and issuer of units in, the Fund offered in this PDS and has prepared this PDS.

This PDS has been prepared without taking account of your objectives, financial situation or needs. Because of this you should, before acting on this information, consider its appropriateness having regard to your objectives, financial situation and needs.

You should read this PDS in full before deciding to invest, and speak to a financial adviser for advice.

Terms used in this PDS

In this PDS:

- 'Bank Account' means an account with an Australian Authorised Approved Deposit Taking Institution (which includes a building society and credit union)
- 'Business Day' means a day (other than a Saturday or Sunday) on which banks are open for general banking business in Sydney
- 'Fund' means the BT Global Return Fund ARSN 097 575 730
- 'Responsible Entity' means BT Financial Management (RE) Limited ABN 17 126 390 627, AFSL 316455
- 'we', 'our', 'us' means the Responsible Entity of the Fund

Asset values of the Fund for the purposes described in this PDS are determined in accordance with the Fund's constitution.

Updated information

Information in this PDS is subject to change from time to time. If it is not materially adverse information this may be updated by us. Updated information (such as change of investment managers and performance information for the Fund) can be obtained by contacting your master trust or wrap account operator (for indirect investors), your financial adviser, going to our website, www.bt.com.au, or calling BT Customer Relations on 1800 813 886.

You may request a paper copy of any updated information at any time free of charge.

→ Fund at a glance

BT Global Return Fund

Product features	
Fund inception date	October 2001
Fund objective	The Fund aims to provide absolute returns of 10%–15% pa (after management costs), with volatility of less than 8% pa and a Sharpe ratio of greater than 1, over rolling three year periods. It is intended that these returns will exhibit a low volatility and a low level of correlation with share and fixed interest markets.
Suggested investment period	3 years or more
Costs of investing in the Fund	
Establishment fee	Nil
Contribution fee	Nil
Withdrawal fee	Nil
Termination fee	Nil
Management costs ¹	0.83% pa
Performance fee	Nil
Buy-sell spread ²	Nil
Minimum investment requirements	
Minimum initial investment	\$50,000
Distributions	
Frequency	Quarterly
Payment method	Automatically reinvested into additional units in the Fund; or paid directly into your nominated Bank Account.
Reporting	
Regular reporting	<ul style="list-style-type: none"> → Confirmation of all applications and withdrawals → A quarterly investment statement providing your account balance, transaction summary and distribution details (if any)
Annual tax reporting	<ul style="list-style-type: none"> → Annual tax statement if the Fund has paid a distribution during the financial year → Annual capital gains tax statement if you have withdrawn units over the financial year
Annual Fund reporting	<ul style="list-style-type: none"> → Annual investment statement → Annual report for the Fund
Other information	
Unit pricing	Calculated once a month as at the last Business Day of the month
APIR code	RFA0028AU

¹ There may be other fees and costs associated with an investment in the Fund. Please refer to 'Fees and other costs' section for full details.

² Please refer to 'Transaction costs and buy-sell spread' in 'Fees and other costs' section for full details.

→ About this Fund

Investment objective and timeframe

The Fund aims¹ to provide absolute returns of 10%–15% pa (after management costs), with volatility of less than 8% pa and a Sharpe ratio of greater than 1, over rolling three year periods. It is intended that these returns will exhibit a low volatility and a low level of correlation with share and fixed interest markets.

The suggested investment timeframe is three years or more.

Investment strategy

The Fund is structured as a multi-manager, multi-strategy hedge fund product (a fund of funds) and aims to achieve its objective by securing exposure to the returns of the Grosvenor Master Fund, Ltd (GMF), which invests in a diversified portfolio of international hedge funds featuring multiple investment managers and strategies, via a swap contract.

A swap is an exchange transaction between two parties, in this case between the Responsible Entity of the Fund and a counterparty, where the Responsible Entity swaps a cash rate for a currency hedged return, which reflects the return which would be generated by direct investment in the GMF. Diversification within the GMF is achieved by combining investment strategies with low performance correlation relative to share and fixed interest markets.

These strategies are described in more detail below. Grosvenor Capital Management, L.P. (Grosvenor), the investment adviser for the GMF, at its sole discretion will allocate capital to maintain manager and strategy diversification.

Benchmark

As the Fund has an absolute return focus, comparison against a benchmark is not considered appropriate.

Key benefits of the Fund

Investing in the Fund:

- offers an absolute return target, with low levels of volatility
- provides diversification benefits from combining a portfolio of investment strategies with low performance correlation relative to share and fixed interest markets
- allows access to a pool of managers that would ordinarily be difficult for an individual to invest into.

Fund performance

For up-to-date information on the performance of the Fund, including performance history and how we calculate performance, please visit www.bt.com.au. Click on the 'Institutions' tab at the top of the page and select 'Prices and performance' from the menu. A copy of up-to-date fund performance information is also available from BT Customer Relations free of charge on request.

Hedge funds

There is no precise definition of hedge funds. Hedge funds are commonly regarded as a form of alternative investment, a category which includes a range of sophisticated investments such as venture and development capital, private equity, leveraged and management buyouts, commodities and futures.

Hedge fund investment strategies cover virtually any investment market and asset although each fund will typically specialise in a certain area. Hedge funds are distinguished from traditional investment funds by their greater flexibility, and will often use short selling, leverage and derivatives to exploit perceived inefficiencies in markets and control risk. Many hedge funds are designed to be absolute return investments that seek to deliver positive returns in both rising and falling markets.

The Fund's focus is on absolute returns and delivering an investment with low correlation to shares and fixed interest. Accordingly, an investment in the Fund can provide diversification benefits when added to a traditional portfolio of shares, fixed interest, property and other investments.

The Fund currently invests in hedge funds through its exposure to the GMF, an international fund-of-hedge funds, via a swap contract.

Given the special risk and return characteristics, limited liquidity, and non-traditional nature of hedge funds, it may be appropriate that you invest only part of an overall portfolio in the Fund. Hedge funds are typically suitable for experienced or sophisticated investors with considerable knowledge of investment strategies. If in doubt you should consider whether to consult a licensed financial adviser or asset consultant.

Absolute returns	Seek to deliver positive returns in all market conditions by pursuing certain investment strategies.
Correlation	The degree of relationship of two assets on the same group of elements.
Fund-of-hedge-funds	A fund that invests in other hedge funds. Just as a fund invests in a number of different securities, a fund-of-hedge-funds holds investments in many different funds.
Leverage	Borrowing or using derivatives to invest more.
Sharpe Ratio	A statistical measure which attempts to show the performance of a fund's return in risk adjusted terms. Generally the higher the Sharpe Ratio, the better the fund's return in risk adjusted terms.
Short selling	Where the manager sells assets that they do not own on the expectation that they will fall in value and can therefore be bought at a price lower than the sale price.

2 1_This aim may not be achieved and we do not forecast or guarantee the future performance of the Fund.

Structure of the Fund

The Fund currently provides indirect exposure to the GMF, an established and highly diversified international investment featuring around 57 hedge fund portfolio managers specialised by investment strategy. Selection of investment strategies and hedge fund managers in the GMF portfolio is performed by Grosvenor. Grosvenor is also the sponsor and investment adviser of the GMF. The GMF is a Cayman Islands corporation, established in July 1997 and as at 30 June 2007 was approximately US\$4.4 billion in size.

The Fund does not presently invest directly in the GMF. The Fund secures a return linked to the performance of the GMF by means of one or more swap transactions. They are expected to provide a return to the Fund which reflects the return of the GMF as well as any currency hedging and swap costs.

