

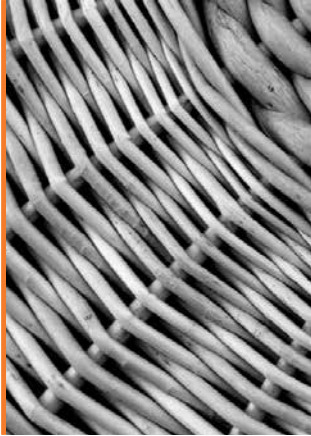
Closed for Applications

Australian Unity
Retirement Village Investment Notes Series 4 - Prospectus 1

Dated 16 May 2014, Applications Close 30 June 2014

Issued by: Australian Unity Finance Limited
ABN 35 114 646 070





Australian Unity Retirement Village Investment Series 4 - Prospectus 1

This replacement prospectus ('Prospectus') is dated 16 May 2014. A copy of this Prospectus was lodged with ASIC on that date. This Prospectus replaces the prospectus dated 2 May 2014 and lodged with ASIC on that date.

Retirement Village Investment Notes – Series 4 ('Notes' or 'Series 4 Notes') comprised of Series 4 - Prospectus 1 are issued by Australian Unity Finance Limited (ABN 35 114 646 070) ('Australian Unity Finance', 'AUF', 'Issuer', or 'we'). Australian Unity Finance is the issuer of this Prospectus and takes full responsibility for it.

The Notes are secured notes for the purposes of Section 283BH of the Corporations Act 2001 (Cth), as modified by ASIC Class Order (CO 12/1482) When debentures can be called secured notes. The Secured Notes are not a bank deposit and Note holders could lose some or all of their money.

Australian Unity Finance does not hold, and is not required to hold, an Australian Financial Services (AFS) Licence as the issue is being made pursuant to an agreement between Australian Unity Finance and Australian Unity Funds Management Limited (ABN 60 071 497 115, AFS Licence No. 234454) ('Australian Unity Funds Management') as the arranger in accordance with the licence conditions and authorisations of the AFS Licence held by Australian Unity Funds Management. Australian Unity Finance relies upon an 'intermediary authorisation' for the purposes of Section 911A(2)(b) of the Corporations Act 2001 (Cth).

Australian Unity Property Limited (ABN 58 079 538 499, AFS Licence No. 234455) ('Australian Unity Property') is the trustee of the Australian Unity Retirement Village Trust #1 and Australian Unity Retirement Village Trust #2.

Australian Unity Finance, Australian Unity Retirement Living Investments Limited (ABN 27 114 646 098) ('Australian Unity Retirement Living Investments' or 'AURLIL'), and Australian Unity Funds Management are wholly owned subsidiaries of Australian Unity Limited (ABN 23 087 648 888) ('Australian Unity').

A reference to 'we', 'us' and 'our' in this document is a reference to Australian Unity Finance.

A reference to 'Australian Unity Investments' in this document is a general description which covers those entities within the Australian Unity Group of companies undertaking investment activities, which includes Australian Unity Funds Management, Australian Unity Property, Australian Unity Finance and Australian Unity Retirement Living Investments.

A Melbourne business day is a business day on which Australian banks are open for business in Melbourne excluding Saturday, Sunday and Public Holidays.

Neither Australian Unity, nor any member of the Australian Unity Group of companies provides any guarantee or support for the payment of interest for, and the return of capital of, the Notes. You should consider this when assessing its suitability for your investment needs.

The Trust Company (Australia) Limited (ABN 21 000 000 993) ('Trustee') is the trustee of the Notes. Neither the Trustee nor any of its related parties or associates makes any representations or gives any guarantees or assurance as to the performance of Australian Unity Finance, payments under the Notes, or any particular overall rate of return. The Trustee has consented to the material in this Prospectus which refers or relates to it. The Trustee can be contacted at the following address; Attention: Head of Structured Finance Services, The Trust Company (Australia) Limited, Level 3, 530 Collins St, Melbourne, Victoria, 3000.

Australian Unity Finance reserves the right to withdraw the offer for these Notes at any time. It reserves the right to decline any application received (either in whole or part) in its absolute discretion.

This Prospectus expires 30 June 2014.

This document can only be used by investors receiving it (electronically or otherwise) in Australia. It does not constitute an offer or invitation in any place outside Australia.

All amounts in this document are in Australian dollars (\$AUD).

This Prospectus is available in electronic format including via access to the Australian Unity Investments website. If you receive it electronically, please ensure that you have received the entire document and Application Form. If you are unsure whether what you have received is complete in its entirety, please contact us on 13 29 39. Paper copies are available free of charge while the offer is open by calling 13 29 39.

A copy of this Prospectus has been lodged with the Australian Securities and Investments Commission (ASIC) which takes no responsibility for its contents.

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Australian Unity

Australian Unity focuses on improving the financial wellbeing of its investors and creating investments that are genuinely different to the rest of the market.

Investments

Australian Unity's progressive investment managers are always looking for better ways to manage money and have created a number of investment funds across all major asset classes including fixed interest, mortgages, property and equities.

Australian Unity Retirement Living Services

Australian Unity Retirement Living Services Limited (ABN 17 085 317 595) is a wholly owned subsidiary of Australian Unity and employs over 850 staff and has a proven track record in the retirement living sector.

Australian Unity Retirement Living Services is a major provider of accommodation and related services to retirees, operating retirement villages and aged care facilities in 10 locations in New South Wales and in seven locations in Victoria, offering over 1,900 home units, 450 aged care beds and 200 community care places as well as transitional and day respite care services.

Retirement village services range from completely independent living to assisted living in serviced apartments.

While estimates vary, it is considered that only 5% of the over 65 age group live in retirement villages. With the increasing consolidation in the sector leading to a greater focus on resident satisfaction and product quality, industry estimates indicate that retirement village living will continue to grow substantially over coming decades.

Australian Unity plans to increase the size of its retirement living business over the next few years. This growth strategy is underpinned by the rapidly rising demand for retirement and aged care accommodation in Australia.

These expansion plans demonstrate the commitment of Australian Unity to becoming an industry leader, differentiated by a commitment to quality and resident wellbeing.

A snapshot of the Notes

Snapshot	
Purpose of funds:	<p>The purpose of this issue of \$10 million of Notes is twofold. An amount of \$1.406 million will be applied to reimburse Australian Unity Finance for its repayment of previous Retirement Village Note maturities. Australian Unity Finance will lend the remaining \$8.594 million to Australian Unity Retirement Living Investments. Australian Unity Retirement Living Investments will then lend the \$8.594 million to Australian Unity Retirement Living Services, to expand its retirement living business.</p> <p>Australian Unity Finance, Australian Unity Retirement Living Investments and Australian Unity Retirement Living Services are all related parties in the Australian Unity Group of companies.</p>
Security:	<p>A Trustee has been appointed to hold certain security for the benefit of Note holders, and if required, to enforce the security for the repayment of the funds invested by Note holders. This security is provided by Australian Unity Finance and consists of a registered first ranking security interest over:</p> <ul style="list-style-type: none"> ■ the loan, made by Australian Unity Finance to Australian Unity Retirement Living Investments; ■ an allotment of units held by Australian Unity Retirement Living Investments in Australian Unity Retirement Village Trust #1 and Australian Unity Retirement Village Trust #2; and ■ the right to receive money payable in connection with the loan and the security interest. <p>The value of the assets supporting the security for all notes Australian Unity Finance has issued is sufficient and is reasonably likely to be sufficient to repay the Notes and other liabilities that rank in priority, or have equal priority, to the Notes. However, there is a risk that Note holders could lose some or all of their money.</p> <p>Details of the assets underlying the security are provided in Benchmark 5 on page 5. Further information concerning Australian Unity Finance's lending activities is provided in Benchmark 6 on page 6. Although these are secured Notes, they are not a bank deposit and Note holders could lose some or all of their money.</p>
Maximum amount to be raised in this prospectus:	A\$10,000,000 (10,000,000 Notes)
Issue price:	\$1.00 per Note
Minimum investment:	\$5,000 (5,000 Notes), and thereafter in multiples of \$1,000 (1,000 Notes)
Terms:	<p>3 years</p> <p>We may offer in writing to extend the Notes for a further term prior to maturity. See below for your withdrawal rights.</p>
Maturity date:	<ul style="list-style-type: none"> ■ 30 June 2017
Interest rate:	<ul style="list-style-type: none"> ■ 6.50% per annum
Applications close:	30 June 2014. Offer may be closed earlier than this date.
Interest calculation and payment:	<p>Notes may be issued by Australian Unity Finance at any time after having received applications, up to the closure date. Regardless of when Notes are issued:</p> <ul style="list-style-type: none"> ■ Notes will be subject to the maturity dates specified above; and ■ Interest is calculated from the first Melbourne business day that your completed Application Form and application monies are accepted. <p>Generally, you will receive four equal payments of interest each year over the term of the Notes. Your first interest payment may also include interest from the day we accept your application.</p> <p>Interest is normally paid within 14 days of the end of each quarter, ending on:</p> <ul style="list-style-type: none"> ■ 31 March, 30 June, 30 September, and 31 December
Fees:	We do not charge or deduct any management, entry or exit fees from investments that remain invested for the full term.
Early withdrawal:	Withdrawal prior to the maturity date will only be permitted solely at the discretion of Australian Unity Finance. Usually an early withdrawal request is approved only in exceptional circumstances, such as death or extreme financial hardship. An early withdrawal fee may apply. See page 11 for details.
Withdrawal at maturity:	<p>We may extend the term prior to the maturity date by notifying you in writing, together with all the information you need on how to withdraw. Should you wish to withdraw at that time, you will have an unrestricted opportunity to do so. You must notify us in writing of your election to withdraw no later than three months before the end of the Notes' scheduled maturity date.</p> <p>Should you not notify us that you wish to withdraw, your Notes will automatically extend for the same number of years as your original term. There are limited withdrawal rights, see page 11 for details. The interest rate payable for the extended term may vary from the interest rate noted above.</p>

ASIC Benchmarks

The Australian Securities and Investments Commission (ASIC) has issued a set of benchmarks under Regulatory Guide 69: Debentures and notes: Improving disclosure for retail investors, to help you understand and assess unlisted debentures and notes, such as these Notes. The benchmarks, including how the Notes measure against them, are set out below. This information has been provided to assist you in better understanding the nature of this investment. You should consider each of these benchmarks separately before making a decision to invest in the Notes.

In accordance with continuous disclosure obligations, we will maintain benchmark information for the Notes on our website, which will be updated at regular intervals and upon any material changes to the Notes.

