

Goodman PLUS Trust
ARSN 128 290 808
Financial report for the year ended 30 June 2011

Contents	Page
Directors' report	2
Lead auditor's independence declaration	8
Balance sheet	9
Statement of comprehensive income	10
Statement of changes in equity	11
Cash flow statement	12
Notes to the financial statements	
1 Statement of significant accounting policies	13
2 Segment analysis	16
3 Interest income	16
4 Earnings per unit	16
5 Distributions	17
6 Loan to related entity	17
7 Issued capital	18
8 Related party disclosures	18
9 Financial risk management	19
10 Events subsequent to balance date	19
Directors' declaration	20
Independent auditor's report	21

**Goodman PLUS Trust
Directors' report**

The directors (Directors) of Goodman Funds Management Limited (GFM), the responsible entity for Goodman PLUS Trust (Trust), present their Directors' report together with the financial report of the Trust for the year ended 30 June 2011 and the independent auditor's report thereon.

Directors

The Directors at any time during or since the end of the year were:

	Appointment date¹
Mr Ian Ferrier, AM (Independent Chairman)	23 February 2005
Mr Gregory Goodman (Group Chief Executive Officer)	17 January 1995
Mr John Harkness (Independent Director)	1 September 2004
Mr James Hodgkinson (Non-Executive Director)	21 February 2003
Ms Anne Keating (Independent Director)	6 February 2004
Mr Philip Pryke (Independent Director)	13 October 2010
Mr Jim Sloman, OAM (Independent Director)	1 February 2006
Mr Patrick Goodman (Non-Executive Director)	23 February 2005 (resigned on 30 November 2010)
Ms Diane Grady, AM (Independent Director)	30 September 2007 (resigned on 13 October 2010)

1. Represents the dates Directors were appointed to the board of GFM.

Details of the Directors' qualifications and experience are set out on pages 5 and 6.

At the date of the financial report, James Hodgkinson held 2,660 (30 June 2010: nil) of the perpetual, preferred units (Goodman PLUS) in the Trust. None of the other Directors has, or has had, any interests in either the ordinary unit or the Goodman PLUS in the Trust.

Company Secretary

The Company Secretary at any time during or since the end of the year was:

	Appointment date
Mr Carl Bicego	24 October 2006

Details of the Company Secretary's qualifications and experience are set out on page 6.

**Goodman PLUS Trust
Directors' report**

Directors' meetings

The number of Directors' meetings held (including meetings of committees of Directors) and the number of meetings attended by each of the Directors during the year were:

Director	Board meetings		Audit Committee meetings		Remuneration and Nomination Committee meetings		Risk and Compliance Committee meetings		Investment Committee meetings		Moorabbin Sub-Committee meetings ²	
	Held ¹	Attended	Held ¹	Attended	Held ¹	Attended	Held ¹	Attended	Held ¹	Attended	Held ¹	Attended
Mr Ian Ferrier	15	15	4	4	3	3	-	-	2	2	3	3
Mr Gregory Goodman	12	12	-	-	-	-	-	-	2	2	-	-
Mr John Harkness	15	14	4	4	-	-	4	4	-	-	-	-
Mr James Hodgkinson	15	15	4	4	-	-	1	1	-	-	-	-
Ms Anne Keating	15	14	-	-	3	3	3	3	-	-	-	-
Mr Phillip Pryke	12	12	-	-	2	2	-	-	-	-	-	-
Mr Jim Sloman	15	15	-	-	-	-	4	4	2	2	3	3
Mr Patrick Goodman ³	5	-	-	-	-	-	1	-	-	-	-	-
Ms Diane Grady ⁴	4	3	-	-	1	1	-	-	-	-	-	-

1. Reflects the number of meetings individuals were entitled to attend. The Directors make themselves available as required but a number of the above meetings were unscheduled with the result that Directors may not have been able to attend the meeting.
2. A separate committee was established to consider the acquisition of Moorabbin Airport Corporation Pty Ltd which has a leasehold interest in Moorabbin Airport and Business Park, Victoria from Goodman Holdings Group, a related party.
3. Mr Patrick Goodman resigned as a Director on 30 November 2010.
4. Ms Diane Grady resigned as a Director on 13 October 2010.