The use of swap transactions generally provides unit holders in the Fund with the ability to request withdrawals more frequently than would normally be available to direct investors in the GMF. The Fund may enter into further swaps and may terminate existing swap transactions. In addition the Fund may purchase other structured securities or derivative contracts issued by other providers or may invest directly in the GMF or other similar corporations or hedge funds.

Diversification in the Fund is linked to the multi-manager and multi-strategy investment. As with any other portfolio, the principle of diversification is used to reduce risk. Diversification within the GMF is achieved by combining different investment strategies which are believed to exhibit low correlation to each other, and by selecting suitably qualified portfolio managers in each category. The selection of the underlying portfolio investments is undertaken by Grosvenor.

Investment factors and strategies

Investment factors

The following are some investment factors associated with the GMF as managed by Grosvenor, because the Fund currently has an indirect exposure to the GMF. However this may change. You should be aware that Grosvenor may be replaced as manager of the GMF. Further, Grosvenor's investment and risk management processes may change from time to time.

Grosvenor's role is to select and monitor the various investment strategies and portfolio managers of the GMF. In identifying and evaluating investment strategies for the portfolio, the following aspects may be considered by Grosvenor:

- the expected returns
- the expected variability of returns
- the magnitude of a potential severe case loss
- the effects of different investment and economic environments on expected returns
- the cost of implementing different strategies, including transaction costs and fees and expenses paid to portfolio managers of the various hedge funds

- the extent to which the performance of a particular strategy correlates with that of other strategies and to the strategies held in the existing portfolio
- the quality and calibre of portfolio managers available to implement the strategy as well as the potential benefits of alternative investment styles.

The outcome of this process is an ongoing and wide-ranging search for suitable investment strategies and portfolio managers; and a broadly diversified international portfolio with the potential for superior risk and return characteristics.

Investors can benefit from Grosvenor's experience, judgement and network of relationships accumulated over 30 years. For example, the Fund can gain exposure to certain portfolio managers who are either closed to new investors or whose minimum investment requirements are very high. Grosvenor also has an established infrastructure for evaluating and monitoring portfolio managers, and an experienced back office to manage the process on an ongoing basis.

Investment strategies

Underlying investment managers may use some or all of the following strategies depending upon market conditions.

These strategies feature investments in a very wide range of assets and markets. They include shares listed on both major and emerging markets and both public and private securities.

Fixed interest securities range from highly rated government bonds to corporate bonds, including those in default or distressed situations. Investments may also include assets such as currencies, commodities, and derivatives.

Arbitrage strategies

Arbitrage strategies look to exploit inefficient pricing between particular securities while having very little exposure to the direction of any one market. Such strategies are typically exposed to some other factor, such as changes in volatility and spreads between related securities, which generates returns.

Major arbitrage strategies include:

- **convertible arbitrage**
involves purchasing convertible securities, generally convertible bonds and preference shares, and selling short underlying stock or an equity index. Interest rates and credit exposure may be hedged under some circumstances
- **fixed interest arbitrage**
seeks to profit from price anomalies between related interest rate securities. Strategies include yield curve arbitrage, interest rate swap arbitrage, arbitrage of mispricing between futures and physicals, and long/short strategies involving different but related securities, such as corporate and government securities
- **statistical arbitrage**
these strategies are long/short stock portfolios that are determined based on quantitative models for selecting specific stocks and measuring market exposure. Most managers using this strategy typically maintain little

→ About this Fund (continued)

to no directional market exposure (market neutral). Some strategies are industry sector specific while others are broadly based

- **distressed securities**
distressed securities focus on investing with companies in financial difficulties by investing in their shares, fixed interest securities, or debts at deep discounts with the expectation that they will appreciate
- **risk arbitrage**
risk arbitrage seeks pricing discrepancies between companies involved in merger transactions
- **diversified event driven**
strategies which have the flexibility to invest across a number of events, including risk arbitrage, distressed debt, and special situations
- **diversified relative value focus**
managers with the flexibility to invest in several relative value (primarily market neutral) strategies, which includes convertible arbitrage, fixed income arbitrage, statistical arbitrage and option volatility arbitrage strategies
- **multi-strategy arbitrage**
managers with the flexibility to invest in event driven and relative value strategies.

Hedged equity strategies

This category includes strategies in shares and share related fixed interest markets as well as niche strategies which rely on a specific skill.

Hedged equity strategies normally involve the purchase of attractive stocks and/or the sale of unattractive stocks in share markets. Strategies vary significantly, focusing on different segments of the markets and different styles of investing. Strategies may be net long or short and may use leverage. Short selling of both stocks, index futures and options may be utilised to reduce market exposure.

Arbitrage	Attempting to profit by exploiting price differences of identical or similar assets, on different markets or in different forms. eg purchasing an asset for a low price in one market and then selling the asset for a higher price in another market
Convertible bonds	A corporate bond issued by a company to a lender in return for cash, where the lender has the option of converting the bond into shares in the issuing company at a prescribed price or ratio at specified times
Convertible securities	A security which can be exchanged for a specified amount of another, related security, at the option of the issuer and/or the holder
Event-driven	Event-driven investing involves investing in opportunities created by significant transactional events such as spin-offs, mergers and acquisitions, bankruptcy, reorganisations, recapitalisations and share buybacks
Long position	An excess of purchases over sales of a relevant asset (opposite of short position)
Long/short stock portfolios	Portfolios of long/short positions
Short position	An excess of sales over purchases of a relevant asset (opposite of long position)
Yield curve	A curve that shows the relationship between the return on an investment and time for a similar set of bonds

Currency Management

There are two levels of currency exposure relevant to the Fund.

The first is the exposure of the underlying hedge funds to the foreign currencies of its investments where they are different to the currency of the GMF. The currency of the GMF is the United States dollar (USD). This means that changes in the value of the USD relative to foreign currencies may affect the value of the assets of the Fund. Currency markets can be extremely volatile and are subject to a range of unpredictable forces.

The second is the exposure between the Australian dollar and the GMF. The investment manager's intention will be to fully hedge the portfolio's USD exposure back to the Australian dollar to the extent considered reasonably practicable.

Labour, environmental, social and ethical considerations

We do not take labour standards or environmental, social or ethical considerations into account when making investment decisions. However, such issues may financially affect an investment and any financial effect would influence our investment decisions.

Changes to Fund details

We have the right to change the Fund's objective and investment strategy (including the benchmark), asset allocation neutral position and range and currency strategy (if any), without prior notice in some cases. We will inform investors of any material change to the Fund's details in their next regular communication or as otherwise required by relevant law. For details on how to obtain up-to-date Fund information, please refer to 'Updated information' on the inside front cover of this PDS.

Investment in the BT Global Return Fund

The Responsible Entity is a member of the Westpac Group.

An investment in the Fund is not a deposit with, or any other liability of, Westpac Banking Corporation ABN 33 007 457 141 or any other company in the Westpac Group of companies.

It is subject to investment risk, including possible delays in repayment and loss of income and principal invested. None of Westpac Banking Corporation or its related entities stands behind or otherwise guarantees the capital value or investment performance of the Fund.

→ About BT Investment Management



Investment
Management

**A\$41.4 bn funds under
management (as at August 2007)**

BT Investment Management (BTIM) provides a diverse range of investment choices, including funds managed by BT's own investment managers and through arrangements with external investment managers.

BTIM is an affiliate of BT Financial Group (BTFG). BTFG's core business is providing investment, superannuation and retirement income products and wrap platform services. BTFG is the wealth management arm of Westpac who have been helping Australians create and manage wealth since 1969.

