OnePath Mortgage and Income Plus funds – additional information

Effective 13 August 2012 (quarterly update)

In this document, the terms 'we' and 'our' refer to OnePath Funds Management Limited (OnePath Funds Management). This document contains important information for investors in OnePath Mortgage and Income Plus funds. This document sets out additional information that may assist you to better understand your investment in the relevant fund. This information will be updated quarterly and will be posted in the 'Product updates' section of the OnePath website.

OnePath Mortgage and Income Plus funds

The OnePath Mortgage and Income Plus funds invest in OnePath's Mortgage Pool ARSN 089 455 425 (Fund). Withdrawals from, and applications to, the Fund have been suspended (please see below). The investment funds listed below have at least 50% exposure to the Fund:

Investment fund	Constitutional name	Benchmark allocation* to Mortgage Pool
OnePath Mortgage Trust No.2	OnePath Mortgage Trust No. 2	100%
OnePath Monthly Income Trust	Monthly Income Trust	100%
OnePath AJ Mortgage Fund	OnePath AJ Mortgage Fund	100%
OnePath Income Plus	Income Plus Trust	50%
OnePath Original Income Plus	Income Plus Trust	50%

*Allocations may be subject to change over time.

The funds listed in the above table are collectively referred to in this document as 'Mortgage and Income Plus funds'. The Mortgage and Income Plus funds gain exposure to commercial and other mortgages by investing in the Fund. Given the high level of exposure to the Fund, withdrawals (including switch requests) from and applications to the Mortgage and Income Plus funds have also been suspended. Unless stated otherwise, the information in this document relates to the 'Fund'. Investors in OnePath Income Plus and OnePath Original Income Plus should note that the information provided in this document relates only to the mortgages component of their investment and not the Australian shares and property securities assets.

Suspension of the Fund

In late 2008, and during the Global Financial Crisis (GFC), the Fund experienced a greater volume of redemption requests and the assets could not be easily and quickly sold within the time required to meet redemption requests. A decision was made to suspend the Fund to ensure that the assets in the Fund could be managed and continue over time to produce a return to investors through the orderly realisation of assets rather than 'fire sales'. This was the preferred option rather than simply writing down these assets and realising losses in the Fund, which would not have been in the investors' best interests. This action was taken to protect investors' interest in the Fund.

Return of Capital process from March 2011

Following the Fund's suspension, we offered investors opportunities to withdraw from the Mortgage and Income Plus Funds by opening withdrawal windows quarterly.

As of March 2011 we have no longer offered withdrawal windows. Instead, we have been returning available liquidity in the form of a capital repayment to all investors on a pro rata quarterly basis. Investors do not need to submit a form - they automatically receive this payment. For investors who are in a unit trust, a return of capital will reduce the cost base of the units. What this means is that the unit price of the relevant trust will fall by the value of the capital payment. The number of units will not change. It is important to note that notwithstanding best efforts some assets may be realised at a discount and as such you may not receive your full capital back.

This change does not affect the way we process applications for financial hardship. Claims will continue to be processed in accordance with current procedures. If you think that you are eligible for a payment under financial hardship please visit <u>onepath.com.au</u> > Personal > Performance & updates > Fund suspensions > OnePath Mortgages and Income Plus funds > Hardship relief.

At this stage the Mortgage and Income Plus funds remain suspended however they are not being terminated. OnePath is still considering the long term approach in relation to the Mortgage and Income Plus funds. If this status changes we will inform investors.

Benchmarks for Unlisted Mortgage Schemes

The Australian Securities and Investments Commission has issued *Regulatory Guide 45: Mortgage schemes – improving disclosure for retail investors* (Regulatory Guide). The Regulatory Guide sets out benchmarks for disclosure to investors to provide retail investors in mortgage schemes with the information they need to make an investment decision. We have set out below our current procedures and policies in relation to the Fund and have indicated whether or not these procedures and policies satisfy each of the benchmarks outlined in the Regulatory Guide.

