



US  
SELECT  
PRIVATE  
OPPORTUNITIES  
FUND III

# Annual Financial Report

FOR THE PERIOD  
5 MAY 2016 (DATE OF  
REGISTRATION) TO  
31 MARCH 2017

**ARSN** 612 132 813

## RESPONSIBLE ENTITY

**WALSH & COMPANY**

INVESTMENTS LIMITED

Walsh & Company  
Investments Limited  
(ACN 152 367 649) (AFSL 410 433)



# Directory

The Fund's units are quoted on the official list of Australian Securities Exchange (**ASX**).

## US Select Private Opportunities Fund III

(ARSN 612 132 813)

Registered & Principal Office  
Level 15, 100 Pacific Highway  
NORTH SYDNEY NSW 2060

**T** 1300 883 158

**F** 1300 883 159

**E** [info@uspof.com.au](mailto:info@uspof.com.au)

[usselectprivateopportunitiesfund.com.au](http://usselectprivateopportunitiesfund.com.au)

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## Responsible Entity

**Walsh & Company  
Investments Limited**

(ACN 152 367 649)

(AFSL 410 433)

Level 15, 100 Pacific Highway  
NORTH SYDNEY NSW 2060

**T** 1300 454 801

**F** 1300 883 159

**E** [info@walshandco.com.au](mailto:info@walshandco.com.au)

[walshandco.com.au](http://walshandco.com.au)

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## Directors

Alex MacLachlan  
Tristan O'Connell  
Warwick Keneally

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## Secretaries

Simon Barnett  
Hannah Chan

## The ASX code is USP

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### Auditor

**Deloitte Touche Tohmatsu**

Grosvenor Place  
225 George Street  
SYDNEY NSW 2000

**T** +61 2 9322 7000

**F** +61 2 9322 7001

[deloitte.com.au](http://deloitte.com.au)

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## Unit Register

**Boardroom Pty Limited**

Level 12, 225 George Street  
SYDNEY NSW 2000

**T** 1300 737 760 (Australia)

**T** +61 2 9290 9600 (International)

**F** 1300 653 459

[boardroomlimited.com.au](http://boardroomlimited.com.au)

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# Report to Unitholders

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**For the period 5 May 2016 (date of registration) to 31 March 2017**

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Dear Unitholders,

It is my pleasure to welcome you to the inaugural Annual Report for US Select Private Opportunities Fund III (**the Fund**) for the financial period ended 31 March 2017 (**FY17**).

The Fund's investment objectives are to provide Unitholders with exposure to a portfolio of investments in small and mid-market private investment funds and privately held companies, predominantly focused in the United States (**US**), and capital growth over a five to ten-year investment horizon.

Since completing its initial public offering on 20 July 2016, the Fund, through US Select Private Opportunities Fund III, L.P. (**LP**), had secured investments in eight highly attractive US small-to-medium sized private investment funds. As at the end of the period the LP had received commitments of US\$73.1 million and in turn made commitments of US\$57.5 million to underlying funds, well ahead of schedule. All of the underlying managers of the Fund are in their early stages of the investment phase, with total capital called by the LP totalling US\$13.0 million (approximately 17.8% of capital committed), and the Fund's proportionate share being approximately US\$9.4 million (a 72.5% share). We anticipate the deployment of capital by the LP to increase steadily in the coming reporting periods.

Post financial year end, it was announced that Cordish Dixon III Australian Wholesale Fund, a newly formed wholesale investment fund, committed approximately US\$12.7 million into the LP, alongside the Fund and other existing investors. As at the date of this report, the LP has received total commitments of approximately US\$85.8 million. The Fund's total US dollar commitment into the LP remains unchanged at US\$53.0 million. The latest commitment is expected to enhance the LP's scale and investment diversification. Additionally, following period end, the LP made a commitment to a new underlying fund which increased the total number of underlying funds to nine and the total capital committed to underlying funds by the LP to US\$65.0 million. Of the capital committed to the LP, US\$21.4 million or 25.0% has now been called.

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I would like to thank fellow board members of the Responsible Entity, the Advisory Board and the Investment Management Team for their dedicated efforts in establishing a platform to deliver the Fund's long-term investment objectives. I would also like to thank Unitholders for their continued support as we look to further enhance Australian investors' exposure to small-to-mid-market US-based private investment firms.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'A. MacLachlan', with a stylized flourish at the end.

**Alex MacLachlan**

Chairman of the Responsible Entity

26 May 2017

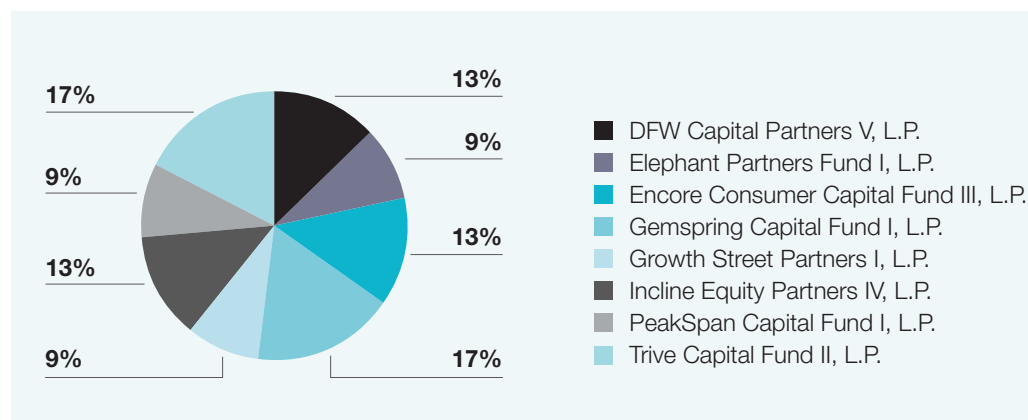




# Manager's Report

**For the period 5 May 2016 (date of registration) to 31 March 2017**

At year end, the Fund had US\$57.5 million of total capital commitments to eight underlying investment partners. A snapshot of the portfolio by underlying fund exposure as at 31 March 2017 is shown below.



## **DFW Capital Partners V, L.P. (US\$7.5 million commitment by the LP)**

DFW Capital Partners is a leading private equity firm, focused exclusively on the lower middle market. The firm has extensive expertise in acquiring and growing companies in healthcare, business services and industrial services industries. Investments typically present strong customer relationships, have recurring revenue streams and a competitive advantage through proprietary technology but are in need of organisational change and/or succession planning solutions.

## **Elephant Partners I, L.P. (US\$5.0 million commitment by the LP)**

Co-founded in 2015 by two former partners of Highland Capital Partners. Elephant Partners focuses on investing in consumer internet, mobile and software companies.

## **Encore Consumer Capital Fund III, L.P. (US\$7.5 million commitment by the LP)**

Encore Consumer Capital is a private investment firm focused on investing in food and consumer products manufacturing and marketing companies. Encore works closely with its operating executives to identify new investment opportunities and drive portfolio company performance.

## **Gemspring Capital Fund I, L.P. (US\$10.0 million commitment by the LP)**

Gemspring Capital is a private equity firm specialising in lower middle market companies. The company provides flexible capital and partners with talented management teams to propel companies to grow and realise their full potential.

## **Growth Street Partners I, L.P. (US\$5.0 million commitment by the LP)**

Growth Street focuses on investments in growing software as a service (SaaS) and technology enabled service companies.

## **Incline Equity Partners IV, L.P. (US\$7.5 million commitment by the LP)**

Incline focuses on US and Canadian middle-market growth companies that possess multiple avenues for growth in the value-added distribution, specialised light manufacturing and business and industrial service sectors.

## **Peakspan Capital Fund I, L.P. (US\$5.0 million commitment by the LP)**

PeakSpan invests in growth stage companies that sell enterprise software in the US. These companies serve the full spectrum of buyers from very small businesses to large enterprises.

## **Trive Capital Fund II, L.P. (US\$10.0 million commitment by the LP)**

Trive is a private investment fund that is focused on acquiring strategically viable, but under-resourced middle-market companies with the potential for value creation through operational improvement. Trive excels in complex situations, including but not limited to family-owned businesses, corporate carve-outs and distressed transactions, in which speed and certainty are generally a priority.

Additionally, following year end the Fund committed US\$7.5 million to Luminate Capital Partners.

## **Luminate Capital Partners, L.P. (US\$7.5 million commitment by the LP)**

Luminate invests in US mid-cap growth companies, with a focus on software and software-enabled services businesses.



# Corporate Governance Statement

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For the period 5 May 2016 (date of registration) to 31 March 2017

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## Overview

US Select Private Opportunities Fund III (**Fund**) is a listed managed investment scheme, the units of which are listed on the Australian Securities Exchange (**ASX**). The Fund has no employees, and its day-to-day functions and investment activities are managed by Walsh & Company Investments Limited (**Responsible Entity**) and US Select Private Opportunities Fund III, GP (**Investment Manager**), in accordance with the relevant management agreements.

The ASX Corporate Governance Council's *'Corporate Governance Principles and Recommendations'* provides the guidelines for good corporate governance. The directors of the Responsible Entity (**the Board**), recognise the importance of good corporate governance.

The Fund's Corporate Governance Charter, which incorporates the Fund's policies referred to below, is designed to ensure the effective management and operation of the Fund and will remain under regular review. The Corporate Governance Charter is available on the Fund's website [usselectprivateopportunitiesfund.com.au](http://usselectprivateopportunitiesfund.com.au).

A description of the Fund's adopted practices in respect of the eight Principles and Recommendations from the 3rd Edition of the *ASX Corporate Governance Principles and Recommendations* are set out below. All these practices, unless otherwise stated, were in place throughout the financial year and to the date of this report.

# 1. Lay solid foundations for management and oversight

## Board roles and responsibilities

The Board is responsible for the overall operation, strategic direction, leadership and integrity of the Fund and, in particular, is responsible for the Fund's growth and success. In meeting its responsibilities, the Board undertakes the following functions:

- providing and implementing the Fund's strategic direction;
- reviewing and overseeing the operation of systems of risk management, ensuring that significant risks facing the Fund are identified, that appropriate control, monitoring and reporting mechanisms are in place and that risk is appropriately dealt with;
- overseeing the integrity of the Fund's accounting and corporate reporting systems, including the external audit;
- ensuring the Board is comprised of individuals who are best to discharge the responsibilities of directors having regard to the law and the best standards of governance;
- reviewing and overseeing internal compliance and legal regulatory compliance;
- ensuring compliance with the Fund's Constitution and with the continuous disclosure requirements of the ASX Listing rules and the *Corporations Act 2001*;
- overseeing the Fund's process for making timely and balanced disclosures of all material information concerning the Fund; and
- communicating with and protecting the rights and interest of all unitholders.

