

Advance Retirement Suite Defensive Multi-Blend Fund Advance Retirement Suite Units

Supplementary Product Disclosure Statement – 1 February 2010

investigate

Issued by Advance Asset Management Limited
ABN 98 002 538 329 AFSL 240902

This is a Supplementary Product Disclosure Statement (SPDS) for the Advance Retirement Suite Defensive Multi-Blend Fund – Advance Retirement Suite Units Product Disclosure Statement (PDS) dated 12 February 2008. This SPDS must be read together with the PDS.

1. Contact details

Outside front and back cover of the PDS– the references to the fax number are deleted and replaced with the following.

08 9481 4318

All references throughout the document to our ‘Perth office’ are to be replaced with ‘Registry office’.

2. Fund profile

Page 4 of the PDS – delete and replace the investment management section with the following.

INVESTMENT MANAGEMENT:

Australian Shares	International Shares
<ul style="list-style-type: none"> MIR Investment Management Limited Schroder Investment Management Australia Limited BT Investment Management Limited Ausbil Dexia Limited Alleron Investment Management Ltd Celeste Funds Management Limited Contango Asset Management Limited Northcape Capital Pty Limited 	<ul style="list-style-type: none"> AQR Capital Management, LLC Lazard Asset Management Pacific Co. Lion Global Investors Limited Mellon Capital Management Corporation MFS Investment Management OVERLAY Asset Management Schroder Investment Management Australia Limited Tradewinds Global Investors LLC Trilogy Global Advisors, LLC
Property	Australian Fixed Interest
<ul style="list-style-type: none"> CB Richard Ellis Global Real Estate Securities LLC European Investors Inc Perennial Investment Partners Limited 	<ul style="list-style-type: none"> Colonial First State Asset Management (Australia) Limited AllianceBernstein Australia Limited
International Fixed Interest	Cash
<ul style="list-style-type: none"> Franklin Templeton Investments Australia Limited Standish Mellon Asset Management 	<ul style="list-style-type: none"> IMS Funds Management
Other	
<ul style="list-style-type: none"> Mellon Capital Management Corporation Credit Suisse Asset Management 	

3. Asset sector ranges

Page 4 of the PDS – delete and replace the asset sector ranges section with the following.

	Min.	Max.
Australian Shares	10.5%	16.5%
International Shares	3.5%	9.5%
Property	1%	7%
Australian Fixed Interest	22%	28%
International Fixed Interest	17%	23%
Other	3%	9%
Cash	17%	33%

4. Updated Performance fee estimates

Page 8 of the PDS – in the 'Fees and other costs' table, the row referencing 'Management costs' is deleted and replaced with the following.

Management costs The fees and costs for managing your investment. Consists of two components – the Management fee and Performance fee.	Management fee¹ 1.71%pa of the net asset value ² of the Fund	The Management fee is deducted from the Fund prior to a unit price being determined. It's accrued daily and paid from the Fund monthly.
	Performance fee Paid to certain underlying investment managers of the Fund when they exceed specific investment performance targets.	Payable out of the assets of the fund in which performance fees are charged and reflected in that fund's daily unit price. It's paid monthly, quarterly or annually depending on the underlying investment manager.
	Estimated Performance fee 0.02% pa ³	Refer to 'Performance fees charged by the underlying funds' on page 9 for further information.

³ This is an estimate only based on the performance of the underlying investment managers over the 12 months to 30 September 2009. These Performance fee estimates are not a representation as to likely future performance. The actual Performance fee and therefore the total Management cost will depend on the performance of the relevant underlying investment manager and so is likely to vary from this estimate. Further information on Performance fees is available from under the heading 'Additional explanation of fees and costs' on page 9.

Page 9 of the PDS – the example under the heading 'Example of annual fees and costs for the Defensive Multi-Blend Fund' is deleted and replaced with the following.

Example – Defensive Multi-Blend Fund – Advance Retirement Suite Units

Balance of \$50,000¹ with an investment of \$5,000¹ during the year

Type of fee or cost	Amount	How and when paid
Contribution fee	Nil	For every additional \$5,000 you put in, you'll be charged \$0.
Plus Management costs	1.71% pa Management fee + 0.02% ² estimated Performance fee = 1.73%	And , for every \$50,000 ¹ you have in the Fund, you'll be charged Management costs of \$865 each year.
Equals cost of fund ³		If you invested \$5,000 during the year and your balance was \$50,000, then for that year you'll be charged: \$865 pa What it costs you will depend on the Fund you choose and the fees you negotiate with your financial adviser.

¹ This amount is prescribed by Legislation.

² This is an estimate only and is not a representation as to likely future performance of the Fund. The actual performance fee and its impact on your investment will depend on the performance of the underlying investments in which performance fees are charged.

³ Please note, transaction costs apply to this Fund (see page 9). This is an estimate only and is not a representation as to the likely future performance of the fund. The actual performance fee and its impact on your investment will depend on the performance of the investments in which performance fees are charged.

Page 9 of the PDS – the section entitled ‘Performance fees charged by underlying funds’ is deleted and replaced with the following.

Performance fees charged by underlying funds – the Management costs part of the table of Fees and Costs of the Fund on page 8 also includes estimated Performance fees. This is due to Performance fees being charged in some of the underlying investments into which the Fund invests. Where the Fund invests in an underlying investment that levies a Performance fee, that Performance fee will be reflected in the daily unit price and will affect its return. Performance fees are paid either monthly, quarterly or annually. The amount of the Performance fee impact on the Fund will be based on the extent by which the return of the underlying investment exceeds either its benchmark or hurdle return, multiplied by the Performance fee rate, as applied to the Fund’s investment. A hurdle return is typically the relevant benchmark plus a set percentage. The Performance fee rate in an underlying investment may be up to 30% of outperformance over its benchmark or hurdle return (if any). The estimated Performance fee included in the Management costs of the Fund has been calculated by using the estimated Performance fees available in relation to the relevant underlying investments, based on actual performance over the 12 months to 30 September 2009. The more exposure the Fund has to an underlying investment that charges Performance fees, the greater the potential impact that this will have on your investment in the Fund.

5. Investing in the Fund

Page 10 of the PDS – the sections ‘How we process transactions’ and ‘Distributions’ are deleted and replaced with the following.