The Notes are classified as secured notes for the purposes of Section 283BH of the Corporations Act 2001 as modified by ASIC Class Order (CO 12/1482) When debentures can be called secured notes. Although these Notes are secured notes, they are not a bank deposit and investors could lose some or all of their money.

Benchmark 1: Equity Ratio

This benchmark requires issuers of debentures to have a minimum equity ratio (defined as total equity divided by total liabilities + total equity) of 8%, where they are not engaged in property development activities.

We meet this benchmark as we have an equity ratio of 11.2% as at 31 December 2013, which exceeds the minimum requirement of 8%. As at 31 December 2012 the rate was 10.7%. We expect that we will continue to meet this benchmark as the value of equity is expected to remain steady or increase over time, ensuring we have sufficient capital to cover liabilities.

Benchmark 2: Liquidity

This benchmark requires issuers to 'have cash flow estimates for the next three months' and to 'ensure that at all times they have cash or cash equivalents sufficient to meet projected cash needs over the next three months'.

We meet this benchmark and expect that we will continue to meet this benchmark, as we prepare estimates of cash flows three months ahead to ensure that at all times we hold cash or cash equivalents sufficient to meet projected cash needs over the next three months.

To help ensure that at all times cash on hand or cash equivalents remains sufficient to meet projected cash needs over the next three months, Australian Unity Retirement Living Investments currently holds approximately \$1.7 million of cash which is available to cover any shortfall in cash flows it receives from the Trusts should short term shortfalls in distributions from these trusts occur.

We do not have a policy of matching loan terms with investment maturities as the underlying assets are long term businesses and are not realised at the end of loan terms.

In estimating cash flows, we take into account a reasonable estimate of rollovers based on previous experience. Material assumptions underlying cash flow projections include analysis of past maturities and consideration of budget projections, however, we exclude new fundraising and new lending business.

No Notes have rolled over in the past three months, however historically greater than 75% of Notes have been rolled over at maturity. As such, generally we use a conservative estimate of rollovers for the purposes of calculating the cash flows of 75% where actual numbers are not yet available. Any changes to the interest rate offered on the Notes do not significantly impact net cash flow as the interest inflows are always 0.25% higher than interest outflows.

Cash flows for the three months to 31 July 2014 are estimated to be as follows:

Australian Unity Finance Limited	
Estimated Inflows	\$11.499m
Estimated Out Flows	\$11.382m
Estimated Net Cash Flow	\$0.117m

There is a total of \$6,320,736 worth of Notes expiring in the three months to 31 July 2014. Of this 87% have elected to rollover.

Benchmark 3: Rollovers

This benchmark requires issuers to clearly disclose their approach to rollovers.

We meet this benchmark and expect that we will continue to meet this benchmark, as we outline our approach to rollovers in this Prospectus. Rollovers do not happen automatically, however we may decide to extend the maturity date of the Notes. We may extend the term by notifying Note holders in writing at least four months prior to the maturity date, letting investors know the proposed interest rate and the maturity date for the extended term should the investor wish to hold the Notes for the extended period. At that time, we will also refer investors to the most recent Continuous Disclosure Notice on our website, in relation to the Notes. Where this occurs, unless the Note holder notifies us no later than three months before the maturity date that they wish to withdraw, the investor will hold the Notes for the extended period.

Benchmarks 4 & 5: Debt Maturity and Loan portfolio

These benchmarks require issuers to disclose the maturity profile of interest bearing securities including value and interest rates or average interest rates applicable to their debts. They also require issuers who on-lend funds to disclose the current nature of their loan portfolio.

We meet these benchmarks and understand the importance of a transparent loan portfolio. The nature of the loan portfolio at 31 December 2013 was as follows:

Interest bearing Debt	Years to maturity	Interest rate %p.a.	Value \$m
Series 1	0.92	8.25	8,598
	1.92	8.75	3,808
	1.92	7.00	2,962
	2.92	8.50	1,318
	3.92	7.50	0,620
	5.92	7.50	5,408
Series 2	1.00	8.25	4,118
	1.25	8.00	2,912
	3.00	8.50	0,770
Series 3	0.25	8.25	0,120
	0.50	8.25	0,498
	0.50	8.50	5,823
	1.00	8.25	0,130
	1.25	8.00	4,514
	1.50	7.50	7,045
	2.00	7.00	6,751
	2.25	8.50	0,145
	2.50	8.50	0,890
	2.50	8.75	3,521
	3.00	8.50	0,233
	4.00	7.50	0,315
	6.00	7.50	0,015

What is the maturity profile of the interest bearing assets by term and value?

The maturity profile of the interest bearing assets at 31 December 2013 is as follows:

Interest bearing Assets	Years to maturity	Interest rate %p.a.	Value \$m
Series 1	0.00	8.25	1,286
	0.92	8.50	8,598
	1.92	9.00	3,808
	1.92	7.25	2,962
	2.92	8.75	1,318
	3.92	7.75	0,620
	5.92	7.75	5,408
Series 2	1.00	8.50	4,118
	1.25	8.25	2,912
	3.00	8.75	0,770
Series 3	0.25	8.50	0,120
	0.50	8.50	0,498
	0.50	8.75	5,823
	1.00	8.50	0,130
	1.25	8.25	4,514
	1.50	7.75	7,045
	2.00	7.25	6,751
	2.25	8.75	0,145
	2.50	8.75	0,890
	2.50	9.00	3,521
	3.00	8.75	0,233
4.00	7.75	0,315	
6.00	7.75	0,015	

How many loans are in the portfolio and what is the value of them?

There are three loans between Australian Unity Finance and Australian Unity Retirement Living Investments:

- \$24,000,000; and
- \$7,800,000; and
- \$30,000,000.

What proportion of the total loan monies are lent on a 'secured' basis and what is the nature of the security?

All of the loan monies are lent on a secured basis.

Series 1 Notes and Series 2 Notes are secured by first ranking security interests held by the Trustee for the benefit of Note holders, over:

- the loans made by Australian Unity Finance to Australian Unity Retirement Living Investments;
- allotments of units held by Australian Unity Retirement Living Investments in Australian Unity Retirement Village Trust #1; and
- the right to receive money payable in connection with the loans and the security interests.

Series 3 Notes are secured by a first ranking security interest, held by the Trustee for the benefit of Note holders, over:

- the loan made by Australian Unity Finance to Australian Unity Retirement Living Investments;
- an allotment of units held by Australian Unity Retirement Living Investments in Australian Unity Retirement Village Trust #2; and
- the right to receive money payable in connection with the loan and the first ranking security interest.

Australian Unity Finance has provided the above security arrangements which are held by the Trustee for the benefit of Note holders.

How are the loans classified by activity and geographic region?

There is one loan for \$24 million funded by Series 1 Notes which has been used by Australian Unity Retirement Living Investments to invest in units in a trust - the Australian Unity Retirement Village Trust #1, which owns and operates retirement villages and aged care facilities in Victoria and New South Wales.

There is a second loan for \$7.8 million funded by Series 2 Notes which has been lent by Australian Unity Retirement Living Investments to Australian Unity Retirement Living Services to expand its retirement living business in Victoria and New South Wales.

There is a third loan for \$30 million funded by Series 3 Notes which has been used by Australian Unity Retirement Living Investments to invest in units in a trust - the Australian Unity Retirement Village Trust #2, which owns and operates retirement villages in New South Wales.

Australian Unity Retirement Village Trust #1		
State	No of Retirement Villages	Value (\$M) (31 December 2013)
NSW	2	51.06
VIC	1	19.47

Australian Unity Retirement Village Trust #2		
State	No of Retirement Villages	Value (\$M) (at 31 December 2013)
NSW	3	66.95

These tables show the retirement village assets of Australian Unity Retirement Village Trust #1 and Australian Unity Retirement Village Trust #2. However, security is not held directly over these assets.

What proportions of the loans are in default or arrears?

The loans funded by Series 1 Notes, Series 2 Notes and Series 3 Notes are not in default or arrears, and have not been at any time since the loans were established.

What proportion of the total loan monies have been lent to our largest borrower? And 10 largest borrowers?

All of the loan monies funded by Series 1 Notes have been lent to Australian Unity Retirement Living Investments.

All of the loan monies funded by Series 2 Notes have been lent to Australian Unity Retirement Living Investments, which on-lent all of the loan monies to Australian Unity Retirement Living Services.

All of the loan monies funded by Series 3 Notes have been lent to Australian Unity Retirement Living Investments.

As the loan money is lent to two parties, the loan portfolio is not diversified. This may raise the risk that a single negative event affecting one loan will increase the risk for the overall loan portfolio.

What proportions of the loans are subject to legal proceedings?

There are no loans subject to legal proceedings.

Benchmark 6: Related party transactions

This benchmark requires issuers who on-lend funds to disclose their approach to related party transactions and any policy the Issuer has regarding related party lending, including how many loans they have made to related parties, the value of those loans, the value of loans as a percentage of total assets, and the assessment and approval process they follow with related party loans when loans are advanced, varied or extended (eg. are they subject to the approval of the Trustee?).

We meet this benchmark and expect to continue to meet this benchmark. All loans have been lent to related parties. The Prospectuses state that the proceeds raised by Australian Unity Finance from issuing the Series 1 Notes have been lent to a related party - Australian Unity Retirement Living Investments and the proceeds raised by Series 2 Notes have been lent by the Issuer to Australian Unity Retirement Living Investments and then on-lent to Australian Unity Retirement Living Services.

These loans total \$61,800,000 equating to 44.95% of total assets. The proceeds raised by Australian Unity Finance from issuing the Series 3 Notes have also been lent to a related party – Australian Unity Retirement Living Investments.

Investors should refer to Benchmarks 4 & 5 for further details on specific loans. The terms of the loans funded by the Notes are detailed in a loan agreement, and the loans have been entered into on arm's length and commercial terms. Note holder approval is not required for these arrangements.

All other transactions we enter into in relation to the Notes, including those with related parties, are on arm's length and commercial terms. Entities within the Australian Unity Group may provide registry, accounting and tax services in relation to the Notes for fees charged at commercial rates. The value of related party transactions are reported yearly as part of Australian Unity Finance's annual financial report. A copy of this report is available free of charge by contacting Australian Unity on 13 29 39.

Policies and guidelines are in place to manage the risk of any actual or perceived conflict of interest as a result of a related party transaction. Related party transactions with Australian Unity Group entities are reviewed and approved by senior management with clearly identified governance policies and guidelines. This reduces the risk that they may not be conducted with the same rigour as transactions with independent parties. Related party loans are not subject to the approval of the Trustee.

