



Real Estate Capital Partners USA Property Trust

ARSN 114 494 503

**ASX Appendix 4E
Preliminary Final Report
for the year ended 30 June 2016**

The following information for Real Estate Capital Partners USA Property Trust ("RCU" and the "Trust") is provided under Listing Rule 4.3A of the Listing Rules of the Australian Stock Exchange ("ASX"). The financial information provided in Appendix 4E covers the Consolidated Entity, comprising Real Estate Capital Partners USA Property Trust (the parent entity) and all entities that the Trust controlled during the financial year ended and as at 30 June 2016. The date of this Appendix 4E is 31 August 2016.

1. The reporting period covers the financial year ended 30 June 2016 ("the reporting period") and the previous corresponding period is the financial year ended 30 June 2015 ("the previous period"). Results for the previous corresponding period have been re-presented to reflect discontinued operations.
2. Results for announcement to the market:

		Reporting Period	Movement from Previous Period	
		\$'000	\$'000	%
2.1	Consolidated revenue from ordinary activities	2,400	Decreased by 1,891	Decreased by 44.07
2.2	Consolidated profit/(loss) from ordinary activities after tax attributable to members of the Trust	(2,493)	Increased by 803	Increased by 47.51
2.3	Consolidated profit/(loss) attributable to members of the Trust	(2,493)	Increased by 803	Increased by 47.51
2.4	No distributions were paid during the reporting period and none are proposed.			
2.5	There is no record date for determining distribution entitlements.			
2.6	All matters relating to the results above are described in the Financial Report attached.			

3. The audited Consolidated statement of profit and loss and other comprehensive Income for the Consolidated entity is attached in the Financial Report.
4. The audited Consolidated Statement of financial position for the Consolidated entity for the reporting period and previous period is attached in the Financial Report.
5. The audited Consolidated Statement of cash flows for the Consolidated entity for the reporting period and previous period is attached in the Financial Report.
6. The audited Statement of changes in equity for the Consolidated entity for the reporting period and previous period attached in the Financial Report.
7. No distributions were paid during during the reporting period or the previous period and none are proposed.
8. The Trust does not have a Distribution Reinvestment Plan as at the date of this Appendix 4E.
9. The unaudited consolidated net tangible assets as at the end of the reporting period were \$0.13 per unit. The corresponding value as at the end of the previous period was \$0.34 per unit.
10. Details of controlled entities which were deregistered during the reporting period are attached in the Financial Report.

11. Not applicable.
12. Apart from the information contained in the Director's report in the attached Financial Report, there is no other significant information needed by an investor to make an informed assessment of the Consolidated entity's financial performance and financial position as at the reporting date.
13. The Trust is not a foreign entity.
14. A commentary on the Consolidated entity's financial results for the year ended 30 June 2016 is attached in the Financial Report.
15. The financial information contained in this Preliminary Final Report is based upon the attached Financial Report for the year ended 30 June 2016 which has been audited by the Trust's auditors, Pitcher Partners.
16. Pitcher Partners auditors opinion includes an emphasis of matter referring to Note 2(b) of the consolidated financial statements which refers to the application of the going concern principle in the preparation of the Financial Report.

Directors of the Responsible Entity have determined, after reviewing the cashflow budgets of the Consolidated Entity, which includes critical assumptions including the refinance of the current loan associated with the Higgins property and the completion of the current Entitlement Offer, that the preparation of the Financial Report on a going concern basis to be appropriate.

17. Not applicable.

Real Estate Capital Partners USA Property Trust

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Annual Financial Report for the year ended 30 June 2016

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Directors' report

The Directors of Quattro RE Limited ("**Quattro**" or "**Responsible Entity**"), the Responsible Entity for the Real Estate Capital Partners USA Property Trust ("**RCU**" or "**the Trust**") (ASX: RCU) present their report together with the financial statements of the Consolidated Entity for the financial year ended 30 June 2016 and the independent auditor's audit report thereon.

The Consolidated Entity comprises the Trust and the entities it controlled during the financial period. The Trust became a registered managed investment scheme under the *Corporations Act 2001* on 26 May 2005.

Responsible entity and Investment Management

The Responsible Entity has carried out the investment management function engaging specialist asset management services relevant to the remaining USA property asset of the Trust and expert consultants to assist in the review of strategy, its implementation, and the day to day management of the Trust.

Directors

The Directors of the Responsible Entity during or since the end of the reporting period are:

Ben Dillon (Appointed 20 July 2012)
Antony Wood (Appointed 28 November 2014)
Andrew Saunders (Appointed 7 October 2014)

The Directors consider that because the majority of Directors during or since the end of the reporting period were non-executive and independent, an adequate segregation of responsibilities has applied during the reporting period between the investment management functions and corporate governance functions of the Trust.

Principal activities

The Trust is a registered managed investment scheme domiciled in Australia. The principal activity of the Consolidated Entity during the reporting period was property investment in the United States of America ("**USA**"). The Trust currently owns a single asset in Chicago. There were no significant changes in the nature of the Consolidated Entity's activities during the reporting period. The Trust and the Consolidated Entity did not have any employees during the reporting period.

Results and distributions

The Consolidated Entity's loss for the year ended 30 June 2016 was \$2,493,000 (2015: \$1,690,000 loss). The 2016 loss was largely attributable to a negative fair value movement of \$1,539,000 (2015: \$1,722,000) recognised in the current period on the investment property. The previous corresponding period also included a one off \$1,594,000 gain on foreclosure relating to the rationalisation of the property portfolio

In accordance with the strategy of minimising the Trust's operating costs, other operating expenses for the year were reduced to \$1,114,000 compared with \$1,753,000 for the previous corresponding period.

No distributions have been paid or are payable in respect of the current or immediately preceding corresponding period and the Directors of the Responsible Entity do not recommend the payment of a distribution.

Directors' report (continued)

Review of operations

Fund update and 1700 W Higgins, Chicago (Higgins)

As a result of the strategic review and engagement with the major unitholders, RCU adopted a strategy to minimize overhead costs, add value to the Higgins property prior to its sale and assess opportunities to create value, with the long term objective being to close the gap that exists between RCU's trading price and its net tangible asset (NTA) backing per Unit.

The Higgins property has been extensively refurbished and repositioned with these works being predominately funded by RCU's lender from loan proceeds and reserves. The refurbishment works were completed in mid 2015. Since that time, an active re-leasing strategy has been employed with two new long term tenants secured, increasing occupancy at the property to approximately 53%.

The property is subject to a loan of US\$11.0 million, which is a modified loan as noted in the 30 June 2016 accounts and the ASX announcement dated 30 August 2013 (the Higgins loan). The Higgins loan has a maturity date of 1 March 2017 and can be repaid as early as 2 December 2016.

RCU has adopted a strategy for the property to:

1. refinance the property on or after 2 December 2016, the earliest date under the Higgins loan that a refinance or sale can be completed;
2. assuming a refinance is completed on terms satisfactory to RCU, lease the property to an occupancy rate of approximately 85%-95%; or
3. In the event a refinance cannot be completed on terms satisfactory to RCU, the property may be sold by 1 March 2017 (the current maturity date of the Higgins loan), noting RCU may extend the Higgins loan for a further year by paying a fee to the current lender.

The Responsible Entity considers that continued leasing of the property, and attaining a stabilised occupancy rate in the range of 85% to 95%, will position RCU to realise the added value to unitholders that forms a key focus and priority for RCU.

Capital management and other funding initiatives

As noted in the interim financial report dated 31 December 2015, to assist in executing the above strategy, the Responsible Entity highlighted the need to source additional funding via a placement and a unit purchase plan that would allow existing unitholders to acquire additional units in the Trust, as well as other funding initiatives.

- ***Placement***

The Responsible Entity announced the successful completion of a placement to sophisticated investors raising approximately \$124,500 on 7 June 2016 (the Placement).

The Placement of 1,842,231 new fully paid units at an issue price of A\$0.0676 per unit represented a premium to the 5 day volume weighted average price (VWAP) as well as the last trading price of A\$0.03. The subscribers for the units in the Placement were not related parties of the Responsible Entity or associates of related parties.

- **Non Bank Loan**

Following the completion of the Placement, and as part of the funding initiatives, RCU entered into a loan agreement for US\$900,000 with a third party non bank lender (Non Bank Loan). The key terms of the Non Bank Loan are as follows:

1. Total loan amount: up to US\$900,000 (approximately A\$1,285,000).
2. The drawdown of the Non Bank Loan is in tranches, with the conditions to drawdown being the completion of the Placement, as noted above and the completion of a capital raise of A\$600,000 by no later than 31 August 2016.
3. Repayment date: Earlier of 31 March 2018 or the sale of the Higgins asset.
4. Coupon: total of US\$900,000 payable in four tranches through to 31 March 2018. The Non Bank Loan is structured so that the majority of the coupon payments are timed to coincide with the sale of Higgins.
5. Conversion into RCU equity: Up to a maximum of US\$200,000 at lenders discretion. The conversion is subject to the following:
 - (a) A meeting of unitholders to be convened to approve the conversion of the nominated portion of the Non Bank Loan into RCU equity at the time the lender elects to convert (to date the lender has made no election to convert any portion of the Non Bank Loan).
 - (b) The issue price of units applicable for the conversion will be either:
 - (i) If at the time of conversion, a placement or capital raising process is underway, the issue price applicable in respect of the relevant placement or capital raising.
 - (ii) In all other circumstances the issue price will be equal to the 5 day VWAP immediately prior to the date the units are to be issued.

Following the completion of the Placement a tranche of the Non Bank Loan has been drawn down totalling US\$225,000 with the balance of up to a further US\$675,000 conditional on the completion of a capital raise (renounceable entitlement offer) of A\$600,000.

- **Renounceable Entitlement Offer**

On 1 July 2016, the Responsible Entity announced that it was conducting a fully underwritten renounceable entitlement offer of 0.64 new units for every 1 existing unit in RCU held by eligible unitholders at an issue price of \$0.067 per new unit (Entitlement Offer) to raise approximately \$605,000. The Entitlement Offer was fully underwritten and closed on 19 August 2016.

The issue price represented a 67% discount to the net tangible asset backing per unit at 31 December 2015 of \$0.20 and a 31% premium to the 5 day VWAP to 30 June 2016 of \$0.051. The issue price was also slightly below the issue price of \$0.0676 per unit utilised in the Placement.

Following completion of the Entitlement Offer, RCU will be able to drawdown on the undrawn balance (US\$675,000) of the Non Bank Loan entered into together with the Placement.

Proceeds of the Placement, Non Bank Loan and Entitlement Offer, will be invested to create value at 1700 W, Higgins, Chicago, the sole property of RCU, by funding leasing, promotional, and other costs, as well as for working capital purposes.

Refinancing of the Higgins loan

Management is exploring and engaging in refinance options of the Higgins loan associated with the Higgins asset. The maturity date of the Higgins loan is 1 March 2017 but can be extended for a further year by paying a fee to the current lender.

As at 30 June 2016, the asset had a book value of US\$14,100,000 which is the same as the 30 June 2015 independent valuation of US\$14,100,000. The Responsible Entity believes there has been no material change in the fair value of the asset over the past 12 months.

The independent valuation makes an allowance for future letting up costs associated with reaching a stabilized occupancy level of between 85% - 95%. The valuation does not take into account the financing structure for the asset.

Foreign exchange movements

As nearly all of the Trust's assets and liabilities are denominated in US\$ and the Trust's earnings are generated in US\$, movements in the US\$/A\$ exchange rate have a material impact on the Trust's NTA and its earnings.

During the course of the year the A\$ depreciated against the US\$ from a spot rate of \$0.7680 at 30 June 2015 to a spot rate of \$0.7426 at 30 June 2016. The Trust's Statement of Financial Position is prepared using predominately the spot rate at 30 June 2016.

From an earnings perspective the average A\$/US\$ exchange rate for the period (1 July 2015 – 30 June 2016) was \$0.7284 compared with the average exchange rate over the prior 12 month period (1 July 2014 – 30 June 2015) of \$0.8372. The Trust's Statement of Profit or loss and Other Comprehensive Income is prepared using predominately the average exchange rate over the period.

New acquisitions

In accordance with the strategy, the Trust continues to review asset acquisitions and new investment opportunities that can create value for unitholders. The investment strategy of the Trust is to identify investments where value can be added or the acquisition is opportunistic, with a focus on markets that have a positive macro economic outlook, which includes both Australasia and the USA. As at the date of this report there are no transactions sufficiently advanced to disclose.

Directors' report (continued)

Interest of the Responsible Entity

As at 30 June 2016, there were nil units held by the Responsible Entity (30 June 2015 - 784,674 units) in trust.

Mr Ben Dillon holds 3,280 units in the Trust and Mr Andrew Saunders and his associates hold 3,412,964 units in the Trust following the completion of the Entitlement Offer.

