

STATE SUPER INVESTMENT FUND

UPDATED INFORMATION TO PRODUCT DISCLOSURE STATEMENT DATED 1 JANUARY 2008

**Issued by State Super Financial Services Australia
Limited ABN 86 003 742 756
AFS Licence Number 238430**

This Update should be read in conjunction with the Product Disclosure Statement dated 1 January 2008 ('PDS') relating to the four registered managed investment schemes that comprise the State Super Investment Fund ('Investment Fund').

The purpose of this Update is to advise you of:

1. Changes to investment managers;
2. Suspensions and delays in unit pricing and transaction processing;
3. Changes to regular reporting;
4. Fee rebates; and
5. How to complete your application form instructions.

1. Changes in investment managers

The investment managers for the International Equities asset class as at 1 January 2008 are set out on page 3 of the PDS. State Street Global Advisors, Australia, Limited, Epoch Investment Partners Inc and Schroder Investment Management Limited were appointed as managers in respect of this asset class and Wellington Management LLP, and AllianceBernstein Investment Management Australia Limited were removed, all with effect from 1 December 2009. In addition, Aberdeen Asset Managers Limited were appointed as a manager in respect of this asset class with effect from 1 March 2010.

Accordingly, the managers of the International Equities asset class as at the date of this Update are as follows:

'BlackRock Investment Management (Australia) Limited, Epoch Investment Partners Inc, State Street Global Advisors, Australia, Limited, Schroder Investment Management Limited, Walter Scott & Partners Limited and Aberdeen Asset Managers Limited.'

2. Suspensions and delays in unit pricing and transaction processing

Unit pricing and investment applications, withdrawal or switch requests may be suspended or delayed for various reasons which are beyond our control.

Accordingly, the PDS is amended as follows:

- (a) the following is inserted immediately after the last paragraph under the heading 'Unit prices and valuations' on page 10:

'We may suspend or delay unit pricing where:

- a significant event or incident occurs that has the potential to affect the investment markets; or
- an event occurs that has the potential to affect unit prices (such as an external investment manager being unable to provide current unit prices).

We are not responsible for any losses caused by these suspensions or delays.'

- (b) the following is inserted immediately before the last paragraph under the heading 'Processing of investment, withdrawal and switch transactions' on page 11:

'There may be situations where we delay or suspend the processing of investment application, withdrawal or switch transactions. This could occur, for example, because of the closure, termination or suspension of an external fund by an investment manager, where processing of a transaction would adversely affect the interests of others invested in a Fund or we are unable to realise sufficient assets to satisfy the transaction.

We are not responsible for any losses caused by these suspensions or delays.'



3. Changes to regular reporting

Under the heading 'Regular Reporting', page 11 of the PDS lists the types of reports you will receive from the Investment Fund, and how and when you will receive or can access these reports. Changes have been made to these rules since the PDS was prepared.

The following table summarises the current reporting regime:

TYPE OF REPORT	HOW AND WHEN MADE AVAILABLE
Transaction statement	A paper copy will be sent to you in the mail when you invest in, withdraw from or switch between any of the Funds in the Investment Fund.
Six monthly statement to 31 December	<p>If you have registered to view your account balances online, you may elect to receive:</p> <ul style="list-style-type: none"> ▶ An email notifying you that your six monthly statement can be viewed online; or ▶ A paper copy of your six monthly statement in the mail. <p>If you have not registered to view your account balances online, or have not made one of the above online elections, your six monthly statements will be sent to you in the mail.</p>
Annual Statement	<p>If you have registered to view your account balances online, you may elect to receive:</p> <ul style="list-style-type: none"> ▶ An email notifying you that your annual statement can be viewed online; or ▶ A paper copy of your Annual Statement in the mail. <p>If you have not registered to view your account balances online, or have not made one of the above online elections, your Annual Statements will be sent to you in the mail.</p>
Annual Tax Report	A paper copy will be sent to you in the mail on or before each 31 August.
Annual Report	<p>The Annual Report of the Investment Fund, containing information about the Investment Fund, together with the audited financial statements will be available from our website within three months after the end of each financial year.</p> <p>The direct link for the Annual Report is http://www.ssfs.com.au/go/our-products/annual-reports</p> <p>You can ask us to send you a copy of the Annual Report in mail the free of charge. Alternatively, we can notify you by email when the Annual Report is available on our website. Please see section titled 'Accessing information online' on page 11 of the PDS for further information.</p>
Documents lodged with ASIC in relation to the Investment Fund	<p>Each Fund in the Investment Fund is a 'disclosing entity' and, as required by law, is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASIC in relation to the Investment Fund may be obtained from, or inspected at, any ASIC office.</p> <p>You may also obtain a copy of:</p> <ul style="list-style-type: none"> (a) each Fund's annual financial report most recently lodged with ASIC; (b) any half-year financial reports lodged with ASIC in relation to any Fund in the Investment Fund; and (c) any continuous disclosure notices lodged with ASIC in relation to any Fund in the Investment Fund, <p>on request from State Super Financial Services Australia Limited free of charge by contacting one of our offices (see inside back cover of the Product Disclosure Statement).</p>

Important Note: Where interests in the Investment Fund are held jointly (eg. husband and wife), all reports will be sent to the joint investors at the one postal address – separate reports will not be provided to each joint investor.



4. Fee rebates

You may be entitled to a rebate of the management costs that apply to your account(s) in the State Super Investment Fund. The rebate applies if you and your spouse have a total account balance of more than \$1,000,000.

Accordingly, page 13 of the PDS is amended as follows:

- (a) the following section is inserted immediately under the heading 'Additional explanation of fees and costs':

'Rebating of management costs

You may receive a rebate of the management costs payable on your investment in the State Super Investment Fund, the State Super Personal Retirement Plan, the State Super Allocated Pension Fund and the State Super Term Allocated Pension Fund (each, an **eligible product**). The rebate applies to the management costs on the total account balance that exceeds \$1,000,000.

Eligibility criteria

You are eligible for a rebate if:

- you and your spouse (married, de facto or same sex) have a total account balance of over \$1,000,000 in one or more eligible products on any business day during each six month period; and
- at any time during the six month period, you were invested in the Capital Stable Fund, the Balanced Fund and/or the Growth Fund; and

- you are invested in one or more eligible products on the date the rebate is paid – this means that if you are not invested in any eligible product on the date the rebate is paid, no rebate shall be paid to you (although your spouse may still be entitled to the rebate if he or she satisfies the eligibility criteria).