HOW WE PROCESS TRANSACTIONS

Generally, if we receive your correctly completed application and monies or a correctly completed withdrawal/switch request before 4pm (Sydney time) on a business day from the Advance Retirement Suite Trustee, it

will be processed with the unit price calculated for that day. Where we receive correctly completed documentation and monies (where applicable) after 4pm (Sydney time) on a business day, it will be processed using the unit price determined for the following business day.

Advance may decline to accept all or part of an application without giving any reason.

DISTRIBUTIONS

The type of distribution received will depend on the performance of the Fund’s underlying assets.

Distributions could comprise:

- income (such as dividends and interest)
- realised capital gains from the sale of the Fund’s underlying assets (including CGT concession amounts)
- tax credits (such as imputation credits attached to dividend income and credits for tax paid on foreign income)
- return of capital
- tax-deferred amounts (these amounts are generally subject to special taxation treatment).

Distribution payments are generally made to the Advance Retirement Suite Trustee within 10 business days after the end of the distribution period with the exception of financial year end, which may take up to 20 business days. Where the timing of payments is otherwise expected to exceed 10 business days, information on the proposed date will generally be available on advance.com.au.

The amount of income distributed is calculated according to the number of units held in the relevant Fund as a proportion of the total number of units on issue in that Fund at the end of the distribution period, regardless of how long they have been held. There may be times when a Fund doesn’t generate enough income in a distribution period to pay a distribution.

Any realised capital gains are usually only distributed at the end of the financial year; however, Advance may use its discretion to distribute realised capital gains at the end of any distribution period.

6. Westpac

Page 11 of the PDS – the section under the heading ‘Our relationship with St.George Bank’ is deleted and replaced with the following.

OUR RELATIONSHIP WITH WESTPAC

Advance is a member of the Westpac Group. Entities within the Westpac Group may provide certain advisory and administrative services to us such as registry and unit holder reporting. Any fees we pay to these service providers are paid by us out of our management fee and are not an additional charge to you. We may also place a Fund’s cash on deposit with Westpac or St.George.

7. Continuous disclosure

Page 11 of the PDS – in the section entitled ‘Continuous Disclosure’, change the third bullet point to read the following.

“any continuous disclosure notices we place online or lodge with ASIC for the relevant Fund”.

8. Single authorised deposit-taking institution

On 1 March 2010 (the Transfer Date), Westpac Banking Corporation (Westpac) and St.George Bank Limited (St.George), its wholly owned subsidiary, will become a single authorised deposit-taking institution under the *Financial Sector (Business Transfer and Group Restructure) Act 1999* (Cth).

On and from the Transfer Date:

- 1) St.George will be de-registered and will surrender its Australian financial services licence;
- 2) St.George will become a division of Westpac and no longer exist as a separate company; and
- 3) Westpac will become the issuer of financial products previously issued by St.George, as well as the financial services licensee and providing entity in respect of financial services previously provided by St.George.

Amendments to the PDS

- 1) Delete the following logo wherever it appears,



and replace with the new logo.



- 2) In the boxed section on page 2 with the heading '**Advanced thinking...**', delete the sentence 'Advance is the funds management arm of St. George.'
- 3) Under the heading commencing with the words '**This PDS is an important document, which should be read before making a decision to invest ...**' on page 2 update the following.
 - a) Delete the first paragraph and replace with 'Advance is a subsidiary of Westpac and a member of the Westpac Group'.
 - b) In the second bullet point of the second paragraph, delete all references to 'St. George Bank Limited' and 'St. George Group' and replace with references to 'Westpac' and 'Westpac Group' respectively.

- c) In the fourth paragraph:

- i) Delete the following.

'St. George' means St. George Bank Limited ABN 92 055 513 070 AFSL 240997.

Replace with the text below.

'St. George Bank' means St. George Bank, a division of Westpac.

- ii) Delete the following.

'St. George Group' is used to describe St. George Bank and its wholly owned subsidiaries.

- iii) After the definition of 'you'/'your' insert the following words.

'Westpac' means Westpac Banking Corporation ABN 33 007 457 141 AFSL 233714, 'Westpac Group' means Westpac and its subsidiaries.

DIRECTORY

Investor Services

P: 1800 819 935 | F: (08) 9481 4318 | E: investorservices@advance.com.au
GPO Box B87 Perth WA 6838 | advance.com.au

Adviser Services

P: 1800 650 498



Advance Retirement Suite

Defensive Multi-Blend Fund – Advance Retirement Suite Units

ARSN 087 296 491

Product Disclosure Statement

12 February 2008

This Product Disclosure Statement (PDS) is only for use by investors who wish to invest in the Defensive Multi-Blend Fund ('the Fund') offered through the Advance Retirement Suite.

What is the Advance Retirement Suite?

The Advance Retirement Suite is a selection of superannuation and pension products offered by Advance and issued by Asgard Capital Management Limited.

What happens when you invest through the Advance Retirement Suite?

When you select an investment Fund offered from the Advance Retirement Suite, you indirectly invest into a managed investment scheme offered by Advance. The trustee of the Advance Retirement Suite, Asgard Capital Management Ltd ('Advance Retirement Suite Trustee'), will provide you with all the information, such as reporting in respect of the Fund. Any questions relating to your investment in the Advance Retirement Suite and this Fund, including when you wish to make additional investments, withdraw your investment, or transfer your investment, should be directed to the Advance Retirement Suite Trustee.

If you choose to invest in the Defensive Multi-Blend Fund, your investment will be held in the name of the Advance Retirement Suite Trustee, who will be referred to as the 'unit holder' in this PDS. Advance will issue all income, reports or other documentation from the Fund to the Advance Retirement Suite Trustee as unit holder in the Fund.

Issuer of this PDS and Responsible Entity of the Fund:

Advance Asset Management Limited (Advance)
ABN 98 002 538 329 AFSL 240902
Level 5, 182 George Street, Sydney NSW 2000
Telephone: 1800 819 935
Fax: 08 9481 4318
Website: advance.com.au

This PDS is an important document, which should be read before making a decision to invest in the Defensive Multi-Blend Fund - Advance Retirement Suite Units

Advance is a related company of St.George Bank Limited ABN 92 055 513 070 (St.George Bank) AFSL 240997, and a member of the St.George Group.