Responsible Entity fees, related party fees and other transactions

Except as disclosed in this report or in the notes to the consolidated financial statements, no Director of the Responsible Entity has received or become entitled to receive any benefit because of a contract made by the Responsible Entity or a related entity with a Director or with a firm of which a Director is a member or with an entity of which a Director of the Responsible Entity has a substantial interest. Directors of the Responsible Entity are paid Directors fees by the Responsible Entity from its own resources.

All transactions with related parties are conducted on commercial terms and conditions.

Costs incurred by the Responsible Entity in managing the Trust include the cost of advisors to provide the fund management, assets management, legal, accounting and other services. These costs are included in expense recoveries.

	2016 \$'000	2015 \$'000
Transactions with related parties – Consolidated:		
<i>Charged by the Responsible Entity</i>		
• Responsible Entity fees (see i below)	90	138
• Expense recoveries	278	527
• Other expenses	22	-
<i>Charges by Zerve Pty Ltd</i>		
• US asset management fees	306	500
• Intercompany loan interest	7	-
	703	1,165
Balances outstanding with related parties – Consolidated		
<i>Included in payables:</i>		
<i>To the Responsible Entity and Zerve Pty Ltd</i>		
• Responsible Entity fees	45	-
• Expense recoveries	60	-
• Other expenses	22	-
• US asset management fees	122	-
	249	-
Unsecured loan – Consolidated		
• Zerve Pty Ltd	171	-
	171	-

i Responsible Entity fees are calculated on the following basis:

- 3% of the gross income of the Trust in accordance with the Trust's Constitution.

Directors' report (continued)

Events subsequent to the end of the reporting period

Other than the matters disclosed in this report, there has not arisen in the interval between the end of the financial period and the date of this report, any item, transaction or event of a material and unusual nature likely, in the opinion of the Responsible Entity, to affect significantly the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in future financial periods.

Business strategies and prospects

The continuing business strategies of the Trust predominantly fall into three streams:

1. Actively manage the cashflow of the Trust to enable the successful lease up and stabilization of the Higgins asset so that its value can be realised.
2. Implement, if appropriate, a restructure of the Trust to facilitate the efficient utilisation of embedded tax benefits with the objective of enhancing future total investment returns or enhancing the Trust's NTA; and
3. Implement, if appropriate, a transaction or transactions which may result in the gap between the Trust's unit price and NTA reducing. This may include but is not limited to marketing the Trust to potential sources of equity to assist to fund appropriate property acquisition opportunities, disposing of the Higgins asset once it has reached a stabilized occupancy level and returning the capital to unit holders, or marketing the Trust to potential takeover suitors.

The risks to the business strategies and prospects include commercial risks such as the identification of suitable assets, the sourcing of appropriate equity and debt finance, foreign exchange risk, taxation risk and in particular the depletion of cash reserves in the event that the Trust is unable to implement or execute one or more the above business strategies.

Going concern

The consolidated annual financial report of the Trust has been prepared on a going concern basis which contemplates continuity of normal business activities and the realization of assets and the settlement of liabilities in the ordinary course of business.

Working capital

The consolidated statement of financial position discloses that the Consolidated Entity had a deficiency of working capital (being the amount of payables in excess of cash and cash equivalents and trade and other receivables) of \$1,961,000 (30 June 2015: \$887,000 deficiency). Included in payables are amounts payable to the Responsible Entity and Zerve Pty Ltd of \$420,000 (30 June 2015: \$0), tenant security deposits of \$87,000 (30 June 2015: \$75,000), rent received in advance of \$30,000 (30 June 2015: \$25,000) and accrued real estate taxes of \$598,000 (30 June 2015: \$951,000). These amounts, which total \$1,135,000 (30 June 2015: \$1,051,000) are not immediately payable or refundable to tenants, and accordingly, once excluded from the calculation, the deficiency of working capital would reduce to \$826,000 (30 June 2015: \$164,000 surplus).

In addition, the current fully underwritten Entitlement Offer of \$605,000 which closed on 19 August 2016 and the drawdown of the balance of the Non Bank Loan will provide an additional \$1.35m of working capital in the short term.

Directors' report (continued)

The Consolidated Entity currently does not receive consistent cash income and will not do so until the occupancy of the Higgins property reaches 90% in accordance with the terms of the Higgins loan associated with the property. The Consolidated Entity continues to utilise its cash to settle its ongoing operating expenses and has recently completed the Placement, entered into a Non Bank Loan and conducted an Entitlement Offer to meet these and other obligations in the future. The Consolidated Entity may require additional financing in the future. The available cash and cash equivalent balances as at 30 June 2016 were \$24,000 (30 June 2015: \$637,000).

Cashflow budgets

The Responsible Entity has prepared cash flow budgets through to 31 August 2017 which indicates that the Consolidated Entity will have sufficient funds to meet its short term working capital and financing requirements. Critical assumptions in the cash flow include a refinance of the Higgins loan associated with the Higgins property and the completion of the current Entitlement Offer.

Higgins Valuation

The current valuation of the Higgins asset contemplates continuity of normal business activities and the realization of assets and the settlement of liabilities in the ordinary course of business. In the event a realization of the Higgins asset is required other than in the ordinary course of business it is likely the asset may be realized at materially less than the value stated in the financial statements.

Conclusion

The Directors of the Responsible Entity have determined that because the cash flow budgets prepared above indicate that there are reasonable grounds to consider that the Consolidated Entity will be able to pay its debts as and when they become due and payable, that the preparation of the financial report on a going concern basis to be appropriate. However, if the Responsible Entity is unable to execute its refinance and business strategy as planned and cash flow projections are not achieved, there is material uncertainty that the Trust would be able to meet its financial obligations as and when they fall due and continue as a going concern and as such the Consolidated Entity may be required to realise assets at amounts less than that stated in the financial statements.

Significant changes in state of affairs

In the opinion of the Directors of the Responsible Entity there have been no other significant changes in the state of affairs of the Trust which occurred during the financial year not otherwise disclosed in this Directors' report or the attached financial report.

Indemnification and insurance of officers and auditors

Indemnification

Under the Trust's Constitution, the Responsible Entity, including its officers and employees, is indemnified out of the Trust'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 Trust.

The Trust has not indemnified or made a relevant agreement for indemnifying against a liability any person who is or has been auditor of the Trust.

Directors' report (continued)

Non-audit services

Pitcher Partners was appointed on 25 May 2015 as the Consolidated Entity's auditor. Pitcher Partners provided non-audit services (tax services) during the financial year as well as their statutory duties as auditor.

The Board of the Responsible Entity has considered the non-audit services provided by Pitcher Partners during the year and is satisfied that the provision of those non-audit services during the year by Pitcher Partners is compatible with, and did not compromise, the auditor independence requirements of the *Corporations Act 2001* for the following reasons:

- all non-audit services were subject to the corporate governance procedures adopted by the Responsible Entity to ensure they do not impact the integrity and objectivity of the auditor; and
- the non-audit services provided do not undermine the general principles relating to auditor independence as set out in APES 110 *Code of Ethics for Professional Accountants*, as they did not involve reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Consolidated Entity, acting as an advocate for the Consolidated Entity or jointly sharing risks and rewards.

Details of the amounts paid and due to the auditor of the Consolidated Entity, Pitcher Partners, and its related practices for audit services provided during the year were:

Taxation compliance services	\$10,000
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Environmental regulations

To the best of Directors' knowledge the operations of the USA REIT have been conducted in compliance with the environmental regulations existing under USA federal, state and local legislation.

Lead auditor's independence declaration

The lead auditor's independence declaration is set out on page 9 and forms part of the Directors' Report for the year ended 30 June 2016.

Rounding off

The Trust and Consolidated Entity are of a kind referred to in ASIC Corporations (Rounding in Financial/Directors Reports) Instrument (2016/191) and in accordance with that instrument, amounts in the financial report and the Directors' Report have been rounded off to the nearest thousand dollars unless otherwise stated.

Signed in accordance with a resolution of the Responsible Entity:



Ben Dillon
Director

Sydney, 31 August 2016



PITCHER PARTNERS
ACCOUNTANTS • AUDITORS • ADVISORS

Level 22 MLC Centre
19 Martin Place
Sydney NSW 2000
Australia

Postal Address:
GPO Box 1615
Sydney NSW 2001
Australia

Tel: +61 2 9221 2099
Fax: +61 2 9223 1762

www.pitcher.com.au
partners@pitcher-nsw.com.au

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Melbourne | Sydney | Perth | Adelaide | Brisbane | Newcastle

**AUDITOR'S INDEPENDENCE DECLARATION
TO THE DIRECTORS OF QUATTRO RE LIMITED, AS RESPONSIBLE ENTITY OF REAL ESTATE
CAPITAL PARTNERS USA PROPERTY TRUST**

In relation to the independent audit for the year ended 30 June 2016, to the best of my knowledge and belief there have been:

- (i) no contraventions of the auditor independence requirements of the *Corporations Act 2001*; and
- (ii) no contraventions of any applicable code of professional conduct.

M A GODLEWSKI
Partner

PITCHER PARTNERS
Sydney

31 August 2016

REAL ESTATE CAPITAL PARTNERS USA PROPERTY TRUST
ARSN 114 494 503

Consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2016	Note	Consolidated	
		2016	2015
		\$'000	\$'000
Revenue and other income			
Rental income from investment properties		1,281	1,372
Recoverable outgoings from investment properties		1,100	1,079
Gain on foreclosure		-	1,594
Interest income		1	2
Net gain/(loss) on foreign exchange		32	159
Other income		(14)	85
Total revenue and other income		2,400	4,291
Expenses			
Property expenses		1,857	1,870
Borrowing costs		1,102	940
Responsible Entity fees	20	90	138
Custodian fees		(119)	60
Other operating expenses	4	1,114	1,753
Total expenses		4,044	4,761
Change in fair value of investment property		(1,539)	(1,722)
Change in fair value of financial liability		690	502
Profit/(loss) before income tax		(2,493)	(1,690)
Income tax	6	-	-
Profit/(loss) for the year		(2,493)	(1,690)

Continued on page 11

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

		Consolidated	
Consolidated statement of profit or loss and other comprehensive income for the year ended 30 June 2016 (continued)	Note	2016 \$'000	2015 \$'000
Other comprehensive income			
Items that may be reclassified subsequently to profit or loss			
Unrealised foreign currency translation gain/(loss) - foreign operations		7	782
Total other comprehensive income		7	782
Total comprehensive income/(loss) for the year		(2,486)	(908)
Total comprehensive income/(loss) for the year attributable to unitholders of the Trust		(2,486)	(908)
Earnings per unit			
		Cents	Cents
Basic earnings/(loss) per unit	16	(20.10)	(13.76)
Diluted earnings/(loss) per unit	16	(20.10)	(13.76)

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

**Consolidated statement of changes in equity
for the year ended 30 June 2016**

Consolidated Entity	Note	Issued capital \$'000	Translation reserve \$'000	Accum losses \$'000	Total equity \$'000
2015					
Balance at 30 June 2014	14	203,707	3,086	(201,650)	5,143
Total comprehensive income for the year					
Profit/(loss) for the year		-	-	(1,690)	(1,690)
Translation of foreign operations		-	782	-	782
Total comprehensive income for the year		-	782	(1,690)	(908)
Transactions with owners, recorded directly in equity					
Units issued	14	-	-	-	-
Total transactions with owners		-	-	-	-
Balance at 30 June 2015		203,707	3,868	(203,340)	4,235
2016					
Balance at 30 June 2015	14	203,707	3,868	(203,340)	4,235
Total comprehensive income for the year					
Profit/(loss) for the year		-	-	(2,493)	(2,493)
Translation of foreign operations		-	7	-	7
Total comprehensive income for the year		-	7	(2,493)	(2,486)
Transactions with owners, recorded directly in equity					
Units issued	14	125	-	-	125
Total transactions with owners		125	-	-	125
Balance at 30 June 2016		203,832	3,875	(205,833)	1,874

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

**Consolidated statement of financial position
as at 30 June 2016**

	Note	Consolidated	
		2016	2015
		\$'000	\$'000
Assets			
Current assets			
Cash and cash equivalents	7(a)	24	637
Trade and other receivables	8	4	119
Other assets	9	159	706
Total current assets		187	1,462
Non-current assets			
Investment properties	10	18,987	18,359
Other assets	9	1,726	2,922
Total non-current assets		20,713	21,281
Total assets		20,900	22,743
Liabilities			
Current liabilities			
Trade and other payables	11	1,818	1,643
Unsecured loan – Zerve Pty Ltd	20	171	-
Financial liabilities, at fair value	12	16,688	866
Total current liabilities		18,677	2,509
Non-current liabilities			
Financial liabilities, at fair value	12	-	15,999
Non bank subordinated loan	13	349	-
Total non-current liabilities		349	15,999
Total liabilities		19,026	18,508
Net assets		1,874	4,235
Equity			
Issued capital	14	203,832	203,707
Reserves		3,875	3,868
Accumulated losses		(205,833)	(203,340)
Total equity		1,874	4,235

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

**Consolidated statement of cash flows
for the year ended 30 June 2016**

Consolidated statement of cash flows for the year ended 30 June 2016	Note	Consolidated	
		2016 \$'000	2015 \$'000
Cash flows from operating activities			
Receipts in the course of operations		2,449	2,676
Payments in the course of operations		(2,408)	(3,490)
Payments of interest and other borrowing costs		(977)	(991)
Net cash from/(used in) operating activities	7(b)	(936)	(1,805)
Cash flows used in investing activities			
Interest received		1	2
Payments for improvements to investment properties		(1,506)	(970)
Transfer funds from/(to) capital reserve		1,228	584
Net cash from/(used in) investing activities		(277)	(384)
Cash flows from in financing activities			
Proceeds from borrowings		474	-
Proceeds from issue of units	14	125	-
Cash received/(relinquished) on foreclosure		-	1,594
Net cash from/(used in) financing activities		599	1,594
Net increase/(decrease) in cash and cash equivalents		(614)	(595)
Cash and cash equivalents at the beginning of the year		637	1,209
Effect of exchange rate fluctuations		1	23
Cash and cash equivalents at the end of the year	7(a)	24	637

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

1. Reporting entity

Real Estate Capital Partners USA Property Trust (the “**Trust**”), is a registered managed investment scheme under the *Corporations Act 2001*. The consolidated financial report of the Trust as at and for the year ended 30 June 2016 comprises the Trust and its subsidiaries (together referred to as the “**Consolidated Entity**” and individually as “**Group entities**”). The Trust is a for-profit entity. The principal activities of the Consolidated Entity during the financial year were the derivation of rental income from investment properties located in the United States of America (“**USA**”).