Directors absented themselves from meetings where they had a personal interest in the matters being discussed.

**Goodman PLUS Trust
Directors' report**

Principal activities

The principal activities of the Trust during the year were to invest in and lend to Goodman Limited and Goodman Industrial Trust (GIT) and the entities they control (Goodman Group). There were no significant changes in the nature of the activities during the year.

Review of operations

The performance of the Trust as represented by the results from its operations during the year was as follows:

	2011	2010
	\$000	\$000
Revenue	22,308	18,469
Profit	22,308	18,469

State of affairs

The Trust was created on 31 October 2007 and registered as a managed investment scheme on 14 November 2007. On 21 December 2007, the Trust issued 3,269,665 Goodman PLUS with an issue price of \$100 each and lent the proceeds to a fellow sub-trust of GIT, the parent entity of the Trust. The borrowed funds were used for Goodman Group's general business purposes and to repay debt. This is consistent with the objects of the Trust at the time of admission of the Goodman PLUS on the Australian Securities Exchange.

There have been no changes in the state of affairs of the Trust during the year.

Distributions

The total distribution declared to the sole ordinary unitholder was \$4,000 (2010: \$3,000). The distribution declared to Goodman PLUS holders totalled 680.1 cents per unit. Further details of distributions paid or declared in the year are set out in note 5 to the financial statements.

Strategy and outlook

The Trust will continue to loan the proceeds from the issue of the Goodman PLUS to a fellow sub-trust of GIT, receive interest from the sub-trust and pay distributions to Goodman PLUS holders on the due dates.

Interests of the responsible entity

GFM, as responsible entity for GIT, holds one ordinary unit.

Fees payable to the responsible entity

The management fee payable by the Trust to GFM has been waived.

Indemnification and insurance of officers and auditors

GFM has insured current and former Directors and officers in respect of directors' and officers' liability and legal expenses. The Directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the Directors' and officers' liability and legal expenses insurance contracts, as such disclosure is prohibited under the terms of those contracts. The auditors of the Trust are not indemnified in any way by this insurance cover.

Lead auditor's independence declaration under section 307C of the Corporations Act 2001

The lead auditor's independence declaration is set out on page 8 and forms part of the Directors' report for the year.

**Goodman PLUS Trust
Directors' report**

Qualifications, experience and special responsibilities of Directors and Company Secretary

Board of directors (Board) of GFM as responsible entity for the Trust

The Trust was created on 31 October 2007 and registered as a managed investment scheme on 14 November 2007. GFM is the responsible entity for the Trust.

**Mr Ian Ferrier, AM – Independent Chairman
Appointed 23 February 2005**

Ian was appointed Chairman on 28 July 2009 (having been Acting Chairman from 28 November 2008). Ian is a Fellow of The Institute of Chartered Accountants in Australia and has 46 years of experience in company corporate recovery and turnaround practice. Ian is also a director of a number of private and public companies. He is currently Chairman of InvoCare Limited (since March 2001) and Australian Vintage Ltd (a director since November 1991) and a director of EnergyOne Limited (since January 2007) and Reckon Limited (since August 2004). He was formerly a director of Australian Oil Limited (from May 2005 to January 2009). His experience is essentially concerned with understanding the financial and other issues confronting companies which require turnaround management, analysing those issues and implementing policies and strategies which lead to a successful rehabilitation. Ian has significant experience in property and development, tourism, manufacturing, retail, hospitality and hotels, infrastructure and aviation and service industries.

**Mr Gregory Goodman – Group Chief Executive Officer
Appointed 17 January 1995**

Gregory is responsible for Goodman Group's overall operations and the implementation of its strategic plan. He has 29 years of experience in the property industry with significant expertise in the industrial property arena. Gregory was a co-Founder of Goodman Group playing an integral role in establishing its specialist global position in the property market through various corporate transactions, including takeovers, mergers and acquisitions. He is a director of Goodman (NZ) Limited (the manager of the New Zealand Exchange listed Goodman Property Trust), J-REP Co., Ltd, the management companies of Goodman Group's unlisted funds and many of its subsidiaries.