The Board has established a formal policy which sets out its functions and responsibilities. A review of the policy is conducted annually.

## 2. Structure the board to add value

### Composition of the Board

The Board is structured to maintain a mix of directors from different backgrounds with complementary skills and experience. Details of each director at the date of this report are given in the Directors' Report, including the period in office, skills, experience and expertise relevant to the position of director.

The directors of the Responsible Entity at the date of this report are:

- Alex MacLachlan
- Tristan O'Connell
- Warwick Keneally

Having regard to the size of the Fund and the nature of its business, the Board has determined that a Board with three members is the appropriate composition for the Board and will enable it to continue to effectively discharge its responsibilities to the Fund. However, the composition of the Board will be reviewed periodically.

The current Board is not independent. The Board, however, has established a Compliance Committee with a majority of independent Members who are responsible for monitoring the extent to which the Responsible Entity complies with the Fund's constitution, compliance plan and any relevant regulations. The Committee must provide a report to the Board at least on a quarterly basis and report to ASIC if it is of the view that the Responsible Entity has not complied with the constitution, compliance plan or any relevant regulations. The Fund recognises the ASX Recommendations with respect to establishing remuneration, audit, risk and nomination committees as good corporate governance. However, considering the size of the Fund, the functions that would be performed by these committees are best undertaken by the Board.

The Board will review its view on committees in line with the ASX Recommendations and in light of any changes to the size or nature of the Fund and, if required, may establish committees to assist it in carrying out its functions. At that time, the Board will adopt a charter for such committees in accordance with the ASX Recommendations and industry best practices.

It is the Board's policy to determine the terms and conditions relating to the appointment and retirement of non-executive directors on a case-by-case basis and in conformity with the requirements of the ASX Listing Rules and the *Corporations Act 2001*. In accordance with the corporate governance policy, directors are entitled to seek independent advice at the expense of the Fund. Written approval must be obtained from the chair prior to incurring any expense on behalf of the Fund.

### 3. Promote ethical and responsible decision making

#### Code of conduct

The Board has adopted a Code of Conduct to define the basic principles of business conduct of the Fund and the Responsible Entity. This Code requires the Fund's personnel to abide by the policies of the Fund and to the law. The Code is a set of principles giving direction and reflecting the Fund's approach to business conduct and is not a prescriptive list of rules for business behaviour.

#### Unit trading policy

The Board of the Fund has established a Unit Trading Policy to apply to trading in the Fund's units on the ASX. This policy outlines the permissible dealing of the Fund's units while in possession of price sensitive information and applies to all directors of the Responsible Entity and the Investment Manager.

The Policy imposes restrictions and notification requirements, including the imposition of blackout periods, trading windows and the need to obtain pre-trade approval.

#### Insider trading policy

The Board of the Responsible Entity has established an Insider Trading Policy to apply to trading in the Fund's units on the ASX. This policy applies to all directors, executives and employees of the Responsible Entity, Investment Manager and their parent company, Dixon Advisory Group. All directors, executives and employees of the Responsible Entity, Investment Manager and their parent company must not deal in the Fund's units while in possession of price sensitive information. In addition, the general Unit Trading Policy sets out additional restrictions which apply to directors and executives of the Responsible Entity, Investment Manager, and their parent company.

### 4. Safeguard integrity in financial reporting

#### Compliance Committee

As a registered managed investment scheme, the Fund has a compliance plan that has been lodged with Australian Securities and Investments Commission (**ASIC**). The compliance plan is reviewed comprehensively every year to ensure that the way in which the Fund operates protects the rights and interests of unitholders and that major compliance risks are identified and properly managed.

The Responsible Entity has formed a Compliance Committee to ensure the Fund complies with the relevant regulations and its constitution. The committee meets and reports to the Board of the Responsible Entity on a quarterly basis.

The committee is structured with three members, the majority of which are independent. Details of the Compliance Committee members are as follows:

**Tristan O'Connell (Internal Member)**

Refer to Information on directors (page 10).

**Michael Britton (Independent Member)**

Michael has over 35 years of commercial and financial services experience, initially with Boral Limited (ASX: BLD) and culminating in 12 years as General Manager of the corporate businesses of The Trust Company Limited (ASX: TRU), where he established the company's reputation as a leader in the delivery of independent Responsible Entity services. He has represented The Trust Company as a director on the boards of both domestic and offshore operating subsidiary companies and a large number of special purpose companies delivering the Responsible Entity function in both conventional and stapled, ASX listed and unlisted managed investment schemes. Michael has acted as a Responsible Manager, a member of committees of inspection in relation to large insolvency administrations and as an independent compliance committee member for substantial investment managers with portfolios of managed investment schemes. He is an independent director on the board of the un-listed Knights Capital Group Limited, a Perth-based investor and property fund manager, and he is also a Panel Member for the Financial Ombudsman Service Limited.

Michael holds degrees in Jurisprudence and Law from the University of New South Wales and is a Graduate Member of the Australian Institute of Company Directors and a Fellow of the Governance Institute of Australia.

**Barry Sechos (Independent Member)**

Barry is one of two independent members of the Compliance Committee. Barry is member of the Compliance Committee for the New Energy Solar Fund, the Australian Property Opportunities Fund I, II & III, US Select Private Opportunities Fund I, II & III, Emerging Markets Masters Fund and US Masters Residential Property Fund. Barry is a Director of Sherman Group Limited, a privately owned investment company, and is responsible for managing the legal, financial and operational affairs of Sherman Group Limited. Barry has 30 years experience in corporate law and finance having spent seven years as a banking and finance lawyer at Allen Allen & Hemsley (Sydney, Singapore and London), and eight years as a Director of EquitiLink Funds Management and Aberdeen Asset Management Australia. Barry is also a Director of See Saw Films, a film production and finance group and winner of the 2011 Academy Award for Best Picture, Aberdeen Leaders Limited, an investment company listed on the ASX, Regeneus Limited, an ASX listed biotech company and a Director of Sherman Contemporary Art Foundation, a charitable cultural organisation.



## 5. Make timely and balanced disclosure

The Board is committed to complying with its continuous disclosure obligations under the *Corporations Act 2001* and ASX Listing Rules, as well as releasing relevant information to the market and unitholders in a timely and direct manner to promote investor confidence in the Fund and its securities.

The Fund has adopted a Continuous Disclosure Policy to ensure the Fund complies with its continuous disclosure requirements. The policy is administered by the Board and monitored by the Compliance Committee.

## 6. Respect the rights of unitholders

The Fund promotes effective communication with unitholders. The Board has developed a strategy within its Continuous Disclosure Policy to ensure that unitholders are informed of all major developments affecting the Fund's performance, governance activities and state of affairs. Each unitholder is also provided online access to the Registry to allow them to receive communications from, and send communication to, the Responsible Entity and the Registry. This also includes using a website to facilitate communication with unitholders.

Information is communicated to unitholders through announcements to ASX, releases to the media and dispatch of financial reports. Unitholders are provided with an opportunity to access such reports and releases electronically; copies of all such ASX announcements are linked to the Fund's website at [usselectopportunitiesfund.com.au](http://usselectopportunitiesfund.com.au).

These include:

- monthly net asset value estimates
- monthly fund updates
- quarterly fund updates
- half-year report
- annual report
- occasional announcements to the ASX made in compliance with the Fund's continuous disclosure requirements
- occasional correspondence sent to unitholders on matters of significance to the Fund

The Board encourages full participation of unitholders at the general meetings held by the Fund to ensure a high level of accountability and identification with the Fund's strategy. Unitholders who are unable to attend the general meeting are given the opportunity to provide questions or comments ahead of the meeting and where appropriate, these questions are answered at the meeting.

## 7. Recognise and manage risk

The Board has accepted the role of identifying, assessing, monitoring and managing the significant areas of risk applicable to the Fund and its operations. It has not established a separate committee to deal with these matters because the directors believe the size of the Fund and its operations do not warrant a separate committee at this time. The Board also monitors and appraises financial performance, including the approval of annual and half-year financial reports and liaising with the Fund's auditor.

In order to evaluate and continually improve the effectiveness of its risk management and internal control processes, the Responsible Entity has adopted a set of Risk Management Guidelines for the Fund. The Board conducts an annual review of the Fund's Risk Management Guidelines to satisfy itself that the Risk Management framework continues to be sound. During the period ended 31 March 2017, the Responsible Entity's Risk Management Framework was reviewed on 9 May 2016 and 16 August 2016. The Fund does not have a material exposure to sustainability risks.

The Board receives a letter half-yearly from the Fund's external auditor regarding their procedures and reporting that the financial records have been properly maintained and the financial statements comply with the Accounting Standards.

The Responsible Entity provides declarations required by Section 295A of the *Corporations Act 2001* for all financial periods and confirms that in its opinion the financial records of the Fund have been properly maintained and that the financial statements and accompanying notes comply with the Accounting Standards and give a true and fair view of the financial position and performance of the Fund, based on its review of the internal control systems, management of risk, the financial statements and the letter from the Fund's external auditor.

Details of the Fund's financial risk management are set out in the notes to the financial statements in the annual report.

## 8. Remunerate fairly and responsibly

Due to the relatively small size of the Fund and its operations, the Board does not consider it appropriate at this time to establish a formal remuneration committee.

Directors of the Fund are remunerated by the Responsible Entity. In accordance with the Fund's Constitution, the Responsible Entity is entitled to a management fee for services rendered. Details of the Fund's related party transactions are disclosed in the notes to financial statements within the Annual Report.

The Fund's Constitution is available to unitholders on the Fund's website.



# Directors' Report

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**For the period 5 May 2016 (date of registration) to 31 March 2017**

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The directors of Walsh & Company Investments Limited (**Walsh & Co.**), the Responsible Entity of the US Select Private Opportunities Fund III (**the Fund**), present their report together with the annual financial statements of the Fund for the financial period from 5 May 2016 (date of registration) to 31 March 2017.