2. Basis of preparation

(a) Statement of compliance

The consolidated financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (“AASBs”) adopted by the Australian Accounting Standards Board (“AASB”) and the *Corporations Act 2001*. The consolidated financial report also complies with International Financial Reporting Standards (“IFRS”) and interpretations adopted by the International Accounting Standards Board (“IASB”).

The financial statements were authorised for issue by the Directors of the Responsible Entity on 31 August 2016.

(b) Going concern

The consolidated annual financial report of the Trust has been prepared on a going concern basis which contemplates continuity of normal business activities and the realization of assets and the settlement of liabilities in the ordinary course of business.

Working capital

The consolidated statement of financial position discloses that the Consolidated Entity had a deficiency of working capital (being the amount of payables in excess of cash and cash equivalents and trade and other receivables) of \$1,961,000 (30 June 2015: \$887,000 deficiency). Included in payables are amounts payable to the Responsible Entity and Zerve Pty Ltd of \$420,000 (30 June 2015: \$0), tenant security deposits of \$87,000 (30 June 2015: \$75,000), rent received in advance of \$30,000 (30 June 2015: \$25,000) and accrued real estate taxes of \$598,000 (30 June 2015: \$951,000). These amounts, which total \$1,135,000 (30 June 2015: \$1,051,000) are not immediately payable or refundable to tenants, and accordingly, once excluded from the calculation, the deficiency of working capital would reduce to \$826,000 (30 June 2015: \$164,000 surplus).

In addition, the current fully underwritten Entitlement Offer of \$605,000 which closed on 19 August 2016 and the drawdown of the balance of the Non Bank Loan will provide an additional \$1.35m of working capital in the short term.

The Consolidated Entity currently does not receive consistent cash income and will not do so until the occupancy of the Higgins property reaches 90% in accordance with the terms of the Higgins loan associated with the property. The Consolidated Entity continues to utilise its cash to settle its ongoing operating expenses and has recently completed a Placement, entered into a Non Bank Loan and conducted an Entitlement Offer to meet these and other obligations in the future. The Consolidated Entity may require additional financing in the future. The available cash and cash equivalent balances as at 30 June 2016 were \$24,000 (30 June 2015: \$637,000).

Cashflow budgets

The Responsible Entity has prepared cash flow budgets through to 31 August 2017 which indicates that the Consolidated Entity will have sufficient funds to meet its short term working capital and financing requirements. Critical assumptions in the cash flow include a refinance of the Higgins loan associated with the Higgins property and the completion of the current Entitlement Offer.

Conclusion

The Directors of the Responsible Entity have determined that because the cash flow budgets prepared above indicate that there are reasonable grounds to consider that the Consolidated Entity will be able to pay its debts as and when they become due and payable, that the preparation of the financial report on a going concern basis to be appropriate. However, if the Responsible Entity is unable to execute its refinance and business strategy as planned and cash flow projections are not achieved, there is material uncertainty that the Trust would be able to meet its financial obligations as and when they fall due and continue as a going concern and as such the Consolidated Entity may be required to realise assets at amounts less than that stated in the financial statements.

(c) Basis of measurement

The consolidated financial statements have been prepared on the historical cost basis except for the following:

- investment properties are measured at fair value
- financial liabilities are measured at fair value

The methods used to measure fair values are discussed further in Note 3(c), 3(h) and 3(j).

(d) Functional and presentation currency

The consolidated financial statements are presented in Australian dollars (“A\$”), which is the Trust’s presentation currency. The Trust’s functional currency is Australian dollars; however, the Consolidated Entity is predominantly comprised of operations located in the USA. The functional currency of the controlled entities that hold these operations is United States dollars (“US\$”).

The Trust and Consolidated Entity are of a kind referred to in ASIC Corporations (rounding in Financial/Directors Reports) Instrument (2016/191), all financial information presented in Australian dollars has been rounded to the nearest thousand dollars unless otherwise stated.

(e) Use of estimates and judgments

The preparation of the consolidated financial statements requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses.

Estimates and underlying assumptions are reviewed on an ongoing basis. Actual results may differ from these estimates. Revisions to accounting estimates are recognised in the period in which the estimate is revised and in any future periods affected.

Significant judgements, estimates and assumptions made by management in the preparation of these consolidated financial statements are outlined below:

- **Investment properties – Valuation**

Investment properties are valued each reporting date to reflect their fair value according to the Trust’s policy on valuing property (Refer to Note 3(i) for further details).

- **Financial liabilities – Valuation**

The financial liability created by the loan modification agreement has been designated as a financial liability at fair value through profit and loss by Directors of the Responsible Entity (Refer to Note 15 for further details).

3. Significant accounting policies

Except as set out below and on the following page the accounting policies adopted in the preparation of the consolidated financial statements are consistent with those applied in the preparation of the Consolidated Entity's financial statements as at 30 June 2015.

(a) Basis of consolidation

Subsidiaries

Subsidiaries are those entities over which the Consolidated Entity has the power to govern the financial and operating policies, generally accompanying a shareholding of more than half the voting rights. In assessing whether control exists, potential voting rights that are presently exercisable or convertible are considered.

The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases. A schedule of subsidiaries is set out in Note 19 to these consolidated financial statements. The financial statements of subsidiaries are prepared for the same reporting period as the Trust using consistent accounting policies. Adjustments are made to align any dissimilar accounting policies which may exist.

All balances and the effects of transactions between subsidiaries have been eliminated in full. In the Trust's financial statements, investments in subsidiaries are carried at cost, less impairment.

(b) Foreign currency

Foreign currency transactions

Transactions in foreign currencies are translated at the foreign currency exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated to Australian dollars at the foreign currency closing exchange rate ruling at the end of the reporting period.

Foreign currency exchange differences arising on translation and realised gains and losses on disposals or settlements of monetary assets and liabilities are recognised in profit or loss. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to Australian dollars at the foreign currency closing exchange rates ruling at the dates that the values were determined. Foreign currency exchange differences relating to investments at fair value through profit or loss are included in gains and losses on investments. All other foreign currency exchange differences relating to monetary items, including cash and cash equivalents, are presented separately in the statement of profit or loss and other comprehensive income.

Foreign operations

The assets and liabilities of foreign operations, including goodwill and fair value adjustments arising on acquisition, are translated to Australian dollars at the exchange rate at reporting date. The income and expenses of foreign operations are translated to Australian dollars at the average exchange rate for the year.

Foreign currency differences are recognised in other comprehensive income, and presented in the foreign currency translation reserve ("Translation reserve") in equity. When a foreign operation is disposed of such that control or significant influence is lost, the cumulative amount in the translation reserve related to that foreign operation is reclassified to profit or loss as part of the gain or loss on disposal. When the Consolidated Entity disposes of only part of its interest in a subsidiary that includes a foreign operation whilst retaining control, the relevant proportion of the cumulative amount is reattributed to non-controlling interests.

3. Significant accounting policies (continued)

(c) Financial instruments

(i) Classification

The Consolidated Entity's financial instruments comprise:

- the category of financial liabilities at fair value through profit or loss comprising loans and borrowings
- financial instruments that are classified as loans and receivables including trade and other receivables
- financial liabilities that are not at fair value through profit or loss including trade and other payables and loans and borrowings
- cash and cash equivalents.

(ii) Recognition

The Consolidated Entity recognises financial assets and financial liabilities at fair value through profit or loss on the date it becomes a party to the contractual provisions of the instrument. Other financial assets and liabilities are recognised on the date they originated.

Financial liabilities are not recognised unless one of the parties has performed or the contract is a derivative contract not exempted from the scope of AASB 139 *Financial Instruments: Recognition and Measurement*.

(iii) Measurement

Financial instruments are measured initially at fair value ("transaction price") plus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs on financial assets and financial liabilities at fair value through profit or loss are expensed immediately, while on other financial instruments they are amortised.

Subsequent to initial recognition, all instruments classified at fair value through profit or loss are measured at fair value with changes in their fair value recognised in the statement of profit or loss and other comprehensive income.

Financial instruments classified as loans and receivables are carried at amortised cost using the effective interest rate method, less impairment losses, if any. Financial liabilities, other than those at fair value through profit or loss, are measured at amortised cost using the effective interest rate.

(iv) Derecognition

The Trust derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition in accordance with AASB 139 *Financial Instruments: Recognition and Measurement*.

A financial liability is derecognised when the obligation specified in the contract is discharged, cancelled or expired.

3. Significant accounting policies (continued)

(v) Fair value measurement principles

The fair value of financial instruments is based on valuation techniques. Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate used is a market rate at the end of the reporting period applicable for an instrument with similar terms and conditions. Where other pricing models are used, inputs are based on market data at the end of the reporting period.

The fair value of derivatives that are not exchange-traded is estimated at the amount that the Consolidated Entity would receive or pay to terminate the contract at the end of the reporting period taking into account current market conditions (volatility, appropriate yield curve) and the current creditworthiness of the counterparties. Specifically, the fair value of a forward contract is determined as a net present value of estimated future cash flows, discounted at appropriate market rates on the valuation date.

(vi) Impairment

Financial assets that are stated at cost or amortised cost are reviewed at the end of each reporting period to determine whether there is objective evidence of impairment. If any such indication exists, impairment testing is carried out and an impairment loss is recognised in profit or loss as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the financial asset's original effective interest rate.

If in a subsequent period the amount of an impairment loss recognised on a financial asset carried at amortised cost decreases and the decrease can be linked objectively to an event occurring after the write-down, the write-down is reversed through profit or loss.

(vii) Specific instruments

Cash and cash equivalents

Cash comprises current deposits with banks. Cash equivalents are short-term highly liquid investments that are readily convertible to known amounts of cash, are subject to an insignificant risk of changes in value, and are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

Derivative financial instruments

The Trust and Consolidated Entity have previously used derivative financial instruments to partially hedge their exposure to interest rate risks arising from investment activities. In accordance with its investment strategy, the Trust and Consolidated Entity do not hold or issue derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting would be accounted for as trading instruments.

Derivatives are recognised initially at fair value; attributable transaction costs are recognised in profit or loss when incurred.

(d) Interest income and expense

Interest income and expense is recognised in the statement of profit or loss and other comprehensive income as it accrues, using the effective interest method of the instrument calculated at the acquisition or origination date. Interest income and expense includes the amortisation of any discount or premium, transaction costs or other differences between the initial carrying amount of an interest-bearing instrument and its amount at maturity calculated on an effective interest rate basis.

3. Significant accounting policies (continued)

(e) Expenses

All expenses, including Responsible Entity, Asset management fees and Custodian fees, are recognised in profit or loss on an accruals basis.

(f) Distribution and taxation

Distributions from the US REIT

Distributions of earnings and profits made by the Trust's subsidiary, Mariner American Property Income REIT, Limited (the "US REIT") for the financial year are not taxable. Distributions that are in excess of its earnings and profits are treated as non-taxable returns of capital to the Trust to the extent of the Trust's adjusted tax cost basis in the units of the US REIT.