Investors, on directing the Advance Retirement Suite to invest in the Fund, should be aware that:

- An interest in the Fund is not a bank deposit or bank security. It is an interest in a managed investment scheme as defined in the Legislation and is subject to investment and other risks, including the possibility of delays in withdrawal proceeds in some circumstances or even income or capital losses.
- Neither Advance Asset Management Limited, St.George Bank Limited nor any other member of the St.George Group in any sense guarantees the capital value or performance of units in the Fund. Apart from Advance Asset Management Limited in its capacity as Responsible Entity, and Asgard Capital Management Ltd as the Trustee of Advance Retirement Suite, neither St.George Bank Limited nor any other member of the St.George Group has any liability at all in connection with the Fund or any statement or information contained in this PDS.

These statements in no way limit disclaimers elsewhere in this PDS.

In this PDS, 'ABN' means Australian Business Number, 'Advance' means Advance Asset Management Limited ABN 98 002 538 329 AFSL 240902 who is the issuer of this PDS, 'AFSL' means Australian Financial Services Licence number, 'Constitution' means the deed of the Fund (as amended from time to time), 'Fund' means the Defensive Multi-Blend Fund available through this PDS through the Advance Retirement Suite, 'Legislation' means the Corporations Act 2001 (Cth) and regulations, as relevant and as amended or updated from time to time and any other applicable statutory or regulatory instrument, 'St.George' means St.George Bank Limited ABN 92 055 513 070 AFSL 240997, 'St.George Group' is used to describe St.George Bank and its wholly owned subsidiaries, 'unit holder' means the Advance Retirement Suite acting on your behalf, 'we'/'our'/'us' means Advance and 'you'/'your' means an investor or a potential investor, in the Fund investing in the Advance Retirement Suite. Advance agrees to the use of this PDS for Advance Retirement Suite investors only. Advance accepts no responsibility for any aspect of the Advance Retirement Suite or (without limitation) for any failure on the part of the Advance Retirement Suite in respect of its administration, payment of income or other distributions, payment of withdrawal proceeds, fees charged or the efficiency or viability of the Advance Retirement Suite. Specifically, Advance's consent to permit naming of the Fund in the PDS issued by the Advance Retirement Suite Trustee does not signify any endorsement of or support for the Advance Retirement Suite by Advance.

The information in this PDS is general information only and does not take into account your individual objectives, financial situation or needs. Consequently, you should consider whether the information in this PDS is appropriate for you in light of your individual objectives, financial situation or needs before making a decision to invest in the Fund. To obtain investment advice on the Fund offered through this PDS you should consult a financial adviser who is an Australian financial services licensee or an authorised representative. The offer made through this PDS is only available to persons receiving this PDS (including an electronic version) in Australia. If you are in possession of this PDS outside Australia, you should seek advice regarding restrictions on investing. Failure to comply with relevant restrictions may violate laws.

Future returns can vary from past returns. You should not solely base your decision to invest in the Fund on past returns. Advance may update past return figures and other details (including terms and features of the Fund when Advance is so permitted under the PDS or the Fund's Constitution) that are not materially adverse without issuing a Supplementary PDS. You can obtain this updated information free of charge by contacting the Advance Retirement Suite Trustee or our Contact Centre on 1800 819 935 or by visiting advance.com.au

We may charge you for further information depending on what type of information you request. All persons and entities named in this PDS have consented to the statements in this PDS in the form and context in which they are included and have not withdrawn this consent before the date of this PDS.

Advanced thinking...

Advance is the funds management arm of St.George. Since 1984, Advance has partnered with some of the smartest names in funds management – offering a distinct difference for clients through our unique suite of multi-manager and single manager investment solutions. These include single-sector and diversified investment funds, plus superannuation and retirement solutions.

Using a rigorous thinking approach, Advance hand picks the best performing fund managers from the global markets, provides clients a focused selection of a fund manager's best funds and leading experts, and identifies and packages the perfect combination of fund managers.

We do the ground work so that when you invest, you can do it with peace of mind.

An introduction

SPECIALIST INVESTMENT MANAGERS

Our investment team makes a stringent, detailed assessment of the managers behind each of our funds. We regularly meet with the managers and conduct an intense investigation of everything from their investment philosophy and current market views to how well the team is working together or how they would react in periods of high volatility.

When choosing a manager, we review:

- investment style and process,
- their consistency in applying that style and process,
- the proficiency and experience of their investment team,
- whether they have strong risk management controls in place,
- past performance and attribution, and
- their potential to add value over the long term.

WORKING WITH THE SPECIALIST INVESTMENT MANAGERS

We are responsible for deciding how funds are allocated to the investment managers, and we set the performance objectives and risk management guidelines. Once we allocate funds to the investment managers, they decide the specific investments they will make.

CONTINUAL REVIEW

Our research team formally reviews each manager every quarter on a variety of levels:

1. Their performance in relation to our investment expectations.
2. Whether they are holding 'true to label' – managing the investment allocation as per the agreed investment philosophy, process and style.
3. Staff stability – assessing reasons for increased turnover, remuneration developments and overall resource adequacy.

HOW THE FUND WORKS

The Fund is a registered managed investment scheme. This means that investors' funds are pooled and managed in accordance with a set objective and strategy. An investor acquires interests in the Fund in the form of units. When you invest in the Fund through this PDS, the Advance Retirement Suite Trustee will do so on your behalf and will be issued with units. The Constitution of the Fund allows for more than one class of units to be offered to investors. The rights of investors in different classes of units may vary. This PDS relates only to the Advance Retirement Suite units.

Please note: A unit does not give the Advance Retirement Suite Trustee any direct interest in any underlying asset in the Fund.

CURRENCY RISK AND HEDGING

Under the terms of the Constitution, we are permitted to use currency hedging to help protect the market value of investments of the Fund against currency volatility. Our international investment managers may also hedge. This may have a positive or negative effect on the value of your investment.

DERIVATIVES

Under the terms of the Constitution, we may invest in options, futures and other derivative contracts.

The underlying investment managers may use derivatives such as futures, options and other derivative contracts to:

- help protect the Fund against possible changes in the market value of investments, or
- achieve desired investment positions without actually buying or selling the physical asset.