## Directors

The directors of the Responsible Entity at any time during or since the end of the financial year are listed below:

- Alex MacLachlan
- Tristan O'Connell
- Tom Kline (resigned 16 May 2017)
- Warwick Keneally (appointed 16 May 2017)

Directors were in office since the start of the financial year to the date of this report unless otherwise stated.

Information on the directors:



### Alex MacLachlan

Alex is currently the Chairman of the Responsible Entity for US Select Private Opportunities Fund Series, Australian Property Opportunities Fund Series, Emerging Markets Masters Fund, New Energy Solar Fund and US Masters Residential Property Fund. Alex is also the Chairman of New Energy Solar Limited, and a director of Fort Street Real Estate Capital, the Australian Masters Yield Fund Series and Asian Masters Fund Limited.

Alex joined Dixon Advisory in 2008 to lead the then newly formed Funds Management division of Dixon Advisory, and is currently the CEO and Chairman of Walsh & Company Investments Limited.

Before joining Dixon Advisory, Alex was a senior investment banker specialising in the natural resources sector, most recently serving as head of energy, Australasia, for UBS AG in Sydney and prior to that as an investment banker at Credit Suisse First Boston. During his career as an investment banker, Alex advised many of Australia's and the world's leading natural resources companies, working with over 30 companies on more than \$100 billion in announced mergers and acquisitions and capital markets transactions.

Before specialising in natural resources investment banking, Alex worked in the Japanese Government Bond derivatives markets in London, New York and Sydney.

He has a Bachelor of Arts from Cornell University and a Masters of Business Administration from The Wharton School, University of Pennsylvania.

During the past three years, Alex has acted as a non-executive director or director of the responsible entity of the following Australian listed public entities:

- Asian Masters Fund Limited (since 2009)
- Australian Masters Corporate Bond Fund No 5 Limited (since 2009, delisted 26 August 2016)
- Australian Masters Yield Fund No 1 Limited (since 2010)
- Australian Masters Yield Fund No 2 Limited (since 2010)
- Australian Masters Yield Fund No 3 Limited (since 2011)
- Australian Masters Yield Fund No 4 Limited (since 2011)
- Australian Masters Yield Fund No 5 Limited (since 2012)
- Emerging Markets Masters Fund (since 2012)
- Global Resource Masters Fund Limited (since 2008, delisted 11 March 2016)
- US Masters Residential Property Fund (since 2011)
- US Select Private Opportunities Fund (since 2012)
- US Select Private Opportunities Fund II (since 2013)



#### **Tristan O'Connell**

Tristan O'Connell is the Group Chief Financial Officer and Company Secretary for Evans Dixon and Director of Walsh & Company Investments Limited – the responsible entity of Australian Property Opportunities Fund Series, US Select Private Opportunities Fund Series, Emerging Markets Masters Fund, US Masters Residential Property Fund, and New Energy Solar. In addition, Tristan is also a trustee of the US Masters Residential Property (USA) Fund.

At Evans Dixon, a significant private wealth management business in Australia operating through Dixon Advisory, Evans & Partners and Walsh & Company, Tristan oversees the finance and accounting function of the firm's group of companies. This incorporates funds management accounting for sixteen funds. He began his association with Dixon Advisory in 2005, joining to spearhead its financial management and growth.

Tristan brought to Dixon Advisory more than a decade in corporate financial and management roles within the wholesale markets industry. This included a long tenure at Tullet Prebon, one of the world's leading inter-dealer broker firms that specialise in over-the-counter interest rate, foreign exchange, energy and credit derivatives. Tristan was Financial Controller of the Australian operation and also held senior finance roles in their Singapore and London offices.

Tristan has a Bachelor of Commerce from the Australian National University, is a member of CPA Australia and is a Fellow of the Financial Services Institute of Australasia.

During the past three years, Tristan has acted as a non-executive director or director of the responsible entity of the following Australian listed public entities:

- Emerging Markets Masters Fund (since 2012)
- US Masters Residential Property Fund (since 2011)
- US Select Private Opportunities Fund (since 2012)
- US Select Private Opportunities Fund II (since 2013)



### **Tom Kline**

Tom Kline is the Executive Director – North America of New Energy Solar. Tom was the inaugural CEO of New Energy Solar and was previously the Chief Operating Officer of Walsh & Company Investments Limited, the Funds Management division of Dixon Advisory.

Tom is the Chairman of Australian Masters Yield Fund No 4 Limited, Australian Masters Yield Fund No 5 Limited, Fort Street Real Estate Capital Pty Limited and, until 16 May 2017, a director of Walsh & Company Investments Limited, the Responsible Entity for Emerging Markets Masters Fund, US Select Private Opportunities Fund Series, US Masters Residential Property Fund, and Australian Property Opportunities Fund Series.

Before Dixon Advisory, Tom worked at UBS AG in Sydney. During his time at UBS, he was a member of the Power, Utilities and Infrastructure team and advised on a wide range of public and private mergers and acquisitions and capital market transactions. Tom advised some of Australia's leading energy generators and infrastructure players including EnergyAustralia and Transurban. Tom also advised energy and utility companies on the proposed introduction of Australia's federal carbon trading scheme (Carbon Pollution Reduction Scheme) and implications for fossil fuel and renewable energy generation.

Prior to joining UBS AG, Tom served in the Corporate Finance division of Deloitte where he worked in the Transaction Services, Business Modelling and Valuations Teams.

Tom has a Bachelor of Commerce and Bachelor of Laws (with honours) from Australian National University.

During the past three years, Tom has acted as a non-executive director or director of the responsible entity of the following Australian listed public entities:

- Australian Masters Yield Fund No 4 Limited (since 2012)
- Australian Masters Yield Fund No 5 Limited (since 2012)
- Emerging Markets Masters Fund (since 2012, until 16 May 2017)

- US Masters Residential Property Fund (since 2015, until 16 May 2017)
- US Select Private Opportunities Fund (since 2012, until 16 May 2017)
- US Select Private Opportunities Fund II (since 2013, until 16 May 2017)



### **Warwick Keneally**

Warwick is currently Head of Finance at Walsh & Company, the funds management division of Dixon Advisory.

On 16 May 2017, Warwick was appointed a director of Walsh & Company Investments Limited, the Responsible Entity for Emerging Markets Masters Fund, US Select Private Opportunities Fund Series, US Masters Residential Property Fund, and Australian Property Opportunities Fund Series.

Before joining Walsh & Company, Warwick worked in chartered accounting firms specialising in turnaround and restructuring. Warwick started his career with KPMG, working in their Canberra, Sydney and London offices and has undertaken a range of complex restructuring and insolvency engagements across Europe, UK and Australia, for a range of Australian, UK, European and US banks.

Warwick has worked with companies and lenders to develop and implement strategic business options, provide advice in relation to continuous disclosure requirements, develop cash forecasting training for national firms, and lectured on cash management. Among his former roles, Warwick worked on the initial stages of the HIH insolvency - as part of the key management group tasked with the wind-down of the global estate.

Warwick has a Bachelor of Economics and Bachelor of Commerce from Australian National University and is a member of the Institute of Chartered Accountants in Australia.

During the past three years, Warwick has acted as a non-executive director of the responsible entity of the following Australian listed public entities:

- Emerging Markets Masters Fund (since 16 May 2017)
- US Masters Residential Property Fund (since 16 May 2017)
- US Select Private Opportunities Fund (since 16 May 2017)
- US Select Private Opportunities Fund II (since 16 May 2017)

## Principal activities and significant changes in nature of activities

The principal activity of the Fund during the financial period was investing in small-to-mid-market private investment funds and privately held companies with a predominate focus in the US. There were no significant changes in the nature of these activities.

## Distributions

There were no distributions paid, recommended or declared during the current financial period.

## Review and results of operations

The loss for the Fund after providing for income tax amounted to \$2,133,640.

The Fund has invested in a limited partnership, US Select Private Opportunities Fund III, L.P. (**LP**) which, in turn, invests in small-to-medium-sized private investment funds. The LP has committed capital across eight underlying private investment funds, which focus on a range of industries including health care, business services, software businesses, and food and consumer products. For the period ended 31 March 2017, these underlying private investment funds made drawdown requests on the LP to fund their investments, management fees and operating expenses. Net drawdown requests made by the underlying private investment funds since inception to the end of the period totalled US\$10.8 million.

The Fund has committed capital of US\$53.0 million, representing an interest of 72.5% in the LP at the reporting date. The Fund's proportionate share of the total capital called as at 31 March 2017 was US\$9.4 million (or \$12.4 million).

Total comprehensive loss for the period was \$2,133,640. The key components of this result included a foreign exchange loss \$1,532,330 relating to translation of US denominated cash funds held during the period and a \$375,422 fair value movement loss on the Fund's investment in the LP during the period. As at 31 March 2017, the Fund had net assets of \$72,163,799, representing \$1.50 per unit.

The Fund had a basic and diluted loss per unit of 6.38 cents for the period ended 31 March 2017.

## Events subsequent to the reporting period

On 2 May 2017, Cordish Dixon III Australian Wholesale Fund (**CDW III**) was admitted to the LP for a commitment of US\$12.7 million. The admission of CDW III increased the total commitment in the LP to US\$85.8 million. The Fund's commitment into the LP remained unchanged, representing an interest in the LP of 61.8%.

On 10 May 2017, the LP called a total of US\$ 8.4 million from existing and new partners and, upon funding, the LP has called 25% of the partners' committed capital. The Fund's proportionate share of the call was US\$3.8 million.

No other matter or circumstance has arisen since 31 March 2017 that has significantly affected, or may significantly affect the Fund's operations, the results of those operations, or the Fund's state of affairs in future financial years.



## Future developments and expected results of operations

The Fund has committed capital to the LP to fund eight underlying private investment fund investments and is at a relatively early stage of investing and expects to complete its investments as the committed capital is called by the LP. The objective of the Fund is to achieve capital growth over a 5 to 10 year investment horizon from its exposure to a portfolio of investments in small and mid-market private investment funds and privately held companies predominately focused in the US.

## Environmental regulation

The Fund is not subject to any particular and significant environmental regulations under a law of the Commonwealth or a State or Territory.