Distributions made by the US REIT which are attributable to capital gains from disposal of the US properties are subject to US tax at a special rate of 35%. The Consolidated Entity recognises a deferred tax liability at 35% on the difference between the fair value of the properties and their tax cost base under the US tax regulation. The deferred tax liability is adjusted to reflect the movement in the fair value of the properties and their tax cost base. To the extent that the fair value of the properties is lower than the tax cost base no deferred tax asset is recognised.

Distributions to unitholders

Distributions from the Trust to unitholders are from available cash flows and not directly related to the accounting profit. Distributions can be a mixture of tax deferred distributions as well as taxable income distributions. Under current legislation the Trust is not subject to income tax as its taxable income (including assessable realised capital gains) is distributed in full to the unitholders. The Trust fully distributes its distributable income, calculated in accordance with the Trust Constitution and applicable taxation legislation, to the unitholders who are presently entitled to the income under the Constitution.

Financial instruments held at fair value may include unrealised capital gains. Should such a gain be realised, that portion of the gain that is subject to capital gains tax will be distributed so that the Trust is not subject to capital gains tax.

Realised capital losses are not distributed to unitholders but are retained in the Trust to be offset against any future realised capital gains. If realised capital gains exceed realised capital losses the excess is distributed to the unitholders.

(g) Goods and services tax

Management fees, custody fees and other expenses are recognised net of the amount of goods and services tax ("GST") recoverable from the Australian Taxation Office ("ATO") as a reduced input tax credit ("RITC").

Payables are stated with the amount of GST included. The net amount of GST recoverable from the ATO is included in receivables in the statement of financial position. Cash flows are included in the statement as cash flows on a gross basis.

3. Significant accounting policies (continued)

(h) Investment properties

Investment properties comprise investment interests in land and buildings (including integral plant and equipment) held for the purpose of letting to produce rental income or for capital appreciation or for both. Land and buildings comprising the investment properties are considered composite assets and are disclosed as such in the accompanying notes to the consolidated financial statements.

Investment properties acquired are initially recorded at their cost of acquisition at the date of acquisition, being the fair value of the consideration provided plus incidental costs directly attributable to the acquisition. Where the contracts of purchase include a deferred payment arrangement, amounts payable are recorded at their present value, discounted at the rate applicable to the Trust if a similar borrowing were obtained from an independent financier under comparable terms and conditions.

Investment properties are subsequently stated at fair value with any change therein recognised in profit or loss. Fair values are based on market values, being the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion.

(i) Property valuations

Valuations are undertaken internally by knowledgeable property professionals each reporting period and external, independent valuations are obtained if Directors of the Responsible Entity are of the opinion that the market has moved materially.

The valuations are prepared by considering the aggregate of the net annual rents receivable from the properties and where relevant, associated costs. A yield which reflects the specific risks inherent in the net cash flows is then applied to the net annual rentals to arrive at the property valuation.

Valuations reflect, where appropriate; the type of tenants actually in occupation or responsible for meeting lease commitments or likely to be in occupation after letting of vacant accommodation and the market's general perception of their credit-worthiness; the allocation of maintenance and insurance responsibilities between lessor and lessee; and the remaining economic life of the property. It has been assumed that whenever rent reviews or lease renewals are pending with anticipated reversionary increases, all notices and where appropriate counter notices have been served validly and within the appropriate time. Any gain or loss arising from a change in fair value is recognised in profit or loss.

Valuations are predicated on marketing programs with terms of 6-12 months (as stated in the independent valuations) appropriate for the hypothetical sale of individual assets. However, Directors consider that book values may not be realised in the event of a sale without the benefit of an appropriate marketing program.

3. Significant accounting policies (continued)

(j) Rental income

Rental income from investment properties is recognised on a straight line basis over the lease term. Rental income not received at reporting date is reflected in the statement of financial position as a receivable or if paid in advance within payables, as rent in advance. Lease incentives granted are recognised as an integral part of the total rental income, over the term of the lease, on a straight-line basis, as a reduction of lease income.

Lease incentives provided by the Consolidated Entity to lessees, and rental guarantees which may be received from third parties (arising on the acquisition of investment property) are excluded from the measurement of fair value of investment property and are treated as separate assets as presented in Note 11 if applicable. Such assets are amortised over the respective periods to which the lease incentives and rental guarantees apply, either using a straight line basis, or a basis which is representative of the pattern of benefits.

Contingent rents based on the future amount of a factor that changes other than with the passage of time including turnover rents and CPI linked rental increases are only recognised when contractually due.

(k) Deferred leasing and tenancy costs

Expenditure on direct leasing and tenancy costs is capitalised and written off over the lease term in proportion to the rental revenue recognised in each financial year.

(l) Operating segments

The Consolidated Entity determines and presents operating segments based on the information provided to the Chief Executive Officer (CEO) of the Responsible Entity, who is the Consolidated Entity's chief operating decision maker.

(m) Adoption of new and amended accounting standards that are first operative at 30 June 2016

There are no new and amended accounting standards effective for the financial year beginning 1 July 2015 which affect materially any amounts recorded in the current or prior year.

(n) Accounting standards and Interpretations Issued but not Operative at 30 June 2016

The following standards and interpretations have been issued at the reporting date but are not yet effective. The directors' assessment of the impact of these standards and interpretations is set out below;

AASB 9 Financial Instruments – (applicable to annual reporting periods beginning on or after 1 January 2018).

The Standard will be applicable retrospectively and includes revised requirements for the classification and measurement of financial instruments, revised recognition and derecognition requirements for financial instruments and simplified requirements for hedge accounting.

The key changes that may affect the Group on initial application include certain simplifications to the classification of financial assets, and upfront accounting for expected credit loss. Although the directors anticipate that the adoption of AASB 9 may have an impact on the Group's financial instruments it is impracticable at this stage to provide a reasonable estimate of such impact.

3. Significant accounting policies (continued)

(n) Accounting standards and Interpretations Issued but not Operative at 30 June 2016 (continued)

AASB 15: Revenue from Contracts with Customers – (applicable to annual reporting periods commencing on or after 1 January 2018).

When effective, this Standard will replace the current accounting requirements applicable to revenue with a single, principles-based model. Except for a limited number of exceptions, including leases, the new revenue model in AASB 15 will apply to all contracts with customers as well as non-monetary exchanges between entities in the same line of business to facilitate sales to customers and potential customers.

This Standard will require retrospective restatement, as well as enhanced disclosures regarding revenue. Although the directors anticipate that the adoption of AASB 15 may have an impact on the Group's financial statements, it is impracticable at this stage to provide a reasonable estimate of such impact.

AASB 16 Leases – (applicable to annual reporting periods commencing on or after 1 January 2019).

The standard contains requirements about lease classification and recognition, measurement and presentation and disclosures of leases for leases and lessors. Although the directors anticipate that the adoption of AASB 16 may have an impact on the Group's financial statements, it is impracticable at this stage to provide a reasonable estimate of such impact.

4. Other operating expenses

	Consolidated	
	2016	2015
	\$'000	\$'000
Audit and accounting at the Head Trust	88	174
Expense recovery	588	1,027
Legal	162	(29)
Other trust level expenses	91	277
Property general and administrative expenses	48	182
Registry services	52	38
Taxation	85	84
	1,114	1,753

5. Auditor's remuneration

	Consolidated	
	2016	2015
	\$	\$
Auditors of the Trust – KPMG Australia:		
Audit and review of the financial reports	-	45,000
Other regulatory audit services	-	6,877
Taxation services	-	38,225
	-	90,102
Auditors of the Trust – Pitcher Partners:		
Audit and review of the financial reports	60,035	40,500
Other regulatory audit services	29,702	10,000
Taxation services	10,000	10,000
	99,737	60,500
Auditors of the subsidiaries – KPMG US:		
Audit and review of the financial reports	-	5,972
Taxation services	20,444	-
	20,444	5,972
Auditors of the subsidiaries – Frank Rimerman:		
Audit and review of the financial reports	49,884	43,717
Taxation services	-	5,860
	49,884	49,577
	170,065	206,151

6. Taxation

The Trust is subject to 35% capital gains tax in the U.S.A. on the future disposal of its investment property. In previous years, the Trust recognised a deferred tax liability being 35% of the difference between the fair value in US dollars compared to the tax cost base in US dollars, translated to Australian dollars. However, due to the diminution in value of the investment property, the fair value is now less than the tax cost base and as a result, it is not probable that a capital gains tax liability would arise. As at the reporting date, the fair value of the investment property remains less than the tax cost base.

The Trust has not recognised a deferred tax asset of \$3,103,762 (2015: \$2,234,000) in relation to the investment property, as it is not probable that future taxable profits will be available against which the Trust can utilise the benefit.

7(a). Cash and cash equivalents

	Consolidated	
	2016	2015
	\$'000	\$'000
Cash held at banks	24	637
	24	637

7(b). Reconciliation of cash flows from operating activities

	Consolidated	
	2016	2015
	\$'000	\$'000
Profit/(loss) before tax	(2,493)	(1,690)
Adjustments for:		
Gain on foreclosure	-	(1,594)
Foreign exchange gain	(32)	-
Amortisation of deferred loan charges and others	-	41
Lease straight-lining	(33)	41
Changes in fair value of investment properties	1,539	1,722
Change in fair value of financial liability	(690)	(502)
Interest received classified as investing activity	(1)	(2)
Borrowing costs	1,102	940
	(608)	(1,044)
Change in assets and liabilities during the financial year:		
Change in trade and other receivables and other assets	662	728
Change in trade and other payables	112	(498)
Borrowing costs paid	(1,102)	(991)
	(328)	(761)
Net cash from/(used in) operating activities	(936)	(1,805)

8. Trade and other receivables

	Consolidated	
	2016	2015
	\$'000	\$'000
Current		
Other receivables	4	119
	4	119

9. Other assets

	Consolidated	
	2016	2015
	\$'000	\$'000
Current		
Prepaid expenses	35	69
Property related deposits*	-	-
Withholding tax receivable	124	637
	159	706
Non-current		
Property related deposits*	1,726	2,922
	1,726	2,922

* Property related deposits are comprised of tenant improvement reserves, capital replacement reserves, insurance escrows and real estate taxes escrows held in the United States.

10. Investment properties

	Consolidated	
	2016	2015
	\$'000	\$'000
Non-current		
Investment properties – at fair value	18,987	18,359
	18,987	18,359
<i>The movement in carrying amount is reconciled as follows:</i>		
Carrying amount at the beginning of the year	18,359	15,817
Lease straight-lining	33	(41)
Improvements to investment properties (including tenant incentives)	1,506	730
Gain/(loss) due to foreign currency translation	628	3,575
Fair value increment/(decrement)	(1,539)	(1,722)
Carrying amount at the end of the year	18,987	18,359
Comprising:		
Deferred rental income	1,203	1,133
Fair value of properties (excluding straight-lining)	17,784	17,226
	18,987	18,359

10. Investment properties (continued)

Measurement of fair value

Investment properties are measured at fair value with any change therein recognised in profit or loss.

(i) Fair value hierarchy

The Trust has an internal valuation process for determining the fair value at each reporting date. An independent valuer, having an appropriate professional qualification and recent experience in the location and category of the property being valued, values individual properties if considered appropriate. These external valuations are taken into consideration by the Directors of the Responsible Entity when determining the fair values, being the estimated amount for which a property could be exchanged on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties have each acted knowledgeably, prudently and without compulsion.

An independent valuation of the Higgins property was conducted as at 30 June 2015 by Colliers International.

The fair value measurement for investment property of \$18,987,000 has been categorised as a Level 3 fair value based on the inputs to the valuation technique used (see Note 10(ii)).

(ii) Level 3 fair value

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

	\$'000
Balance at the beginning of the year	18,359
Items included in profit and loss	
• Change in fair value of investment property	(1,539)
• Rental income (Lease straight lining)	33
Item included in other comprehensive income:	
• Gain due to foreign currency translation	628
Improvements to investment properties	1,506
Balance at the end of the year	18,987

10. Investment properties (continued)

Valuation technique and significant unobservable inputs

The following table shows the valuation technique used in measuring the fair value of investment property, as well as the significant unobservable inputs used.

Valuation technique	Significant unobservable inputs	Inter-relationship between key unobservable inputs and fair value measurement
Discounted cash flows: The valuation model considers the present value of the net cash flows to be generated from the property, taking into account expected rental growth rate, vacancy periods, occupancy rate, lease incentive costs such as rent free periods and other costs not paid for by tenants. The expected net cash flows are discounted using risk-adjusted discount rates. Among other factors, the determination of an appropriate discount rate takes into consideration the quality and location of the building, tenant credit quality and lease terms.	- Expected market rental growth: 2.0 – 3.0% p/a - Current occupancy rate: 53% - Total lease up period of 23 months. Average absorption per month of 3,122sft - Vacancy period between leases: 6-9 months - Vacancy factor: 10% commencing in years 3 when property has reached 90% stabilised occupancy - Risk adjusted discount rate: 9.0%.	The estimated fair value would increase/(decrease) if: - Expected market rental growth was higher/(lower) - The current occupancy rate was higher/(lower) - The lease up or absorption period of the vacant space was shorter/(longer) - The vacancy periods between leases was shorter/(longer) - The vacancy factor is lower/(higher). The stabilised occupancy is higher/(lower) - The risk adjusted discount rate was lower/(higher).