Losses or gains are possible on these contracts.

Advance does not use derivatives to leverage the Fund.

The Fund may invest into other funds which may use derivatives to leverage these funds as an alternative to borrowings. These underlying funds may intend to gain exposure to investment markets through the use of derivatives and to create leverage as a value adding strategy.

BORROWINGS WITHIN THE FUND

Whilst the Constitution for the Fund allows borrowing, it is currently our intention that the Fund will not borrow other than to meet short-term cash requirements.

CHANGES TO THE FUND

We may close the Fund that is currently available, change the rules that govern the Fund or alter its investment objective, strategy or underlying investment manager at our discretion. We will provide the Advance Retirement Suite Trustee with notice of such changes as required by contractual obligation or Legislation.

We will notify the Advance Retirement Suite Trustee of any material change or significant event in relation to the Fund and/or its investment objective and/or strategy. If we consider the change or event is adverse to unit holders, we will notify the Advance Retirement Suite Trustee as required by contractual obligation or Legislation, but in any event within three months. If the change or event is not considered adverse, we will notify the Advance Retirement Suite Trustee of the change or event within 12 months. If the change is an increase in fees or charges, we will give the Advance Retirement Suite Trustee advance notice of 30 days in writing.

OTHER CONSIDERATIONS

Our priority is to maximise returns with an acceptable level of risk.

We don't make investment decisions or appoint investment managers based on labour standards, environmental concerns and social and ethical considerations.

The underlying investment managers we select may have their own policies to determine if these issues are taken into account when making investment decisions, however, we don't require them to.

FUND PROFILE

Defensive Multi-Blend Fund

Investment objective

To provide secure income with a low risk of capital loss over the short to medium term with some capital growth over the long-term.

Investment strategy

To invest in a diverse mix of assets with a majority in defensive assets of cash and fixed income and a modest investment in growth assets such as shares. The Fund's exposure to these asset sectors will be obtained primarily by investing directly into our sector specific funds. The Fund may also hold assets directly including derivatives, currency and other unit trusts.

Investment time frame[‡]

3 years +

Asset sector ranges

Asset sector	Minimum (%)	Maximum (%)
Australian shares	9.00	15.00
International shares	4.50	10.50
Property	3.00	9.00
Australian fixed interest	22.00	28.00
International fixed interest	17.00	23.00
Other	1.50	7.50
Cash	22.00	28.00

Investment management:

Australian shares <ul style="list-style-type: none"> MIR Investment Management Limited Schroder Investment Management Australia Limited BT Investment Management Limited Ausbil Dexia Limited Alleron Investment Management Ltd Souls Funds Management Limited Contango Asset Management Limited 	International shares <ul style="list-style-type: none"> Mellon Capital Management Corporation The Boston Company Asset Management LLC AllianceBernstein Australia Limited Tradewinds Global Investors, LLC Maple-Brown Abbott Limited OVERLAY Asset Management
Property <ul style="list-style-type: none"> CB Richard Ellis Global Real Estate Securities LLC European Investors Inc Perennial Investment Partners Limited 	Australian Fixed Interest <ul style="list-style-type: none"> Colonial First State Asset Management (Australia) Limited Aberdeen Asset Management Limited
International Fixed Interest <ul style="list-style-type: none"> Newton Investment Management Limited Standish Mellon Asset Management 	Cash <ul style="list-style-type: none"> IMS Funds Management
Other <ul style="list-style-type: none"> Mellon Capital Management Corporation Credit Suisse Asset Management (Australia) Limited 	

Fund size*

\$ 62.54 million

Distribution period

Monthly

Performance

Performances [^] (% p.a.):	1 year	3 years	5 years	Since inception [†]
Distribution	7.89	n/a	n/a	7.63
Growth	-4.21	n/a	n/a	-2.06
Total	3.68	n/a	n/a	5.57

* As at 31 December 2007. Up-to-date information can be obtained from advance.com.au or our Contact Centre on 1800 819 935.

~ Advance has the right to add or remove an investment manager at any time without prior notice to the unit holder and you.

[^] Performance figures are annualised returns as at 31 December 2007, and are calculated using withdrawal unit prices and assume that income is reinvested. Ongoing management costs and expenses have been taken into account. No allowance has been made for Contribution (or entry) fees or taxes. Total return figures include realised capital gains, unrealised capital gains as well as distributed and undistributed income. Past performance is not indicative or a guarantee of future performance. Where there is no performance shown, there is no performance history for that period.

[†] Inception date 18 May 2006

[‡] The investment timeframe is a suggestion only. You should review your investment in the Fund regularly to insure it meets your investment needs.

UNDERSTANDING INVESTMENT RISK

WHAT ARE THE SIGNIFICANT RISKS?

All investments carry some level of risk. In investment terms, risk is the variability in short term returns and the potential to lose your capital. There is also a risk that the investment manager may not perform according to expectations.

The value of your investment may be affected by factors such as:

- financial market volatility,
- economic cycles,
- political events,
- legislation,
- tax,
- interest rates,
- exchange rates, and
- individual company factors.

Investment risk means it is not possible to predict the returns that the Fund will achieve. Investment returns are not guaranteed and past performance is not an indicator of future performance.

Generally, the higher an investment's expected return, the higher the expected risk. Shares are generally considered more volatile (that is, they are likely to experience greater fluctuations in value) than property, while property is generally more volatile than fixed interest and cash. Higher risk asset sectors such as shares and property have historically produced higher long term returns than fixed interest and cash.

HOW TO REDUCE INVESTMENT RISK

There are two main ways in which you can reduce investment risk:

1. Investing for an appropriate length of time

The longer you hold an investment in a growth asset such as shares, the greater the chance of riding out short-term market fluctuations.

2. Diversification

Different types of investments perform differently under different market conditions. Diversifying investments across asset sectors and within asset sub sectors can reduce investment risk.

SPECIFIC RISKS OF INVESTING

Individual investment risk – Assets held by the Fund may fall in value for many reasons such as a change in the internal operations or management of a fund or company invested in or in its business environment. A change in the value of individual investments can also arise should dividend payments change.

