2007 Macgrove Project

ARSN 119 560 235

Annual Report

For The Financial Year Ended

30 June 2013

Contents

2007 Macgrove Project
ARSN 113 969 216
Directors' Report
For the Year Ended 30 June 2013

The Directors of Huntley Management Limited ACN 089 240 513, the Responsible Entity of the 2007 Macgrove Project ('the Project'), submit herewith the annual report of the Project for the year ended 30 June 2013. In order to comply with the provisions of the *Corporations Act 2001*, the Directors report as follows:

1. Directors
The names of the Directors of the Responsible Entity during and since the end of the financial year are:

John H. Knox
Stephen L. Law
Francis G. Swain

2. Company Secretaries
The name of each person who was a company secretary at year end are:
Stephen L. Law
William J. Foxall

No director or officer was or has been a partner or director of the audit firm.

3. Principal Activities
The principal activity of the Project during the financial year has been the growing, harvesting and marketing of macadamia nuts for commercial gain.

Macadamia nuts are harvested and delivered for processing during the period March to August each year. This results in the production year being split between two financial years. The following is a table of the production for the 2012 year and 2013 year (to 30 June 2013):

	Year ended 30 June 2013	Year ended 30 June 2012	Total	Total per Macgrove
	NIS Kilograms	NIS Kilograms	NIS Kilograms	NIS Kilograms
Production year 2012	74,499	148,410	**222,909**	**385**
Production year 2013	228,789	-	**228,789**	**395**
Total	**303,288**			
Total per Macgrove	**524**			

4. Operating Results

Total income for the year	$1,061,525 (2012: $571,567)
Total expenses for the year	$37,270 (2012: $14,542)
Profit attributable to Growers	$1,024,255 (2012: $557,025)
Total Assets at 30 June 2013	$678,890 (2012: $518,775)

5. Distributions
Distributions provided for during the year were $1,024,255 (2012: $557,025). Distributions of $866,569, being $1,497 per Macgrove, were paid during the year ended 30 June 2013 (2012: $170,879, being $295 per Macgrove).

2007 Macgrove Project
ARSN 113 969 216
Directors' Report
For the Year Ended 30 June 2013

6. Review of Operations
The principal activity of the Project during the financial year was to continue to grow, harvest and market the macadamia nuts produced from the Project's macadamia orchards.

The Project is a registered managed investment scheme domiciled in Australia, registered and regulated in accordance with Chapter 5C of the *Corporations Act 2001* and the Project's Constitution.

During each year of the Project, each several Grower may pay annual fees to the Responsible Entity. These fees are not required to be paid into the Project agency account, as they do not comprise "scheme property".

On 14 June 2012, Huntley Management Limited was appointed as responsible entity of the Project. Huntley Management Limited has appointed Maccmanagement Pty Ltd as the Operational Manager for the Project.

On 3 December 2012, Growers were advised by Maccmanagement Pty Ltd, the Operational Manager of the Project, that the 2012 harvest had been completed. Macadamia Processing Co Limited (MPC) advised 222,909kg of Nut In Shell, at 10% moisture content, had been delivered in relation to the 2012 harvest. The average price paid by MPC was $3.58/kg.

On 5 February 2013, Growers were advised that an inspection of the orchards had been made by Scott Norval, the plantation manager, following the storms and floods in the Bundaberg district of Queensland. Mr Norval advised that the effect on the 2013 crop was difficult to assess at that time, with damage to the crop and the trees caused from flooding and strong winds. However, Mr Norval also considered that the long term effects would be minimal.

Across the Project's orchards, approximately 1,800 trees were lost due to flood and wind damage, representing approximately 2.59% of the total trees in the Project. An approximate further 1,550 trees were damaged and needed to be staked upright, representing approximately 2.23% of the total trees.

Project reports are available from Huntley Management Limited's website www.huntleygroup.com.au.

Upon commencement of harvesting, the Responsible Entity is required to hold crop proceeds in the Project agency account on behalf of Growers, out of which the Responsible Entity pays each Grower's share of applicable expenses and then distributes the balance remaining to the Growers in accordance with the Project Constitution.

The Project did not have any employees during the year.