## Other relevant information

The following lists other relevant information required under the *Corporations Act 2001*:

- details of fees paid to the Responsible Entity during the financial year – refer to note 16 to the financial statements;
- the Responsible Entity did not hold any interests in the Fund at the end of the financial year; and
- details of issued interests in the Fund during the financial year – refer to note 6 to the financial statements.

## Options

No options were granted over issued or unissued units in the Fund during, or since, the end of the period.

## Indemnity and insurance

Under the Fund's constitution, the Responsible Entity, including its officers and employees, is indemnified out of the Fund's assets for any loss, damage expense or other liability incurred by it in properly performing or exercising any of its powers, duties or rights in relation to the Fund.

Insurance premiums have been paid, during or since the end of the financial period, for all of the directors of the Responsible Entity of the Fund. The contract of insurance prohibits disclosure of the nature of the liability and the amount of the premium.

No indemnities have been given or insurance premiums paid, during or since the end of the financial period, for the auditor of the Fund.

## Non-audit services

Details of the amounts paid or payable to the auditor, Deloitte Touche Tohmatsu, for non-audit services are outlined in note 17 to the financial statements.

The directors are satisfied that the provision of non-audit services during the financial period, by the auditor (or by another person or firm on the auditor's behalf), is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001*.

The directors are of the opinion that the services as disclosed in note 17 to the financial statements do not compromise the external auditor's independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services are reviewed and approved prior to commencement to ensure they do not adversely affect the integrity and objectivity of the auditor; and
- the nature of the services provided does not compromise the general principles relating to auditor independence in accordance with APES110: Code of Ethics for Professional Accountants set by the Accounting Professionals Ethical Standards Board.

## **Auditor's independence declaration**

A copy of the auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out immediately after this directors' report.

This report is made in accordance with a resolution of directors, pursuant to section 298(2)(a) of the *Corporations Act 2001*.

On behalf of the directors,



**Alex MacLachlan**

Director

26 May 2017



# Auditor's Independence Declaration



Deloitte Touche Tohmatsu  
ABN 74 490 121 060  
Grosvenor Place  
225 George Street  
Sydney, NSW, 2000  
Australia  
Phone: +61 2 9322 7000  
www.deloitte.com.au

The Board of Directors  
Walsh & Company Investments Limited  
as Responsible Entity for:  
US Select Private Opportunities Fund III  
Level 15 100 Pacific Highway  
NORTH SYDNEY NSW 2060

26 May 2017

Dear Board Members

## **US Select Private Opportunities Fund III**

In accordance with section 307C of the *Corporations Act 2001*, I am pleased to provide the following declaration of independence to the directors of the Responsible Entity of US Select Private Opportunities Fund III.

As lead audit partner for the audit of the financial statements of US Select Private Opportunities Fund III for the financial period from 5 May 2016 to 31 March 2017, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely

A stylized, handwritten signature in black ink that reads "Deloitte Touche Tohmatsu".

DELOITTE TOUCHE TOHMATSU

A stylized, handwritten signature in black ink that appears to read "Michael Kaplan".

Michael Kaplan  
Partner  
Chartered Accountants

Liability limited by a scheme approved under Professional Standards Legislation.  
Member of Deloitte Touche Tohmatsu Limited

# Statement of Profit or Loss and Other Comprehensive Income

For the period 5 May 2016 (date of registration) to 31 March 2017

		2017
	NOTE	\$
<b>Revenue</b>	4	<b>322,202</b>
Foreign exchange loss		<b>(1,532,330)</b>
Fair value movements of equity investments	10	<b>(375,422)</b>
<b>Expenses</b>		
Management and administration fees	16	<b>(272,370)</b>
Listing fees		<b>(27,046)</b>
Audit and advisory fees		<b>(78,739)</b>
Custody fees		<b>(6,912)</b>
Share registry fees		<b>(7,694)</b>
Legal, compliance costs and due diligence		<b>(116,510)</b>
Other expenses		<b>(38,819)</b>
<b>Loss before income tax expense</b>		<b>(2,133,640)</b>
Income tax expense		–
<b>Loss after income tax expense for the period attributable to the unitholders of US Select Private Opportunities Fund III</b>		<b>(2,133,640)</b>
Other comprehensive income for the period, net of tax		–
<b>Total comprehensive loss for the period attributable to the unitholders of US Select Private Opportunities Fund III</b>		<b>(2,133,640)</b>

	NOTE	CENTS
Basic loss per unit	5	<b>(6.38)</b>
Diluted loss per unit	5	<b>(6.38)</b>

The above statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

# Statement of Financial Position

As at 31 March 2017

		2017
	NOTE	\$
<b>Assets</b>		
<i>Current assets</i>		
Cash and cash equivalents	7	60,151,508
Receivables	9	182,402
Prepayments		9,015
Total current assets		60,342,925
<i>Non-current assets</i>		
Other financial assets	10	11,968,964
Total non-current assets		11,968,964
<b>Total assets</b>		<b>72,311,889</b>
<b>Liabilities</b>		
<i>Current liabilities</i>		
Trade and other payables	11	148,090
Total current liabilities		148,090
<b>Total liabilities</b>		<b>148,090</b>
<b>Net assets</b>		<b>72,163,799</b>
<b>Equity</b>		
Unit capital	6	74,297,439
Accumulated losses		(2,133,640)
<b>Total equity</b>		<b>72,163,799</b>

The above statement of financial position should be read in conjunction with the accompanying notes.

# Statement of Changes in Equity

**For the period 5 May 2016 (date of registration) to 31 March 2017**

	UNIT CAPITAL	ACCUMULATED LOSSES	TOTAL EQUITY
	\$	\$	\$
Balance at 5 May 2016	–	–	–
Loss after income tax expense for the period	–	(2,133,640)	(2,133,640)
Other comprehensive income for the period, net of tax	–	–	–
Total comprehensive loss for the year	–	(2,133,640)	(2,133,640)
<i>Transactions with owners in their capacity as unitholders:</i>			
Issued capital (note 6)	76,845,472	–	76,845,472
Issue costs (note 6)	(2,548,033)	–	(2,548,033)
<b>Balance at 31 March 2017</b>	<b>74,297,439</b>	<b>(2,133,640)</b>	<b>72,163,799</b>

The above statement of changes in equity should be read in conjunction with the accompanying notes.

# Statement of Cash Flows

For the period 5 May 2016 (date of registration) to 31 March 2017

		2017
	NOTE	\$
<b>Cash flows from operating activities</b>		
Interest income received		152,663
Net payments to suppliers		(421,878)
Net cash used in operating activities	8	(269,215)
<b>Cash flows from investing activities</b>		
Payments for investments		(12,344,386)
Net cash used in investing activities		(12,344,386)
<b>Cash flows from financing activities</b>		
Proceeds from issue of ordinary units		76,845,472
Payment of issue costs	6	(2,548,033)
Net cash from financing activities	6	74,297,439
Net increase in cash and cash equivalents		61,683,838
Cash and cash equivalents at the beginning of the financial period		–
Effects of exchange rate changes on cash and cash equivalents		(1,532,330)
<b>Cash and cash equivalents at the end of the financial period</b>	<b>7</b>	<b>60,151,508</b>

The above statement of cash flows should be read in conjunction with the accompanying notes.





# Notes to the Financial Statements

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**For the period 5 May 2016 (date of registration) to 31 March 2017**

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## 1. General information

US Select Private Opportunities Fund III (**Fund**) is a Managed Investment Scheme registered and domiciled in Australia. The principal activities of the Fund are to invest in small-to-mid-market private investment opportunities in the United States of America (**US**), through its capacity as a Limited Partner of the US Select Private Opportunities Fund III, L.P. (**LP**) registered in the Cayman Islands.

The Fund was registered on 5 May 2016. Accordingly, the financial statements cover the period from the Fund's registration to 31 March 2017.

### Basis of preparation

The financial statements have been prepared on an accrual basis and are based on historical cost with the exception of financial assets, which are measured at fair value. All amounts are presented in Australian dollars unless otherwise noted.

### Statement of compliance

The financial statements are general purpose financial statements which have been prepared in accordance with Australian Accounting Standards issued by the Australian Accounting Standards Board (**AASB**) and the *Corporations Act 2001*. Compliance with Australian Accounting Standards ensures the financial statements and notes to the financial statements of the Fund comply with the International Financial Reporting Standards (**IFRS**) issued by the International Accounting Standards Board (**IASB**).

The financial statements were authorised for issue by the directors on 26 May 2017. For the purposes of preparing the financial statements, the Fund is a for-profit entity.

### Adoption of new and revised Accounting Standards

The Fund has adopted all of the new and revised Standards and Interpretations issued by the AASB that are relevant to their operations and effective for the current period.

New and revised Standards and amendments thereof and Interpretations effective for the current period that are relevant to the Fund include:

- AASB 1057 'Application of Australian Accounting Standards' and AASB 2015-9 'Amendments to Australian Accounting Standards – Scope of Application Paragraphs'
- AASB 2014-4 'Amendments to Australian Accounting Standards – Clarification of Acceptable Methods of Depreciation and Amortisation'

- AASB 2015-1 'Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012 – 2014 Cycle'
- AASB 2015-2 'Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101'

No new or revised Standards and Interpretations effective for the current period are considered to materially impact the Fund.

#### **Accounting Standards and Interpretations issued but not yet effective**

At the date of authorisation of the financial statements, the Standards and Interpretations listed below were in issue, but not yet effective. The potential impact of the new or revised Standards and Interpretations has not yet been determined, but is not expected to be material.

#### **AASB 15 'Revenue from Contracts with Customers', AASB 2014-5 'Amendments to Australian Accounting Standards arising from AASB 15', AASB 2015-8 'Amendments to Australian Accounting Standards – Effective Date of AASB 15' and AASB 2016-3 'Amendments to Australian Accounting Standards – Clarifications to AASB 15'**

These amendments are applicable to annual reporting periods beginning on or after 1 April 2018. The adoption of these amendments from 31 March 2019 is not expected to have a material impact on the Fund.

#### **AASB 16 Leases**

This standard is applicable to annual reporting periods beginning on or after 1 April 2019. The adoption of these amendments from 31 March 2020 is not expected to have a material impact on the Fund.

