

TFS SANDALWOOD PROJECT 2005
A.R.S.N: 113 492 890

ANNUAL REPORT
FOR THE YEAR ENDED 30 June 2013

CONTENTS

	PAGE
RESPONSIBLE ENTITY'S REPORT	1-3
INDEPENDENT AUDITOR'S REPORT	4-5
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME	6
STATEMENT OF FINANCIAL POSITION	7
STATEMENT OF CHANGES IN GROWERS' FUNDS	8
STATEMENT OF CASH FLOWS	9
NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS	10-19
DIRECTOR'S DECLARATION	20
AUDITOR'S INDEPENDENCE DECLARATION	21

RESPONSIBLE ENTITY'S REPORT

The Directors of TFS Properties Ltd (ACN 093 330 977), Responsible Entity for TFS Sandalwood Project 2005 ("the Project"), present their report together with the financial statements of the Project for the period ended 30 June 2013.

Directors

The names of the Directors of TFS Properties Ltd during the period and at the date of this report are:

Mr Patrick O'Connor (Chairman) (Appointed 16 September 2013)
Mr Richard Alston (Chairman) (Resigned 3 October 2012)
Mr Frank Wilson
Mr Ronald Eacott
Mr Adam Gilchrist
Mr Ian Thompson (Resigned 12 July 2012)
Mr Timothy Croot (Resigned 12 July 2012)
Mr Julius Matthys
Mr Stephen Atkinson (Appointed 12 July 2012)

Principal Activities

During the period the principal activity of the Project was the establishment and management of a sandalwood plantation.

Change of State of Affairs

There were no significant changes in the state of affairs of the Project during the period.

Results of Operations, Financial Position and Likely Developments

The Project made a loss for the year ended 30 June 2013 of \$15,583,198 (2012: Gain of \$5,483,455).

This is due to a revaluation of the sandalwood trees during the 12 month period. During the period the Responsible Entity (RE) was able to develop and test a model based on measurements of a standing tree (five years and older) that is able to more accurately predict the expected heartwood per tree. The RE then undertook an extensive inventory analysis of its plantations under management based on this model, and arrived at a more accurate and conservative estimate of average heartwood per tree to be applied in the RE's predictive model and as such is reflected in the assumptions made (see Note 5: Biological Assets) in determining the net market value of trees.

Due to the mixed quality of the trees in the plantation the RE is now expecting a lower average heartwood yield per sandalwood tree (9.2kg at 25% moisture content) compared to what was previously predicted (25kg at 25% moisture content). Although some trees are expected to achieve 25kg heartwood content the majority are now not expected to reach this level at the expected harvest date (year 15 after establishment). If the harvest date is extended the yield of heartwood would be expected to improve and the RE may in the future evaluate this as an option that may benefit growers.

The entire plantation was subject to a full tree count after during the period which confirmed the present tree numbers as reflected in the report. These current tree numbers reflect increased tree mortality since the last time the plantation was subject to a full tree count, which was preformed three years ago. As mentioned the independent expert forester's report the increased mortality relates mainly to parts of blocks 8A, 12 and 13 (King Location 384 at Packsaddle Plain), which are currently in a very poor condition.

The RE also reviewed the discount rates used in the predictive model and decided to reduce the discount rates after taking the following into consideration:

- (i) Reduced risk due to the RE being able to more accurately estimate heartwood yield per tree.
- (ii) Reduction in the risk free rate (10 year government bond rate) over the last couple of years.
- (iii) The current weighted average cost of capital (WACC) for the TFS Group (of which the RE is a subsidiary) and the reduction thereof over the last couple of years.

This plantation was planted in May / June 2006 on Blocks 8, 12, 13, 14, and 15, King Location 384 at Packsaddle Plain, Kununurra and is therefore approximately 7 years old.

Due to the low quantities of auctioned heartwood, the valuation of the plantation for the current year has been derived by obtaining the current Indian sandalwood oil price as obtained from the "Public Ledger" publication and applying that price to expected oil yields within the plantation trees to arrive at an approximate for the relevant value of the sandalwood logs.

RESPONSIBLE ENTITY'S REPORT CONT

The equivalent Australian dollar Public Ledger price for Indian sandalwood oil as at 30 June 2013 was A\$2,735 per kg (2012: A\$2,441).

Scheme Property

At 30 June 2013 there were 348 units (1/2Ha) held by investors in the project. In addition to this, the responsible entity or its associates held 4.8 units in the equivalent project which have not been reflected in these statements. There were no units issued in the project during the year, while there were no unit was transferred from an investor to the responsible entity or its associate.

The net assets of the scheme at 30 June 2013 were \$14.70m. This primarily consists of the valuation of the sandalwood trees held by investors. The valuation is based on a discounted cash flow formula for the expected tree value at harvest applied to the estimated survived tree count in the plantation.