7. Significant Change in State of Affairs
During the financial year there was no significant change in the state of the affairs of the Project

8. After Balance Date Events
During September 2013, a distribution of $401,363, being $693 per Macgrove, was paid to Growers.

Since 30 June 2013, no other matters or circumstances have arisen which significantly affected or could significantly affect the operations of the Project, or the results of those operations, or the state of affairs of the Project in future financial years.

2007 Macgrove Project
ARSN 113 969 216
Directors' Report
For the Year Ended 30 June 2013

9. Future Developments
There are no likely developments in the operations, or expected results of those operations, of the Project other than the continuing discharge of the Responsible Entity's and Growers' obligations pursuant to the relevant agreements and the Constitution.

10. Details of Macgroves

Number of Macgroves in the Project held by the Responsible Entity or its Associates as at 30 June 2013	Nil
Macgroves in the Project issued during the period	Nil
Withdrawals from the Project during the period	Nil
Macgroves in the Project as at 30 June 2013	579

11. Macgrove Options
No options over issued or unissued Macgroves in the Project were granted during or since the end of the financial year and there were no options outstanding at the end of the financial year.

12. Remuneration of the Responsible Entity and Associates
Maccacorp Limited – Former Responsible Entity
In respect of the financial year ending 30 June 2013, Maccacorp Limited is not entitled to receive management fees or land rent due to the timing of the change in the Responsible Entity.

In respect of the financial year ended 30 June 2012, Maccacorp Limited was entitled to receive:

- Management fees in accordance with the Grower Management Agreement of $2,072 per Macgrove (GST exclusive), being total management fees of $1,199,688. The Project operating expenses were paid from these management fees.
- Land rent in accordance with the Grower Sub-Lease of $768 per Macgrove (GST exclusive), being a total of $444,846. The Project land lease rent was paid from the sub-lease rents.

These management fees and rent were payable by each Grower individually from their own assets.

Huntley Management Limited – Current Responsible Entity
In respect of the financial year ending 30 June 2013, Huntley Management Limited is entitled to receive:

- Management fees in accordance with the Grower Management Agreement of $2,099 per Macgrove (GST exclusive), being total management fees of $1,215,483. The Project operating expenses are paid from these management fees.
- Land rent in accordance with the Grower Sub-Lease of $778 per Macgrove (GST exclusive), being a total of $450,699. The Project land lease rent is paid from the sub-lease rents.

These management fees and rent are payable by each Grower individually from their own assets.

In respect of the financial year ended 30 June 2012, Huntley Management Limited was not entitled to receive management fees or land rent due to the timing of the change in the Responsible Entity.

2007 Macgrove Project
ARSN 113 969 216
Directors' Report
For the Year Ended 30 June 2013

12. Remuneration of the Responsible Entity and Associates (cont'd)

Huntley Custodians Limited – Current Custodian
Huntley Custodians Limited and Huntley Management Limited are both wholly owned subsidiaries of Huntley Consultancy Pty Ltd.

In respect of the year ended 30 June 2013, Huntley Custodians Limited was entitled to receive $10,000 (GST exclusive) from Huntley Management Limited to act as custodian (15 June 2012 to 30 June 2012: $657). The custodian fees were not payable from Project property.

13. Environmental Regulation
The Operational Manager had adequate systems and controls in place for the management of the Project's environmental regulation requirements.

14. Directors' and Auditor's Indemnification
During or since the end of the financial year the Responsible Entity has given an indemnity or entered into an agreement to indemnify, or paid or agreed to pay insurance premiums as follows:

- The Responsible Entity has paid premiums;
  - to insure directors and officers against legal defence costs resulting from a claim alleging a wrongful act arising from their conduct whilst acting in good faith on behalf of the Responsible Entity ; and,
  - To indemnify directors and officers to the extent permitted by the *Corporations Act 2001* against losses, which are legally insurable, resulting from alleged wrongful acts whilst acting in good faith on behalf of the Responsible Entity.

The above coverage is provided as part of an insurance package, the premiums payable in respect of that insurance package are not to be disclosed.

The Responsible Entity has not, during or since the end of the financial year, indemnified or agreed to indemnify an auditor of the Responsible Entity or of any related body corporate against a liability incurred as auditor.