Benchmark	1:	Liqui	idity
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ASIC Regulations	Disclosure	Compliance
RG 45.38 a) The Responsible Entity should have cash flow estimates for the scheme for the next 3 months; and b) The Responsible Entity should ensure that at all times the scheme has cash or cash equivalents sufficient to meet its projected cash needs over the next 3 months	Liquidity refers to the proportion of cash or cash equivalents within the Fund. Typically these cash assets are used to meet the Fund's short-term commitments. There are numerous factors that impact on the liquidity of the Fund, including: investments into the Fund monthly interest payments by borrowers loans repaid by borrowers redemptions from the Fund new loans any undrawn loans market conditions We maintain and update cash flow estimates for the Fund for at least the next three months on a regular basis by taking into account all of the above factors. These estimates are used to ensure the Fund has enough liquid assets to meet its projected cash needs for at least the next three months.	Satisfied
RG 45.39 The Responsible Entity should disclose their policy on balancing the maturity of assets and maturity of liabilities	OnePath Funds Management regularly monitors the maturity of assets and liabilities of the Fund. We have currently suspended withdrawals from (and applications into) all Mortgage and Income Plus funds until further notice. This action has been taken to protect the best interests of all investors in the Fund and to ensure asset values are maintained.	

Benchmark 2: Scheme borrowing

ASIC Regulations	Disclosure	Compliance
RG 45.47 If the Responsible Entity has borrowed funds, it should disclose: a) For each borrowing that will mature in 5 years or less, the amount owing and the maturity profile in increments of not more than 12 months b) For borrowings that mature in more than 5 years, the aggregate amount owing c) For each credit facility, the aggregate undrawn amount and the maturity profile in increments of no more than 12 months d) The fact that amounts owing to lenders and other creditors of the scheme rank before an investors interests in the scheme; and e) The purpose for which the funds have been borrowed, including whether they will be used to fund distributions or withdrawal amounts	The Fund does not borrow funds or use credit facilities for any purpose.	Satisfied
RG45.48 If borrowings and credit facilities are due to mature within 12 months, the Responsible Entity should make appropriate disclosure about the prospects of refinancing or possible alternative actions. If the Responsible Entity has no reasonable grounds for commenting on the prospect of refinancing or possible alternative returns, they should state this and explain why to investors.	The Fund does not borrow funds or use credit facilities for any purpose.	Satisfied
RG 45.49 Responsible entities should explain any risks associated with their borrowing and credit facility maturity profile, including whether borrowings have been hedged and if so, to what extent.	The Fund does not borrow funds or use credit facilities for any purpose.	Satisfied
RG 45.50 Responsible entities should also disclose any information about breaches of loan covenants that is reasonably required by investors and update investors about the status of any breaches through ongoing disclosure.	The Fund does not borrow funds or use credit facilities for any purpose.	Satisfied

Benchmark 3: Portfolio diversification

The Fund's portfolio of loans is well diversified across geographic region, property type, loan type and borrowers. The policies governing the lending of the Fund's assets specify limits for each of these elements, ensuring a conservative approach to lending. This section provides information on the portfolio's diversification using data as at **3 August 2012** (unless otherwise specified).

ASIC Regulations			Disclosure			Compliance
RG 45.53 The Responsible Entity should disclose the current nature of the mortgage schemes investment portfolio, including the following:	Loans by class of activit	oans by class of activity – (property type)				
a) By number and value, loans by class of activity	Property type	Number	\$′000	% of loan portfolio		
(industry sector)	Commercial office	12	166,271	49.9%		
	Residential	2	13,111	3.9%		
	Retail	9	40,711	12.2%		
	Industrial	11	68,942	20.7%		Satisfied
	Vacant land^	6	43,167	12.9%		
	Other^	1	1,215	0.4%		
	Total	41	333,417	100%		
b) By number and value, loans by geographic region	each of the above property typ Loans by geographic reg		s'000	% of loan		
				portfolio		
	NSW	13	87,986	26.4%		
	VIC	21	196,550	59.0%		
	QLD	6	46,460	13.9%		Satisfied
	WA	1	2,421	0.7%		Satisfieu
	Total	41	333,417	100%		
	A full review of mortgage port each of the above property typ			ally in May and curre	nt exposures within	
c) By number and value, what proportion of loans are in default or arrears	Proportion of loans in d		rrears			
	Borrowers* that are i default/impairment		Number	\$′000		
	Default/Impaired Bor	rowers^	15	151,162		
	Total		15	151,162		
	*A borrower may have one or ^Default/Impaired loans repre-				total loans (by value).	