During the year fees of \$484,697 were received from investors and paid to the responsible entity or its associates.

Expert Forester's Report

This report, prepared by our expert forester Mr Ray Fremlin reviews the status of the plantation managed under this project and the maintenance operations carried out during the year.

The plantation is situated on the Packsaddle Plain between 7 and 10 kilometres southeast of the Kununurra town site. Part is located on King Location 384 (compartments 8, 12, 13, 14 and 15). All were planted in 2006 and are now 9 years old. The total area is 174 ha.

Activities in 2012/2013 on the areas in this project concentrated on managing weeds and maintenance of hosts.

Interrow areas in Compartment 8A were sprayed with a broad spectrum herbicide on three separate occasions during 2012/2013. The other compartments had the interrows sprayed only once during this period. Compartment 8A received a directed spray to the trees rows in March 2013. Interrow areas were slashed in each compartment on two occasions and compartments 8A, 14 and 15 had hedging debris mulched. Some vine removal and hand pruning of host trees was necessary in Compartment 8A.

Parts of compartments 12 and 13, particularly on the eastern side, are very poor. This is due to previous waterlogging, salinity infection by Phytophthora and possibly boron toxicity. Compartment 8A is also poor, possibly for the same reasons, while compartment 8B is deficient of hosts and the growth of sandalwood is well below optimum.

A stem borer, possibly *Maroga melanostigma* is attacking many of the sandalwood trees across these compartments. Infestations are associated with areas of poor tree health and are a ramification of the poor growing conditions that now prevail across parts of these compartments.

Much of the issues faced with this project appear to be directly linked to the exceptionally wet season of 2010/2011. Access to the plantation was restricted, waterlogging was widespread, thus conditions for fungal disease were created and weeds could not be controlled. Although Agrifos was applied by air to the plantation to control the fungal disease Phytophthora, many losses occurred and heavily affected trees will not fully recover.

Symptoms of phosphorus deficiency were mentioned in the last report. This was reported to TFS staff who conducted a trial in the area. There was no response to an application of phosphorus suggesting that the underlying issues are impacting on the health of trees in these compartments.

Stocking as at August 2012 is:

Comp 8A: 340 sph

Comp 8B: 399 sph

Comp 12: 346 sph

Comp 13: 219 sph

Comp 14: 302 sph

Comp 15: 376 sph

These are all below expectation.

Regular irrigation was continued throughout the dry season to optimise growth of the tree crop.

The maintenance of plantation infrastructures continued on an "as needed" basis. Water supply channels and drains were periodically cleared of silt and access tracks within the plantation were maintained in trafficable condition. Infrastructure is kept free of weeds by the occasional herbicide spray.

RESPONSIBLE ENTITY'S REPORT CON'T

In summary, some areas of the plantation are in very poor condition due to reasons described earlier. However, there are parts of the plantation where growth is good. Stocking is below target in all compartments. Considering the difficulties faced in managing this plantation, the TFS staff are doing the best they can.

Environmental Management

The project's operations are subject to significant environmental regulations under the laws of the Commonwealth and State.

The directors of the responsible entity have considered the National Greenhouse and Energy Reporting Act 2007 (the NGER Act) which introduces a single national reporting framework for the reporting and dissemination of information about the greenhouse gas emissions, greenhouse gas projects, and energy use and production of corporations. At the current stage of development, the directors have determined that the NGER Act will have no effect on the project for the current or subsequent financial year. The director will reassess this position as and when the need arises.

Auditor's Independence Declaration

The auditor's independence declaration for the year ended 30 June 2013 has been received and can be found on page 21 of the financial report.

For and on behalf of the Directors of TFS Properties Ltd:



Frank Wilson - Director
Perth, 5 December 2013

Independent Auditor's Report

To the Members of TFS Sandalwood Project 2005

We have audited the accompanying financial report of TFS Sandalwood Project 2005 ("the registered scheme"), which comprises the statement of financial position as at 30 June 2013, the statement of profit or loss and other comprehensive income, statement of changes in Growers' Fund and statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory notes, and the directors' declaration.

Directors Responsibility for the Financial Report

The directors of the responsible entity of the registered scheme are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the directors also state, in accordance with Accounting Standards AASB 101: *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Bentleys Audit & Corporate
(WA) Pty Ltd

Level 1, 12 Kings Park Road

West Perth WA 6005

Australia

PO Box 44

West Perth WA 6872

Australia

ABN 33 121 222 802

T +61 8 9226 4500

F +61 8 9226 4300

bentleys.com.au

Independent Auditor's Report

To the Members of TFS Sandalwood Project 2005 (Continued)



Independence

In conducting our audit, we followed applicable independence requirements of Australian professional ethical pronouncements and the Corporations Act 2001.

