



**CORDISH  
DIXON**

PRIVATE EQUITY FUND III

# Annual Financial Report

FOR THE YEAR ENDED  
**31 MARCH 2019**

**ARSN 612 132 813**

## **RESPONSIBLE ENTITY**

**WALSH & COMPANY**

INVESTMENTS LIMITED

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



# Directory

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

## Cordish Dixon Private Equity Fund III

(ARSN 612 132 813)

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

**T** 1300 454 801

**F** 1300 883 159

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

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

## The ASX code is CD3

---

### Auditor

**Deloitte Touche Tohmatsu**

Grosvenor Place  
225 George Street  
SYDNEY NSW 2000

**T** +61 2 9322 7000

**F** +61 2 9322 7001

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

---

## Responsible Entity

**Walsh & Company  
Investments Limited**

(ACN 152 367 649)

(AFSL 410 433)

Level 15, 100 Pacific Highway  
NORTH SYDNEY NSW 2060

**T** 1300 454 801

**F** 1300 883 159

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

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

---

## Unit Register

**Boardroom Pty Limited**

Level 12, 225 George Street  
SYDNEY NSW 2000

**T** 1300 737 760 (Australia)

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

**F** 1300 653 459

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

---

## Directors

Alex MacLachlan  
Warwick Keneally  
Mike Adams

---

## Secretaries

Caroline Purtell  
Hannah Chan

# Contents

REPORT TO UNITHOLDERS	I
MANAGER'S REPORT	IV
CORPORATE GOVERNANCE STATEMENT	1
DIRECTORS' REPORT	9
AUDITOR'S INDEPENDENCE DECLARATION	16
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	18
STATEMENT OF FINANCIAL POSITION	19
STATEMENT OF CHANGES IN EQUITY	20
STATEMENT OF CASH FLOWS	21
NOTES TO THE FINANCIAL STATEMENTS	23
DIRECTORS' DECLARATION	48
INDEPENDENT AUDITOR'S REPORT TO THE UNITHOLDERS OF CORDISH DIXON PRIVATE EQUITY FUND III	50
UNITHOLDER INFORMATION	55



# Report to Unitholders

---

**For the year ended 31 March 2019**

---

Dear Unitholders,

We are very pleased to provide you with the annual report on the performance of the Cordish Dixon Private Equity Fund III (**Fund**) for the twelve-month period ended 31 March 2019 (**FY19**).

Although the Fund is in the relatively early stages of its investment life, the performance of the Fund on a total return basis over FY19 has been strong with an NTA return of 17.6%.

Financial results were also strong this year, with the Fund posting a net profit of \$18.4 million or 25.50 cents per Unit, compared with a net profit of \$0.2 million or 0.32 cents per Unit for the previous financial year (**FY18**). The key component of this result was a \$13.6 million fair value movement gain on the Fund's investment in the US Select Private Opportunities Fund III, L.P. (**LP**). The LP is the investment vehicle through which the Fund's investments in the underlying US private investment funds are made. At 31 March 2019, the Fund had pre-tax net assets of \$126.2 million representing \$1.75 per Unit and post-tax net assets of \$125.2 million representing \$1.74 per Unit.

The Fund's investment objectives are to provide Unitholders with exposure to a portfolio of investments in small and mid-market private investment funds and privately held companies, predominantly in the United States (**US**), and capital growth over a five to ten-year investment horizon. Through the Fund's investment vehicle, US Select Private Opportunities Fund III, L.P. (**LP**), the Fund is committed across 13 highly attractive US private investment funds all focused on small-to-mid-market private investment opportunities, for a total commitment of US\$117.5 million. The 13 funds are predominantly in the investment stage with the aggregate investment amount deployed in 91 underlying companies. However, over FY19 three of the underlying investee businesses were recapitalised and a distribution made to the LP which enabled the Fund to pay its maiden distribution of \$0.013 per Unit in December 2018.

At 31 March 2019, US\$68.5 million (or 60.1% of total funds committed) to the LP had been called. The Fund's proportionate share of this is approximately US\$48.8 million (a 71.2% share).

During the period, the LP received 44 drawdown requests and 10 capital returns for a total net position paid of US\$21.2 million. At 31 March 2019, net drawdown requests from underlying investments were approximately US\$61.1million (or 52.0% of total commitments).

---

I would like to thank Unitholders for their continued support as we offer Australian investors the opportunity to gain exposure to small-to-mid-market US-based private investment firms.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'AM', with a stylized, flowing script.

**Alex MacLachlan**

Chairman of Walsh & Company Investments Limited

30 May 2019





# Manager's Report

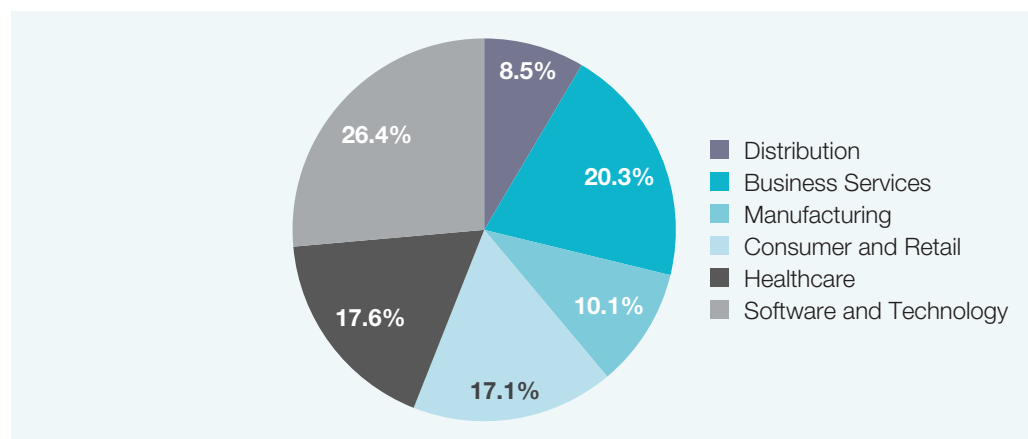
---

**For the year ended 31 March 2019**

---

At year end, the LP had US\$117.5 million of total capital commitments to 13 underlying investment partners.

A snapshot of the portfolio by underlying fund exposure as at 31 March 2019 is shown below.



## Bertram Growth Capital III, L.P.

In Q2 of calendar 2018, Bertram called capital for the acquisition of platform company Registrar Corp. Registrar is provider of U.S. Food and Drug Administration (FDA) compliance software and services to domestic and foreign food & beverage, medical device, drug, and cosmetic facilities. Bertram also called capital for two other platform investments in Q3 and Q4 for two additional acquisition of platform companies, BearCom and Best Version Media. BearCom is the largest value-added distributor of mission and business-critical communications solutions in the Motorola dealer network, serving over 20,000 commercial, industrial, and government customers across North America. Best Version Media is a hyper local media and marketing company serving neighbourhoods across the U.S.

## DFW Capital Partners V, L.P.

In Q2 of 2018, DFW called capital for the investment in new platform investment Resource Pro. Resource Pro is a leading provider of strategic business process management and outsourcing to the insurance industry. The company is focused on delivering dedicated back-office and business analytics support to insurance agencies, managing general agents, wholesale distributors, insurance program managers, TPAs and specialty insurance carriers.

---

In Q3 of 2018, DFW called capital for the acquisition of two new platform companies, Restoration and Recovery and Continuum Research Group. Restoration and Recovery is a leading national provider of post-construction stormwater management services to client facilities in the United States and Puerto Rico. Continuum Research Group is a holding company formed to serve as a platform for acquiring outsourced service providers in the clinical research sector, which could operate on an independent, or potentially consolidated, basis.

In Q1 of 2019, DFW called capital for the acquisition of Sev1Tech. Sev1Tech is a provider of information technology engineering, cloud hosting, and cybersecurity services to the federal government.

### **Elephant Partners I, L.P.**

Elephant did not have any significant investment activity during the year.

### **Encore Consumer Capital Fund III, L.P.**

In Q2 of 2018, Encore called capital for the acquisition of new platform company Tender Belly. Tender Belly is a high-growth premium bacon and pork products brand. The company is focused on developing and marketing pork products that are highly differentiated in both taste and quality.

In Q1 of 2019, Encore called capital for the acquisition of another new platform company Tourtellot & Co. Tourtellot & Co. is based in Warwick, Rhode Island, is a full-line produce distributor specialising in serving supermarkets in the New England region.

