

**US  
SELECT  
PRIVATE  
OPPORTUNITIES  
FUND III**

ARSN 612 132 813

# Product Disclosure Statement

**PRODUCT DISCLOSURE STATEMENT FOR  
THE OFFER OF FULLY PAID ORDINARY UNITS  
IN THE US SELECT PRIVATE OPPORTUNITIES  
FUND III (ARSN 612 132 813) TO ISSUE UP  
TO 7.2 MILLION UNITS, WITH THE ABILITY  
TO ISSUE UP TO A MAXIMUM OF 24 MILLION  
UNITS THROUGH OVERSUBSCRIPTIONS.**

**THIS OFFER IS NOT UNDERWRITTEN.**

**RESPONSIBLE ENTITY**

**WALSH & COMPANY**

INVESTMENTS LIMITED

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



# Contents

IMPORTANT INFORMATION	7
LETTER OF INTRODUCTION	11
INVESTMENT OVERVIEW AND KEY DATES	13
1. KEY BENEFITS AND RISKS	14
2. OFFER AND FUND STRUCTURE	19
3. PORTFOLIO OVERVIEW	23
4. RISKS	27
5. FEES AND COSTS	35
6. FINANCIAL INFORMATION	41
7. TAX INFORMATION	45
8. ADDITIONAL INFORMATION	53
9. GLOSSARY	59
10 . DIRECTORY	63
11 . HOW TO INVEST	65



# Important information

This Product Disclosure Statement (**PDS**) is dated 11 August 2017 and a copy of this PDS was lodged with ASIC on that date.

The Fund trades on the ASX under the code USP. Neither ASIC nor the ASX takes any responsibility for the content of this PDS or the merits of the investment to which this PDS relates.

This PDS was prepared and issued by Walsh & Company Investments Limited (ACN 152 367 649) (referred to in this PDS as “**Walsh & Company**”, “**we**”, “**our**” and “**us**”). Walsh & Company is the responsible entity (**Responsible Entity**) of the US Select Private Opportunities Fund III (**Fund**) (ARSN 612 132 813).

This document is important and requires your immediate attention. This PDS contains general financial and other information. It has not been prepared having regard to your investment objectives, financial situation or specific needs. It is important that you carefully read this PDS in its entirety before deciding to invest in the Fund and, in particular, in considering this PDS, that you consider the risk factors that could affect the financial performance of the Fund and your investment in the Fund. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek professional advice from your accountant, stockbroker, lawyer or other professional advisor before deciding whether to invest.

No person is authorised to give any information or make any representation in connection with the Offer which is not contained in this PDS. Any information or representation not so contained or taken to be contained may not be relied on as having been authorised by us in connection with the Offer.

Information relating to the Fund may change from time to time. Where changes are not materially adverse, information may be updated and made available to you on the Fund's website at [www.uspof.com.au](http://www.uspof.com.au). A paper copy of any updated information is available free on request.

## Date of information

Unless otherwise stated, information in this PDS is current as at the date of this PDS.

## Currency and rounding

Unless otherwise indicated, references to dollar values are to the lawful currency of Australia.

Any discrepancies between totals and the sum of all the individual components in the tables contained in this PDS are due to rounding.

## No guarantee

Neither we nor our respective subsidiaries nor any other party makes any representation or gives any guarantee or assurance as to the performance or success of the Fund, the rate of income or capital return from the Fund, the repayment of the investment in the Fund or that there will be no capital loss or particular taxation consequence of investing in the Fund. An investment in the Fund is subject to investment risks. These risks are discussed in Section 4.

## Restrictions on the distribution of this PDS

This PDS does not constitute an offer of Units in any place in which, or to any person to whom, it would not be lawful to do so. The distribution of this PDS in jurisdictions outside Australia may be restricted by law and any person into whose possession this PDS comes (including nominees, trustees or custodians) should seek advice on and observe those restrictions.

The Offer to which this PDS relates is available to persons receiving this PDS (electronically or otherwise) in Australia. It is not available to persons receiving it in any other jurisdiction.

This document is not an offer or an invitation to acquire securities in any country other than Australia. In particular, this document does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States of America (**US**) or to, or for the account or benefit of, any “US person”, as defined in Regulation S under the *US Securities Act of 1933* (**Securities Act**) (**US Person**).

This document may not be released or distributed in the US or to any US Person. Any securities described in this PDS have not been, and will not be registered under the

Securities Act or the securities laws of any state or other jurisdiction of the US, and may not be offered or sold in the US, or to, or for the account or benefit of, any US Person, except in a transaction exempt from, or not subject to, the registration requirements under the Securities Act.

## **Electronic PDS**

An electronic version of this PDS (including the Application Form) is available from the Fund's website at [www.uspof.com.au](http://www.uspof.com.au)

## **Copy of this PDS**

The Responsible Entity will provide you with a copy of this PDS free of charge if you request one during the Offer period within five days after receiving such a request.

## **Forward looking statements**

This PDS may contain forward looking statements which are subject to known and unknown risks, uncertainties and other important factors that could cause the actual results, events, performance or achievements of the Fund to be materially different from those expressed or implied in such statements. Past performance is not a reliable indicator of future performance.

## **Enquiries**

Applicants with enquiries concerning the Application Form or relating to this PDS and the Offer should contact us on 1300 454 801, or via email at [info@uspof.com](mailto:info@uspof.com)

Other than as permitted by law, applications for Units in the Fund will only be accepted following receipt of a properly completed Application Form.

## **Glossary of terms**

Defined terms and abbreviations included in the text of this PDS are set out in the Glossary in Section 9.

## **Photographs and diagrams**

Photographs, diagrams and artists' renderings contained in this PDS that do not have accompanying descriptions are intended for illustrative purposes only. They should not be interpreted as an endorsement of this PDS or its contents by any person shown in these images nor an indication of the investments that may be made by the Fund.







# Letter of introduction

Dear Investor

We are pleased to offer you the opportunity to invest in the US Select Private Opportunities Fund III (**Fund**).

The US Select Private Opportunities Fund series, comprising US Select Private Opportunities Fund I (**Fund I**), US Select Private Opportunities Fund II (**Fund II**), and the Fund (together, the **Series**), was established to allow individual investors access to a family office style of investing in US-based operating businesses via high quality, US-focused, private investment funds.

The platform was developed together with Cordish Private Ventures, LLC (**Cordish Private Ventures**), the private investment funds arm of The Cordish Companies, a Baltimore, Maryland, US-based high net worth family with extensive, successful experience investing in US private investment funds.

The investment strategy of the Series replicates Cordish Private Ventures' successful strategy of targeting equity exposure to US-based small-to-mid sized operating businesses through high quality US-focused private investment funds. To date Cordish Private Ventures has invested US\$37 million into the Series, including US\$15 million into US Select Private Opportunities Fund III, L.P. (**LP**) alongside the Fund. Jonathan Cordish, President of Cordish Private Ventures, is the Chairman of the Advisory Board for the investment manager of the LP, Dixon Asset Management USA, Inc. (**Investment Manager**).

Since the establishment of the platform, the three limited partnerships in which the Series invest have collectively committed over US\$230 million across 28 US-based small-to-mid sized private investment funds. These underlying funds, in turn, have invested in over 150 companies, providing investors with a diversified portfolio of investments in US-based operating businesses managed by high quality US-focused private investment fund managers.

As at 30 June 2017, in Australian dollar terms, Fund I had generated a total adjusted net tangible asset return since inception in August 2012 of 55.7%, whilst Fund II generated 50.4% since its inception in April 2013, an effective annual rate of 9.5% and 10.1% respectively (based on net tangible asset appreciation before tax, reinvestment of all distributions and net of all fees and costs). Investors are reminded that past performance is not a reliable indicator of future performance and the three funds are not directly comparable.

The Responsible Entity believes the Fund is already well positioned through its existing portfolio of commitments to high quality private investment funds, and the Investment Manager continues to find compelling investment opportunities, including targeting fund managers with whom the Series has previously invested and who are now seeking further capital.

In light of this positive outlook, the quality of the opportunities in the US private investments space, and attractive market conditions, the Responsible Entity is re-opening the Fund to new and existing investors through an offer of up to 7.2 million Units in the Fund under this PDS, at an Application Price of \$1.52 per Unit to raise up to approximately \$10.94 million. The Fund will also have capacity to accept oversubscriptions for up to an additional 16.8 million Units subject to Unitholder approval. A General Meeting of Unitholders is intended to be held on or around 8 September 2017 to approve the issue of up to 24 million new Units to satisfy Applications under the Offer, including oversubscriptions. In the event that Unitholder approval is not obtained at the General Meeting, the Fund will only have capacity under Listing Rule 7.1 to accept subscriptions of up to 7.2 million Units under the Offer and the Responsible Entity will scale back Applications over that amount.

The proceeds of the Offer will be used to invest in the LP, prior to it being closed to new commitments, which in-turn will take advantage of opportunities identified to invest with additional US small-to-mid sized private investment funds, as well as potential direct investments, consistent with the investment strategy of the Fund. The LP has already committed US\$65 million across nine underlying funds, and based on the Investment Manager's comprehensive assessment of the US private investment landscape the Responsible Entity believes that new capital will be committed quickly and efficiently. Further, the Offer will provide scale benefits by allowing the Fund to spread fixed costs over a larger asset base. As with its existing investments, the Fund will invest through the same Cayman Islands limited partnership, on the advice of the Investment Manager, and supported by the Advisory Board.

Like all investments, an investment in the Fund carries risk. These risks are summarised in Section 1.2 and set out in detail in Section 4.

We ask that you read this PDS carefully (together with the information from the IPO PDS referred to in Section 8.11) before making your investment decision. These documents contain important information in relation to the Fund.

We commend the Offer to you and look forward to welcoming you as an investor in the US Select Private Opportunities Fund III.

Yours faithfully



**Alex MacLachlan**

Chairman of the Responsible Entity

# Investment overview and key dates

## Key dates

<b>Date of PDS</b>	11 August 2017
<b>Offer Opening Date</b>	11 August 2017
<b>Offer Closing Date*</b>	1 September 2017
<b>Issue Date*</b>	8 September 2017
<b>Trading of new Units expected to commence on the ASX*</b>	14 September 2017

\*The above dates are indicative only and may vary, subject to the requirements of the Corporations Act and the ASX Listing Rules. The Responsible Entity may vary the dates and times of the Offer (including closing the Offer early) without notice.

## About the Offer

KEY OFFER DETAILS	SUMMARY	MORE INFO
<b>Issuer</b>	This PDS and the Units are issued by Walsh & Company, the Responsible Entity.	Section 2.1
<b>Offer</b>	<p>The Offer comprises an offer of up to 7.2 million Units at a price per Unit of \$1.52 to raise approximately \$10.94 million.</p> <p>In the event that the Offer is oversubscribed, up to 16.8 million additional Units may be issued through oversubscriptions.</p> <p>The Fund's capacity to issue up to 24 million Units under this PDS is subject to Unitholder approval being obtained at the General Meeting intended to be held on or around 8 September 2017 (<b>General Meeting</b>). A copy of the notice of meeting can be found in the announcements section on the Fund's website at <a href="http://www.uspof.com.au">www.uspof.com.au</a>.</p>	Section 2.1 and Section 11.3
<b>Application Price</b>	\$1.52 per Unit.	Section 2.1
<b>Minimum Application per Investor</b>	The minimum Application amount per Investor is \$2,000.32 (1,316 Units).	Section 11.1
<b>Purpose of the Offer</b>	The Fund is seeking to take advantage of opportunities identified to invest in additional US small-to-mid sized private investment funds, as well as potential direct investments, consistent with the investment strategy of the Fund.	Section 2.1
<b>31 July 2017 NTA</b>	The estimated unaudited net tangible asset value per Unit before withholding tax on unpaid distributions ( <b>Estimated NTA</b> ) at 31 July 2017 was \$1.42 per Unit.	Section 3.1
<b>10 August 2017 NTA and Unit Price</b>	The Estimated NTA at 10 August 2017 (one Business Day immediately prior to the date of this PDS) was \$1.44 per Unit and the last closing price of Units was \$1.565 per Unit.	Section 3.1
<b>Superannuation funds</b>	Superannuation funds may invest in the Fund subject to the investment mandate of the particular fund and the trustee's general powers and duties.	
<b>Applicants</b>	The Offer is open to Applicants with a permanent address in Australia.	Section 2.1
<b>Underwriting</b>	The Offer is not underwritten.	Section 11.2
<b>Fees and Costs</b>	The Responsible Entity charges Structuring and Handling Fees for the Offer and ongoing fees to manage the Fund. There are also fees and other costs charged by underlying funds.	Section 5

# 1. Key benefits and risks

## 1.1 Key investment benefits

An investment in the Fund has a number of investment benefits and risks. Key investment benefits and risks are summarised in each of the tables below.

KEY BENEFITS	
<b>Access to family office style of investing alongside the highly successful Cordish Family</b>	The Fund provides access to the Cordish Family Office who has significant experience and expertise investing in private markets. Typically, family offices have access to many private ventures and investment opportunities that are beyond the reach of most individual investors.
<b>Superior long-term returns available in private investments</b>	<p>Historically, US private equity has consistently outperformed US public equity over the long term. Furthermore, within private equity, small-cap private equity has generally generated superior performance to its larger counterparts.</p> <p>Over the past 10, 15 and 20-year periods, as at 31 December 2016, US small cap private equity funds have, on average, generated net returns of 12% to 15% per annum (net of fees and expenses) and outperformed US public equities by 5% to 8% per annum.</p>
<b>Diversification benefits</b>	<p>The Responsible Entity believes the Fund offers investors the opportunity to diversify their investment portfolio beyond real estate, public equities and fixed income while increasing their return potential.</p> <p>Private investment returns have historically demonstrated low correlation with public equities and fixed income and have on average tended to outperform listed equities.</p>
<b>Experienced team with a successful track record of managing Fund I and Fund II</b>	The Investment Manager and/or its related entities have managed the limited partnerships of Fund I and Fund II since their inception. Fund I and Fund II have generated a total pre-tax adjusted NTA return, in Australian dollar terms, of 55.7% and 50.4% respectively since inception (based on net tangible asset appreciation before tax, reinvestment of all distributions and net of all fees and costs). Past performance is not a reliable indicator of future performance. Investors should also note that while the overall strategy of the Fund is similar to that of Fund I and Fund II, the Fund has exposure to a different portfolio of underlying funds and companies as well as a different fee structure. Therefore, the three funds are not directly comparable.
<b>Convenient investment platform</b>	<p>Private investment funds typically have minimum investment requirements ranging from \$1 million to \$5 million, and often higher, putting the best performing private investment funds out of reach of most investors.</p> <p>The Fund provides an opportunity to invest in private investment opportunities through a convenient ASX-listed investment vehicle.</p>
<b>Attractive existing investments</b>	<p>The Fund, through the LP, has committed capital to nine US small-to-mid sized private investment funds. All of the underlying managers of the Fund are in the relatively early stages of the investment phase. The Investment Manager believes these investments represent attractive investment opportunities with credible and experienced underlying fund managers.</p> <p>The Investment Manager continues to evaluate a number of further opportunities.</p>
<b>Strong Australian dollar</b>	At the date of this PDS, the Australian dollar was trading at levels which are higher than the average 76 cents achieved since the adoption of a floating exchange rate in 1983. The Offer may allow investments in Australian dollars to capitalise on the current level of the Australian dollar/US dollar exchange rate and provides potential upside should the exchange rate return to or trade below its historical trading range. However, there is no guarantee this strength will be maintained at the date that Units are issued under this PDS.