Leases as lessor

The Consolidated Entity leases out the investment property under operating leases. Leases at the Higgins property are subject to either fixed rent reviews, indexed rent reviews or market rent reviews and subsequent renewals are negotiated with the lessee. No contingent rents are charged. The weighted average lease term at the Higgins property at June 2016 is 4.3 years (2015: 3.3 years for the Higgins property). The future minimum lease payments receivable under non-cancellable leases are as follows:

	Consolidated	
	2016	2015
	\$'000	\$'000
Less than one year	1,507	1,118
Between one and five years	3,203	2,564
More than five years	6,159	3,820
	10,869	7,502

11. Trade and other payables

		Consolidated	
		2016	2015
		\$'000	\$'000
Current			
Payable to the Responsible Entity/Zerve Pty Ltd	(see Note 20)	249	-
Trade payables		775	535
Tenants' security deposits		87	75
Rent received in advance		30	25
Accrued real estate taxes		598	951
Accrued interest payable		79	57
		1,818	1,643

12. Financial liabilities

		Consolidated	
		2016	2015
		\$'000	\$'000
Current			
At fair value			
Bank loans – secured		16,688	866
Non-current			
At fair value Bank loans - secured		-	15,999
Other borrowings – Non bank subordinated loan	(see Note 13)	349	-
Total financial liabilities		17,037	16,865

Debt maturity profile

The debt maturity profile as at the reporting date was as follows:

Property	Loan maturity date	Rate	2016	2015
			\$'000	\$'000
Higgins	1 March 2017	Fixed 6.25%	16,688	16,685
			16,688	16,685

12. Financial liabilities (continued)

Terms and conditions

Higgins

On 30 August 2013 Mariner Higgins LLC ("Borrower") entered into a loan modification agreement with the secured lender which enabled it to retain control of the property. Upon completion of the loan modification agreement the fair value of the secured loan was re-evaluated in accordance with the capital event waterfall (see below). The material terms of the agreement include:

- A Note of US\$11.0m with a maturity date of 1 March 2017 bearing fixed interest at 6.25%pa. The maturity date can be extended to 1 March 2018 if there has been no event of default and a 1% extension fee is paid;
- B Note of US\$6.0m. The note will accrue fixed interest at 6.25% pa. but the interest is only payable (a) if an event of default occurs or (b) in accordance with the capital event waterfall set out below;
- Borrower has contributed US\$1.26m to a capital reserve (equity contribution) accruing a 10% p.a. cumulative coupon. The coupon is payable and the amount contributed is repayable if (a) there is no event of default and (b) in accordance with the cash flow and capital event waterfalls set out below;
- The equity contribution is added to the existing capital reserve accounts and used for the purpose of paying for leasing, tenant incentives, capital works and building improvements. The Borrower will not be required to make any further monthly contributions to the capital reserve accounts but is entitled to make further equity contributions of up to US\$2.0 million. In the event that additional contributions are made, a similar amount can be withdrawn from an existing capital reserve account up to US\$792,364;
- The coupon on the capital contribution is paid in accordance with the cash flow waterfall so that the cash flow received is disbursed firstly to pay property taxes, secondly for insurance, thirdly to operating expenses, fourthly to the payment of the interest on the A Note, fifthly to any fees to the loan servicer, and lastly to the capital reserve account until 90% occupancy of the property is achieved after which 50% will be paid on account of the coupon accruing on the capital contribution ("**cash flow waterfall**");
- In the event that the property is sold or refinanced between 1 December 2016 and the maturity date and no event of default has occurred, the capital event waterfall is first to the A note holder (the lender) of principal and any unpaid interest; secondly in repayment of the Borrower's contributions to the capital reserve plus accrued coupon; thirdly 50:50 between the B Note holder up to an amount equal to the B note and interest accrued on the B note and the Borrower and thereafter to the Borrower ("**capital event waterfall**");
- The property cannot be sold or refinanced without the lender's consent prior to 2 December 2016;
- The modification is personal to the Borrower and can only be passed on to third parties if approved by the lender.

There are no financial covenants in respect of the current loan facilities.

13. Non Current Liabilities

Subordinated loan	Repayment date	Rate	2016 \$'000	2015 \$'000
Non bank unsecured	31 March 2018	Fixed Coupon	349	-
			349	-

The key terms of the Non Bank Loan are as follows:

- 1 Total loan amount: up to US\$900,000 (approximately A\$1,285,000).
- 2 The drawdown of the Non Bank Loan is in tranches, with the conditions to drawdown being the completion of the Placement, as noted above and the completion of a capital raise of A\$600,000 by no later than 31 August 2016.
- 3 Repayment date: Earlier of 31 March 2018 or the sale of the Higgins asset.
- 4 Coupon: total of US\$900,000 payable in four tranches through to 31 March 2018. The Non Bank Loan is structured so that the majority of the coupon payments are timed to coincide with the sale of Higgins.
- 5 Conversion into RCU equity: Up to a maximum of US\$200,000 at lenders discretion. The conversion is subject to the following:
 - (a) A meeting of unitholders to be convened to approve the conversion of the nominated portion of the Non Bank Loan into RCU equity at the time the lender elects to convert (to date the lender has made no election to convert any portion of the Non Bank Loan).
 - (b) The issue price of units applicable for the conversion will be either:
 - (i) If at the time of conversion, a placement or capital raising process is underway, the issue price applicable in respect of the relevant placement or capital raising.
 - (ii) In all other circumstances the issue price will be equal to the 5 day volume weighted average price immediately prior to the date the units are to be issued.

Following the completion of the Placement a tranche of the Non Bank Loan has been drawn down totalling US\$225,000 with the balance of up to a further US\$675,000 conditional on the completion of a capital raise (renounceable entitlement offer) of A\$600,000.

14. Capital and reserves

Capital management

Management controls the capital of the Group in order to maintain a sustainable debt to equity ratio, generate long-term unitholder value and ensure that the Group can fund its operations and continue as a going concern.

The Group's debt and capital include ordinary issued capital and financial liabilities, supported by financial assets and investment properties.

Management effectively manages the Group's capital by assessing the Group's financial risks and adjusting its capital structure in response to changes in these risks and in the market. These responses, where appropriate and applicable, include the management of debt levels, distributions to unitholders and unit issues. The Group holds one property asset and a loan secured against that asset which is detailed in note 13.

Given the nature of that loan, the level of debt or gearing ratio for the Group is not a relevant measure. Management's capital management strategy is to actively manage the cashflow of the Trust to enable the successful lease up and stabilization of the Higgins asset so that its value can be realised. This may include, but is not limited to, raising additional capital, restructuring the existing loan, entering into a new loan, or some combination of these. There have been no changes in the strategy adopted by management to control the capital of the Group since the prior year.

Issued capital

The movement in the Trust's issued capital during the year is shown below:

	2016		2015	
	No. of units	\$'000	No. of units	\$'000
Opening balance	12,281,540	203,707	12,281,540	203,707
Units issued:				
Placement	1,842,231	125	-	-
Closing balance	14,123,771	203,832	12,281,540	203,707

Translation reserve

The translation reserve comprises all foreign currency differences arising from the translation of the financial statements of foreign operations which are predominantly represented by the Higgins property and its corresponding secured loan. The balance of the translation reserve at 30 June 2016 was \$3,874,000 (30 June 2015: \$3,868,000) and will be realised upon disposal of the property and extinguishment of its corresponding secured loan.

15. Financial instruments – Fair values and risk management

The Consolidated Entity's investing activities expose it to various types of risk that are associated with the financial instruments and markets in which it invests. The most important types of financial risks to which the Consolidated Entity is exposed are market risk, currency risk, interest rate risk, credit risk and liquidity risk. The nature and extent of the financial instruments outstanding at the end of the reporting period and the risk management policies employed by the Consolidated Entity are discussed below.

(a) Accounting classifications and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value.

30 June 2016		Carrying amount				Fair value			
	Note	Designated at fair value	Cash, Loans and receivables	Other financial liabilities	Total	Level 1	Level 2	Level 3	Total
		\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets not measured at fair value									
Trade and other receivables	8	-	4	-	4	-	-	-	-
Cash and cash equivalents	7(a)	-	24	-	24	-	-	-	-
Financial liabilities measured at fair value									
Bank Loans – secured	12	16,688	-	-	16,688	-	-	16,688	16,688
Financial liabilities not measured at fair value									
Trade payables	11	-	-	1,818	1,818	-	-	-	-
Unsecured loan	20	-	-	171	171	-	-	-	-
Borrowings	12	-	-	349	349	-	-	-	-
30 June 2015									
Financial assets not measured at fair value									
Trade and other receivables	9	-	119	-	119	-	-	-	-
Cash and cash equivalents	8(a)	-	637	-	637	-	-	-	-
Financial liabilities measured at fair value									
Bank Loans – secured	13	16,865	-	-	16,865	-	-	16,865	16,865
Financial liabilities not measured at fair value									
Trade payables	12	-	-	1,643	1,643	-	-	-	-

15. Financial instruments – Fair values and risk management (continued)

(b) Measurement of fair values

(i) Valuation techniques and significant unobservable inputs

The following table show the valuation techniques used in measuring Level 3 fair values, as well as the significant unobservable inputs used.

Type	Valuation technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Contingent consideration	<i>Discounted cash flows:</i> The valuation model considers the present value of expected payments, discounted using a risk-adjusted discount rate. The expected payments are determined by considering the actual interest payable on the loan and the amount expected to be paid to the secured lender at maturity under the capital event waterfall (Refer Note 12).	- Risk-adjusted discount rate 6.25% (2015: 6.25%) - Valuation of secured property \$18,987,000 (2015: \$18,359,000) (Refer Note 10)	The estimated fair value would increase (decrease) if: - the risk-adjusted discount rate was lower (higher) - the valuation of the secured property was higher (lower)

(ii) Level 3 fair values

Reconciliation of Level 3 fair values

The following table shows a reconciliation from the opening balances to the closing balances for Level 3 fair values.

	Contingent consideration \$'000
Balance as at 1 July 2015	16,865
Change in fair value of financial liability	(690)
Loss due to foreign currency translation	513
Balance as at 30 June 2016	16,688

15. Financial instruments – Fair values and risk management (continued)

(c) Financial risk management

The Consolidated Entity has exposure to the following risks arising from financial instruments:

- credit risk
- liquidity risk
- market risk

(i) Risk management framework

The Consolidated Entity's Responsible Entity has overall responsibility for the establishment and oversight of the Consolidated Entity's risk management framework. The Responsible Entity has established a framework for developing and monitoring the Consolidated Entity's risk management policies. The Responsible Entity regularly reviews these policies.

The Consolidated Entity's risk management policies are established to identify and analyse the risks faced by the Consolidated Entity, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Consolidated Entity's activities.

The Consolidated Entity's Audit Committee oversee how management monitors compliance with the Consolidated Entity's risk management policies and procedures, and reviews the adequacy of the risk management framework in relation to the risks faced by the Consolidated Entity.

(ii) Credit risk

Credit risk is the risk of financial loss to the Consolidated Entity if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Consolidated Entity's receivables from customers and investments in debt securities.

The Consolidated Entity has a credit policy in place and the exposure to credit risk is monitored on an ongoing basis. The carrying amounts of financial assets best represent the maximum credit risk exposure at the end of the reporting period. There were no significant concentrations of credit risk to counterparties at 30 June 2016. There are no financial assets that are past due or impaired which are considered to have significant credit risk.

Trade and other receivables

The Consolidated Entity's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including the default risk of the industry and country in which customers operate.

At 30 June 2016, the maximum exposure to credit risk for trade and other receivables by geographic region was as follows:

	2016 \$'000	2015 \$'000
USA	4	119
Australia	-	-
	4	119

15. Financial instruments – Fair values and risk management (continued)

(ii) Credit risk (continued)

At 30 June 2016, the maximum exposure to credit risk for trade and other receivables by type of counterparty was as follows:

	2016	2015
	\$'000	\$'000
Other	4	119
	4	119

Impairment

At 30 June 2016, the aging of trade and other receivables that were not impaired was as follows:

	2016	2015
	\$'000	\$'000
Neither past due nor impaired	4	11
1 Month	-	11
2 Months	-	53
3 Months	-	2
4 Months +	-	42
	4	119

An analysis of the credit quality of trade and other receivables that are neither past due nor impaired is as follows:

	2016	2015
	\$'000	\$'000
External credit ratings at least A1 from rating	4	119
	4	119

15. Financial instruments – Fair values and risk management (continued)

(iii) Liquidity risk

Liquidity risk is the risk that the Consolidated Entity will not be able to meet its financial obligations as they fall due. The Consolidated Entity'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 without incurring unacceptable losses or risking damage to the Consolidated Entity's reputation. The Consolidated Entity's liquidity risk is monitored on a monthly basis by the Responsible Entity.