### **Gemspring Capital Fund I, L.P.**

Gemspring called capital for two platform company investments in Q4 of 2018, TMP Worldwide and A10 Capital. TMP Worldwide is a provider of enterprise recruiting and marketing software and digital services. A10 Capital is a provider of middle market commercial real estate financing solutions. The company originates loans secured by commercial real estate primarily consisting of office, retail, and industrial properties located in primary and secondary markets.

### **Growth Street Partners I, L.P.**

In Q1 of 2018, Growth Street called capital for the acquisition of portfolio company Visual Lease. Visual Lease is a Software-as-a-Service (**SaaS**) lease management and accounting solution. The company was founded in 1995 by an entrepreneur in the industry and is based in Woodbridge, New Jersey. In Q3 of 2018, Growth Street called capital for the acquisition of portfolio company Hotel Effectiveness. Hotel Effectiveness is a SaaS labour management platform specifically developed for the hotel industry. The company has a large and diverse customer base and was founded in 2007.

---

## **Incline Equity Partners IV, L.P.**

In Q4 of 2018, Incline called capital for two platform investments, Caldwell & Gregory and Charter Industries. Caldwell & Gregory owns and services over 50,000 laundry machines across 23 states and the District of Columbia, providing premium equipment, room design, customer service, and maintenance to its college and multifamily customers. The company operates under exclusive, long-term contracts with its customers. Charter Industries distributes PVC and veneer edge banding to the education, commercial, healthcare, retail, and office space industries. Charter serves local and regionally focused case good/furniture manufacturers and installers through 5 branch locations across the continental U.S.

## **Luminate Capital Partners, L.P.**

In Q4 of 2018, Luminate Capital Partners called capital for the acquisition of platform company AutoQuotes. AutoQuotes is the leading technology company for the foodservice equipment and supplies industry.

## **NMS Fund III, L.P.**

In Q4 of 2018, NMS invested in two new platform companies, U.S. Foot & Ankle Specialists and U.S. Urology Partners. U.S. Foot & Ankle Specialists is a podiatry practice providing a full range of services, offering general podiatry, advanced treatment options for diabetic conditions, and arthroscopic and foot surgery. U.S. Urology Partners is a urology practice providing a full range of services, offering general urology, advanced treatment options for prostate and bladder cancer, and other ancillary services.

## **Peakspan Capital Fund I, L.P.**

PeakSpan made a number of platform investments throughout the year, investing in Cordial, GroupBy, Inference, PetDesk, and Zingle. Cordial is a leading provider of adaptive messaging solutions, enabling enterprise clients to deliver highly-personalised communications to customers across channels and devices at scale, based on real-time data. GroupBy is a leading provider of site search navigation, personalisation, recommendation and product discovery solutions for retailers. Inference is a leading provider of next generation omni-channel interactive voice response and intelligent virtual agent solutions that elegantly orchestrate and automate complex customer engagement tasks for clients across a host of industry verticals. PetDesk is a provider of SaaS pet care customer engagement software. Finally, Zingle is a provider of mobile customer service solutions, enabling businesses across a variety of industries and use cases to more effectively and efficiently communicate with their end customers, driving increased customer satisfaction, revenue uplift and cost savings through process and workflow automation.

---

## **Telescope Partners I, L.P.**

In Q2 of 2018, Telescope invested in TopBox. TopBox analyses customer interactions across communication channels, enabling clients to quickly identify and resolve customer and prospect friction points.

## **Trive Capital Fund II, L.P.**

Trive once again had an extremely busy year in terms of investment progress. In Q2 of 2018, Trive recapitalized Lucky Bucks, resulting in distributions of US\$590,082. Redmond & Greer was also recapitalized in Q2, resulting in a US\$565,155 distribution. In May, Trive acquired SSW Holding Company. SSW, founded in 1946, manufactures steel and glass components for food preservation, cooking, and home comfort markets. Trive also acquired Wellman Dynamics Corporation. Wellman is an aerospace supplier known for manufacturing large scale, complex magnesium and aluminium castings for the defence and commercial aerospace markets and other industrial segments. In October, Trive sold Core Appalachia, resulting in a US\$1,430,094 distribution. Trive also sold Circle8 and uSell in November, resulting in a total distribution of US\$516,667. In December, Trive invested in Florida Spine and Joint Institute. Florida Spine and Joint Institute is a leading provider of full spectrum spinal and extremity care services, offering imaging, chiropractic, pain management, and surgical services. Finally, Trive also acquired California Brazing in December. California Brazing was founded in 2002 and is a leading manufacturer of complex, high tolerance components for space, aircraft connectivity, specialty electronic and various defence applications.

---

## US Select Direct Private Equity II, L.P.

US Select Direct II had a very successful year in terms of capital deployment, completing nine investments between February and October. US Select Direct II invested in ResourcePro, Jet Linx, Total Care Rx, Rimini Street, SpinCar, Next Level, Nosara Capital Management, iES, and Shorecal.

ResourcePro is an investment that was completed alongside long-time partner DFW (see above).

Jet Linx is an asset and capital light, dual-sided marketplace operating in the private aviation sector. On the one side, the company manages the third largest fleet of private aircraft in the United States on behalf of aircraft owners, while on the other side, the company operates a membership program whereby individual and corporate members pay a membership fee plus a fixed a la carte hourly charter rate to access the managed fleet.

Total Care Rx is a specialty pharmaceutical business with a focus on filling, managing and delivering medication for chronically ill patients – primarily for organ transplant recipients and residents in long term aged care facilities.

Rimini Street is a global provider of enterprise software support and maintenance.

SpinCar provides software products for digital retailing, merchandising, and digital marketing services for traditional auto dealerships.

Next Level is a designer and provider of branded activewear to the fashion basics segment of the US wholesale wearables promotional products industry. Next Level was founded in 2003 and is headquartered in Los Angeles, California.

Nosara Capital Management is the management company of Nosara Capital. Nosara Capital Management is a London and New York based newly formed growth equity manager that raised its inaugural fund in 2018.

iES was founded in 2005 and is based in New York City, New York. iES is a technology enabled provider of demand response solutions to more than 160 commercial office buildings.

Shorecal Limited is the largest franchisee of Domino's Pizza Restaurants in Northern Ireland and the Republic of Ireland. The company operates 27 stores across the two regions, and has a plan for 3-4 new store openings in 2019.



# Corporate Governance Statement

---

**For the year ended 31 March 2019**

---

## Overview

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

The directors of the Responsible Entity (**Board**) recognise the importance of good corporate governance.

The Fund's corporate governance charter, which incorporates the Fund's policies referred to below, (**Corporate Governance Charter**) is designed to ensure the effective management and operation of the Fund and will remain under regular review. The Corporate Governance Charter is available on the Fund's website **cordishdixonfunds.com.au**.

A description of the Fund's adopted practices in respect of the eight principles and recommendations from the 3<sup>rd</sup> Edition of the *ASX Corporate Governance Principles and Recommendations* (ASX Recommendations) is set out below. All these practices, unless otherwise stated, were in place throughout the year and to the date of this report.

# 1. Lay solid foundations for management and oversight

## Board roles and responsibilities

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

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

The Board has established a formal policy which sets out its functions and responsibilities (**Board Policy**). The Board Policy is set out in section 2 of the Corporate Governance Charter. A review of the Board Policy is conducted annually.



## 2. Structure the board to add value

### Composition of the Board

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

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

- Alex MacLachlan
- Warwick Keneally
- Mike Adams (appointment effective 9 July 2018).
- Tristan O'Connell resigned as a director of the Responsible Entity effective 9 July 2018.

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

The current Board is not independent. The Board, however, has established a compliance committee (**Compliance Committee**) with a majority of independent members, who are responsible for monitoring the extent to which the Responsible Entity complies with the Fund's constitution, compliance plan and any relevant regulations. The Compliance Committee must provide a report to the Board at least on a quarterly basis and report to the Australian Securities & Investments Commission (**ASIC**) if it is of the view that the Responsible Entity has not complied with the Fund's constitution, compliance plan or any relevant regulations.

The Fund recognises the ASX Recommendations with respect to establishing remuneration, audit, risk and nomination committees as good corporate governance. However, considering the size of the Fund, the functions that would be performed by these committees are best undertaken by the Board.