Benchmark 7: Valuations

This benchmark for property valuations, where an issuer is involved in or lends money for property-related activities, requires, amongst other things, the issuer to establish a panel of valuers, and to ensure that no one valuer conducts more than a third of the issuer's valuation work.

We do not meet this benchmark as the Issuer does not use property valuers for these valuations, and therefore has not established a panel of valuers for valuations.

Australian Unity Property values the units held by Australian Unity Retirement Living Investments in the Trusts quarterly on a 'going concern' basis. The underlying assets in each of the Trusts are also valued at that time by the trustee, Australian Unity Property.

Series 1 Notes and Series 2 Notes are secured by first ranking security interests, held by the Trustee for the benefit of Note holders, over:

- the loans made by Australian Unity Finance to Australian Unity Retirement Living Investments;
- allotments of units held by Australian Unity Retirement Living Investments in Australian Unity Retirement Village Trust #1; and
- the right to receive money payable in connection with the loans and the security interests.

Series 3 Notes are secured by first ranking security interests, held by the Trustee for the benefit of Note holders, over:

- the loan made by Australian Unity Finance to Australian Unity Retirement Living Investments;
- an allotment of units held by Australian Unity Retirement Living Investments in Australian Unity Retirement Village Trust #2; and
- the right to receive money payable in connection with the loan and the security interests.

The underlying assets of the Australian Unity Retirement Village Trust #1 and the Australian Unity Retirement Village Trust #2 – the physical retirement village properties – are not security for any of the Notes Series.

Benchmark 8: Lending principles - loan-to-valuation ratios

This benchmark requires loan-to-valuation ratios to not exceed 80%, where an issuer on-lends money in relation to property-related activities and the loan does not relate to property development.

We do not meet this benchmark as we do not meet benchmark 7.

To calculate the loan-to-value ratios below, we use valuations of the Trusts conducted by Australian Unity Property on a quarterly basis. The ratios of the loans to the market value of Australian Unity Retirement Living Investments' units in each of the Trusts is less than the required 80%. The lower this number the less vulnerable the investment is to any decline in market conditions.

Trust	Loan-to-value Ratio (as at 31 December 2013)
Australian Unity Retirement Village Trust #1	51.14%
Australian Unity Retirement Village Trust #2	54.87%

Understanding the risks of investing

What is risk?

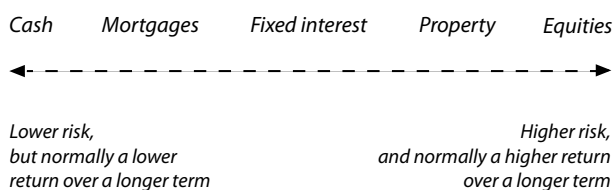
'Risk' can generally refer to the variability and volatility of an investment return and the likelihood of incurring a loss on your investment.

All investments come with a degree of risk. You will need to determine how much risk you are able, or willing, to tolerate. The main risks of investing include a decrease in the value of your investment, a fluctuation or a decrease in the amount of income generated from the investment, or a lower than expected rate of return.

These risks can arise from various circumstances, including:

- changes to government policies relating to tax or economics that may have adverse impacts on investment markets or the tax treatment of investment returns ('regulatory risk'); and
- changes to social, economic (e.g. inflation and interest rates), political, commercial and technological environments or to market sentiment, that may make certain investments less attractive ('market risk').

It is commonly accepted that there is a relationship between the level of return generated by an investment and its level of risk. The spectrum below shows the five main types of investments according to their relationship between risk and return for you to consider.



If the security of your money is your highest concern when selecting investments, you should choose an investment with lower risk, bearing in mind that your return may be lower in the long-term. Conversely, if your focus is towards achieving higher returns, you will need to be comfortable with the fluctuations in the value of your investment before selecting an investment with higher risk.

Risks relevant to this investment

A secured note is a type of fixed interest investment. It is a loan from you to the borrower (Australian Unity Finance) at a fixed rate of interest, and for a defined term.

This is achieved by you purchasing a note that has been issued by the borrower, which is an obligation on the borrower to pay you accrued interest on the loan, and to repay to you the principal of the loan at the end of the term.

Interest rate risk

The rate of interest paid by the borrower is fixed for the term, whereas market interest rates may vary. There is a risk that market interest rates may go up over the term and be higher than that paid by the borrower to you as a Note holder. The interest rate applied for the term of the Notes is listed on page 3. Should we extend the term of the Notes upon maturity, the interest rate offered at that time may be different.

Term risk

Generally, you cannot withdraw your investment before the end of the term. Except in exceptional circumstances, you will be required to hold the Notes for their full term. We may extend the term of the Notes by notice in writing at least four months before the scheduled maturity date. Unless you notify us in writing no later than three months before the maturity date that you wish to withdraw your investment, you will be taken to have agreed to extend your Notes for the further term and at the interest rate specified in our notice. See "Early withdrawal" on page 11 for further details.

Borrower risk

There is a risk that the borrower may not be able to meet its obligations to pay you interest, and to repay your principal in full or at all, that is, there is a risk that investors could lose some or all of their money.

The borrower's capacity to meet its obligations is affected by the performance of Australian Unity Retirement Living Services. Risk relating to the performance of Australian Unity Retirement Living Services is outlined in the "Retirement village operations risk" section below. The Notes are not secured against any direct property assets (e.g. land) of the borrower, and in the event of a default on the part of the borrower there is a risk that the amount of capital repaid to you could be delayed and/or reduced. See page 21 "Defaults and how they are handled" for further information.

Retirement village operations risk

Australian Unity Retirement Living Investments derives income from retirement villages and related assets. This income supports interest payments to Note holders. There is the risk that operation of the underlying retirement villages and related assets does not deliver sufficient income to enable Australian Unity Retirement Living Investments to meet its repayment obligations to Australian Unity Finance. However, Australian Unity Retirement Living Investments holds an amount of cash which is available to support its cash flows from the Trusts should short term shortfalls in distributions from those Trusts occur.

A significant decline in the value of the retirement village properties or the turnover of units would have a material adverse effect on the operating and financial performance of Australian Unity Retirement Living Services and impact the value of the Trusts. This in turn would impact the ability of Australian Unity Finance to meet its interest obligations to you as a Note holder.

The operating and financial performance of Australian Unity Retirement Living Services, is dependent on the value of the retirement village properties as well as the turnover of units at the retirement villages.

The majority of funds to be raised under this Prospectus are to be on-lent (through Australian Unity Retirement Living Investments) to Australian Unity Retirement Living Services, a related party to Australian Unity Finance. The potential concentration risk of a loan to a single borrower means the ability of Australian Unity Retirement Living Services to service the loan is crucial to the ongoing payment of interest on the Notes.

Liquidity risk

A circumstance may arise where a significant number of Note holders wish to withdraw at maturity and we do not have the liquid assets available to meet withdrawal requests. In such a situation, we would seek to raise replacement capital, however there is a risk that we may not be able to do so.

Regulatory risk

The operation of retirement villages is subject to Government regulatory risk. Any change in Government policy towards retirement villages may impact the operating and financial performance of Australian Unity Retirement Living Services and Australian Unity Retirement Living Investments' investment in the Trusts. This in turn would impact the ability of Australian Unity Finance to meet its interest obligations to you as a Note holder.

How we manage risk

We are unable to eliminate all investment risks, but we do analyse, manage and aim to reduce the impact of risks through the use of carefully considered investment guidelines and processes.

How you can manage your risk

In managing your risk, we recommend that you:

- seek your own professional advice to help you understand how your current financial situation, and your investment objectives, affect the selection of investments that you can make;
- consider your investment timeframe, your investment objectives and your risk tolerance; and
- diversify your investments to help reduce risk and the volatility of investment returns.

Features of the Notes

Purpose

This Prospectus invites applications for investment in secured notes which are a loan from you to Australian Unity Finance. We are obliged to pay you accrued interest on the loan quarterly and to repay to you the principal of the loan at maturity.

The purpose of this issue of Notes is twofold. An amount of \$1.406 million will be applied to reimburse Australian Unity Finance for its repayment of previous Retirement Village Note maturities. Australian Unity Finance will lend the remaining \$8.594 million to Australian Unity Retirement Living Investments. Australian Unity Retirement Living Investments will in turn lend the \$8.594 million to Australian Unity Retirement Living Services to use to expand its retirement living business.

Security

The Notes are classified as 'secured notes' under the Corporations Act 2001 (Cth), as modified by ASIC Class Order (CO 12/1482) When debentures can be called secured notes. These Notes are not a bank deposit and Note holders could lose some or all of their money.

The Notes are issued under a Trust Deed, dated 13 October 2005, which contains the terms and conditions on which applications for investment may be accepted, and contains a number of binding conditions on Australian Unity Finance for your protection.

The loan made by Australian Unity Finance to Australian Unity Retirement Living Investments is also subject to contractual arrangements and obligations between the various parties including a loan agreement and a first ranking security interest.

The Trustee has been appointed as independent trustee to hold certain security for the benefit of Note holders, and if necessary to enforce the security for the repayment of the funds invested by Note holders. This security consists of a first ranking security interest over:

- the loan made by Australian Unity Finance to Australian Unity Retirement Living Investments;
- an allotment of units held by Australian Unity Retirement Living Investments in Australian Unity Retirement Village Trust #1 and Australian Unity Retirement Village Trust #2; and
- the right to receive money payable in connection with the loan and the security interest.

The value of the assets supporting the security for all the Notes Australian Unity Finance has issued is sufficient and is reasonably likely to be sufficient to repay the Notes and other liabilities that rank in priority, or have equal priority, to the Notes. However, there is the risk that Note holders could lose some or all of their money.

The security the Trustee holds for the benefit of Note holders may be affected by the financial position or performance of Australian Unity Retirement Living Services. Refer to "Retirement village operations risk" on page 9 for more information.

Applications to invest

The maximum amount to be raised under this Prospectus will be \$10 million (10 million Notes).

The issue price for a Note is \$1.00. The minimum investment amount is \$5,000 (5,000 Notes), and thereafter in multiples of \$1,000 (1,000 Notes).

You can make an investment in the Notes by completing the Application Form at the back of this Prospectus and sending it to us along with a cheque or with completed direct debit details. Pending the issue of Notes to an investor, the application monies will be held in a trust account that complies with the Corporations Act.

No applications will be accepted on the basis of this Prospectus later than 30 June 2014. We may close this offer of Notes earlier than this date. If the Notes you have applied for are fully subscribed by the date on which we receive your Application Form and application monies, your application monies will be returned to you.

The 14 day cooling off period that applies to investors for some financial products does not apply to this investment.