Auditor's Opinion

In our opinion:

- a. The financial report of TFS Sandalwood Project 2005 is in accordance with the Corporations Act 2001, including:
 - i. giving a true and fair view of the registered scheme's financial position as at 30 June 2013 and of its performance for the year ended on that date; and
 - ii. complying with Australian Accounting Standards and the Corporations Regulations 2001;

The financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

A handwritten signature in blue ink that reads "Bentleys".

BENTLEYS
Chartered Accountants

A handwritten signature in blue ink that reads "Mark DeLaurentis".

MARK DELAURENTIS CA
Director

DATED at PERTH this 5th day of December 2013

**TFS SANDALWOOD PROJECT 2005
STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME
FOR THE YEAR TO 30 JUNE 2013**

	2013 \$	2012 \$
REVENUE		
Lease & management fees	484,697	519,780
Net (decrement) / increment in net value of biological assets	(15,583,198)	5,483,455
	<u>(15,098,501)</u>	<u>6,003,235</u>
EXPENSES		
Audit fees	4,630	4,630
Doubtful / Bad debt expense / (recovery)	5,576	5,467
Compliance committee remuneration	6,153	5,249
Filing fees	1,086	1,069
Management fees	407,146	436,615
Leasing fees	77,551	83,165
Reimbursement of expenses by the responsible entity	(17,445)	(16,415)
	<u>484,697</u>	<u>519,780</u>
(LOSS) / PROFIT BEFORE INCOME TAX	<u>(15,583,198)</u>	<u>5,483,455</u>
Income tax	-	-
(LOSS) / PROFIT FROM CONTINUING OPERATIONS	<u>(15,583,198)</u>	<u>5,483,455</u>
(LOSS) / PROFIT FOR THE PERIOD	<u>(15,583,198)</u>	<u>5,483,455</u>
OTHER COMPREHENSIVE INCOME		
Total comprehensive income for the period	-	-
TOTAL COMPREHENSIVE INCOME	<u>(15,583,198)</u>	<u>5,483,455</u>

The Statement of Profit or Loss and Other Comprehensive Income should be read in conjunction with the accompanying notes

**TFS SANDALWOOD PROJECT 2005
STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2013**

	NOTE	2013 \$	2012 \$
CURRENT ASSETS			
Trade and other receivables	3	341	27,327
Other	4	8,000	8,000
TOTAL CURRENT ASSETS		8,341	35,327
NON CURRENT ASSETS			
Biological assets	5	14,700,385	30,283,583
Other	4	56,000	64,000
TOTAL NON-CURRENT ASSETS		14,756,385	30,347,583
TOTAL ASSETS		14,764,726	30,382,910
CURRENT LIABILITIES			
Trade and other payables	6	341	27,327
Unearned Income	7	8,000	8,000
TOTAL CURRENT LIABILITIES		8,341	35,327
NON CURRENT LIABILITIES			
Unearned Income	7	56,000	64,000
TOTAL NON-CURRENT LIABILITIES		56,000	64,000
TOTAL LIABILITIES		64,341	99,327
NET ASSETS		14,700,385	30,283,583
GROWERS' FUNDS			
Undistributed income reserve		14,700,385	30,283,583
EQUITY		14,700,385	30,283,583

The Statement of Financial Position should be read in conjunction with the accompanying notes.

**TFS SANDALWOOD PROJECT 2005
STATEMENT OF CHANGES IN GROWERS' FUNDS
FOR THE YEAR TO 30 JUNE 2013**

	Undistributed Income \$	Total \$
	<u> </u>	<u> </u>
Balance at 01.07.11	24,800,128	24,800,128
Total comprehensive income for period	5,483,455	5,483,455
Sub-Total	<u>30,283,583</u>	<u>30,283,583</u>
Balance at 30.06.12	<u>30,283,583</u>	<u>30,283,583</u>
Balance at 01.07.12	30,283,583	30,283,583
Total comprehensive income for period	(15,583,198)	(15,583,198)
Sub-Total	<u>14,700,385</u>	<u>14,700,385</u>
Balance at 30.06.13	<u>14,700,385</u>	<u>14,700,385</u>

The Statement of Changes in Growers' Funds should be read in conjunction with the accompanying notes.