#### **AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture' and AASB 2015-10 'Amendments to Australian Accounting Standards - Effective Date of Amendments to AASB 10 and AASB 128'**

These amendments are applicable to annual reporting periods beginning on or after 1 April 2018. The adoption of these amendments from 31 March 2019 is not expected to have a material impact on the Fund.

#### **AASB 2016-1 'Amendments to Australian Accounting Standards – Recognition of Deferred Tax Assets for Unrealised Losses'**

These amendments are applicable to annual reporting periods beginning on or after 1 April 2017. The adoption of these amendments from 31 March 2018 is not expected to have a material impact on the Fund.

#### **AASB 2016-2 'Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 107'**

These amendments are applicable to annual reporting periods beginning on or after 1 April 2017. The adoption of these amendments from 31 March 2018 is not expected to have a material impact on the Fund.

### **AASB 2017-1 'Amendments to Australian Accounting Standards – Transfers of Investment Property, Annual Improvements 2014 – 2016 Cycle and Other Amendments'**

These amendments are applicable to annual reporting periods beginning on or after 1 April 2018. The adoption of these amendments from 31 March 2019 is not expected to have a material impact on the Fund.

### **AASB 2017-2 'Amendments to Australian Accounting Standards – Further Annual Improvements 2014 – 2016 Cycle'**

These amendments are applicable to annual reporting periods beginning on or after 1 April 2017. The adoption of these amendments from 31 March 2018 is not expected to have a material impact on the Fund.

At the date of authorisation of the financial statements, the following IASB Standards and IFRIC Interpretations were also in issue but not yet effective, although Australian equivalent Standards and Interpretations have not yet been issued.

### **IFRIC Interpretation 22 : Foreign Currency Transactions and Advance Consideration**

This interpretation is applicable to annual reporting periods beginning on or after 1 April 2018. The adoption of this interpretation from 31 March 2019 is not expected to have a material impact on the Fund.

## **2. Summary of significant accounting policies**

The following accounting policies have been adopted in the preparation and presentation of the financial report.

### **a) Foreign currencies**

The functional and presentation currency of the Fund is Australian dollars. This is based on an assessment that the primary economic environment in which the Fund operates is Australia.

Transactions in foreign currencies are initially recorded in Australian dollars by applying the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies that are outstanding at the reporting date are retranslated at the rate of exchange ruling at the Statement of Financial Position date. Non-monetary items carried at fair value that are denominated in foreign currencies are translated at the rates prevailing at the date when the fair value was determined.

Exchange differences arising on translation are recognised in profit or loss in the period in which they arise.

### **b) Financial instruments**

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the Fund becomes a party to the contractual provisions of the instrument.

The Fund has early adopted AASB 9 Financial Instruments, which was issued in December 2014. AASB 9 includes requirements for the classification and measurement of financial assets.

### **(i) Financial assets**

When financial assets are recognised initially, they are measured at fair value plus, in the case of financial assets not at fair value through profit and loss, directly attributable transaction costs.

Financial assets are subsequently measured at amortised cost using the effective interest rate method only if the following conditions are met, otherwise they are measured at fair value:

1. where a financial asset is held within a business model for the objective to collect contractual cash flows; and
2. contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

The effective interest rate method is used to allocate interest income or interest expense over the relevant period and is equivalent to the rate that exactly discounts estimated future cash payments or receipts (including fees, transaction costs and other premiums or discounts) through the expected life (or when this cannot be reliably predicted, the contractual term) of the financial instrument to the net carrying amount of the financial asset or financial liability.

The Interest held by the Fund in the Limited Partnership (refer to (c) below) does not meet the conditions to satisfy subsequent measurement at amortised cost, and is therefore measured at fair value.

Gains and losses on all financial assets at fair value are recognised in profit or loss.

### **(ii) Financial liabilities**

Financial liabilities are classified as derivative and non-derivative instruments as appropriate. The Fund determines the classification of its financial liabilities at initial recognition. All financial liabilities are recognised initially at fair value.

Non-derivative instruments are subsequently measured at amortised cost using the effective interest rate method. Derivative liabilities are subsequently measured at fair value.

### **(iii) Derecognition**

Financial assets are derecognised where the contractual rights to receipt of cash flows expire or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are discharged or cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

### **(iv) Fair value**

Fair value is the price that would be received to sell an asset or paid to transfer a liability in the principal (or most advantageous) market at balance date under current market conditions. Fair value is determined based on the bid price for all quoted investments in an active market. Valuation techniques are applied to determine the fair value for all unlisted securities and securities in markets that are not active. The unlisted investment in the Limited Partnership held by the Fund is valued using a 'proportionate' value method based on the proportion of the total net asset value of the partnership in which the Fund has an interest at balance date.

### **c) Interest in Limited Partnership**

The Fund has entered into a partnership arrangement with Cordish Private Ventures and Dixon Associates PE III Wholesale Fund, with a primary strategy of investing in US small-to-mid-market private investment funds. The partnership has been structured through a limited partnership vehicle – US Select Private Opportunities Fund III, L.P. (**LP**), in which the Fund had a 72.5% interest. The interest held by the Fund is regarded as a financial asset which is recorded at fair value (refer to note 2(b)(iv) for the fair value valuation basis adopted in respect of the partnership interest held). Subsequent changes in fair value are presented in profit or loss.

Distributions of capital or income received from the LP are recorded against the investment account, reflecting the fact that such amounts would previously have been included in the investment account either through capital contributions made or through fair value movements recognised in respect of unrealised capital or operating profits relating to the underlying investments.

### **d) Impairment of assets**

The directors of the Responsible Entity assess at each reporting date whether there is an indication that an asset may be impaired. If any such indication exists, an estimate is made of the asset's recoverable amount. When the carrying amount of an asset exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount through profit or loss.

No impairment assessment is performed in respect of the Interest in the Limited Partnership, where fair value changes are recorded in profit or loss.

### **e) Cash and cash equivalents**

Cash and cash equivalents comprise cash at bank and in hand and short-term deposits with an original maturity of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of change in value.

### **f) Receivables**

Receivables are financial assets with a contractual right to receive fixed or determinable payments that are not quoted in an active market. Receivables are recorded at amounts due less any impairment losses.

### **g) Taxes**

#### **(i) Income tax**

Under current Australian income tax laws, the Trust is not liable to pay income tax provided it is not a corporate unit trust or public trading trust and its distributable income for each income year is fully distributed to security holders, by way of cash or reinvestment.

The Fund may be liable to pay income tax in the US dependent on the structure of private investment funds in which the LP invests and in turn the structure of the underlying investments made by the private investment funds. Rates of tax will vary dependant on the source of income derived.

A deferred tax liability is recognised (at the likely rate of tax in the US) based on the difference between the fair value and tax cost base of certain underlying investments in respect of which an

economic interest is held by the Fund and on which income tax is expected to be payable in the US on realisation of such investments.

## **(ii) Goods and Services Tax (GST)**

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense.

Where fees are stated to be exclusive of GST and GST is payable on any fee, the fee will be increased by an amount equal to the GST payable.

Cash flows are included in the Statement of Cash Flows on a gross basis, except for the GST component of cash flows arising from investing and financing activities which are disclosed as operating cash flows.

The Fund qualifies for reduced input tax credits at a minimum rate of 55%.

## **h) Revenue recognition**

Revenue is recognised and measured at the fair value of the consideration received or receivable to the extent it is probable that the economic benefits will flow to the Fund and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognised:

### **(i) Interest income**

Interest income is recognised in profit or loss using the effective interest method. This is a method of calculating the amortised cost of a financial asset and allocating the interest income over the relevant period using the effective interest rate, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial asset.

### **i) Provisions**

Provisions are recognised when there is a present obligation (legal or constructive) as a result of a past event, it is probable an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of obligation.

### **j) Trade and other payables**

Trade and other payables are recognised when the Fund becomes obliged to make future payments resulting from the purchase of goods or services. The balance is unsecured and is recognised as a current liability with the amount being normally paid within 30 days of recognition of the liability.

### **k) Earnings per unit**

Basic earnings per unit is calculated by dividing the profit or loss attributable to unitholders by the weighted average number of units outstanding during the financial period. Diluted earnings per unit is the same as there are no potential dilutive ordinary units.

## **l) Unit capital**

### **(i) Ordinary units**

Ordinary units are classified as equity. Issued capital is recognised at the fair value of the consideration received by the Fund. Incremental costs directly attributable to the issue of ordinary units are recognised as a deduction from equity.

### **(ii) Distributions to unitholders**

Distributions payable are recognised in the reporting period in which the distributions are declared, determined, or publicly recommended by the board of the Responsible Entity on or before the end of the financial period, but not distributed at balance date.

## **m) Critical accounting estimates and judgements**

In the application of the Fund's accounting policies, management is required to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Accounting policies which are subject to significant accounting estimates and judgements include 'financial asset' classification of the interest held by the Fund in the Limited Partnership (refer note 10 (iii)), fair value determination of the interest held by the Fund in the Limited Partnership (refer note 10 (iv)), and selection of Australian dollars as the functional currency of the Fund (refer note 2 (a)).

## **3. Operating segment**

The Fund operates a single reportable segment, that being the business of investing in small-to-mid-market private investments in the United States of America through its interest in a Limited Partnership.

The Responsible Entity of the Fund is the Chief Operating Decision Maker (**CODM**) for the purpose of resource allocation and assessing performance of the operating segment.

Revenue, profit or loss, assets, liabilities and other financial information reported and monitored by the CODM of the single identified segment are reflected in the financial statements and notes to financial statements of the Fund.



## 4. Revenue

	2017
	\$

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<b>Interest income</b>	<b>322,202</b>
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## 5. Earnings per unit

	2017
	\$

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Loss after income tax attributable to the unitholders of US Select Private Opportunities Fund III	<b>(2,133,640)</b>
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	NUMBER
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Weighted average number of ordinary units used in calculating basic earnings per unit	<b>33,422,517</b>
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Weighted average number of ordinary units used in calculating diluted earnings per unit	<b>33,422,517</b>
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	CENTS
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<b>Basic loss per unit</b>	<b>(6.38)</b>
<b>Diluted loss per unit</b>	<b>(6.38)</b>

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There are no adjustments on the basic loss per unit for the calculation of diluted loss per unit and there are no transactions that would significantly change the number of ordinary units at the end of the reporting period.