**Mr John Harkness – Independent Director
Appointed 1 September 2004**

John is a Fellow of The Institute of Chartered Accountants in Australia and the Australian Institute of Company Directors. He was a partner of KPMG for 24 years and National Executive Chairman for five years. Since retiring from KPMG in June 2000, John has held a number of non-executive director roles. John is the Chairman of Charter Hall Retail Management Limited (director since August 2003), the management company of Charter Hall Retail REIT. He is also Chairman of the Reliance Rail Group and a director of Sinclair Knight Mertz Management Pty Limited. He was formerly a director of Crane Group Limited (from September 2000 to December 2010) and the Chairman of Lipa Pharmaceuticals Limited (from June 2004 to November 2007). John is President of Northern Suburbs Rugby Football Club Limited, a member of the Territorial Headquarters and Sydney Advisory Board of the Salvation Army and the Chairman of the Sydney Foundation for Medical Research.

**Mr James Hodgkinson – Non-Executive Director
Appointed 21 February 2003**

James is a senior investment banker with Real Estate specialisation, most recently, as Executive Director of Macquarie Group. James has extensive experience as principal in the establishment, strategy and growth of a number of both listed and unlisted investment vehicles and operating businesses in Australia, Asia and North America. James was also Chief Executive Officer of Macquarie Industrial Trust for six years prior to that trust's merger with GIT. He is a director of J-REP Co., Ltd and Goodman (NZ) Limited, the manager of the New Zealand Exchange listed Goodman Property Trust. James is an alumni director of the Macquarie Foundation and is active in the 'not for profit' sector. He has initiated and assisted in the fund raising initiatives and strategic support of a number of community based organisations, including as a Founding Governor of the Cerebral Palsy Foundation and as Founder and Chairman of the Cerebral Palsy Alliance of NSW's 20/Twenty Challenge. James has a Bachelor of Economics, is a Certified Practising Accountant and is a Fellow of the Australian Property Institute.

**Ms Anne Keating – Independent Director
Appointed 6 February 2004**

Anne is a non-executive director with board positions in a range of industries. She is on the boards of the management companies of the Ardent Leisure Group (since March 1998) and a director of REVA Medical Inc (since October 2010), ClearView Wealth Limited (since November 2010) and GI Dynamics Inc. (since June 2011). Anne was formerly a director of STW Communications Group Limited (from May 1995 to February 2011), as well as Spencer Street Station Redevelopment Holdings Limited and Insurance Australia Group Limited. Anne is also a director of the Garvan Institute of Medical Research, a member of the Advisory Council of RBS Group (Australia) Pty Ltd (formerly ABN AMRO), a Governor of the Cerebral Palsy Foundation and a trustee for the Centennial Park and Moore Park Trust. Her last executive position was as General Manager, Australia for United Airlines for nine years until 2001.

**Goodman PLUS Trust
Directors' report**

Qualifications, experience and special responsibilities of Directors and Company Secretary (cont)

**Mr Philip Pryke – Independent Director
Appointed 13 October 2010**

Phillip was appointed as an Independent Director on 13 October 2010. He is also a director of Co-Investor Group and Tru-Test Corporation Limited, the Deputy Chairman of the New Zealand Exchange listed Contact Energy Limited and a director of Goodman (NZ) Limited, the manager of the New Zealand Exchange listed Goodman Property Trust. In addition, he is Chairman of ASX listed Digital Performance Group Ltd (since January 2009). Phillip has wide experience in the fishing, energy, financial services, health and technology industries.