**TFS SANDALWOOD PROJECT 2005
STATEMENT OF CASH FLOWS
FOR THE YEAR TO 30 JUNE 2013**

	NOTE	2013 \$	2012 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
Receipts from growers		552,153	647,241
Payments to suppliers		(552,153)	(647,241)
	8(b)	<u>-</u>	<u>-</u>
CASH FLOWS FROM INVESTING ACTIVITIES			
Payment for establishment of plantations		-	-
		<u>-</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES			
Other		-	-
		<u>-</u>	<u>-</u>
Net increase / (decrease) in cash held		-	-
Cash at beginning of financial year		-	-
Cash at end of financial year	8(a)	<u>-</u>	<u>-</u>

The Statement of Cash Flows should be read in conjunction with the accompanying notes.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR TO 30 JUNE 2013

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The financial report covers the TFS Sandalwood Project 2005. The TFS Sandalwood Project 2005 is a Managed Investment Scheme registered in Australia.

Basis of Preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards; including Australian Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and notes also comply with International Financial Reporting Standards. Material accounting policies adopted in the preparation of this financial report are presented below. They have been consistently applied unless otherwise stated.

The financial report has been prepared on an accruals basis and is based on historical costs, except for Sandalwood trees (which are biological assets), which are recorded at net market value. This report does not take into account changing money values or, except where stated, current valuations of non current assets. Cost is based on the fair values of the consideration given in exchange for assets.

The financial statements are presented in Australian dollars which is the project's functional and presentation currency.

Accounting Policies

(a) Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Project and the revenue can be reliably measured. All revenue is stated net of the amount of goods and services tax (GST). The following specific revenue recognition criteria must also be met before revenue is recognised.

Operating revenue:

- Lease and Management Fees are recognised as revenue in the period to which they relate.

(b) Biological assets

Sandalwood trees are measured at the Responsible Entity's Director's assessment of their market value at each reporting date. The net market value is determined as being the net present value of expected future cash flows (discounted at a risk adjusted rate).

Net increments or decrements in the market value of the Sandalwood trees are recognised as revenues or expenses in the Statement of Profit or Loss and Other Comprehensive Income, determined as:

- (i) the difference between the total net market values of the trees recognised as at the beginning of the period and the total net market values of the trees recognised as at the reporting date; less
- (ii) costs incurred during the reporting period to acquire and plant Sandalwood trees.

Costs incurred in maintaining or enhancing trees are recognised as expenses when incurred. Therefore, those costs are not included in the determination of the net increment in net market values.

(c) Income Tax

Under current legislation, the scheme is not subject to income tax provided the Growers are presently entitled to the income of the Project.

Unrealised gains and losses on investments which are regarded as income, are transferred to Growers' funds and are not distributable and assessable until realised. When income is realised, tax will be paid by the growers at the marginal rates of tax that exist under the relevant tax legislation at the date of realisation.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR 30 JUNE 2013 (CONTINUED)

(d) Cash and Cash Equivalents

For the purposes of the Statement of Cash Flows, cash and cash equivalents includes cash on hand and in banks, and short-term deposits at call.

(e) Trade and other Receivables

Trade receivables are recognised and carried at original invoice amount, or the amount due less a provision for any uncollectible debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. The amount provided for is the portion of deemed uncollectible after the value of trees as security has been taken into account. Bad debts are written off as incurred.

(f) Trade and other Payables

Liabilities for creditors and other amounts are carried at cost which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the consolidated entity. Payables to related parties are carried at the principal amount. Interest is recognised as an expense on accruals basis. Deferred cash settlements are recognised at the present value of the outstanding consideration payable on the acquisition of an asset discounted at prevailing commercial borrowing rates.

(g) Unearned Income

Prepaid Lease and Management Fees are recognised on a straight line basis over the term of the project as this is considered to closely approximate the value of the service provided. The unearned portion is deferred and recorded as unearned income.

(h) Goods and Services Tax

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Taxation Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the Statement of Financial Position are shown inclusive of GST.

Cash flows are presented in the Statement of Cash Flows on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

(i) Impairment of Assets

At each reporting date, the economic entity reviews the carrying values of its tangible and intangible assets to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the Statement of Profit or Loss and Other Comprehensive Income.

(j) Financial Instruments

Recognition and Initial Measurement

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by marketplace convention.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

Derecognition

Financial assets are derecognised where the contractual rights to receipt of cash flows expires or the asset is transferred to another party whereby the entity is no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities assumed, is recognised in profit or loss.

Financial instruments are initially measured as cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition these instruments are measured as set out below.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR 30 JUNE 2013 (CONTINUED)

Classification and Subsequent Measurement

Financial assets at fair value through profit and loss

Financial assets are classified at fair value through profit or loss when they are held for trading for the purpose of short term profit taking, where they are derivatives not held for hedging purposes, or designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair basis in accordance with a documented risk management or investment strategy. Realised and unrealised gains and losses arising from changes in fair value are included in profit or loss in the period in which they arise.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

Held-to-maturity investments

These investments have fixed maturities, and it is the company's intention to hold these investments to maturity. Any held-to-maturity investments held by the company are stated at amortised cost using the effective interest rate method.