The six monthly periods are 1 October to 31 March and 1 April to 30 September.

Payment of the rebate

The overall effect of the rebate is that:

- (a) the management costs on the first \$1,000,000 of the total account balance are as outlined in the table on page 12 of the PDS; and
- (b) the maximum management costs on the total account balance over \$1,000,000 is 0.99% p.a.

As described in the table on page 12 of the PDS, management costs are calculated and accrued each business day. Accordingly, the rebate is calculated on a daily basis, having regard to the daily total account balance. This means that you will not receive a rebate of management costs on any business day that your total account balance does not exceed \$1,000,000.

This means that your management costs will be as follows:

	MANAGEMENT COSTS ON FIRST \$1 MILLION OF TOTAL ACCOUNT BALANCE (PER DAY)	MAXIMUM MANAGEMENT COSTS ON REMAINDER OF TOTAL ACCOUNT BALANCE OVER \$1 MILLION AFTER REBATE (PER DAY)
Cash Fund	0.99% p.a.	0.99% p.a.
Capital Stable Fund	1.30% p.a.	0.99% p.a.
Balanced Fund	1.40% p.a.	0.99% p.a.
Growth Fund	1.50% p.a.	0.99% p.a.

Where your entitlement to a rebate is based on the total of your and your spouse's account balance, the rebate will be paid proportionately based on the account balance of each spouse on the date of payment.

The rebate will be allocated between the Funds that you are invested in on the date of payment. Accordingly, while the rebate represents a reduction in management costs of the Capital Stable Fund, the Balanced Fund and the Growth Fund each day in the six month period, part or all of your rebate would be paid to the Cash Fund if you are invested in the Cash Fund on the payment date.

We will normally pay the rebate within one month after the end of each six month period.

The rebate will be paid in the form of an allocation of additional units in the Funds that you are invested in at the date of payment of the rebate at the unit price for that day.

You should discuss the tax implications of these rebates with your financial planner.

Rebate methodology

The rebate for a six month period is calculated as follows:

1. Calculate the management costs (refer to page 12 of the PDS) deducted from each Fund you (and, if relevant, your spouse) are invested in (as an annual amount).
2. Convert the amount of management costs from Step 1 into an average rate of management costs payable on the total account balance.
3. Calculate the total management costs after the effect of the rebate (as an annual amount) by applying:
 - (a) the average rate calculated in Step 2 to the first \$1,000,000 of the total account balance; and
 - (b) 0.99% p.a. to that part of the total account balance that exceeds \$1,000,000.
4. Calculate the rebate amount (as an annual amount) by subtracting the management costs from Step 3 from management costs from Step 2.
5. Convert the annual amount of the rebate to an amount for the six month period.
6. Allocate the amount of the rebate from Step 5 between each Fund that you (and, if relevant, your spouse) are invested in at the time of payment.

For example, if you had \$1,050,000 invested in the State Super Investment Fund (\$500,000 in the Cash Fund, \$250,000 in the Capital Stable Fund and \$300,000 in the Balanced Fund) and your spouse had \$1,500,000 invested in the State Super Allocated Pension Fund (\$500,000 in the Cash Fund, \$600,000 in the Balanced Fund and \$400,000 in the Growth Fund) from 1 October to 31 March (assuming no change in value of investment) and you both otherwise satisfied the eligibility criteria, the rebates payable would be calculated as per page 5 of this update.



Example: Rebate Calculation (see page 4 for example assumptions)

Total management costs for you and your spouse <i>before rebate</i>	<p>Management costs for Cash Fund $= (\\$500,000 \times 0.99\% \text{ p.a.}) + (\\$500,000 \times 0.99\% \text{ p.a.})$ $= \\$9,900 \text{ p.a.}$</p> <p>Management costs for Capital Stable Fund $= \\$250,000 \times 1.3\% \text{ p.a.}$ $= \\$3,250 \text{ p.a.}$</p> <p>Management costs for Balanced Fund $= (\\$300,000 \times 1.4\% \text{ p.a.}) + (\\$600,000 \times 1.4\% \text{ p.a.})$ $= \\$12,600 \text{ p.a.}$</p> <p>Management costs for Growth Fund $= \\$400,000 \times 1.5\% \text{ p.a.}$ $= \\$6,000 \text{ p.a.}$</p> <p>Total management costs = \$31,750 p.a.</p>
Average management costs for you and your spouse <i>before rebate</i>	$= \$31,750 \div \$2,550,000$ $= 1.25\%$
Total management costs for you and your spouse <i>after rebate</i>	<p>Management costs for first \$1,000,000 $\\$1,000,000 \times 1.25\% \text{ p.a.} = \\$12,500 \text{ p.a.}$</p> <p>Management costs for amount over \$1,000,000 $\\$1,550,000 \times 0.99\% \text{ p.a.} = \\$15,345 \text{ p.a.}$</p> <p>Total management costs = \$27,845 p.a.</p>
Amount of rebate for you and your spouse (as an annual amount)	$= \$31,750 - \$27,845$ $= \$3,905 \text{ p.a.}$
Amount of rebate for six month period for you and your spouse	$= \$3,905 \times 183 \div 365$ $= \$1,957.85$
Allocation of rebate to your investment in the State Super Investment Fund	<p>Rebate allocated to Cash Fund $\\$500,000 \div \\$2,550,000 \times \\$1,957.85 = \\383.89</p> <p>Rebate allocated to Capital Stable Fund $\\$250,000 \div \\$2,550,000 \times \\$1,957.85 = \\191.95</p> <p>Rebate allocated to Balanced Fund $\\$300,000 \div \\$2,550,000 \times \\$1,957.85 = \\230.34</p>
Allocation of rebate to your spouse's investment in the State Super Allocated Pension Fund	<p>Rebate allocated to Cash Fund $\\$500,000 \div \\$2,550,000 \times \\$1,957.85 = \\383.89</p> <p>Rebate allocated to Balanced Fund $\\$600,000 \div \\$2,550,000 \times \\$1,957.85 = \\460.67</p> <p>Rebate allocated to Growth Fund $\\$400,000 \div \\$2,550,000 \times \\$1,957.85 = \\307.11</p>

Note: The above example is illustrative only and is based on the factors stated eg. the number of days in each six month period will vary. It should not be taken to provide an estimate of the rebate you or your spouse may be paid in any circumstances.