Investment approach

BTIM manages asset classes where we believe our investment capabilities and processes have a comparative advantage and allow us the opportunity to add value. BTIM's investments in these asset classes are based on disciplined investment processes. Underlying these processes is the belief that, with thorough research and active management, complemented by disciplined portfolio construction, wealth can be created over the long term.

BTIM's investment capabilities are grouped into a number of specialised investment teams. These include Equity, Income, Macro and Multi Strategies.

BTIM's Equity strategies include investment capabilities in Australian shares and listed property securities.

BTIM's investment process for Australian shares is based on the core investment style. Unrestricted by a growth or value bias and using comprehensive research, BTIM's team of investment professionals select stocks based on BTIM's assessment of their long term worth and ability to outperform the market, regardless of whether they are characterised as value or growth stocks.

BTIM's property securities investment style is active and value focused, with the portfolios tending to exhibit value characteristics such as higher distribution yield relative to the benchmark. Securities which are good value relative to others in the property securities universe are identified through rigorous proprietary analysis of markets and individual securities by an experienced investment team.

BTIM's Income strategies comprise both Australian and international fixed interest capabilities including high yield and cash portfolios. BTIM's credit and cash teams employ strong portfolio risk management systems and utilise disciplined, multi-strategy investment processes which capture benefits for investors.

BTIM's Macro strategies cover a range of top down strategies including, duration, currency, commodities and tactical asset allocation overlays. These capabilities complement BTIM's bottom up investment strategies, providing a cost-effective additional source of value and further diversification to investors' portfolios.

BTIM's Multi strategies focus is to generate excess returns from combining multiple investment strategies, using both internal and external capabilities, to deliver tailored investment solutions for investors. BTIM's Multi strategies portfolios include the range of diversified funds, hedge fund of funds, Socially Responsible Investments and absolute return portfolios.

External managers

In addition to the asset classes managed internally, BT has also appointed a number of external managers with complementary capabilities. We may change which assets we manage internally or outsource to an external manager.

Grosvenor Capital Management, L.P.

GROSVENOR

Established 1971

Funds under management US\$ 20.3 billion

Appointed by BT to manage international funds of hedge funds, Grosvenor Capital Management, L.P. identifies and invests with alternative asset managers whom Grosvenor regards as among the most talented available within their respective investment strategies; combines strategies and managers into broadly-diversified portfolios; and then applies a regime of ongoing portfolio monitoring. Prospective managers must pass a dual process of investment and operational due diligence performed by different teams within the Grosvenor organisation.

BT investors can gain exposure to Grosvenor's global hedge fund strategies through a selection of BT's diversified and specialist alternative investment funds. Investors who are 'U.S. Persons,' within the meaning of Regulation S under the U.S. Securities Act of 1933, are not eligible to invest in Grosvenor-related products offered by BT.

Changes to investment managers

We review the selected investment managers of the Fund and as part of this review process, we may remove or add an investment manager.

We may do this at any time and in some cases without notice. Where we do not give notice we will notify investors of any material changes relating to investment managers in the next regular communication following the change. Up-to-date information will also be available on our website.

→ Investment risk

Understanding risks

There will always be the risk of fluctuations in the value of an investment. Investment risk can be managed and even minimised but it cannot be completely eliminated. It is important to understand that not all risks are foreseeable. There is always the chance that you may lose money on any investment you make.

Some common types of investment risks are outlined in the table below.

Type of risk	Explained
Market risk	Markets are subject to a host of factors, including economic conditions, government regulations, market sentiment, local and international political events and environmental and technological issues. Market risk may have different impacts on each investment and investment style.
Security specific risk	An investment in a company may be affected by unexpected changes in that company's operations (such as changes in management or loss of a big customer) and business environment.
International investments risk	Investing internationally will give exposure to different or potentially greater risks that are not associated with investing in Australia. International investments may be affected by political and economic uncertainties, lower regulatory supervision, movements in foreign currency and interest rates and more volatile, less liquid markets.
Currency risk	For investments in international assets, a rise in the Australian dollar, relative to other currencies, may negatively impact investment values and returns.
Interest rate risk	Changes in interest rates can have a direct or indirect impact on the investment value and/or returns of all types of assets. Interest rates may directly or indirectly affect a company's cost of borrowings as well as the value of fixed interest securities.
Credit and counterparty risk	Credit risk refers to a risk of loss arising from the failure of a borrower or other party to a contract to meet its obligations. This may arise in derivatives, fixed interest securities and mortgage securities. Entry into transactions such as swaps creates counterparty risk. Substantial losses could be incurred if a counterparty fails to deliver on its contractual obligations, or experiences financial difficulties. For this reason the Fund engages with counterparties believed to exhibit suitable creditworthiness at the time of execution. In addition, such transactions are appropriately documented; this may include provision for credit protection measures.
Derivative risk	The value of derivatives is linked to the value of the underlying assets and can be highly volatile. Potential gains and losses from derivative transactions can be substantial.

Illiquidity risk	This is the risk that an investment may not be easily converted into cash with little or no loss of capital and minimum delay. Securities of small companies in particular may, from time to time, become less liquid. Investments in hedge funds are typically in assets with limited liquidity. This limited liquidity may also extend to any swap transaction, structured security or derivative contract which provides exposure to a hedge fund's returns. This means that, as a consequence of restrictions on withdrawal from the underlying funds, the Fund may be limited in its ability to meet withdrawal requests.
Hedge fund risk	Certain market conditions can be unfavourable for many investment strategies, including hedge funds. Examples have included periods of large falls, high volatility, or reduced liquidity in markets. There have been examples of suspensions of trading on securities and commodities exchanges which have had a detrimental effect on hedge fund markets. Even where there is no suspension of trading, the market for specific securities can reduce substantially for significant periods of time. In both cases this can make it difficult or impossible to sell at desired prices, or occasionally to sell at all. Successful investment strategies may become less effective or even fail. For example, losses may arise if the Fund carries significant exposure to one or more investment strategies which cease to generate positive returns. Certain investment strategies carry significant risk. Beyond investment risk, the Fund carries the risk of losses arising from certain portfolio manager actions, including deviations from defined strategies, poor judgment, misconduct or fraud. Some investment strategies are reliant on one or a few individuals. Many hedge funds (including some within the GMF portfolio) are domiciled in countries where the level of regulatory supervision and investor protection may be less than Australia.
Gearing and leveraging risk	Gearing and leverage may include the use of borrowed money or derivatives to increase the investment amount. It increases and magnifies the volatility of investment returns/losses. Where investments are geared or leveraged, losses can exceed the original investment.
Valuation risk	Where there is no liquid market for investments in the Fund, those investments may be valued by reference to market prices for other comparable assets and observable market data. These prices may not reflect the value at which the investments can be realised, which may be lower than the value reflected in the unit price of the Fund.

→ Investment risk (continued)

Other risks

Product risk	<p>To maintain the quality and diversity of our product range, we may make changes to the Fund at any time, including:</p> <ul style="list-style-type: none">→ closing or terminating the Fund→ changing the Fund's objective, investment strategy, asset allocation neutral position or ranges or currency strategy (if any)→ changing the rules that govern the Fund (eg changing fees, notice periods or withdrawing features)→ removing or adding an investment manager. <p>In some cases we can do these things without prior notice to investors.</p>
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The above general risks are expected to be reduced through diversification of strategy and portfolio manager, and regular due diligence by Grosvenor. However, past experience shows that negative annual returns may be recorded from time to time.