Available-for-sale financial assets

Available-for-sale financial assets include any financial assets not included in the above categories. Available-for-sale financial assets are reflected at fair value. Unrealised gains and losses arising from changes in fair value are taken directly to equity.

Financial Liabilities

Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

Fair value

Fair value is determined based on current bid prices for all quoted investments. Valuation techniques are applied to determine the fair value for all unlisted securities, including recent arm's length transactions, reference to similar instruments and option pricing models.

Impairment

At each reporting date, the company assesses whether there is objective evidence that a financial instrument has been impaired. In the case of available-for-sale financial instruments, a prolonged decline in the value of the instrument is considered to determine whether an impairment has arisen. Impairment losses are recognised in profit or loss.

(k) Comparative Figures

When required by Accounting Standards, comparative figures have been adjusted to conform to changes in presentation for the current financial year.

Critical Accounting Estimates and Judgements

The directors of the Responsible Entity evaluate estimates and judgements incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data obtained both externally and within the Group.

Key Estimate – Biological Asset valuation

As referred to in Note 1(b) and Note 5, as required under the accounting standards the directors of the responsible entity make an estimate as to the market value of the standing sandalwood trees held by the scheme. The carrying value of the sandalwood trees at year end is shown in Note 5. The market value is calculated as the net present value of expected future cash flows. The estimates used in calculating the expected future cash flows include key assumptions on yields of heartwood and oil content of the trees, as well as assumptions as to the future price of sandalwood oil. The directors of the responsible entity also include assumptions on the expected future harvesting and processing (oil extraction) costs. All estimates are based on the best information currently available and where there is any doubt the entity uses the more conservative estimates.

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR 30 JUNE 2013 (CONTINUED)**

Key Estimate and Judgement – Provision for Impairment of Receivables

The entity assesses the likelihood of any impairment of the entity's receivables at each reporting date by evaluating those payments that are in arrears and making a judgement as to the likelihood of that receivable not being paid based on all knowledge available of the debtor. When recovery is assessed as doubtful, the entity estimates by how much the security held by the company against the receivable will be insufficient to adequately cover the debt and records a provision accordingly. The total provision for impairment of receivables at year end is shown in Note 3.

Key Judgement – Environmental issues

Balances disclosed in the financial statements and notes thereto are not adjusted for any pending or enacted environmental legislation and the directors understanding thereof. At the current stage of the company's development and its current environmental impact the directors believe such treatment is reasonable and appropriate.

The financial report was authorised for issue on 5 December 2013 by the board of directors of the responsible entity.

	2013 \$	2012 \$
2. CASH AND CASH EQUIVALENTS		
Cash at bank	-	-
3. TRADE AND OTHER RECEIVABLES		
Outstanding fees (i)	34,347	55,757
Less: Provision for impairment of receivables	(34,006)	(28,430)
	<u>341</u>	<u>27,327</u>
 (i) Outstanding fees represent moneys receivable from growers for the cost of establishment of the plantation. No interest has been charged on amounts due.		
4. OTHER ASSETS		
Current		
Prepayments (i)	8,000	8,000
Non Current		
Prepayments (i)	56,000	64,000
 (i) prepayments represent lease and management fees paid to the manager in advance of the period in which the lease and management services are to be provided.		
5. BIOLOGICAL ASSETS		
Sandalwood trees at net market value	14,700,385	30,283,583
	<u>14,700,385</u>	<u>30,283,583</u>
(a) Physical quantity of sandalwood trees planted and owned		
Number of sandalwood trees	52,114	58,312
Area under lease (Ha) (planted)	174.0	174.0
Area under lease (Ha) (to be planted)	0.0	0.0
Growers in project (units)	348	348

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR TO 30 JUNE 2013 (CONTINUED)

5. BIOLOGICAL ASSETS – CON'T

(b) Nature of Asset

Investors in the TFS Sandalwood Project 2005 who are referred to as "Growers" subscribed for Sandalwood Lots of size one-half of a hectare each upon which Sandalwood trees have been established.

The Sandalwood plantation is situated on blocks 8, 12, 13, 14 and 15 at King Location 384, approximately 8 kilometres from the Western Australian township of Kununurra.

The land upon which the Sandalwood plantation is located is owned by the Responsible Entity. Growers lease the land from the Responsible Entity for the duration of the Project. The Project will continue in operation until the date on which the last of the Growers has been advised that the produce of the Sandalwood crop from each leased area which is leased by the Grower has been harvested and that the relevant Lease and Management Agreement has been terminated but in any event, not later than 30 June 2021.

The net market value of the sandalwood trees have been determined in accordance with a Directors' valuation in accordance with the AASB's to reflect the market value of the plantation.