(b) the following paragraph is inserted immediately before the last paragraph under the heading 'Can the fees change?':

'The Trustee reserves the right to change the rebate percentage and/or the total account balance threshold and/or the eligibility conditions at any time. However, we will give you 30 days prior notice of any reduction in the rebate or increase in the total account balance threshold. We have the right to withhold the rebate if we consider the eligibility criteria are no longer met.'

5. How to complete your application form instructions.

Pages 18 and 19 of the PDS describe how to complete the application form. The application form has now been updated. Accordingly, this section of the PDS is deleted.

Dated: 3 May 2010



State Super **Investment Fund**

Product Disclosure
Statement

Date of Issue
1 January 2008



Australian Financial Services Licence No: 238430
ABN 86 003 742 756

Before you start

This Product Disclosure Statement (PDS) is designed to help you understand the main features of the registered managed investment schemes that comprise the State Super Investment Fund (Investment Fund) each of which was established on 22 November 1991.

The Investment Fund currently consists of four managed investment schemes. These are the:

Cash Fund	ARSN 090 078 443
Capital Stable Fund	ARSN 090 078 961
Balanced Fund	ARSN 090 077 991
Growth Fund	ARSN 090 078 103

It is important to bear in mind that this PDS contains general information only about the Investment Fund. It does not contain financial product advice nor does it take into account your specific objectives, financial situation or needs. We recommend that you read this PDS carefully and consult your financial planner before investing in the Investment Fund.

State Super Financial Services Australia Limited ABN 86 003 742 756, AFSL Number 238430 (referred to in this PDS as SSFS, the responsible entity, we, us) is the responsible entity of each of the schemes comprising the Investment Fund and issues the interests (called units) in each of these schemes. This PDS is issued solely by SSFS. No other person (whether or not related to SSFS) is responsible for any information contained in this PDS.

In this PDS, we refer to SSFS in two roles. Firstly, as the provider of financial planning services, and secondly, as the responsible entity of the four schemes that comprise the Investment Fund.

Your investment in the Investment Fund is subject to investment risk. This is because the value of your scheme (and accordingly, your investment in that scheme) may rise and fall, and at times the returns in a scheme may be negative. None of the New South Wales Government, the Australian Government, SSFS, the SAS Trustee Corporation, the Australian Reward Investment Alliance (ARIA), the investment managers we appoint or our service providers or their respective officers, employees or agents guarantee that your investment in the Investment Fund will increase or retain its value, guarantee the repayment of the money you invest in the Investment Fund or guarantee the performance of each scheme that comprises the Investment Fund

Information in this PDS may change from time to time. We may update this PDS by issuing a replacement PDS or a Supplementary PDS. However, if the change is not materially adverse to investors we may update this PDS by including the updated information in a separate document which may not be handed out with the PDS. A paper copy of any updated information will be given to you without charge on request.

This updated information can be obtained by:

- contacting your financial planner
- contacting one of our offices (see inside back cover)
- going to our website located at www.ssfs.com.au

Furthermore, we can change matters which are the subject of representations set out in this PDS at any time without notice.

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Registered Office

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Internet: www.ssfs.com.au

Who is State Super Financial Services Australia Limited?

We provide financial planning and funds management services to current and former New South Wales and Commonwealth public sector employees and their family members.

The financial planning service provides you with financial advice and assistance to enable you to develop your financial strategy and investment portfolio in consultation with one of our financial planners. In this way, we are able to assist you with many of the complex issues often associated with making investment decisions.

Our funds management service involves us acting as the trustee or responsible entity of a number of investment products, including as responsible entity of each scheme in the Investment Fund. We combine specialist investment managers to seek investment returns consistent with the objective and level of risk for each scheme. The investment managers are rigorously and continuously monitored to ensure compliance with their investment mandates. Because the investment managers manage significant pools of assets we are able to negotiate competitive investment management fees on your behalf.

Our combined financial planning and funds management services benefit you by having your financial strategy and investment managed by the one organisation, yet spreading your money across a number of investment managers and markets, through the use of SSFS investment products only.

What can our financial planning service offer you?

This service is designed to help you achieve your personal investment and financial goals.

The benefits you receive from our financial planning service include:

- ▶ access to a qualified financial planner who is trained and supported in the technical issues and changes that are important to financial planning;
- ▶ the development of a financial and investment strategy tailored to your individual needs;
- ▶ the preparation of a personal financial plan;
- ▶ the opportunity to review your financial needs with a financial planner;
- ▶ reporting on a half yearly basis.

The Investment Fund

The Investment Fund has been designed to allow you to develop your own financial strategy and investment portfolio in conjunction with your financial planner.



Investment process

Four investment options to choose from

A basic requirement of successful investment is diversification. You can choose to invest in one or a combination of up to four managed investment schemes (called Funds), each having a separate investment strategy. These are:

- ▶ the Cash Fund
- ▶ the Capital Stable Fund
- ▶ the Balanced Fund
- ▶ the Growth Fund

Details of these Funds including their investment strategies are set out on pages 4 to 5.

How do we manage your money?

We operate a multi-manager, multiple sector investment approach in which the assets of the Funds are managed by external specialist investment managers, through a series of discrete investment trusts, of which we are the trustee. We regularly monitor the investment performance of each Fund and the investment mandates of the investment managers. We may change investment managers from time to time without notice to you.

The mix of assets you will have exposure to will depend on the Fund(s) you choose to invest in.

There is a target allocation of assets between the asset classes for each Fund (called the strategic asset allocation for the Fund, which is set out on pages 4 to 5), based on the investment objective (goal) of that Fund. We may review and vary a Fund's strategic asset allocation from time to time, consistent with the investment objective of each Fund. We regularly review the assets associated with each Fund and, where necessary, take steps to buy and sell assets to maintain each Fund around its strategic asset allocation.

Derivatives may be used to manage risk or gain exposure to other types of investments, where appropriate. Derivatives are not used for speculation.

We currently do not have regard to labour standards or environmental, social or ethical considerations when appointing investment managers. Nor do we instruct our investment managers to take into account these considerations in their investment decisions (that is, decisions about selecting, retaining or realising an investment). Further, each of our investment managers have confirmed they currently do not take into account labour standards or environmental, social or ethical considerations in respect of investment decisions.

What are the asset classes?

The following paragraphs describe the various asset classes in which we currently invest. We may vary the asset classes from time to time.