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

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

### 3. Promote ethical and responsible decision making

#### Code of conduct

The Board has adopted a Code of Conduct set out in Section 5 of the Corporate Governance Charter to define the basic principles of business conduct of the Fund and the Responsible Entity. This Code requires the Fund's personnel to abide by the policies of the Fund and the law. The Code is a set of principles giving direction and reflecting the Fund's approach to business conduct and is not a prescriptive list of rules for business behaviour.

#### Unit trading policy

The Board of the Responsible Entity has established a Unit Trading Policy set out in Section 6 of the Corporate Governance Charter to apply to trading in the Fund's units on the ASX. This policy outlines the permissible dealing of the Fund's units while in possession of price sensitive information and applies to all directors of the Responsible Entity.

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

#### Insider trading policy

The Board of the Responsible Entity has established an Insider Trading Policy set out in Section 7 of the Corporate Governance Charter to apply to trading in the Fund's units on the ASX. This policy applies to all directors, executives and employees of the Responsible Entity. All directors, executives and employees of the Responsible Entity must not deal in the Fund's units while in possession of price sensitive information. In addition, the general Unit Trading Policy sets out additional restrictions which apply to directors and executives of the Responsible Entity.

### 4. Safeguard integrity in financial reporting

#### Compliance Committee

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

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

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

#### Mike Adams (Internal Member)

Refer to Information on directors (page 10)

---

### **Michael Britton (Independent Member)**

Michael is one of two independent members of the Compliance Committee. He is a member of the Compliance Committee for the New Energy Solar Fund, the Australian Governance & Ethical Index Fund, the Evans & Partners Global Disruption Fund, the Evans & Partners Australian Flagship Fund, the Evans & Partners Asia Fund, the Evans & Partners Global Flagship Fund, the Cordish Dixon Private Equity Fund Series, the Venture Capital Opportunities Fund and the Fort Street Real Estate Capital Fund Series.

Michael has over 35 years of commercial and financial services experience, initially with Boral Limited and culminating in 12 years as General Manager of the corporate businesses of The Trust Company Limited (now part of Perpetual Limited) (**The Trust Company**) where he established the company's reputation as a leader in the delivery of independent responsible entity services. He has represented The Trust Company as a director on the boards of both domestic and offshore operating subsidiary companies and a large number of special purpose companies delivering the responsible entity function in both conventional and stapled, ASX listed and unlisted managed investment schemes. Michael has acted as a Responsible Manager (as recognised by ASIC), a member of committees of inspection in relation to large insolvency administrations and as an independent compliance committee member for substantial investment managers with portfolios of managed investment schemes.

Currently Michael is an independent director on the boards of the now unlisted Westfield Corporation Limited and Westfield America Management Limited (following Unibail Rodamco absorbing the Westfield offshore Shopping Malls). He is the sole independent director of three special purpose companies involved in high profile wholesale debt capital and securitisation transactions in the aviation and motor vehicle industries and is also a panel member for the Australian Financial Complaints Authority (formerly Financial Ombudsman Service Limited).

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

### **Barry Sechos (Independent Member)**

Barry is one of two independent members of the Compliance Committee. Barry is a member of the Compliance Committee for the New Energy Solar Fund, the Australian Governance & Ethical Index Fund, the Evans & Partners Global Disruption Fund, the Evans & Partners Australian Flagship Fund, the Evans & Partners Asia Fund, the Evans & Partners Global Flagship Fund, the Cordish Dixon Private Equity Fund Series, the Venture Capital Opportunities Fund, the Fort Street Real Estate Capital Fund Series and the US Masters Residential Property Fund.

Barry is a Director of Sherman Group Pty Limited, a privately owned investment company, and is responsible for managing the legal, financial and operational affairs of Sherman Group of companies. Barry has 30 year experience in corporate law and finance having spent seven years as a banking and finance lawyer at Allen Allen & Hemsley (Sydney, Singapore and London), and eight years as a Director of EquitiLink Funds Management and Aberdeen Asset Management Australia.

Barry is also a Director of Paddington St Finance Pty Ltd, a specialist structured finance company, See Saw Films, a film production and finance group and winner of the 2011 Academy Award for Best Picture, Concentrated Leaders Fund Limited, an investment company listed on the ASX, Regeneus Limited, an ASX listed biotech company, and Sherman Centre for Culture and Ideas, a charitable cultural organisation.

## 5. Make timely and balanced disclosure

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

The Fund has adopted a Continuous Disclosure Policy set out in Section 4 of the Corporate Governance Charter to ensure the Fund complies with its continuous disclosure requirements under the *Corporations Act* and ASX Listing Rules. The policy is administered by the Board and monitored by the Compliance Committee.

## 6. Respect the rights of unitholders

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

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

These include:

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

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

## 7. Recognise and manage risk

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

In order to evaluate and continually improve the effectiveness of its risk management and internal control processes, the Responsible Entity has adopted a risk management system as set out in Section 8 of the Corporate Governance Charter (**Risk Management System**) for the Fund. The Board conducts an annual review of the Fund's Risk Management System to satisfy itself that the Risk Management System continues to be sound. During the year ended on 31 March 2019, the Responsible Entity's Risk Management System was reviewed on 30 July 2018.

The Fund does not have a material exposure to sustainability risks.

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

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

Details of the Fund's financial Risk Management System are set out in the notes to the financial statements in the Fund's annual report.

## 8. Remunerate fairly and responsibly

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

Directors of the Fund are remunerated by the Responsible Entity. In accordance with the Fund's constitution, the Responsible Entity is entitled to a management fee for services rendered. Details of the Fund's related party transactions are disclosed in the notes to financial statements within the Fund's annual report. The Fund's constitution is available to unitholders on the Fund's website.



# Directors' Report

---

**For the year ended 31 March 2019**

---

The directors of Walsh & Company Investments Limited, the Responsible Entity of the Cordish Dixon Private Equity Fund III (**Fund**), present their report together with the annual financial statements of the Fund for the financial year ended 31 March 2019.

## Directors

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

- Alex MacLachlan
- Warwick Keneally
- Mike Adams (appointed 9 July 2018)
- Tristan O'Connell (resigned 9 July 2018)

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

Information on the directors:



### Alex MacLachlan

Alex joined Dixon Advisory in 2008 to lead the then newly formed Funds Management division, which later became Walsh & Company. From funds under management of under \$100 million at the time of his start, Alex has grown Walsh & Company Group to over \$6 billion of assets under management today, with investments across residential and commercial property, fixed income, private equity, listed equities and renewable energy.

Prior to joining the firm, Alex was an investment banker at UBS AG, where he rose to Head of Energy for Australasia. During his tenure in investment banking, Alex worked on more than \$100 billion in mergers and acquisitions and capital markets transactions, advising some of the world's leading companies.

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



### **Warwick Keneally**

Warwick is Head of Finance at Walsh & Company, the Funds Management division of Evans Dixon Limited. Before joining Walsh & Company, Warwick worked in chartered accounting firms specialising in turnaround and restructuring. Warwick started his career with KPMG, working in their Canberra, Sydney and London offices and has undertaken a range of complex restructuring and insolvency engagements across Europe, UK and Australia, for a range of Australian, UK, European and US banks. Warwick has worked with companies and lenders to develop and implement strategic business options, provide advice in relation to continuous disclosure requirements, develop cash forecasting training for national firms, and lectured on cash management.

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



### **Mike Adams**

Mike has extensive experience across a broad range of corporate, commercial and private client sectors. His core practice areas involve the provision of advice and transactional expertise in relation to new and existing retail financial products and the regulatory framework within which they operate, as well as debt and equity financing, intellectual property, and film and television media law among others. Mike has previously worked in private practice, public sector and in-house roles in Australia, New Zealand and the United Kingdom, acting across multiple industries for a variety of clients, including high net worth individuals, banks and financial institutions, as well as numerous listed and unlisted corporate entities. Mike was appointed to the Board of Walsh & Company Investments Limited on 9 July 2018.

Mike is also a director with Barnett Law, a Sydney-based financial services law firm, and is admitted as a solicitor of the Supreme Court of NSW. He has a Bachelor of Laws from the University of Otago.





### **Tristan O'Connell**

Tristan is Group Chief Financial Officer and Company Secretary for Evans Dixon Limited and was Director of Walsh & Company Investments Limited until 9 July 2018.

At Evans Dixon, Tristan oversees the finance and accounting function of the firm's group of companies. This incorporates funds management accounting for nineteen funds. He began his association with Dixon Advisory in 2005, joining to spearhead its financial management and growth.