Interest rate and term offered

Interest rate

- 6.50% per annum

Maturity date

- 30 June 2017

Interest calculations

The interest rates are quoted as a 'per annum' rate. They are calculated from the first Melbourne business day that your completed Application Form and application monies are accepted by us until the end of the term.

Interest payment frequency

Interest is paid quarterly in arrears, based on a quarter of the 'per annum' interest rate. There is no deferred interest payment or interest reinvestment option available.

Interest is normally paid within 14 days of the end of each quarter, ending on: 31 March, 30 June, 30 September, and 31 December. Your first interest payment may also include interest from the day we accept your Application Form and application monies.

Payments only by direct credit

Interest payments and the repayment of your principal will only be made by direct credit into the account specified by you in the Application Form or as advised to us in writing. We cannot pay by cheque.

If you do not nominate an account (or your payment is not accepted into your nominated account), payments will be invested on your behalf in the Australian Unity Wholesale Cash Fund (ARSN 111 933 361), until you notify us otherwise.

Early withdrawal

We are not required to accept withdrawal requests before the end of the term or any other further term should the term of your Notes be extended for a further term. We may accept an early withdrawal request in whole or in part at our absolute discretion, and generally only in exceptional circumstances. Should you wish to withdraw some or all of your investment in the Notes before the end of the term and Australian Unity Finance agrees to your early withdrawal request, an early withdrawal fee may apply, see 'Fees and expenses' for the amount of the fee.

Transfers

You have the flexibility to transfer your Notes to another person prior to the end of the term, free of charge, by completing a standard transfer form. A copy can be obtained by telephoning Australian Unity Investments on 13 29 39.

The Notes may only be transferred in lots of 1,000 Notes. Any transfer registered by Australian Unity Finance prior to the payment of interest for the quarter will result in all of that quarter's interest being paid to the new holder of the Notes.

Withdrawal at maturity

At maturity, we will repay the principal in full together with any final interest payment, within 14 days.

Term extensions or rollovers

We may extend the term or any further term by notifying you in writing at least four months prior to the scheduled maturity date, letting you know the proposed interest rate and the maturity date for the extended term.

If you do not wish to invest for the extended term, simply notify us in writing three months prior to the maturity date letting us know that you wish to withdraw. Should you wish to withdraw, you will have an opportunity to do so at the scheduled maturity of your Notes by giving three months' notice as described above.

However, if you do not notify us that you wish to withdraw you will be taken to have agreed to an extension of your Notes for the additional term at the interest rate notified by us, and you will not be able to withdraw before the end of the extended term other than in accordance with the information under the heading 'Early withdrawal' above.

Fees and expenses

We do not charge or deduct any entry, exit or management fees from your investment in the Notes if you hold them for the full term.

An early withdrawal fee may apply if we accept a withdrawal request before the end of the term. Australian Unity Finance may deduct from your principal an amount of up to 50% of the interest payable for the term of the Notes, should the withdrawal request be accepted.

Should we extend the term, then the early withdrawal fee will only apply from the original maturity date to the maturity date of the extended term. We will confirm this fee in writing to you before we accept your early withdrawal request.

Duties and taxes

Any bank or government fees, duties or taxes incurred in connection with any investment under this Prospectus may be deducted from either or both of the interest paid, or the capital returned to you.

Refer to page 22 for more information on taxation.

Taxation

The interest payments you receive will generally be treated as assessable income and will need to be included in your annual income tax return for the financial year in which the interest payments are received.

Each year you will receive a statement providing details of your assessable income in relation to the Notes for the preceding 12 months to 30 June to assist you in preparing your income tax return.

Refer to page 22 for more information on taxation.

Stock exchange listing

Australian Unity Finance does not propose to apply to have the Notes listed for quotation on the Australian Securities Exchange Limited (ASX) or any other market on which the Notes may be traded.

Trustee remuneration

The Trustee receives remuneration and is reimbursed for expenses in accordance with the terms of the Trust Deed. Remuneration of \$69,463.94 (incl. GST) covering the year to 30 June 2013 has been paid to the Trustee. The Trustee has no other interest in the promotion of the Notes and no amounts have been paid, or agree to be paid to the Trustee to induce it to act in that or another capacity, or for other services rendered by it in connection to the Notes.

Related party transactions

All transactions we enter into in relation to the Notes, including those with related parties, are conducted on arm's length and commercial terms. Consequently, Trustee nor Note holder approval has not been sought for these arrangements. Australian Unity Finance's business is to finance the activities of related companies, which in turn may invest in assets including retirement villages, retirement village unit trusts and retirement village related investments managed by related companies.

Those related companies will usually earn fees or investment returns in respect of the assets and investments. These fees will usually comprise establishment fees, ongoing management fees and deferred management fees. The amount of those fees will vary from time to time. Similarly, companies within the Australian Unity Group of companies may earn fees in respect of the acquisition or management of any property where the deposit for the acquisition of the property is ultimately financed by Australian Unity Finance. The value of related party transactions are reported yearly as part of AUFL's annual financial report. A copy of this report is available free of charge by contacting Australian Unity on 13 29 39.

Directors of the Issuer

The directors of Australian Unity Finance are David Bryant, Anthony Connon, Ian Ferres, Kevin McCoy, Rohan Mead, Peter Promnitz and Warren Stretton.

Interests of the directors of the Issuer

No director of the Issuer, or a firm which the director has an interest, has an interest in the promotion of the Issuer or any assets proposed to be acquired by the Issuer in connection with its promotion that existed when the Prospectus was lodged or existed within two years before the date of the Prospectus, except the interests held as set out below.

The following directors of Australian Unity Finance, namely David Bryant, Anthony Connon, Kevin McCoy and Rohan Mead, are employees of a company in the Australian Unity Group. The employment contracts for each of these directors contain terms for their remuneration under which performance bonuses may be paid in respect of the financial performance of Australian Unity. The success of this issue of Notes may affect the financial performance of Australian Unity, and therefore be a factor in making bonus determinations under those employment contracts.

As at the date of this Prospectus Mr Warren Stretton, director of Australian Unity Finance, holds an interest in \$20,000 of Series 3 Notes. Mr Ian Ferres, director of Australian Unity Finance holds an interest in \$100,000 of Series 1 Notes. Directors of Australian Unity Finance may acquire Notes under this Prospectus. Directors of Australian Unity Finance are not required to hold Notes.

Details of the remuneration of Australian Unity Finance directors are available in the Australian Unity Finance annual financial report for the year ended 30 June 2013. A copy of this report is available free of charge by contacting Australian Unity on 13 29 39.

Consents of directors

The directors of Australian Unity Finance have given, and not withdrawn as at the date of this Prospectus, their consent to the issue of this Prospectus. This Prospectus has been signed by Mr David Bryant, on behalf of Australian Unity Finance.



David Bryant
Director – Australian Unity Finance

Financing arrangements

How the funds raised are used

Australian Unity Retirement Living Services develops and operates retirement villages and aged care facilities in New South Wales and Victoria.

Australian Unity has in place a growth strategy which is underpinned by the rapidly rising demand for retirement villages and aged care facilities across Australia.

In order to support this growth strategy, Australian Unity Finance seeks to raise \$10 million through the issue of Notes under this Prospectus. Of this, \$1.406 million will be applied to reimburse Australian Unity Finance for its repayment of previous Retirement Village Note maturities. Australian Unity Finance will lend the remaining \$8.594 million to Australian Unity Retirement Living Investments. Australian Unity Retirement Living Investments will lend the \$8.594 million to Australian Unity Retirement Living Services to use to expand its retirement living business.

Australian Unity Retirement Living Investments

The assets of Australian Unity Retirement Living Investments include units in two trusts, Australian Unity Retirement Village Trust #1 and Australian Unity Retirement Village Trust #2.

Australian Unity Retirement Living Investments, through its unit holdings, derives income from retirement villages and related assets and may participate in any capital growth in the value of the assets. It is this income that supports interest payments to Note holders.

Australian Unity Finance holds a first ranking security interest over an allotment of units in Australian Unity Retirement Village Trust #1 and units in Australian Unity Retirement Village Trust #2 as part of the security arrangements for the loan to Australian Unity Retirement Living Investments.

Australian Unity Retirement Village Trust #1 owns and operates the following:

Willandra Village

Located at Cromer, New South Wales, Willandra Village comprises 225 self-care units and 43 serviced apartments.

Willandra Bungalows

Located at Cromer, New South Wales, Willandra Bungalows provides a clubhouse and various recreational facilities to accompany 90 self-care individual bungalow style accommodation units.

Walmsley Friendship Village

Located at Kilsyth in Victoria, Walmsley Friendship Village comprises 198 villa style units, and caters for retirees looking to live independently in stand-alone accommodation.

Australian Unity Retirement Village Trust #2 owns and operates the following:

Constitution Hill Retirement Village

One of the largest retirement communities in New South Wales, Constitution Hill is located in Northmead and consists of 425 independent living units ranging in size from one to three bedrooms. The village offers a range of community facilities for its residents including an indoor swimming pool, spa, cinema, library, snooker tables, hair salon, coffee shop, art and craft rooms, and an outdoor bowling green. Constitution Hill village is co-located with a Residential Aged Care facility owned by the Australian Unity Healthcare Property Trust (ARSN 092 755 318).

Karagi Court

Karagi Court is located on the Central Coast of New South Wales in Bateau Bay and is made up of 68 independent living units ranging in size from studio to two bedrooms.

Kiah Lodge

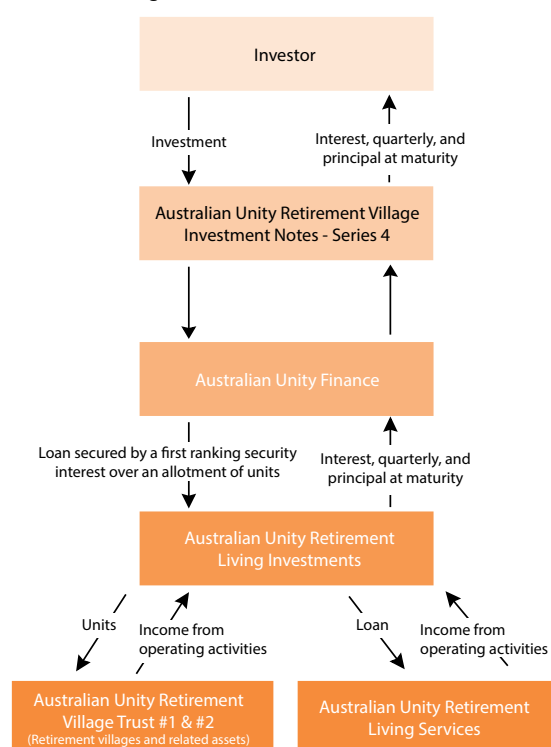
Kiah Lodge is also situated in the coastal town of Bateau Bay, New South Wales. The village consists of 81 independent living units. The units range in size from studio to two bedrooms.