Cash

This asset class includes short term debt securities issued with a term to maturity of less than one year. The securities are issued or guaranteed by the Australian Government (or the Government of a State or Territory of Australia), Australian banks and other issuers of high credit quality.

Vanguard Investments Australia Ltd currently manages this asset class.

Enhanced Cash

This asset class includes cash and investment grade higher yielding debt securities such as floating rate notes, mortgage backed securities, asset backed securities and corporate bonds. Investment grade securities are those rated at least BBB- by Standard & Poors or Baa3 or higher by Moody's.

The enhanced cash portfolio maintains an average duration similar to that of traditional cash investments.

Aberdeen Fund Managers Australia Limited currently manages this asset class.

Australian Fixed Interest

This asset class includes debt securities issued by the Australian Government or the Government of a State or Territory of Australia. It also includes investments in investment grade, higher yielding debt securities such as floating rate notes, corporate bonds and short-term securities.

Colonial First State Investments Limited and Barclays Global Investors Australia Limited currently manage this asset class.

International Fixed Interest

This asset class includes debt securities issued by the government of a country outside Australia and non-government investment grade, higher yielding debt securities such as floating rate notes, corporate bonds, asset and mortgage backed securities and short-term securities. International fixed interest investments are hedged 100% to the Australian Dollar. In simple terms, this means that the portfolio is protected against the full impact of increases and decreases in currency rate movements.

PIMCO Australia Pty Limited and Vanguard Investments Australia Ltd currently manage this asset class.

Australian Listed Property Trusts

This asset class includes units or ordinary shares of property trusts and property related companies, which are listed on the Australian Securities Exchange.

Challenger Managed Investments Limited and Vanguard Investments Australia Ltd currently manage this asset class.

Global Listed Property Securities

This asset class includes units or securities of property trusts and property related companies which are listed on the Australian and recognised overseas securities exchanges. Global listed property securities are hedged 100% to the Australian Dollar.

Deutsche Managed Investments Limited (RREEF), Cohen & Steers Capital Management, Inc., LaSalle

Investment Management (Securities), LP and S G Hiscock & Company Limited currently manage this asset class.

Australian Equities

This asset class includes ordinary shares, preference shares and other equity securities of companies or trusts listed on the Australian Securities Exchange.

Orion Asset Management Ltd, Barclays Global Investors Australia Limited, Fidelity International Limited, AllianceBernstein Investment Management Australia Limited and Vanguard Investments Australia Ltd currently manage this asset class.

International Equities

This asset class includes companies listed on a recognised overseas securities exchange. Investments include ordinary shares, preference shares and other equity securities or derivatives of companies or trusts listed on these exchanges. Currently, international equities are hedged to a benchmark of 50% to the Australian dollar. As this is a target, the actual level of hedging may change from time to time. State Street Global Advisors, Australia, Limited currently manages the hedging process.

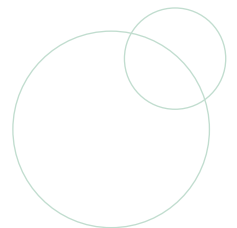
BlackRock Investment Management (Australia) Limited, Wellington Management Company LLP, Walter Scott & Partners Limited and AllianceBernstein Investment Management Australia Limited currently manage this asset class.

How are the assets of each Fund held?

We have appointed JPMorgan Chase Bank N.A. as Custodian, whose role is to:

- ▶ hold the assets of the Funds, and the discrete investment trusts in which the Cash, Capital Stable, Balanced and Growth Funds invest, on our behalf; and
- ▶ perform certain administrative, accounting, monitoring and reporting functions, for both the Funds and the discrete investment trusts.

We may replace the Custodian at any time without notice to you.

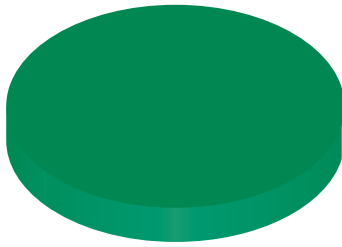
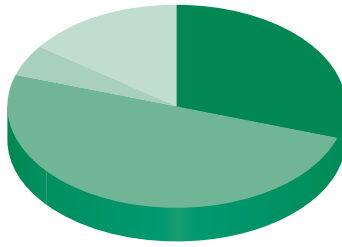


Investment options

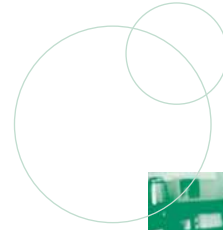
What are the differences between the Funds?

Each Fund has a different investment objective (goal) and strategy (way of achieving its goal). Each invests in different kinds of assets with the mix of assets depending on the objective of each Fund. There is a risk that your investment in a Fund will fall in value from time to time – the level of this risk varies with the objective, strategy and asset mix of the Fund. We recommend that you consult your financial planner prior to making your investment decision.

A description of each of the four Funds and their current strategic asset allocations is set out in the table below.