You should be aware of these risks when investing and should be aware that not all risks can be foreseen.

No matter how skilled the investment managers, or however strong the Fund's performance has been in the past, there is always a chance you could receive back less than you invested. Investment returns are volatile and can go up and down. The future performance of the Fund is not guaranteed and past performance is not a guide to future performance.

→ Investing in the Fund

Who can invest in the BT Global Return Fund?

This Fund is available for investment by direct and indirect investors. Persons who invest in the Fund through a master trust or wrap account are referred to as indirect investors in this PDS.

The offer made in this PDS is available only to persons receiving this PDS (electronically or otherwise) within Australia and to persons receiving the relevant offer document in New Zealand. Persons in New Zealand should read this PDS in light of the 'Additional information for New Zealand investors' in the 'General information' section of this document and any other document accompanying the PDS. Applications from outside Australia and New Zealand will not be accepted. Other than as permitted by law, interests in the Fund will only be issued on receipt of an Application Form issued with this PDS. If you have received this PDS electronically, we will provide a free paper copy on request.

Direct investors

How to invest

Direct investors should complete the current Application Form accompanying this PDS. To obtain a copy of the current PDS and accompanying Application Form, please call BT Customer Relations. If you need any help in considering whether the Fund is appropriate for you, please talk to your financial adviser.

To invest, simply forward your completed Application Form, together with your payment to us. Payment methods and details are available with the Application Form.

Application money is paid into an interest bearing account upon receipt. Any interest earned on this account will be retained by us and may be paid into the Fund.

If we are unable to process an application because it is invalid (eg the Application Form is not signed), the transaction will not be processed and the application money will remain in the account until the correct documentation is received. For information on how we process invalid requests, see 'Invalid transaction requests'. If correct documentation is not received within one month, the application money will be returned to you by cheque — with no interest payable.

We have the right to reject any application or to accept only part of an application.

Minimum initial investment

The minimum initial investment is \$50,000.

Cooling-off period

If you are a 'retail' client (as defined in the Corporations Act) and are investing directly in the Fund, you have a 14-day cooling-off period to check that the investment meets your needs.

This applies to investments:

- that are new and additional investments into the Fund but not reinvestments or distributions

- where you have not exercised any rights conferred by the investment during the cooling-off period.

The 14-day cooling-off period commences on the earlier of:

- your receipt of confirmation of your application
- the end of the fifth day after you are issued with units.

You may exercise your cooling-off rights by sending a letter to BT Customer Relations or sending an email to: coolingoff@btfinancialgroup.com.

Your request should include your personal details, your investor number and the date of your initial application.

The amount you receive will reflect any movement (either up or down) in the unit price of the Fund which means there may be capital gains tax implications for you. You may receive an annual tax statement if you withdraw units during the year. We may also be obliged to deduct any tax or duty incurred by us and reasonable administrative and transaction costs. As a result, the amount returned to you may be less than the amount initially invested.

Cooling-off rights do not apply to 'wholesale' clients or where the Fund is illiquid. Please refer to 'Restrictions on withdrawals' in this section for details of what is an illiquid fund.

Indirect investors

We authorise the use of this PDS as disclosure to persons who wish to access the Fund indirectly through an Investor Directed Portfolio Service (IDPS), IDPS-like scheme or a nominee or custody service (collectively referred to as master trusts or wrap accounts).

An investment in the Fund offered under this PDS through a master trust or wrap account does not entitle you to a direct interest in the Fund. This means that the rights that apply to a person who invests directly in the Fund are not available to you but rather to the operator or custodian of the master trust or wrap account.

The operator or custodian of the master trust or wrap account will be recorded in the register as the investor and will be the person who exercises the rights and receives the benefits of an investor.

Persons who invest through a master trust or wrap account may be subject to different conditions from those referred to in this PDS, particularly in regard to:

- how to transact on your investment (eg initial and additional investments and withdrawals)
- cooling-off period and rights (no cooling-off rights apply to any investments in the Fund acquired through a master trust or wrap account operator)
- distribution, processing and withdrawal timing
- cut-off times for transacting (eg applications and withdrawals)

→ Investing in the Fund (continued)

- fund reporting and other documentation (Fund reports and investor notices are sent to the master trust or wrap account operator who then provide information to indirect investors)
- fees and other costs (additional fees and expenses may be charged by the operator or custodian of the master trust or wrap account).

Investors in the master trust or wrap account should contact their financial adviser or master trust or wrap account operator for any investor queries.

How the Fund operates

Unit prices

How we calculate unit prices

Generally unit prices are calculated once a month as at the last Business Day of the month in accordance with the constitution by dividing the value of the Fund by the total number of units on issue in the Fund. However, we retain the right to delay price calculations and to measure the value of the Fund's assets at different times.

We have adopted a unit pricing discretion policy setting out the principles that apply when we exercise discretions under the constitution. You can request a copy of the policy free of charge by calling BT Customer Relations or by downloading a copy at www.bt.com.au.

The overall effect for the Fund is that:

- prices are based on the value of the Fund's assets, generally as next calculated by us after each cut-off time
- asset values will usually be based on closing prices or, where appropriate, other price quotes, most recently available to us at the time we make the calculation
- entry prices are usually higher than exit prices. The difference is called a 'buy-sell spread'. Please refer to the 'Fees and other costs' section in this PDS for further information.

Unit prices are generally calculated once a month and are generally available 11 Business Days after the end of the month.

Distributions will be reinvested using the entry price for the last Business Day of the distribution period, adjusted to exclude the income to be distributed for the period and any buy-sell spread that would otherwise be included in the entry price.

Details of the timing of market price information that we use to determine the entry and exit prices for the Fund are available on www.bt.com.au or by calling BT Customer Relations.

Changes to unit pricing

We can change the way in which we calculate unit prices. Information regarding any such change will be available on www.bt.com.au or by calling BT Customer Relations. Prior notice will not ordinarily be provided.

Processing

Processing times

An application or withdrawal request will usually receive an entry price or an exit price (as applicable) calculated for the last Business Day of the month in which we receive the request. Entry and exit prices for each month will usually be posted on www.bt.com.au 11 Business Days after the end of the month.

Requests received after the last Business Day of the month, will receive an entry or exit price calculated for the last Business day of the next month. Please note that we can change this by giving written notice to direct investors.

Processing – invalid transaction requests

Application, withdrawal and other transaction requests may be invalid for various reasons (eg not signing the appropriate form or not including all required information on the form). In such cases the transaction will not be processed until valid documentation is received and will be processed using the unit price applying at the end of the month that we receive the correct documentation. The usual rules about cut-off times apply. In cases where documentation is invalid, we will aim to contact you, generally within seven Business Days.

Additional investments

You can add to your investment at any time by sending us your written instructions with your payment. There is no need to complete another Application Form. Further transactions are made on the basis of the then current PDS. You can request a copy of the current PDS, which will be provided free of charge. In addition, any replacement or updated PDS will be available on www.bt.com.au.

How to withdraw

You can withdraw from your investment by either mailing or faxing us a completed withdrawal form or written notice of withdrawal.

The withdrawal request must be signed by the investor/s or authorised signatories and should specify:

- investor number
- amount, in either dollars or units
- the account name, BSB number and account number of the Bank Account to which payment is to be made.

For faxed withdrawal requests, the withdrawal amount can only be paid to your previously nominated Bank Account (these details must have been received in writing, not faxed).

The proceeds of redemption requests will generally be available by the end of the month following that in which the request is received, if you are having the funds directly credited to your Bank Account. Alternatively, you may choose to receive a cheque, which will usually be sent within 14 Business Days after the end of the month following that in which the request is received.