ASIC Regulations	Disclosure	Compliance
	 Under the Problem Loan Guidelines an Impaired Loan is defined as either a: loan where payment arrears are over 30 days loan where review has uncovered covenant breaches of a material nature loan where a review has uncovered an unacceptable deterioration in the security position loan which is in material default (a breach of the loan contract that is substantial and may give rise to legal recovery action by the lender). An Impaired Loans report is provided to Senior Management for each loan that is determined to be impaired. Where the Impaired Loans report reveals a strong likelihood of loss of loan principal 	Satisfied
 d) By number and value of loans, what is the nature of the security for loans made by the scheme (e.g. first or second ranking) 	(based on comparison of loan balance to an up to date valuation report by a panel valuer or sale of property at an amount insufficient to repay loan), the need to raise a specific provision for loss is assessed. Where provisions are made, income is set aside. In the event that a large loss is incurred then the unit price can be reduced to reflect the drop in asset values. Loans by security type All loans are secured by a Registered First Mortgage over investment and owner occupied industrial, retail, commercial office, vacant land and residential property	Satisfied
e) What proportion of the total loan monies have been lent to the largest borrower and the largest 10 borrowers	Loans by borrower concentration – largest borrower and largest group exposure as a percentage of mortgages under management Borrower concentration % of loan portfolio Largest borrower 28 Ten largest borrowers 72 Largest group exposure 28	Satisfied
f) By number and value, loans that have been approved but have funds that have yet to be advanced and the funding arrangements in place for any undrawn loan commitments	Loans with undrawn loan commitments – the amount that can be drawn down under approved limits Undrawn loan commitments Number \$'000 % of loan portfolio Approved limits 1 611 0.2% Undrawn portion of approved limits 311 0.1% The amount required to fund these commitments are able to be settled from cash assets of the Fund.	Satisfied

ASIC Regulations			Disclosure			Compliance
g) By number and value, the maturity profile of all loans in increments of not more than 12 months	Loans by maturity profi	le				
	Maturity in months	Number	\$′000	% of loan		
	Matured	12	93,448	portfolio 28.0%		
	0 – 3 months	2	14,061	4.2%		Cattadad
	3 - 6 months	7	98,877	29.7%		Satisfied
	6 - 12 months	12	97,986	29.4%		
	1 - 2 years	3	3,260	1.0%		
	2 – 3 years	5	25,785	7.7%		
	3 – 4 years	0	0	0%		
	4 – 5 years	0	0	0%		
	Total	41	333,417	100%		
h) By number and value of loans, Loan to Valuation (LVR)	Loans by loan to securit	y valuation	ratio			
for loans in percentage ranges	Loan to value ratio	Number	\$′000	% of loan portfolio		
	0.00% – 50.00%	8	31,309	9.4%		
	50.01% - 60.00%	8	125,922	37.8%		
	60.01% - 66.00%	9	45,559	13.7%		Satisfied
	66.01 - 70.00%	6	15,553	4.7%		Satisfied
	70.01% - 75.00%	1	9,417	2.8%		
	75.01% +	9	105,657	31.6%		
	Total	41	333,417	100%		
i) By number and value of loans, interest rates on loans,	Loans by interest rates			I		
in percentage ranges	Interest rate mix	Number	\$′000	% of loan		
	0.00% - 5.99%	18	143,244	<u>portfolio</u> 43.0%		
	6.00% - 6.49%	6	59,918	18.0%		Satisfied
	6.50% - 6.99%	1	90	0.0%		
	7.00% - 7.49%	1	2,979	0.9%		
	7.50% – 7.99%	1	9,417	2.8%		
	8.00% - 8.49%	6	55,203	16.5%		
	8.50% - 8.99%	0	0	0.0%		
	9.00% - 9.49%	2	27,188	8.2%		
	9.50% +	6	35,378	10.6%		
	Total	41	333,417	100%		
 j) By number and value, loans where interest has been capitalised 	Loans by interest capita approved limits	ilisation - loa	ans where ir	iterest is capital	lised within the	
	Loans capitalised		Numb	er \$′000		Satisfied