Market risk – Assets held by the Fund are all exposed to some level of market risk. Market risk is not stock specific. It is the risk derived from macro-economic factors and events that affect the market as a whole. Economic, technological, political or legal conditions, and even market sentiment, change and this can mean that the value of investment markets change affecting the value of the assets held by the Fund. These factors include shocks to the economy such as a spike in the oil price, terrorist threats, political elections, environmental catastrophes and changes to monetary and/or fiscal policy.

Interest rate risk – Changes in interest rates can have a positive or negative impact directly or indirectly on the investment value or returns of the assets held by the Fund. For example, the cost of a company's borrowing can decrease or increase whilst income returns on a fixed interest security can become more or less favourable.

Erosion in real values – The value of certain assets held by the Fund may be eroded through inflation or changes in interest rates.

Currency risk – The Fund invests in companies with exposure to other countries. If there is a change in the relative value of the Australian dollar to other currencies, the assets of the Fund can decrease or increase in value. For investments hedged back into Australian dollars this risk is largely removed. For those underlying funds with active currency strategies, there is the potential to add value through changes in exchange rates but this may also expose the Fund to higher volatility in returns.

Derivatives risk – See 'Derivatives' on page 3. Risks associated with derivatives include the value of the derivatives failing to move in line with the underlying asset, potential illiquidity of the derivative, the Fund may not be able to meet payment obligations as they arise, and counter party risk (this is where the counter party to the derivative contract cannot meet its obligations under the contract). In futures markets, counter-party risk is removed as a clearing house (usually an exchange) assumes the counter-party role.

Fund risk – Risks specific to the Fund include closure to new investments or termination, replacement of the Responsible Entity and/or our investment managers could change and/or not meet expectations. There is also a risk that investing into the Fund may give different results than investing directly due to the accrual of income or capital gains and the cash flow effect as other investors make contributions or redeem out of the Fund.

Changes to Legislation – Changes can be made to the Legislation, which may affect your investment in the Fund.

Changes to taxation – Changes can also occur to the Australian taxation legislation, which may affect the value of your investment in the Fund.

Changes in personal factors – Changes in your personal situation may affect the suitability of the investment for each investor, such as changes in your investment objectives, personal borrowings, personal financial situation or individual needs.

Regulatory risk – A government or regulator may affect the value of securities that the Fund invests in by introducing regulatory or tax changes.

IMPORTANT NOTE

Your investment in the Fund is not guaranteed. The value of your investment can rise and fall in line with the changing value of the underlying investments.

It may be useful to consult your financial adviser especially in the case of a market downturn to ensure this investment is appropriate to your needs.

ASSET SECTOR RISKS AND BENEFITS

The table below lists the benefits and risks of the underlying asset sector in which the Fund invests:

Asset Sector	Benefit	Risk
Australian shares	<p>Shares represent part ownership of a company and are generally bought and sold on a stock exchange. Returns from shares can include both capital growth and an income component from dividends paid by the company. Imputation credits attached to some dividend payments may offset other taxes payable.</p> <p>Investing in Australian shares gives investors the opportunity to benefit from the performance of Australian businesses across a wide range of industries such as banking, health care and information technology.</p>	<p>Shares are generally classified as more volatile than other asset sectors because their value tends to fluctuate over the short term. However, over the longer term, they have tended to perform better than other asset sectors.</p> <p>The specific risks of investing in shares include: the company, or the industry in which it operates, may not perform as well as expected or that there may be adverse changes in a company's financial position.</p>
Australian smaller company shares	<p>Due to their small size, smaller company shares may grow more rapidly than larger, more mature companies. They are often more flexible and can therefore respond more quickly to changes in market trends, and relative to their larger counterparts.</p> <p>Active management, including research of the sector by investment managers, may lead to opportunities to add value.</p>	<p>Australian smaller company shares are perceived to be more volatile than larger capitalized stocks. Because they undergo less research than larger stocks, there is greater potential for unexpected negative earnings and this can create sudden downward pressure on share prices.</p> <p>Smaller companies generally do not have the financial reserves of their larger counterparts and therefore are generally more vulnerable in weaker economic conditions.</p>
International shares	<p>Investing in international shares provides investors with the opportunity to benefit from the performance of world markets and international businesses across a wide range of industries outside Australia.</p> <p>Like an investment in Australian shares, a Fund's investment in international shares provides the potential for capital growth, an income component and diversification.</p>	<p>In addition to the risks of shares outlined above, international shares can be affected by:</p> <ul style="list-style-type: none"> • social, economic, or political factors affecting a country or region, • differing tax structures, • currency movements, • foreign regulatory requirements.
Listed property securities	<p>Listed property securities involve buying units in listed property trusts that are bought and sold on the stock exchange. It is a simple way to invest in the property market without tying up your money directly in real estate.</p> <p>Investors can participate in sectors of the property market including office, hotels, retail, residential and industrial property.</p> <p>Because investment is through the share market, investors can sell securities relatively easily if necessary (unlike direct property investments).</p> <p>Investing in global property securities gives investors the opportunity to benefit from the performance of global property across several countries, including the US, Australia (where they are more commonly known as LPTs), Netherlands, Belgium, France, UK, Germany and throughout Asia including Japan, Singapore and most recently, Hong Kong. This diversification is increasingly important as the domestic market consolidates.</p>	<p>Returns from listed property securities may include income from rent depending on the type of property owned by the trust and may include a capital growth component through an increase in the value of the property. Like shares, units in property securities can rise and/or fall in value.</p> <p>Returns from property securities are also affected by fluctuations in the supply and demand for properties and consequential changes in rental levels.</p> <p>Increasing interest rates can decrease the value of property securities and vice versa.</p> <p>In addition to the risks already noted relating to property securities, global property securities can be affected by:</p> <ul style="list-style-type: none"> • Social, economic or political factors affecting a country or region, • Differing tax structures in foreign tax jurisdictions, • Foreign regulatory requirements.