	Cash Fund	Capital Stable Fund																								
Objective	To achieve rates of return consistent with the yield on the UBS Warburg Australia Bank Bill Index.	To maintain the value of investors' capital while achieving a higher rate of return over the medium term than could be achieved through investments in cash or short term money market securities. Capital gains can be achieved, but there is also the risk of capital loss. Accordingly, the value of investments in the Fund may fall as well as rise in line with the changing value of the assets of the Fund.																								
Investment strategy	Primarily invests ¹ in short term debt securities with a maturity of less than one year. The securities are issued, guaranteed or otherwise supported by the Australian or State Governments of Australia (or their statutory authorities) or by Australian banks and authorised dealers in the short term money market.	Primarily invests ¹ in a portfolio of Australian fixed interest securities and Australian cash with a combined exposure of no more than 20% in listed Australian shares and property securities.																								
Risk profile	The risk of capital loss is expected to be low in the Cash Fund as it is primarily invested in short term debt securities with a maturity of less than one year.	The risk of capital loss in the Capital Stable Fund is expected to be moderate in the longer term as the assets of the Fund are predominantly invested in Australian fixed interest securities and Australian cash. Negative returns may occur.																								
Investor profile	Designed to suit investors with a time horizon of up to 2 years and who seek secure returns from cash.	Designed to suit investors who seek some capital growth over the medium term (3-4 years) while at the same time maintaining a relatively high level of capital security.																								
Current strategic asset allocations	 <table border="0" style="margin-left: auto; margin-right: auto;"> <tr> <td style="background-color: #008080; width: 15px;"></td> <td>Defensive assets</td> <td>100%</td> </tr> <tr> <td style="background-color: #008080; width: 15px;"></td> <td>Cash</td> <td>100%</td> </tr> </table>		Defensive assets	100%		Cash	100%	 <table border="0" style="margin-left: auto; margin-right: auto;"> <tr> <td style="background-color: #008080; width: 15px;"></td> <td>Defensive assets</td> <td>80%</td> </tr> <tr> <td style="background-color: #008080; width: 15px;"></td> <td>Cash</td> <td>30%</td> </tr> <tr> <td style="background-color: #008080; width: 15px;"></td> <td>Australian fixed interest</td> <td>50%</td> </tr> <tr> <td style="background-color: #c0c0c0; width: 15px;"></td> <td>Growth assets</td> <td>20%</td> </tr> <tr> <td style="background-color: #c0c0c0; width: 15px;"></td> <td>Australian listed property trusts</td> <td>5%</td> </tr> <tr> <td style="background-color: #c0c0c0; width: 15px;"></td> <td>Australian equities</td> <td>15%</td> </tr> </table>		Defensive assets	80%		Cash	30%		Australian fixed interest	50%		Growth assets	20%		Australian listed property trusts	5%		Australian equities	15%
	Defensive assets	100%																								
	Cash	100%																								
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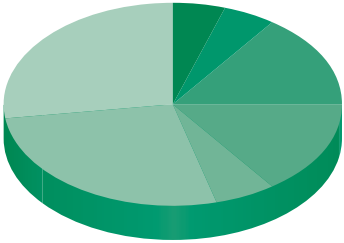
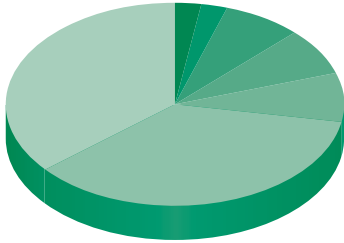
¹ Through discrete investment trusts



Further information

If you would like to obtain information about investment returns for the Investment Fund then go to our website located at www.ssfs.com.au or contact any of our offices.

Past performance is not a reliable predictor of future investment returns. Markets can be volatile and can move rapidly up or down.

Balanced Fund	Growth Fund	
<p>To invest in a broad range of asset classes which have the potential to achieve capital growth over the longer term. Capital gains can be expected to be achieved, but there is also the risk of capital loss.</p>	<p>To invest substantially in assets which achieve capital growth over the long term (7 or more years). Capital gains can be expected to be achieved, but there is also the risk of capital loss.</p>	<p>Objective</p>
<p>Primarily invests¹ in a portfolio of Australian and overseas investments including (but not limited to) Australian cash, fixed interest securities, listed property trusts, unit trusts and listed shares. Investments may include currency, futures and options contracts.</p>	<p>Primarily invests¹ in a broad range of Australian and overseas investments with a strong bias on capital growth. Such investments include (but are not limited to) listed shares and listed property trusts, interest bearing securities and deposits. Investments may include currency, futures and options contracts.</p>	<p>Investment strategy</p>
<p>Due to the investment characteristics of the assets held in the Fund, the performance of the Balanced Fund may be volatile, including the potential to experience a capital loss.</p>	<p>Due to the investment characteristics of the growth assets held in the Fund, the performance of the Growth Fund may be more volatile than the Balanced Fund including the potential to experience a capital loss.</p>	<p>Risk Profile</p>
<p>Designed to suit investors who wish to maximise their investment returns and are willing to accept a higher level of risk. Target timeframe is 5-6 years or longer.</p>	<p>Designed to suit investors who wish to maximise long term investment returns and are willing to accept a higher level of risk than the Balanced Fund. Target timeframe is 7 or more years.</p>	<p>Investor profile</p>
<div style="display: flex; justify-content: space-around;"> <div style="text-align: center;">  <p>Defensive assets 40%</p> <ul style="list-style-type: none"> Cash 5% Enhanced Cash 5% Australian fixed interest 15% International fixed interest 15% (100% hedged to the AUD) <p>Growth assets 60%</p> <ul style="list-style-type: none"> Global listed property securities 6% (100% hedged to the AUD) Australian equities 27% International equities 27% (50% hedged to the AUD) </div> <div style="text-align: center;">  <p>Defensive assets 20%</p> <ul style="list-style-type: none"> Cash 2.5% Enhanced Cash 2.5% Australian fixed interest 7.5% International fixed interest 7.5% (100% hedged to the AUD) <p>Growth assets 80%</p> <ul style="list-style-type: none"> Global listed property securities 8% (100% hedged to the AUD) Australian equities 36% International equities 36% (50% hedged to the AUD) </div> </div>	<p>Current strategic asset allocations</p>	

¹ Through discrete investment trusts



What are the risks of investing?

All investments involve some level of risk. Risk can generally be managed but may not be able to be avoided completely. These risks can be broadly grouped into two categories: operational (process) risks and investment risks. The following are some risk factors you should consider before investing.

Operational (process) risks

Fund risk – the Fund could be terminated, or we could be replaced as responsible entity.

Custodial risk – the Custodian holds the assets of the Funds and the discrete investment trusts in which the Funds invest. There are custodial risks associated with this duty not being properly performed. We mitigate this risk by having a rigorous and detailed assessment of the Custodian's capabilities prior to appointment, adhering to a policy of having formal agreements with the Custodian which detail the services and responsibilities it has been contracted to provide, and by undertaking periodic operational and performance reviews of the Custodian.

Compliance risk – compliance is continuously monitored both externally (by our Custodian) and internally (by our Investment and Compliance teams). Appointed investment managers are monitored for us by the Custodian for compliance against their individual investment mandates and investment guidelines. There is a risk that a breach may not be detected in a timely or effective manner.

Legislative risk – changes may be made to taxation and other laws, which may affect the value of your investment.

Counterparty risk – there is a risk of loss where the counterparty to a contract cannot meet its payment obligations. This risk is mitigated by appointing investment managers with appropriate credit assessment skills and imposing limits in the investment mandates.

Investment risks

Some of the investment risks you may be exposed to include:

Market risk – economic, technological, political or legal conditions can change which can adversely affect investment markets. In turn, this can adversely affect the value of your investments. We mitigate these risks by using a diversified mix of specialist investment managers who we believe are the most appropriate for each asset class.

Strategic asset allocation risk – the risk that the longer term strategic asset allocation of the Fund may not achieve its investment objectives. We mitigate this risk by careful research using our own expertise and that of specialist asset consultants.