**Mr Jim Sloman, OAM – Independent Director
Appointed 1 February 2006**

Jim has over 40 years of experience in the building and construction industries in Australia and overseas, including experience with Sir Robert McAlpine & Sons in London and Lend Lease Corporation in Australia and as Deputy Chief Executive and Chief Operating Officer of the Sydney Organising Committee for the Olympic Games (SOCOG) from 1997 to 2001. He is a Principal of MI Associates Pty Limited, a company established by him and comprising some of the leading members of the former SOCOG senior management team, that is working as an adviser to both the London 2012 and the Rio de Janeiro 2016 Olympic Games. In addition, Jim is Chairman of Laing O'Rourke Australia Pty Limited and of several of its associated companies and a director of ISIS Holdings Pty Limited and of several of its associated companies. Jim was a director of Prime Infrastructure Holdings Limited (from February 2010 to December 2010) and Prime Infrastructure RE Limited (from February 2010 to December 2010) (the management company of Prime Infrastructure Trust). With his range of experience, Jim brings significant property, construction and major projects expertise to Goodman Group.

**Mr Patrick Goodman – Non-Executive Director
Appointed 23 February 2005
Resigned 30 November 2010**

Patrick is the Managing Director of Goodman Holdings Group. The diversified interests of Goodman Holdings Group initially focused on direct and indirect property development and have expanded to include the management of a diverse portfolio across sectors covering aviation, food, rural, private and listed equity, infrastructure and financial services globally. Patrick is also a director of companies involved in information technology, property investment and management both in Australasia and the United States. During his 30 year career, he has had considerable public and private company experience both domestically and internationally.

**Ms Diane Grady, AM – Independent Director
Appointed 30 September 2007
Resigned 13 October 2010**

Diane has been a full-time non-executive director on various companies since 1994 and is currently a director of Woolworths Limited (since 5 July 1996) and BlueScope Steel Limited (since 10 May 2002) and the Chair of Ascham School Limited. Diane is also a senior adviser to McKinsey & Company. Previously, she was a director of Lend Lease Corporation Limited (from 1994 to 2002), Wattyl Ltd (from 1994 to 2006) and a Trustee of the Sydney Opera House. Prior to becoming an independent director, Diane was a partner with McKinsey & Company where she spent 15 years consulting to clients in a broad range of industries on strategic and organisational issues.

Company Secretary

Mr Carl Bicego – Company Secretary

Carl is the Company Secretary of Goodman Group and its Australian subsidiaries as well as Legal Counsel – Head of Corporate in Australia. He has over 13 years of legal experience in corporate law and joined Goodman Group from law firm Allens Arthur Robinson in 2006. Carl holds a Masters of Laws and Bachelor of Economics/Bachelor of Laws (Hons).

**Goodman PLUS Trust
Directors' report**

Environmental regulations

The Trust has policies and procedures in place that are designed to ensure that significant environmental regulations under Australian law are identified and appropriately addressed. The Directors have determined that there has not been any material breach of those obligations during the year.

Declaration by Group Chief Executive Officer and Group Chief Financial Officer

The Group Chief Executive Officer and Group Chief Financial Officer declared in writing to the Board that, in their opinion, the financial records of the Trust for the year have been properly maintained and the financial report of the Trust for the year ended 30 June 2011 complies with accounting standards and presents a true and fair view of the Trust's financial condition and operational results.

Events subsequent to balance date

In the opinion of the Directors, there were no events subsequent to balance date and up to the date of signature of this report which would require adjustment or disclosure in the financial report.

Rounding

The Trust is of the kind of entity referred to in Australian Securities & Investments Commission Class Order 98/100 dated 10 July 1998 (as amended) and in accordance with that Class Order, amounts in the Directors' report and financial report have been rounded off to the nearest thousand dollars, unless otherwise stated.

The Directors' report is made in accordance with a resolution of the Directors.



Ian Ferrier, AM
Independent Chairman

Sydney, 18 August 2011



Gregory Goodman
Group Chief Executive Officer



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To: the directors of Goodman Funds Management Limited, as responsible entity for Goodman PLUS Trust

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 30 June 2011 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

KPMG

KPMG

Stuart Marshall
Partner

Sydney

18 August 2011

Goodman PLUS Trust
Balance sheet
as at 30 June 2011

	Note	2011 \$000	2010 \$000
Assets			
Cash		33	30
Loan to related entity	6	327,550	327,485
Total assets		327,583	327,515
Liabilities			
Other payables		-	-
Total liabilities		-	-
Net assets		327,583	327,515
Equity			
Units on issue	7	326,967	326,967
Retained earnings		616	548
Total equity		327,583	327,515

The balance sheet is to be read in conjunction with the accompanying notes.