The table below presents cash flows on financial liabilities payable by the Consolidated Entity by remaining contractual maturities at the end of the reporting period. The amounts disclosed are the contractual, undiscounted cash flows:

Contractual cash flows						
	Carrying amount \$'000	Total \$'000	6 months or less \$'000	6-12 months \$'000	12-24 months \$'000	More than 24 months \$'000
2016						
Non-derivative financial liabilities						
Trade payables	1,818	1,818	1,133	685	-	-
Unsecured loan	171	171	171	-	-	-
Bank loans and borrowings	16,688	16,688	455	16,233	-	-
Other borrowings	349	349	-	-	349	-
	19,026	19,026	1,759	16,918	349	-
2015						
Non-derivative financial liabilities						
Trade payables	1,643	1,643	617	1,026	-	-
Loans and borrowings	16,865	16,865	440	426	15,999	-
	18,508	18,508	1,057	1,452	15,999	-

There are no cash flows associated with derivatives that are cash flow hedges and that are expected to occur and impact profit or loss

15. Financial instruments – Fair values and risk management (continued)

(iv) Market risk

Market risk is the risk that changes in market prices - such as foreign exchange rates, interest rates and equity prices - will affect the Consolidated Entity's income or value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

The strategy on the management of investment risk is driven by the Trust's investment objective. The market risk is managed on a daily basis by the Responsible Entity in accordance with the investment guidelines as outlined in the Trust's PDS and subsequent announcements.

Currency risk

The Trust is exposed to exchange rate fluctuations on its investments in the United States of America ("USA"), since its USA investment is denominated in Australian dollars ("AUD"). The US REIT invests in properties in the USA acquired with USA dollars ("USD") loans which provide a partial natural hedge.

As at the reporting date, the Consolidated Entity's total gross exposure to financial assets and liabilities which are held in foreign currency at the end of the reporting period was as follows:

	2016		2015	
	AUD \$'000	USD* \$'000	AUD \$'000	USD* \$'000
Cash and cash equivalents	-	24	10	627
Receivables and other assets	-	4	-	119
Other assets - current	24	135	681	25
Other assets - non-current	-	1,726	-	2,922
Payables	(317)	(1,501)	(170)	(1,473)
Loans and borrowings	(171)	(17,037)	-	(16,865)
Net statement of financial position exposure	(464)	(16,649)	521	(14,645)

* These amounts are expressed in AUD but represent financial instruments that are denominated in USD and converted to AUD on consolidation.

15. Financial instruments – Fair values and risk management (continued)

(iv) Market risk (continued)

Currency risk (continued)

Sensitivity analysis

A reasonably possible strengthening (weakening) of the AUD against the USD at 30 June 2016 would have affected the measurement of financial instruments and affected equity and profit or loss by the amounts shown below. The analysis assumes that all other variables, in particular interest rates, remain constant and ignores any impact of forecast sales and purchases.

	Consolidated			
	Profit or loss		Equity, net of tax	
	Strengthening \$'000	Weakening \$'000	Strengthening \$'000	Weakening \$'000
30 June 2016				
USD (10% movement)	1,552	(1,552)	1,552	(1,552)
30 June 2015				
USD (10% movement)	1,467	(1,467)	1,467	(1,467)

Interest rate risk

The US REIT does not have any floating rate mortgage loans. The Trust's total loans of \$16,688,000 are fixed interest rate loans.

Exposures arise predominantly from assets and liabilities bearing fixed interest rates. The Consolidated Entity's exposure to interest rate risk is set out in the following table. For interest rates applicable to each class of asset or liability refer to individual notes to the financial statements. As at the reporting date, the interest rate profile of the Consolidated Entity's interest bearing financial instruments as reported was:

	Consolidated	
	2016 \$'000	2015 \$'000
Fixed-rate instruments		
Loans and borrowings	(17,208)	(16,865)
Variable-rate instruments		
Cash and cash equivalents	24	637

16. Earnings per unit

The calculation of basic earnings/(loss) per unit at 30 June 2016 was based on the loss attributable to unitholders of the Trust of \$2,491,732 (2015: \$1,689,716 loss) and a weighted average number of units outstanding of 12,402,342 (2015: 12,281,540), calculated as follows:

	2016 \$	2015 \$
Net profit/(loss) attributable to unitholders of the Trust	(2,492,923)	(1,689,716)
Weighted average number of units (basic)		
In units		
Issued units at 1 July	12,281,540	12,281,540
Effect of units issued	120,802	-
Weighted average number of units at 30 June	12,402,342	12,281,540

Diluted earnings per unit

As there are no diluting factors in the year and comparative years, the diluted loss per unit is equal to the basic.

17. Operating segments

The main business of the Consolidated Entity is investment in property located in the United States of America which is leased to third parties.

The Consolidated Entity has two reportable segments, based on the geographical location of each segment. Information regarding the results of each reportable segment is included below. Performance is measured based on segment profit or loss after income tax as included in the internal management reports that are reviewed by the Chief Executive Officer (“CEO”) of the Responsible Entity. Segment profit is used to measure performance as management believes that such information is the most relevant in evaluating the results of certain segments relative to other entities that operate within these industries.

The amounts set out on the following page are expressed in AUD but represent amounts that are denominated in USD and converted to AUD on consolidation.

17. Operating segments (continued)

Consolidated Entity – 2016	USA	Australia	Total
	\$'000	\$'000	\$'000
External revenues	2,381	-	2,381
Interest income	-	1	1
Gain on foreclosure	-	-	-
Net gain/(loss) on foreign exchange	-	32	32
Other income	(14)	-	(14)
Total income	2,367	33	2,400
Borrowing costs	1,049	53	1,102
Other operating expenses	2,404	538	2,942
Total expenses	3,453	591	4,044
Changes in fair value of investment properties	(1,539)	-	(1,539)
Change in fair value of financial liability	690	-	690
Loss before income tax	(1,935)	(558)	(2,493)
Income tax	-	-	-
Profit/(loss) after income tax	(1,935)	(558)	(2,493)
Segment assets	20,750	150	20,900
Segment liabilities	18,189	837	19,026

Consolidated Entity – 2015	USA	Australia	Total
	\$'000	\$'000	\$'000
External revenues	2,451	-	2,451
Interest income	-	2	2
Gain on foreclosure	1,594	-	1,594
Net gain/(loss) on foreign exchange	-	159	159
Other income	(12)	97	85
Total income	4,033	258	4,291
Borrowing costs	933	7	940
Other operating expenses	2,650	1,171	3,821
Total expenses	3,583	1,178	4,761
Changes in fair value of investment properties	(1,722)	-	(1,722)
Change in fair value of financial liability	502	-	502
Loss before income tax	(770)	(920)	(1,690)
Income tax	-	-	-
Profit/(Loss) after income tax	(770)	(920)	(1,690)
Segment assets	22,050	693	22,743
Segment liabilities	18,338	170	18,508

18. Parent entity

As at, and throughout, the financial year ended 30 June 2016 the parent entity ("Parent Entity") of the Consolidated Entity was the Trust.

	2016 \$'000	2015 \$'000
Results of the Parent Entity		
Loss for the year	(558)	(920)
Other comprehensive income	-	-
Total comprehensive loss for the year	(558)	(920)
Financial position of the Parent Entity at year end		
	2016 \$'000	2015 \$'000
Current assets	150	693
Non-current assets	2,313	1,537
Total assets	2,463	2,230
Current liabilities	489	170
Non-current liabilities	349	-
Total liabilities	838	170
Total equity of the Parent Entity comprising of:		
	2016 \$'000	2015 \$'000
Issued capital	203,832	203,707
Reserves	(3,185)	(3,185)
Accumulated losses	(199,021)	(199,462)
Total equity	1,626	2,060

19. Group Entities

	Class of units	Consolidated Entity Interest	
		30 June 2016 %	30 June 2015 %
Parent Entity			
Real Estate Capital Partners USA Property Trust			
Controlled entities			
RCU RRT, LLC	Ordinary	99.9	99.9
Mariner American Property Income REIT, Limited	Ordinary	99.9	99.9
Controlled entities of Mariner American Property Income REIT, Limited			
Mariner Higgins LLC	Ordinary	100	100
Mariner One Centennial LLC	Ordinary	100	100

The parent entity is incorporated in Australia whilst the controlled entities are incorporated in the USA. Mariner American Property Income REIT Limited and RCU RRT LLC also have preferred units on issue held by external parties. Overall, Real Estate Capital Partners USA Property Trust owns 99.9% of the issued capital of Mariner American Property Income REIT Limited and RCU RRT LLC.

There are no significant restrictions which restrict the ability of the controlled entities to transfer funds to the parent by way of cash distributions or loan repayments.

20. Related parties

Parties are considered to be related if one party has the ability to control the other party or exercise significant influence over the other party in making financial or operational decisions or is part of the key management of the Trust. Related party transactions are transfers of resources, services or obligations between related parties and the Trust, regardless of whether a price has been charged.

Quattro RE Limited (formerly Real Estate Capital Partners Managed Investments Limited) (the "Responsible Entity") and its related party, Zerve Pty Limited are considered to be related parties of the Trust.

Key management personnel

The Trust does not employ personnel in its own right. However, it is required to have an incorporated Responsible Entity to manage the activities of the Trust and this is considered the Key Management Personnel ("KMP"). The Directors of the Responsible Entity at any time during the financial year were as follows:

Ben Dillon (Appointed 20 July 2012)
Antony Wood (Appointed 28 November 2014)
Andrew Saunders (Appointed 7 October 2014)

The Trust has not made, guaranteed or secured, directly or indirectly, any loans to the Responsible Entity or its key management personnel or their personally related entities at any time during the reporting period.

Unit holdings of the Responsible Entity and its key management personnel

Other than as noted below, neither the Responsible Entity nor its key management personnel held any units in the Trust during the financial year (2015: 784,674).

Mr. Ben Dillon holds 3,280 units in the Trust and Mr. Andrew Saunders, the Company Secretary of the Responsible Entity, and his associates own 3,412,964 units in the Trust following the completion of the Entitlement Offer.

Related party investments held by the Trust

As at 30 June 2016 the Trust held no investments in the Responsible Entity or their associates (2015: Nil).

20. Related parties (continued)

Responsible Entity fees, related party fees and other transactions

Except as disclosed in these consolidated financial statements, no Director of the Responsible Entity has received or become entitled to receive any benefit because of a contract made by the Responsible Entity or a related entity with a Director or with a firm of which a Director is a member or with an entity of which a Director of the Responsible Entity has a substantial interest. All transactions with related parties are conducted on normal commercial terms and conditions.

	2016	2015
	\$'000	\$'000
<i>Transactions with related parties – Consolidated:</i>		
<i>Charged by the Responsible Entity</i>		
• Responsible Entity fees (see i below)	90	138
• Expense recoveries	278	527
• Other expenses	22	-
<i>Charges by Zerve Pty Ltd</i>		
• US asset management fees	306	500
• Intercompany loan interest	7	-
	703	1,165
<i>Balances outstanding with related parties – Consolidated</i>		
<i>Included in payables:</i>		
<i>To the Responsible Entity and Zerve Pty Ltd</i>		
• Responsible Entity fees	45	-
• Expense recoveries	60	-
• Other expenses	22	-
• US asset management fees US	122	-
(see Note 11)	249	-
<i>Unsecured loan – Consolidated</i>		
• Zerve Pty Ltd	171	-
	171	-

- i Responsible Entity fees are calculated on the following basis:
- 3% of the gross income of the Trust in accordance with the Trust's Constitution.

21. Capital commitments

As at 30 June 2016 the Consolidated Entity had no outstanding capital commitments for the refurbishment of the Higgins property (30 June 2015: NIL).

22. Contingencies

Contingent liabilities

In the opinion of the Responsible Entity there are no contingent assets, contingent liabilities or commitments subsisting at or arising since the reporting date not otherwise disclosed in this report.

23. Events subsequent to the end of the reporting period

Other than noted below, there has not arisen in the interval between the end of the financial year and the date of this report, any item, transaction or event of a material and unusual nature likely, in the opinion of the Directors of the Responsible Entity, to affect significantly the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in future financial years.

- ***Renounceable Entitlement Offer***

On 1 July 2016, the Responsible Entity announced that it was conducting a fully underwritten renounceable entitlement offer of 0.64 new units for every 1 existing unit in RCU held by eligible unitholders at an issue price of \$0.067 per new unit (Entitlement Offer) to raise approximately \$605,000. The Entitlement Offer was fully underwritten and closed on 19 August 2016.