Please note these times are a guide only and as specified in the Fund's constitution we may take up to 12 months to process your withdrawal request.

Cheques and Bank Accounts must be in the name(s) of the account holder(s). Withdrawals are paid in Australian dollars and are subject to clearance of any application money received from you. Clearance generally takes three Business Days. You may not cancel a withdrawal request without our consent.

The constitution of the Fund may also contain specific provisions that provide us with certain powers in relation to withdrawal procedures. Please refer to 'Restrictions on withdrawals' in this section for further information.

Restrictions on withdrawals

If the Fund is illiquid (as defined in the Corporations Act), withdrawals from the fund will only be possible if we make a withdrawal offer in accordance with the Corporations Act. We are not obliged to make such an offer. However, you are only able to withdraw your investment in accordance with the terms of a current withdrawal offer.

The constitution of the Fund contains specific provisions that provide us with powers in relation to withdrawal procedures. The powers are summarised below. For further information on the powers, please visit www.bt.com.au. Click on the 'Institutions' tab at the top of the page and select 'Restrictions on withdrawals' from the menu. A copy of this information is also available from BT Customer Relations free of charge on request.

We can suspend withdrawals in the circumstances described in the constitution, for the specified period.

Distributions

To the extent that distributable income is available, the Fund may pay distributions to investors on a quarterly basis, as at the end of March, June, September and December. While we aim to pay a distribution quarterly, this is not guaranteed.

Distributions are generally assessable income and can be made up of both income and realised capital gains, and will vary depending on the factors that influence the performance of the Fund (such as interest rates and market conditions), and may not be paid at all. Please refer to the 'Taxation' section in this PDS for further information.

Distribution payments are generally made within one month after the end of the distribution period. However, in certain circumstances such as in a time where the Fund is experiencing unfavourable liquidity, income payments can be expected to exceed one month, information on the proposed date will generally be available on www.bt.com.au.

Distributions are calculated on a cents per unit basis in accordance with the Fund's constitution. Undistributed gains accrue in the unit price of the Fund during the relevant distribution period.

This means that if an investment is made before a distribution, you may receive some of the investment back immediately as income.

Immediately following a distribution the Fund's unit price will usually fall because the income and realised gains accumulated during the distribution period have been distributed. Distributions may include a part return of capital. Details will be provided in the investor's tax statement.

Distribution payment options

You can choose to have your distributions:

- automatically reinvested into additional units in the Fund
- paid directly into your nominated Bank Account.

Reinvestment of distributions

Reinvesting distributions compounds your returns. Distributions are automatically reinvested unless you instruct us otherwise in the Application Form. If you do not nominate a Bank Account for payment of distributions, we will treat this as a request to reinvest your distributions.

If we attempt to pay a distribution by your nominated method and the payment fails (eg we are unable to credit your nominated Bank Account), we will attempt to contact you to arrange payment. When you invest, you agree that if this happens and we have been unable to contact you after reasonable attempts have been made, you will be taken to have requested us to reinvest the failed distribution and all future distributions to which you are entitled (until we receive alternative instructions from you). Where we make this change, any amounts we have been holding will be reinvested at the price that applies on the day we reinvest them.

Distributions will be reinvested using the entry price for the last business day of the distribution period, adjusted to exclude the income to be distributed for the period and any buy-sell spread that would otherwise be included in the entry price.

→ Investing in the Fund (continued)

Reporting

Keeping you informed

To keep you up-to-date about your investment, we will provide you with:

- confirmation of all applications and withdrawals
- a quarterly investment statement providing your account balance, transaction summary and distribution details (if any)
- an annual investment statement providing your account balance, transaction summary and net earnings (generally sent by the end of September)
- an annual tax statement if the Fund has paid a distribution during the financial year. If you have withdrawn units over the financial year, you may also receive a capital gains tax statement (these statements are generally sent by the end of August)
- an Annual Report for the Fund (generally sent by the end of September). You can choose not to receive the Annual Report by crossing the relevant box of the Application Form.

Additional disclosure information

If the Fund is a disclosing entity, it is subject to regular reporting and disclosure obligations for the Fund. Copies of documents lodged with ASIC may be obtained from, or inspected at, an ASIC office. You can call us to obtain copies of the following documents, free of charge:

- the Fund's Annual Report most recently lodged with ASIC
- any half-year report lodged with ASIC after the lodgement of that Annual Report and before the date of this PDS
- any continuous disclosure notices given by the Fund after lodgement of that Annual Report and before the date of this PDS.

BT Link

BT Link is an automated telephone service that is available 24 hours a day, seven days a week. BT Link provides general information such as unit prices and distribution amounts.

BT Online

Accessing BT Online at www.bt.com.au allows you to find extensive information about your investments including your investment balance, transaction history and unit prices. In addition, there is a range of educational tools and material that can help you and your adviser develop an investment portfolio that helps you reach your financial goals. To register for BT Online, please call our BT Customer Relations team.

→ Fees and other costs

DID YOU KNOW?

Small differences in both investment performance and fees and costs can have a substantial impact on your long term returns.

For example, total annual fees and costs of 2% of your fund balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

You should consider whether features such as superior investment performance or the provision of better member services justify higher fees and costs.

You may be able to negotiate to pay lower contribution fees and management costs where applicable. Ask the fund or your financial adviser.

TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your own circumstances, the **Australian Securities and Investments Commission (ASIC)** website (www.fido.asic.gov.au) has a managed investment fee calculator to help you check out different fee options.

This document shows the fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the Fund assets as a whole.

Taxes are set out in another part of this document. Refer to the 'Taxation' section of this PDS.

You should read all the information about fees and costs because it is important to understand their impact on your investment.

Type of fee or cost ¹	Amount	How and when paid
Fees when your money moves in or out of the Fund		
Establishment fee The fee to open your investment	Nil	Not applicable
Contribution fee The fee on each amount contributed to your investment by you	Nil	Not applicable
Withdrawal fee The fee on each amount you take out of your investment	Nil	Not applicable
Termination fee The fee to close your investment	Nil	Not applicable
Management costs		
The fees and costs for managing your investment ²	0.83% pa of the Fund's asset value At the date of this PDS, management costs consist of the following two components: 1_Issuer fee ³ 0.82% pa 2_Expense recoveries ⁴ 0.01% pa	Issuer fees are paid from the assets of the Fund and reflected in the unit price of your investment. Issuer fees accrue daily and are calculated and deducted monthly based on the value of the Fund at the end of the month. Expenses are deducted from the Fund when incurred.
Service fees⁵		
Investment switching fee The fee for changing investment options	Nil	Not applicable

1_Fees in this PDS may be negotiated if you are a 'wholesale' client (see 'Ability to negotiate fees — wholesale clients' below).

2_This fee may include an amount payable to an adviser (see 'Adviser remuneration' below).

3_This is the fee for managing the assets of the Fund and overseeing the operations of the Fund.

4_This is an estimate of the out-of-pocket expenses we are entitled to recover from the Fund as Responsible Entity. The estimated expense recovery shown in the table is based on the latest available figures as at the date of this PDS and while this may be a useful guide to future expenses, the actual expenses recovered may increase or decrease over time.

5_There are other service fees (see 'Incidental fees and costs' below).

→ Fees and other costs (continued)

Example of annual fees and costs for the Fund

This table gives an example of how the fees and costs for the Fund can affect your investment over a one year period. You should use this table to compare this product with other managed investment products.