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

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

## Principal activities and significant changes in nature of activities

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

## Distributions

Distributions paid during the financial year were as follows:

	2019	2018
	\$	\$
Distribution - 1.3 cents per unit paid on 20 December 2018	<b>936,372</b>	—

## Review and results of operations

The profit for the Fund after providing for income tax amounted to \$18,366,590 (31 March 2018: \$198,770).

The Fund has invested in a limited partnership, US Select Private Opportunities Fund III, L.P. (**LP**) which, in turn, invests in small-to-medium-sized private investment funds. The LP has committed capital across thirteen underlying private investment funds, which focus on a range of industries including health care, business services, software businesses, and food and consumer products. For the year ended 31 March 2019, these underlying private investment funds made drawdown requests on the LP to fund their investments, management fees and operating expenses. Net drawdown requests made by the underlying private investment funds since inception to the end of the year totalled US\$61.1 million.

The Fund has committed capital of US\$81.2 million, representing an interest of 71.2% in the LP at the reporting date. The Fund's proportionate share of the total capital called as at 31 March 2019 was US\$48.8 million (or \$68.8 million).

Total comprehensive income for the year was \$18,366,590 (2018: \$198,770). The key components of this result included a foreign exchange gain of \$4,973,857 (2018: \$1,304,571) relating to translation of US denominated cash funds held during the year and a \$13,614,410 fair value movement gain (2018: \$350,868 loss) on the Fund's investment in the LP during the year. As at 31 March 2019, the Fund had net assets of \$125,167,964 (2018: \$107,737,746) representing \$1.74 per unit (2018: \$1.50 per unit), after paying distributions of \$0.013 per unit (2018: nil) to unitholders during the year.

The Fund had a basic and diluted earnings per unit of 25.50 cents for the year ended 31 March 2019 (2018: 0.32 cents per unit).

## Events subsequent to the reporting period

No matter or circumstance has arisen since 31 March 2019 that has significantly affected, or may significantly affect the Fund's operations, the results of those operations, or the Fund's state of affairs in future financial years.

## Future developments and expected results of operations

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

## Environmental regulation

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

## Other relevant information

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

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

## Options

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

## Indemnity and insurance

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

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

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

## Non-audit services

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

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

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

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

## Auditor's independence declaration

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

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

On behalf of the directors



**Alex MacLachlan**

Director

30 May 2019



# Auditor's Independence Declaration

**Deloitte.**

Deloitte Touche Tohmatsu  
ABN 74 490 121 060

Grosvenor Place  
225 George Street  
Sydney, NSW, 2000  
Australia

Phone: +61 2 9322 7000  
[www.deloitte.com.au](http://www.deloitte.com.au)

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

30 May 2019

Dear Board Members


## **Cordish Dixon Private Equity Fund III**

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

As lead audit partner for the audit of the financial statements of Cordish Dixon Private Equity Fund III for the financial year ended 31 March 2019, I declare that to the best of my knowledge and belief, there have been no contraventions of:

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

Yours sincerely



DELOITTE TOUCHE TOHMATSU



Weng W Ching  
Partner  
Chartered Accountants

Liability limited by a scheme approved under Professional Standards Legislation.  
Member of Deloitte Asia Pacific Limited and the Deloitte Network.



# Statement of Profit or Loss and Other Comprehensive Income

For the year ended 31 March 2019

		2019	2018
	NOTE	\$	\$
<b>Investment income</b>			
Interest income		<b>1,319,980</b>	908,428
Foreign exchange gain		<b>4,973,857</b>	1,304,571
Fair value movements of equity investments	10	<b>13,614,410</b>	(350,868)
Total investment income		<b>19,908,247</b>	1,862,131
<b>Expenses</b>			
Management and administration fees	16	<b>(515,730)</b>	(399,916)
Listing fees		<b>(57,948)</b>	(72,259)
Audit and advisory fees		<b>(88,679)</b>	(97,226)
Custody fees		<b>(25,375)</b>	(17,738)
Registry fees		<b>(29,825)</b>	(25,660)
Legal and professional fees		<b>(221,073)</b>	(168,805)
Other expenses		<b>(23,524)</b>	(56,406)
Contribution fee		–	(415,497)
Total expenses		<b>(962,154)</b>	(1,253,507)
<b>Profit before income tax expense</b>		<b>18,946,093</b>	608,624
Income tax expense	4	<b>(579,503)</b>	(409,854)
<b>Profit after income tax expense for the year</b>		<b>18,366,590</b>	198,770
Other comprehensive income for the year, net of tax		–	–
<b>Total comprehensive income for the year</b>		<b>18,366,590</b>	198,770

	NOTE	CENTS	CENTS
Basic earnings per unit	5	<b>25.50</b>	0.32
Diluted earnings per unit	5	<b>25.50</b>	0.32

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



# Statement of Financial Position

As at 31 March 2019

		2019	2018
	NOTE	\$	\$
<b>Assets</b>			
<i>Current assets</i>			
Cash and cash equivalents	7	<b>49,459,368</b>	64,049,994
Receivables	9	<b>118,228</b>	106,443
Prepayments		<b>11,867</b>	20,661
Total current assets		<b>49,589,463</b>	64,177,098
<i>Non-current assets</i>			
Other financial assets	10	<b>76,740,367</b>	44,077,339
Total non-current assets		<b>76,740,367</b>	44,077,339
<b>Total assets</b>		<b>126,329,830</b>	108,254,437
<b>Liabilities</b>			
<i>Current liabilities</i>			
Trade and other payables	11	<b>115,188</b>	106,837
Total current liabilities		<b>115,188</b>	106,837
<i>Non-current liabilities</i>			
Deferred tax	12	<b>1,046,678</b>	409,854
Total non-current liabilities		<b>1,046,678</b>	409,854
<b>Total liabilities</b>		<b>1,161,866</b>	516,691
<b>Net assets</b>		<b>125,167,964</b>	107,737,746
<b>Equity</b>			
Unit capital	6	<b>109,672,616</b>	109,672,616
Retained earnings/(accumulated losses)		<b>15,495,348</b>	(1,934,870)
<b>Total equity</b>		<b>125,167,964</b>	107,737,746

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

# Statement of Changes in Equity

**For the year ended 31 March 2019**

	UNIT CAPITAL	(ACCUMULATED LOSSES)	TOTAL EQUITY
	\$	\$	\$
Balance at 1 April 2017	74,297,439	(2,133,640)	72,163,799
Profit after income tax expense for the year	–	198,770	198,770
Other comprehensive income for the year, net of tax	–	–	–
Total comprehensive income for the year	–	198,770	198,770
<i>Transactions with unitholders in their capacity as unitholders:</i>			
Issued capital (note 6)	36,480,000	–	36,480,000
Issue costs (note 6)	(1,104,823)	–	(1,104,823)
<b>Balance at 31 March 2018</b>	<b>109,672,616</b>	<b>(1,934,870)</b>	<b>107,737,746</b>

	UNIT CAPITAL	RETAINED EARNINGS / (ACCUMULATED LOSSES)	TOTAL EQUITY
	\$	\$	\$
Balance at 1 April 2018	109,672,616	(1,934,870)	107,737,746
Profit after income tax expense for the year	–	18,366,590	18,366,590
Other comprehensive income for the year, net of tax	–	–	–
Total comprehensive income for the year	–	18,366,590	18,366,590
<i>Transactions with unitholders in their capacity as unitholders:</i>			
Distributions paid (note 13)	–	(936,372)	(936,372)
<b>Balance at 31 March 2019</b>	<b>109,672,616</b>	<b>15,495,348</b>	<b>125,167,964</b>

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

# Statement of Cash Flows

For the year ended 31 March 2019

		2019	2018
	NOTE	\$	\$
<b>Cash flows from operating activities</b>			
Interest income received		<b>1,313,333</b>	979,252
Net payments to suppliers		<b>(952,345)</b>	(1,301,271)
Net cash from/(used in) operating activities	8	<b>360,988</b>	(322,019)
<b>Cash flows from investing activities</b>			
Payment for investments		<b>(19,807,563)</b>	(32,459,243)
Receipts from distributions		<b>943,769</b>	–
Net cash used in investing activities		<b>(18,863,794)</b>	(32,459,243)
<b>Cash flows from financing activities</b>			
Proceeds from issue of ordinary units	6	–	36,480,000
Payment of issue costs	6	–	(1,104,823)
Payment for distribution		<b>(936,372)</b>	–
Net cash (used in)/from financing activities		<b>(936,372)</b>	35,375,177
Net (decrease)/increase in cash and cash equivalents		<b>(19,439,178)</b>	2,593,915
Cash and cash equivalents at the beginning of the financial year		<b>64,049,994</b>	60,151,508
Effects of exchange rate changes on cash and cash equivalents		<b>4,848,552</b>	1,304,571
<b>Cash and cash equivalents at the end of the financial year</b>	7	<b>49,459,368</b>	64,049,994

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



# Notes to the Financial Statements

---

**31 March 2019**

---

## 1. General information

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

### Basis of preparation

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

### Statement of compliance

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

The financial statements were authorised for issue by the directors on 30 May 2019. For the purposes of preparing the financial statements, the Fund is a for-profit entity.