ASIC Regulations		Disclosure			Compliance
	Approved limits Undrawn portion of approve	d limits	0 0 0 0		
k) The use of derivatives (if any)	The Fund has entered into one i loan to a variable rate loan.	nterest rate swap	(derivative) to sw	ap a fixed rate	Satisfied
I) A description of the non-loan assets of the scheme, include the value of these assets	Non-loan assets of the scheme including the value of such assets				
	Assets	Value (\$'000s)	% of scheme		Satisfied
	Mortgages	333,417	80.0%		Satisfieu
	Fixed Interest	0	0.0%		
	Cash	83,329	20.0%		
	Total	416,746	100%		
RG 45.54 The responsible entity should also disclose their policy on the above matters and on how the scheme will lend funds generally. For example, disclosure should cover: (a) the maximum loan amount for any one borrower; (b) the method of assessing borrowers' capacity to service loans;	OnePath limits the loan amount funds under management (total and fixed interest investments). superior financial strength and v strong lettability and saleability management. Borrower's capacity to service loa from the property is considered in sources of the borrower(s) and gu commitments' interest cover.	mortgage loans p For borrowers and where the security profiles, the loan I ns is assessed from determining 'prope	us non-loan asse d borrower group is multiple prope mit is 6.5% of fu two perspectives rty only' interest of	ts such as cash s who exhibit rties exhibiting inds under namely (i) income cover and (ii) all	Satisfied Satisfied
(c) the responsible entity's policy on revaluing security properties when a loan is rolled over; and	Loan interest cover is required to that is property income generated and / or consistent demonstrable operations over the most recent tr financial statements. At the time of loan rollover, it is of the security property be under not have been required.	by the security pro historical servicing a wo year period, as a OnePath's policy t	perty as evidence ability from busine evidenced by tax r o require that an	d by lease contracts ess or other eturns or other updated valuation	Satisfied
(d) the responsible entity's approach to taking security on lending by the scheme (e.g. what types of security they take and in what circumstances, and whether the security must be income producing).	For loans secured by investment p from property only income and a commitments'. Lower 'all sources, may be acceptable with lower LVR For loans secured by owner occup 'all sources/ all commitments' is r	minimum 1.5 times 'all commitments' ir ? (below 65%). ied property a minir	interest cover from terest cover of a r	m 'all sources/ all minimum 1.25 times	Satisfied
RG 45.55 If an unlisted pooled mortgage scheme invests in, or may invest in, other unlisted mortgage schemes (whether registered or unregistered), the responsible entity should also disclose their policy on investing in those schemes, including the extent to which the responsible entity	Not applicable as the Fund does n	ot invest in other ur	listed mortgage s	chemes	Satisfied

ASIC Regulations	Disclosure	Compliance
requires those schemes to satisfy the benchmarks in this guide		

Benchmark 4: Related party transactions

ASIC Regulations	Disclosure	Compliance
 RG 45.61 Where the Responsible Entity transacts with related parties of the scheme (including lending or investing scheme funds with related parties) it should disclose its approach to these transactions, including: a) Details of loans, investments and transactions made to or with a related party b) Its policy on related party transactions including the assessment and approval process for related party lending and arrangements to manage conflicts of interest; and c) How the processes and arrangements are monitored to ensure they are followed 	The Fund does not lend any assets to related parties. A portion of the Fund's non-loan assets are invested in bank accounts with the Australia and New Zealand Banking Group Limited (ANZ). These investments are made on normal commercial terms into ANZ's banking products.	Satisfied

Benchmark 5: Valuations

ASIC Regulations	Disclosure	Compliance
RG 45.64 The Responsible Entity should take the following approach to valuations of properties over which it has taken security a) Properties should be valued on an 'as is' basis (and on an 'if complete' basis for development properties)	Valuations on properties (excluding development properties) are based on their current state ('as is'). For development properties, valuations are based on 'as is' and 'on completion' basis.	Satisfied
b) The Responsible Entity should have a policy on how often it obtains valuations, including how recent a valuation has to be when it makes a new loan	Valuations are obtained prior to loan approval and properties are revalued after three years if applicable. Valuations may be no more than 90 days old on the date of settlement. All valuations must be conducted pursuant to OnePath's Valuation Policy, under OnePath's instructions and must be counter-signed by a director if the valuer is not a director. There can be no more than two consecutive valuations that may be conducted by the same valuation firm or the individual valuer on the same security property. Vacant possession value is adopted where security property is substantially owner occupied.	Satisfied
c) The Responsible Entity should establish a panel of valuers and ensure that no one valuer conducts more than 1/3 of our valuation work for the scheme, calculated by value of properties	OnePath maintains a panel of external valuers (formally reviewed by OnePath every six months) that are used to value security properties. The panel comprises mainly large independent firms with a national presence, as well as more specialist valuers selected on their known level of experience in the type of property being valued.	Satisfied