## 6. Equity – unit capital

	2017	
	UNITS	\$
<b>Ordinary units – fully paid</b>	<b>48,028,420</b>	<b>74,297,439</b>

### Movements in ordinary unit capital

	DATE	UNITS	\$
Balance	5 May 2016	-	-
Fully paid ordinary units at \$1.60 per unit	20 July 2016	48,028,420	76,845,472
Issue costs	20 July 2016	-	(2,548,033)
Balance	31 March 2017	<b>48,028,420</b>	<b>74,297,439</b>

All issued units are fully paid. The holders of ordinary units are entitled to one vote per unit at meetings of the Fund and are entitled to receive distributions declared from time to time by the Responsible Entity.

### Capital management

The Fund manages its capital to ensure it will be able to continue as a going concern while maximising the return to unitholders. The capital structure of the Fund consists of issued capital amounting to \$74,297,439. The Fund is not subject to any externally imposed capital requirements.

## 7. Current assets – cash and cash equivalents

	2017
	\$
<b>Cash at bank</b>	<b>60,151,508</b>

The exposure to interest rate risk and a sensitivity analysis is disclosed in note 13 to the financial statements.

## 8. Reconciliation of loss after income tax to net cash used in operating activities

	2017
	\$
Loss after income tax expense for the period	<b>(2,133,640)</b>
Adjustments for:	
Fair value movements of equity investments	<b>375,422</b>
Foreign exchange loss	<b>1,532,330</b>
Change in operating assets and liabilities:	
– (Increase) in receivables	<b>(182,402)</b>
– (Increase) in prepayments	<b>(9,015)</b>
– Increase in payables	<b>148,090</b>
<b>Net cash used in operating activities</b>	<b>(269,215)</b>

## 9. Current assets – receivables

	2017
	\$
Interest receivable	<b>169,539</b>
GST receivable	<b>12,863</b>
	<b>182,402</b>

There are no balances included in receivables that contain assets that are impaired. All receivables are non interest bearing and are generally receivable on 30-day terms. No receivable amounts are overdue. The receivables are recorded at carrying amounts that are reasonable approximations of fair value.

## 10. Non-current assets – other financial assets

### (i) Equity investment constituting interest in Limited Partnership (LP) - at fair value:

	2017
	\$

<b>US Select Private Opportunities Fund III, LP (LP)</b>	<b>11,968,964</b>
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### (ii) Reconciliation

	2017
	\$

Balance at 5 May 2016	–
Capital invested - at cost	<b>12,344,386</b>
Movement in fair value through profit or loss*	<b>(375,422)</b>
Balance at 31 March 2017	<b>11,968,964</b>

\* Included in the 'movement in fair value' amount of \$375,422 is an unrealised foreign exchange translation gain component of \$14,935. This amount is also net of the Fund's 72.5% share of management fees paid by the LP to the General Partner of the LP, totalling \$443,080 (refer to note 16).

### (iii) Fund's interest in assets and liabilities of LP

The 72.5% economic interest held by the Fund in the LP is not represented by voting rights or other power vested in the Fund to make decisions relating to the assets and liabilities of the LP. As is common practice with Limited Partnership arrangements, the General Partner of the LP is considered to be the party who holds the existing rights to direct the relevant activities of the LP, including the acquisition and disposal of investments.

The Fund's 72.5% interest in US Select Private Opportunities Fund III, L.P. at 31 March 2017 is represented by its proportionate interest in the LP's assets and liabilities as follows:

	2017
	\$
Cash	<b>2,242,735</b>
Investment in US private investment funds recorded at fair value:	
DFW Capital Partners IV, LP	<b>1,755,956</b>
Elephant Partners I, LP	<b>2,378,888</b>
Encore Consumer Capital Fund III, LP	<b>955,420</b>
PeakSpan Capital Growth Partners I, LP	<b>976,688</b>
Trive Capital Fund II, LP	<b>3,724,352</b>
Gemspring Capital Fund I, LP	<b>233,210</b>
Prepaid expenses	<b>2,807</b>
Due to Gemspring Capital Fund I, LP	<b>(301,092)</b>
<b>Net assets*</b>	<b>11,968,964</b>

\* Net assets of \$11,968,964 are comprised of cash balances totalling \$2,242,735, investments in US private investment funds of \$10,024,514, prepaid expenses of \$2,807 and amounts due to Gemspring Capital Fund I, LP of \$301,092.

#### **(iv) Valuation**

##### **Valuation technique adopted**

The fair value of the Fund's interest in the LP is determined using a 'proportionate' value method based on the Fund's 72.5% interest held in the total net asset values of the LP.

The LP holds investments predominately in US private investment funds, and it (the LP) adopts a similar fair value measurement basis, based on the proportionate interest it holds in the most recent reported total net asset values of the respective investment funds. There is up to a three month difference between the Fund's reporting date and the date of the most recent reported net assets of the investment funds. The investment funds themselves invest typically in US unlisted equity investments, the fair values of which are determined periodically based on market valuation techniques, which may involve methods and unobservable inputs such as price/earnings analysis or discounted cash flow techniques.

The fair value of the Fund's interest in the LP is therefore ultimately based on the market valuation techniques adopted by the investment funds in the measurement of their underlying unlisted equity investments. The fair value is also subject to foreign exchange translation impacts arising from translating the USD denominated interest in the LP to AUD at each balance date. Refer to note 13(a) for Market Risk sensitivity analysis.

##### **Investment risks**

As noted above, the LP has invested in underlying private investment funds in the US market, who have in turn invested in a portfolio of private equity investments. Because of the absence

of any liquid trading market for these types of investments, it may take longer to liquidate these investments than would be the case for marketable securities and accordingly the value obtained on realisation may differ materially to the estimated fair values at balance date. The fair values assigned by the investment funds are based on a range of factors, including but not limited to the price at which the investments were acquired, the nature of the investments, private and public company comparables used to determine enterprise value, and other techniques using unobservable market inputs such as price/earnings multiples and discounted cash flow models. As such, those estimated values may differ significantly from the values that would have been used had a ready market for the investments existed, and the differences could be material. These differences would directly impact the value of the interest held by the LP in the underlying investment funds and consequently the value of the interest held by the Fund in the LP. In addition, further investment valuation uncertainty arises as a result of a time lag of up to three months between the Fund's reporting date and the date of the most recent reported net assets of the private investment funds.

#### **(v) Capital commitments**

As at 31 March 2017, the Fund has made capital commitments totalling US\$53.0 million to the LP, of which US\$9.4 million has been called at balance date.

As at 31 March 2017, the Fund has uncalled capital commitments of US\$43.6 million (or \$57.1 million) outstanding to the LP. The capital commitments can be called at any time in the future.

The uncalled capital commitments referred to above were converted at the year-end exchange rate of 0.7629.

## **11. Current liabilities – trade and other payables**

	2017
	\$
Trade creditors	<b>41,978</b>
Accrued liabilities	<b>106,112</b>
	<b>148,090</b>

Refer to note 13 for further information on financial instruments.

The average credit period for trade creditors is generally 30 days. No interest is charged on trade creditors from the date of the invoice. The Fund has risk management policies in place to ensure invoices are paid within credit terms.

## 12. Equity – distributions

There were no distributions paid, recommended or declared during the current financial period.

## 13. Financial instruments

### Financial risk management objectives

The Fund is exposed to the following risks from its use of financial instruments:

- market risk (foreign exchange risk, market price risk and interest rate risk);
- credit risk; and
- liquidity risk.

The Responsible Entity has overall responsibility for the establishment and oversight of the risk management framework, including developing and monitoring risk management policies.

### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices, such as foreign exchange rates, interest rates and equity prices. The Fund is primarily exposed to market risks arising from fluctuations in market price risk, foreign currency and interest rates. Refer to note 10 for further details of risks relating to equity prices.

### Foreign exchange risk

Foreign exchange risk arises on financial instruments that are denominated in a foreign currency. Foreign exchange rate movements will impact on the Australian dollar value of the Fund's financial assets and liabilities denominated in a currency that is not the Fund's functional currency.

The Fund is exposed to USD foreign exchange risk through its USD denominated cash balances, its investment activities and income derived from these activities.

The table below details the carrying amounts of the Fund's foreign exchange risk as at the end of the reporting period. This represents the Australian dollar exposure, converted at an exchange rate of 0.7629.

	ASSETS 2017	LIABILITIES 2017
	\$	\$
Cash and cash equivalents	57,231,280	–
Receivables	161,519	
Financial assets (equity investments)	11,968,964	–
	69,361,763	–

### *Sensitivity analysis*

The effect of the foreign exchange risk relating to equity investments (investment in Limited Partnership) is recorded in profit or loss as part of the overall fair value movement in the investment (refer to note 10). The effect of foreign exchange risk relating to cash and cash equivalents is recorded in profit or loss as a foreign exchange gain or loss.

The Fund considers a 10% movement in the AUD against USD as at 31 March 2017 to be a reasonable possibility at the end of the reporting period. The impact of the strengthening and weakening of AUD against USD in profit or loss and equity is shown by the amounts below as it relates to cash and cash equivalents and equity investments. This analysis assumes that all other variables remain constant.

	AUD STRENGTHENED			AUD WEAKENED		
2017	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY
Cash and cash equivalents	10%	(5,202,844)	(5,202,844)	(10%)	6,359,031	6,359,031
Receivables	10%	(14,684)	(14,684)	(10%)	17,947	17,947
Equity investments	10%	(1,088,088)	(1,088,088)	(10%)	1,329,885	1,329,885
		<b>(6,305,616)</b>	<b>(6,305,616)</b>		<b>7,706,863</b>	<b>7,706,863</b>

### **Market price risk**

Market price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether caused by factors specific to individual investments or factors affecting all instruments traded in the market.

### *Sensitivity analysis*

The Fund considers a 10% increase or decrease to be a reasonably possible change in market prices at the reporting date. The sensitivity analysis below reflects the Fund's proportionate exposure to market price risk of the underlying equity investments of the private investment partnership excluding any foreign exchange impact. The impact of a 10% movement in market prices (excluding foreign exchange impact) on profit or loss and equity is shown in the table below:

	AVERAGE PRICE INCREASE			AVERAGE PRICE DECREASE		
2017	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY

### **Equity investments**

**(refer Note 10 (iii))**      **10%**      **1,002,451**      **1,002,451**      **(10%)**      **(1,002,451)**      **(1,002,451)**



## Interest rate risk

The Fund is exposed to interest rate risk on its variable rate bank deposits. The Fund currently does not hedge against this exposure.