The Project has not directly indemnified or insured officers of the Responsible Entity or the auditor.

15. Audit Declaration of Independence
The Project has been provided with a declaration of the auditor's independence as required by section 307C of the *Corporations Act 2001* included at page 6 of this financial report.

Signed in accordance with a resolution of the directors of the Responsibility Entity made pursuant to s.298(2) of the *Corporations Act 2001*.

On behalf of the Directors of the Responsible Entity, Huntley Management Limited

Stephen L. Law
Director
Sydney NSW
Date: 28 May 2014

Guild
AUDIT SERVICES

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AUDITOR'S INDEPENDENCE DECLARATION

As lead auditor for the audit of the financial report of 2007 Macgrove Project ("the Project") for the year ended 30 June 2013, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and

(ii) any applicable code of professional conduct in relation to the audit.

GUILD AUDIT SERVICES PTY LIMITED
Chartered Accountants

BRUCE BAILEY
Director

Sydney, NSW
Dated: 28 May 2014

2007 Macgrove Project
ARSN 119 560 235
Directors' Declaration
For the Year Ended 30 June 2013

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

(i) there are reasonable grounds to believe that the Project will be able to pay its debts as and when they become due and payable;

(ii) the attached financial statements are in compliance with the International Financial Reporting Standards, as stated in Note 1(a) to the financial statements; and

(iii) the attached financial statements and notes thereto are in accordance with the *Corporations Act 2001*, including compliance with accounting standards and giving a true and fair view of the financial position and financial performance of the Project.

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

On behalf of the Directors of the Responsible Entity, Huntley Management Limited

Stephen L. Law
Director
Sydney NSW
Date: 28 May 2014

2007 Macgrove Project
ARSN 119 560 235
Statement of Profit or Loss and Other Comprehensive Income
for the Year Ended 30 June 2013

	NOTE	2013 $	2012 $
Sales revenue			
Sales income		1,013,993	571,563
Cost of goods sold			
Opening stock		-	-
Closing stock		34,990	-
Cost of sales		**34,990**	
Gross Profit		**1,048,983**	**571,563**
Other income			
Freight subsidy		11,440	-
Interest income		1,102	4
		12,542	**4**
Total income		**1,061,525**	**571,567**
Expenses			
Industry levy		25,676	14,542
Bank fees		154	-
Freight		11,440	-
		37,270	**14,542**
Profit before income tax expense		**1,024,255**	**557,025**
Income tax expense	1(d)(ix)	-	-
Profit attributable to Growers		**1,024,255**	**557,025**
Finance costs attributable to Growers			
Provision for distributions to Growers		(1,024,255)	(557,025)
Total changes in Project property		-	-
Other comprehensive income for the year		-	-
Total comprehensive income for the year		-	-

The accompanying notes form part of these financial statements.

2007 Macgrove Project
ARSN 119 560 235
Statement of Financial Position
As at 30 June 2013

	NOTE	2013 $	2012 $
CURRENT ASSETS			
Cash and cash equivalents	6(ii)	182,902	197,065
Trade and other receivables	2	460,998	321,710
Inventory	3	34,990	-
TOTAL CURRENT ASSETS		**678,890**	**518,775**
TOTAL ASSETS		**678,890**	**518,775**
CURRENT LIABILITIES			
Trade and other payables	4	6,855	4,426
Provisions	5	672,035	514,349
TOTAL CURRENT LIABILITIES		**678,890**	**518,775**
TOTAL LIABILITIES		**678,890**	**518,775**
NET ASSETS ATTRIBUTABLE TO GROWERS		-	-
Liabilities attributable to Growers		-	-
NET ASSETS		-	-

The accompanying notes form part of these financial statements.

2007 Macgrove Project
ARSN 119 560 235
Statement of Changes in Equity
For the Year Ended 30 June 2013

	Project Equity $	Retained Earnings $	Total $
Balance at 1 June 2011	-	-	-
Profit for the year	-	-	-
Other comprehensive income for the year	-	-	-
Balance at 30 June 2012	-	-	-
Balance at 1 July 2012	-	-	-
Profit for the year	-	-	-
Other comprehensive income for the year	-	-	-
Balance at 30 June 2013	-	-	-

The accompanying notes form part of these financial statements.