### Adoption of new and revised Accounting Standards

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

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

- AASB 9 'Financial Instruments', and the relevant amending standards
- AASB 15 'Revenue from Contracts with Customers', AASB 2014-5 'Amendments to Australian Accounting Standards arising from AASB 15', AASB 2015-8 'Amendments to Australian Accounting Standards – Effective Date of AASB 15' and AASB 2016-3 'Amendments to Australian Accounting Standards – Clarifications to AASB 15'
- IFRIC Interpretation 22 : Foreign Currency Transactions and Advance Consideration

### **Impact of initial application of AASB 9 'Financial Instruments'**

The Fund early adopted AASB 'Financial Instruments' (issued December 2009) in prior periods. The new Standard of AASB 9 'Financial Instruments' (issued December 2014) has been applied as at 1 April 2018 and its adoption has not resulted in any changes in the classification and measurement of financial assets of the Fund, and therefore has no impact on the financial statements.

The interest held by the Fund in the Limited Partnership was and continues to be measured at fair value, where subsequent fair value changes are recognised in profit or loss.

### **Impact of application of AASB 15 'Revenue from Contracts with Customers'**

AASB 15 replaces AASB 118 'Revenue', AASB 111 'Construction Contracts' and several revenue-related interpretations. The new Standard has been applied as at 1 April 2018 and its adoption has no material impact on the Fund since its revenue streams, which comprise of interest income from banks and gains on its investments at fair value through profit and loss, are excluded from the scope of AASB 15.

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

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

### **AASB Interpretation 23 'Uncertainty Over Income Tax Treatments', AASB 2017- 4 'Amendments to Australian Accounting Standards – Uncertainty over Income Tax Treatments'**

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

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

### **Annual Improvements to IFRS Standards 2015–2017 Cycle**

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

### **Amendments to References to the Conceptual Framework in IFRS Standards**

This standard is applicable to annual reporting periods beginning on or after 1 April 2020. The adoption of this standard from 31 March 2021 is yet to be determined.

## 2. Summary of significant accounting policies

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

### a) Foreign currencies

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

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

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

### b) Financial instruments

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

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

#### (i) Financial assets

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

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

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

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

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

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

## **(ii) Financial liabilities**

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

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

## **(iii) Derecognition**

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

## **(iv) Fair value**

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

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

The Fund has entered into a partnership arrangement with Cordish Private Ventures, Dixon Associates PE III Wholesale Fund and Cordish Dixon Wholesale Fund III, with a primary strategy of investing in US small-to-mid-market private investment funds. The partnership has been structured through a limited partnership vehicle – US Select Private Opportunities Fund III, L.P. (**LP**), in which the Fund had a 71.2% interest. The interest held by the Fund is regarded as a financial asset which is recorded at fair value (refer to note 2(b)(iv) for the fair value valuation basis adopted in respect of the partnership interest held). Subsequent changes in fair value are recognised in profit or loss.

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



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

The Fund recognises a loss allowance for expected credit losses (**ECL**) on financial assets that are measured at amortised cost. The amount of expected credit losses is updated at each reporting date to reflect changes in credit risk since initial recognition of the respective financial instrument.

The Fund recognises lifetime expected credit loss when there has been a significant increase in credit risk since initial recognition. However, if the credit risk on the financial instrument has not increased significantly, the Fund measures the loss allowance for that financial instrument at an amount equal to 12-month ECL.

Lifetime ECL represents the expected credit losses that will result from all possible default events over the expected life of a financial instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events on a financial instrument that are possible within 12 months after the reporting date.

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

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

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

#### **f) Receivables**

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

#### **g) Taxes**

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

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

The Fund may be liable to pay income tax in the United States of America (**US**) dependent on the structure of private investment funds in which the Limited Partnership (**LP**) invests and in turn the structure of the underlying investments made by the private investment funds. Rates of tax will vary dependent on the source of income derived.

A deferred tax liability is recognised (at the likely rate of tax in the US) based on the difference between the fair value and tax cost base of certain underlying investments in respect of which an economic interest is held by the Fund and on which income tax is expected to be payable in the US on realisation of such investments.

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

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

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

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

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

## **h) Interest income**

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

## **i) Provisions**

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

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

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

## **k) Earnings per unit**

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

## **l) Unit capital**

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

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

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

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

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

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

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

Accounting policies which are subject to significant accounting estimates and judgements include fair value determination of the interest held by the Fund in the Limited Partnership (refer note 10 (iv)), recognition of a deferred tax liability in respect of likely US tax obligations which are expected to arise from underlying fund investment realisations (refer note 12), and selection of Australian dollars as the functional currency of the Fund (refer note 2 (a)).

## **3. Operating segment**

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

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

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

## 4. Income tax expense

	2019	2018
	\$	\$

### Income tax expense

Deferred tax

– In respect of current year **579,503** 409,854

**Aggregate income tax expense** **579,503** 409,854

### Numerical reconciliation of income tax expense and tax at the statutory rate

Profit before income tax expense **18,946,093** 608,624

Tax at the statutory tax rate of 30% **5,683,828** 182,587

Tax effect amounts which are not deductible/(taxable) in calculating taxable income:

– Income and expenditure of Australian trust not subject to tax **(5,683,828)** (182,587)

– Fair value movement likely to be subject to USA taxation **579,503** 409,854

**Income tax expense** **579,503** 409,854

## 5. Earnings per unit

	2019	2018
	\$	\$
Profit after income tax	<b>18,366,590</b>	198,770

	NUMBER	NUMBER
Weighted average number of ordinary units used in calculating basic earnings per unit	<b>72,028,420</b>	61,442,119
Weighted average number of ordinary units used in calculating diluted earnings per unit	<b>72,028,420</b>	61,442,119

	CENTS	CENTS
<b>Basic earnings per unit</b>	<b>25.50</b>	0.32
<b>Diluted earnings per unit</b>	<b>25.50</b>	0.32

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

## 6. Equity – unit capital

	2019	2018	2019	2018
	UNITS	UNITS	\$	\$
<b>Ordinary units – fully paid</b>	<b>72,028,420</b>	72,028,420	<b>109,672,616</b>	109,672,616

### Movements in ordinary unit capital

	DATE	UNITS	\$
Balance	1 April 2017	48,028,420	74,297,439
Fully paid ordinary units at \$1.52 per unit	8 September 2017	24,000,000	36,480,000
Issue costs	8 September 2017	–	(1,104,823)
Balance	31 March 2018	72,028,420	109,672,616
<b>Balance</b>	<b>31 March 2019</b>	<b>72,028,420</b>	<b>109,672,616</b>

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

There were no movements in unit capital during the year.

### Capital management

The Fund manages its capital to ensure it will be able to continue as a going concern while maximising the return to unitholders. The capital structure of the Fund consists of issued capital amounting to \$109,672,616. The Fund is not subject to any externally imposed capital requirements.

## 7. Current assets – cash and cash equivalents

	2019	2018
	\$	\$
<b>Cash at bank</b>	<b>49,459,368</b>	64,049,994

The exposure to interest rate risk and a sensitivity analysis is disclosed in note 14 to the financial statements.