1. As at 30 June 2017. Based on listing of Fund I in August 2012 and Fund II in April 2013

## 1.2 Key investment risks

As with most investments, the future performance of the Fund can be influenced by a number of factors that are outside the control of the Responsible Entity. The key risks are discussed in Section 4 and include:

KEY RISK		MORE INFORMATION
<b>Investment performance</b>	There is no guarantee of the returns the LP will achieve, Fund distributions or capital returns of the Units.	Section 4.1(A)
<b>Private investments risk</b>	Private investments should be considered a higher risk asset class than traditional equities. This approach may increase the potential for loss of capital and may result in greater operational and financial variability.	Section 4.1(B)
<b>Unlisted underlying investments risk</b>	The underlying investments of private investment funds are typically unlisted investments. As a result, there may be no open market to establish an independent value for certain investments and no assurance that a determination of fair value will be obtainable in the market or that there will be a market for the sale of the unlisted investment.	Section 4.1(C)
<b>Investment exit risk</b>	Investments in private investment funds are not frequently traded, and the LP may not be able to withdraw from or otherwise realise its investment in the underlying funds.	Section 4.1(D)
<b>Foreign exchange risk</b>	<p>The Fund's investments will be primarily in US small-to-mid sized private investment funds with assets and liabilities being denominated in US dollars. The value of the Units may be affected by increases and decreases in the Australian dollar/US dollar exchange rate. This will affect the value, in Australian dollars, of any income or capital distributed by the Fund.</p> <p>The Fund's current policy is not to hedge against exchange rate fluctuations.</p>	Section 4.1(E)
<b>Investment horizon risk</b>	<p>Investing in private investments requires a long-term commitment to the asset class, typically five to 10 years, and this will mean that realisation of value, through capital growth, may be similarly timed.</p> <p>The ability for the Fund to exit the LP is extremely limited.</p>	Section 4.1(F)
<b>Cordish's ability to assist in securing investments; and key personnel risk</b>	<p>While it is anticipated that the investment by Cordish Private Ventures in the LP and the involvement of its affiliates and staff will assist the Investment Manager in securing access to private investment funds for investment, there can be no certainty that this will eventuate.</p> <p>There is a risk of departure of key staff who have particular expertise in funds and private investments, whether they are the staff of the Responsible Entity, the GP, Cordish Private Ventures, the Investment Manager or the underlying fund managers.</p>	Section 4.1(G) and Section 4.1(H)
<b>Indirect investment; and alignment of interests</b>	<p>Decisions as to selection of the ultimate investments to which the Fund will be exposed are not controlled by the Responsible Entity. Rather, the GP and the Investment Manager select the underlying managers that choose the investments.</p> <p>The Responsible Entity does not control the GP, however one of its related bodies corporate (as that term is defined in the Corporations Act) has a significant interest (42.5%) in the GP. There is no guarantee that this interest will be maintained. In any event, the GP owes fiduciary duties to all limited partners of the LP (including but not limited to, the Responsible Entity) and so it may make decisions which do not align with the preferences of the Responsible Entity.</p>	Section 4.1(I) and Section 4.1(J)
<b>Taxation risk</b>	Changes to tax laws or unfavourable interpretation of existing laws may result in taxation consequences that are adverse to the value of the Fund.	Section 4.1(K)

KEY RISK		MORE INFORMATION
<b>Distributions risk</b>	Distributions are expected to be primarily funded from the realisation of underlying investments. Any Fund distributions are likely to occur at irregular intervals and be of varying amounts.	Section 4.1(L)
<b>Capital deployment</b>	Investment returns may be affected by the time it takes the LP and/or the underlying funds to identify attractive investments and deploy capital.	Section 4.1(M)
<b>Potential for increased costs</b>	The Investment Manager will invest on behalf of the LP in private investment funds as delegate of the GP. The underlying fund managers are also entitled to receive fees associated with performance of their management function. The multi-manager structure may result in the Fund paying a higher level of fees than if the Fund could invest directly in the assets held by the underlying funds, because investment manager fees and expenses are payable in respect of the LP and the underlying funds. However, the structure provides access to specialist investment expertise that may otherwise be unavailable to the Fund and its investors.	Section 4.1(N)
<b>Unit liquidity risk</b>	Although the Units are quoted for trading on the ASX, at times when there is a low volume of Units traded, it may be difficult for investors to sell their Units at a price close to the NTA. Since inception of the Fund, trading in the Units has been relatively limited. This may improve after the issue of the further Units under this Offer, but that cannot be guaranteed.	Section 4.2(A)







## 2. Offer and Fund structure

### 2.1 The Offer

Walsh & Company is the Responsible Entity of the Fund and the issuer of Units under this PDS. The Offer comprises an offer of up to 7.2 million Units with the ability (subject to Unitholder approval) to accept up to an additional 16.8 million Units in oversubscriptions.

In the event Unitholder approval is not obtained at the General Meeting, the Fund will only have capacity under Listing Rule 7.1 to issue up to 7.2 million Units under the Offer and the final allocation given to Applicants will be subject to scaling at the discretion of the Responsible Entity<sup>2</sup>. See Section 11.3 for further details. A copy of the notice of meeting can be found on the Fund's website at [www.uspof.com.au](http://www.uspof.com.au).

The Offer comprises an offer of Units at a price per Unit of \$1.52.

To participate in the Offer, your Application Form must be received by 5:00pm (**AEST**) on the Offer Closing Date. The Offer Closing Date may be brought forward by the Responsible Entity. If the Offer Closing Date is brought forward, only Application Forms lodged by that time will be considered by the Responsible Entity.

The Offer is only available to investors who have a permanent address in Australia at the time they accept the Offer.

As the Fund is listed, no cooling off period applies under the Corporations Act.

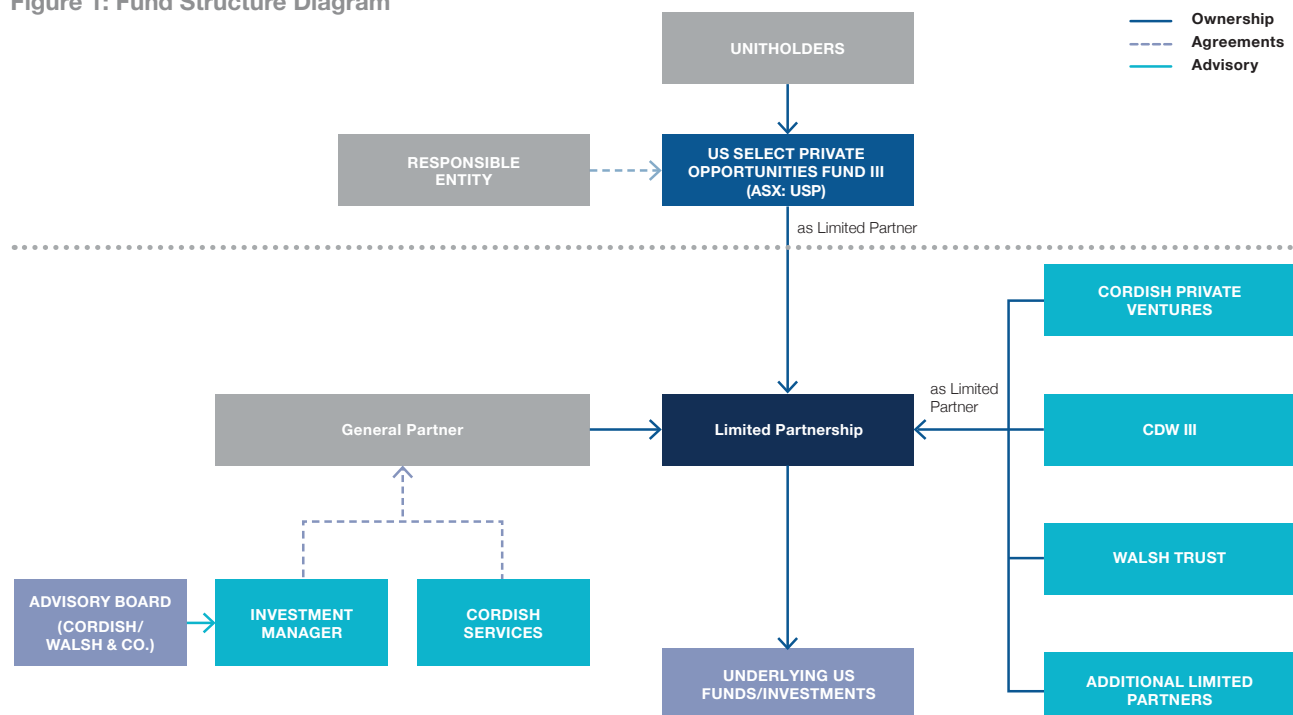
The proceeds of the Offer will be used to invest in additional US small-to-mid sized private investment funds consistent with the investment strategy of the Fund, noting that new investors will still have exposure to the existing underlying investments.

### 2.2 Fund Structure

The Fund is registered with ASIC as a managed investment scheme, and is listed on the ASX as an investment entity. Unitholders hold Units in the Fund and receive the benefit of income and capital gains generated by the Fund's underlying investments.

Figure 1 below sets out the ownership structure and management arrangements for the Fund.

Figure 1: Fund Structure Diagram



2. If this happens, Applicants may be allocated fewer Units than the amount for which an Applicant applied, and that Applicant will be refunded the surplus Application Monies (without interest).

## Responsible Entity

As Responsible Entity, Walsh & Company is responsible for the operation and administration of the Fund, including providing fund management and administrative services to the Fund, such as company secretarial, administrative and operational support services, and investor relations services.

The Responsible Entity is a member of the Evans Dixon Group. Evans Dixon is a significant Australian investment and wealth management business providing services to more than 8,000 clients with funds under advice, execution, and administration of over \$20 billion.

The Directors of the Responsible Entity are:



**Alex MacLachlan,**  
BA (Cornell), MBA (Wharton)

- Chief Executive Officer of Walsh & Company Asset Management.
- Previously Head of Energy, Australasia, for UBS AG and Investment Banker.



**Tristan O'Connell,**  
BCOM (ANU), CPA

- Group Chief Financial Officer and Company Secretary of the Evans Dixon Group.
- Previously Financial Controller 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.



**Warwick Keneally,**  
BEc, BCOM (ANU), CA

- Head of Finance at Walsh & Company Asset Management.
- Previously worked in the Canberra, Sydney and London offices of KPMG and has undertaken a range of complex restructuring and insolvency engagements across Europe, the UK and Australia.

## General partner

US Select Private Opportunities Fund III, G.P. (**GP**), as sole general partner of the LP is predominantly responsible for investing and disposing of investments to be made by the LP and hiring external advisors, agents and employees as required. The GP owes fiduciary duties to all limited partners of the LP and as such, it must exercise its responsibilities in the best interests of the LP and promote the LP's purpose and business. The GP is owned by two affiliates of Cordish Private Ventures (57.5%) and DGP Inc. (a member of the same group as the Responsible Entity) (42.5%). All material decisions regarding the operations of the GP require the approval of at least 85% of all members.

See Section 8.4 of this PDS for further information.

## Limited partnership

The Fund, Cordish Private Ventures, Cordish Dixon III Australian Wholesale Fund (**CDW III**), Walsh Trust, GP, and any Additional Limited Partners, each make capital contributions towards the acquisition of investments by the LP, as directed by the GP. There is no guarantee as to the final size of the LP, however, the maximum value of commitments, including the investment from the Fund, is US\$225 million. Additional parties may join the LP until 31 December 2017 (which may be extended for up to 90 days) and, following the application of the proceeds of this Offer (assuming 24 million new Units are issued) to increase the Fund's commitment to the LP, the size of the LP is expected to be US\$113.8 million held in the following proportions: the Fund (71.2%), Cordish Private Ventures (13.2%), CDW III (11.2%), Walsh Trust (4.40%) and the GP (0.1%).

See Section 8.1 for further information.

## Investment Manager

The GP has engaged Dixon Asset Management USA, Inc. (**Investment Manager**) to act as Investment Manager for the LP. The Investment Manager is a member of the same group as the Responsible Entity. The Investment Manager has discretion to undertake and realise investments for the benefit of the LP as a delegate of the GP, but must ensure the fiduciary duty owed by the GP to the LP is not breached. The GP can replace the Investment Manager in its sole discretion.

The Investment Manager has access to the following staff for the provision of investment management services:



**Jonathan Sinex,**

BA (ECON) (MIDDLEBURY),  
MBA (DARDEN)

- Managing Director at Cordish Private Ventures.
- Previously a private equity investor at Goldman Sachs and Devonwood Investors.



**Whitney Voute,**

BA (GOVT) (Cornell)

- Principal at Cordish Dixon Private Equity Partners.
- Previously Director of Investor Relations for White Deer Energy, a US-based private equity firm, and Vice President at MVision Private Equity Advisors, based out of New York and London.

**Alex MacLachlan,** BA (Cornell), MBA (Wharton)

- See above.

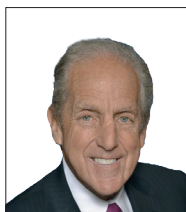
All investments are subject to the Investment Manager's review and approval. The Investment Manager will have day-to-day portfolio oversight and will provide risk management.

See Section 8.3 for further information.

### Advisory Board

The Investment Manager has established an Advisory Board to provide it with expert advice, on a non-binding basis, in relation to portfolio and investment strategy, evaluation of investment opportunities and potential disposals, fund administration and other commercial matters for the LP and its limited partners, including the Fund.

**The Advisory Board comprises the following members:**



**David Cordish,**

BA, MLA (JOHN HOPKINS UNIVERSITY), LLB (UNIVERSITY OF MARYLAND)

- Chairman of The Cordish Companies.



**Jonathan Cordish,**

BA (BRANDEIS UNIVERSITY),  
MBA (WHARTON)

- President of Cordish Private Ventures.
- Executive Chairman of Cordish Services.
- Partner at The Cordish Companies.
- Previously Vice President and Partner at Riggs Capital Partners, a private equity firm based in Washington D.C.



**Alan Dixon,**

BCOM (ANU), CA

- Managing Director and Chief Executive Officer of Evans Dixon Group.
- Managing Director and Chief Executive Officer of Dixon Advisory USA, Inc.



**John Martin,**

BEcon (Hons) (USYD)

- Managing Director and Chief Executive Officer of New Energy Solar.
- Previously Head of National Australia Bank Advisory and Joint Head of Credit Markets and Head of Structured Finance at RBS/ABN AMRO.

### Cordish Services

The GP has engaged Cordish Services to provide office space, utilities and administrative services to it and leverage the expertise of other key Cordish executives to assist in administration of the Fund.

See Section 8.2 for further information.



## 3. Portfolio overview

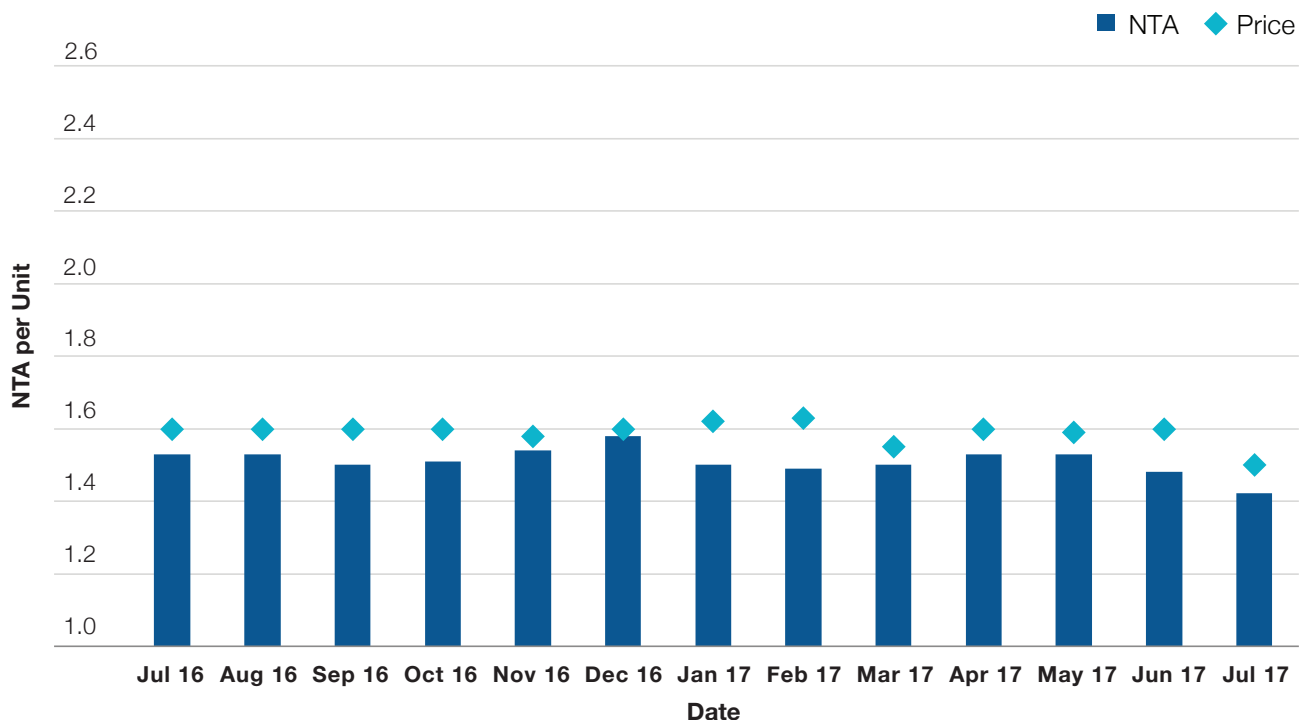
### 3.1 Fund Activity and Portfolio

The Fund currently has a 61.8% interest in the LP, having committed US\$53 million. The total committed capital to the LP is currently US\$85.8 million. Other interests in the LP are held by Cordish Private Ventures, CDW III, an entity associated with Evans Dixon (Walsh Trust) and the GP.