Interest rate risk – change in interest rates can have a negative effect on investment value or returns. For example, the cost of a company's borrowings can increase or the income return on a fixed interest investment can be lower than expected. This risk is mitigated by hiring professional, specialist investment managers.

Currency risk – where we invest overseas, and the currency of the countries in which we invest changes in value relative to our dollar, the value of the investments will change. We mitigate this risk by managing the currency exposure as described on page 3 by employing specialist currency managers.

Manager selection risk – under a 'manager-of-managers' investment structure there is a risk that the combination of managers selected for each specialist sector may underperform their peer group. We mitigate this risk by careful research and monitoring of investment managers using our own expertise and that of specialist asset consultants.

In summary

There are risks in choosing to invest in managed investment schemes. There are also risks in choosing particular Funds as different asset classes perform differently at different times.

Since each Fund has a different investment mix, the risks associated with investing in each Fund are different. For example, the Cash Fund carries fewer risks than the Growth Fund due to the differing investments held and differing markets into which each invests.

How to invest

Who can invest?

We will only accept investments into the Investment Fund from Australian resident taxpayers. If at any time we are not satisfied that you qualify as an Australian resident taxpayer, we have the right under the trust deed to redeem your investment in full.

Further we may refuse to accept an application to invest in one or more Funds in the Investment Fund without giving reasons.

How much is needed?

Initial investments: The minimum initial investment in the Investment Fund is \$10,000 provided that the minimum amount invested in a Fund is \$500.

Additional investments: Each subsequent ad hoc investment in a Fund must be at least \$500, and each monthly investment in a Fund under the Regular Savings Plan must be at least \$100.

How can you invest in the Investment Fund?

Initial investments

To make an initial investment in the Investment Fund complete the application form on page 21 and send it to us together with, unless you are transferring from an existing SSFS product, your cheque to

Attention: Registry Services, State Super Financial Services Australia Limited (see address inside the back cover);

If your application does not specify the Fund(s) for investment, we will invest your initial investment wholly in the Cash Fund. However, you may be able to switch your investment from the Cash Fund, as outlined on page 8.

Additional investments (ad hoc)

After you have become a unitholder in the Investment Fund, additional 'ad-hoc' investments can be made at any time by forwarding a cheque to Attention: Registry Services, State Super Financial Services Australia Limited (see address inside the back cover) with the following details:

- ▶ your personal details; and
- ▶ the amount of your investment and the Fund allocation.

Alternatively, you can send a cheque with a completed additional application form (available from our offices).

If you do not specify the Fund(s) for investment, your monies will be invested wholly in the Cash Fund. However, you may be able to switch your investment from the Cash Fund, as outlined on page 8.

Additional investments (Regular Savings Plan)

You can arrange to make regular investments into the Investment Fund using the Regular Savings Plan. This facility involves us making automatic deductions from your bank, credit union or building society account on the 16th day of each month. If this is not a business day, the amount will be deducted on the first business day thereafter.

Please note: You should check whether your financial institution will charge you a fee for each withdrawal from your account before establishing a Regular Savings Plan.

A business day is a day other than a Saturday or Sunday that banks are open for business in Sydney.



Should you wish to take advantage of the Regular Savings Plan facility, complete the Regular Savings Plan application form on page 23.

If your application for the Regular Savings Plan does not specify the Fund(s) for investment, until you tell us otherwise, each investment made through the Regular Savings Plan will be invested wholly in the Cash Fund. However, you may be able to switch your investment from the Cash Fund, as outlined below.

How to switch and withdraw

Switching

A switch is the process of redeeming units in a Fund(s), and using the redemption proceeds to purchase units in another Fund(s). Please note that if you switch out all your units from the Cash Fund, any interest which has accrued but has not yet been paid to you will also be switched out.

You can switch a minimum amount of \$500 in one Fund (or the total of your investment in that Fund, if it is less than \$500) to one or more of the other Funds in the Investment Fund, at any time. You can arrange a switch by completing a switch notification form available from any of our offices or by providing the necessary details in writing to us.

Prior to switching, you should ensure that you have read the latest PDS for the Investment Fund (and all updates and supplements). The latest PDS (and any updates and supplements) will be provided to you free of charge upon request from any of our offices (see inside back cover). In any event, for so long as these switching arrangements apply, if we update the PDS with a Supplementary PDS or we replace the PDS we will send you the replacement PDS or Supplementary PDS after its issue.

There is no restriction on the number of times you may switch part or all of your investment. Switching will involve a disposal of units for tax purposes and may have capital gains tax consequences. It is recommended you consult with your financial planner before switching so as to understand the consequences of switching.

Withdrawals

You can make a withdrawal from a Fund by redeeming units in that Fund at any time. The minimum amount that can be withdrawn from any one Fund is \$500 (or the total of your Account Balance in that Fund, if it is less than \$500). This can be done by completing a redemption notification form available from any of our offices. It is recommended that you consult with your financial planner before withdrawing.

Should you redeem all units held in the Cash Fund, interest accrued on those units will be paid to you at that time.

You are entitled to withdraw your Account Balance at any time. Your Account Balance is calculated by multiplying the number of units held in each fund by the then prevailing unit price for each Fund and totalling these amounts. For example, if you had an account balance of \$100,000 then you would be entitled to withdraw this amount. You should note however, that the amount received will be dependent on the prevailing unit price at the date of withdrawal.

You should allow at least two business days after the processing of your withdrawal for the monies to be credited to your bank, credit union, or building society account.

Defaults on withdrawals and switches

If you request a withdrawal or switch and you fail to provide us with details of the Fund(s) from which you wish your units to be redeemed, or your request cannot be followed, we will deem that you have requested us to redeem sufficient units in order to satisfy your withdrawal or switch request in the following order:

- ▶ firstly, from the Cash Fund (until all funds are exhausted);
- ▶ secondly, from the Capital Stable Fund (until all funds are exhausted);
- ▶ thirdly, from the Balanced Fund (until all funds are exhausted);
- ▶ and finally, from the Growth Fund.

You should be aware that the above order for redeeming units may not be the best suited for your particular circumstances, therefore it is important that you provide us with full withdrawal details.

Monthly withdrawal facility

A Monthly Withdrawal Facility is available. The minimum amount that can be withdrawn under this facility is \$500 each month. Withdrawals under the Monthly Withdrawal Facility are processed on the 15th day of each month. If the 15th day of the month is not a business day, payments will be processed on the preceding business day. Withdrawals using this facility are made from your account using the default withdrawal arrangements described on page 8.