Asset Sector	Benefit	Risk
Australian fixed interest	<p>Fixed interest securities provide the security of a regular income stream. There is the potential for capital growth on the original capital invested in periods of declining interest rates. They provide a relatively secure investment, which is generally not as volatile as share market investments.</p> <p>It can be used by the more conservative investor or those with shorter investment timeframes.</p>	<p>Fixed interest securities can generate a rise in capital value, or a loss, if interest rates fluctuate during their term. In general, a rise in interest rates causes the value of an existing security to fall while a fall in interest rates causes the value of an existing security to rise.</p> <p>An investment in fixed interest securities also carries the risk that the issuer may default. Highly rated government bonds which are unlikely to default, pay a lower rate of return than the relatively more risky</p>
International fixed interest	<p>International fixed interest securities provide a wider access to government and corporate bonds from a variety of countries and regions.</p> <p>These can provide opportunity to access higher interest rates than those offered domestically.</p>	<p>In addition to the risks of fixed interest securities outlined above, international fixed interest securities can be affected by:</p> <ul style="list-style-type: none"> • social, economic, or political factors affecting a country or region, • differing tax structures, • currency movements, • foreign central bank policy, • foreign regulatory requirements.
Currency	<p>Currency management provides the ability to capture the mis-pricing of global exchange rates. Opportunities exist where currencies diverge from their fundamental values and/or investor sentiment creates a medium-term trend in favour of one currency over another.</p>	<p>A Fund's investments may be denominated in currencies other than the Australian dollar. Changes in these currencies relative to the Australian dollar and other currencies held within a fund will have an impact on the value of that fund.</p>
Cash	<p>Cash investments are held in cash securities such as term deposits and bank bills, which can be up to one year in duration. Investing in cash provides a high level of security and the lowest level of risk.</p> <p>It can be used by the more conservative investor or those with shorter investment timeframes.</p>	<p>While cash produces the most stable investment returns when compared to other asset sectors, there is limited scope to generate higher long term returns relative to growth assets.</p> <p>There is also a risk that cash returns will not keep pace with inflation.</p>
Other	<p>Alternative strategies seek to provide investors with opportunities for additional out performance. This is achieved through identifying assets that display either a negative correlation or low correlation to traditional asset classes, an example being commodities.</p> <p>These strategies offer benefits of diversification through reducing the total risk of diversified portfolios while at the same time enhancing the return potential.</p>	<p>The risks are those associated with the underlying assets over which the out performance is generated. This may include risks associated with investing in international equities or bonds, currencies or derivatives.</p> <p>In addition the cyclical nature of price movements within the underlying assets, such as commodities, may lead to short term marked-to-market losses in investment portfolios.</p>

FEES AND OTHER COSTS

The following statement is prescribed by current Legislation.

DID YOU KNOW...

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

For example, total annual fees and costs of 2.00% of your fund balance rather than 1.00% could reduce your final return by up to 20.00% over a 30 year period (for example, reduce it from \$100,000 to \$80,000).

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

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

TO FIND OUT MORE

If you would like to find out more, or see the impact of the fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) website (www.fido.asic.gov.au) has a managed investment fee calculator to help you check out different fee options.

This document shows fees and other costs that you may be charged. These fees and costs may be deducted from your investment, from the returns on your investment or from the assets of the Fund as a whole. All fees and charges described in the following fee information table are inclusive of GST, after the benefits of Reduced Input Tax Credits have been taken into account. Taxes are set out in another part of this document.

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

Please note: these fees do not take into account any rebates that we may provide to the Advance Retirement Suite Trustee, which may be passed on to you, or include any additional fees that may be charged by the Advance Retirement Suite Trustee.

In line with ASIC policy on differential fee arrangements, fees may be negotiated on an individual basis with 'wholesale clients' (within the meaning of the Corporations Act).

Type of fee or cost	Amount	How and when paid
FEES WHEN YOUR MONEY MOVES IN OR OUT OF THE FUND		
Establishment fee The fee to open your investment.	N/A	N/A
Contribution (or entry) fee ¹ The fee on each amount contributed to your investment.	N/A	N/A
Withdrawal fee The fee on each amount you take out of your investment.	N/A	N/A
Termination fee The fee to close your investment.	N/A	N/A
MANAGEMENT COSTS		
The fees and costs for managing your investment. <i>Management fee</i> ¹	1.71% p.a. of the net asset value ² of the Fund.	The Management fee is deducted from the Fund prior to a unit price being determined. It is accrued on a daily basis and paid from the Fund on a monthly basis.
SERVICE FEES		
Investment switching fee The fee for changing funds.	N/A	N/A

¹ This fee may include an amount payable to a financial adviser. (See Adviser remuneration under the heading *Additional explanation of fees and costs* on page 9).
The Constitution of the Fund allows for a Contribution (or entry) fee of up to 6.00% but this is not currently payable.

² The net asset value of a fund is the value of its assets less liabilities.

EXAMPLE OF ANNUAL FEES AND COSTS FOR THE DEFENSIVE MULTI-BLEND FUND

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

Example – Defensive Multi-Blend Fund – Advance Retirement Suite Units		
Balance of \$50,000 with a contribution of \$5,000* during the year		
Contribution fee	Nil	For every \$5,000* you put in, you will be charged \$0.
PLUS		
Management costs	1.71% p.a.	And, for every \$50,000 you have in the Fund you will be charged \$855 each year.
EQUALS		
Cost of fund		If you put in \$5,000* during the year and your balance was \$50,000, then for that year you will be charged: \$855 What it costs you will also depend on the fees you negotiate with your financial adviser.
Please note: Transaction costs may apply to this Fund (see <i>Transaction costs</i> adjacent).		
* This amount is prescribed by Legislation.		

ADDITIONAL EXPLANATION OF FEES AND COSTS

CONTRIBUTION (OR ENTRY) FEE

There is currently no intention for this fee to be charged for the Fund described in this PDS. The Constitution for the Fund limits the maximum Contribution (or entry) fee we can charge to 6.00% (excluding GST). If charged, it will be payable as a percentage of each amount contributed into the Fund and the balance invested as instructed by the Advance Retirement Suite Trustee.

MANAGEMENT COSTS

What Management costs include

Management fee – charged as a percentage of the value of the Fund. It is accrued daily and paid from the Fund on a monthly basis. The Constitution limits the Management fee for the Fund to a maximum of 2.00% p.a. (excluding GST).

We are entitled to be reimbursed from the Fund for authorised expenses incurred in its management and administration. Currently routine Fund expenses including trustee, registry, custodian, accounting, audit and legal expenses (excluding Transaction costs, see below) are paid out of our Management fee. If extraordinary or unusual expenses are incurred, we may choose to recover costs from the Fund and this will be reflected in the unit price of the Fund.