Goodman PLUS Trust
Statement of comprehensive income
for the year ended 30 June 2011

	Note	2011 \$000	2010 \$000
Interest income	3	22,308	18,469
Profit for the year		22,308	18,469
Total comprehensive income for the year		22,308	18,469
Attributable to:			
Ordinary unitholder		4	3
Goodman PLUS holders		22,304	18,466
		22,308	18,469
		cpu	cpu
Earnings per ordinary unit	4		
Basic		360,556.0	303,738.0
Diluted		360,556.0	303,738.0
Earnings per Goodman PLUS	4		
Basic		682.2	564.8
Diluted		682.2	564.8

The statement of comprehensive income is to be read in conjunction with the accompanying notes.

Goodman PLUS Trust
Statement of changes in equity
for the year ended 30 June 2011

	Note	Issued equity \$000	Retained earnings \$000	Total equity \$000
Balance at 1 July 2009		326,967	368	327,335
Total comprehensive income				
Profit for the year		-	18,469	18,469
Total comprehensive income for the year		-	18,469	18,469
Contributions by and distributions to owners				
Distributions declared on ordinary unit	5	-	(3)	(3)
Distributions declared on Goodman PLUS	5	-	(18,286)	(18,286)
Total contributions by and distributions to owners		-	(18,289)	(18,289)
Balance at 30 June 2010		326,967	548	327,515
Balance at 1 July 2010		326,967	548	327,515
Total comprehensive income				
Profit for the year		-	22,308	22,308
Total comprehensive income for the year		-	22,308	22,308
Contributions by and distributions to owners				
Distributions declared on ordinary unit	5	-	(4)	(4)
Distributions declared on Goodman PLUS	5	-	(22,236)	(22,236)
Total contributions by and distributions to owners		-	(22,240)	(22,240)
Balance at 30 June 2011		326,967	616	327,583

The statement of changes in equity is to be read in conjunction with the accompanying notes.

Goodman PLUS Trust
Cash flow statement
for the year ended 30 June 2011

	Note	2011 \$000	2010 \$000
Cash flows from operating activities			
Interest income received		22,240	18,289
Net cash provided by operating activities		22,240	18,289
Cash flows from investing activities			
Loan from related entity		3	3
Net cash provided by investing activities		3	3
Cash flows from financing activities			
Distributions paid	5	(22,240)	(18,289)
Net cash used in financing activities		(22,240)	(18,289)
Net increase in cash		3	3
Cash at the beginning of the year		30	27
Cash at the end of the year		33	30

The cash flow statement is to be read in conjunction with the accompanying notes.

Goodman PLUS Trust
Notes to the financial statements
for the year ended 30 June 2011

1 Statement of significant accounting policies

Goodman PLUS Trust (Trust) was established in Australia. The parent entity of the Trust is Goodman Industrial Trust (GIT).

Statement of compliance

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. International Financial Reporting Standards (IFRS) form the basis of accounting standards adopted by the AASB. The financial report also complies with IFRS.

The financial report is presented in Australian dollars and was authorised for issue by the directors (Directors) of the responsible entity for the Trust, Goodman Funds Management Limited (GFM), on 18 August 2011.

The significant accounting policies which have been adopted in the preparation of the financial report are set out below.

(a) Basis of preparation of the financial report

The financial report is prepared on the historical cost basis.

(b) Segment reporting

An operating segment is a component of the Trust that engages in business activities from which it may earn revenues and incur expenses. All operating segments' operating results are regularly reviewed by the Group Chief Executive Officer to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

(c) Financial assets

The Trust classifies its financial assets as loans and receivables. Management determines the classification of its investments at initial recognition.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market, other than:

- + those that the Trust intends to sell immediately or in the short term, which are classified as held for trading, and those that the Trust upon initial recognition designates as at fair value through the statement of comprehensive income;
- + those that the Trust upon initial recognition designates as available for sale; or
- + those for which the holder may not recover substantially all of its initial investment, other than because of credit deterioration.