As at 31 July 2017, the LP had drawn down US\$21.4 million. In-turn the LP had committed US\$65 million to nine US small-to-mid sized private investment funds. These underlying funds had made net draw-downs of US\$15.2 million (or 23.4% of total funds committed by the LP) by way of capital calls.

The Estimated NTA at 31 July 2017 was \$1.42 per Unit. The Estimated NTA at 10 August 2017 (one Business Day immediately prior to the date of this PDS) was \$1.44 per Unit based on the latest reported NTA of the Fund at 31 July 2017, adjusted for relevant foreign exchange movements, where the Responsible Entity deemed appropriate. The last closing price of Units at 10 August 2017 (one Business Day immediately prior to the date of this PDS) was \$1.565 per Unit. Chart 1 below shows the month-end Unit price and monthly Estimated NTA for the Fund from 31 July 2016 to 31 July 2017.

Chart 1: Month-end Unit Price v Monthly Estimated NTA (\$)



Source: Bloomberg, Walsh & Company Asset Management. Bloomberg has not provided consent to the inclusion of trading data attributed to it in this PDS.

**Table 1: Summary of underlying funds at 31 July 2017**

UNDERLYING FUND	LP COMMITMENT (US\$ MILLION)	COMMITMENT WEIGHTING (%)	SECTOR OVERVIEW	FUND OVERVIEW
<b>DFW Capital Partners V, L.P.</b>	7.5	11.5	Health care, business services and industrial services	DFW Capital Partners is a private equity investment firm, focused exclusively on the lower middle market. The DFW Team is comprised of seasoned professionals and augmented by a group of highly experienced Operating Partners. DFW actively manages several pools of committed private capital, with approximately \$600 million in aggregate commitments.
<b>Elephant Partners Fund I, L.P.</b>	5.0	7.7	Consumer internet, mobile and software companies	Elephant Partners is a venture capital firm focused on consumer internet, mobile, and software.
<b>Encore Consumer Capital Fund III, L.P.</b>	7.5	11.5	Consumer products companies	Encore Consumer Capital is an innovative private equity firm built to capitalise on its investing experience and the operating expertise of industry advisors to accelerate the growth of leading consumer products companies.
<b>PeakSpan Capital Fund I, L.P.</b>	5.0	7.7	Business software companies	PeakSpan exclusively focused on business software companies. It invests in companies that serve the full spectrum of buyers from very small businesses to large enterprises.
<b>Trive Capital Fund II, L.P.</b>	10.0	15.4	Middle-Market Private Equity	Trive Capital is a Dallas, Texas-based private equity firm managing over \$1 billion in capital, focused on acquiring strategically viable middle-market companies that exhibit transformational upside potential.
<b>Gemspring Capital Fund I, L.P.</b>	10.0	15.4	Lower middle-market companies	With \$350 million of committed capital under management, 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.
<b>Incline Equity Partners IV, L.P.</b>	7.5	11.5	Middle-market, growth light manufacturing, and business services companies	Incline works with established companies that have opportunities for growth and an enterprise value of \$50 million to \$200 million, in the value-added distribution, specialised light manufacturing and business services sectors.
<b>Growth Street Partners I, L.P.</b>	5.0	7.7	Growth and software businesses	Growth Street provides founders of rapidly growing SaaS and technology-enabled services companies with a unique balance of capital and help.
<b>Luminate Capital Partnerships, L.P.</b>	7.5	11.5	Middle-market, growth and software businesses	Luminate invests their financial and human capital in growth companies to enable companies to achieve their full potential, with a focus on software and software-enabled services businesses in the mid-market.
<b>Total</b>	<b>65.0</b>	<b>100.0</b>		

Note: Numbers may not add due to rounding.

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To achieve its investment objectives, the Investment Manager may invest in funds managed, in partnership, by affiliates of the Responsible Entity and Cordish Private Ventures, provided these investments satisfy the LP's criteria of permitted investments.

### **3.5 Ethical considerations**

The Investment Manager's investment decisions in respect of the LP (in which the Fund has an interest as a limited partner) are primarily based on economic factors, and they do not specifically take into account labour standards or environmental, social or ethical considerations in the selection, retention, or realisation of investments.





## 4. Risks

Prior to investing, you should consider the risks involved in investing in the Fund and whether the Fund is appropriate for your objectives and financial circumstances. You should read this PDS in its entirety to gain an understanding of the risks associated with an investment in the Fund.

This PDS contains forward-looking statements based on certain assumptions that are inherently uncertain. Actual events and results of the Fund's operations could differ materially from those anticipated. Some of the risks may be mitigated by the use of safeguards and appropriate systems and actions, but some are outside the control of the Responsible Entity and cannot be mitigated.

The Responsible Entity does not forecast or guarantee any rate of return in terms of income or capital or investment performance of the Fund. The value of the Units will reflect the performance of the investments made by the Fund and current market conditions. There can be no certainty that the Fund will generate returns or distributions to the satisfaction of the investor.

The Fund should not be seen as a predictable, low risk investment. The Fund's investments are expected to be in unlisted securities, and the Fund is therefore considered to have a higher risk profile than cash assets.

Investors can undertake several steps to help minimise the impact of risk. First, seek professional advice suited to your personal investment objectives, financial situation and particular needs. Second, only make investments with a risk level and time frame recommended by your professional advisor.

This section describes the areas the Responsible Entity believes to be the major risks associated with an investment in the Fund. These risks have been separated into specific investment risks and general investment risks.

It is not possible to identify every risk associated with investing in the Fund. Prospective investors should note that this is not an exhaustive list of the risks associated with the Fund.

### 4.1 Specific investment risks to the Fund

#### a) Investment performance risk

There is a risk that underlying investment managers may be unable to secure appropriate investments or realise existing investments in a manner that will generate acceptable returns for investors (such as the Fund).

None of the Fund, Responsible Entity, GP, Investment Manager or any other person gives a guarantee regarding the amount of income, distribution or capital return of Units or the performance of the Fund, nor do they guarantee the repayment of capital.

#### b) Private investments risk

The Fund's private investments provide exposure to small and mid-sized companies where business activities, systems and processes may be less developed and/or diversified than at larger companies and so present higher risks. Leverage may be utilised which increases financial risk. The underlying fund managers, when actively managing their fund's investments, may utilise financial and operational strategies (including making and integrating acquisitions) to more rapidly drive growth. These investment strategies may increase the potential for loss of capital and may result in greater operational and financial variability. Private investments may also take a relatively long time to become profitable. Given these characteristics, the private investments asset class should be considered a higher risk asset class than traditional equities. Investments in this asset class should be considered a long-term investment.

#### c) Unlisted underlying investments risk

The underlying investments of private investment funds are typically in unlisted investments. The underlying investments of private investment funds are not commonly traded amongst investors. As a result there may be no open market to establish an independent value for certain investments and no assurance that a determination of fair value will be obtainable in the market or that there will be a market for the sale of unlisted investment.

Individual investments made by private investment funds are typically held for a duration of three to five years, but some investments can be held for up to 10 years. The majority of any gains from these investments, will typically only be realised when they are sold. There can be no certainty that any gain on an investment will be realised by the investment fund.

It is generally the responsibility of the underlying fund managers to determine the value of each underlying investment in their portfolios. In 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. Accordingly, the value obtained on realisation may differ materially to the estimated values determined by the underlying fund managers. Should

the realisable value of the underlying investments differ materially to the underlying fund manager's valuation, or should there be a material change in the underlying fund manager's valuation, this may affect the Fund's performance and may result in increased Unit price volatility.

#### **d) Investment exit risk**

Interests in private investment funds are typically not frequently traded among investors. Such investments usually carry no entitlement for investors to withdraw from or otherwise realise their investment in underlying funds except at the discretion of the relevant fund manager. The Fund, GP, and the Investment Manager can exercise no control over the decisions of the underlying fund managers. Accordingly, the Fund may not be able to readily realise its investment in underlying funds.

#### **e) Foreign exchange risk**

The Fund's investments are focused in the US small-to-mid sized private investment segments through the Fund's investment in the LP. The assets and liabilities of the LP and its controlled entities are denominated in US dollars. The value of the Units will be affected by increases and decreases in the value of the US dollar relative to the Australian dollar. This will affect the value, in Australian dollars, whenever any of LP's income or capital is distributed to the Fund or the value of the Fund's net assets is calculated. An increase in the value of the US dollar against the Australian dollar will mean the distributions from the LP and the value of the LP's investments less any liabilities will be worth more when converted into Australian dollars, but if the value of the US dollar falls those distributions and investments will be worth less in Australian dollar terms.

The performance fee calculation under the LP Agreement is in US dollars. The impact on Unitholders may be affected by a positive or negative movement in the prevailing Australian dollar/US dollar exchange rate.

The value of the Australian dollar has been subject to significant fluctuations with respect to the US dollar in the past and may be subject to significant fluctuations in the future.

#### **f) Investment horizon risk**

Investing in private investments requires a longer term commitment to the asset class, typically five to 10 years, and this will mean that realisation of value through capital growth may be similarly timed. The ability for the Fund to exit the LP is extremely limited during its life (a maximum of 16 years). The LP Agreement will permit 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. The withdrawing limited

partner will receive 90% of its capital account on exit with 10% balance payable on completion of the subsequent audit. 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. A related body corporate of Walsh & Company holds a 42.5% interest in the GP and has the capacity to veto major decisions to be undertaken by the GP. The GP may cease to be a related body corporate of the Responsible Entity in the future.

See Sections 8.1 and 8.4 for details.

In addition, a longer time horizon increases the risk of exposure to market volatility.

#### **g) Cordish ability to assist in securing investments**

The Investment Manager is a wholly owned subsidiary of the Evans Dixon Group. It receives the full-time services of Jonathan Sinex, Managing Director of Cordish Private Ventures, and the support of members of the Advisory Board, including Jonathan Cordish, who have experience in investing in private investment funds using a style similar to that proposed for the Fund. However, the role of the Advisory Board is advisory only and has no authority to bind the Investment Manager. The Cordish representatives have committed to serving on the Advisory Board for a minimum of five years (since inception of the LP), but there is no certainty that the support of the Cordish representatives will be retained for the duration of the Fund.

Additionally, Cordish Services has entered into an administrative services agreement with the GP, but the services to be provided do not include investment management services.

While it is anticipated that the investment by Cordish Private Ventures in the LP and the involvement of its affiliates and staff will assist the Investment Manager in securing access to private investment funds for investment, there can be no certainty that this will eventuate.

#### **h) Key personnel risk**

There is a risk that the departure of key staff that have particular expertise in funds and private equity investments, whether they are the staff of the Fund, Responsible Entity, the GP, Cordish Private Ventures, Investment Manager or the underlying fund managers, may have an adverse effect on the earnings and value of the Fund.

#### **i) No direct supervision of investments risk**

The GP acts as general partner of the LP. As a general partner, the GP is responsible for managing the business of the LP on behalf of all limited partners. The relationship between the GP and the limited partners of the LP

(including the Fund) is regulated by the LP Agreement. The GP has engaged the Investment Manager to act as investment manager with discretion to undertake and realise investments for the benefit of the LP as a delegate of the GP. While the GP is owned by DGP Inc. (a member of the same group as Walsh & Company) as to 42.5% and two affiliates of Cordish Private Ventures as to 57.5%, under Cayman Islands law, a limited partner will lose the benefit of limited liability if it becomes actively involved in management of the limited partnership. Accordingly, while the Responsible Entity may be consulted on investments that are inconsistent with the investment strategy agreed with the GP and Investment Manager, it does not have the ability to give directions regarding investments. This will continue irrespective of whether there is a change in the responsible entity of the Fund.

The LP Agreement can be amended with approval from limited partners holding 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). 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. A related body corporate of Walsh & Company holds a 42.5% interest in the GP and has the capacity to veto major decisions to be undertaken by the GP. See Section 8. The GP may cease to be a related body corporate of the Responsible Entity in the future. The LP's investment mandate restrictions can only be changed with the unanimous approval of limited partners.

The Investment Manager has confirmed to the Responsible Entity that it will exercise its discretion as investment manager and the GP has confirmed to the Responsible Entity that it will exercise its discretion as general partner of the LP to make investments consistent with the investment strategy of the Fund outlined in this PDS.

#### **j) Interests of members of GP and limited partners may not align**

Two US companies that are affiliates of Cordish Private Ventures are shareholders in the GP and Cordish Private Ventures is also one of the limited partners. An entity in the same group as Walsh & Company is also a member in the GP. Though the GP will manage and promote the LP's purpose and business on behalf of all limited partners, there is the potential for a conflict to arise between the interests of the Fund (as a limited partner) and Cordish Private Ventures

and its affiliates and/or Walsh & Company and its related entities. There are processes in place to address any such conflicts of interest.

#### **k) Taxation risk**

Depending on the characterisation of the Fund's direct and indirect investments for US federal income tax purposes, all or a portion of the income therefrom may be subject to US federal income tax.

The Fund may be liable to pay US withholding tax at a maximum rate of 30% (subject to reduction pursuant to the Double Tax Treaty for certain qualified tax residents and other exceptions) on certain income. Alternatively, if the Fund is treated as directly or indirectly engaged in a US trade or business for US federal income tax purposes, the Fund may be required to file a US federal corporate income tax return and to pay US federal income tax on a net basis at the same rates that are generally applicable to US corporations (currently 35%) in respect of its share of effectively connected income derived from that trade or business. In addition, if the Fund were treated as being engaged in a US trade or business, the Fund may also be required to pay an additional tax equal to 30% of the "dividend equivalent amount" (as defined in Section 7 (US taxation advice, paragraph (b)(i)) for these purposes) for the taxable year, subject to reduction pursuant to the Double Tax Treaty for certain qualified tax residents.

It should be noted that any changes to the taxation laws in Australia, the Cayman Islands and/or the US, may affect the tax treatment of the Fund and result in taxation consequences that are adverse for the Fund or Unitholders.

Any tax liability incurred by the Fund generally could reduce the Fund's overall economic returns and materially reduce the amount available for ultimate distribution to Investors. See Section 7 for a discussion of certain material US income tax considerations. Prospective Unitholders should consult their own tax advisors regarding the US federal income tax consequences of investing in, holding and disposing of Units in the Fund.

Also refer to Section 4.2(F) for general taxation risks.

#### **l) Distributions risk**

Distributions from the underlying private investment funds, and in-turn the LP, are expected to be primarily funded from the realisation of underlying investments, as opposed to being income based. Consequently, Fund distributions are expected to occur at irregular intervals and be of varying amounts.

#### **m) Capital deployment**

Under the Offer, the Fund will receive new funds which

at the time may be uncommitted to any specific private investment fund. The rate at which this occurs will depend on market conditions and the availability of suitable investments on sufficiently attractive terms at the time. There is a risk that the GP may not be able to make these investments in a timely fashion or at all, which will affect the future performance of the Fund.

Proceeds may be retained in cash until appropriate investment opportunities arise. Given the low interest rate environment, the likely income to be generated by the Fund from cash investments may be significantly lower than that which might be received from investment in equities.

Investment returns may also be affected by the time it takes the underlying funds to identify attractive investments and deploy capital.

#### **n) Potential for increased costs**

The GP is entitled to receive a management fee equal to 1.00% per annum of the aggregate capital commitments made by the limited partners to the LP.

The Investment Manager will invest on behalf of the LP in private investment funds as delegate of the GP. These underlying fund managers are also entitled to receive fees associated with performance of their management function. These fees may include entry fees, transaction fees, exit fees, ongoing management fees, and performance fees. The Fund is directly or indirectly responsible for payment of those fees. The multi-manager style of investment may result in the Fund paying a higher level of fees than if the Fund could invest directly in the assets held by the underlying funds because fees are payable at two separate levels of management.

The Fund considers that the benefits associated with a multi-manager style of investment to outweigh the potential for higher fees. These benefits include access to the underlying funds specialist investment expertise and diversification. In addition, the Fund considers the scale of investment to be undertaken by the LP in underlying funds may provide the Investment Manager with an opportunity to negotiate with individual fund managers to reduce such fees.