Australian Unity Retirement Living Services

Australian Unity Retirement Living Services derives income from a range of activities including the management of well-established retirement villages and related assets, as well as the development of new retirement villages.

Financing structure

The structure of the financing arrangements between Australian Unity Finance and Australian Unity Retirement Living Investments and Australian Unity Retirement Living Services is set out in the diagram below.



Financial information

Summary balance sheet information from the financial statements of:

Australian Unity Finance Limited

	31-Dec-13	30-Jun-13	30-Jun-12	30-Jun-11	30-Jun-10
	\$000's	\$000's	\$000's	\$000's	\$000's
Assets					
Cash and deposits at call	7,277	8,444	8,345	7,883	7,581
Trade and other receivables	180	191	207	210	200
Australian Unity Retirement Living Investments Limited loan	61,800	61,800	61,800	61,800	61,800
Other non-current assets	-	-	-	1	4
Deferred Tax Asset	8	15	6	2	1
Total Assets	69,265	70,450	70,358	69,896	69,586
Liabilities					
Trade and other payables	(988)	(994)	(1,170)	(1,009)	(1,057)
Notes on issue	(60,514)	(61,800)	(61,800)	(61,800)	(61,800)
Total Liabilities	(61,502)	(62,794)	(62,970)	(62,809)	(62,857)
Net Assets	7,763	7,656	7,388	7,087	6,729
Shareholder's Equity					
Share Capital	6,000	6,000	6,000	6,000	6,000
Retained Earnings	1,763	1,656	1,388	1,087	729
Total Shareholder's Equity	7,763	7,656	7,388	7,087	6,729
LVR=1.1 (Assets/Liabilities)	1.13	1.12	1.12	1.11	1.11

Statements of comprehensive income of:

Australian Unity Finance Limited

	31-Dec-13	30-Jun-13	30-Jun-12	30-Jun-11	30-Jun-10
	\$000's	\$000's	\$000's	\$000's	\$000's
Revenue and other income	2,661	5,511	5,727	5,748	5,625
Expenses , excluding finance costs	(51)	(103)	(96)	(96)	(92)
Finance costs	(2,457)	(5,025)	(5,201)	(5,140)	(5,172)
Profit before income tax	153	383	430	512	361
Income tax expense	(46)	(115)	(129)	(154)	(108)
Profit after income tax	107*	268	301	358	253
Total comprehensive income for the year	107*	268	301	358	253
Profit for the year is attributable to:					
Owners of Australian Unity Finance Limited	107*	268	301	358	253
Total comprehensive income for the year is attributable to:					
Owners of Australian Unity Finance Limited	107*	268	301	358	253

* for the half year

Summary balance sheet information from the audited financial statements of:

Australian Unity Retirement Living Investments Limited

	30-Jun-13	30-Jun-12	30-Jun-11	30-Jun-10	30-Jun-09
	\$000's	\$000's	\$000's	\$000's	\$000's
	Parent	Parent	Parent	Parent	Parent
Assets					
Cash and deposits at call	1,757	1,322	8,510	221	1,805
Trade and other receivables ¹	3,876	3,984	1,342	6,237	2,550
Loan receivable from RLS	7,800	7,800	7,800	7,800	7,800
Loan receivable from Australian Unity Limited	-	3,200	-	-	-
Units in Australian Unity Retirement Village Trust #1 at cost	39,663	34,488	34,188	32,188	32,188
Units in Australian Unity Retirement Village Trust #2 at cost	42,339	44,339	44,339	44,339	44,339
Deferred tax assets	-	-	-	-	1
Total Assets	95,435	95,133	96,179	90,785	88,683
Liabilities					
Trade and other payables	(3,378)	(5,136)	(4,551)	(3,114)	(805)
Australian Unity Finance Limited loan	(61,800)	(61,800)	(61,800)	(61,800)	(61,800)
Australian Unity Limited loan	-	-	-	(400)	-
Total Liabilities	(65,178)	(66,936)	(66,351)	(65,314)	(62,605)
Net Assets	30,257	28,197	29,828	25,471	26,078
Shareholder's Equity					
Share Capital	28,830	27,172	26,872	24,872	24,872
Retained Earnings	1,427	1,025	2,956	599	1,206
Total Shareholder's Equity	30,257	28,197	29,828	25,471	26,078
LVR = Net assets of AURVT #1 + AURVT #2 (held by AURLIL) / loan to AUFL	1.85	1.71	1.64	1.55	1.46
Australian Unity Retirement Village Trust #1 Valuations (Net assets as per accounts)	59,664	55,568	52,646	48,084	44,351
Market value of loan security based on units on issue in AURVT #1	42,392	42,392	42,392	42,392	42,392
Australian Unity Retirement Village #2 Trust Valuations (Net assets as per accounts)	54,679	53,593	51,644	50,379	48,803
Market value of loan security based on units on issue in AURVT #2	44,339	44,339	44,339	44,339	44,339

A copy of the latest consolidated Annual Report for Australian Unity Limited and the entities it controlled at the end of, or during, the last financial year is available on our website in the 'About Us' section at australianunity.com.au, or by contacting us on 13 29 39 during business hours.

¹ Includes net inter-entity receivables

Statements of comprehensive income of:

Australian Unity Retirement Living Investments Limited

	30-Jun-13	30-Jun-12	30-Jun-11	30-Jun-10	30-Jun-09
	\$000's	\$000's	\$000's	\$000's	\$000's
Revenue and other income	6,563	5,297	7,612	4,405	5,575
Expenses , excluding finance costs	(3,216)	(4,500)	(1,648)	(1,482)	(638)
Finance costs	(5,167)	(5,344)	(5,320)	(5,327)	(3,041)
Loss before income tax	(1,820)	(4,547)	(644)	(2,404)	1,896
Income tax benefit	2,222	2,616	1,713	1,797	952
Loss after income tax	402	(1,931)	2,357	(607)	2,848
Total comprehensive income for the year	402	(1,931)	2,357	(607)	2,848
Loss after income tax for the year is attributable to:					
Owners of Australian Unity Retirement Living Investments Limited	402	(1,931)	2,357	(607)	2,848
Total comprehensive income for the year is attributable to:					
Owners of Australian Unity Retirement Living Investments Limited	402	(1,931)	2,357	(607)	2,848

Summary balance sheet information from the audited financial statements of:

Australian Unity Retirement Living Services Limited

	30-Jun-13	30-Jun-12	30-Jun-11	30-Jun-10	30-Jun-09
	\$000's	\$000's	\$000's	\$000's	\$000's
Assets – Current Assets					
Cash and cash equivalents	522	267	152	3,033	132
Trade and other receivables	2,978	7,794	4,215	7,778	71,903
Inventories	-	3	5	4	-
Loans, advances and receivables	3,900	14,335	102,165	47,000	20,600
Total Current Assets	7,400	22,399	106,537	57,815	92,635
Assets – Non-Current Assets					
Loans, advances and receivables	37,393	37,395	28,922	41,465	31,081
Investments in subsidiaries	145,436	154,933	151,215	164,458	101,317
Property, plant and equipment	4,471	3,722	2,428	2,138	1,919
Investment properties	3,334	3,512	3,495	18	240
Deferred tax assets	1,565	1,313	1,020	511	300
Intangible assets	103	158	210	290	409
Other non-current assets	-	-	-	191	-
Total Non-Current Assets	192,302	201,033	187,290	209,071	135,266
Total Assets	199,702	223,432	293,827	266,886	227,901
Liabilities – Current Liabilities					
Trade and other payables	(12,839)	(2,069)	(2,614)	(1,258)	(818)
Interest bearing liabilities	(3,085)	(49,146)	(110,562)	(71,450)	(44,200)
Non-interest bearing liabilities	(39,937)	(5,700)	(7,249)	(7,886)	-
Provisions	(202)	(27)	(185)	(294)	-
Resident related liabilities	-	-	-	(2,306)	-
Total Current Liabilities	(56,063)	(56,942)	(120,610)	(83,194)	(45,018)
Liabilities – Non-Current Liabilities					
Interest bearing liabilities	(7,800)	(7,800)	-	(7,800)	(7,800)
Deferred tax liabilities	-	-	(28)	(34)	-
Total Non-Current Liabilities	(7,800)	(7,800)	(28)	(7,834)	(7,800)
Total Liabilities	(63,863)	(64,742)	(120,638)	(91,028)	(52,818)
Net Assets	135,839	158,690	173,189	175,858	175,083
Equity					
Contributed equity	162,658	177,819	183,799	183,799	177,006
Accumulated losses	(26,819)	(19,129)	(10,610)	(7,941)	(1,923)
Total Equity	135,839	158,690	173,189	175,858	175,083

Statements of comprehensive income of:

Australian Unity Retirement Living Services Limited

	30-Jun-13	30-Jun-12	30-Jun-11	30-Jun-10	30-Jun-09
	\$000's	\$000's	\$000's	\$000's	\$000's
Revenue and other income	4,311	6,379	13,618	5,040	30,450
Expenses , excluding finance costs	(14,020)	(12,495)	(12,744)	(10,956)	(11,291)
Finance costs	(2,119)	(7,331)	(6,938)	(3,633)	(5,682)
Loss before income tax	(11,828)	(13,447)	(6,064)	(9,549)	13,477
Income tax benefit	4,138	4,928	3,395	3,567	296
Loss after income tax	(7,690)	(8,519)	(2,699)	(5,982)	13,773
Total comprehensive income for the year	(7,690)	(8,519)	(2,699)	(5,982)	13,773
Loss after income tax for the year is attributable to:					
Owners of Australian Unity Retirement Living Services Limited	(7,690)	(8,519)	(2,699)	(5,982)	13,773
Total comprehensive income for the year is attributable to:					
Owners of Australian Unity Retirement Living Services Limited	(7,690)	(8,519)	(2,699)	(5,982)	13,773

Investor protection

Security for your investment

The Notes are classified as 'secured notes' under the Corporations Act 2001 (Cth) as modified by ASIC Class Order (CO 12/1482) When debentures can be called secured notes.

The Notes are issued under a Trust Deed which contains a number of binding conditions on Australian Unity Finance for your protection.