## 8. Reconciliation of profit after income tax to net cash from/(used in) operating activities

	2019	2018
	\$	\$
Profit after income tax expense for the year	<b>18,366,590</b>	198,770
Adjustments for:		
Fair value movements of equity investments	<b>(13,614,410)</b>	350,868
Foreign exchange (gain)	<b>(5,033,378)</b>	(1,304,571)
Change in operating assets and liabilities:		
– (Increase)/Decrease in receivables	<b>(11,785)</b>	75,959
– Decrease/(Increase) in prepayments	<b>8,794</b>	(11,646)
– Increase/(Decrease) in payables	<b>8,352</b>	(41,253)
– Increase in deferred tax liabilities	<b>636,825</b>	409,854
<b>Net cash from/(used in) operating activities</b>	<b>360,988</b>	(322,019)

## 9. Current assets – receivables

	2019	2018
	\$	\$
Interest receivable	<b>105,362</b>	98,715
GST receivable	<b>12,866</b>	7,728
	<b>118,228</b>	106,443

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

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

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

	2019	2018
	\$	\$
<b>US Select Private Opportunities Fund III, LP (LP)</b>	<b>76,740,367</b>	44,077,339

### (ii) Reconciliation

	2019	2018
	\$	\$
Balance at the beginning of the year	<b>44,077,339</b>	11,968,964
Capital invested – at cost	<b>19,992,387</b>	32,459,243
Movement in fair value through profit or loss*	<b>13,614,410</b>	(350,868)
Distributions received from LP	<b>(943,769)</b>	–
<b>Balance at the end of the year</b>	<b>76,740,367</b>	44,077,339

\* Included in the 'movement in fair value' amount of \$13,614,410 is an unrealised foreign exchange translation gain component of \$3,943,761 (2018: \$168,842). This amount is also net of the Fund's 71.2% share of management fees paid by the LP to the General Partner of the LP, totalling \$1,112,967 (2018: \$1,279,218) (refer to note 16).



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

The 71.2% economic interest held by the Fund in the LP is not represented by voting rights or other power vested in the Fund to make decisions relating to the assets and liabilities of the LP. As is common practice with Limited Partnership arrangements, the General Partner of the LP is considered to be the party who holds the existing rights to direct the relevant activities of the LP, including the acquisition and disposal of investments.

The Fund's 71.2% interest in US Select Private Opportunities Fund III, L.P. at 31 March 2019 is represented by its proportionate interest in the LP's assets and liabilities as follows:

	2019	2018
	\$	\$
Cash	<b>5,826,809</b>	9,267,470
Investment in US private investment funds recorded at fair value:		
DFW Capital Partners V, LP	<b>6,194,921</b>	2,244,774
Elephant Partners I, LP	<b>9,342,492</b>	4,091,569
Encore Consumer Capital Fund III, LP	<b>2,707,307</b>	1,523,428
PeakSpan Capital Growth Partners I, LP	<b>4,388,007</b>	2,293,550
Trive Capital Fund II, LP	<b>5,306,620</b>	5,100,509
Gemspring Capital Fund I, LP	<b>3,808,925</b>	580,197
Growth Street Partners I, LP	<b>2,557,378</b>	1,111,207
Incline Equity Partners IV, LP	<b>3,050,952</b>	535,940
Luminate Capital Partners LP	<b>8,438,915</b>	4,971,196
Bertram Growth Capital III, LP	<b>9,223,351</b>	2,561,228
NMS Fund III, LP	<b>785,978</b>	835,096
Telescope Partners I, LP	<b>1,074,310</b>	426,755
US Select Direct Private Equity II, LP	<b>14,877,757</b>	11,316,790
Due to US Select Direct Private Equity II, LP	–	(2,782,370)
Due to Gemspring Capital Fund I, LP	<b>(843,355)</b>	–
<b>Net assets*</b>	<b>76,740,367</b>	44,077,339

\* Included in the net assets of \$76,740,367 (2018: 44,077,339) are investments in US private investment funds of \$71,756,913 (2018: \$34,809,869).

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

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

The fair value of the Fund's interest in the LP is determined using a 'proportionate' value method based on the Fund's 71.2% interest held in the total net asset value of the LP.

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

The fair value of the Fund's interest in the LP is therefore ultimately based on the market valuation techniques adopted by the investment funds in the measurement of their underlying unlisted equity investments. The fair value is also subject to foreign exchange translation impacts arising from translating the USD denominated interest in the LP to AUD at each balance date. Refer to note 14 for Market Risk sensitivity analysis.

##### **Investment risks**

As noted above, the LP has invested in underlying private investment funds in the US market who have in turn invested in a portfolio of private equity investments. Because of the absence of any liquid trading market for these types of investments, it may take longer to liquidate these investments than would be the case for marketable securities and accordingly the value obtained on realisation may differ materially to the estimated fair values at balance date. The fair values assigned by the investment funds are based on a range of factors, including but not limited to the price at which the investments were acquired, the nature of the investments, private and public company comparables used to determine enterprise value, and other techniques using unobservable market inputs such as price/earnings multiples and discounted cash flow models. As such, those estimated values may differ significantly from the values that would have been used had a ready market for the investments existed, and the differences could be material. These differences would directly impact the value of the interest held by the LP in the underlying investment funds and consequently the value of the interest held by the Fund in the LP. In addition, further investment valuation uncertainty arises as a result of a time lag of up to three months between the Fund's reporting date and the date of the most recent reported net assets of the private investment funds. Estimation uncertainty also arises in relation to likely US tax obligations the Fund will incur in connection with realisation of recorded fair value movements (refer to note 12).

#### (v) Capital commitments

As at 31 March 2019, the Fund has made capital commitments totalling US\$81.2 million to the LP, of which US\$48.8 million has been called at balance date.

As at 31 March 2019, the Fund has uncalled capital commitments of US\$32.4 million (or \$45.7 million) outstanding to the LP. The capital commitments can be called at any time in the future.

The uncalled capital commitments referred to above were converted at the year-end exchange rate of 0.7096.

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

	2019	2018
	\$	\$
Trade creditors	<b>40,938</b>	32,587
Accrued liabilities	<b>74,250</b>	74,250
	<b>115,188</b>	106,837

Refer to note 14 for further information on financial instruments.

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

### 12. Non-current liabilities – deferred tax

	2019	2018
	\$	\$
<b>Deferred tax liability</b>	<b>1,046,678</b>	409,854

The deferred tax liability has been assessed based on an estimate of likely US tax obligations the Fund will incur upon realisation of recorded fair value movements in connection with certain underlying private equity investments. This estimate is subject to estimation uncertainty as a result of limitations in the availability of information pertaining to the tax structure of the underlying investments in respect of which the Fund has an interest.

## 13. Equity – distributions

Distributions paid during the financial year were as follows:

	2019	2018
	\$	\$
Distribution – 1.3 cents per unit paid on 20 December 2018	<b>936,372</b>	–

## 14. Financial instruments

### Financial risk management objectives

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

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

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

### a) Market risk

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

### Foreign exchange risk

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

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

The following table details the carrying amounts of the Fund's foreign exchange risk as at the end of the reporting period. This represents the Australian dollar exposure, converted at an exchange rate of 0.7096.

	ASSETS		LIABILITIES	
	2019	2018	2019	2018
	\$	\$	\$	\$
Cash and cash equivalents	<b>48,195,648</b>	61,864,729	–	–
Receivables	<b>103,536</b>	95,467	–	–
Financial assets (equity investments)	<b>76,740,367</b>	44,077,339	–	–
	<b>125,039,551</b>	106,037,535	–	–

### *Sensitivity analysis*

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

The Fund considers a 10% movement in the AUD against USD as at 31 March 2019 to be a reasonable possibility at the end of the reporting period. The impact of the strengthening and weakening of AUD against USD in profit or loss and equity is shown by the amounts below as it relates to cash and cash equivalents and equity investments. This analysis assumes that all other variables remain constant.