#### **o) Further commitments to the LP**

Under the LP agreement additional parties may join the LP until 31 December 2017 (which may be extended for up to 90 days), by contributing an amount that equalises the contributed percentage of capital committed by each limited partner, plus a cost of carry rate equal to the WSJ Prime Rate, plus the management fee that would have been charged over the period from the Fund's initial investment in the LP.

There is no guarantee as to the final size of the LP, however, the maximum value of commitments to the LP is US\$225 million (including investments by the Fund). Further entrants to the LP would reduce the Fund's percentage interest in the LP.

Additional Limited Partners may be offered more favourable terms than the Fund, including rebates or other fee reduction mechanisms.

The primary intended use of proceeds from this raising will be an additional capital commitment to the LP, which will in-turn increase the Fund's percentage interest in the LP and hence reduce this risk.

#### **p) Concentration risk**

The Fund may invest in a relatively small number of investments (although no investments may be more than 25% of the aggregate capital commitment of the LP other than an investment in a company either directly, or indirectly via a private investment fund established by the GP, or related entities, for the purpose of direct investment; the comparable aggregate limit for such direct investments is 33%), and as such, concentrations in sectors, countries, or other groupings are more likely to arise. These potential concentrations mean that a loss arising in a single investment may cause a proportionately greater loss in the Fund than if more diverse investments were made.

#### **q) Failure to meet capital calls**

A limited partner may fail to meet capital calls. Where any limited partner fails to meet a capital call, that limited partner will be subject to the terms of the LP Agreement that lead to, among other things, dilution of the relevant limited partner's interest in the LP.

If the LP were to fail to meet capital calls from the underlying funds in a timely manner, the LP may be subject to penalties.

#### **r) Counterparty risk**

There is a risk that counterparties to agreements with the Fund or the GP (including the Investment Manager or affiliates of Cordish Private Ventures) do not perform their obligations, which may affect the value of, and returns from, an investment in the Fund. The Fund seeks to reduce these risks by engaging only with reputable parties.

The Fund will be operated as a multi-manager fund, and positions in underlying funds will be minority positions only. The Fund will not be in a position to disclose information to Investors regarding such underlying investments until that investment has been made and the information provided to Investors will depend on the nature of the underlying fund and its reporting structure.

### **s) Borrowing interest rate and deposit risk**

The Fund's policy is not to undertake borrowings but the Responsible Entity has the discretion to gear up to 10% of the value of total assets of the Fund. There is a risk that any loan will need to be repaid at short notice or cannot be replaced post expiry. The main reason for this would be if the Fund breached its obligations to the lender or a new facility was not made available in a timely way. The Fund may need to sell holdings in its investments if a new facility could not be secured. This could be at a less than favourable time and/or terms. The Fund would explore obtaining replacement loans, but this may prove more difficult in some circumstances. There is also a risk that the provider of any loan may not meet its obligations or may suffer financial difficulty. The Fund will endeavour to borrow only from reputable large financial institutions to minimise this risk.

Should the Fund obtain borrowings, changes in interest rates may have a positive or negative impact directly on the Fund's income. Changes in interest rates may also affect the market more broadly and positively or negatively affect the value of the Fund's underlying assets.

The Fund will manage these borrowing risks by following strict investment and risk guidelines and dealing with respected lenders. It is important to note that borrowing may increase the potential return of the Fund but may also increase its potential losses.

The Fund and LP may also have US dollar-denominated cash deposits. These cash deposits will not be insured and in the event of bank failure, the Fund's deposits may not be recoverable in full, which will have an adverse effect on the value and investment activity of the Fund. The Fund manages this deposit risk by only dealing with financial institutions that pass its rigorous due diligence process and credit risk analysis.

## **4.2 General investment risks**

### **a) Unit liquidity risk**

The Units are subject to liquidity risk. The Fund is listed on the ASX, however there can be no guarantee that there will be a liquid market for Units. Investors should be aware that this may limit their ability to realise a return or recover their capital.

### **b) Macroeconomic risks**

The US private investments industry is sensitive to factors including macroeconomic changes and credit market and equity market conditions. Additionally changes in, but not limited to, the US or international technological, political or regulatory environment can have a negative or positive impact on asset values.

A number of US economic risks regarding an investment in the US private investments market, without limitation, include:

- a downturn in the US economy that may place downward pressure on investment returns achievable in the marketplace and future capital growth prospects;
- US interest rate fluctuations, which may impact on performance of underlying investments; and
- any other factor which may impede the recovery of the US, and specifically, the US private investments market.

As a result, no guarantee can be given in respect of the future earnings of the Fund or the earnings and capital appreciation of the Fund's portfolio. The Fund will always try to minimise these risks by drawing on the experience of the Responsible Entity and the Investment Manager as well as leveraging its contacts and research in the marketplace.

### **c) Fund risk**

This is the risk that the Fund could terminate, the fees and expenses of the Fund could change, the Responsible Entity could retire or be removed, or the Investment Manager or the Investment Committee may change.

There is also a risk that investing in funds may give different results from holding the underlying investments directly.

### **d) Security market risk**

There are pricing and other risks associated with any investment in a publicly listed trust. The price of Units may rise and fall due to numerous factors which may affect the market performance of the Fund, such as variations in the local and global markets for listed stocks in general.

In the future, the sale of large parcels of Units may cause a decline in the price at which the Units trade. This may mean that the Fund may not trade in line with the underlying value of the portfolio. No assurances can be made that the performance of the Units will not be adversely affected by any such market fluctuations or factors. None of the Fund, the Responsible Entity, the GP, the Investment Manager or any other person guarantees the performance of the Units.

### **e) Regulatory risk**

Changes in government legislation, regulation and policy may affect future earnings and values of investments. Changes in accounting standards may affect the reported earnings and financial position of the Fund in future financial periods.

Changes to US specific regulations governing the private investment sector may also impact the Fund and or its asset values.



The GP and Cordish Services are not registered as investment advisors and so are not subject to regulatory supervision in relation to the business activities they undertake for the benefit of the limited partners (including the Fund).

The Investment Manager is a registered investment advisor with the US Securities and Exchange Commission.

#### **f) Taxation risk**

A general summary of certain Australian and US taxation consequences for certain Investors is provided at Section 7. It is a general summary only and is not intended to provide specific tax advice to any particular Investor.

Investors should seek their own independent tax advice based on their specific circumstances before making a decision to invest in the Fund.

It should be noted that any changes to the taxation laws in Australia, the Cayman Islands, and/or the US may affect the tax treatment of the Fund and result in taxation consequences for Investors that are different to that described in the taxation summary contained in Section 7.

#### **g) Litigation risk**

In the course of its operations, the Fund, the Investment Manager, the GP, Cordish Private Ventures, and/or LP may be involved in disputes and litigation. The extent of such disputes and litigation cannot be ascertained at this time, but there are risks that costly disputes or litigation may adversely affect the profitability of the Fund, value of its assets or market price of the Units.

#### **h) Force majeure**

Force majeure is the term generally used to refer to an event beyond the control of any party, including acts of God, fire, floods, earthquakes, wars and strikes. These events may affect returns to Investors.







## 5. Fees and costs

### DID YOU KNOW?

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

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

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

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

### TO FIND OUT MORE

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

This document shows fees and costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment, or from the assets of the Fund as a whole. Taxes are set out in Section 7 of this PDS.

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

### 5.1 Fees and costs

TABLE 2: US SELECT PRIVATE OPPORTUNITIES FUND III FEES AND COSTS

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
FEES WHEN YOUR MONEY MOVES IN OR OUT OF THE FUND		
<b>Establishment fee</b> The fee to open your investment	Nil	Not applicable
<b>Contribution fee</b> The fee on each amount contributed to your investment	Nil	Not applicable
<b>Withdrawal fee</b> The fee on each amount you take out of your investment	Nil	Not applicable
<b>Exit fee</b> The fee to close your investment	Nil	Not applicable
MANAGEMENT COSTS – THE FEES AND COSTS FOR MANAGING YOUR INVESTMENT		
INITIAL COSTS		
<b>Structuring fee</b> The fee for structuring of the Offer.	1.50% of the gross proceeds of the Offer plus the net amount of GST of 0.0675% (totalling 1.5675%).	This fee is charged by the Responsible Entity out of the Fund on the date of issue of the Units under the Offer and will be used to meet the expenses of the Offer. This payment may be distributed to related bodies corporate of the Responsible Entity.

TYPE OF FEE OR COST	AMOUNT	HOW AND WHEN PAID
<b>HANDLING FEE</b> The fee for handling and arranging Applications for the Offer.	1.50% of the gross proceeds of the Offer plus the net amount of GST of 0.0375% (totaling 1.5375%).	This fee is charged by the Responsible Entity out of the Fund on the issue of Units under the Offer. This payment is distributed to Licensees for procuring subscriptions for Units in the Fund under the Offer.
<b>ONGOING COSTS OF THE FUND<sup>2</sup></b>		
<b>Responsible Entity fee</b> The fee for operating the Fund.	0.08% per annum of the gross asset value of the Fund plus the net amount of GST of 0.0036% (totaling 0.0836% <sup>1,3</sup> ). This fee is estimated to amount to 0.0837% <sup>1</sup> per annum of the NAV <sup>4</sup> of the Fund.	This fee is payable quarterly to the Responsible Entity out of the Fund.
<b>Administration fee</b> The fee for the administration of the Fund.	0.25% per annum of the gross asset value of the Fund plus the net amount of GST of 0.0113% (totaling 0.2613% <sup>1,3</sup> ). This fee is estimated to amount to 0.2616% <sup>1</sup> per annum of the NAV <sup>4</sup> of the Fund.	This fee is payable quarterly to the Responsible Entity out of the Fund.
<b>GP fee</b> The fee for management of the LP.	1.00% <sup>5</sup> per annum of the total funds committed by the Fund to the LP. This fee is estimated to amount to 0.9418% <sup>5,6</sup> per annum of the NAV <sup>4</sup> of the Fund.	This fee is charged on the capital commitments made by limited partners of the LP. The fee is payable quarterly to the GP out of the LP.
<b>Underlying fund manager fees and expenses</b> The fee and expenses for management of the underlying funds.	Estimated weighted average underlying fund manager fees and expenses in the first year post Offer of 1.4613% <sup>5,6,7</sup> per annum of the total funds committed by the LP to underlying funds, or 1.3762% <sup>5,6,7</sup> per annum of the NAV <sup>4</sup> of the Fund.	The fees and expenses are charged directly out of the assets of the LP or indirectly from the underlying funds. This will depend on the fee structure of the underlying funds.
<b>Performance fee</b> The fee based on the performance of the Fund.	10% of the return achieved by the LP above invested capital once a cumulative, non-compounded, pre-tax return of 8% per annum ( <b>Hurdle Rate</b> ) on all capital contributed to the LP and not yet returned by distribution to the limited partners is achieved. As performance fees are only likely to be payable on realisation of investments of underlying funds, no material performance fees are expected to be paid in the next twelve months.	The performance fee will only be paid following the limited partners' actual receipt of invested capital and once a cumulative, non-compounded, investment return equal to the Hurdle Rate is achieved, through distribution of income and capital by the LP.
<b>OTHER EXPENSES</b>		
<b>Other expenses of the Fund<sup>4</sup></b> The fees and costs associated with the operation and administration of the Fund and its investments that are paid by the Responsible Entity including, but not limited to, registry, tax, custodian and audit fees.	Estimated at 0.2186% <sup>1</sup> per annum of the NAV <sup>4</sup> of the Fund plus the net amount of GST of 0.0098% (totaling 0.2284%).	These expenses are payable out of the Fund.
<b>Other expenses of the LP<sup>4,5,6</sup></b> The fees and costs associated with the operation and administration of the LP.	Estimated at 0.0900% <sup>5,6</sup> per annum of total funds committed to the LP or 0.0848% <sup>5,6</sup> per annum of the NAV <sup>4</sup> of the Fund.	These expenses are payable out of the LP.
<b>SERVICE FEES</b>		
<b>Switching fee</b> The fee charged for changing investment options.	Nil	Not applicable

1. These amounts include the net amount of GST, as it is anticipated that the Fund may be able to recover between 55% and 75% of the GST component of fees charged to it, whether under the reduced credit acquisition provisions of the GST Act or otherwise. (See "GST and tax" under the heading "Additional Explanation of Fees and Costs").

2. The amount of these fees may be different if agreed with a wholesale client.

3. These fees are stated based on gross asset value of the Fund, to reflect the Constitution.

4. Estimated based on a capital raising of 24 million Units.

5. Exclusive of GST, it is anticipated that the Fund may be able to recover 100% of the GST component of fees charged to it as all investments are made offshore. (See "GST and tax" under the heading "Additional Explanation of Fees and Costs").
6. Assumes an additional investment of US\$28 million in the LP from the proceeds of the Offer based on an assumed Australian dollar/US dollar exchange rate of 0.80.
7. These fees and expenses are based on a weighted average management fee of 2% plus expenses, assuming 76% of the LP's funds will be committed to underlying funds by the end of 12 months from this Offer.

**TABLE 3: EXAMPLE ONGOING ANNUAL FEES AND COSTS FOR AN INVESTMENT IN THE FUND**

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

EXAMPLE – the Fund	AMOUNT <sup>1</sup>	BALANCE OF \$50,000
<b>CONTRIBUTION FEES</b>	Nil	Not applicable.
<b>PLUS management costs</b>	2.9765%	AND, for every \$50,000 you have in the Fund, you will be charged \$1,488.24 <sup>2</sup> each year.
<b>EQUALS cost of Fund</b>	2.9765%	If you had an initial investment of \$50,000 during a year, you would be charged fees for that year of \$1,488.24 <sup>2</sup> .

1. The fees in Table 3 are inclusive of GST and net of RITC where applicable. Please see Table 4 for a further breakdown and explanation of the management costs percentage and the assumed GST recovery amounts in Table 3.
2. A Handling Fee of 1.50% plus the net amount of GST of 0.0375% (totalling 1.5375%) and a Structuring Fee 1.50% plus the net amount of GST of 0.0675% (totalling 1.5675%) of the gross proceeds of the Offer will be payable out of the Fund after the close of the Offer. The Handling Fee and the Structuring Fee have not been included in the above example because they are upfront fees and are not typical ongoing costs (See "Additional Explanation of Fees and Costs" for further details). Performance fees are also not included as they cannot be reasonably estimated given the early stage of the Fund's investment portfolio.

The following table expands on the information in Table 3 above by setting out the individual amounts payable in respect of each ongoing fee. This excludes certain payments made by the Fund (relating to any other one-off additional fees such as the Structuring and Handling fees). Ongoing other expenses have been included, assuming 24 million Units are issued. The following table assumes a balance of \$50,000:

**TABLE 4: DETAIL OF ONGOING ANNUAL FEES AND COSTS FOR AN INVESTMENT IN THE FUND**

TYPE OF FEE OR COST	AMOUNT <sup>2</sup>	DOLLAR VALUE
<b>Responsible Entity fee</b>	0.0837% <sup>1</sup>	\$41.86
<b>Administration fee</b>	0.2616% <sup>1</sup>	\$130.80
<b>GP fee</b>	0.9418% <sup>3,4</sup>	\$470.88
<b>Underlying fund management fees and expenses</b>	1.3762% <sup>3,4,5</sup>	\$688.11
<b>Other expenses of the Fund</b>	0.2284% <sup>1</sup>	\$114.21
<b>Other expenses of the LP</b>	0.0848% <sup>3,4</sup>	\$42.38
<b>Estimated Fund costs</b>	2.9765%	If you had an investment of \$50,000 during a year and your balance was \$50,000, then for that year, you would be charged fees of: \$1,488.24 (inclusive of GST and net of RITC).

1. These amounts include the net amount of GST, as it is anticipated that the Fund may be able to recover between 55% and 75% of the GST component of fees charged to it, whether under the reduced credit acquisition provisions of the GST Act or otherwise. (See "GST and tax" under the heading "Additional Explanation of Fees and Costs").
2. Estimated based on a capital raising of 24 million Units.
3. Exclusive of GST, it is anticipated that the Fund may be able to recover 100% of the GST component of fees charged to it as all investments are made offshore. (See "GST and tax" under the heading "Additional Explanation of Fees and Costs").
4. Assumes an additional investment of US\$28 million in the LP from the proceeds of the Offer based on an assumed Australian dollar/US dollar exchange rate of 0.80.
5. These fees and expenses are based on a weighted average management fee of 2% plus expenses, assuming 76% of the LP's funds will be committed to underlying funds by the end of 12 months from this Offer.