Example – Balance of \$50,000 with a contribution of \$5,000 during year¹		
Contribution fees	Nil	For every additional \$5,000 you put in you will not be charged any contribution fee.
Plus Management costs	0.83% ²	And, for every \$50,000 you have in the Fund, you will be charged \$415 each year.
Equals Cost of Fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during that year, you would be charged fees of: \$415 ³ What it costs you will depend on the fees you negotiate with your Fund or financial adviser.

Additional explanation of fees and costs

Indirect investors – additional master trust or wrap account fees

For indirect investors accessing the Fund through a master trust or wrap account, additional fees and costs may apply. These fees and costs are stated in the offer document provided by your master trust or wrap account operator.

Fund of hedge fund management fees

The fee for managing the GMF is directly deducted within the GMF portfolio rather than the Fund and reduces the returns generated by the GMF portfolio.

Performance fees

At the date of this PDS we do not charge a performance fee, but see page 15 for details of when we can introduce such a fee. The underlying portfolio managers of the GMF will also charge a base management fee and performance fee. Underlying portfolio managers may receive performance fees from the GMF, even if the Fund, through its exposure to the GMF, loses value. These management fees and performance fees are reflected in the return generated by the underlying investment portfolio (and accordingly in the amount payable to the Fund under the swap contract). These fees are not paid by the Fund.

Fund manager payments and product access payments

From the fees we receive we may pay (at our discretion) amounts to any wrap platform, master trust or other investment administration service ('Platform') through which the Fund is made available. We make two types of payments to Platforms:

- product access payments (as a flat dollar amount pa) for administration and investment related services, which may be an amount of up to \$20,900 pa (GST inclusive) per Platform, and/or
- fund manager payments (based on volumes of business generated), which may be an amount of up to 60% of our issuer fee (ie up to 0.49% pa of the funds invested via the Platform) for Platforms external to the Westpac Group, and an amount of up to 100% of our issuer fee (ie up to 0.82% pa of the funds invested via the Platform) for Platforms provided by members of the Westpac Group.

The amount of these payments may change during the life of this PDS. As these amounts are paid by us out of our own resources, they are not an additional cost to you.

Adviser remuneration

Direct remuneration

We may pay amounts to advisers and other persons approved by us as commissions from the fees we receive. This amount may be at a rate of up to 0.82% pa (ie 100% of our issuer fee), calculated based on the value of your investment. The details of the commission payments may be set out in a Financial Services Guide and Statement of Advice which your adviser may provide you with. Any commission will be paid by us from our fees and will not be an additional cost to you.

14 1_ This example assumes the \$5,000 contribution occurs at the end of the first year, therefore Management costs are calculated using the \$50,000 balance only.

2_ Management costs are based on the latest available figures as at the date of this PDS. Please refer to the table on page 13 for information on the components of management costs.

3_ Additional fees may apply. Please note that this example does not capture all the fees and costs described in this section that may apply to you, such as incidental fees and costs and the buy-sell spread (see 'Dollar example of buy-sell spread' below).

Alternative forms of remuneration

We may provide remuneration to advisers indirectly by paying them additional amounts (such as marketing support payments) and/or non-monetary benefits (such as business and technical support, professional development, conferences etc). If these amounts or benefits are provided, they are payable out of the fees and costs we are entitled to receive and are not an additional cost to you.

Register of alternative forms of remuneration

We maintain a register that outlines the material alternative forms of remuneration that we pay to advisers and some distributors of our products, or receive from providers of some of the products available through us. The register is publicly available and you can obtain a copy by contacting BT Customer Relations.

Ability to negotiate fees – wholesale clients

If you are classed as a wholesale client (such as a professional investor) under the Corporations Act, in accordance with Australian Securities and Investments Commission (ASIC) policy, all fees described in this PDS may be individually negotiated. There is no set manner or method of negotiating fees. Please contact BT Customer Relations for further information.

Transaction costs and buy-sell spread

At the date of this PDS there is no buy-sell spread for the Fund. However, the Fund's constitution provides that we can apply a buy-sell spread to the unit price where the Fund incurs transaction costs (such as brokerage) in buying and selling assets.

What is a buy-sell spread?

A buy-sell spread is an adjustment to the unit price so that there is a difference between the entry and exit price for the Fund. A buy-sell spread is an additional cost to investors and is generally incurred whenever a person invests or withdraws money, but there is no buy-sell spread for distributions that are reinvested.

A buy-sell spread is retained by the Fund to cover transaction costs (it is not a fee paid to us). As the cost is built into the unit price, a buy-sell spread will not appear on any statement sent to investors.

When we can introduce a buy-sell spread

In the future, if the Fund incurs transaction costs in the buying and selling of assets, we may introduce a buy-sell spread to ensure these costs are fairly borne by investors joining and leaving the Fund, and that other investors (ie those not joining or leaving at a particular time), are not disadvantaged. If incurred, transaction costs are paid directly from the Fund and are not included in the management costs shown in the table on page 13.

If a buy-sell spread is introduced, prior notice will not ordinarily be provided but we will advise investors in their next regular communication following the change. The current buy-sell spread for the Fund will also be available on our website www.bt.com.au.

Incidental fees and costs

In addition to the fees and costs set out above, standard Government fees, duties and bank charges may also apply to investments and withdrawals (including dishonour fees and conversion costs) and are paid by the investor.

Taxes

Information regarding some taxes relevant to your investment in the Fund is set out in the 'Taxation' section of this PDS.

Unless otherwise stated, all fees quoted in this PDS are quoted on a GST inclusive basis and net of any applicable Reduced Input Tax Credits (RITCs).

Changes in fees and other costs

Increases to management costs

As shown in the table on page 13, management costs consist of two components:

- an issuer fee (this is the fee for overseeing the operations and managing the assets of the Fund); and
- expense recoveries (this is an estimate of the out-of-pocket expenses we are entitled to recover from the Fund as responsible entity and is made up of expenses, such as registry costs, printing costs of PDSs, annual reports and statements, and certain direct expenses such as overseas custodian charges, audit fees and GST payable on the fees paid to us). Transaction costs are not included in this measure (see 'Transaction costs' above).

The maximum issuer fee allowable under the constitution is 3% pa. If the issuer fee we charge is to be increased, we will give direct investors 30 days written notice.

Expense recoveries represent a reimbursement from the Fund to cover those expenses incurred by us in connection with the day-to-day operation of the Fund. Generally, we are only entitled to be reimbursed for expenses we incur in the proper performance of our duties. An estimate of expense recoveries based on the latest available figures at the date of this PDS is set out on page 13. Please note that this figure is historical and while it may be a useful guide to future expenses, the actual expenses recovered in the future may vary and may increase or decrease over time.

When we can introduce new fees not currently charged

The constitution of the Fund provides that we can charge the following fees. At the date of this PDS we do not charge these fees but, if we introduce them, we will give direct investors 30 days written notice.

→ Fees and other costs (continued)

Fee	Description	Maximum allowable
Contribution fee	The fee on each amount contributed to your investment by you.	5%
Performance Fee	Fee charged based on performance of the Fund.	The fee, payable yearly and calculated and accrued at least monthly, is 30% of the amount by which the Fund's performance (after fees and expenses) over the previous 12-month period to 30 June, exceeds the sum of (a) the issuer fee charged over that period and (b) a cash rate of return (as measured by the Australian 180 day bank bill rate) applied to the net value of the Fund's assets over that period. Any loss in respect of a particular year is not carried forward to the following year for the purpose of calculating the performance fee. Please note, at the date of this PDS we do not charge a performance fee.