ASIC Regulations	Disclosure	Compliance
RG 45.65 The responsible entity should disclose information about the valuation of a particular property where a loan secured against the property accounts for 5% or more of the total value of the scheme's loan book.	Due to falling funds under management, two loans currently exceed the 5% limit. OnePath limits the loan amount for any one borrower or borrower group that is secured by a single security property to 5% of funds under management (total mortgage loans plus non-loan assets such as cash and fixed interest investments).	Not Satisfied
RG 45.66 The Responsible Entity should only use valuers who: a) Where possible, are registered under one of the state/territory valuer registration regimes or a relevant overseas registration regime; and b) Include a statement in their valuation reports on whether the valuation complies with all relevant industry standards and codes	Valuations for the Fund are conducted by valuers selected from a panel of registered valuers (qualified/registered/licenced in the particular state or territory of operation) and must comply with industry standards and codes. One valuer cannot conduct more than one third of valuations for the Fund by dollar value or less.	Satisfied

Benchmark 6: Lending principles

ASIC Regulations	Disclosure	Compliance
RG 45.70 The Responsible Entity should maintain the following loan to valuation ratios for loans made by the scheme. a) Where the loan relates to development property – 70% on the basis of the latest 'if complete' valuation b) All other cases – 80% on the basis of the last market valuation	A loan-to-valuation ratio (LVR) is determined by dividing the loan amount by the property's value. The higher the LVR, the greater the risk that the Fund will not be able to fully recover the loan amount if property values reduce. The maximum LVR at approval on the Fund's loans is 75%, with the standard LVR being 70%. In terms of the overall portfolio the weighted average LVR of the loan portfolio is 132% (this reduces to 54% after loan write downs are taken into account) as at 3 August 2012. There was a portion of the impaired loans where the LVR on these loans exceeded 80% based on the most recent valuation. The LVRs have arisen due to a fall in the valuation of the underlying security properties. It is for this reason that our portfolio does not satisfy the benchmark as set out in the Regulatory Guide. For loans with an LVR over 80%, a Corrective Action Plan is developed and will focus on one or more of the different loan recovery options. These options include but are not limited to seeking loan refinance, borrower's voluntarily sale of the security property or other assets, or mortgagee sale of the security property via the formal appointment of a Receiver under the mortgage.	Not Satisfied
RG 45.71 Where the loan relates to property development, the responsible entity should ensure that the scheme only provides funds to the developer in stages, based on external evidence of the progress of the development.	Not applicable as there are no property development/construction related loans	Satisfied

Benchmark 7: Distribution practices

ASIC Regulations	Disclosure	Compliance
RG 45.75 If the scheme is making (or forecasts making) distributions to unitholders, the Responsible Entity should disclose: a) The source of the current distribution b) The source of any forecast distribution	Monthly distributions from the Fund are provided to investors based solely on the level of income earned in the month. This income is derived from the monthly interest paid on the Fund's loans, as well as interest and movements in capital value of the Fund's cash and fixed interest assets. It is intended that all future distributions will be solely from earnings of the Fund. Distributions from the investment funds that invest in the Fund are made from income they receive from the Fund. For OnePath Income Plus and OnePath Original Income Plus, monthly distributions also take into account an estimate of income earned by share and property assets, as well as any capital gains within the funds. The fund suspension does not affect regular income distribution payments.	Satisfied
 c) If the current or forecast distribution is not solely sourced from income received in the relevant distribution period, the reasons for making those distributions; and d) If the current distribution or forecast distribution is sourced other than from income, whether this is sustainable over the next 12 months 	Not applicable as distribution is sourced solely from income.	Satisfied
RG 45.76 If the scheme promotes a particular return on investments, the Responsible Entity should clearly disclose details of the circumstances in which a lower return may be payable, together with details of how that lower return will be determined.	The Fund does not promote a return on the investment.	Satisfied