2007 Macgrove Project
ARSN 119 560 235
Statement of Cash Flows
for the Year Ended 30 June 2013

	NOTE	2013 $	2012 $
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from customers		860,468	363,514
Interest received		1,102	4
Payments to suppliers		(5,941)	-
Net cash provided by operating activities	6(i)	855,629	363,518
CASH FLOWS FROM INVESTING ACTIVITIES			
Net cash from investing activities		-	-
CASH FLOWS FROM FINANCING ACTIVITIES			
Distributions paid		(869,792)	(166,453)
Net cash used in financing activities		(869,792)	(166,453)
Net (decrease) increase in cash and cash equivalents held		(14,163)	197,065
Cash and cash equivalents at the beginning of the year		197,065	-
Cash and cash equivalents at the end of the year	6(ii)	**182,902**	**197,065**

The accompanying notes form part of these financial statements.

2007 Macgrove Project
ARSN 119 560 235
Notes to the Financial Statements
for the Year Ended 30 June 2013

1. Summary of accounting policies

(a) Basis of Accounting

These financial statements are general purpose financial statements which have been prepared in accordance with the *Corporations Act 2001*, Accounting Standards and Interpretations, comply with other requirements of the law and the Constitution of the 2007 Macgrove Project ('the Project'). Australian Accounting Standards set out accounting policies that the AASB has concluded would result in financial statements containing relevant and reliable information about transactions, events and conditions. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards as issued by the IASB. Material accounting policies adopted in the preparation of the financial statements are presented below and have been consistently applied unless stated otherwise.

The financial statements were authorised for issue by the directors on 28 May 2014.

The financial statements have been prepared on an accruals basis and are based on historical costs and, except where stated, do not take into account changing money values or current valuations of non-current assets. Cost is based on fair values of the consideration given in exchange for assets.

The directors are requirement to make judgements, estimates and assumptions about carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstance, the results of which form the basis of making the judgements. Actual results may differ from these estimates.

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

Judgements made by management that have significant effects on the financial statements and estimates with a significant risk of material adjustments in the next year are disclosed, where applicable, in the relevant notes to the financial statements.

The accounting policies set out below have been applied in preparing the financial statements for the year ended 30 June 2013 and the comparative information presented in these financial statements.

1. Summary of accounting policies (cont'd)

(b) Standards and Interpretations affecting amounts reported in the current period

The following new and revised Standards and Interpretations have been adopted in the current period and have affected the amounts reports in these financial statements.

Standards affecting presentation and disclosure

- **AASB 2011-9** ***'Amendments to Australian Accounting Standards Presentation of Items in Other Comprehensive Income'***. AASB 2011-9 introduces new terminology for the Statement of Comprehensive Income and Income Statement. Under the amendments to AASB 101, the Statement of Comprehensive Income is renamed as a Statement of Profit or Loss and Other Comprehensive Income and the Income Statement is renamed as a Statement of Profit or Loss. The amendments to AASB 101 retain the option to present profit or loss and other comprehensive income in either a single statement or in two separate but consecutive statements. However, the amendments to AASB 101 require items of other comprehensive income to be grouped into two categories in the other comprehensive income section: (a) items that will not be reclassified subsequently to profit or loss and (b) items that may be reclassified subsequently to profit or loss when specific conditions are met. Income tax on items of other comprehensive income is required to be allocated on the same basis – the amendments do not change the option to present items of other comprehensive income either before tax or net of tax. The amendments have been applied retrospectively, and hence the presentation of items of other comprehensive income has been modified to reflect the changes. Other than the above mentioned changes, the application of the amendments of AASB 101 does not result in any impact on profit or loss, other comprehensive income and total comprehensive income.

Standards and Interpretations affecting the reported results or financial position

There are no new or revised Standards and Interpretations adopted in these financial statements affecting the reported results or financial position.