## 5.2 Additional explanation of fees and costs

### (a) Structuring and handling fees

The Constitution of the Fund provides that the Responsible Entity may charge Entry Fees. The Structuring Fee and the Handling Fee are charged as components of the Entry Fee.

In respect of this Offer, the Responsible Entity will charge a 1.50% Structuring Fee plus the net amount of GST of 0.0675% (totalling 1.5675%) of gross proceeds of the Offer and a Handling Fee of 1.50% plus the net amount of GST of 0.0375% (totalling 1.5375%) of the gross proceeds of the Offer.

The effect of the Structuring Fee and the Handling Fee on each \$1.00 contributed under an Application for Units in the Fund under the Offer will be approximately \$0.03, which will be paid to the Responsible Entity.

The Structuring Fee may be distributed to related bodies corporate of the Responsible Entity.

The Handling Fee will be distributed by the Responsible Entity to Licensees for procuring subscriptions for Units under the Offer.

### (b) LP Expenses

The Responsible Entity will charge a responsible entity fee for the operation of the Fund of 0.08% plus the net amount of GST of 0.0036% (totalling 0.0836%) of the gross asset value of the Fund, in accordance with the Constitution of the Fund.

### (c) Administration fee

The Responsible Entity will charge an administration fee for the administration of the Fund of 0.25% plus the net amount of GST of 0.0113% (totalling 0.2613%) of the gross asset value of the Fund, in accordance with the Constitution of the Fund.

### (d) GP fee

The LP Agreement provides that the GP will receive a management fee equal to 1.0% per annum of the total capital committed including capital committed by the Fund, Cordish Private Ventures, CDW III and Walsh Trust as limited partners to the LP. The Fund will only be obligated to pay 1.0% of its total capital committed. Other parties to the LP Agreement may become party to the LP Agreement under different terms, including but not limited to, fees, rebates and investment hurdle rates.

This GP fee in relation to the Fund, Cordish Private Ventures, CDW III, Walsh Trust and any additional limited partners is payable irrespective of whether the capital committed by the partners has in fact been drawn by the GP and applied to investments for the limited partners through the LP. The GP

Fee in relation to the Fund, Cordish Private Ventures, CDW III, Walsh Trust and any Additional Limited Partners is only payable for a 10 year period from the Fund's inception.

### (e) Underlying fund management fees and expenses

The GP is entitled to be reimbursed, out of the assets of the LP, for all out-of-pocket expenses it properly incurs in operating and administering the Fund. This includes the fees charged by underlying fund managers associated with the performance of their management functions. These fees may include entry fees, transaction fees, exit fees and ongoing management fees. The LP may also be required to pay performance fees to the underlying fund managers, however, at this early stage of the Fund's life cycle, these will not be paid initially. These management fees may be reduced by rebates paid by entities in which the underlying funds invest. The exact quantum of these fees will depend on the composition of underlying funds, the size of the LP's investment, and time of investment with each constituent fund.

The underlying fund managers in which the Fund, through the LP, invests are entitled to be reimbursed, out of the assets of the Fund, for all out-of-pocket expenses they properly incur in connection with the investment and management of the underlying funds. This includes expenses such as transaction fees, duties, taxes, commissions, and brokerage.

The effect of these expenses on your investment will be dependent on the costs and size of the Fund.

### (f) Performance fee

The GP is also entitled to a performance fee of 10% of the return achieved by the LP above a hurdle rate equal to a cumulative, non-compounded pre-tax return of 8% per annum on all capital contributed to the LP (and not yet returned by distribution to limited partners). Investors should note that the Hurdle Rate references to the LP, not the Fund level, and is denominated in US dollars. A summary of the LP Agreement which documents this fee is included in Section 8.1.

### (g) Expenses relating to the management of the Fund

The Responsible Entity is entitled to be reimbursed, out of the assets of the Fund, for all out-of-pocket expenses it properly incurs in operating and administering the Fund. This includes expenses such as taxes and bank fees, preparation of financial statements and tax returns and compliance costs.

### (h) Other expenses of the LP

The GP is entitled to be reimbursed, out of the assets of the LP, for all out-of-pocket expenses it properly incurs in connection with the investment and management of the LP.

This includes expenses such as transaction fees, duties, taxes, commissions, and brokerage.

The effect of these expenses on your investment will be dependent on the costs and size of the Fund.

#### **(i) Waiver, deferral or increase in fees**

Walsh & Company, in its capacity as Responsible Entity, and Dixon Asset Management USA, Inc., in its capacity as Investment Manager, may waive or defer the payment of their fees or accept payment of lower fees in any amount and for any period they determine. They may also reinstate the payment of fees up to the previous levels on a prospective basis only. They may also increase a fee beyond the amounts stated in this PDS up to the prescribed maximum amount in the Constitution and the Investment Advisory Agreement, as applicable (see paragraph (j) below), but if this occurs, we will give you at least 30 days' notice by a market announcement.

#### **(j) Investor administration**

If the Responsible Entity is requested by a Unitholder to perform a role outside its normal administration function as contemplated by the Constitution and this PDS, there may be a fee payable for such role. The fee will vary depending on the request by the Unitholder and will be disclosed to the Unitholder before any work is commenced.

#### **(k) Stamping fees**

The Responsible Entity will pay the whole of the Handling Fee it charges as referred to in 5.2(a) above as a stamping fee to Licensees who procure subscriptions for Units in the Fund under the Offer, including Licensees related to or affiliated with the Responsible Entity and the Investment Manager, and unaffiliated Licensees (and potentially an additional grant out of its own resources).

#### **(l) Benefits to the Responsible Entity**

Except for the interest, fees (including but not limited to the Structuring Fee) and remuneration disclosed in this PDS, the Responsible Entity and its Directors and employees have not received, and are not entitled to, any benefit in relation to this Offer.

Subject to applicable law, Directors may receive a salary as employees of the Responsible Entity or an affiliate, consulting fees or directors' fees, and may from time to time hold interests (directly or indirectly) in the Units in the Fund or shares in Walsh & Company and receive distributions and dividends in that capacity.

#### **(m) Maximum fee entitlements**

Certain fees are charged at a lower rate than the maximum rate contemplated by the relevant agreement. While it is not

currently intended that these fees will increase, no increase will be made without 30 days' prior notice to Unitholders.

The Responsible Entity is entitled to charge up to 2% (exclusive of GST) per annum of the gross asset value of the Fund for the operation of the Fund and an Entry Fee of up to 5% (exclusive of GST) of the gross proceeds of the Offer. The Structuring Fee and the Handling Fee are charged as components of the Entry Fee.

#### **(n) GST and tax**

Where a fee is disclosed as inclusive of the net effect of GST (that is, taking into account input tax credits or RITCs), the amount has been calculated on the basis that a RITC of the GST component is available. Whilst this entitlement is dependent on the individual circumstances, as a general proposition, it is anticipated that the Fund may be able to recover at least 55% of the GST component of fees paid for services (for offshore investments this may be as high as 100%), whether under the reduced credit acquisition provisions of the GST Act or otherwise. There are circumstances where the GST recovery rate could vary from that outlined above.

Taxation implications are addressed in Section 7.



## 6. Financial information

### 6.1 Unaudited pro forma Statements of Financial Position

The unaudited pro forma Statements of Financial Position set out below have been prepared to illustrate the financial position of the Fund following completion of the Offer and expenditure of funds associated with the Offer and to reflect the private investment fund partnership which has been established. These unaudited pro forma Statements of Financial Position are intended to be illustrative only and will not reflect the actual position of the Fund following completion of the Offer.

This section contains a summary of:

- (a) the audited historical Statement of Financial Position of the Fund as at 31 March 2017;
- (b) the unaudited pro forma Statements of Financial Position of the Fund, adjusted to illustrate the financial position of the Fund following the Offer;
- (c) material assumptions made in the preparation of the unaudited pro forma Statements of Financial Position; and
- (d) the impact of the Offer on the capital structure of the Fund.

The unaudited pro forma Statements of Financial Position have been prepared in accordance with the Fund's significant accounting policies of the Fund and applying the assumptions below.

The unaudited pro forma Statements of Financial Position are presented in summary form only and do not comply with the presentation and disclosure requirements of Australian Accounting Standards.

The presentation currency of the unaudited pro forma Statements of Financial Position is Australian dollars.

The information in this section should be read in conjunction with the risk factors set out in Section 4 and the other information in this PDS.

**TABLE 5: UNAUDITED PRO FORMA STATEMENTS OF FINANCIAL POSITION**

A\$	HISTORICAL 31-Mar-17 (audited)	SUBSCRIPTIONS 7.2 MILLION UNITS	OVER SUBSCRIPTIONS 24 MILLION UNITS
Cash and cash equivalents	\$60,151,508	\$70,755,697	\$95,498,804
Other current assets	\$191,417	\$191,417	\$191,417
Interest in private investment fund partnership	\$11,968,964	\$11,968,964	\$11,968,964
Total Assets	\$72,311,889	\$82,916,078	\$107,659,185
Total Liabilities	\$148,090	\$148,090	\$148,090
Net assets/Equity	\$72,163,799	\$82,767,988	\$107,511,095
Units on issue	48,028,420	55,228,420	72,028,420
NAV per unit (\$)	\$1.50	\$1.50	\$1.49

**TABLE 6: RECONCILIATION OF THE UNAUDITED PRO FORMA CASH BALANCES**

A\$	HISTORICAL 31-Mar-17 (audited)	SUBSCRIPTIONS 7.2 MILLION UNITS	OVER SUBSCRIPTIONS 24 MILLION UNITS
Cash and cash equivalents	\$60,151,508	\$60,151,508	\$60,151,508
Pro forma adjustment - Proceeds of the Offer		\$10,944,000	\$36,480,000
Pro forma adjustment - Expenses of the Offer		(\$339,811)	(\$1,132,704)
Pro forma net cash position	\$60,151,508	\$70,755,697	\$95,498,804

## 6.2 Assumptions

The unaudited pro forma Statements of Financial Position have been prepared on the basis of the following:

- a) the column headed "HISTORICAL 31-Mar-17 (audited)" reflects information extracted from the historical audited financial statements of the Fund for the period 5 May 2016 (date of registration) to 31 March 2017;
- b) application of the significant accounting policies for the Fund disclosed in the historical audited financial statements of the Fund for the period 5 May 2016 (date of registration) to 31 March 2017;
- c) the column headed "SUBSCRIPTIONS 7.2 MILLION UNITS", has been prepared on the basis of subscriptions of 7.2 million Units by Applicants under this PDS at an Application Price of \$1.52 per Unit;
- d) the column headed "OVER SUBSCRIPTIONS 24 MILLION UNITS", has been prepared on the basis of subscriptions of 24 million Units by Applicants under this PDS at an Application Price of \$1.52 per Unit;
- e) "Interest in private investment fund partnership" represents the limited partnership interest held by the Fund in the LP;
- f) expenses related to the Offer to be paid by the Fund include a Structuring fee of 1.5675% (inclusive of GST and net of RITC) and a Handling fee of 1.5375% (inclusive of GST and net of RITC), both of the gross proceeds raised by the Offer;
- g) no interest is earned by the Fund during the Offer period;
- h) it is anticipated that the Fund may be able to recover at least 55% of the GST component of fees charged to it whether under the reduced credit acquisition provisions of the GST Act or otherwise. (See Section 5.2(n) "GST and tax" under the heading "Additional Explanation of Fees and Costs"); and
- i) the interest in the LP will be recognised by the Fund progressively based on commitment drawdown calls made on it by the LP.







## 7. Tax information

### Australian taxation opinion

Outlined below is a general summary of the key Australian income tax, goods and services tax (**GST**) and stamp duty (collectively, **Australian tax**) consequences for Australian resident individuals, companies and complying superannuation entities who subscribe for the Units pursuant to the Offer and hold the Units on capital account for Australian income tax purposes (**Investors**).

Investors should be aware that the actual Australian tax and stamp duty implications of investing in the Fund may differ from those summarised, depending on the individual circumstances of each Investor. For example, complying superannuation funds with pension liabilities may be exempt from income tax on some or all of the income derived and thus some of the income tax commentary below may not be relevant to these Investors.

Investors should seek advice from their own professional taxation adviser regarding the Australian tax consequences of acquiring, holding and selling the Units in the Fund, having regard to their particular circumstances.

Investors should also be aware that the tax laws can change with either prospective or retrospective effect.

### 7.1 Taxation treatment of the Fund

#### a) Income tax status of the Fund

The Fund should be treated as a “flow through” entity for Australian income tax purposes. That is, the Fund should not be liable to pay income tax on their net (i.e. taxable) income for an income year, provided that the unit holders are presently entitled to the distributable income of the trust for the income year.

For income tax purposes, the Fund may be taxed like a company if it is a “public trading trust”. Whilst the Fund is listed on the ASX it will be a public trading trust if it is a trading trust. However, provided that the Fund and the entities that the Fund controls (or has the ability to control, either directly or indirectly) do not carry on a “trading business”, the Fund should not be treated as a public trading trust. It is not expected that the Fund will be a public trading trust.

The Fund is a “managed investment trust” (**MIT**) for Australian income tax purposes. The Fund has made an irrevocable election (the MIT capital election) to apply the capital gains tax (**CGT**) rules as the primary code for the

taxation of gains and losses on the disposal of certain assets (being primarily shares, units and real property). In this regard, capital gains made by the Fund from the realisation of investments covered by the MIT capital election that have been held for 12 months or more should qualify for discount CGT treatment.

The Fund can also make an irrevocable election to be treated as an Attributable Managed Investment Trust (the AMIT election). Broadly, this should result in the allocation of the taxable income of the Fund to Investors on an ‘attribution’ rather than a present entitlement basis, allow for a CGT cost base uplift in the event that the taxable income attributed to investors is more than the cash distribution paid or credited and allow the Fund to carry forward over or under attribution amounts within limits. Practically, it is not anticipated that the AMIT rules would materially change the taxation of the Fund or the Investors should the Responsible Entity of the Fund make the irrevocable election. For example, the AMIT rules require that Investors be provided with an AMIT Member Annual Statement (**AMMA**) that is similar to a distribution statement normally provided (except AMMA statements are required to provide the Investor with CGT cost base information).

Under the AMIT Rules, an Investor may notify the Commissioner of Taxation that they disagree with the attribution of income that has been determined by the Responsible Entity and request a substitute amount in certain circumstances. However, as the Fund is only intended to have a single class of units, it is not expected that any adjustments are likely to arise from the existence of such a mechanism.

#### b) Net income of the Fund

Investors that are presently entitled to a share of the distributable income of the Fund and not under a legal disability (e.g. that is, persons over 18 with full mental capacity) should be required to include in their assessable income their proportionate share of the Fund’s net income for each relevant income year. The following provides a broad overview of how the net income of the Fund might be calculated.

The net income of the Fund may include:

- distributions paid to the Fund or credited to the account of the Fund;
- foreign exchange gains and losses attributable to Australian currency exchange rate movements in respect of distributions made to the Fund;

- interest income on term deposits and cash equivalent investments held by the Fund; and
- net capital gains (discounted and undiscounted).

The net income of the Fund may also include an amount of income that is calculated under Australia's controlled foreign company (**CFC**) rules. A foreign resident company or limited partnership may be a CFC if the Fund directly or indirectly owns more than 40% of the equity interests. The CFC rules apply to include in the Fund's net income its share of the taxable income of the CFC calculated as if the CFC were a resident taxpayer, less any assessable interim distributions.

To the extent any amount is included in the assessable income of the Fund under the CFC rules, the amounts attributed are subtracted from any future assessable distributions received by the Fund from or reduced from any consideration received in relation to any disposal of any interests in the CFC, thus avoiding any double taxation.

If the Fund makes a tax loss in any income year, the tax loss is not distributable to Investors. Instead, the tax loss may be able to be carried forward and utilised by the Fund to offset future assessable income, provided that the Fund satisfies the applicable trust loss recoupment rules.

Similarly, any net capital losses can be carried forward by the Fund to be utilised to offset future net capital gains.

## 7.2 Taxation treatment of Investors

### a) Acquisition of Units

Each Unit in the Fund will be a CGT asset. For CGT purposes, the cost base (and reduced cost base) of each Unit held by an Investor should include the amount that the Investor paid to acquire the Unit, plus (amongst other things) any incidental costs of acquisition and disposal.