The loans made by Australian Unity Finance to Australian Unity Retirement Living Investments are also subject to contractual arrangements and obligations between the two parties, including a loan agreement and a first ranking security interest over certain assets of Australian Unity Retirement Living Investments.

In addition, the Trustee has been appointed to hold certain security for the benefit of Note holders, and if necessary to enforce the security for the repayment of the funds invested by Note holders. This security consists of a first ranking security interest, registered with Personal Property Securities Register, over:

- the loan made by Australian Unity Finance to Australian Unity Retirement Living Investments;
- an allotment of units held by Australian Unity Retirement Living Investments in Australian Unity Retirement Village Trust #1 and Australian Unity Retirement Village Trust #2; and
- the right to receive money payable in connection with the loan and the security interest.

The value of the assets supporting the security for all the Notes issued by Australian Unity Finance is sufficient and is reasonably likely to be sufficient to repay the Notes and other liabilities that rank in priority, or have equal priority, to the Notes.

Details of the assets underlying the security are provided in Benchmark 5 on page 5. Further information concerning Australian Unity Finance's lending activities is provided in Benchmark 6 on page 6.

Trustee and Trust Deed

Australian Unity Finance has appointed The Trust Company (Australia) Limited (the Trustee) as the independent trustee of the Notes.

This issue of Notes is subject to a Trust Deed and the Corporations Act 2001 (Cth). They set out the powers and duties of the Trustee to ensure that certain obligations are met by Australian Unity Finance in relation to the issue of the Notes.

The Trust Deed contains certain protections for the interests of investors in the Notes.

For example:

- Australian Unity Finance is not permitted to issue Notes unless it has:
 - total eligible assets of at least 110% of its total weighted liabilities; and
 - sufficient liquid assets to pay six months interest in respect of the liability for the Notes.
- Australian Unity Finance is prohibited from creating any liability which would have priority over the interests of Note holders.

At each quarter's end, when interest payments are due, these financial tests must be met by Australian Unity Finance.

If Australian Unity Finance was unable to satisfy these tests, a notice of the breach would be issued by the Trustee, giving 30 days' notice to rectify the breach. A failure to do so would constitute an event of default.

In addition, Australian Unity Finance is required to promptly notify the Trustee if it should become aware of a breach of the financial tests referred to above. It must issue a quarterly report to the Trustee which confirms that the financial covenants have been met, and which states whether it has any reason to believe that the financial covenants may not be met for the following quarter.

The statements in this Prospectus only provide a summary of some of the provisions of the Trust Deed. You can inspect a copy of the Trust Deed at our Melbourne office at any time between 9:00am and 5:00pm on a Melbourne business day.

The Trustee has given and not withdrawn its written consent to be named as Trustee in this Prospectus. The Trustee has not authorised or caused the issue of this Prospectus. Neither the Trustee nor any member of The Trust Company Group makes any representations as to the truth or accuracy of the contents of this Prospectus. The Trustee does not make any representation regarding or accept any responsibility for any statements or omissions in or from any parts of this Prospectus.

The Trustee has relied upon the Issuer for the accuracy of the contents of this Prospectus. Neither the Trustee nor any member of The Trust Company Group makes any representations as to the performance of the issue, the maintenance of capital or any particular rate of return.

Defaults and how they are handled

Examples of events of default include, if:

- Australian Unity Finance fails to pay any amount due within 20 business days including payment of interest and repayment of your principal;
- Australian Unity Finance breaches any material provision of the terms under which the Notes are issued and the breach is not rectified within 30 business days after service of a notice from the Trustee;
- a defined insolvency event occurs in respect of Australian Unity Finance (including the appointment of a liquidator, receiver or administrator, or a person appointed to manage the affairs of Australian Unity Finance); or
- Australian Unity Finance creates, or allows to exist, an encumbrance over any property which is subject to the security arrangements.

If an event of default occurs, the Trustee must, if directed by an extraordinary resolution passed at a meeting of Note holders, amongst other things, give written notice to Australian Unity Finance, requiring it to immediately repay all outstanding and accrued interest on the Notes, together with the capital amount due. A meeting of Note holders may be convened by a request in writing from not less than 10 percent of the aggregate of all Notes on issue or the Notes of a Series. A notice of the meeting is then required to be provided to Note holders at least 21 days in advance of the meeting to inform them of the day, time, and place of the meeting. For an extraordinary resolution to be passed at such a meeting, not less than 75% of the votes cast must vote in favour of the resolution. The time this process takes may impact the Trustee's ability to recover, which may mean you do not receive repayment of your capital in full.

Interest will accrue on any unpaid amount from the original due date for payment until the unpaid amount has been repaid in full, at the same interest rate.

In addition, at any time after an event of default has occurred, the Trustee can take any of the following enforcement actions:

- appoint a receiver of the security;
- undertake the functions of a receiver;
- require Australian Unity Finance to act exclusively in accordance with the Trustee's directions; or
- take any other action to enforce the security.

Additional security arrangements

The loan from Australian Unity Finance to Australian Unity Retirement Living Investments is subject to a loan agreement detailing the amount available, how the funds may be used, and the obligations of Australian Unity Retirement Living Investments.

Australian Unity Finance also holds a first ranking security interest, registered with the Registrar of Personal Property Securities, over an allotment of units held by Australian Unity Retirement Living Investments in Australian Unity Retirement Village Trust #1 and Australian Unity Retirement Village Trust #2 as security for the loan.

The loan agreement contains certain protections for the interests of investors in the Notes.

For example:

- Australian Unity Retirement Living Investments must make interest payments and repay the principal within seven days of the due date for payment;
- Australian Unity Retirement Living Investments must ensure the market value of the units, held as security for the loan, in Australian Unity Retirement Village Trust #1 and Australian Unity Retirement Village Trust #2 are at least 110% of the total amount owing under the loan agreement;
- Australian Unity Retirement Living Investments is prohibited from creating any encumbrance over the security interests held as security for the loan which would have priority over the interests of Australian Unity Finance;
- Australian Unity Retirement Living Investments must not become insolvent; and
- Australian Unity Retirement Living Investments must remain a wholly owned subsidiary of Australian Unity.

At each quarter's end, when interest payments are due, these tests must be met by Australian Unity Retirement Living Investments and reported to Australian Unity Finance so that Australian Unity Finance can regularly monitor the security of the loan funds advanced.

A failure by Australian Unity Retirement Living Investments to meet its required obligations under the loan agreement can amount to an event of default, which would enable Australian Unity Finance to accelerate the repayment of all amounts owing, and to exercise its rights of enforcement under the security interest over the loan.

Ranking and issue of new notes

Investments under this Prospectus will rank equally with all other Notes that have been issued by Australian Unity Finance.

While there are Notes outstanding, and subject to the restrictions in the Trust Deed, Australian Unity Finance may issue other Notes, whether or not on the same terms and conditions as this issue.

Additional information

Taxation

Some tax implications of investing in the Notes are explained below. It is intended to be a brief guide only and does not purport to be a complete statement of the relevant tax law, nor does it take into account your individual circumstances. Accordingly, we strongly recommend that you seek independent professional taxation advice on the tax implications of investing in the Notes relevant to your specific circumstances.

The following summary is intended for Australian resident investors and generally applies to Note holders who hold their investment for the purpose of realising a long-term return (that is, hold their investment on capital account for tax purposes). This summary does not consider the tax implications for those investors who hold their investment in the Notes on revenue account, as an isolated investment made with profit making intent or as trading stock. It is based on our interpretation of the current Australian tax laws at the date of publication of this document, including applicable case law and published guidance by the Australian Taxation Office, which may be subject to change.

While you hold your investment

Interest payments you receive from investing in the Notes will generally be treated as your assessable income. You will need to include them in your income tax return.

To assist you to complete your income tax return, you will receive an annual tax statement from us. This statement will provide you with details of the interest payment to be included in your tax return.

When you withdraw

Generally, the Notes are regarded as 'traditional securities' for tax purposes. In the ordinary course of events, no income tax gain or loss arises on their sale or redemption in circumstances where the realised amount is the same as the face value of the Notes.

Where a sale or redemption at market value realises an amount greater or less than the face value of the Notes, an assessable or deductible amount may need to be included in your income tax return.

Taxation of Financial Arrangements

In addition to the above, the Taxation of Financial Arrangements (TOFA) rules may apply. The rules could impact how taxpayers calculate returns, including gains and losses from certain financial arrangements. The TOFA rules do not automatically apply to all investors (e.g. individuals are excluded from the application of the TOFA regime). Please note that TOFA contains very complex rules. Investors are recommended to seek their own professional advice as to whether the TOFA rules have any application to their respective investments.

Non-residents

This summary does not consider the Australian income tax implications for non-resident investors. However, it is noted that the Australian tax law imposes obligations on Australian Unity Finance to withhold tax on distributions paid to non-residents for Australian tax purposes.

If you are not an Australian resident for tax purposes, withholding tax will be deducted from your interest payments at the prescribed rate.

TFN Withholding Tax

If you are an Australian resident, you may choose whether or not to provide a Tax File Number or Australian Business Number. If neither is quoted and no relevant exemption information is provided, we are required to withhold tax on your interest payments at the highest marginal tax rate plus the Medicare levy.

Foreign Account Tax Compliance Act

Pursuant to requirements following from the Foreign Account Tax Compliance Act ('FATCA') enacted by the US government in 2010, we may be required to meet specific reporting obligations, the terms of which are subject to an Intergovernmental Agreement ('IGA') between Australia and the US. At the time of publication, the IGA for Australia had not been released. We will outline on our website (australianunity.com.au) our approach to complying with this legislation as further details become available.

Goods and Services Tax (GST)

The acquisition, redemption and transfer of the Notes should not be subject to GST. Interest payments should also not give rise to any GST consequences.

Australian tax reform

Australia is in the process of ongoing taxation reform. There is considerable uncertainty as to the breadth and ultimate impact of the reforms. It is an investor's responsibility to monitor tax reform developments that may impact on their investment in the Notes.

Keeping you informed

To help keep you informed of your investment, we will send you the following:

Communication	Frequency
Confirmation of your initial application	At the time of the transaction
Tax statement showing full taxation details	Annually
Distribution Statement	Quarterly

Notes will be issued by registering you as a Note holder. No certificate will be issued for the Notes.

You can request from us a copy of the annual financial reports most recently lodged with ASIC and, if available, any half-yearly financial report and continuous disclosure notices that have been lodged after the annual reports but before the date of this Prospectus. We are required to send you a copy (free of charge) within five business days of receiving your request.

Changing your personal details

It is important that we maintain accurate records about you. Please inform us of any changes to your personal details as soon as possible.