(c) Standards and Interpretations on issue not yet adopted

The AASB has issued new and amended Accounting Standards and Interpretations that have mandatory application dates for future reporting periods and which the Project has decided not to early adopt. A discussion of those future requirements and their impact on the Project is as follows:

- **AASB 9** ***Financial Instruments*** and its associated amending standards specify new recognition and measurement requirements for financial assets within the scope of AASB 139. Broadly, the amendments require financial assets to be measured at fair value through profit and loss unless the criteria for amortised cost measurement are met or the Project qualifies or elects to recognise gains and losses on equity securities that are not held for trading directly in other comprehensive income. The Directors of the Responsible Entity consider that AASB 9 will have minimal impact on the Project's financial assets. The effective date of the amendments is reporting periods beginning on or after 1 January 2015.

1. Summary of accounting policies (cont'd)

(c) Standards and Interpretations on issue not yet adopted (cont'd)

- **AASB 13** ***Fair Value Measurement*** and its associated amending standards consolidates the existing AASB standards regarding fair value measurement into one standard. The standard defines fair value, provides guidance on how to determine fair value and requires disclosures about fair value measurements. The effective date of the amendments is reporting periods beginning on or after 1 January 2013.

- **AASB 2011-4** ***'Amendments to Australian Accounting Standards to Remove Individual Key Management Personnel Disclosure Requirements'*** Amends AASB 124 Related Party Disclosures to remove the individual key management personnel (KMP) disclosures required by Australian specific paragraphs. Such disclosures are more in the nature of governance disclosures that are better dealt with as part of the *Corporations Act 2001.*

- ***AASB 1053 'Application of Tiers of Australian Accounting Standards'.*** This standard establishes a revised differential financial reporting framework consisting of two tiers of financial reporting requirements for entities preparing general purpose financial statements. The Project falls under Tier 1: Australian Accounting Standards and will continue to be required to prepare general purpose financial statements consisting of full IFRS and Australian-specific recognition, measurement, presentation and disclosure requirements. Amendments are applicable for annual reporting periods commencing on or after 1 July 2013.

- ***AASB 2012-1 'Amendments to Australian Accounting Standards – Fair Value Measurement – Reduce Disclosure Requirements'*** sets out the reduced disclosure requirements arising from AASB 13. Amendments are applicable for annual reporting periods commencing on or after 1 July 2013.

- ***AASB 2012-5 'Amendments to Australian Accounting Standards arising from Annual Improvements 2009-2011 Cycle'*** amends a number of pronouncements including amendments to AASB 1, AASB 01, AASB 132 and AASB 134. Amendments are applicable for annual reporting periods beginning on or after 1 January 2013.

(d) Significant accounting policies

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

i. Revenue Recognition

Crop proceeds are recognised as revenue when the crop is delivered. The sale consideration adopted is the Notional Consignment Value advised by the purchasers, Macadamia Processing Co Limited and Agrimac Macadamias.

Interest revenue is recognised on a time proportionate basis taking into account the effective yield on the financial asset.

Freight subsidy is recognised as revenue when the crop is delivered. The subsidy is calculated as per the Nut in Shell Supply Agreements of the purchasers.

1. Summary of accounting policies (cont'd)

(d) Significant accounting policies (cont'd)

ii. **Expenditure**
Any expenditure detailed in the Statement of Profit or Loss and Other Comprehensive Income is incurred pursuant to the Project's Constitution on behalf of each Grower severally. Any such expenditure is apportioned to each Grower in accordance with the relevant provisions of the Constitution.

iii. **Receivables**
Receivables are recorded at amortised cost less impairment.

iv. **Borrowings**
Borrowings are initially recorded at fair value, net of transaction costs. Subsequent to initial recognition, borrowings are measured at amortised cost with any difference between the initial recognised amount and the redemption value being recognised in the Statement of Profit or Loss and Other Comprehensive Income over the period of the borrowing using the effective interest rate method.

v. **Goods and Services Tax (GST)**
Revenues, expenses and assets are recognised inclusive of the amount of goods and services tax (GST). Cash flows are included in the Statement of Cash Flows on a gross basis. The recoverability of GST depends upon the Grower's individual registration status.

vi. **Cash and Cash Equivalents**
Cash and cash equivalents comprise cash on hand and cash in banks, net of any outstanding bank overdrafts.