PERFORMANCE FEES CHARGED BY UNDERLYING FUNDS

Where the Fund invests in an underlying fund that levies a performance fee, that performance fee will be reflected in the unit prices for the underlying fund and will affect the return on the

underlying fund. Performance fees are generally accrued daily in the unit price of the underlying fund and are paid either monthly, quarterly or annually by the underlying fund. The amount of the performance fee will be based on the extent by which the return of the underlying fund exceeds either its benchmark (if any) or its hurdle return (a hurdle return is typically the relevant benchmark plus a set percentage), multiplied by the performance fee rate. Some of the underlying funds that the Fund invests in charge performance fees, which may be up to 26.00% of out-performance over the underlying fund's benchmark (if any) or hurdle return. As the investments made by the Fund in various underlying funds can change over time, it is possible that up to 100% of the Fund's assets may be invested in underlying funds that charge performance fees.

TRANSACTION COSTS

In managing the assets of the Fund, the investment manager may incur transaction costs such as brokerage, settlement costs, clearing costs and applicable stamp duty when underlying assets are bought and sold. This generally happens when the assets of a Fund are changed or when there are net cash flows into or out of the Fund.

If Transaction costs are charged it will be in the form of "buy and sell spreads". These costs are determined after the daily unit price is calculated and are applied either in addition to the daily unit price (applied when you invest) or deducted from the daily unit price (applied when you withdraw). The buy and sell spreads are an additional cost to you and are paid to the Fund. There is currently no intention for this fee to be charged for the Fund described in this PDS.

IMPORTANT ADDITIONAL DISCLOSURE

We may increase our fees or charges from time to time. We will provide the Advance Retirement Suite Trustee with advance notice of 30 days in writing of any increase.

ADVISER REMUNERATION

We may pay a commission of up to 0.20% p.a. to dealer groups for recommending the Fund to you. These payments may be on a once off basis or ongoing. They are paid from our Management fee and are not an additional charge to you.

PAYMENTS TO PLATFORMS

In addition, we may also enter into a variety of arrangements with Investor Directed Portfolio Service operators that may involve us making payments to these operators in return for offering the Fund on their platform. Such payments may be product access payments of up to \$100,000 p.a. and/or ongoing fund manager payments of up to 1.25% p.a. of the funds invested through the relevant platform. These payments are paid out of our fees and are not an additional cost to you.

ALTERNATIVE FORMS OF REMUNERATION REGISTER

Advance is a member of the Financial Planning Association (FPA) and Investment and Financial Services Association (IFSA) and as such is required to keep a register on alternative forms of remuneration. We record information about material forms of alternative remuneration (\$300 per item or more) that are paid and/or received by fund managers, product providers, or financial advisers or their representatives.

The register is publicly available for inspection. A copy of Advance's register can be obtained by calling our Contact Centre on 1800 819 935.

INVESTING IN THE FUND

HOW TO INVEST

To invest in the Fund, complete the documents provided by the Advance Retirement Suite Trustee. You do not need to complete any of our forms. The Advance Retirement Suite Trustee will then apply to invest in the Fund on your behalf.

When the Advance Retirement Suite Trustee's application is accepted and we receive the corresponding deposit, a number of units (in a class of units offered in the Fund you are investing in) will be allocated to the Advance Retirement Suite Trustee's account. The number of units is based on the amount of the investment, less any Contribution (or entry) fee payable to the Advance Retirement Suite Trustee and the current application unit price. The value of the investment at any time is calculated by multiplying the number of units held by the Advance Retirement Suite Trustee by the Fund's current withdrawal unit price.

$$\text{Value of the investment} = \text{Number of units held} \times \text{Withdrawal unit price}$$

UNIT PRICES

The unit price for the Fund is determined each business day by dividing the net asset value of the assets held in the Fund by the number of units on issue (adjusted for any transaction costs). Unit prices are calculated to four decimal places. The daily unit price reflects changes in the value of underlying assets held in the Fund (and therefore may rise and fall), plus investment income, less Management Costs and any taxes we are required to deduct. Underlying assets are valued at market prices.

Our Unit Pricing Discretions Policy sets out the discretions that Advance as responsible entity may exercise when calculating unit prices under the Fund's constitution and how those discretions are exercised. You can obtain a copy of the Unit Pricing Discretion Policy free of charge by calling our Contact Centre on 1800 819 935.

HOW WE PROCESS TRANSACTIONS

Where we receive an application and corresponding deposit or withdrawal request from the Advance Retirement Suite Trustee in our Perth office by noon (Perth time), the instruction will receive the unit price calculated for that day. Any discretion involved in applying the method for determining the unit price is exercised in accordance with the Unit Pricing Discretion Policy.

Where our Perth office receives an application or withdrawal request after noon (Perth time) it will not be processed until the following business day and the unit price for that day will apply.

Advance may decline to accept all or part of an application without giving reason.

DISTRIBUTIONS

The type of distribution received will depend on the performance of the Fund's underlying assets. Distributions could comprise:

- income (such as dividends and interest),
- realised capital gains from the sale of the Fund's underlying assets (including CGT concession amounts),
- tax credits (such as imputation credits attached to dividend income and credits for tax paid on foreign income),
- return of capital,
- tax-deferred amounts (these amounts are generally subject to special taxation treatment).

The amount of income distributed is calculated according to the number of units held in the Fund as a proportion of the total number

of units on issue in the Fund at the end of the distribution period, regardless of how long they have been held.

There may be times when the Fund does not generate enough income to pay a distribution.

Any realised capital gains are usually only distributed at the end of the financial year. Advance may use its discretion to distribute realised capital gains at the end of any distribution period.

In general, we pay distributions to the Advance Retirement Suite Trustee within 30 days of the end of the distribution period (refer to the Fund Profile on page 4 for details on the distribution period for the Fund).

WITHDRAWALS

The Advance Retirement Suite Trustee can at any time request the withdrawal of any or all units by forwarding to Advance a written withdrawal request.

We generally pay withdrawals within five business days after we receive a written request in our Perth office, although the Constitution permits up to 30 days for the Fund.

We will deduct any taxes or duties or other applicable costs we are required to from the amount we pay the Advance Retirement Suite Trustee as required or permitted by Legislation.