You can change your personal details, such as mailing address, phone or email address, by sending us a request by mail, by logging onto your account on our website, emailing us at investments@australianunity.com.au or contacting us on 13 29 39.

Please ensure that you provide us with the following information when requesting a change of personal details:

- your account number;
- the full name on your account;
- the change(s) you are requesting;
- a contact name and daytime phone number in case we need to contact you; and
- ensure each signatory to the account signs the request.

Providing instructions via fax and email

We offer a fax and email service that allows you to send us instructions on your account. By using our service, you are taken to have agreed and understood that neither we nor any part of the Australian Unity Group of companies accept any responsibility or liability for any payment or action we make based on any instruction (even if not genuine) that we receive by fax or email bearing your account number, a signature which is apparently yours, or that of an authorised signatory on your account.

This means that you cannot make a claim for such a thing as a fraudulent fax or email redemption request made by someone who has access to your account number and a copy of your signature.

Any use of the service is entirely at your own risk.

Your personal information

We collect your personal information for the following purposes:

- to administer and provide products and services and to manage our relationship with you;
- to process transactions, to answer queries and for security purposes;
- to develop products and services; and
- to allow the Australian Unity Group of companies to market products and services to you (subject to your right to opt-out of receiving various direct marketing materials at any time).

In managing your account, we may need to disclose your personal information to:

- your financial adviser, either directly or through other service providers (such as platform software) with which we may have arrangements;
- reputable service providers who may carry out functions associated with our products and services on our behalf (e.g. mailing houses who conduct mailings for us);
- our financial institution to initiate the drawing from or payment to your nominated account (where you have selected the direct debit or credit facility); and
- a third party, as required by law.

You are entitled to access information we have about you. You should notify us immediately if any of the information we hold about you changes, so that we can ensure that your information is always complete, accurate and up to date. If you do not provide the information requested on the Application Form, we may be unable to process your application request.

If a financial adviser's details appear on the Application Form, you authorise us to give information relating to your account and investments to your financial adviser and acknowledge that your financial adviser is your agent for the purpose of receiving this information.

Your personal information will be collected, used and disclosed by us in accordance with our Privacy Policy and in accordance with the law. You can obtain a copy of our Privacy Policy via our website australianunity.com.au/privacy-policy or by telephone 13 29 39.

Our privacy policy can be found at australianunityinvestments.com.au

If you have any complaints or questions about the privacy of your personal information, please contact our Privacy Officer by writing to:

Privacy Officer
Australian Unity Investments
114 Albert Road
South Melbourne VIC 3205

If we do not address your complaint to your satisfaction, you may write to the Privacy Commissioner at:

Office of the Australian Information Commissioner
GPO Box 5218
Sydney NSW 2001

Dispute Resolution

We take complaints seriously and aim to resolve them as quickly as possible. If you would like to make a complaint you can call us on 13 29 39, email us at investments@australianunity.com.au or write to us at the following address:

Manager – Client Services
Australian Unity Investments
114 Albert Road
South Melbourne VIC 3205

We will promptly acknowledge your complaint within 10 business days, investigate it and decide in a timely manner what action needs to be taken. We will notify you of our decision within 45 days after receipt of the complaint, together with any remedies that are available, or other avenues of appeal against the decision.

Direct Debit Request (DDR) Service Agreement

Our commitment to you

- Where you request a one off debit, the payment will be drawn from your nominated account on the date we accept your application.
- Where the due date for a drawing falls on a day not being a Melbourne business day, it will be drawn from your account on the next Melbourne business day.
- We will provide you with at least 14 days' notice when we intend to make changes to the initial terms of the arrangement.
- We will terminate your direct debit arrangement if two consecutive payments are dishonoured or if you close your account.
- We will keep the details of your nominated account and financial institution private and confidential.
- We will investigate and deal promptly with any queries, claims or complaints regarding debits.

Your commitment to us

- It is your responsibility to check with your financial institution to confirm that direct debits are available on your account.
- It is your responsibility to ensure that the 'Direct debit request for investments to your account' authorisation at Section 5 of the Application Form matches the signing instructions on your nominated account.
- It is your responsibility to ensure that there are sufficient cleared funds in the nominated account on the drawing date.
- It is your responsibility to cover any charges resulting from the use of the direct debit program. This may include transaction fees charged by us or your bank due to dishonoured drawings.

Changes to the arrangement

If you want to make changes to the drawing arrangements, please notify us in writing at least five Melbourne business days prior to your next scheduled drawing date. These changes may include:

- deferring the drawing;
- altering the schedule;
- stopping an individual debit;
- suspending the DDR; or
- cancelling the DDR completely.

Enquiries

If you have any enquiries, they should be directed to us, rather than to your financial institution.

All personal customer information held by us will remain confidential, except for information that may be provided to our financial institution to initiate the drawing to your nominated account, or information that may be disclosed to third parties as required by law. Information may also be provided to any entity within the Australian Unity Group of companies to enable the DDR to be effected as required by law.

Disputes

- If you believe that a drawing has been initiated incorrectly, you should raise the matter directly with us.
- If you do not receive a satisfactory response from us, then please follow up with your financial institution regarding your claim.
- You will receive a refund of the drawing amount if we cannot substantiate the reason for the drawing.

Note: Your financial institution will ask you to contact us initially to resolve your disputed drawing prior to involving them.

Completing the Application Form

Anti-money laundering legislation helps combat money-laundering and terrorism financing.

If you are applying through a financial adviser, your financial adviser will assist you in providing the necessary identification documents prior to lodging the application.

If you are submitting your application directly (without the assistance of a financial adviser), please refer below to the information that should be provided with your application.

We need to identify the underlying owner of each investment. For example, a private company will need to provide supporting documentation to identify their directors and shareholders as well as the usual account opening information.

If you are an existing investor with Australian Unity Investments and are making an additional investment using the same customer name, then you are not required to provide us with verification documents. However, we may, at our discretion, request these documents from you in an effort to comply with the new anti-money laundering legislation.

Submitting your application without the assistance of a financial adviser

If you are submitting this Application Form directly, without having consulted with a financial adviser, you must submit certified copies of your identification documents with the Application Form. The required identification documents are set out on page 28.

Please take your time to complete the Application Form, ensuring that all of the required information is included, or we may not be able to process your application.

Incomplete applications

There may be instances where we do not receive sufficient information from you. Where this happens, we will contact you to request the necessary information, as we may be unable to process your application until we receive the information. We recommend you carefully complete the Application Form and refer to the 'How to apply' on page 27 and the 'Application Form checklist' on page 29 to ensure that you provide all of the required information. If you require assistance with completing the Application Form, please call us on 13 29 39.

If your application is incomplete and if the additional information is not provided on request, we may return the application and your application monies to you minus any interest earned.

Certification of documents

Where your identification documents need to be certified, we suggest that the person certifying the document(s) for you, use the following statement on the copy being certified:

'I certify this to be a true copy of [name of document] the original of which, was produced to me at the time of signing.'

The document must also be dated, and have the signature, printed name, occupation, employer and address of the person certifying the document.

Some persons who may certify copies of original documents are:

- Officer with, or authorised representative of, an Australian financial services licence holder with two or more years of continuous service with one or more licensees;
- Chartered Accountant, Certified Practising Accountant, or member of the National Institute of Accountants with two or more years of continuous membership;
- Officer of a financial institution or finance company with two or more years of continuous service with one or more institutions or companies;
- Permanent employee of the Australian Postal Corporation with two or more years of continuous service, or someone who operates as an agent of the Australian Postal Corporation;
- Police Officer;
- Lawyer, magistrate, registrar of a Court, Justice of the Peace; or Notary Public.

How to apply

The following information is provided to assist you in completing and lodging the Application Form.

Completing the Application Form

- use a blue or black ballpoint pen
- print in **BLOCK** letters inside the boxes
- answer all sections unless otherwise indicated (if a section does not apply, please indicate using 'N/A')
- ensure you sign on page 37
- complete the 'Direct debit request for investments to your account' authorisation at Section 5 on page 34, or if you are paying by cheque, make it payable to:
Australian Unity Finance – <name of investor(s)> and crossed 'Not Negotiable'.
- mail your Application Form, certified identity documents (where required) and cheque or direct debit instructions to our Reply Paid address (see 'Lodgement').

Providing your Tax File Number (TFN)

You can decide whether you wish to provide your TFN on the Application Form. If we do not receive your TFN, ABN or appropriate exemption information, we must withhold tax at the highest marginal tax rate (plus the Medicare levy) from income distributions paid to you.

Investing on behalf of a superannuation fund

If an investment is made on behalf of a superannuation fund, we will consider the superannuation fund to be a complying fund under the Superannuation Industry (Supervision) Act.

Signing the Application Form

Read the declaration section carefully before signing the Application Form. Each signatory to the account must sign the Application Form.

- If signed under power of attorney, the attorney must certify that they have not received notice of revocation of the power. We require a certified true copy of the power of attorney for our reference.
- Company applications must be signed in accordance with the constitution or rules of the company.

Lodgement

You can send the completed application together with a cheque or your direct debit request instructions to:

Australian Unity Investments

Reply Paid 64466
South Melbourne VIC 3205
(No stamp required if mailed in Australia)

The completed application will be considered lodged when it is received in our Melbourne office on a Melbourne business day, prior to 3.00pm.

Applying for different types of investment accounts

If you are applying through a financial adviser, your financial adviser will assist you in providing the necessary identification documents. The following identification documents are required if you are submitting your application directly, without the assistance of a financial adviser.