Rebates/Waivers for interfunding arrangements

The Fund may invest from time to time in other funds that we, or a related entity, manage (related fund).

Our current policy is:

- no contribution fee is payable to the related fund
- issuer fees are either not collected by the related fund, or if they are, they are rebated in full to the investing fund
- certain expense recoveries (if any) are fully rebated to the investing fund, but the related fund may incur those expenses up to the related fund's own limit in its constitution (if any).

→ General information

Taxation

The tax information provided in this PDS is intended to be a brief guide only and should not be relied upon as a complete statement of all relevant laws. It is based on our interpretation of current laws at the date of this PDS. The information is provided as a general overview of how these laws apply to you, but the application of these laws depends on your individual circumstances. Therefore, it is recommended that you seek independent professional tax advice about your specific circumstances.

Goods and Services Tax (GST)

GST will not be imposed on the application for, or withdrawal of, units in the Fund. However, it will be charged on:

- the price of most purchases made by the Fund in carrying out its investment activities
- fees payable to us, and reimbursable expenses.

The Fund may be entitled to claim a refund (RITC) for part (75%) of the GST included in the price of most purchases.

Australian investors

Tax on distributions

The Fund distributes all of its income each year and is generally not taxed itself. Your share of the distributions becomes part of your assessable income for that income year. This is the case regardless of whether the income is paid to you or reinvested, or if the income is received by you in the next income year.

The tax you may pay depends on, among other things, the type of distributions made to you. Distributions can be made up of:

- income (such as dividends and interest)
- net capital gains
- tax credits (such as franking credits attached to dividend income and credits for tax paid on foreign income).

Some distributions may not need to be included in your tax return but will generally reduce the cost base of your investments for capital gains tax purposes.

Tax on withdrawals

Partial or full withdrawals from the Fund will be treated as disposal of investments for tax purposes and you may be subject to Capital Gains Tax (CGT).

If you are an individual, and you hold the investments for more than 12 months, you may be entitled to a CGT concession that can reduce your CGT liability by 50%.

Other taxpayers (for example, complying superannuation funds) may be entitled to a 33.33% CGT concession provided the investments are held for more than 12 months.

Tax reporting

After the end of the financial year, we will send tax statements to direct investors, or the operator or the custodian of the master trust and wrap account.

Tax file number (TFN) or Australian business number (ABN) notification

You are not obliged to provide your TFN or ABN, but if you provide neither, and don't claim a valid exemption, we are required to deduct tax from your distributions at the highest marginal tax rate, plus the Medicare levy, to meet Australian Taxation Office requirements.

Australian companies and other entities that invest in the course or furtherance of their registered business can supply their ABN instead of their TFN to us.

Non-residents of Australia

If you are a non-resident wishing to invest in Australia, we recommend that you seek independent professional tax advice. Tax at the prescribed rates will be withheld from distributions to non-residents to the extent that the distributions comprise Australian sourced income or certain capital gains.

Change of Responsible Entity

The Responsible Entity of the Fund was changed on 19 October 2007. BT has sought independent tax advice in relation to the income tax, capital gains tax, GST and stamp duty implications of the change of Responsible Entity. Although the matter is not entirely free from doubt, the advice confirms that there should be no adverse tax or stamp duty implications to the investors of the Fund.

The constitution of the Fund

What is the constitution of the Fund?

The Fund is a registered managed investment scheme established under a document called a constitution. Under the constitution, the Responsible Entity of the Fund is responsible for operating the Fund and selecting investments in accordance with the constitution. The Corporations Act, the constitution and the general law set out the framework under which the Fund operates. The constitution (including any amendments) has been lodged with ASIC.

If you wish to inspect a copy of the constitution, please contact your master trust or wrap account operator or contact BT Customer Relations.

What are the main rights of investors under the constitution?

The rights and obligations of investors in the Fund are governed by the constitution for the Fund, this PDS, the Corporations Act (as varied by ASIC) and the general law relating to trusts. Some of the provisions of the constitution are discussed elsewhere in this PDS. Others affecting your rights include:

- the nature of the units and whether classes of units are authorised. Every unit confers a beneficial interest in the Fund as a whole (but not a specific interest in any particular asset of the Fund)
- how we must calculate unit prices and the value of the Fund
- what you are entitled to receive when you withdraw or the Fund is wound up
- your right to share in any income and how we calculate it.

The constitution is designed to limit your liability to the value of your units, but the courts are yet to determine the effectiveness of limits of this kind.

Your rights to requisition, attend and vote at meetings of unit holders are mainly contained in the Corporations Act.

What are our main duties and rights under the constitution?

There are also provisions governing our powers and duties as Responsible Entity, including that we:

- can issue units to you before your application money is received, as long as you pay interest on the outstanding amount of application money to the Fund
- have wide powers to invest, borrow and generally manage the Fund
- have discretion to refuse transfers and applications
- can change the constitution, but we need approval at a meeting of unit holders if the change will adversely affect rights
- can terminate the Fund at any time and will give you notice of any intention to do so. If we terminate the Fund, you share pro rata in the net proceeds available from the sale of investments
- can retire, in which case a new Responsible Entity will be appointed.

As Responsible Entity of the Fund we must comply with all obligations set out in the constitution. We are also subject to duties under the law including duties to act honestly, exercise care and diligence, and treat investors of the same class equally.

What are our liabilities and indemnities under the constitution?

The constitution limits our liabilities in relation to the Fund. For example:

- we are not liable for acting in reliance in good faith on professional advice
- if we comply with our duties and act in accordance with the relevant laws and the constitution, we are not liable to you for any loss in connection with the Fund.

In addition, we are entitled to be indemnified out of the assets of the Fund for liabilities we incur in connection with the proper performance of our duties for the Fund.

More about the Fund

Can the Fund borrow money?

Yes. The Responsible Entity may borrow to enhance the liquidity of the Fund. Neither the Fund nor the GMF uses leverage for investment purposes. However leverage may be used by certain hedge fund investments strategies in which the GMF invests, by using borrowed funds, selling short or through the use of derivatives. Strategies featuring small profits, such as arbitrage strategies, may use a significant amount of leverage to meet their return objectives. Disruptions to markets and/or financing arrangements can expose leveraged strategies to significant losses. The GMF may from time to time use leverage to handle short term cash flow requirements although the amount will typically be less than 10%.

An important note about investments

A reference in this PDS to the Fund investing in a specific asset or asset class includes all types of investments which give exposure to that asset and the related asset class, directly or indirectly, including through derivatives and investment in other funds (including other BT funds), and through any type of investment which would ordinarily be understood in financial markets to be included in that class. For example, investment in 'Australian shares' includes investment in Australian share futures, derivatives based on an index of Australian shares, or funds which invest primarily in Australian shares. 'Australian shares' also includes any shares, units or other securities listed on an Australian

exchange or issued or guaranteed by an Australian entity. A statement that the Fund invests in a particular class of asset does not preclude investment in other types of assets where the Responsible Entity considers it appropriate to do so in the interests of investors.

Related party transactions and conflicts of interests

The Fund may invest from time to time in other funds of which we, or a related entity, are trustee, responsible entity or manager (related funds). There is no limit on the level of investment in related funds.

Details of holdings of related funds and related party dealings in the Fund are set out in the Fund's annual report (available by calling BT Customer Relations).

Subject to the constitution of the Fund, we may appoint any of our related bodies corporate (including Westpac Banking Corporation) to provide services (including banking services) or perform functions in relation to the Fund, including acting as our delegate. We may also enter into financial or other transactions with related bodies corporate in relation to the assets of the Fund, and may sell assets of the Fund to, or purchase for the Fund assets from, a related body corporate. A related body corporate is entitled to earn fees, commissions or other benefits in relation to any such appointment or transaction and to retain them for its own account. Such arrangements will be based on arm's length commercial terms.