vii. **Presentation Currency**
The Project's functional currency is Australian dollars and all amounts presented in the financial statements are in Australian dollars.

viii. **Distributions**
In accordance with the Project's Constitution, the Project fully distributes its distributable income to Growers by way of cash.

ix. **Income Tax**
The Project is not a taxable entity under current income tax legislation. Accordingly no income tax expense or income tax liability has been recorded.

x. **Inventory**
Inventory is comprised of Nut in Shell that has been harvested, but not yet delivered to the purchasers. In accordance with AASB 141: Agriculture, Nut in Shell inventory is measured at fair value less estimated selling costs.

1. Summary of accounting policies (cont'd)

(d) Significant accounting policies (cont'd)

xi. Significant Management Judgement

The Responsible Entity has determined to recognise revenue from the sale of the crop at the Notional Consignment Value ('NCV') advised by the purchasers, Macadamia Processing Co Limited and Agrimac Macadamias. The NCV is based upon a notional price of $2.90/ kg assuming a 10% nut in shell ('NIS') moisture content and 33% usable kernel recovery. The NCV may be adjusted for variations in moisture content, kernel recovery and other NIS specifications. Additionally, the Terms and Conditions of the Nut In Shell Purchase Agreements states that payments will be based upon a Notional Price only and all prices are therefore subject to change at the discretion of the Board. On the basis of historical experience of the notional price not being materially altered during a season, the Responsible Entity has determined to adopt the advised NCV for reporting proceeds and levies from the sale of the crop. Any changes in the NCV will be adjusted in the subsequent reporting period when actuals are determined by receipt.

xii. Scope of Transactions

At the commencement of the Project, each several Grower paid to the Responsible Entity application monies. In accordance with the Project Constitution, the Responsible Entity was required to hold the application monies in a separate trust account as "scheme property" until the Responsible Entity had accepted the application and satisfied the conditions set out in the Project Constitution relating to the release of application monies.

During each year of the Project, each several Grower may pay annual fees to the Responsible Entity. These fees are not required to be paid into the Project Proceeds account as they do not comprise "scheme property".

Upon commencement of harvesting, the Responsible Entity is required to hold crop proceeds in the Project Proceeds account on behalf of Growers, out of which the Responsible Entity pays each Grower's share of applicable expenses and then distributes the balance remaining to the Growers in accordance with the Project Constitution. The crop proceeds paid into the Project Proceeds account comprise 'scheme property'.

The scope of these financial statements is limited to transactions relating to scheme property in the Project Proceeds account.

2. Trade and other receivables

	2013 $	2012 $
Trade debtor	460,998	321,710
	460,998	**321,710**

The trade debtor balance is comprised of the amount receivable from Macadamia Processing Co Limited and Agrimac Macadamias for nuts delivered as at 30 June.

	2013 $	2012 $

3. Inventory

	2013 $	2012 $
Inventory – Nut in shell (at net realisable value)	34,990	-
	34,990	-

The inventory amount consists of Nut in shell that has been harvested, but not yet delivered to the purchasers.

4. Trade and other payables

	2013 $	2012 $
Trade creditors	5,652	
Distribution payable to Growers	1,203	4,426
	6,855	4,426

5. Provisions

Provision for distribution

	2013 $	2012 $
Opening balance	514,349	128,203
Distributions provided for	1,024,255	557,025
Distributions paid	(866,569)	(170,879)
	672,035	514,349

	2013 $	2012 $

6. Notes to the cash flow statement

i) Reconciliation of net profit for the year to net cash provided by operating activities

	2013 $	2012 $
Net profit	1,024,255	557,025
Changes in net assets:		
(Increase)/decrease in receivables	(139,288)	(193,507)
(Increase)/decrease in inventory	(34,990)	-
Increase/(decrease) in trade creditors	5,652	-
Net cash provided by operating activities	**855,629**	**363,518**

ii) Reconciliation of cash and cash equivalents

	2013 $	2012 $
Huntley Custodians Limited – Proceeds Account	182,902	197,065
	182,902	**197,065**

7. Remuneration of auditors

	2013 $	2012 $
Auditing or reviewing the financial report	10,000	5,000
Audit of compliance plan	6,000	6,000
	16,000	11,000

Audit fees are paid by the Responsible Entity
The auditor of the Project is Guild Audit Services Pty Ltd

8. Financial Risk Management

The Projects activities may expose it to a variety of financial risks: market risk, credit risk and liquidity risk. The Project's overall financial risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effect on the financial performance of the Project. The Responsible Entity provides principles for overall financial risk management, including policies described below covering specific areas such as interest rate risk, credit risk, foreign exchange risk, non derivative financial instrument risk and investment of excess liquidity.