The sandalwood trees are subject to normal agriculture risks associated with forestry operations such as fire, pests and adverse weather conditions.

(c) Significant Assumptions

Significant assumptions made in determining the net market value of trees are:

- (i) 100% of the trees will be harvested within 15 years of being planted.
- (ii) The price of sandalwood is constant and determined by market prices, being \$2,500 USD/kg (2012: \$2,500 USD).
- (iii) Forecast of heartwood production at weighted average of 9.2kg (2012: 25kg) per sandalwood tree at a 25% moisture content.
- (iv) Projected oil content of 3.7% (2012: 3.7%) from forecast heartwood at a moisture content of 25%.
- (v) The cost expected to arise on harvest are constant in real terms and consists of the following:
 - Harvesting and processing (oil extraction) costs, estimated at \$16,000 (2012: \$16,000) per hectare and \$207 (2012: \$170) per litre of oil; and
 - Marketing and sales costs, estimated at 5% of proceeds.
- (vi) The pre-tax average real rate at which the net cash flows have been discounted by:
 - 13% (2012: 16%) for trees aged 6 to 10 years.
- (vii) Cash flows exclude income taxes and are expressed in real terms.
- (viii) US Dollar exchange rate used 1.094 AUD (2012: 0.976 AUD).

During the period the Responsible Entity (RE) was able to develop and test a model based on measurements of a standing tree (five years and older) that is able to more accurately predict the expected heartwood per tree. The RE then undertook an extensive inventory analysis of its plantations under management based on this model, and arrived at a more accurate average heartwood per tree to be applied in the RE's predictive model and as such is reflected in the assumptions made in determining the net market value of trees.

The RE also reviewed the discount rates used in the predictive model and decided to reduce the discount rates after taking the following into consideration:

- (i) Reduced risk due to the RE being able to more accurately estimate heartwood yield per tree.
- (ii) Reduction in the risk free rate (10 year government bond rate) over the last couple of years.
- (iii) The current weighted average cost of capital (WACC) for the TFS Group (of which the RE is a subsidiary) and the reduction thereof over the last couple of years.

Had the RE valued the trees using the same assumptions used in the prior year other than changes in the foreign exchange rate; then this would have resulted in the total carrying value being \$20.28m higher as well as an approximate increase in net profit after tax of \$20.28m.

(d) Financial Risk

The Responsible Entity is exposed to financial risks arising from changes in the price of sandalwood. The Responsible Entity does not anticipate that the prices will significantly decline in the foreseeable future. This risk does not have an impact on the cash flows of the business in the short term as the sandalwood trees still have at least 7 years until harvested.

**NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS
FOR THE YEAR TO 30 JUNE 2013 (CONTINUED)**

	2013 \$	2012 \$
6. TRADE AND OTHER PAYABLES		
Trust funds payable to responsible entity (i)	341	27,327
GST payable	-	-
	<u>341</u>	<u>27,327</u>

(i) Trust funds payable to responsible entity represents the sum of monies payable by growers to the responsible entity under the lease and management agreement yet to be paid across. No interest is payable on outstanding amounts.

7. UNEARNED INCOME

Current

Prepaid lease & management fees	<u>8,000</u>	<u>8,000</u>
---------------------------------	--------------	--------------

Non Current

Prepaid lease & management fees	<u>56,000</u>	<u>64,000</u>
---------------------------------	---------------	---------------

Represents lease and management fees recived in advance of services provided.

8. CASHFLOW INFORMATION

(a) Reconciliation of cash

Cash balance comprises:

Cash at bank	<u>-</u>	<u>-</u>
--------------	----------	----------

(b) Reconciliation of net operating income to net cash flows from operating activities

Net operating income	(15,583,198)	5,483,455
Adjustments:		
(Increase) / decrease in net receivables	26,986	83,483
(Increase) / decrease in prepayments	8,000	8,000
(Increase) / decrease in market value of sandalwood trees	15,583,198	(5,483,455)
Increase / (decrease) in payables	(26,986)	(83,483)
Increase / (decrease) in unearned income	(8,000)	(8,000)

Net cash inflow / (outflow) from operating activities.	<u>-</u>	<u>-</u>
---	----------	----------

9. RELATED PARTY DISCLOSURE

(a) Responsible Entity

The Responsible Entity of the TFS Sandalwood Project 2005 is TFS Properties Ltd, whose immediate and ultimate holding company is TFS Corporation Limited.