Benchmark 8: Withdrawal arrangements

ASIC Regulations	Disclosure	Compliance
RG 45.81 The Responsible Entity should provide details on whether investors will be able to withdraw from a scheme. The Responsible Entity should disclose: a) The maximum withdrawal period allowed under the constitution for the scheme b) Any significant risk factors or limitations that may affect the ability of investors to withdraw from the scheme (including factors that may prevent the Responsible Entity from meeting a promoted withdrawal period)		Satisfied

ASIC Regulations	Disclosure			Compliance
	Investment fund	Constitutional name	When the fund is liquid, period when a redemption request must be paid	
	OnePath Mortgage Trust No.2	OnePath Mortgage Trust No. 2	Within 30 days.	
	OnePath Monthly Income Trust	Monthly Income Trust	Within 60 days. We have the power to extend that time for an additional 30 days under certain circumstances.	
	OnePath AJ Mortgage Fund	OnePath AJ Mortgage Fund	Within 30 days.	
	OnePath Income Plus	Income Plus Trust	Within 30 days. We have the power to extend that time for an additional 30 days under certain circumstances.	
	OnePath Original Income Plus	Income Plus Trust	Within 30 days. We have the power to extend that time for an additional 30 days under certain circumstances.	
	obligations in relation to When the Mortgage and is required to pay a with constitution. That time p Management may have timeframe to a further p the funds are suspended	withdrawing from the N I Income Plus Funds are Indrawal request within th period is different for eac the power, in certain circ period as authorised by the d and withdrawal offers a	d OnePath Funds Management's lortgage and Income Plus Funds. liquid, OnePath Funds Management le time prescribed by the h fund and OnePath Funds cumstances, to extend that he relevant constitution. Currently are not being made. Please refer to an on our 'Return of Capital' process.	
c) The Responsible Entity's approach to rollovers, including whether the default is that investments in the scheme are automatically rolled over; and	Investments in the Fund do not have fixed terms or maturity dates, and therefore, rollovers do not apply			Satisfied
 d) If withdrawals from the scheme are funded from an external liquidity facility, the material terms of this facility, 	Not applicable as withdrawals are not funded from an external liquidity facility			Satisfied
RG 45.82 If the scheme promotes a fixed unit price for investments, the Responsible Entity should clearly disclose the circumstances in which a lower amount may be payable, together with details of how that amount will be determined.	applications and withdra price of these funds will 'return of capital proces corresponding amount. In addition, the unit price underlying mortgage port	awals in these funds has no longer remain at \$1.0 s' whereby capital is paid e can and has been impact tfolio. This has occurred or	price; however, the unit price for traditionally been \$1.00. The unit 00 due to the implementation of the out and the unit price reduces by the ed by loan losses/impairments in the n two occasions - July 2011 and July loan principal, income provisions over	Satisfied

ASIC Regulations	Disclosure	Compliance
	the course of a financial year are required to protect against loan losses. Loan losses are usually offset against income and in circumstances where losses exceed income, the unit price is reduced to reflect the drop in value of the underlying portfolio.	

OnePath Funds Management Limited (ABN 21 003 002 800 AFSL 238342) is the issuer of this information. The issuer is a wholly owned subsidiary of Australia and New Zealand Banking Group Limited (ABN 11 005 357 522) (ANZ). ANZ is an authorised deposit taking institution (Bank) under the Banking Act 1959 (Cth). Although the issuer is owned by ANZ it is not a Bank. Except as described in the relevant Product Disclosure Statement (PDS), an investment with the issuer is not a deposit or other liability of ANZ or its related group companies and none of them stands behind or guarantees the issuer or the capital or performance of your investment. Your investment is subject to investment risk, including possible repayment delays and loss of income and principal invested. This information is current as at 13 August 2012 but may be subject to change. The information is of a general nature and does not take into account your personal needs, financial circumstances or objectives. Before acting on this information, you should consider the appropriateness of the information, having regard to your investment a does not take into account your personal needs, financial circumstances and objectives. You should read the relevant PDS and Product Updates available at onepath.com.au or by calling Customer Service for a free copy on 133 665, and consider whether a particular product is right for you before making a decision to acquire, continue to hold or dispose of the product.