Type of investor	Your account must be in the name of:	TFN(s) or exceptions to be submitted	Signature(s) required	Identification documents required (in support of this Application Form)
Individual account	The individual E.g. Jane Citizen	The individual's	The individual's	Certified copy of any of the following that verify your name, date of birth or residential address:
Joint account	Both or all joint applicants E.g. Jane Citizen and John Citizen	Each applicant's	All joint applicants'	<ul style="list-style-type: none"> Driver Licence; or Passport containing photo identification
Partnership	All partners E.g. Jane Citizen and John Citizen	The partnership's	All partners	<ul style="list-style-type: none"> Certified copy or certified extract of a partnership agreement Certified copy or certified extract of minutes of meeting <p>For an individual partner, please provide the same type of information requested for an Individual Account</p> <p>For a corporate partner, please provide the same type of information requested for a Company</p>
Company	The name of the company E.g. Sample Company Pty Ltd.	The company's	Two directors; or a director and a company secretary; or if there is only one director, that director	<ul style="list-style-type: none"> Certified copy of the Certificate of Registration/Incorporation confirming the company's name, identification number and whether the company is a public or proprietary company. <p>For one director only, please provide the same type of information requested for an Individual Account.</p>
Superannuation Fund	The trustee(s) of the fund and not the name of the Super Fund E.g. ABC Trustees ATF Jane Citizen Super Fund	The superannuation fund's	The trustee(s), 'as trustee(s) for...'	<ul style="list-style-type: none"> Certified copy of first page and schedule of the Trust Deed <p>For individual trustees, please provide the same type of information requested for an Individual Account</p> <p>For corporate trustees, please provide the same type of information requested for a Company</p>
Trust	The trustee(s) of the Trust and not the name of the Trust E.g. ABC Trustees ATF Jane Citizen Trust	The trust's		
Estate	The executors of the Estate E.g. Estate of the late Jane Citizen	The deceased person's	The executor(s)	<ul style="list-style-type: none"> Certified copy of the grant of probate or Letters of Administration; or Certified copy of the Death Certificate.
Minor (a person under 18 years of age)	The adult's name in trust for the minor's name E.g. Jane Citizen ITF John Citizen Jr.	All adults	All adults investing on behalf of the minor	<ul style="list-style-type: none"> Certified copy of birth certificate or birth extract of the minor <p>For adults please provide the same type of information requested for an Individual Account</p>

Application Form checklist

Ensure you complete the relevant section according to your investor type outlined in the table below:

Investor type	Application Form Part A	Application Form Part B
Individual	Complete Section 1-9	Not applicable
Joint	Complete Section 1-9	Not applicable
Partnership – Individual	Complete Section 1-9	Not applicable
Partnership – Corporate	Complete Section 1-9	Complete relevant sections
Company	Complete Section 1-9	Complete relevant sections
Superannuation Fund	Complete Section 1-9	Complete relevant sections
Trust	Complete Section 1-9	Complete relevant sections
Estates – Individual Executor	Complete Section 1-9	Complete relevant sections
Estates – Corporate Executor	Complete Section 1-9	Complete relevant sections
Other applicant types	Please contact us on 13 29 39 for assistance	

To ensure that we are able to process your Application Form quickly and efficiently, please indicate with an 'X' that you have completed the following:

- Section 1 Investor type** – Indicate whether you are a new investor or if you have an existing account number (mandatory). Please note that if you have an existing account number with us, you are not required to supply identification documents.
- Section 2 Investor details** – Indicate your account type and provide your personal details (mandatory).
- Section 3 Mailing address** – Provide only if different from your residential address.
- Section 4 Contact details** – Provide your contact details.
- Section 5 Investment details** – Indicate the amount you wish to invest (mandatory) and provide details for your Direct Debit Request instructions (if applicable).
- Section 6 Payments from your investment** – Indicate your preferred bank account details for receipt of payments.
- Section 7 Adviser arrangements** – This section is to be completed by your financial adviser. If you are not using the services of a financial adviser, please leave blank.
- Section 8 Declaration and investor signature(s) (mandatory)**
 - Individual investors** – Provide your signature and date the form.
 - Joint investors** – Provide your signatures and date the form.
 - Partnership** – Provide your signatures and date the form.
 - Corporate partnership** – Provide the signatures of two directors; or a director and a company secretary; or if there is only one director, of that director, and date the form. Ensure you also complete the relevant sections in **Part B**.
 - Company** – Provide the signatures of two directors; or a director and a company secretary; or if there is only one director, of that director, and date the form. Ensure you also complete the relevant sections in **Part B**.
 - Superannuation Fund** – Provide the signature of the trustee(s) and date the form. Ensure you also complete the relevant sections in **Part B**.
 - Trust** – Provide the signature of the trustee(s) and date the form. Ensure you also complete the relevant sections in **Part B**.
 - Estate** – Provide the signature of the executor(s) and date the form. Ensure you also complete the relevant sections in **Part B**.
 - Power of Attorney** – Provide your signature and date the form. Attach a certified copy of the power of attorney. A Justice of the Peace, Solicitor or Notary Public must certify each page of the power of attorney. You also need to provide the same type of information requested for an Individual investor as it relates to the attorney named in the application. Should the power of attorney document not contain a sample of the attorney's signature, please provide a certified copy of identification documents for the attorney, containing a sample of their signature, e.g. driver licence, passport, etc.

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7. Adviser arrangements (Adviser use only)

If you are an existing adviser with Australian Unity Investments, please provide your name, Australian Unity Investments adviser code and affix your adviser stamp below. Otherwise, please complete all details below.

Adviser's business name

Title Mr Mrs Ms Miss

Adviser's surname

Adviser's given name(s)

Telephone Facsimile

Mobile

Email

Dealer group/Licensee

AFS Licence No.

Australian Unity Adviser Code

Adviser stamp

Investor identity verification declaration

I certify in accordance with the FSC/FPA Industry Guidance Note 24, that I have: (Mark the appropriate box with an 'X')

1. collected, verified and retained the appropriate customer identification documentation to confirm the identify of all individuals with this application to meet my obligations in respect of the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 ('AML/CTF laws') and agree to provide access to these records as required.
2. attached a copy of the industry 'Customer Identification Form' which confirms that I have sighted and verified all of the documentation required to identify a customer under AML/CTF laws.
3. attached a copy of the source documents from which I have identified the customer as required by the AML/CTF laws.

If no box is marked, I agree that Option 1 applies.

Adviser signature

Date

8. Declarations

I/We agree and acknowledge:

- to be bound by the terms and conditions of the Notes contained in the Prospectus dated 16 May 2014; and in the Trust Deed (which may be amended from time to time);
- to be bound by the terms and conditions of the Direct Debit Request Service Agreement contained in the Prospectus dated 16 May 2014, where I have opted to use the Direct Debit Service;
- that none of the entities mentioned throughout this Prospectus guarantee the performance of any of the Notes, payment of interest or any return of capital;
- that money invested in the Notes does not represent investments in any member of the Australian Unity Group of companies;
- that money invested in the Notes is subject to investment risk including possible delays in repayment, loss of income or principal invested;
- having read and understood the Prospectus dated 16 May 2014 and where this document has been obtained through electronic means, then I/we declare that I/we received a printout which comprised the whole Prospectus and the Application Form before making an application for the Notes;
- that Australian Unity Limited and its related bodies corporate may offer goods and services appropriate for my needs and interests. I/We consent to my information being disclosed between those entities and to its use for direct marketing (subject to my/our right of opt-out), product management and development and for other related purposes;
- that Australian Unity Investments may give information relating to my/our account and investment in that account to my/our financial adviser whose stamp appears on the Application Form;
- that if this application is signed under a power of attorney, the attorney verifies that no notice of revocation of that power has been received at the date of completing this application;
- for all account types other than individual and joint accounts, that the application is signed in accordance with the governing rules and/or constituent documents;
- that all of the information provided in this Application Form is complete and accurate to the best of my/our ability/abilities;
- that I/we will provide any supporting or additional information which might be required in order to process this application, or subsequently, as a consequence of my holding the Notes; and
- that I/we have no reason to suspect that the monies used to fund this application, is or will be derived from or related to any money laundering, terrorism financing or other illegal activities.
- that my/our personal information will be collected, used and disclosed by Australian Unity Investments in accordance with its Privacy Policy and in accordance with the law.

Who signs below?

If the account is held for one or more individuals	THEN	those individuals sign.
If the account is held for a partnership	THEN	all partners or those authorised to sign on behalf of the partnership.
If the account is held for a company or corporate partnership or corporate trustee	THEN	two directors; or a director and a company secretary; or if there is a single director, by that director. By signing as a single director you confirm that your company is a single director company.
If the account is held for a superannuation fund or trust	THEN	the trustee(s), 'as trustee(s) for...!.

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Retirement Village Investment Notes Series 4 - Prospectus 1

Application Form – Part B



Applications Close 30 June 2014

Australian Unity Finance Limited ABN 35 114 646 070

Complete all relevant sections below as incomplete applications may not be accepted. Ensure that you also complete all relevant sections in **Part A**.

Please use **BLOCK** letters and a black or blue pen to complete this Application Form. Please indicate using an 'X' where appropriate. If a section does not apply to you, please indicate using 'N/A'.

Office use only

Reference number 8 0 2

1. Investor details

What type of account are you opening? (Please indicate using an 'X'). Please complete the sections below that are relevant to your account type.

Note that all fields that apply to your account type are mandatory.

- Corporate Partnership
 Company
 Superannuation Fund
 Trust
 Estate

Please Note: If you wish to invest for an **Association, Co-operative** or **Government Body**, please call us on 13 29 39 for details of the additional information we may require from you.

Company/Corporate trustee/Executor

Director 1's full name*

Director 2's full name*

Country of incorporation (if not Australia or New Zealand)

Shareholder 1's full name*

Shareholder 2's full name*

* If more than two directors or shareholders exist for the company, please call us on 13 29 39 before you complete **Part B**.

Individual trustee/Individual executor (if applicable)

Trustee 1's full name*

Trustee 2's full name*

* If more than two trustees exist for the trust, please call us on 13 29 39 before you complete **Part B**.

Trust beneficiary details

Beneficiary 1's full name*

Beneficiary 2's full name*

* If more than two beneficiaries exist for the trust, please call us on 13 29 39 before you complete **Part B**.

Residency confirmation

Are any of the directors, shareholders, trustees, or beneficiaries you have named in this application a non-resident of either Australia or New Zealand?

- Yes, please provide name below
 No

Full name 1

Full name 2

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Contact Us

The Issuer: Australian Unity Finance Limited
ABN 35 114 646 070

The Arranger: Australian Unity Funds Management Limited
ABN 60 071 497 115, AFS Licence No. 234454

Investor Services

T 13 29 39

Website

australianunityinvestments.com.au

Address

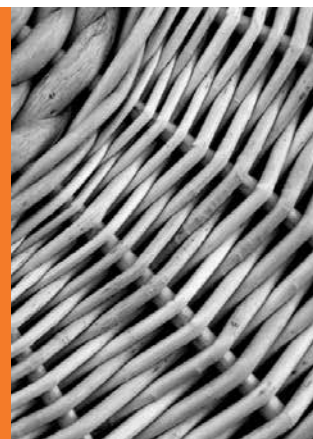
Australian Unity Investments
114 Albert Road
South Melbourne VIC 3205

Adviser Services

T 1800 649 033

Email

investments@australianunity.com.au



Contact Us

Investor Services

T 13 29 39

Adviser Services

T 1800 649 033

Website

australianunityinvestments.com.au

Email

investments@australianunity.com.au

Address

Australian Unity Investments
114 Albert Road
South Melbourne VIC 3205