	AUD STRENGTHENED			AUD WEAKENED		
2019	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY
Cash and cash equivalents	10%	(4,381,423)	(4,381,423)	(10%)	5,355,072	5,355,072
Receivables	10%	(9,412)	(9,412)	(10%)	11,504	11,504
Equity investments	10%	(6,976,397)	(6,976,397)	(10%)	8,526,707	8,526,707
		<b>(11,367,232)</b>	<b>(11,367,232)</b>		<b>13,893,283</b>	<b>13,893,283</b>

	AUD STRENGTHENED			AUD WEAKENED		
2018	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY
Cash and cash equivalents	10%	(5,624,066)	(5,624,066)	(10%)	6,873,859	6,873,859
Receivables	10%	(8,679)	(8,679)	(10%)	10,607	10,607
Investments	10%	(4,007,031)	(4,007,031)	(10%)	4,897,482	4,897,482
		<b>(9,639,776)</b>	<b>(9,639,776)</b>		<b>11,781,948</b>	<b>11,781,948</b>

## Market price risk

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

### Sensitivity analysis

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

	AVERAGE PRICE INCREASE			AVERAGE PRICE DECREASE		
	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY
2019						
<b>Equity investments</b> <b>(refer Note 10 (iii))</b>	<b>10%</b>	<b>7,175,691</b>	<b>7,175,691</b>	<b>(10%)</b>	<b>(7,175,691)</b>	<b>(7,175,691)</b>

	AVERAGE PRICE INCREASE			AVERAGE PRICE DECREASE		
	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY	% CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY
2018						
Equity investments (refer Note 10 (iii))	10%	3,480,987	3,480,987	(10%)	(3,480,987)	(3,480,987)

## Interest rate risk

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

### Sensitivity analysis

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

	BASIS POINTS INCREASE			BASIS POINTS DECREASE		
2019	BASIS POINTS CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY	BASIS POINTS CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY
<b>Variable rate bank deposits</b>	<b>50</b>	<b>247,297</b>	<b>247,297</b>	<b>(50)</b>	<b>(247,297)</b>	<b>(247,297)</b>

	BASIS POINTS INCREASE			BASIS POINTS DECREASE		
2018	BASIS POINTS CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY	BASIS POINTS CHANGE	EFFECT ON PROFIT BEFORE TAX	EFFECT ON EQUITY
Variable rate bank deposits	50	320,250	320,250	(50)	(320,250)	(320,250)

## b) Credit risk

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

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

	2019	2018
	\$	\$
<b>Summary of exposure</b>		
Cash and cash equivalents	<b>49,459,368</b>	64,049,994
GST receivable	<b>12,866</b>	7,728
Interest receivable	<b>105,362</b>	98,715
	<b>49,577,596</b>	64,156,437

### c) Liquidity risk

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

The Fund's liquidity primarily comprises cash at bank totalling \$49,459,368 at 31 March 2019 which is held to cover its day-to-day running costs and expenditures and to fund its capital commitments to the LP which total \$45,676,781 at balance date.

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

	LESS THAN 12 MONTHS	AT CALL	REMAINING CONTRACTUAL MATURITIES
2019	\$	\$	\$

#### Non-derivatives

##### Non-interest bearing

Trade and other payables	115,188	–	115,188
Capital commitments*	–	45,676,781	45,676,781
<b>Total non-derivatives</b>	<b>115,188</b>	<b>45,676,781</b>	<b>45,791,969</b>

	LESS THAN 12 MONTHS	AT CALL	REMAINING CONTRACTUAL MATURITIES
2018	\$	\$	\$

#### Non-derivatives

##### Non-interest bearing

Trade and other payables	106,837	–	106,837
Capital commitments*	–	60,758,070	60,758,070
<b>Total non-derivatives</b>	<b>106,837</b>	<b>60,758,070</b>	<b>60,864,907</b>

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



## 15. Fair value measurement

### Fair value

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

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

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

	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
2019	\$	\$	\$	\$

### Financial assets carried at fair value

Other financial assets – equity

investment constituting interest in US

Select Private Opportunities Fund III, LP – – 76,740,367 76,740,367

**Total assets – – 76,740,367 76,740,367**

	LEVEL 1	LEVEL 2	LEVEL 3	TOTAL
2018	\$	\$	\$	\$

### Financial assets carried at fair value

Other financial assets – equity

investment constituting interest in US

Select Private Opportunities Fund III, LP – – 44,077,339 44,077,339

**Total assets – – 44,077,339 44,077,339**

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

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

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

## 16. Related party disclosures

### Key management personnel

Alex MacLachlan, Warwick Keneally and Mike Adams are directors of the Responsible Entity, Walsh & Company Investments Limited and are deemed to be key management personnel. Tristan O'Connell resigned as a director of the Responsible Entity effective 9 July 2018.

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

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

	2019	2018
Alex MacLachlan	<b>21,875</b>	21,875
Warwick Keneally	<b>12,967</b>	12,967
	<b>34,842</b>	34,842

There were no movements in the directors' holdings during the year.

### Related party investments in the scheme

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

### Management fees

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

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

The total management fees paid to the Responsible Entity for the year ended 31 March 2019 was \$374,764 (2018: \$293,861), exclusive of GST. There were outstanding management fees of \$33,447, exclusive of GST, as at 31 March 2019 (2018: nil).

### **Fund administration fee**

Australian Fund Accounting Services Pty Limited, a wholly-owned subsidiary of Evans Dixon Limited, the parent of the Responsible Entity, provides fund administration services to the Fund under an agreement with the Responsible Entity. These services include net asset valuation, management accounting, statutory reporting, capital management and taxation. Total fund administration fee paid or payable for the year ended 31 March 2019 were \$120,000 (2018: \$120,000), exclusive of GST.

### **Investment manager fee**

US Select Private Opportunities Fund III, L.P. (**LP**), in which the Fund holds an 71.2% interest, is required to pay its Investment Manager, US Select Private Opportunities Fund III, GP, being an entity associated with the Responsible Entity, for acting on behalf of the limited partnership to acquire, manage and transact on partnership interests within the scope of the limited partnership agreement, a fee equivalent to 1% per annum of the total funds committed by the partners to the LP. The fee is payable quarterly in advance from the funds of the LP. The total fee paid or payable during the year amounted to \$1,563,156 (US\$1,140,140) (2018: \$1,796,655 (US\$1,390,224)). The Fund's interest equates to \$1,112,967 (2018: \$1,279,218). This fee is recorded in the books of the LP.

### **US Select Direct Private Equity II, LP**

At balance date, the Fund's share of the LP's investment in US Select Direct Private Equity II, LP was \$14,877,757 (US\$10,557,256). The General Partner of this investment is associated with the Responsible Entity of the Fund.

### **Custodial services**

Effective 31 January 2019, the Responsible Entity changed the Fund's custodian and entered into a custody arrangement with Walsh & Company Investments Limited in its personal capacity (**Custodian**) to provide custodial services to the Fund. The services are provided on commercial terms. The Custodian receives fees equivalent to the greater of 0.02% per annum of the gross asset value of the Fund, or \$15,000 indexed to CPI annually. The fees are payable quarterly in arrears. During the period, there were no fees paid to the Custodian.

## 17. Remuneration of auditors

During the financial year the following fees were paid or payable for services provided by Deloitte Touche Tohmatsu, the auditor of the Fund:

	2019	2018
	\$	\$
<b>Audit services – Deloitte Touche Tohmatsu</b>		
Audit or review of the financial statements	<b>59,500</b>	59,000
<b>Other services – Deloitte Touche Tohmatsu</b>		
Taxation services	<b>26,377</b>	35,217
Investigating Accountant's Report	<b>–</b>	18,000
	<b>26,377</b>	53,217
	<b>85,877</b>	112,217

## 18. Capital commitments

Other than the capital commitments disclosed in note 10(v) to the financial statements, the Fund does not have any other capital commitments outstanding for the year ended 31 March 2019.

## 19. Contingent liabilities

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

## 20. Events after the reporting period

No matter or circumstance has arisen since 31 March 2019 that has significantly affected, or may significantly affect the Fund's operations, the results of those operations, or the Fund's state of affairs in future financial years.



# Directors' Declaration

---

**For the year ended 31 March 2019**

---

The directors of the Responsible Entity declare that, in the directors' opinion:

- the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and the Corporations Regulations 2001;
- the attached financial statements are in compliance with International Financial Reporting Standards as stated in the notes to the financial statements;
- the attached financial statements and notes give a true and fair view of the Fund's financial position as at 31 March 2019 and of its performance for the financial year ended on that date; and
- there are reasonable grounds to believe that the Fund will be able to pay its debts as and when they become due and payable.

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

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

On behalf of the directors of the Responsible Entity



**Alex MacLachlan**

Director

30 May 2019



# Independent Auditor's Report to the Unitholders of Cordish Dixon Private Equity Fund III



Deloitte Touche Tohmatsu  
ABN 74 490 121 060  
Grosvenor Place  
225 George Street  
Sydney, NSW, 2000  
Australia

Phone: +61 2 9322 7000  
[www.deloitte.com.au](http://www.deloitte.com.au)

## Independent Auditor's Report to the Unitholders of Cordish Dixon Private Equity Fund III

### *Opinion*

We have audited the financial report of Cordish Dixon Private Equity Fund III (the "Fund") which comprises the statement of financial position as at 31 March 2019, the statement of profit or loss and other comprehensive income, the statement of changes in equity and the statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information, and the directors' declaration.