The issue price represented a 67% discount to the net tangible asset backing per unit at 31 December 2015 of \$0.20 and a 31% premium to the 5 day VWAP to 30 June 2016 of \$0.051. The issue price was also slightly below the issue price of \$0.0676 per unit utilised in the Placement.

Following completion of the Entitlement Offer, RCU will be able to drawdown on the undrawn balance (US\$675,000) of the Non Bank Loan entered into together with the Placement.

Proceeds of the Placement, Non Bank Loan and Entitlement Offer, will be invested to create value at 1700 W, Higgins, Chicago, the sole property of RCU, by funding leasing, promotional, and other costs, as well as for working capital purposes.

Directors' declaration

1. In the opinion of the Directors of Quattro RE Limited ("Responsible Entity"), the Responsible Entity for the Real Estate Capital Partners USA Property Trust ("Trust"):
 - (a) the consolidated financial statements and notes, set out on pages 10 to 45, are in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2016 and of its performance for the financial year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
 - (b) subject to the matters described in Note 2(b) ("Going concern") there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable.
2. The Directors have been given the declarations required by Section 295A of the *Corporations Act 2001* from persons performing the chief executive function and chief financial officer function for the year ended 30 June 2016.
3. The Directors draw attention to Note 2(a) of the financial report which contains a statement of compliance with International Financial Reporting Standards.

Signed in accordance with a resolution of the Responsible Entity:



Ben Dillon
Director

Sydney, 31 August 2016



PITCHER PARTNERS
ACCOUNTANTS • AUDITORS • ADVISORS

Level 22 MLC Centre
19 Martin Place
Sydney NSW 2000
Australia

Postal Address:
GPO Box 1615
Sydney NSW 2001
Australia

Tel: +61 2 9221 2099
Fax: +61 2 9223 1762

www.pitcher.com.au
partners@pitcher-nsw.com.au

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Melbourne | Sydney | Perth | Adelaide | Brisbane | Newcastle

INDEPENDENT AUDITOR'S REPORT TO THE UNITHOLDERS OF REAL ESTATE CAPITAL PARTNERS USA PROPERTY TRUST

We have audited the accompanying financial report of Real Estate Capital Partners USA Property Trust (the "Trust"), which comprises the consolidated statement of financial position as at 30 June 2016, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the Consolidated Entity comprising the Trust and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of Quattro RE Limited (the Responsible Entity), 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 Note 2(a), the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance about whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement in the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation of the financial report that gives a true and fair view 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 entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

**INDEPENDENT AUDITOR'S REPORT
TO THE UNITHOLDERS OF REAL ESTATE CAPITAL PARTNERS USA PROPERTY TRUST**

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

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*.

Opinion

In our opinion:

- (a) the financial report of Real Estate Capital Partners USA Property Trust is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2016 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2(a).

Emphasis of Matter

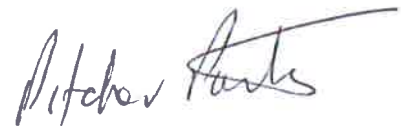
Without modifying our opinion, we draw attention to Note 2(b) to the financial statements which indicates that the Trust has deficiency of working capital of \$1,961,000 and no consistent expected source of income for the next 12 months out of which it can meet ongoing operating expenses. As set out in note 2(b), the Trust continues to require cash to settle its ongoing operating expenses and will require additional financing to meet these obligations in the future which may include a raising of additional funds via a capital raising. These conditions indicate the existence of a material uncertainty which may cast significant doubt as to whether the Trust will be able to continue as a going concern and therefore the Trust may be unable to realise its assets and discharge its liabilities in the normal course of business.



M A GODLEWSKI

Partner

31 August 2016



PITCHER PARTNERS

Sydney

Corporate governance statement

The responsible entity for the Real Estate Capital Partners USA Property Trust ("**the Trust**") (ASX: RCU) is Quattro RE Limited ("**Responsible Entity**") ABN 55 115 913 810, AFSL 299074.

The following sets out the Responsible Entity's Corporate Governance Practices and compliance with the ASX's Corporate Governance Principles and Recommendations (3rd edition) for the period from 1 July 2015 to 30 June 2016 in accordance with ASX Listing Rule 4.10.3.

Principle 1

Lay solid foundations for management and oversight

The role of the Responsible Entity is to manage the Trust in the unitholders' best interests in accordance with the Trust's Constitution and the *Corporations Act 2001*.

The Board of the Responsible Entity

The Board of the Responsible Entity is appointed by the owner of the Responsible Entity and holds office until required to resign under the terms of the Responsible Entity's Constitution. Reappointment and new appointments will be made in accordance with director appointment policies adopted by the Board of the Responsible Entity. Responsibility for corporate governance matters resides with the Board of the Responsible Entity.

Charter

The Board has adopted a Board Charter that sets out the roles and responsibilities of the Board of Directors.

In the Charter, the Board acknowledges that, in discharging its duties to the unitholders of the schemes for which the Responsible Entity acts as a responsible entity (including the Trust), the interests of the unitholders may be different from those of its shareholder and that it has a duty to act in the best interests of unitholders including, where necessary, give priority to those interests where they conflict with the interests of the of the Responsible Entity.

The Charter includes requirements that the Board will:

- Provide strategic direction upon the Trust's business strategies and objectives
- Approve and monitor the acquisition, sale and financing of the Trust's assets
- Monitor the operational and financial position and performance of the Trust
- Identify the principal risks faced by the Trust and monitoring the effectiveness of risk management systems
- Ensure that financial disclosure and reporting mechanisms result in adequate, accurate and timely information
- Ensure that the market is kept informed of material developments
- Review and evaluate the chief executive officer's performance
- Review and evaluate Board performance
- Maintain corporate governance standards and adhere to ASX Corporate Governance Council's Principles and Recommendations (as may be revised from time to time)

Corporate governance statement (continued)

Principle 1 (continued)

Compliance Committee

The Trust is not required to have a Compliance Committee because a majority of Directors of the Responsible Entity are “external” for the purpose of s601 JA(2) of *Corporations Act* 2001. It was the Board’s intention to establish a separate Compliance Committee but the appointment of a Committee was deferred having regard to the reduction in the scale of the Trust following the sale of the substantial assets of the Trust in February 2013 and the subsequent redemption of approximately 90% of the Trusts units in March 2013.

Pending the appointment of the Compliance Committee, the Board has adopted a Charter which sets out its duties, responsibilities and reporting requirements when acting as a Compliance Committee.

The Board acting as a Compliance Committee monitors the extent to which the Responsible Entity complies with the Trust’s Compliance Plan, the Trust’s Constitution and the *Corporations Act*.

The Board acting as a Compliance Committee meets quarterly, or as necessary, and is provided with comprehensive compliance reports. The Board minutes its findings when acting as a Compliance Committee in the Board minutes.

The Board when acting as a Compliance Committee has access to all information relevant to the Responsible Entity’s compliance with the Compliance Plan and the *Corporations Act*.

The Board when acting as a Compliance Committee may commission independent legal, accounting or other professional advice or assistance, at the reasonable expense of the Responsible Entity.

Compliance monitoring and reporting

A compliance manager has been appointed who is responsible for reviewing and monitoring the efficiency of compliance and risk management systems on an ongoing basis, and ensuring that appropriate compliance and risk mitigation measures are in place.

The compliance manager provides reports at least quarterly for the Board and the Compliance Committee as well as for the business areas responsible for the day to day delivery of business activities.

The compliance manager may report matters directly to the Board without reference to any other party.

The Investment Manager and the service providers provide regular reporting to the Responsible Entity and an annual certification of its ongoing capacity to continue to meet its obligations.

Services Agreement

The Responsible Entity does not have its own employees and has entered into services agreements with persons including related parties to provide the resources necessary to enable the Responsible Entity to undertake operational management of the Trust.

Performance Evaluation

Where service providers are engaged to provide specified activities for the Trust, the engagement is under written agreements and includes performance and service delivery requirements that are subject to monitoring, review and reporting to the Responsible Entity. The compliance manager conducts an annual review of the performance of all service providers.

Corporate governance statement (continued)

Principle 2: Structure of the board to add value

Composition

There are currently three Directors of the Responsible Entity. The majority of Directors (2 out of three) are independent directors. An independent director is understood as a non executive director who is free from any business or other relationship that could materially interfere with, or be perceived materially to interfere with, the independent exercise of their judgment.

Details of the Directors' experience, qualifications and committee membership are set out below.

Ben Dillon

Independent Chairman

Mr Dillon has over 21 years business experience and is Chairman of Quantum Funds Management Limited, a specialised real estate fund manager. His experience is broad based across a variety of business related roles including Westpac where he was Head of Property in Institutional Bank.

Prior to this Mr Dillon was an executive at Macquarie Bank Limited where he specialised in hospitality and leisure property transactions and also a Partner and Director of corporate finance at KPMG. He is a graduate in Economics and Law from the University of Sydney and holds a Masters of Management (Marketing) from the Macquarie Graduate School of Management. He is a Chartered Accountant, a Fellow of the Financial Services Institute of Australasia and a Member of the Royal Institution of Chartered Surveyors. Mr Dillon is also a member of the Audit and Risk Management Committee.

Tony Wood

Independent Director

Mr Wood is based in New York and is active across an international platform including the Australian, Asian and North American markets. He has over 26 years relevant experience, having previously been Managing Director and founding principal of Blaxland Group until its sale in late 2011.

Former roles have included Director, Jones Lang LaSalle and senior fiduciary positions with BZW-Mirvac, BT Funds Management and Record Investments. Tony's experience encompasses traditional real estate investment with management of listed and unlisted funds, mergers and acquisitions as well as debt and equity finance. Tony holds a B.Sc.(Hons) in Estate Management from Heriot-Watt University in the UK. He is a Fellow of the Royal Institution of Chartered Surveyors and a Fellow of the Australian Property Institute. Tony is also a member of the Audit and Risk Management Committee.

Andrew Saunders

Director

Mr Saunders has more than 26 years' experience working across the property, banking and funds management industries in Sydney, London, Singapore and the US. Andrew has an established international contact network and considerable expertise in real estate financing, equity securitization, cross border tax structuring, risk management and the building of funds management teams.

He has worked across these various disciplines with Leighton's, CB Richard Ellis, Knight Frank, Macquarie Bank, and Challenger and between 2007 to 2013, he established and operated a joint venture funds management business with the Mulpha Group, Australia. Andrew formed the Quattro business in 2014, which is owned by Andrew and associated family interests.

Corporate governance statement (continued)

Principle 2: Structure of the board to add value Composition (continued)

Independent Professional Advice

With the approval of the Chairman, Directors may seek independent professional advice, at the expense of the Responsible Entity, to assist them in carrying out their duties as Directors.

Appointment

The appointment of Directors to the Board of the Responsible Entity is made by the Board following recommendation from the Nomination Committee. The Nomination Committee comprises the following Directors:

- Ben Dillon
- Andrew Saunders

These appointments are made, having regard to a range of criteria, the skills and experience of the nominee, diversity considerations and the business of the company. A formal letter of appointment is issued to the successful nominee. Remuneration is agreed by the Responsible Entity in consultation with the successful nominee. The renewal of an appointment is considered by the Nominee Committee.

Board Performance

Performance of the Board is reviewed by the Chairman in accordance with the Board Charter. In doing so, the Chairman reviews the composition and effectiveness of the Board both individually and as a whole, and seeks to identify where improvement might be made and to assess the quality and effectiveness of information that is provided to the Directors.

The Board also undertakes an annual self assessment of the performance of the Board and individual Directors, facilitated by the Company Secretary. The review includes confidential discussions with individual Directors. The results of these discussions are reviewed by the Board.

Compliance Committee Performance

At least annually, the Board considers the performance of the Board sitting as a Compliance Committee, with a view to identifying areas for improvement and to assess the quality and effectiveness of information it is receiving. The Board will undertake this review both at an individual level and in relation to the Committee as a whole.

Corporate governance statement (continued)

Principle 3: Promote Ethical and Responsible Decision Making

Access to documents

The Board has access to all documents and information necessary to discharge its duties and responsibilities.

Code of Conduct

The Directors and the Trust's management team are required to conduct themselves in accordance with the Code of Conduct.

This Code sets out standards of professional behaviour in areas such as conflict of interest, professional conduct and confidentiality.

Securities Trading Policy

The Responsible Entity has no employees and has outsourced all of its functions to agents which include related parties.

All Directors and officers and all agents who provide management functions to the Trust, are prohibited from trading in securities when in possession of unpublished price sensitive information.

Each Director has agreed to provide notice to the Responsible Entity of any dealings in securities within three business days of such dealings so that the Responsible Entity can comply with its obligation to notify the ASX.