We will divide the withdrawal amount by the current unit price on the day on which the withdrawal is processed to determine the number of units to be redeemed.

Advance may, at its absolute discretion and as permitted by Legislation, nominate any part of the withdrawal proceeds of any units to be taxable income, where it is necessary to ensure that the taxable income of the Fund is distributed equitably amongst the unit holders in the Fund at the end of each distribution period and those who withdraw during that period. Advance expects to take this action only in unusual circumstances, such as significant withdrawals occurring in any single distribution period.

SUSPENSION OF WITHDRAWALS

Under the Fund's Constitution, we may suspend withdrawals in unusual circumstances such as where it is impractical to process withdrawals (for example where financial markets are closed or their operation is significantly impacted) or where we consider it to be in the interests of all unit holders. The suspension period is up to 60 days.

For withdrawals lodged during a suspension period, withdrawal values will be calculated and paid as if the withdrawal was lodged immediately after the end of the suspension.

TAXATION

The following information is a general summary only in relation to Australian resident investors and is current as at the date of this PDS.

An Australian resident investor in a Fund is generally taxed on the following:

- distributions of income (including realised capital gains); and
- gains from disposal of units in the Fund.

Distributions of income comprising assessable amounts should be included in the unit holder's taxable income in the year to which the distribution relates. The tax payable will depend on the composition of the distribution.

Upon disposal of units, whether by withdrawal or transferring, the unit holder must include any realised capital gains or losses on the disposal of units in the calculation of their net capital gain for the year. This net capital gain should be included in the unit holder's assessable income.

We recommend you obtain financial or tax advice relevant to your particular circumstance before investing in this Fund.

Additional information

OUR ROLE AS RESPONSIBLE ENTITY

Advance is the Responsible Entity for the Fund. As the Responsible Entity, we are responsible for the day to day administration of the Fund and for ensuring it complies with its Constitution and the Legislation. This responsibility includes the establishment, implementation and monitoring of the Fund's investment objective and strategy.

THE CONSTITUTION

The Fund is governed by a Constitution, which sets out rules covering:

- our powers, rights and duties as the Responsible Entity (including the right to fees, recovery of expenses and indemnification),
- our remuneration,
- unit holders' rights and obligations,
- liability of unit holders and the Responsible Entity,
- issue and redemption of units,
- distributions and distribution reinvestment,
- authorised investments of each Fund,
- how assets and liabilities of the Fund are valued,
- how the net asset value of the Fund is determined,
- how the Fund may be terminated,
- how we may be removed or replaced as Responsible Entity.

We may vary the Constitution without unit holders' consent if we, as the Responsible Entity, reasonably believe that the variation will not adversely impact unit holders' rights. Otherwise we must obtain unit holders' approval in accordance with the Legislation. You can view a copy of the Constitution for the Fund at our registered office during business hours or we will provide you with a copy free of charge on request. For a copy please call our Contact Centre on 1800 819 935.

COOLING OFF

As you are investing through the Advance Retirement Suite you should consult the Advance Retirement Suite Trustee in relation to cooling off rights that may apply to your investment in the Advance Retirement Suite.

RIGHTS AS AN INVESTOR

The rights of a unit holder in the Fund are governed by the Constitution of the Fund and the Legislation. The Advance Retirement Suite Trustee has identical rights for each unit it holds in the Fund.

This includes the right to:

- receive distributions (where applicable),
- receive copies of accounts and other information for the Fund,
- attend and vote at unit holder meetings,
- receive a share of distributions if the Fund is terminated,
- transfer units to any other entity.

The Advance Retirement Suite Trustee does not have the right to participate in the management or operation of the Fund.

Under the Constitution, the Advance Retirement Suite Trustee's liability is limited to the amount invested in the Fund. You should be aware that the effectiveness of such a limitation is yet to be conclusively determined by the courts.

OUR RELATIONSHIP WITH ST. GEORGE BANK

Advance is a wholly owned subsidiary of St. George Bank. St. George Bank provides certain advisory and administrative services to us. We may also place the Fund's cash on deposit with St. George Bank.

Asgard Capital Management Limited (Asgard) ABN 92 009 279 592 AFSL 240695, a subsidiary of St. George Bank, provides administrative services to us such as registry and unit holder reporting. Any fees we pay to St. George Bank or Asgard are paid by us out of our Management fee and are not an additional charge to you.

CONTINUOUS DISCLOSURE

The Fund offered in this PDS may be subject to certain regular reporting and disclosure requirements under Legislation.

You can obtain the following information or documents from us:

- the most recent annual financial report lodged with ASIC for the Fund,
- any half year financial reports lodged with ASIC for the Fund after the lodgement of the above annual financial report and before the date of this PDS,
- any continuous disclosure notices provided by us for the Fund.

You can inspect or obtain copies of the documents lodged with ASIC in relation to the Fund from any ASIC office. We can also send you copies of these documents (free of charge) if requested.

COMPLAINT RESOLUTION

As you are investing through the Advance Retirement Suite, you should consult the Advance Retirement Suite Trustee if you have a complaint about your investment. If the issue remains unresolved you should contact the complaints scheme of which the Advance Retirement Suite Trustee is a member

PRIVACY

As you are investing through the Advance Retirement Suite, we will not receive or hold any personal information about you. Please contact the Advance Retirement Suite Trustee for details on how your personal information is dealt with.

If we do receive any personal information we will deal with it in accordance with our Privacy Policy available on advance.com.au, by calling our Contact Centre on 1800 819 935 or by written or faxed request. Our contact details are set out below and on the back cover of this PDS.

HOW TO FIND UPDATED INFORMATION

Information in this PDS about the Fund may change from time to time and, if not materially adverse, will be updated and made available on advance.com.au, by calling our Contact Centre on 1800 819 935, faxing us on 08 9481 4318, or writing to us at:

Advance Asset Management Limited
GPO Box B87
Perth WA 6838

DIRECTORY

Contact Centre: 1800 819 935
Advance Asset Management
GPO Box B87
Perth WA 68388
Fax: 08 9481 431

Adviser Services: 1300 361 864
Website: advance.com.au
Email address: investorservices@advance.com.au

Head office:
Advance Asset Management Limited
Level 5, 182 George Street
Sydney NSW 2000