(d) Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

Goodman PLUS Trust
Notes to the financial statements
for the year ended 30 June 2011

1 Statement of significant accounting policies (cont)

(e) Interest income and expense

Interest income and expense for all interest bearing financial instruments are recognised within interest income and interest expense in the statement of comprehensive income using the effective interest method.

The effective interest method is a method of calculating the amortised cost of a financial asset or a financial liability and of allocating the interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument, or, when appropriate, a shorter period, to the net carrying amount of the financial asset or financial liability. When calculating the effective interest rate, the Trust estimates cash flows considering all contractual terms of the financial instrument (for example, prepayment options) but does not consider future credit losses. The calculation includes all fees paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Once a financial asset or a group of similar financial assets has been written down as a result of an impairment loss, interest income is recognised using the rate of interest used to discount the future cash flows for the purpose of measuring the impairment loss.

(f) Impairment of financial assets

Assets carried at amortised cost

The Trust assesses at each balance sheet date whether there is objective evidence that a financial asset or group of financial assets is impaired. A financial asset or a group of financial assets is impaired and impairment losses are incurred only if there is objective evidence of impairment as a result of one or more events that occurred after the initial recognition of the assets (a loss event) and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or group of financial assets that can be reliably estimated.

The amount of the loss is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows (excluding future credit losses that have not been incurred) discounted at the financial asset's original effective interest rate. The carrying amount of the asset is reduced through the use of an allowance account and the amount of the loss is recognised in the statement of comprehensive income. If a loan or held-to-maturity investment has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract. As a practical expedient, the Trust may measure impairment on the basis of an instrument's fair value using an observable market price.

The calculation of the present value of the estimated future cash flows of a collateralised financial asset reflects the cash flows that may result from foreclosure less costs for obtaining and selling the collateral, whether or not foreclosure is probable.

When a loan is uncollectible, it is written off against the related allowance for loan impairment. Such loans are written off after all the necessary procedures have been completed and the amount of the loss has been determined.

If, in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed, with the amount of the reversal recognised in the statement of comprehensive income.

(g) Issued capital

Ordinary unit and Goodman PLUS

Both the ordinary unit and perpetual, preferred units (Goodman PLUS) are classified as equity.

Distributions

Distributions on both the ordinary unit and Goodman PLUS are recognised as a reduction in equity in the period in which they are declared.

Goodman PLUS Trust
Notes to the financial statements
for the year ended 30 June 2011

1 Statement of significant accounting policies (cont)

(h) Income tax

Under current Australian income tax legislation, the Trust is not liable for income tax provided that each year the taxable income is fully distributed to unitholders.

(i) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of associated GST, unless the GST incurred is not recoverable from the taxation authority. In this case, it is recognised as part of the cost of acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST receivable or payable. The net amount of GST recoverable from, or payable to, the taxation authority is included with other receivables or payables in the balance sheet.

Cash flows are presented on a gross basis. The GST components of cash flows arising from investing or financing activities which are recoverable from, or payable to, the taxation authority, are presented as operating cash flows.

(j) Australian accounting standards issued but not yet effective

A number of new standards, amendments to standards and interpretations are effective for annual periods beginning after 1 July 2010, and have not been applied in preparing these financial statements. None of these is expected to have a significant effect on the financial statements of the Trust.

(k) Rounding

In accordance with Australian Securities & Investments Commission Class Order 98/100 (as amended), the amounts shown in the financial report and Directors' report have been rounded to the nearest thousand dollars, unless otherwise stated.

Goodman PLUS Trust
Notes to the financial statements
for the year ended 30 June 2011

2 Segment analysis

The Trust operates in a single business segment, investing (through the provision of an interest bearing loan) in Goodman Limited and GIT and the entities they control (Goodman Group), and operates wholly in Australia.