(a) Market risk

(i) Interest rate risk

Interest rate risk relates only to interest on cash balances and it is not material. An increase or decrease in the interest rate during the year would not have a material impact on the Project's net profit or other equity reserves as this is passed on to the Growers.

(ii) Foreign exchange risk

The Project is not exposed to foreign exchange risk. The Project does not have any foreign currency denominated monetary assets or liabilities.

(iii) Price risk

The Project is exposed to price risk, regarding the price that it receives for the nut in shell that is delivered to Macadamia Processing Co. Limited (MPC) and Agrimac Macadamia (Agrimac) and included in trade and other receivables. As per the 'Nut-in-Shell Supply Agreement' dated 22 March 2013 with MPC and the '2013 Agrimac Nut in Shell Supply Agreement' with Agrimac, the payments are based on a notional price, and are subject to change.

(b) Credit risk

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss to the Project. The credit worthiness of counterparties and collateral or other security is obtained where appropriate, as a means of mitigating the risk of financial loss from defaults. Credit risk is measured on a fair value basis.

During the year, the Project had significant credit risk exposure in respect of trade receivables to Macadamia Processing Co. Limited (MPC) and Agrimac Macadamias (Agrimac) who purchase the macadamias grown in the Project's orchards. MPC and Agrimac are the only purchasers of the Macadamias produced by the Project. The credit risk exposure is the trade receivable balance. This risk is not unusual in the primary production industry and the risk is mitigated, to the extent possible, by monitoring that payments are made in accordance with terms, reconciling remittance returns and being alert to any indicators of heightened credit risk.

The credit risk on liquid funds once paid to the Project custodian is limited because the counterparties are banks with high credit-ratings assigned by international credit rating agencies.

The credit risk exposure to the Project custodian is mitigated by regular monitoring and reporting of Project assets and confirmation of agreed financial criteria.

The carrying amount of financial assets recorded in the financial statements, net of any provisions for losses, represents the entity's maximum exposure to credit risk without taking account of the value of any collateral or other security obtained.

8. Financial Risk Management (cont'd)

(c) *Liquidity risk management*

An appropriate liquidity risk management framework for the management of the Project's short, medium and long term requirements is in place. Liquidity risk is managed by monitoring forecast and actual cash flows and matching the maturity profiles of financial assets and liabilities.

(d) *Fair value estimation*

The carrying amount of financial assets and financial liabilities are considered to approximate their fair values.

(e) *Capital risk management*

In line with the Project's Constitution, the Project does not have capital.

9. Related party information

(a) *Related parties*

The related parties for the Project include:

- The Responsible Entity, Huntley Management Limited, which is a wholly owned entity of Huntley Consultancy Pty Ltd;
- The parent of the Responsible Entity, Huntley Consultancy Pty Ltd;
- Huntley Custodians Limited, the Custodian of the Project Property, which is also a wholly controlled entity of Huntley Consultancy Pty Ltd; and
- The directors and other key management personnel of the Responsible Entity and its Parent Entity and of the previous Responsible Entity.

(b) *Key management personnel*

The names of the key management personnel of the Project during or since the end of the year were:

<u>Huntley Management Limited and Associated Entities</u>

J Knox .... Managing Director
S Law .... Director
W Foxall .... General Manager
F Swain .... Director

The positions noted above for the Project's key management personnel are the positions held with the Responsible Entity or its Parent Entity and not the Project itself.

(c) *Transactions with Related Parties*

Transactions with, amounts receivable from and payable to related parties, and related party Project investments, occur within normal commercial terms and conditions no more favourable than those which it is reasonable to expect the entity would have adopted if dealing with the related party at arm's length in the same circumstances.