### *Sensitivity analysis*

The Fund considers a 50 basis point increase or decrease to be a reasonably possible change in interest rates. The impact of a 50 basis point movement in interest rates on profit or loss and equity is shown in the table below.

2017	BASIS POINTS INCREASE			BASIS POINTS DECREASE		
	BASIS POINTS CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY	BASIS POINTS CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY
<b>Variable rate bank deposits</b>	<b>50</b>	<b>300,758</b>	<b>300,758</b>	<b>(50)</b>	<b>(300,758)</b>	<b>(300,758)</b>

## b) Credit risk

Credit risk is the risk that contracting parties to a financial instrument will cause a financial loss for the Fund by failing to discharge an obligation. The Fund manages credit risk by ensuring deposits are made with reputable financial institutions. The majority of funds at year end were deposited with Macquarie Bank Limited (Australia).

The carrying amount of financial assets that represents the maximum credit risk exposure at the end of reporting period are detailed below:

	2017
	\$

### Summary of exposure

Cash and cash equivalents	<b>60,151,508</b>
GST receivable	<b>12,863</b>
Interest receivable	<b>169,539</b>
	<b>60,333,910</b>

### c) Liquidity risk

Liquidity risk is the risk that the Fund will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Fund's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Fund's reputation.

The Fund's liquidity primarily comprises cash at bank totalling \$60,151,508 at 31 March 2017, which is held to cover its day-to-day running costs and expenditures, and to fund its capital commitments to the LP which total \$57,112,432 at balance date.

The following is the contractual maturity of financial liabilities and capital commitments. The table has been drawn based on the undiscounted cash flows of liabilities based on the earliest date on which the Fund can be required to settle the liability.

	LESS THAN 12 MONTHS	ON CALL	REMAINING CONTRACTUAL MATURITIES
2017	\$	\$	\$

### Non-derivatives

#### *Non-interest bearing*

Trade and other payables	148,090	–	148,090
Capital commitments*	–	57,112,432	57,112,432
<b>Total non-derivatives</b>	<b>148,090</b>	<b>57,112,432</b>	<b>57,260,522</b>

\* LP commitments may be called at any time in the future up until the first to occur of the date the aggregate commitments have been invested, the fifth anniversary date after the first call or certain other specified termination events.

## 14. Fair value measurement

### Fair value

The fair value of financial assets and financial liabilities approximate their carrying values at the reporting date.

The table below analyses recurring fair value measurements for financial assets and financial liabilities. The fair value measurements are categorised into different levels in the fair value hierarchy based on the inputs to the valuation techniques used. The different levels are defined as follows:

- Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices).
- Level 3 - Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
2017	\$	\$	\$	\$

### Financial assets carried at fair value

Other financial assets - equity investment  
constituting interest in US Select Private  
Opportunities Fund III, LP

	–	–	11,968,964	11,968,964
<b>Total assets</b>	<b>–</b>	<b>–</b>	<b>11,968,964</b>	<b>11,968,964</b>

The Fund recognises transfers between levels of the fair value hierarchy as at the end of the reporting period during which the transfer has occurred. There were no transfers between levels during the financial period.

Details of the determination of Level 3 fair value measurements including the valuation technique adopted and the key underlying unobservable inputs used are set out in note 10.

The Fund has established a control framework with respect to measurement and assessment of fair values. This framework includes a sub-investment committee that has overall responsibility for analysing the performance and fair value movements of underlying US investment fund holdings during each reporting period.

## 15. Key management personnel disclosures

### Directors

Alex MacLachlan, Tristan O'Connell and Tom Kline were directors of the Responsible Entity, Walsh & Company Investments Limited, at the reporting date and are deemed to be key management personnel.

The key management personnel do not receive compensation from the Fund or from the Responsible Entity directly for their management function performed for the Fund.

As at reporting date, details of directors who hold units for their own benefit or who have an interest in holdings through a third party and the total number of such units held are listed as follows:

	2017
Alex MacLachlan	21,875
Tristan O'Connell	21,875
Tom Kline	6,250
	50,000

## 16. Related party disclosures

### Key management personnel

Disclosures relating to key management personnel are set out in note 15.

### Related party investments in the scheme

The Responsible Entity or its associates does not hold any investments in the scheme.

### Management fees

The Responsible Entity's duties include establishing the Fund's compliance plan and procedures and monitoring against regulatory and legislative requirements, the issuance of disclosure documents, the appointment and monitoring of external service providers to the Fund and overall administration of the Fund.

For these services, the Responsible Entity charged management fees of 0.33% per annum (exclusive of GST) on the gross asset value of the Fund. This is comprised of the Responsible Entity Fee of 0.08% per annum and Administration Fee 0.25% per annum. Management fees are paid to the Responsible Entity quarterly in advance.

The total management fees paid to the Responsible Entity for the year ended 31 March 2017 was \$173,839, exclusive of GST. There were no outstanding management fees as at 31 March 2017.

### Fund administration fees

Australian Fund Accounting Services Pty Limited, a wholly-owned subsidiary of Dixon Advisory Group Limited, the parent of the Responsible Entity, provides fund administration services to the Fund under an agreement with the Responsible Entity. These services include net asset valuation, management accounting, statutory reporting, capital management and taxation. Total fund administration fees paid or payable for the period ended 31 March 2017 were \$90,000, exclusive of GST.

### Investment manager fees

US Select Private Opportunities Fund III, L.P. (**LP**), in which the Fund holds an 72.5% interest, is required to pay its Investment Manager, US Select Private Opportunities Fund III, GP, being an entity associated with the Responsible Entity, for acting on behalf of the limited partnership to acquire, manage and transact on partnership interests within the scope of the limited partnership agreement, a fee equivalent to 1% per annum of the total funds committed by the partners to the LP. The fee is payable quarterly in advance from the funds of the LP. The total fees paid or payable during the year amounted to \$610,892 (US\$ 459,719). The Fund's interest equates to \$443,080. This fee is recorded in the books of the LP.

### Issue costs

The Responsible Entity is entitled to receive a structuring and arranging fee of 1.5% (exclusive of GST) and a handling fee of 1.5% (exclusive of GST) (collectively referred to as issue costs) on the gross proceeds raised under the Product Disclosure Statement (**PDS**) dated 15 June 2016. Total issue costs received by the Responsible Entity for the period ended 31 March 2017 was \$2,266,454 exclusive of GST.

## 17. Remuneration of auditors

During the financial period the following fees were paid or payable for services provided by Deloitte Touche Tohmatsu, the auditor of the Fund, and its network firms:

	2017
	\$
<b>Audit services - Deloitte Touche Tohmatsu</b>	
Audit or review of the financial statements	57,200
<b>Other services - Deloitte Touche Tohmatsu</b>	
Taxation services*	55,800
Acting as Investigation Accounting on IPO*	35,000
	90,800
	148,000

\* Paid by the Responsible Entity pursuant to the PDS dated 15 June 2016.

## 18. Capital commitments

Other than the capital commitments disclosed in note 10(v) to the financial statements, the Fund does not have any other capital commitments outstanding for the period ended 31 March 2017.

## 19. Contingent liabilities

The directors of the Responsible Entity are not aware of any potential liabilities or claims against the Fund as at balance date.

## 20. Events after the reporting period

On 2 May 2017, Cordish Dixon III Australian Wholesale Fund (**CDW III**) was admitted to the LP for a commitment of US\$12.7 million. The admission of CDW III increased the total commitment in the LP to US\$85.8 million. The Fund's commitment into the LP remained unchanged, representing an interest in the LP of 61.8%.

On 10 May 2017, the LP called a total of US\$8.4 million from existing and new partners and, upon funding, the LP has called 25% of the partners' committed capital. The Fund's proportionate share of the call was US\$3.8 million.

No other matter or circumstance has arisen since 31 March 2017 that has significantly affected, or may significantly affect the Fund's operations, the results of those operations, or the Fund's state of affairs in future financial years.



# Directors' Declaration

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**For the period 5 May 2016 (date of registration) to 31 March 2017**

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In the opinion of the directors of the Responsible Entity:

- the financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with the Accounting Standards;
- the financial statements are in compliance with the International Financial Reporting Standards as stated in the notes to the financial statements;
- the attached financial statements and notes give a true and fair view of the Fund's financial position as at 31 March 2017 and of its performance for the financial period 5 May 2016 to 31 March 2017; and
- there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable.

The directors have been given the declarations required by section 295A of the *Corporations Act 2001*.

The directors of the Responsible Entity have declared that:

- a) financial records of the Fund for the financial period have been properly maintained in accordance with section 286 of the *Corporations Act 2001*;
- b) the financial statements and notes for the financial period comply with the Accounting standards; and
- c) the financial statements and notes for the financial period give a true and fair view.

This declaration is made in accordance with a resolution of the directors made pursuant to section 295(5) of the *Corporations Act 2001*.

On behalf of the directors,



**Alex MacLachlan**

Director

26 May 2017



# Independent Auditor's Report



Deloitte Touche Tohmatsu  
ABN 74 490 121 060  
Grosvenor Place  
225 George Street  
Sydney, NSW, 2000  
Australia  
  
Phone: +61 2 9322 7000  
www.deloitte.com.au

## **Independent Auditor's Report to the Unitholders of US Select Private Opportunities Fund III**

### *Opinion*

We have audited the financial report of US Select Private Opportunities Fund III ('the Fund'), which comprises the statement of financial position as at 31 March 2017, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the period from 5 May 2016 to 31 March 2017 and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the declaration by the directors of the Responsible Entity of the Fund ('the directors') as set out on pages 18 to 45.