### b) Distributions from the Fund

Investors not under a legal disability (e.g. minors) will be assessed in the same income year in which the Fund derives its income. Investors will be required to include their proportionate share of the Fund's net income in their assessable income for each relevant income year.

Each component of the Fund's net income should retain its tax character in the hands of Investors for Australian income tax purposes. Distributions may include foreign income, net capital gains and other income.

If a capital gain included in the taxable income of the Fund is a discount capital gain, Investors should be required to gross up the amount of the capital gains included in their assessable income. Investors may apply any available capital losses and any remaining discount capital gains may be eligible for the CGT discount (see the discussion on the disposal of Fund Units below).

In the event that foreign tax is imposed on income derived by the Fund, Investors may be entitled to a foreign income tax offset (**FITO**) in respect of these taxes. In some circumstances, Investors may also be entitled to a FITO for foreign tax paid by the LP. A FITO that may be claimed by an Investor in a year of income is broadly calculated as the lesser of the Investor's share of the amount of the foreign taxes paid by the Fund and the offset limit. Broadly, the offset limit is the greater of (i) A\$1,000 and (ii) the amount of the Australian income tax payable on an Investor's foreign source income on which foreign tax has been incurred and other assessable foreign source income. A FITO that is not utilised in the year they are derived cannot be carried forward to a later income year.

The Fund may make cash distributions to Investors in excess of the net income of the Fund. Such distributions may arise as a result of:

- "Tax deferred" distributions (e.g. returns of capital or income sheltered by tax losses); and/or
- "CGT concession" amounts (i.e. the discount component of net capital gains derived by the Fund).

Tax deferred distributions should not be immediately assessable to Investors but, for CGT purposes, will reduce the cost base (and reduced cost base) of an Investor's Units in the Fund (but not below nil). If the cost base of the Units is reduced to nil, Investors will make a capital gain on any further tax-deferred distributions received. Any such capital gain may be eligible for discount CGT treatment, depending on whether an Investor has held the Units in the Fund for at least 12 months. Certain integrity provisions may also apply (refer below).

Distributions of CGT concession amounts are not assessable to Investors and should not affect the cost base (or reduced cost base) of an Investor's Units in the Fund for CGT purposes.

Investors will be provided with an Annual Statement setting out the details of assessable income arising from their investment in the fund.

### c) Sale or redemption of Units

A sale or redemption of Units will constitute a disposal for CGT purposes, and may result in a capital gain or capital loss for an Investor.

A capital gain will arise to the Investor where the capital proceeds received from the sale or redemption of the Units are greater than the cost base for CGT purposes. A capital loss will arise if the capital proceeds on sale or redemption are less than the reduced cost base of the Units for CGT purposes.

Discount CGT treatment may be available to reduce the capital gain realised by the Investor on the sale or redemption of the Units. If the Units in the Fund had

been held for at least 12 months, the Investor may, after offsetting capital losses of the Investor, be able to discount the resulting capital gain by one half in the case of an individual or trust, or by one third in the case of a complying superannuation entity. Companies are not entitled to discount CGT treatment.

Investors who dispose of their Units within 12 months of acquiring them or dispose of them under an agreement entered into within 12 months of acquiring the Units will not be eligible for discount CGT treatment.

Integrity rules exist which can prevent the CGT discount being applied to capital gains arising from the disposal of Units where a majority of the underlying CGT assets of the Fund, by value, have not been held for at least 12 months. These integrity rules should not apply if:

- an Investor (together with its associates) beneficially owns less than 10% of the Units in the Fund just prior to the disposal; or
- the Fund has at least 300 Investors and the ownership of the Fund is not concentrated (ownership will be concentrated if 20 or fewer individuals own, directly or indirectly, at least 75% of the income, capital or voting interests in the Fund).

Any capital gain or capital loss realised by an Investor in respect of the Units should be aggregated with any other capital gains or capital losses that the Investor may have in that year, less any available net capital losses from prior income years, discounts or reductions, to determine the Investor's net capital gain or net capital loss for that year.

A net capital gain is included in the Investor's assessable income. A net capital loss can only be offset against capital gains. Net capital losses may be carried forward and offset against future taxable capital gains.

### 7.3 Withholding of tax from distributions

The Responsible Entity of the Fund is required to deduct Pay-As-You-Go withholding tax from distributions paid to Investors at the highest marginal tax rate plus Medicare Levy and the Temporary Budget Repair Levy (totalling 49% based on current rates) if the Investor has not quoted either their Tax File Number or Australian Business Number, and none of the relevant exemptions apply. Investors should generally be entitled to a tax credit for any such tax withheld.

### 7.4 GST

The acquisition and disposal of Units in the Fund by Investors should not be subject to GST. Similarly, cash distributions from the Fund to Investors should not be subject to GST.

The Fund itself may not be entitled to recover the GST arising on its expenditure in full. The availability of GST recovery will

generally depend on the extent to which goods, services and other things acquired by the Fund relate to certain activities not subject to GST (referred to as "input taxed supplies").

Even where the Fund is denied from recovering GST under the general rules described above, as a concession it may be entitled to Reduced Input Tax Credits or "RITCs" (either 55% or 75% of the otherwise unrecoverable GST) in respect of certain categories of expenditure.

### 7.5 Stamp duty

Neither the Responsible Entity nor Investors should be liable for any stamp duty on an issue of the Units by the Fund. Further, there should be no stamp duty payable in respect of future acquisitions or disposals of the Units, provided that the Units of the Fund remain quoted and the Fund is listed on the ASX.

## US taxation advice

The following is a summary of certain material US federal income taxation consequences that are likely to apply to an investor in the Fund that is not treated as a US Investor, as defined below (a **Non-US Investor**).

For purposes of this discussion, a Non-US Investor means a beneficial owner of Units that is not any of the following for US federal income tax purposes:

- a) a citizen or resident of the US or someone treated as a US citizen or resident for US federal income tax purposes;
- b) a corporation (or another entity taxable as a corporation for US federal income tax purposes) created or organised in or under the laws of the US, any state thereof, or the District of Columbia;
- c) an estate, the income of which is subject to US federal income taxation regardless of its source; or
- d) a trust if:
  - i) it is subject to the supervision of a court within the US and one or more US persons are authorised to control all substantial decisions of the trust; or
  - ii) it has a valid election in effect under applicable US Treasury Regulations (as defined below) to be treated as a US person.

This summary is for general information purposes only and is not exhaustive of all of the US federal income tax considerations that may be relevant to a decision to purchase, hold or dispose of Units. In addition, the possible application of US federal estate or gift taxes or any aspect of state, local or non-US tax laws is not considered. This discussion is based on current provisions of the Internal

Revenue Code of 1986, as amended (**Code**), Treasury Regulations promulgated under the Code by the US Treasury Department (including proposed and temporary regulations) (**Treasury Regulations**), rulings, current administrative interpretations and official pronouncements by the Internal Revenue Service (**IRS**), and judicial decisions, all as currently in effect on the date hereof and all of which are subject to differing interpretations or to change, including possibly with retroactive effect. Such changes could materially and adversely affect the tax consequences to Non-US Investors described below. No assurance can be given that the IRS would not assert, or that a court would not sustain a position contrary to any of the tax consequences described below. The Fund has not obtained, nor does it intend to obtain, a ruling from the IRS or any other federal, state or local agency with respect to any of the tax issues affecting the Fund or its Non-US Investors.

If a partnership (including for this purpose any entity treated as a partnership for US federal income tax purposes) is a beneficial owner of Units, the US federal income tax treatment of a partner in such partnership will generally depend on the status of the partner and the activities of the partnership.

This discussion does not address all aspects of US federal income taxation that may be important to any particular Non-US Investor in light of its investment or tax circumstances or to any Non-US Investor subject to special tax rules including, but not limited to, those Non-US Investors that: (i) have an office or fixed place of business in the US or (ii) are former citizens of the “US-controlled foreign-corporations”, “passive foreign investment companies and corporations” with accumulated earnings to avoid US federal income tax. This discussion also assumes that a Non-US Investor is not engaged in a US trade or business apart from its Units. Each prospective Non-US Investor is urged to consult its US tax advisor before investing in the Fund.

The foregoing summary of US federal income tax considerations is for general information only and is not tax advice. It does not discuss all aspects of US federal income taxation that may be relevant to a Non-US investor in light of its particular circumstances and income tax situation. Prospective Non-US Investors should consult their own tax advisors as to the specific tax consequences that would result from the purchase, ownership and disposition of the Units, including the application and effect of federal, state, local, foreign and other tax laws (including estate and gift tax rules) and the possible effects of changes in federal or other tax laws, as well as the application under any applicable tax treaty.

#### **a) US tax status**

The Fund intends to be classified and operate as an association taxable as a corporation for US federal income tax purposes. It is intended that the LP will be treated as a partnership (that is, a flow-through or transparent entity) for US federal income tax purposes. As a result, the Fund will be treated for these purposes as having engaged in any activities conducted by the LP and, in turn, any partnership in which the LP invests. The following discussion assumes that the Fund is classified as a corporation and the LP is classified as a partnership for US federal income tax purposes.

#### **b) Taxation of the Fund**

##### **i) US trade or business**

The US federal income tax consequences of the Fund (and, as a result, the Non-US Investors) will generally depend on whether the Fund is engaged in a trade or business in the US by reason of the LP’s investing activities.

Based on the investment strategies of the LP (and, therefore, the Fund), the Fund may be able to take the position that it is not directly or indirectly through one or more partnerships engaged in a US trade or business for US federal income tax purposes. However, treatment of the Fund as not engaged in a US trade or business is based on all of the facts and circumstances and is subject to challenge by the IRS.

The Fund may qualify for a specific exemption provided for in the Code and Treasury Regulations for non-US persons (other than dealers in securities including, without limitation, corporations) that restrict their activities in the US to investing or trading in stock and securities (and any other activity closely related thereto) for their own account, pursuant to which such non-US persons will not be treated as engaged in a US trade or business. However, no assurance can be given that the LP will structure its direct and indirect investments so that it can comply with such an exemption.

If the Fund was treated as directly or indirectly engaged in a trade or business in the US, the Fund generally would be required to file a US federal corporate income tax return and to pay US federal income tax on a net basis (at the same rates that are generally applicable to US corporations, currently 35%) in respect of its share of effectively connected income derived from that trade or business. In certain circumstances, the partnerships engaged in these activities may have a tax-withholding obligation – see discussion below.

In addition, if the Fund were treated as being engaged in a US trade or business, the Fund may also be required to pay an additional tax equal to 30% of the “dividend equivalent



amount" for the taxable year (**Branch Profits Tax**), subject to reduction pursuant to the Double Tax Treaty for certain qualified tax residents. For these purposes, the "dividend equivalent amount" is generally the amount of the Fund's earnings and profits effectively connected with a US trade or business for the taxable year, subject to certain adjustments.

As noted above, even if the investing activities of the LP (and, therefore, the Fund) do not give rise to a US trade or business, the Fund may be deemed to be engaged in a US trade or business as a result of directly or indirectly owning an interest in certain partnerships (or entities treated as partnerships for US federal income tax purposes) which are engaged in a US trade or business. Consequently, income and gain realised from that investment would give rise to income effectively connected with a US trade or business and be subject to US income and potentially Branch Profits Tax, as described above. If an entity in which the LP (and, therefore, the Fund) is invested is treated as a partnership for US federal income tax purposes, the character of the income or loss generally flows through to the upper-tier entities (such as the Fund) for these purposes.

Even if the Fund's activities do not constitute a US trade or business for these purposes, gains realised from the sale or disposition of certain stock or securities of US real property holding corporations (as defined in Section 897 of the Code, **USRPHCs**), will be generally subject to US income tax on a net basis, subject to certain exceptions. For these purposes, a USRPHC includes certain interests in US corporations holding US real estate assets having a market value in excess of 50% of the market value of all their real estate assets and other business related assets, subject to certain exceptions. In addition, sales of partnership interests in partnerships owning interests in US real property will also generally be subject to these rules.

## ii) US withholding tax

Assuming that the Fund is not directly or indirectly engaged in a US trade or business, certain types of periodic income (such as dividends, certain "dividend equivalent payments" and certain interest income) received by the Fund from sources inside the US may be subject to US withholding tax at a maximum rate of 30%, subject to certain exceptions. This withholding rate may be reduced if the Non-US Investor is a resident of a country that has a Double Tax Treaty in effect with the US.

Certain types of income are specifically exempt from the 30% withholding tax. The 30% tax generally does not apply to US source capital gains (whether long or short-term) or to interest paid to a non-US corporation on its deposits with US banks, except to the extent that such income is effectively connected with the conduct of a US trade or business or such non-US person is present in

the US for 183 days or more during the year. The 30% tax generally does not apply to interest that qualifies as "portfolio interest." The term "portfolio interest" generally includes interest (including original issue discount) on certain obligations with respect to which the person who would otherwise be required to deduct and withhold the 30% tax receives certain required statements that the beneficial owner of the obligation is not a US person within the meaning of the Code, subject to certain exceptions. For example, the portfolio interest exemption is not available for interest paid to a direct or indirect 10% investor of the issuer of the indebtedness and is subject to certain other limitations. In addition, among other items, certain types of "contingent interest" (generally, interest is determined by the receipts, sales, cash flow, income or profits of the debtor or a related person, or by dividends or partnership distributions made by the debtor or a related person) are excluded from the definition of portfolio interest.

To obtain the benefit of the portfolio interest exemption and in certain other cases to reduce or eliminate withholding, the LP and/or the Fund may be required to deliver certain certifications to the portfolio funds (or their designees) and/or the IRS.

In addition, to the extent that the LP directly or indirectly invests in partnerships having income effectively connected with a US trade or business, such partnerships may be required to withhold US income tax at a tax rate equal to the highest US income tax rate applicable to the LP partners (currently 35%) on all or a portion of the income allocated to the LP by such partnership.

There can be no assurance that income derived by the Fund would not be subject to US withholding tax. Any tax liability incurred by the Fund generally could reduce the Fund's overall economic returns and materially reduce amounts available for ultimate distribution to Non-US Investors.

## c) Tax considerations for non-us investors

A Non-US Investor generally will not be subject to US federal income taxation on distributions from the Fund or on gains recognised on the sale, exchange or redemption of its Units in the Fund where such Non-US Investor's nexus with the US is solely as a result of an investment in the Units. Similarly, Non-US Investors that otherwise are not subject to US federal income tax filing obligations should not become subject to any such filing obligations as a result of their investment in the Fund.

## d) Withholding on certain payments

Under Sections 1471 through 1474 of the Code and Treasury Regulations thereunder (**FATCA**), US federal withholding tax at a rate of 30% will apply to dividends and, beginning after 31 December 2018, to gross proceeds

from the sale or other disposition of, paid to (1) a “foreign financial institution” (as defined for this purpose) unless such institution is exempt from FATCA withholding pursuant to an applicable intergovernmental agreement between the jurisdiction in which it is located and the US, enters into an agreement with the US government to collect and provide to the US tax authorities information regarding US account holders of such institution (which would include certain equity and debt holders of such institution, as well as certain account holders that are foreign entities with US owners) or meets other exemptions or (2) a foreign entity that is not a financial institution, unless such entity is exempt from FATCA withholding pursuant to an applicable intergovernmental agreement between the jurisdiction in which it is located and the US, provides the withholding agent with a certification identifying any substantial US owners of the entity (as defined for this purpose) or meets other exemptions. Foreign financial institutions located in jurisdictions that have an intergovernmental agreement with the US governing these withholding and reporting requirements may be subject to different rules. If FATCA withholding is imposed, an investor that is not a foreign financial institution may under certain circumstances be eligible for a refund or credit of any amounts withheld by filing certain information with the IRS.

#### **e) Future changes in applicable law**

The foregoing description of US income tax consequences of an investment in the Fund and the operations of the Fund is based on laws and regulations that are subject to change through legislative, judicial or administrative action. Other legislation could be enacted that would subject the Fund to income taxes or subject Non-US Investors to increased income taxes.

Non-US Investors should consult their own tax advisors regarding the US federal income tax consequences of investing in, holding and disposing of Units in the Fund.







## 8. Additional information

### 8.1 LP Agreement

The Responsible Entity has entered into an LP Agreement in respect of the Fund's investment in the LP, which is discussed in Section 12.1 of the IPO PDS and which is updated with the disclosure below.