3 Interest income

	2011	2010
	\$000	\$000
Interest income from:		
Cash at bank	4	3
Loan to related entity	22,304	18,466
	22,308	18,469

4 Earnings per unit

	2011	2010
	cpu	cpu
Attributable to ordinary unitholder		
Basic and diluted earnings per unit	360,556.0	303,738.0
Attributable to Goodman PLUS holders		
Basic and diluted earnings per unit	682.2	564.8

(a) Profit for the year used in calculating earnings per unit

	2011	2010
	\$000	\$000
Profit for the year used in calculating earnings per unit		
Attributable to ordinary unitholder	4	3
Attributable to Goodman PLUS holders	22,304	18,466

(b) Weighted average number of units used in calculating earnings per unit

	2011	2010
	Number of	Number of
	units	units
Weighted average number of units used in calculating basic and diluted earnings per unit		
Ordinary unit	1	1
Goodman PLUS	3,269,665	3,269,665

Goodman PLUS Trust
Notes to the financial statements
for the year ended 30 June 2011

5 Distributions

The distributions paid/payable to the ordinary unitholder are \$4,000 (2010: \$3,000). Distributions paid to Goodman PLUS holders are set out below:

	Distribution cpu	Total amount \$000	Date of payment
Distributions for the quarter ended:			
21 September 2010	171.4	5,604	21 Sep 10
21 December 2010	167.8	5,486	21 Dec 10
21 March 2011	170.2	5,565	21 Mar 11
21 June 2011	170.7	5,581	21 Jun 11
	680.1	22,236	

	Distribution cpu	Total amount \$000	Date of payment
Distributions for the quarter ended:			
21 September 2009	128.0	4,186	21 Sep 09
21 December 2009	129.2	4,226	21 Dec 09
21 March 2010	148.1	4,842	21 Mar 10
21 June 2010	153.9	5,032	21 Jun 10
	559.2	18,286	

6 Loan to related entity

	2011 \$000	2010 \$000
Loan to related entity ¹	327,550	327,485

1. Includes accrued interest of \$616,462 (2010: \$548,000).

The loan to a related entity is made to Goodman Finance Australia Trust, a fellow sub-trust of GIT, and is receivable on demand. Interest accrues on the loan at the annual distribution rate on Goodman PLUS (refer to note 7) and is payable quarterly on 21 March, 21 June, 21 September and 21 December. On satisfying certain conditions, the related entity is able to elect for a financial year not to pay the interest quarterly. In these circumstances, the interest is added to the principal loan and accrues interest at the distribution rate referred to above. This capitalised interest portion and any interest calculated on this capitalised interest portion are payable at the option of the related entity in the period of 10 years from when the capitalised interest portion was originally due.

Goodman PLUS Trust
Notes to the financial statements
for the year ended 30 June 2011

7 Issued capital

	2011	2010
	\$000	\$000
1 ordinary unit on issue	-	-
3,269,665 Goodman PLUS on issue	326,967	326,967
	326,967	326,967

Terms and conditions

Ordinary unit

The holder of the ordinary unit is entitled to receive distributions as declared from time to time and is entitled to one vote per unit at unitholders' meetings. In the event of the winding up of the Trust, the ordinary unitholder ranks after all other unitholders and creditors and is fully entitled to any proceeds of liquidation.

Goodman PLUS

Goodman PLUS are preferred, perpetual securities with a face value of \$100 per unit which are quoted on the Australian Securities Exchange. Goodman PLUS may be exchanged or repurchased in certain circumstances.

Distributions are payable quarterly on 21 March, 21 June, 21 September and 21 December, but at the discretion of GFM.

The distribution rate during the current and prior year was the bill rate plus a margin of 190 basis points.

In the event of the winding up of the Trust, GFM is to first distribute assets to the holders of Goodman PLUS, up to an amount equal to the face value and an amount equal to the unpaid amount of the scheduled distributions for the period of three months immediately preceding the date on which the Trust commenced to be wound up. GFM will then distribute the remaining assets to the ordinary unitholder.

8 Related party disclosures

Key management personnel disclosures

The Trust does not employ personnel in its own right; however, it is required to have an incorporated responsible entity to manage its activities. GFM as responsible entity is considered to be the key management personnel of the Trust.

Fees payable to GFM

The management fee payable by the Trust to GFM has been waived.

Interests of GFM in the Trust

GFM, as responsible entity of GIT, owns the ordinary unit issued by the Trust. GFM does not own any Goodman PLUS.