In our opinion, the accompanying financial report of the Fund is in accordance with the *Corporations Act 2001*, including:

- (i) giving a true and fair view of the Fund's financial position as at 31 March 2017 and of its financial performance for the period from 5 May 2016 to 31 March 2017; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

### *Basis for Opinion*

We conducted our audit in accordance with Australian Auditing Standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Financial Report* section of our report. We are independent of the Fund in accordance with the auditor independence requirements of the *Corporations Act 2001* and the ethical requirements of the Accounting Professional and Ethical Standards Board's APES 110 *Code of Ethics for Professional Accountants* (the Code) that are relevant to our audit of the financial report in Australia. We have also fulfilled our other ethical responsibilities in accordance with the Code.

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors, would be in the same terms if given to the directors as at the time of this auditor's report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### *Key Audit Matters*

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the financial report for the current period. These matters were addressed in the context of our audit of the financial report as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
<p><i>Fair Value of Investment in Limited Partnership (LP)</i></p> <p>As at 31 March 2017 the Fund has determined the fair value of its investment in the LP to be \$11,968,964 as disclosed in Note 10(iv).</p> <p>Significant estimation uncertainty is involved in the determination of the fair value of the investment in the LP due to the fact that:</p> <p>a) the underlying investments held by the US investment funds in which the LP has an interest are generally illiquid in nature, and their valuation is based on unobservable inputs which are subject to significant estimation judgement by management of the US investment funds;</p> <p>b) there may be a time lag of up to three months between the Fund's reporting date and the date of the most recent reported net assets of the US investment funds.</p>	<p>Our procedures included but were not limited to:</p> <ul style="list-style-type: none"><li>• Obtaining an understanding of the key processes adopted by management to determine the fair value of the investment in the Limited Partnership (LP) at balance date, and engaging our valuation specialist to assist in our assessment of the appropriateness of this process;</li><li>• Obtaining the most recent audited financial statements of the underlying investment funds (as at 31 December 2016), and reviewing the nature of the underlying investments held, and the recorded fair values of the investments including the accounting basis adopted for such valuations;</li><li>• Assessing the professional competence and objectivity of the auditing firms of the underlying investment funds and reviewing the content of their audit opinions; and</li><li>• Obtaining from management the most recent unaudited management financial information of the underlying investment funds (where available as at 31 March 2017) and evaluating the quantum and reasonableness of any material fair value movements from the date of the latest audit financial information for the investment funds.</li></ul> <p>We also assessed the appropriateness of the related disclosures included in Notes 2(c) and (m) and Note 10 to the financial statements.</p>

#### *Other Information*

The directors are responsible for the other information. The other information comprises the information included in the Fund's annual report for the period from 5 May 2016 to 31 March 2017, but does not include the financial report and our auditor's report thereon.

Our opinion on the financial report does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial report, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial report or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### *Responsibilities of the Directors for the Financial Report*

The directors of the Responsible Entity of the Fund are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that gives a true and fair view and is free from material misstatement, whether due to fraud or error.

In preparing the financial report, the directors are responsible for assessing the ability of the Fund to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Fund or to cease operations, or has no realistic alternative but to do so.



#### *Auditor's Responsibilities for the Audit of the Financial Report*

Our objectives are to obtain reasonable assurance about whether the financial report as a whole is free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with the Australian Auditing Standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of this financial report.

As part of an audit in accordance with the Australian Auditing Standards, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the director's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.
- We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the directors with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with the directors, we determine those matters that were of most significance in the audit of the financial report of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

DELOITTE TOUCHE TOHMATSU

Michael Kaplan  
Partner  
Chartered Accountants  
Sydney, 26 May 2017



# Unitholder Information

As at 30 April 2017

## Distribution of unitholders

48,028,420 fully paid ordinary units on issue are held by 1,713 unitholders.

CATEGORY (SIZE OF HOLDING)	NUMBER OF UNITHOLDERS
1,001 to 5,000	142
5,001 to 10,000	292
10,001 to 100,000	1,242
100,001 and over	37
<b>Total</b>	<b>1,713</b>
<b>Holding less than a marketable parcel</b>	<b>–</b>

## Top 20 largest holders of units

### Twenty largest quoted equity security holders

The names of the twenty largest security holders of quoted equity securities are listed below:

	NUMBER OF UNITS HELD	PERCENTAGE OF TOTAL (%)
Mr Orange Pty Limited	1,562,500	3.25
HSBC Custody Nominees (Australia) Limited	574,995	1.20
Yarraandoo Super Fund A/C	312,500	0.65
Bluebombers S/F A/C	312,500	0.65
Margate Investment A/C	300,000	0.62
Triangle S/F A/C	212,500	0.44
AM and YC Thomson S/F A/C	187,500	0.39
C M Brown Family A/C	187,500	0.39
Gruen Superannuation Fnd A/C	187,500	0.39
Vonwiller Family A/C	187,500	0.39
James Family Retirement A/C	187,500	0.39
Rosebank Staff S/Fund A/C	187,500	0.39
Flinders Family A/C	156,250	0.33
Betty Marks Family A/C	156,250	0.33
The Freund Pucci S/Fund A/C	156,250	0.33
Doyle Super Fund A/C	156,250	0.33
Super Hans Super Fund A/C	150,000	0.31
Clarke & Santsingh S/F A/C	143,750	0.30
KASM Super Fund A/C	143,750	0.30
Whalan Super Fund A/C	137,500	0.29
<b>Total</b>	<b>5,599,995</b>	<b>11.67</b>

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## **Substantial unitholders**

There are no substantial unitholders pursuant to the provisions of section 671B of the *Corporations Act 2001*.

## **Voting rights**

Each ordinary unit is entitled to one vote when a poll is called, otherwise each member present at a meeting or by proxy has one vote on a show of hands.

## **Restricted securities**

There are no restricted securities issued by the Fund.

## **Transactions**

There were no transactions in securities during the reporting period.

## Limited Partnership Agreement

U.S. Select Private Opportunities Fund III GP, LLC (**Investment Manager** or **GP**) was established in the Cayman Islands for the purposes of acquiring, directly or indirectly, and dealing with, interests in private investment funds. The Fund is one of a number of limited partners in the U.S. Select Private Opportunities Fund III L.P. (**LP**). Under the terms of the agreement, the Fund, as a limited partner, has agreed to make capital contributions towards the acquisition of investments, as directed by the GP, up to a maximum contribution amount.

Additional limited partners may join the LP until 31 December 2017. There is no guarantee as to the final size of the LP, however, the maximum value of commitments to the LP, including the investment from the Fund, is US\$225 million. Additional limited partners to the LP may reduce the Fund's percentage interest in the LP.

Under the LP Agreement, it is an event of default to fail to make a capital contribution when due and different consequences may result from an event of default, including (among others) interest being payable on overdue amounts, forcing the sale of the defaulting partners' interests in the LP or, at the discretion of the GP, forfeiture of distributions and a 25% reduction in the defaulting partner's capital account (with such amounts to be distributed to the remaining partners in their pro rata proportions).

In consideration of managing the LP and its investments, the GP is entitled to an investment management fee of an amount equal to 1% per annum of the aggregate capital commitments made by the partners to the LP, which will be payable quarterly in advance for a period of 10 years.

Under the LP Agreement, the GP is also entitled to a performance fee, which is 10% of the return achieved by the LP above invested capital, once a cumulative (non-compounded) return of 8% per annum (Hurdle Rate) on all capital contributed to the LP (and not yet returned by distribution to limited partners) is achieved.

Limited partners are prohibited from withdrawing from the LP or otherwise disposing of their interest in the LP in any circumstances without the consent of the GP. The GP may not withdraw from the LP, resign as general partner or otherwise dispose of its interest in the LP in any circumstances without the approval of limited partners holding more than 50% of contributed capital, unless it is to a related entity, or an entity controlled by one of the members of the GP.

The LP will continue until the occurrence of certain termination events, which include (among others), the GP's determination to wind up the LP following the disposal of all assets and distribution of proceeds, the withdrawal of the GP from its duties (of which it must give the limited partners at least three months' notice), the insolvency of the GP, or the end of the 14 year term following the initial closing date (this can be extended for a further 2 years by the GP, at its election). Upon insolvency of the GP or withdrawal of the GP, limited partners holding 75% of contributed capital at that time, can continue the LP and the limited partners may select a new general partner. As a limited partner, the Responsible Entity does not have the ability to require early termination or wind up of the LP.

The GP's extension of the LP for a further two years, or its extension by approval of the limited partners, does not require approval from Unitholders. However, if at any time following the initial



10 year period of the LP Agreement Unitholders resolve by ordinary resolution to remove the GP, the GP must withdraw from its duties under the LP Agreement on three month's notice of that resolution being passed, and a new general partner will be appointed.

Removal of the GP does not terminate the LP itself, which will continue until a termination event occurs as described above.

The LP Agreement permits the GP to require any limited partner to withdraw from the LP, if the GP determines that the continued participation of that limited partner would adversely affect the LP or the GP. While the withdrawing limited partner (so long as it is not a defaulting limited partner) will receive 90% of its capital account within 90 days of exit with 10% balance payable on completion of the subsequent audit or as soon thereafter as is reasonably practicable. This provision could result in the Fund being forced to exit from the LP before there has been a liquidity or other event resulting in a capital appreciation of the underlying investments of the LP. An entity associated with the Responsible Entity owns 42.5% of the GP but does not control the GP, and the GP may cease to be a related body corporate of the Responsible Entity in the future.

The LP Agreement can generally be amended with approval from 75% of the capital contributions to the LP. In the event that the Fund holds an interest in less than 25% of the capital contributions to the LP, there is a risk that the LP Agreement could be amended without the Responsible Entity's consent. Any such changes may be adverse to the interests of the Fund, for example, a change to allow further additional limited partners (resulting in dilution of the Fund's interest in the LP). Proposed amendments may have the deemed consent of LPs who fail to provide a written response to the proposed amendment.

The LP's investment mandate restrictions can only be changed with the unanimous approval of limited partners.

The GP can amend the LP Agreement to satisfy the requirements of any federal or state entity applicable to the LP or the GP, as long as that change minimises any adverse effect on the limited partners.

If the GP seeks consent or approval from the limited partners (including with respect to an amendment to the LP Agreement), each limited partner will be deemed to have consented to the amendment unless they respond in writing to the GP that they do not consent, within the time set in the notice.

Consent of limited partners is required for amendments to increase capital commitment, increase fee arrangements, and there are other provisions of the LP Agreement that require unanimous approval for amendment. Any amendments would also require the GP's approval.