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

- (i) giving a true and fair view of the Fund's financial position as at 31 March 2019 and of its financial performance for the year then ended; and
- (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*.

### *Basis for Opinion*

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

We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Walsh & Co Investments Limited (the "Responsible Entity"), would be in the same terms if given to the directors as at the time of this auditor's report.

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

### *Key Audit Matters*

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

Liability limited by a scheme approved under Professional Standards Legislation.  
Member of Deloitte Asia Pacific Limited and the Deloitte Network.



Key Audit Matter	How the scope of our audit responded to the Key Audit Matter
<p><i>Fair Value of Investment in Limited Partnership (LP)</i></p> <p>As at 31 March 2019 the Fund's fair value of its investment in the LP is \$76,740,367 as disclosed in Note 10.</p> <p>Significant estimation uncertainty is involved in the determination of the fair value of the investment in the LP due to the fact that:</p> <ul style="list-style-type: none"> <li>the underlying investments held by the US investment funds in which the LP has an interest are generally illiquid in nature, and their valuation is based on unobservable inputs which are subject to significant estimation and judgement by management of the US investment funds; and</li> <li>there may be a time lag of up to three months between the Fund's reporting date and the date of the most recent reported net assets of the US investment funds.</li> </ul>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> <li>Obtaining an understanding with assistance of our valuation specialists, the key processes adopted by management to determine the fair value of the investment in the Limited Partnership (LP) at balance date;</li> <li>Obtaining the most recent audited financial statements of the underlying investment funds (as at 31 December 2018), reviewing the nature of the underlying investments held and the recorded fair values of the investments including the accounting basis adopted for such valuations;</li> <li>Assessing the independence, competence and objectivity of the auditing firms of the underlying investment funds and reviewing the content of their audit opinions; and</li> <li>Obtaining from management the most recent unaudited management financial information of the underlying investment funds (where available as at 31 March 2019) and evaluating the quantum and reasonableness of any material fair value movements from the date of the latest audit financial information for the investment funds.</li> </ul> <p>We also assessed the appropriateness of the disclosures in Notes 2(c), 2(m) and Note 10 to the financial statements.</p>
<p><i>Taxation</i></p> <p>As at 31 March 2019 the Fund has recognised a deferred tax liability of \$1,046,678 in respect of likely US tax obligations which the Fund will incur upon realisation of recorded fair value movements associated with certain underlying investments in which the Fund has an indirect interest.</p> <p>As disclosed in Note 12, the taxation outcomes for the Fund are dependent on the legal structuring of underlying investments and, due to the complexity involved in the interpretation of information pertaining to this structuring, significant judgement is required to be exercised by management in assessing the likely tax outcomes which are recognised.</p>	<p>Our procedures included, but were not limited to:</p> <ul style="list-style-type: none"> <li>Obtaining an understanding and reviewing the reasonableness of management's assessment of likely US tax obligations in relation to recorded fair value movements of certain identified investments held by the underlying investment funds;</li> <li>Testing, on a sample basis, the underlying taxation calculations for identified investments; and</li> <li>Discussing with management's taxation experts to assist in our assessment of management's correct application of the relevant US taxation legislation.</li> </ul> <p>We also assessed the appropriateness of the disclosures in Note 2(m) and Note 12 to the financial statements.</p>



#### *Other Information*

The directors of the Responsible Entity (the "Directors") are responsible for the other information. The other information comprises the information included in the Fund's annual report for the year ended 31 March 2019, but does not include the financial report and our auditor's report thereon.

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

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

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

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

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

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

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

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

- Identify and assess the risks of material misstatement of the financial report, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Fund's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Fund's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial report or, if such disclosures are inadequate, to modify our opinion. Our conclusions are

## Deloitte.

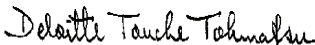
based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Fund to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial report, including the disclosures, and whether the financial report represents the underlying transactions and events in a manner that achieves fair presentation.

We communicate with the directors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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



DELOITTE TOUCHE TOHMATSU



Weng W Ching  
Partner  
Chartered Accountants  
Sydney, 30 May 2019



# Unitholder Information

As at 30 April 2019

## Distribution of unitholders

72,028,420 fully paid ordinary units on issue are held by 2,344 unitholders.

CATEGORY (SIZE OF HOLDING)	NUMBER OF UNITHOLDERS
1,001 to 5,000	139
5,001 to 10,000	359
10,001 to 100,000	1,785
100,001 and over	61
<b>Total</b>	<b>2,344</b>
<b>Holding less than a marketable parcel</b>	<b>2</b>

## Top 20 largest holders of units

### Twenty largest quoted equity security holders

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

	NUMBER OF UNITS HELD	PERCENTAGE OF TOTAL (%)
Mr Orange Pty Limited	1,562,500	2.17
Rosebank Staff S/Fund A/C	348,245	0.48
Bluebombers S/F A/C	312,500	0.43
Leanganook S/F A/C	312,500	0.43
Margate Investment A/C	300,000	0.42
HSBC Custody Nominees (Australia) Limited - A/C 2	259,390	0.36
Gruen Superannuation Fnd A/C	226,500	0.31
Vonwiller Foundation A/C	224,199	0.31
The Freund Pucci S/Fund A/C	189,250	0.26
AM and YC Thomson S/F A/C	187,500	0.26
C M Brown Family A/C	187,500	0.26
James Family Retirement A/C	187,500	0.26
Clarke & Santsingh S/F A/C	167,750	0.23
Hawes Family Super Fund A/C	164,000	0.23
Rosenshul S/F A/C	164,000	0.23
J & L Chandler S/F A/C	158,000	0.22
Flinders Family A/C	156,250	0.22
Betty Marks Family A/C	156,250	0.22
Doyle Super Fund A/C	156,250	0.22
Charmberg Super Fund NO2 A/C	154,151	0.21
<b>Total</b>	<b>5,574,235</b>	<b>7.73</b>

---

## **Substantial unitholders**

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

## **Voting rights**

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

## **Restricted securities**

There are no restricted securities issued by the Fund.

## **Transactions**

There were no transactions in securities during the reporting period.

## Limited Partnership Agreement

U.S. Select Private Opportunities Fund III GP, LLC (**Investment Manager**), Cordish Private Ventures and Walsh & Company Investments Limited, in its capacity as Responsible Entity of the Cordish Dixon Private Equity Fund III (**Fund**), have established an exempted limited partnership, US Select Private Opportunities Fund III, L.P. (**LP**), in the Cayman Islands for the purposes of acquiring, directly or indirectly, and dealing with, interests in private investment funds and interests in privately held companies.

Under the terms of the agreement, the Fund, as a Limited Partner, has agreed to make capital contributions towards the acquisition of investments, as directed by the Investment Manager, up to a maximum contribution amount. The limited partners are permitted to satisfy all, or any, of their outstanding capital commitment by making an in-kind contribution of a portfolio investment with the written consent of the other partners.

Under the LP Agreement, it is an event of default to fail to make a capital contribution when due and different consequences may result from an event of default, including (among others) interest being payable on overdue amounts, loss of voting rights or, at the discretion of the Investment Manager, forfeiture of distributions and a 50% reduction in the defaulting partner's capital account (with such amounts to be distributed to the remaining partners in their pro rata proportions).

The Investment Manager must ensure that distributions, if any, are made on an annual basis (or more frequently, if so determined by the Investment Manager) in connection with a disposal, interest or other income realised from an investment or income from temporary investments.

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

Cordish Private Ventures and the Fund are prohibited from withdrawing from the LP or otherwise disposing of their interest in the LP in any circumstances without the consent of the Investment Manager. The Investment Manager in turn must obtain the consent of the other limited partner prior to effecting such disposal or transfer. The Investment Manager may not withdraw from the LP, resign as general partner or otherwise dispose of its interest in the LP in any circumstances without the consent of the limited partners.

The LP will be dissolved upon the occurrence of certain termination events, which include (among others), the last business day of the fiscal year in which all investments have been disposed of or where the LP is no longer subject to any funding obligations in respect of investments or management fees. The Investment Manager may terminate or wind up the LP with the consent of all limited partners. As a limited partner, the Responsible Entity does not have the ability to amend the LP Agreement in a material respect, or require early termination or wind up of the LP without the consent of all other partners.