Payments are made directly to your bank, credit union or building society account. Payments are not made by cheque. Due to delays that may be experienced by your financial institution, you should allow at least a further 2 business days after processing of your withdrawal for the funds to be credited to your bank, building society or credit union account.

Transaction processing

Unit prices and valuations

Your investment in each Fund is represented by units in that Fund. The price of units in a Fund, that Fund's 'unit price', is:

- ▶ in respect of the Cash Fund, \$1.00 per unit; and
- ▶ in respect of the other Funds, based on the net value of the assets (assets minus liabilities) of the relevant Fund(s). Any rise or fall in the value of the Fund's investments is reflected in a corresponding rise or fall in the unit price.

Each of the Capital Stable, Balanced and Growth Funds is required to be valued at least weekly, however, we currently value each of these Funds as at the close of each business day. We may change this practice without notice to you. The unit price based

on that valuation is the applicable unit price for that day.

Income earned on an investment in the Cash Fund is accrued on a daily basis for each unit on issue and is accumulated for distribution to you.

Investment income earned on the investments referable to the Capital Stable, Balanced and Growth Funds, such as dividends and interest, capital gains, capital losses and costs are all reflected in each Fund's unit price.

The assets referable to the Capital Stable, Balanced and Growth Funds are valued at market prices. Assets may rise or fall in value.

Currently, the issue price of a unit is the same as the redemption price of a unit. This is because we do not currently apply a buy/sell spread to the unit prices for the Investment Fund. A buy/sell spread is effectively a fee that seeks to cover the costs incurred when buying and selling assets as a result of investments in or switches or withdrawals from a Fund. The responsible entity may choose to apply a buy/sell spread in the future. As the responsible entity does not apply a buy/sell spread, investors do not incur direct transaction costs when making investments in a Fund or switches or withdrawals from a Fund. Transaction costs (see page 13) are taken into account at the time the assets of a Fund are valued and are reflected in unit prices. Should we propose to change this in the future we will provide you with 30 days notice.

For your convenience, the latest available unit price information is available 24 hours a day on our charge free unit price hotline on 1800 060 061 or our website at www.ssfs.com.au.

We may exercise certain discretions that could affect unit prices on investment, switching or withdrawal in each of the Capital Stable, Balanced and Growth Funds. The types of discretions that we may exercise, in what circumstances, our policies on how we exercise the discretions and the reasons why we consider our policies are reasonable, are set out in our Unit Pricing Discretions Policy.

If we exercise a discretion in a way that departs from the policies set out in our Unit Pricing Discretions Policy, we are required to keep a record of this in a Register of Exceptions.

You can obtain a copy of our Unit Pricing Discretions Policy or Register of Exceptions, or both, free of charge, by calling any of our Regional Offices (see the Directory on the inside back cover).

Income and income distributions

Following the end of each income period (see below) for a Fund, other than for the Cash Fund, the net income (if any) of each Fund in which you are invested is distributed to you in proportion to the number of units you hold in the Fund at that time. For the Cash Fund, you will receive any income entitlement for each day that you hold units in that Fund during the period (less any income entitlement that has already been paid to you on those units during the income period).

Net income comprises both income (such as interest and dividends) plus any realised capital gains on assets sold. Realised capital gains (if any) are generally distributed at the end of the financial year. Instead of paying your distribution(s) into your bank, credit union or building society account, you can choose to purchase additional units (re-invest) in the same Fund(s) from which the distribution was made.

If you do not tell us whether you wish to have distributions paid to you or re-invested, income distributions (net of any tax withheld) will be automatically reinvested in the relevant Fund.

When are distributions paid?

The Cash, Capital Stable and Balanced Funds distribute the net income of each Fund as at the end of each September, December, March and June quarter. The Growth Fund's distribution periods are half yearly as at the end of December and June. Each quarter (for the Cash, Capital Stable and Balanced Funds) or six month period (for the Growth Fund) is known as an 'income period'.

The trustee may change the income period for a Fund at any time without notice.

Processing of investment, withdrawal and switch transactions

We generally process investment applications and withdrawal and switch requests each business day. If your investment application or your withdrawal or switch request is received **before 5.00pm** Sydney time on any business day, it will be processed using the unit price applicable for that day. This price is not known until Business Day 2. It is important to consider this when making your transaction request.

The following table illustrates transaction processing timeframes and applicable unit prices.

If received by 5:00pm Sydney time on any Business Day		
	Business Day 1	Business Day 2
Received by 5.00pm on Business Day 1	✓	
Business Day on which processed		✓
Unit price used	✓	

If we receive your investment application or your withdrawal or switch request **after 5.00pm** Sydney time on a business day, or on a day that is not a business day, we treat it as having been received before 5.00pm Sydney time on the next occurring business day and it will be processed using the unit price applicable for that next occurring business day.



Please note: if you ask for a unit price or investment valuation we can provide an historical unit price or investment valuation only.

You should allow at least two business days after the processing of your withdrawal for the funds to be credited to your bank, credit union or building society account.

You should be aware that the Investment Fund constitution allows up to 30 days for the completion of any withdrawal or switch from the Capital Stable, Balanced and Growth Funds.

Reporting

Regular reporting

When you invest in, withdraw from or switch between any of the Funds of the Investment Fund, you will receive a statement confirming the details of your transaction.

You will also receive a report for the six month period ending 31 December that will include: the total value of your investment in the Investment Fund as at 31 December, the number of units you hold in each Fund as at 31 December and details of any transactions during the period.

An Annual Statement for the 12 month period ending 30 June is also provided showing the total value of your investment in the Investment Fund as at 30 June, the number of units you held in each Fund as at 30 June as well as details of all transactions that have taken place during the financial year.

Also an Annual Tax Report for the 12 month period ending each 30 June will generally be issued towards the end of July. This report will assist you in preparing your Income Tax Return for the year.

An Annual Report for the 12 month period ending each 30 June containing a financial report for the Funds, together with a Directors' Report and Auditor's Report, will be available from our website within three months after the end of each financial year.

You can ask us to send you a copy of the Annual Report in the post free of charge. Alternatively, we

can notify you by post or, if you elect, by email when the Annual Report is available on our website.

If you prefer not to receive an Annual Report, or the notice of availability of the Annual Report, place a cross (x) in the appropriate box in section 10 of the application form.