9. Related party information (cont'd)

(c) Transactions with Related Parties (cont'd)

Huntley Management Limited – Current Responsible Entity

Huntley Custodians Limited is the custodian for the Project. Huntley Management Limited and Huntley Custodians Limited are both wholly owned subsidiaries of Huntley Consultancy Pty Ltd.

Huntley Management Limited and Huntley Custodians Limited do not hold any Macgroves in the Project. None of the directors of either Huntley Management Limited or Huntley Custodians Limited, or any of their associates, hold any Macgroves in the Project.

In respect of the financial year ending 30 June 2013, Huntley Management Limited is entitled to receive:

- Management fees in accordance with the Grower Management Agreement of $2,099 per Macgrove (GST exclusive), being total management fees of $1,215,483. The Project operating expenses are paid from these management fees.
- Land rent in accordance with the Grower Sub-Lease of $778 per Macgrove (GST exclusive), being a total of $450,699. The Project land lease rent is paid from the sub-lease rents.

These management fees and rent are payable by each Grower individually from their own assets.

In respect of the financial year ended 30 June 2012, Huntley Management Limited was not entitled to receive management fees or land rent due to the timing of the change in the Responsible Entity.

In respect of the year ended 30 June 2013, Huntley Custodians Limited was entitled to receive $10,000 (GST exclusive) from Huntley Management Limited to act as custodian (15 June 2012 to 30 June 2012: $657). The custodian fees were not payable from Project property.

Maccacorp Limited – Former Responsible Entity

In respect of the financial year ending 30 June 2013, Maccacorp Limited is not entitled to receive management fees or land rent due to the timing of the change in the Responsible Entity.

In respect of the financial year ended 30 June 2012, Maccacorp Limited was entitled to receive:

- Management fees in accordance with the Grower Management Agreement of $2,072 per Macgrove (GST exclusive), being total management fees of $1,199,688. The Project operating expenses were paid from these management fees.
- Land rent in accordance with the Grower Sub-Lease of $768 per Macgrove (GST exclusive), being a total of $444,846. The Project land lease rent was paid from the sub-lease rents.

These management fees and rent were payable by each Grower individually from their own assets.

(d) Key Management Personnel Compensation

Remuneration of the KMP is paid directly by the Responsible Entity, Huntley Management Limited. The KMP do not receive any remuneration directly from the Project and there are no agreements in place between the KMP and the Project.

9. Subsequent Events

During September 2013, a distribution of $401,363, being $693 per Macgrove, was paid to Growers.

Since 30 June 2013, no other matters or circumstances have arisen which significantly affected or could significantly affect the operations of the Project, or the results of those operations, or the state of affairs of the Project in future financial years.

10. Additional Project Information

The Project is a registered scheme, operating in Australia.

Principal Registered Office and Place of Business:

Huntley Management Limited
Suite 301, Level 3
37 Bligh Street
SYDNEY NSW 2000
Telephone: (02) 9233 5444

Guild
AUDIT SERVICES

Guild Audit Services Pty Limited
ABN 86 125 161 319
Level 15, 1 York Street
Sydney NSW 2000
Telephone 02 8220 1700
Facsimile 02 8220 1717
www.guildaccountants.com.au

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF

2007 MACGROVE PROJECT

We have audited the accompanying financial report of 2007 Macgrove Project ("the Project"), which comprises the statement of financial position as at 30 June 2013, and the statement of profit or loss and other comprehensive income, statement of changes in equity and 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.

Directors' Responsibility for the Financial Report

The directors of the company 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 1A, 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. 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 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 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 and fair presentation of the financial report 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.

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*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of 2007 Macgrove Project ("the Project"), would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

(a) the financial report of 2007 Macgrove Project ("the Project") is in accordance with the *Corporations Act 2001*, including:

  (i) giving a true and fair view of the company's financial position as at 30 June 2013 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 1

GUILD AUDIT SERVICES PTY LIMITED
Chartered Accountants

BGBailey

BRUCE BAILEY
Director

Sydney, NSW
Dated: 3 June 2014