In the course of managing the Fund, we may face conflicts in respect of our duties in relation to the Fund, related funds and our own interests. We have policies and procedures in place to ensure that we manage these conflicts through either controlling, avoiding or disclosing the conflict. We will resolve such conflicts fairly and reasonably and in accordance with the law, ASIC policy and our own policies.

Protecting your privacy

For information on how we protect your privacy including details on:

- how we use your information
- how we collect your information
- when we disclose your information
- how you can access your information
- receiving marketing information,

please visit www.bt.com.au. Click on the 'Institutions' tab at the top of the page and select 'Protecting your privacy' from the menu. A copy of this information is also available from BT Customer Relations free of charge on request.

Other

Anti-Money Laundering and Counter-Terrorism Financing

The Australian Government enacted the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 (AML/CTF Act) in December 2006. The purpose of the AML/CTF Act is the regulation of financial services and transactions in a way that will help detect and prevent money laundering and terrorism financing.

To meet its regulatory and compliance obligations under the AML/CTF Act, the Responsible Entity will be increasing the levels of control and monitoring it performs.

You should be aware that:

- the Responsible Entity may be required to carry out a procedure to verify your identity before providing services to you, and from time to time thereafter;
- transactions may be delayed, blocked, frozen or refused where the Responsible Entity has reasonable grounds to believe that the transaction breaches Australian law or sanctions or the law or sanctions of any other country;
- where transactions are delayed, blocked, frozen or refused, the Responsible Entity and its related parties are not liable for any loss you suffer (including consequential loss) howsoever caused in connection with the Fund; and
- the Responsible Entity may from time to time require additional information from you to assist the Responsible Entity in this process.

The Responsible Entity has certain reporting obligations pursuant to the AML/CTF Act.

The legislation prevents the Responsible Entity from informing you that any such reporting has taken place. Where legally obliged to do so, the Responsible Entity may disclose the information gathered to regulatory and/or law enforcement agencies, including the Australian Transaction Reports and Analysis Centre (AUSTRAC), other banks, service providers or to other third parties. We may also share this information with other members of the Westpac Banking Corporation Group.

Complaints resolution

Complaints resolution is a priority for us. If you have any concerns or complaints with the financial products or services we provide, please contact us and we will do our best to resolve it quickly and fairly.

As a first step, please contact us by calling BT Customer Relations. Alternatively, you can contact us by email or in writing to the Complaints Officer at the address set out on the back page of this PDS. We will let you know when we have received your complaint and a Complaints Officer will try to resolve your complaint within 30 days. If you are still not satisfied you can refer the matter to the Financial Industry Complaints Service (FICS) — it is independent from us. Their contact details are:

Financial Industry Complaints Service
PO Box 579
Collins Street West
Melbourne VIC 8007

Telephone 1300 780 808

Before you contact FICS, we recommend that you first try and resolve your concern with us.

ASIC also has a free call infoline on 1300 300 630. You can use this number to make a complaint and to obtain further information about your rights. If you are investing through a master trust or wrap account, enquiries and complaints should be directed to the operator of that service.

Additional information for New Zealand investors

Applications can be made in New Zealand dollars (NZD) (subject to meeting Australian dollar minimum initial investment equivalents). We will arrange conversion of NZD to Australian dollars (AUD) for any investment made in NZD. Distributions and withdrawals can be paid to your nominated New Zealand bank account. We will arrange conversion of AUD to NZD. Distributions can also be paid by AUD cheque. All references to Goods and Services Tax (GST) in this PDS are to Australian GST unless otherwise stated.

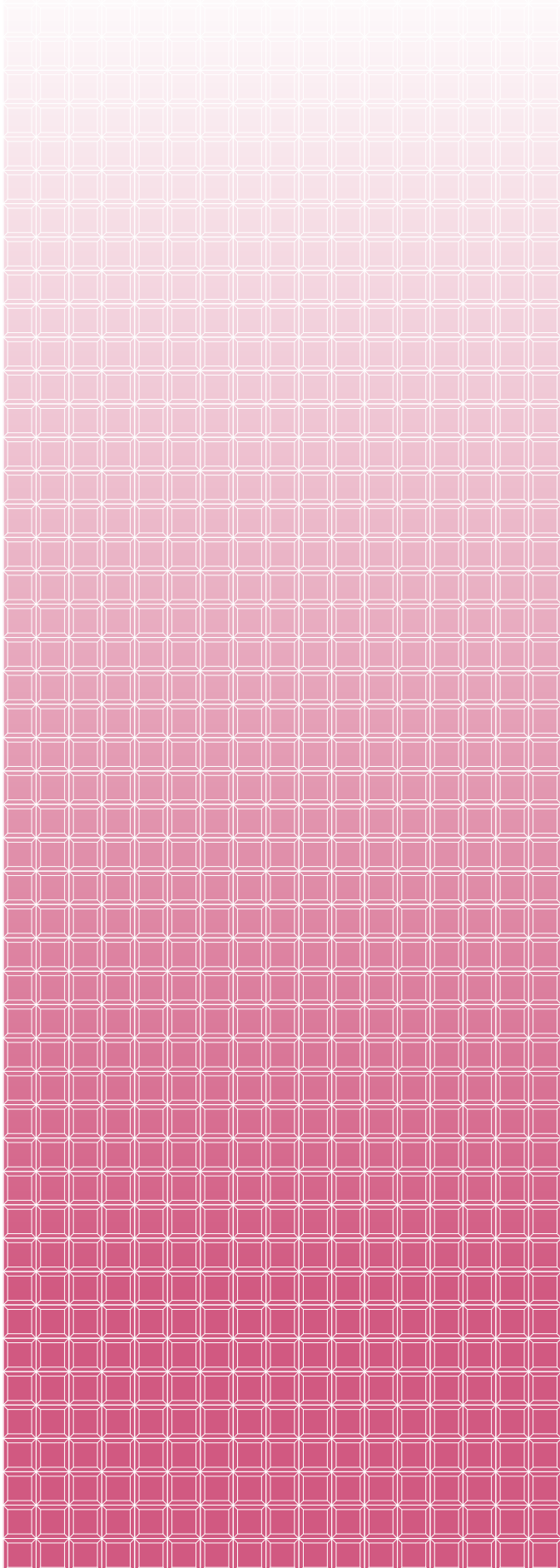
Consents

The following parties have consented to this PDS containing, and accept responsibility of, the statements under their logo, and the use of their logo, in the form and context in which they appear and have not withdrawn their consent before the date of this PDS:

— Grosvenor Capital Management, L.P.

The parties above have not issued, or caused the issue of, this PDS and are not responsible for any statements which are not referable to them.

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Investment
Management

BTx1384-1007my

Registered address

- Level 15, Chifley Tower
2 Chifley Square
Sydney NSW 2000

For direct investors

- Visit BT Online
www.bt.com.au
- Call the BT Customer Relations team on
1800 813 886 Monday to Friday
8.00am to 5.30pm (Sydney time)
- Fax
(02) 9274 5786
- Email
btinsto@btfinancialgroup.com
- BT Link
132 135
- Write your enquiry to
BT Financial Group
GPO Box 2675
Sydney NSW 2001

For indirect investors

- Contact your financial adviser
- Contact your master trust or
wrap account operator
- Visit BT Online
www.bt.com.au