Under the LP Agreement, the LP will continue until the occurrence of a termination event, which includes: 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 as general partner (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 14-year end date of the LP can be extended for a further two 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 the Unitholders resolve by ordinary resolution to remove the GP, the GP must withdraw from its duties under the LP Agreement on three months' notice of that resolution being passed, and a new general partner will be appointed in accordance with the LP Agreement.

Removal of the GP does not terminate the LP itself, which will continue until a termination event occurs as described above. On termination of the LP, the LP will wind up and its surplus assets be distributed to limited partners. In that event, the Responsible Entity expects to distribute the proceeds received to Unitholders and to wind up the Fund.

See also Section 4.1(l) (No direct supervision of investments) for further commentary on the LP Agreement.

### 8.2 Administrative Services Agreement

The GP entered into an Administrative Services Agreement with Cordish Services, which is described in Section 12.2 of the IPO PDS.

Cordish Services, in return for a fee, will provide office space, utilities and administrative services to the GP and leverage the expertise of other key Cordish executives to

assist in administration of the LP. This includes maintaining accounting records and financial reports of the GP and the LP as well as providing investors in the LP with information concerning their investments.

### 8.3 Investment Advisory Agreement

The GP has engaged Dixon Asset Management USA, Inc. to act as Investment Manager under an Investment Advisory Agreement which is summarised in Section 12.3 of the IPO PDS and which is updated with the disclosure below.

The Investment Manager, in return for a fee, shall obtain and evaluate information and advice relating to the economy, securities, and markets, advise on investments to be undertaken or realised by the GP and LP and provide management of assets of the LP. Furthermore, it will advise upon compliance with applicable Australian laws and regulations and the valuation of assets of the Fund on a periodic basis.

The initial 10-year term of the Investment Advisory Agreement may be extended after the initial 10-year period, if the GP approves its continuance at least annually. Unitholder approval is not required for that extension, nor will it be sought. However, at any time following the initial 10-year period Unitholders may resolve by ordinary resolution to terminate that agreement, on three months' notice of the resolution being passed.

The GP may terminate the Investment Advisory Agreement at any time, at its sole discretion, with 30 days' prior written notice and correspondingly, the Investment Manager may terminate the Investment Advisory Agreement at any time with three months' prior written notice. In the event that the Investment Advisory Agreement is terminated, the GP will either appoint a new investment manager or manage the LP's investments internally, at its absolute discretion. The Investment Manager is the sole manager to the LP, however the GP reserves the right to replace the Investment Manager at its sole discretion. Nothing in the Investment Advisory Agreement restricts the Investment Manager from providing management services to any other person. The Investment Advisory Agreement provides no rights to the Investment Manager to be issued Units in the Fund.

As between Cordish Services and the Investment Manager, the GP may pay each party fees for services proportionate to the contribution of resources and services to the GP.

## 8.4 LLC agreement

The LLC Agreement between the GP and its members governs the relationship between the parties with respect to the operations of the GP as described in Section 12.4 of the IPO PDS. All material decisions regarding the operations of the GP require the approval of at least 85% of all members.

## 8.5 Constitution

The Fund is governed by a constitution (**Constitution**) which has been lodged with ASIC.

The respective rights and obligations of the Responsible Entity and the Unitholders are determined by the Constitution, the Corporations Act, and the Listing Rules, together with any exemption and declaration issued by ASIC and the general law relating to trusts. Neither the provision of these laws and rules, nor their effect on the Constitution have been summarised below.

The Constitution is a lengthy and complex document. The following is a summary of the Constitution. Because the summary is brief, Investors should confirm all information by reference to the Constitution itself. If you are unsure about anything, you should seek advice from a financial advisor and examine a copy of the Constitution.

The Constitution deals with a wide range of matters, including:

- applications for Units and the nature of a Unitholder's interest in the Fund;
- the term of the Fund and Unitholders' entitlements on winding up;
- distributions;
- further issues of Units;
- transferability of Units;
- powers of the Responsible Entity;
- Unitholders' meetings;
- Unitholders' liability; and
- the Responsible Entity's fees (see Section 5).

See Section 13.1 of the IPO PDS for further information.

## 8.6 Anti-Money Laundering and Counter-Terrorism Financing Act 2006

The Responsible Entity may be required under the *Anti-Money Laundering/Counter-Terrorism Financing Act 2006* (Cth) or any other law to obtain identification information from Applicants. The Responsible Entity reserves the right to reject any Application from an Applicant (or any transfer

request) where there is a failure to provide the required identification information upon request.

## 8.7 Foreign account tax compliance

The Foreign Account Tax Compliance Act (**FATCA**) is US tax law aimed at financial institutions and other financial intermediaries to prevent tax evasion by US citizens and other US tax residents through use of non-US investments or accounts.

Australia has signed an intergovernmental agreement (**IGA**) with the US to implement FATCA in Australia. The FATCA provisions are in Division 396 in Schedule 1 of the *Taxation Administration Act 1953* (Cth), which is administered by the Australian Taxation Office (**ATO**). Under the IGA and FATCA provisions, Reporting Australian Financial Institutions have due diligence and reporting obligations.

The Responsible Entity, on behalf of the Fund, is a reporting Australian Financial Services Institution under the IGA. The Responsible Entity intends to fully comply with the Fund's FATCA obligations as determined by the FATCA provisions, the IGA, and any associated guidance from the ATO. These obligations include (but are not limited to) the Responsible Entity identifying and documenting the status of an investor in the Fund as a US person, US controlled entity or a non-complying FATCA financial institution. The Responsible Entity, on behalf of the Fund, is then obligated by law to report certain information on applicable investors to the ATO which will in turn report this information to the US Internal Revenue Service.

In order for the Fund to comply with its FATCA obligations, the Responsible Entity is obligated to request certain information from investors. Certain information collected will be reported to the ATO which will in turn report this information to the US Internal Revenue Service.

The Fund and the Responsible Entity are not liable for any loss an investor may suffer as a result of the Fund's compliance with FATCA.

The Responsible Entity will also provide information about the Fund's FATCA status when required so that FATCA withholding is not applied to payments received on its investments (for example dividends paid on US securities). If the Responsible Entity (on behalf of the Fund) suffers any amount of FATCA withholding and is unable to obtain a refund for such withholding, the Responsible Entity (on behalf of the Fund) will not be required to compensate investors for any such withholding and the effects of these amounts will be reflected in the returns of the Fund.

This information is of a general nature only. Please consult your tax advisor should you wish to understand the implications of FATCA to your particular circumstances.

## 8.8 Common Reporting Standard

The common reporting standard (**CRS**) is a global reporting standard for the Automatic Exchange of Financial Information developed by the Organisation for Economic Co-operation and Development (**OECD**). Australia has signed the multilateral convention and legislation to implement CRS in Australia, which has been enacted through Division 396 in Schedule 1 of the *Taxation Administration Act 1953* (Cth), to be administered by the ATO. CRS commenced for Australian financial institutions from 1 July 2017, with the first reporting of information in 2018. Under CRS, Reporting Australian Financial Institutions have due diligence and reporting obligations.

The Fund is an Australian Financial Institution under CRS. The Responsible Entity, on behalf of the Fund, intends to fully comply with the CRS obligations and any associated guidance from the ATO. These obligations include (but are not limited to) the Responsible Entity documenting the status of Investors that are non-residents of Australia and certain entities controlled by non-residents of Australia. The Responsible Entity is then obligated by law to report certain information on applicable investors to the ATO which may in turn report this information to the tax authority in the applicable jurisdictions.

In order to comply with their CRS obligations, the Responsible Entity is obligated to request certain information from investors. Certain information collected will be reported to the ATO which may in turn report this information to the tax authority in applicable jurisdictions. Penalties can apply if investors fail to provide the information or provide false information.

Neither the Fund nor the Responsible Entity are liable for any loss an investor may suffer as a result of their compliance with CRS.

This information is of a general nature only. Please consult your tax advisor should you wish to understand the implications of CRS to your particular circumstances.

## 8.9 Continuous disclosure and documents available for inspection

The Fund is a disclosing entity for the purposes of Section 111AC(1) of the Corporations Act and as such, is subject to regular reporting and disclosure obligations. Broadly, these obligations require the Responsible Entity to:

- prepare and lodge with ASIC both annual and half-yearly financial statements accompanied by a directors' statement and report and an audit or review report;
- make available to Investors upon request a copy of those annual and half-yearly reports and any continuous

disclosure notices given by the Responsible Entity after lodgement of the report and before the date of this PDS;

- within 14 days after the end of each month, tell the ASX the NTA Backing of its quoted securities as at the end of that month; and
- immediately notify the ASX of any information concerning the Fund of which it is, or becomes, aware and which a reasonable person would expect to have a material effect on the price or value of securities in the Fund, subject to certain limited exceptions related mainly to confidential information.

Copies of documents lodged at ASIC in relation to the Fund may be obtained from or inspected at an office of ASIC. Copies of documents lodged with the ASX in relation to the Fund may be obtained from, the ASX website.

Below is a list of all announcements since the Annual Report for the period from 5 May 2016 (registration date) to 31 March 2017 that was announced on 27 July 2017 to the date of this PDS.

**Table 6: Announcements**

DATE	ANNOUNCEMENT
<b>11 Aug 2017</b>	Proxy Form
<b>11 Aug 2017</b>	Notice of General Meeting
<b>10 Aug 2017</b>	Net Tangible Asset Backing & Fund Update
<b>2 Aug 2017</b>	Quarterly Investment Update June 2017
<b>14 Jul 2017</b>	Net Tangible Asset Backing & Fund Update
<b>27 Jun 2017</b>	Annual Report to Unitholders - 31 March 2017

This PDS is issued pursuant to Section 1013FA of the Corporations Act. This enables listed disclosing entities to issue a product disclosure statement with more limited disclosure than would be required of a full-form product disclosure statement where the Fund has been an ASX listed disclosing entity for a period of at least 12 months.

The Responsible Entity will provide a copy of the financial statements for the Fund for the year ended 31 March 2017, the half-year ended 30 September 2016 and any of the announcements referred to above free of charge to any person who requests a copy.

## 8.10 Unit prices

When the Responsible Entity issues Units, it will exercise any discretion it has under the Constitution in relation to

unit pricing in accordance with its unit pricing discretions documentation. You can obtain a copy of any unit pricing discretions documentation at any time on request, at no charge, by contacting us on 1300 454 801.

## 8.11 Incorporation by reference

Regulation 7.9.15DA of the Corporations Regulations provides that this PDS need not include information if that information is in writing and is publicly available in a document other than this PDS, and this PDS refers to the information and provides sufficient details to identify, locate and obtain a copy of that information.

Certain sections of the product disclosure statement issued by the Responsible Entity dated 15 June 2016 (**IPO PDS**) set out important information relevant to your decision whether to invest in Units. You should read those sections of the IPO PDS as well as this PDS before deciding to invest in Units under this PDS.

The sections of the IPO PDS, which are incorporated by reference in this PDS and are taken to be included in it are:

- (a) Privacy section on page III of the IPO PDS;
- (b) Overview of the Fund in Section 5.1 of the IPO PDS;
- (c) Investment objectives and investment term in Section 5.3 and 5.5 of the IPO PDS;
- (d) Overview of permitted investments in Section 5.8 of the IPO PDS;
- (e) Overview of policies in Section 5.10 to 5.16 of the IPO PDS;
- (f) Information about key governance policies in Section 6.11 of the IPO PDS; and
- (g) Information regarding complaints, how you provide instructions, how we deal with private information, the Fund's compliance plan and interested dealings in Sections 13.2 to 13.6 of the IPO PDS.

A copy of these sections extracted from the IPO PDS has been lodged with ASIC along with this PDS, and may also be obtained from the Responsible Entity on request at no charge. To obtain a copy please call 1300 454 801 or download a copy from [www.uspof.com.au](http://www.uspof.com.au). The whole of the IPO PDS is also available on that site for background information.

## 8.12 Consents

Each of the following parties (each a **Consenting Party**) has given their written consent to the inclusion of the statements made by them, or based on statements made by them, in the form and context in which they are included, and have not withdrawn that consent at the date of this PDS:

- Dixon Asset Management USA, Inc. in relation to Sections 1.1 and 3; and
- Deloitte Touche Tohmatsu in relation to the audited financial statements of the Fund in Section 6 and references as auditor of the Fund.

No Consenting Party makes any representation or warranty as to the completeness or appropriateness of any information contained in this PDS, or takes any responsibility for statements in this PDS, other than as noted above. None of the Consenting Parties has authorised or caused the issue of this PDS or makes any offer of Units.

References are also made in this PDS to entities that have certain dealings with the Responsible Entity in respect of the Fund. These entities have been referred to for information purposes only.

No Consenting Party authorised or caused the issue of this PDS and have had no involvement in the preparation of any part of this PDS. None of these named firms, companies or entities makes any offer of Units. They include King & Wood Mallesons and Boardroom Pty Limited.







## 9. Glossary

<b>A\$ or \$</b>	Australian dollars
<b>Additional Limited Partners</b>	Limited partners added to the LP following the initial limited partners (the current limited partners are the Fund, Cordish Private Ventures, CDW III and Walsh Trust)
<b>Administrative Services Agreement</b>	The agreement between the GP and Cordish Services in relation to the provision of administrative services and back office infrastructure
<b>Advisory Board</b>	The Advisory Board of the Investment Manager
<b>AEST</b>	Australian Eastern Standard Time
<b>AFSL</b>	Australian Financial Services Licence
<b>Applicant</b>	An applicant for Units under this PDS
<b>Application</b>	An application for Units pursuant to this PDS
<b>Application Form</b>	An application form in the form attached to this PDS and the online Application Form available at <a href="http://www.uspof.com.au">www.uspof.com.au</a>
<b>Application Monies</b>	The Application Price multiplied by the number of Units applied for
<b>Application Price</b>	\$1.52 for each Unit applied for
<b>ASIC</b>	Australian Securities and Investments Commission
<b>ASX</b>	Australian Securities Exchange
<b>ASX Listing Rules</b>	The official listing rules of the ASX
<b>ATO</b>	The Australian Taxation Office (the principal revenue collection agency for the Australian Government in charge of administering the Australian taxation system)
<b>Business Day</b>	A day, other than a Saturday or Sunday, on which banks open for general banking business in Sydney
<b>CDW III</b>	Cordish Dixon III Australian Wholesale Fund (ABN 16 352 886 446)
<b>CGT</b>	Capital gains tax
<b>Code</b>	The US Internal Revenue Code of 1986, as amended
<b>Constitution</b>	The constitution of the Fund
<b>Cordish Companies</b>	The Cordish Companies and its subsidiaries
<b>Cordish Private Ventures</b>	Cordish Private Ventures, LLC
<b>Cordish Services</b>	Pratt Street Services Corporation, LLC
<b>Corporations Act</b>	<i>Corporations Act 2001</i> (Cth)

<b>CRS or Common Reporting Standard</b>	A set of standardised rules developed by the OECD that requires financial institutions resident in a participating jurisdiction to implement due diligence procedures to document and identify reportable accounts, as well as report information on those accounts to their local tax authority
<b>Directors</b>	The board of directors of the Responsible Entity
<b>Double Tax Treaty</b>	The US protocol signed in Canberra on 27 September 2001, which amends the Convention of 6 August 1982 between Australia and the US of America for the Avoidance of Double Taxation
<b>Estimated NTA</b>	The estimated unaudited net tangible asset value per Unit of the Fund before withholding tax on unpaid distributions
<b>Evans Dixon Group or Evans Dixon</b>	Evans Dixon Pty Limited (ACN 609 913 457) and its subsidiaries
<b>FATCA</b>	Foreign Account Tax Compliance Act, a US tax law aimed at financial institutions and other financial intermediaries to prevent tax evasion by US citizens and other United States tax residents through use of non-US investments and accounts
<b>Fund</b>	US Select Private Opportunities Fund III (ARSN 612 132 813)
<b>Fund I</b>	US Select Private Opportunities Fund (ARSN 158 625 284)
<b>Fund II</b>	US Select Private Opportunities Fund II (ARSN 162 057 089)
<b>General Partner or GP</b>	US Select Private Opportunities Fund III GP, LLC
<b>General Meeting</b>	A General Meeting of Unitholders is intended to be held on or around 8 September 2017 to approve the issue of up to 24 million new Units to satisfy Applications under the Offer including oversubscriptions
<b>GST</b>	The value added tax, if any, on goods and services and other things payable in accordance with the GST Act or another relevant and applicable legislation or law in Australia
<b>GST Act</b>	<i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth)
<b>Hurdle Rate</b>	Minimum rate of return for the GP's entitlement to the performance fee equal to a cumulative, non-compounded, pre-tax return of 8% per annum on all capital contributed to the LP (and not yet returned by distribution to limited partners)
<b>IPO PDS</b>	The product disclosure statement dated 15 June 2016 for the initial public offer of Units in the Fund
<b>Investment Manager</b>	Dixon Asset Management USA, Inc.
<b>Investment Advisory Agreement</b>	The amended and restated investment advisory agreement between the GP and the Investment Manager dated 21 July 2016
<b>Investor</b>	A successful Applicant or an investor in Units
<b>Issue Date</b>	The date of issue of Units to Unitholders following the Offer Closing Date
<b>Licensee</b>	A holder of an AFSL who has introduced an Applicant to the Offer. Such Licensees may include a related party of the Responsible Entity such as Dixon Advisory & Superannuation Services Limited and Evans and Partners Pty Ltd, each a related party of the Responsible Entity
<b>LLC Agreement</b>	The agreement between the GP and its shareholders dated June 2016
<b>LP</b>	US Select Private Opportunities Fund III, L.P., a Cayman Islands exempted limited partnership
<b>LP Agreement</b>	The amended and restated limited partnership agreement governing the LP dated 21 July 2016
<b>NAV</b>	Net asset value