Goodman PLUS Trust
Notes to the financial statements
for the year ended 30 June 2011

8 Related party disclosures (cont)

Transactions with Goodman Group

The Trust has made a loan to Goodman Finance Australia Trust, a fellow sub-trust of GIT. Further details are set out in note 6.

The audit fee for the year of \$26,750 (2010: \$15,000) has been paid by GIT.

9 Financial risk management

The Trust's capital management policy, interest rate risk and liquidity risk are monitored by Goodman Group's treasury function.

The Trust's activities involve ensuring that the Trust has sufficient funds to meet any distributions payable in respect of the ordinary unit or Goodman PLUS. This is achieved by matching the interest rates and payment dates on any loans to Goodman Group with the distribution rates on the units.

If interest rates during the year on the loan to Goodman Group had been 100 basis points per annum (2010: 100 basis points per annum) higher/lower, post-tax profit for the year would have been \$3,270,000 (2010: \$3,270,000) lower/higher.

The Trust has a significant concentration of credit risk in Goodman Group. Goodman Group has a Baa3 (positive outlook) credit rating with Moody's and BBB (negative outlook) with Standard & Poor's and therefore the Directors are confident it can control and sustain minimal exposure to credit risk. The only asset of the Trust is a loan to an Australian controlled entity of Goodman Group. This loan is not overdue and there is no impairment allowance at 30 June 2011 (2010: \$nil). The Trust does not have any collateral in respect of this loan.

The Trust has no foreign exchange risk and did not use derivative financial instruments during the year.

The fair values of all the Trust's financial assets and liabilities are their carrying amounts.

10 Events subsequent to balance date

In the opinion of the Directors, there were no events subsequent to balance date and up to the date of signature of this report which would require adjustment or disclosure in the financial report.

**Goodman PLUS Trust
Directors' declaration**

In the opinion of the directors of Goodman Funds Management Limited, the responsible entity for Goodman PLUS Trust:

- (a) the financial statements and notes set out on pages 9 to 19 are in accordance with the Corporations Act 2001, including:
 - + giving a true and fair view of the financial position of the Trust as at 30 June 2011 and of its performance for the year ended on that date; and
 - + complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001;
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in note 1; and
- (c) there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable.

The directors of the responsible entity have been given the declarations required by section 295A of the Corporations Act 2001 from the Group Chief Executive Officer and Group Chief Financial Officer for the year ended 30 June 2011.

Signed in accordance with a resolution of the Directors.



Ian Ferrier, AM
Independent Chairman

Sydney, 18 August 2011



Gregory Goodman
Group Chief Executive Officer



Independent auditor's report to the Unitholders of Goodman PLUS Trust

Report on the financial report

We have audited the accompanying financial report of Goodman PLUS Trust (the Trust), which comprises the balance sheet as at 30 June 2011, and the statement of comprehensive income, statement of changes in equity and cash flow statement for the year ended on that date, notes 1 to 10 comprising a summary of significant accounting policies and other explanatory information and the directors' declaration.

Directors' responsibility for the financial report

The directors of Goodman Funds Management 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 is free from material misstatement, whether due to fraud or error. In note 1, the directors of the Responsible Entity also state, in accordance with Australian 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. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance 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 of 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 of the Responsible Entity, as well as evaluating the overall presentation of the financial report.

We performed the procedures to assess whether in all material respects the financial report presents fairly, in accordance with the *Corporations Act 2001* and Australian Accounting Standards, a true and fair view which is consistent with our understanding of the Trust's financial position and of its performance.

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*.

Auditor's opinion

In our opinion:

(a) the financial report of Goodman PLUS Trust is in accordance with the *Corporations Act 2001*, including:

(i) giving a true and fair view of the Trust's financial position as at 30 June 2011 and of its performance for the year ended on that date; and

(ii) complying with Australian Accounting Standards and the Corporations Regulations 2001.

(b) the financial report also complies with International Financial Reporting Standards as disclosed in note 1.

KPMG

KPMG

Stuart Marshall
Partner

Sydney

18 August 2011