Diversity

The Code of Conduct sets out the Board's commitment to achieving diversity in the appointment of Directors and the engagement of agents to provide management functions to the Trust. The Code of Conduct does not, however, set out the measurable objectives for achieving this commitment. The Board recognises that the Trust is relatively small and has limited operations and that the achievement of diversity is a longer term objective for the Trust.

Corporate governance statement (continued)

Principle 4: Safeguard Integrity in Financial Reporting

Audit Committee

The Board has established an Audit and Risk Management Committee. The Committee comprises two members both of whom are independent.

The Committee is a committee of the Board, and as such its performance is incorporated into the Board's performance review.

The Committee has a Charter, approved by the Board, which sets out the Committee's functions, duties, responsibilities, composition and proceedings.

The functions of the Committee are to:

- Consider the integrity of the Trust's financial statements
- Monitor the relationship with the Trust's external auditors
- Assess the propriety of related party transactions
- Assist in the maintenance of an effective risk management framework
- Consider the adequacy of insurance policies
- Make recommendations to the Board on significant accounting and financial policies

The duties and responsibilities of the Committee are to:

- Monitor the integrity of financial statements
- Review and approve the audit plans and ensure that those plans are properly carried out
- Determine that no management restrictions are being placed upon the audit function of either the internal or external auditors
- Review and approval all accounting policy changes
- Oversee the independence of the external auditors and their appointment
- Monitor the performance of the audit function

The Chairman of the Board is not permitted to be Chairman of the Audit and Risk Management Committee. The members of the Committee are:

- Tony Wood (Chairman)
- Ben Dillon

At least once a year the Audit and Risk Management Committee will meet the external auditor. It also meets separately with the external auditor independently of management.

Appointment of Auditor

Pitcher Partners is the current Auditor for the Responsible Entity for:

- The managed investment schemes for which the Responsible Entity is the responsible entity
- The compliance plans for those registered managed investment schemes.

Pitcher Partners has been appointed Auditor for the 2015 financial year and has appointed an audit partner for the compliance plan audits who is different from the individual partners responsible managed investment scheme audits. Previously KPMG were the Auditors for the US subsidiaries and the Parent entity for the periods 2008/09 to December 2014. Given the change in the US subsidiaries Auditor at 31 December 2014, and the reduced nature of the Trusts operations, it was agreed by the Board that a new Audit firm affiliated with the US Auditor be appointed to the Parent entity.

The appointment and removal of the external auditor is regulated by the *Corporations Act*.

Corporate governance statement (continued)

Principle 5: Make Timely and Balanced Disclosure

Continuous Disclosure Policy and Procedures

The Responsible Entity has continuous disclosure procedures designed specifically to identify matters requiring disclosure and to allow appropriate announcements to be made in a timely manner consistent with the ASX Listing Rules.

These procedures are in place to ensure that unitholders and the market are provided with full and timely information about the Trusts activities. They form part of the protocols for managing the use and disclosure of information and correlate with the policies described in Principle 3.

The Company Secretary has a duty to inform the Board promptly of any matter that can be reasonably expected to have a material impact on the value of the Trust's operations and policies and procedures.

The release of price-sensitive information is made first through the ASX before release to any other party, and is the responsibility of the Company Secretary.

Upon confirmation by the ASX of the release of information to the market, the announcement is posted to the website of the Trust to ensure accessibility to the widest audience. Presentations of material to analysts, brokers and the media are all subject to these disclosure practices.

The continuous and periodic disclosure requirements are embedded into the Trust's Compliance Plan, which is subject to ongoing compliance monitoring and forms part of the annual external compliance audit plan.

Principle 6: Respect the Rights of Unitholders

Communications Policy

The Directors of the Responsible Entity are committed to open and effective communication, ensuring that unitholders are informed of all significant developments concerning the listed vehicles for the Responsible Entity.

The Trust produces two sets of audited financial information each year, the annual report for the year ended 30 June and the half year report for the six months ended 31 December. Both of these are made available to unitholders and other interested parties.

Communication with unitholders is principally conducted through the website, which directs unitholders to all market announcements, presentations and current financial information material. The Directors of the Responsible Entity encourage unitholders to receive electronic communications.

Corporate governance statement (continued)

Principle 6: Respect the Rights of Unitholders (continued) **Communications Policy (continued)**

The types of communication available via the website include:

- All disclosures made to the ASX
- Annual and half year reports
- All investor bulletins and presentations by the Trust's management team
- All correspondence from the Board Chairman sent to unitholders
- All policies and summaries of charters
- Any detailed results information relating to the most recent reporting period.

Principle 7: Recognise and Manage Risk

Risk Management and Internal Controls

The Responsible Entity is the holder of an Australian Financial Services Licence and accordingly is required to have in place processes including compliance, risk management and internal controls appropriate to the nature, scale and complexity of its business to enable it to meet its obligations under the financial services laws.

As part of the overall process to manage risk, the Directors of the Responsible Entity are provided declarations that are required to be made in accordance with section 295A of the *Corporations Act*. When receiving the declaration, the Responsible Entity is provided with assurance from the Chief Financial Officer and Executive Officer that the declaration is based on a sound system of risk management and internal control, and that the system is operating effectively in all material respects in relation to financial risks. Additional information may be found in the Financial Report under the section "Directors' Declaration"

Corporate governance statement (continued)

Principle 7: Recognise and Manage Risk (continued)

In addition, the Responsible Entity recognises that effective risk management forms part of its approach to creating unitholder value over the life of the Trust. The Responsible Entity has implemented policies and internal controls to ensure that the Trust's assets are protected and material risks are identified and appropriately managed.

The compliance manager monitors and reports to the Board on the risk management system.

The Responsible Entity has in place an integrated risk management framework that enables the identification, assessment, management and reporting of risks.

The Responsible Entity recognises the strategic risks that need to be managed and undertakes a formal review of the Trusts strategy when necessary.

In particular, the Responsible Entity has identified a set of core risks that it believes could directly impact the Trust, and that are inherent in the environment in which it operates, which include:

- Financial risks, specifically
 - o Macroeconomic conditions (broader economic and monetary policy conditions)
 - o Refinancing and capital expenditure (cost of capital to fund development and financial arrangements)
 - o Market volatility (impacts on valuation of assets, financing arrangements, and the price of the Trust securities)
- Property risk (risk to assets, development and redevelopment projects)
- Basis risk – relative pricing of securities
- Liquidity risk – the ability to liquidate a security with minimum delay
- Counter party risk (Credit Risk including Pre-Settlement and Settlement Risk) – risk that a party to a contract will not perform to the terms of the contract
- Business risk – risk that the business model is unsustainable
- Investment Risk – risk that investments in underlying asset are unsound, arising from poor investment processes or poor execution of those processes
- Operations Risk – deficiencies in internal procedures and controls leading to financial loss
- Legal Risk – that contracts are not legally enforceable or documented incorrectly
- Fiduciary Risk – risk that poor compliance and/or monitoring procedures will result in litigation from clients, investors and/or investee companies
- Human resources risk – failure to provide adequate or insufficiently trained specialists to undertake the required tasks and/or failure to appropriately segregate duties amongst staff and/or failure to assign appropriate accountabilities
- Derivatives can be used to mitigate market, basis and/or liquidity risk. A culture of process management, compliance and corporate governance should assist in mitigating the prospect of business, investment, operations, fiduciary and human resource risk
- Insurance risk (assets, contractors and service providers)
- Environmental and sustainability risks, including those arising from government policy.

The risk management structure is further supported by the Trust's Compliance Plan, which identifies and manages the statutory risk applicable to the Trust, its control methodologies and the monitoring obligations of the Trust. The Compliance Plan is available to all unitholders of the Trust on request.

Operational risks are monitored and managed on an ongoing basis by the Trust's management team, and supported by a number of other functional areas that include finance, research, property management services, legal and audit, which provide information, data and reporting.

Corporate governance statement (continued)

Principle 7: Recognise and Manage Risk (continued)

Risk Management and Internal Controls (continued)

Mitigation planning and monitoring is achieved through a range of methods. These include:

- The construction of terms of contract where service providers are engaged and the active management of those contracts
- Reviews to ensure that changes to statutory, government policy and sustainability risk are communicated to the business in a timely manner to plan for expected operating activity amendments
- Financial risk is managed through a dedicated finance function (financial control and reporting, capital management strategy and forecasting and analytics).

Principle 8: Remunerate Fairly and Responsibly

Remuneration

The Responsible Entity does not have a remuneration committee as it does not employ any personnel directly. The remuneration arrangements for the Directors are set by the Responsible Entity. Only independent Directors are remunerated for their duties – it is the practice of the Responsible Entity that no senior executives or non executive directors are remunerated for Director appointments.

Expense Reimbursement

Directors are entitled to be reimbursed for reasonable expenses incurred in the performance of their duties.

ASX Additional information

Real Estate Capital Partners USA Property Trust (the “**Trust**”) is a registered managed investment scheme established and domiciled in Australia. The Trust is listed on the Australian Securities Exchange (“**ASX**”) under the code: RCU. Real Estate Capital Partners Managed Investments Limited, a wholly-owned subsidiary of Real Estate Capital Partners Pty Limited, is the Responsible Entity of the Trust.

The following information in relation to unit holdings is provided as at 29 July 2016.

Substantial unitholders

The number of units held by the Trust’s substantial unitholders and the date on which the last notice was lodged with the ASX are as follows:

	Date of notice	No. of securities	% of issued capital
Mr Andrew John Saunders	2 Mar 15	1,167,267	9.50
Mr Simon Robert Evans & Mrs Kathryn Margaret Evans (Kamiyacho Super Fund Account)	9 Jun 16	1,215,551	8.61
Jascot Rise Pty Ltd	15 Jun 16	1,991,335	14.10
Laurus Limited	12 Sep 14	2,000,000	16.28

Voting rights

The provisions of the *Corporations Act 2001* governing proxies and voting for meetings of members of registered managed investment schemes apply to the Trust except that no objection may be made to any vote cast at a meeting unless the objection is made at the meeting.

For so long as the Trust is listed on the ASX, the Responsible Entity and its associates are entitled to vote their interest on resolutions to remove the Responsible Entity and choose a new Responsible Entity.

Distribution of equity securities

Analysis of numbers of equity security holders by size of holdings:

Range	No. of unitholders	No. of securities	% of issued capital
1 to 1,000	165	70,551	0.50
1,001 to 5,000	185	547,449	3.88
5,001 to 10,000	99	717,444	5.08
10,001 to 100,000	99	2,656,932	18.81
100,001 and Over	20	10,131,395	71.73
Total	568	14,123,771	100.00

The number of security investors holding less than a marketable parcel of 4,000 securities (\$0.125 on 29 July 2016) is 299 and they hold 388,438 securities.

On-market buy back

There is no current on-market buy-back.

ASX Additional information (continued)

Twenty largest equity security holders

The 20 largest holders of quoted equity securities at 1 August 2016 are set out below:

	No. of securities	% of issued capital
Laurus Limited	2,000,000	14.16
Jascot Rise Pty Ltd	1,206,661	8.55
Mr Simon Robert Evans & Mrs Kathryn Margaret Evans (Kamiyacho Super Fund Account)	1,205,551	8.54
Jascot Rise Pty Ltd (Jascot Rise Super Fund)	784,674	5.56
Kushkush Investments Pty Ltd	635,570	4.50
Real Estate Capital Partners Management Pty Ltd	560,970	3.97
ABN AMRO Clearing Sydney Nominees (Custodian A/C)	521,429	3.69
Mr Itzhak Benedikt	498,376	3.53
Maryton Australia Pty Limited	435,673	3.08
Mr. Andrew John Saunders	366,297	2.59
Ben Port Joseph Pty Ltd	300,002	2.12
Mr Wenrong Lu	270,000	1.91
Bond Street Custodians Limited (BHRNJA – PF0533 Account)	244,109	1.73
Hersham Holdings Pty Limited (Hersham Family Account)	240,000	1.70
Mr Ian Geoffrey Roberts	235,245	1.67
Mrs Cuixian Wang	150,000	1.06
Matching Pty Ltd	146,880	1.04
Mr Albert Serchong Chen	120,000	0.85
HSBC Custody Nominees (Australia) Limited	109,179	0.77
Mr Anthony Richard Place	100,779	0.71
Total	10,131,395	71.73

Corporate directory

Registered and Administration office

Quattro RE Limited (formerly Real Estate Capital Partners Managed Investments Limited)
as responsible entity for Real Estate Capital Partners USA Property Trust

Level 9

117 Macquarie Street

Sydney NSW 2000

AUSTRALIA

Phone: 1800 622 812

Company secretary: Mr Andrew Saunders

Unit registry

Link Market Services Limited

Level 12

680 George Street

Sydney NSW 2000

AUSTRALIA

Phone: 02 8280 7111

Auditor

Pitcher Partners

Level 22, MLC Centre

19 Martin Place

Sydney NSW 2000

Website

www.recap.com.au/rcu