<b>NTA</b>	Net tangible assets
<b>OECD</b>	The Organisation for Economic Co-operation and Development
<b>Offer</b>	The offer of Units under this PDS to raise gross proceeds of up to \$10.94 million with the ability to accept oversubscriptions up to a maximum of \$36.48 million
<b>Offer Closing Date</b>	The date by which valid acceptances must be received by the Responsible Entity being 1 September 2017 or such other date determined by the Responsible Entity in its absolute discretion
<b>Offer Opening Date</b>	The first date Applications can be accepted under this PDS, being 11 August 2017
<b>PDS</b>	This product disclosure statement dated 11 August 2017 and lodged with ASIC on that date
<b>Registry</b>	Boardroom Pty Limited (ACN 003 209 836)
<b>Responsible Entity</b>	Walsh & Company Investments Limited (ACN 152 367 649) (AFSL 410 433)
<b>RITC</b>	Reduced input tax credit arising under the GST Act
<b>Securities Act</b>	<i>US Securities Act of 1933</i>
<b>US\$</b>	US dollars
<b>Unit</b>	An ordinary unit in the Fund, being an undivided share in the beneficial interest in the Fund
<b>Unitholder</b>	A holder of a Unit
<b>US</b>	The United States of America
<b>US Person</b>	Any “US Person” as defined in Regulation S under the <i>US Securities Act of 1933</i>
<b>Walsh &amp; Company</b>	Walsh & Company Investments Limited (ACN 152 367 649)
<b>Walsh Trust</b>	Dixon Associates PEIII Wholesale Fund, a wholesale Fund [controlled] by a member of the same group as Walsh & Company
<b>WSJ Prime Rate</b>	The Wall Street Journal Prime Rate (the Wall Street Journal surveys the 30 largest banks and when three-quarters of them change, the Wall Street Journal changes its rate effective on the day the Journal publishes the new rate)



## 10. Directory

### Fund

#### US Select Private Opportunities Fund III

(ARSN 612 132 813)

Level 15, 100 Pacific Highway  
NORTH SYDNEY NSW 2060

**T:** 1300 454 801

**F:** 1300 883 159

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

[www.uspof.com.au](http://www.uspof.com.au)

### 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](mailto:info@walshandco.com)

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

### Auditor

#### Deloitte Touche Tohmatsu

Grosvenor Place, 225 George Street  
SYDNEY NSW 2000

### Australian Legal Advisor

#### King & Wood Mallesons

Level 61, Governor Phillip Tower  
1 Farrer Place  
SYDNEY NSW 2000

### Unit Registry

#### Boardroom Pty Limited

Level 12, 225 George Street  
SYDNEY NSW 2000

**T:** 1300 737 760

**F:** 1300 653 459

**E:** [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au)

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



# 11. How to invest

## 10.1 Applications

To make an application for Units in the Fund, you must use the Application Form (being the hard copy form made available with this PDS or the online Application Form available from [www.uspof.com.au](http://www.uspof.com.au) and complete the Application Form in accordance with the instructions contained within the Application Form.

Applications for Units under the Offer received after 5:00pm (AEST) on the Offer Closing Date will not be accepted and will be returned to Investors.

The minimum investment is 1,316 Units equating to \$2,000.32.

Applications must be accompanied by payment in Australian currency. Applications made using the online Application Form must submit payment via BPAY.

Cheques should be made payable to “**US Select Private Opportunities Fund III**” and crossed “**Not Negotiable**”. Payments by cheque will be deemed to have been made when the cheque is honoured by the bank on which it is drawn. The amount payable on Application will not vary during the period of the Offer and no further amount is payable on the issue of Units. No brokerage or stamp duty is payable by Applicants.

Completed hard copy Application Forms and accompanying cheques may be lodged with:

### POSTAL

US Select Private Opportunities Fund III Offer  
c/- Walsh & Company Investments Limited  
GPO Box 575 CANBERRA, ACT 2601

### HAND DELIVERED

#### Canberra

US Select Private Opportunities Fund III Offer  
c/- Walsh & Company Investments Limited Level 1, 73  
Northbourne Avenue CANBERRA, ACT 2600

#### Sydney

US Select Private Opportunities Fund III Offer  
c/- Walsh & Company Investments Limited Level 15, 100  
Pacific Highway NORTH SYDNEY, NSW 2060

or

c/- Evans and Partners, Level 5, 5 Martin Place, SYDNEY  
NSW 2000

#### Melbourne

US Select Private Opportunities Fund III Offer  
c/- Walsh & Company Investments Limited Level 2,  
250 Victoria Parade EAST MELBOURNE, VIC 3002

or

c/- Evans and Partners, Mayfair Building, 171 Collins Street,  
MELBOURNE, VIC 3000

Application Forms will be accepted at any time after the Offer Opening Date and prior to 5:00pm (AEST) on the Offer Closing Date.

The Responsible Entity may close the Offer at any time without prior notice or extend the period of the Offer.

## 11.2 Offer not underwritten

The Offer is not underwritten.

## 11.3 Issue of Units

It is expected that issue of Units under the Offer will take place on or around 8 September 2017. Application Monies will be held in a separate account until Units are issued. This account will be established and kept by the Responsible Entity on behalf of the Applicants. The Responsible Entity may retain any interest earned on the Application Monies pending the issue of Units to Investors.

The Application constitutes an offer by the Applicant to subscribe for Units on the terms and subject to the conditions set out in this PDS and the Constitution, which may be accepted or rejected by the Responsible Entity in its discretion. Where the number of Units issued is less than the number applied for, or where no Units are issued, the surplus Application Monies will be returned within seven days of the Offer Closing Date. Interest will not be paid on refunded Application Monies to Applicants.

## 11.4 Overseas Applicants

Only Applicants who have a permanent address in Australia can participate in the Offer. The Offer does not constitute an offer in any place in which, or to any person

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to whom, it would be unlawful to make such an offer. It is the Responsible Entity's intention, and, to the extent within its control, that the Responsible Entity shall use its commercially reasonable efforts to ensure that the Units not be resold to any persons, including US Persons (as defined), other than persons who have a permanent address in Australia.

This document is not an offer or an invitation to acquire securities or financial products in any country other than Australia. In particular, this document does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States of America or to, or for the account or benefit of, any US Person, as defined in Regulation S under the Securities Act.







**G (CONTINUED)**

Country of Tax Residence	Tax Identification Number (TIN) or equivalent	Reason Code if no TIN provided

If a TIN or equivalent is not provided, please provide reason from the following options:

- Reason A: The country/jurisdiction where the individual is resident does not issue TINs to its residents.
- Reason B: The individual is otherwise unable to obtain a TIN or equivalent number. (Please explain why the individual is unable to obtain a TIN in the below table if you have selected this reason.)
- Reason C: No TIN is required. (Note: Only select this reason if the domestic law of the relevant jurisdiction does not require the collection of a TIN issued by such jurisdiction.)

If Reason B has been selected above, explain why you are not required to obtain a TIN

**SECTION II – ENTITIES**

Please fill in this Section II only if you are an entity. If you are an individual, please fill Section I.

3 Are you an Australian retirement fund, such as a self-managed superannuation fund, retail super fund or industry super fund?

☐ **YES** (Continue to Section H)

☐ **NO** (Continue to Question 4)

4 Are you a family trust or private company only tax resident in Australia, with 50% or more of gross income in the preceding calendar year being passive and 50% or more of the assets held in the preceding calendar year held for the production of passive income?

☐ **YES** (Continue to Question 5)

☐ **NO** (We may contact you for more information)

5 Does one or more of the following apply to you:

- Is any natural person that exercises control over you (for corporations, this would include directors or beneficial owners who ultimately own 25% or more of the share capital) a tax resident of any country outside of Australia?
- If you are a trust, is any natural person including trustee, protector, beneficiary, settlor or any other natural person exercising ultimate effective control over the trust a tax resident of any country outside of Australia?

☐ **NO** (Continue to Section H)

☐ **YES** (We may contact you for more information)

**H PLEASE ENTER DETAILS OF THE CHEQUE/S THAT ACCOMPANY THIS APPLICATION FORM:**

Drawer	<input type="text"/>	Cheque No.	<input type="text"/>	BSB No.	<input type="text"/>	Acc No.	<input type="text"/>	<input type="text"/>
Drawer	<input type="text"/>	Cheque No.	<input type="text"/>	BSB No.	<input type="text"/>	Acc No.	<input type="text"/>	<input type="text"/>
								Total A\$ <input type="text"/>

**I CONTACT TELEPHONE NUMBER (DAYTIME / WORK / MOBILE)**

**J EMAIL ADDRESS**

**K UNITHOLDER COMMUNICATIONS**

All correspondence will be sent electronically unless legally required otherwise or unless the box below is ticked:

Printed copy of Unitholder communications required ☐

**L ANNUAL REPORTS**

Annual reports will be published on the Fund's website. If you still wish to receive a copy free of charge, all correspondence will be sent electronically unless legally required or the box below is ticked.

Printed copy (posted) ☐

**M INFORMATION FROM THE RESPONSIBLE ENTITY**
☐

Please check this box if you wish to receive information about other investment opportunities or products from the Responsible Entity or entities related to the Responsible Entity.

By submitting this Application Form, I/we declare that this Application Form is completed and lodged according to the PDS and the instructions on the Application Form and declare that all details and statements made by me/us are complete and accurate.

I/We agree to be bound by the constitution of the US Select Private Opportunities Fund III and the PDS. I/We received the PDS together with the Application Form or a print out of them. I/We represent, warrant and undertake to the Fund that our subscription for the above Units will not cause the Fund or me/us to violate the laws of Australia or any other jurisdiction which may be applicable to this subscription for Units in the Fund.

## Declaration

By submitting this Application Form with your Application Monies, I/we declare that I/we:

- apply for the number of Units that I/we specified in Section A above (or a lower number allocated in a manner allowed under the PDS);
- am/are over 18 years of age;
- acknowledge that neither the Fund, the Responsible Entity nor any person or entity guarantees any particular rate of return on the Units, nor do they guarantee the repayment of capital;
- acknowledge, warrant and agree that I/we am/are not in the United States or a US Person and am/are not acting for the account or benefit of a US Person;
- represent, warrant and agree that I/we have not received the PDS outside Australia and am/are not acting on behalf of a person resident outside Australia unless the Units may be offered
- in my/our jurisdiction without contravention of the security laws of the jurisdiction or any need to register any of the PDS, the Units or the Offer; and
- have read and understand the PDS including the risks.

## Lodgement

Deliver your completed Application Form with cheque/s attached (made payable to US Select Private Opportunities Fund III Trust Account and marked “not negotiable”) attached to the following address: US Select Private Opportunities Fund III c/- Walsh & Company Investments Limited

### POSTAL

US Select Private Opportunities Fund III  
c/- Walsh & Company Investments Limited  
GPO Box 575  
Canberra ACT 2601

### HAND DELIVERED

**Canberra** US Select Private Opportunities Fund III  
c/- Walsh & Company Investments Limited  
Level 1, 73 Northbourne Avenue, Canberra ACT 2601

**Sydney** US Select Private Opportunities Fund III  
c/- Walsh & Company Investments Limited  
Level 15, 100 Pacific Highway, North Sydney NSW 2060  
US Select Private Opportunities Fund III  
c/- Evans and Partners  
Level 5, 5 Martin Place, Sydney NSW 2000

**Melbourne** US Select Private Opportunities Fund III  
c/- Walsh & Company Investments Limited  
Level 2, 250 Victoria Parade, East Melbourne VIC 3002  
US Select Private Opportunities Fund III  
c/- Evans and Partners  
Mayfair Building, 171 Collins Street, Melbourne VIC 3000

It is not necessary to sign or otherwise execute the Application Form. If you have any questions as to how to complete the Application Form, please contact Walsh & Company Investments Limited on 1300 454 801.

Privacy Statement: Boardroom Pty Limited advises that Chapter 2C of the Corporations Act 2001 (Cth) requires information about you as a Unitholder (including your name, address and details of the Units you hold) to be included in the public register of the entity in which you hold Units. Information is collected to administer your Unit holding and if some or all of the information is not collected then it might not be possible to administer your Unit holdings. Your personal information may be disclosed to the entity in which you hold Units. You can obtain access to your personal information by contacting us at the address or telephone number shown on the Application Form. Our privacy policy is available on our website ([www.boardroomlimited.com.au/privacy.html](http://www.boardroomlimited.com.au/privacy.html))

## Guide to the Application Form

### YOU SHOULD READ THE PDS CAREFULLY BEFORE COMPLETING THIS APPLICATION FORM

Please complete all relevant sections of the appropriate Application Form using **BLOCK LETTERS**. These instructions are cross-referenced to each section of the Application Form. Please note that capitalised terms have the same meanings given to the names in the Glossary.

**A & B** If applying for Units insert the number of Units for which you wish to subscribe at **Section A**. Multiply by the Application Price of \$1.52 per Unit to calculate the total for Units and enter the amount (not less than \$2,000.32) at **Section B**.

**C** Write your **full name**. Initials are not acceptable for first names.

**D** Enter your **postal address** for all correspondence. All communications to you from the Fund will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

**E** Enter your **CHESS Holder Identification Number**.

**F** Enter your **Australian tax file number** (TFN) or ABN or exemption category, if you are an Australian resident. Where applicable, please enter the TFN/ABN of each joint Applicant. Collection of TFN's is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application Form. See Section 7.3 of the PDS for the consequences of not supplying your TFN.

**G** **FATCA definitions**

- **US Citizen** means a citizen of the United States of America.
- **Resident of the US for Tax Purposes** includes (but is not limited to) someone who has a lawful permanent resident status in the United States (e.g. a "green card" holder) or someone who is considered a US taxpayer under the applicable US tax laws.

**H** Complete cheque details as requested. Make your cheque payable to **"US Select Private Opportunities Fund III Trust Account"** and crossed **"Not Negotiable"**. Cheques must be made in Australian currency, and cheques must be drawn on an Australian Bank.

**I** Enter your **telephone number** so we may contact you regarding your Application Form or Application.

**J** Enter your **email address** so we may contact you regarding your Application Form or Application or other correspondence.

**K & L** The Fund encourages you to receive Unitholder correspondence and the Annual Report electronically. The benefits to Unitholders are in the potential cost savings and the faster delivery of information. The benefits to the environment are also substantial.

## Correct Forms of Registrable Title

Note that **ONLY** legal entities can hold the Units. The Application must be in the name of a natural person/s, companies or other legal entities acceptable to the Responsible Entity. At least one full given name and surname is required for each natural person. Examples of the correct form of registrable title are set out below.

TYPE OF INVESTOR	CORRECT FORM OF REGISTRABLE TITLE
<b>Individual</b>	Mr John David Smith
<b>Company</b>	ABC Pty Ltd
<b>Joint Holders</b>	Mr John David Smith & Mrs Mary Jane Smith
<b>Trusts</b>	Mr John David Smith <J D Smith Family A/C>
<b>Deceased Estates</b>	Mr Michael Peter Smith <Est Ltd John Smith A/C>
<b>Partnerships</b>	Mr John David Smith & Mr Ian Lee Smith
<b>Clubs/Unincorporated Bodies</b>	Mr John David Smith <Smith Investment A/C>
<b>Superannuation Funds</b>	John Smith Pty Limited <J Smith Super Fund A/C>