(b) Directors and Key management

The Directors and key management of the Responsible Entity during the period were:

Frank WILSON
 Ronald EACOTT
 Adam GILCHRIST
 Julius MATTHYS
 Stephen ATKINSON (Appointed 12 July 2012)
 Richard ALSTON (Chairman) (Resigned 3 October 2012)
 Ian THOMPSON (Resigned 12 July 2012)
 Tim CROOT (Resigned 12 July 2012)
 Quentin MEGSON – Chief Financial Officer
 Paulo CORREA – Operations General Manager

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR TO 30 JUNE 2013 (CONTINUED)

9. RELATED PARTY DISCLOSURE – CONT

(c) Fees paid or payable to the Responsible Entity

The Responsible Entity receives all Establishment, Lease and Management Fees which have been paid by the Project during the period.

The Responsible Entity provides Sandalwood plantation establishment and management services for TFS Sandalwood Project 2005 and carries out the custodial and administrative functions.

Transactions between TFS Sandalwood Project 2005 and TFS Properties Ltd result from normal dealings with that company as the Project's Responsible Entity and holder of a dealer's license.

(d) Holdings of Directors and Director Related Entities

A total of 22 lease interests are held by Directors or parties related to Directors on the same terms and conditions as other Growers.

(e) Key management compensation

No compensation has been paid by the scheme directly, or its responsible entity to key management personnel.

10. COMPLIANCE MATTERS

(a) Compliance Committee

The Compliance Committee during the period consisted of:

Ron Eacott (Chairman) – Director of TFS Properties Ltd
Robert Marusco – NKH Capital
John O'Brien – Optima Partners

The Compliance Officer during the year was Doug Verley of NKH Capital.

(b) Remuneration of Compliance Committee

\$6,153 (2012: \$5,249) (GST exclusive) was paid to the external members of the Compliance Committee by the Responsible Entity for provision of their services during the period ended 30 June 2013. No amount is outstanding at period end.

11. AUDITOR'S REMUNERATION

Bentleys are the auditors of the Project and the Project's Compliance Plan. During the year the auditors received remuneration in relation to the project of \$4,630 (2012: \$4,630).

12. OPERATING SEGMENTS

Identification of reportable segments

The Responsible Entity has identified one reportable segment for the Project, being the growing and harvesting of sandalwood trees, based on the internal reports that are reviewed and used by the board of directors (chief operating decision makers) in assessing performance and determining the allocation of resources.

The board reviews financial information on the same basis as presented in the financial statements and has therefore determined the operating segment on this basis.

Basis of accounting for purposes of reporting by operating segments

Accounting policies adopted

Unless stated otherwise, all amounts reported to the Board of Directors, being the chief decision maker with respect to operating segments, are determined in accordance with accounting policies that are consistent to those adopted in the annual financial statements of the Project.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR TO 30 JUNE 2013 (CONTINUED)

12. OPERATING SEGMENTS – CON'T

Segment assets

Where an asset is used across multiple segments, the asset is allocated to that segment that receives majority economic value from that asset. In the majority of instances, segment assets are clearly identifiable on the basis of their nature and physical location.

Segment liabilities

Liabilities are allocated to segments where there is a direct nexus between the incurrence of the liability and the operations of the segment. Borrowings and tax liabilities are generally considered to relate to the Project as a whole and are not allocated. Segment liabilities include trade and other payables and certain direct borrowings.

Geographic Segment

The Project operates in one geographical segment, being Australia.

13. SUBSEQUENT EVENTS

There has not been any matter or circumstance not otherwise dealt with in the financial report that has significantly affected or may significantly affect the Project.

14. FINANCIAL RISK MANAGEMENT

(a) Financial risk management

The Project's financial instruments consist mainly of trade and other receivables.

(i) Treasury risk management

The chief executive officer and chief financial officer of the responsible entity regularly analyse financial risk exposure and evaluate treasury management strategies in the context of the most recent economic conditions and forecasts. The overall treasury risk management strategy is to assist the project in meeting its financial targets, whilst minimising potential adverse effects on financial performance.

(ii) Financial risk exposures and management

The main risks the project is exposed to through its financial instruments are liquidity risk, foreign currency risk, credit risk, and agricultural risk.

Interest rate risk

The Project was not exposed to interest rate risk as at the balance date.

Liquidity risk

The project manages liquidity risk by monitoring forecast cash flows and ensuring that adequate unutilised borrowing facilities are maintained.

Foreign currency risk

The project is exposed to fluctuations in foreign currencies in relation to its valuation of biological assets and specifically the company owned sandalwood plantations.

Credit risk

Credit risk represents the risk that a counterparty will fail to perform contractual obligations under a contract. The Project's only credit risk exposure relates to debtors who comprise the receivable balance at 30 June 2013. A provision for impairment is recognised when collection of the full nominal amount is uncertain.

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR TO 30 JUNE 2013 (CONTINUED)

14. FINANCIAL RISK MANAGEMENT – CON'T

Agricultural risk

The project is exposed to agricultural risks in relation to the establishment and maintenance of its sandalwood plantations. These risks are managed by ensuring appropriate qualified staff (including foresters and agronomists etc) are employed to undertake and monitor the agricultural activities. Those activities are underpinned by manuals that have been developed to mitigate many of the risks attributable to the plantations.

Price risk

The project is exposed to commodity price risk in relation to its valuation of biological assets and specifically the project owned sandalwood plantations.

(b) Financial instruments

(i) As at 30 June 2013 the project had not entered into any derivative financial instruments, foreign exchange contracts, interest rate swaps or similar contracts.

(ii) Net fair values

The Project's financial assets and liabilities included in the Statement of Financial Position are carried at their net fair value. Refer to Note 1 for the methods and assumptions adopted in determining net fair values for Sandalwood trees.

(c) Sensitivity Analysis – Foreign currency risk, Price risk, Heartwood oil yield, Discount rate risk

The entity has performed a sensitivity analysis relating to its exposure to foreign currency risk and price risk at balance date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change to these risks.

Foreign currency risk sensitivity analysis

At 30 June 2013, the effect on profit and equity as a result of changes in the after tax value of the Australian dollar to the US Dollar, with all other variables remaining constant would be as follows:

	2013	2012
	\$	\$
Change in profit		
- improvement in AUD to USD by 5%	(606,883)	(1,218,620)
- decline in AUD to USD by 5%	606,883	1,218,620
Change in equity		
- improvement in AUD to USD by 5%	(606,883)	(1,218,620)
- decline in AUD to USD by 5%	606,883	1,218,620

Price risk sensitivity analysis

At 30 June 2013, the effect on profit and equity as a result of changes in the after tax price risk, with all other variables remaining constant would be as follows:

	2013	2012
	\$	\$
Change in profit		
- increase in sandalwood oil price by \$100/kg	443,750	998,521
- decrease in sandalwood oil price by \$100/kg	(443,750)	(998,521)
Change in equity		
- increase in sandalwood oil price by \$100/kg	443,750	998,521
- decrease in sandalwood oil price by \$100/kg	(443,750)	(998,521)

NOTES TO AND FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR TO 30 JUNE 2013 (CONTINUED)

14. FINANCIAL RISK MANAGEMENT – CON'T

Heartwood oil yield sensitivity analysis

At 30 June 2013, the effect on profit and equity as a result of changes in the after tax heartwood yield risk, with all other variables remaining constant would be as follows:

	2013	2012
	\$	\$
Change in profit		
- increase in heartwood oil yield by 10%	1,121,910	2,437,239
- decrease in heartwood oil yield by 10%	(1,121,910)	(2,437,239)
Change in equity		
- increase in heartwood oil yield by 10%	1,121,910	2,437,239
- decrease in heartwood oil yield by 10%	(1,121,910)	(2,437,239)

Discount rate risk analysis

At 30 June 2013, the effect on profit and equity as a result of changes in the after tax discount rate risk, with all other variables remaining constant would be as follows:

	2013	2012
	\$	\$
Change in profit		
- increase in discount rate by 2%	(1,347,510)	(2,795,710)
- decrease in discount rate by 2%	1,580,270	3,284,772
Change in equity		
- increase in discount rate by 2%	(1,347,510)	(2,795,710)
- decrease in discount rate by 2%	1,580,270	3,284,772

15. CONTINGENT ASSETS AND LIABILITIES

There are no contingent assets and liabilities during the period ended 30 June 2013.

16. PROJECT DETAILS

The registered office of the project is:

169 Broadway
Nedlands WA 6009

The principal places of project are

Head Office
169 Broadway
Nedlands WA 6009

Plantation
King Location 385, Packsaddle Road
Kununurra WA 6743

DIRECTORS' DECLARATION FOR THE YEAR TO 30 JUNE 2013

In accordance with a resolution of the Directors of TFS Properties Ltd, I state that:

In the opinion of the Directors:

- (a) the financial statements and notes of the registered Project are in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the registered scheme's financial position as at 30 June 2013 and its performance, as represented by the results of its operations and its cash flows for the period ended on that date; and
 - (ii) complying the Accounting Standards and the Corporations Regulations; and
 - (iii) the financial statements are in accordance with International Financial Reporting Standards issued by the International Accounting Standards Board
- (b) there are reasonable grounds to believe that the registered scheme will be able to pay its debts as and when they become due and payable.

On behalf of the Board
TFS Properties Ltd



Frank Wilson - Director
Dated: this 5 December 2013

To The Board of Directors

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

As lead audit director for the audit of the financial statements of TFS Sandalwood Project 2005 for the financial year ended 30 June 2013, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the *Corporations Act 2001* in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

Yours faithfully



BENTLEYS
Chartered Accountants



MARK DELAURENTIS CA
Director

DATED at PERTH this 5th day of December 2013