Accessing information online

We offer you a service whereby you can view your Account Balance online via our website located at www.ssfs.com.au.

If you choose to use this service you will be issued with a unique password which in conjunction with your client code (provided to you by us at the time you first invest in any product issued by SSFS), can be used to access your investment information at any time. Use of this service is subject to the terms and conditions listed on the www.ssfs.com.au website.

Please see the application form instructions on page 18 for how to access this service.

Death Benefits

What happens on your death?

In the event of your death, your Account Balance in the Investment Fund:

- ▶ is paid to your Estate – if you are the sole investor;
- or
- ▶ is transferred to the surviving investor(s) – if you are a joint investor.



Fees and other costs

Government regulation requires us to provide the following consumer advisory warning:

DID YOU KNOW?

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

For example, total annual fees and costs of 2% of your fund balance rather than 1% could reduce your final return by up to 20% over a 30 year period (for example reduce it from \$100,000 to \$80,000).

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

You may be able to negotiate to pay lower contribution fees and management costs where applicable.

Ask the fund or your financial adviser.

TO FIND OUT MORE

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

Please note that the fees below are not negotiable.

This document shows fees and other costs that you may be charged. These fees and costs may be deducted from your money, from the returns on your investment or from the fund assets as a whole.

Taxes are set out in another part of this document.

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

TYPE OF FEE OR COST	AMOUNT				HOW AND WHEN PAID
	Cash Fund % p.a.	Capital Stable Fund % p.a.	Balanced Fund % p.a.	Growth Fund % p.a.	
Fees when your money moves in or out of the Fund					
Establishment fee The fee to open your investment.	Nil	Nil	Nil	Nil	This fee is not permitted under the trust deed.
Contribution fee The fee on each amount contributed to your investment – either by you or your employer.	Nil	Nil	Nil	Nil	This fee is not permitted under the trust deed
Withdrawal fee The fee on each amount you take out of your investment.	Nil	Nil	Nil	Nil	This fee is not permitted under the trust deed
Termination fee The fee to close your investment.	Nil	Nil	Nil	Nil	This fee is not permitted under the trust deed
Management Costs					
The fees and costs for managing your investment.	0.99	1.30	1.40	1.50	Management costs are calculated and accrued each day, and included in the calculation of the unit price of each Fund on each business day and paid monthly. Management costs are deducted from Fund assets at the end of each month.
Service Fees					
Investment switching fee* The fee to close your investment.	Nil	Nil	Nil	Nil	

* Currently nil, but is subject to change with 30 days notice.

Additional explanation of fees and costs

Taxation

Taxation costs are discussed on page 15.

Government charges

Where applicable, taxes will be deducted from your Account Balance. These deductions will be itemised in your Annual Statement (see page 11 for discussion of your Annual Statement).

Custodian's fee

The fee payable to the Custodian, for performing custody services for each Fund is included in the 'Management costs' in the table above.

The fee payable to the Custodian for performing certain non-custody services (administrative, accounting, monitoring and reporting functions for the discrete investment trusts in which the Funds invest) is paid by us from our own resources.

Transactional and operational costs

Transactional and operational costs are the costs of buying and selling assets associated with each Fund. They include brokerage, the costs of settlement and clearing of assets, and Government taxes and duties. Such costs are deducted from the assets relating to each Fund at the time they are incurred. Transactional and operating costs are reflected in the unit prices of the Funds.

Can the fees change?

Yes, fees can change. We may increase the management costs or may commence charging switching fees without your consent. Reasons for doing so might include changing economic conditions and changes in regulation.

The current fee we receive for overseeing the Investment Fund's operations which includes ongoing administration is less than the maximum fee of 1.5% per annum we are entitled to receive under the trust deed. We are also entitled to be reimbursed for certain costs, charges and expenses we incur.

Further, although we do not currently charge a switching fee, the trust deed allows a switching fee of \$100 (CPI indexed from 30 June 1993) to be charged per switch.

Currently the responsible entity has no intention of increasing the fees or charges payable by you for investing in the Investment Fund. We will give you 30 days prior notice of any increase in fees or charges or of any other change in fees or charges, as required by the law.



Example of annual fees and costs table for a balanced investment option

This table gives an example of how the fees and costs in the balanced investment option for this product can affect your investment over a 1 year period. You should use this table to compare this product with other managed investment products.

EXAMPLE – the Balanced Investment Option		BALANCE OF \$50,000 WITH TOTAL CONTRIBUTIONS OF \$5,000 DURING YEAR
Contribution Fees	Nil	You will not be charged a fee at the time of investing in the Fund.
PLUS Management Costs ¹	1.40%	And , for every \$50,000 you have in the fund you will be charged \$700.00 ² each year
EQUALS Cost of fund		If you had an investment of \$50,000 at the beginning of the year and you put in an additional \$5,000 during the year, you would be charged fees of: \$700.00^{2,3} What it costs you will depend on the investment option you choose and the fees you negotiate with your fund or your financial adviser.

¹ Management costs are the expected management costs for a 12 month period commencing on or after 1 January 2008.

² Plus between \$0 and \$70.00 on the \$5,000 contribution depending on whether it was contributed at the end of the year, during the year or at the beginning of the year.

³ This example assumes investment returns are zero. Management costs will also be incurred on any investment returns (net of tax) generated by the Fund.

Note: The example above is illustrative only and is based on the factors stated. It should not be taken to contain or provide an estimate of the management costs you will pay in relation to the Investment Fund.

Taxation

What tax is payable?

The following taxation information is a summary only of the main income tax issues affecting managed investment schemes. It is recommended that you contact your financial planner before investing in the Investment Fund in order to obtain tax information applicable to your own circumstances.

The Investment Fund does not pay tax as it is intended that investors will be 'presently entitled' to all of the income of the Fund.

You may be liable to pay tax on your share of the income of the Investment Fund in the year in which your entitlement arises (whether you receive your distribution in cash or reinvest after 30 June). Distributions could comprise:

- ▶ income (from dividends and interest);
- ▶ net capital gains (from the sale of the Funds' investments);
- ▶ tax offsets (like franking credits attached to dividend income and credits for tax paid on foreign income) which can reduce the tax you pay. You may be entitled to a refund of excess franking credits. Foreign tax credits can reduce the tax payable on your foreign source income.

Can a tax liability arise when you withdraw, switch or transfer?

Yes, Australian residents are generally subject to capital gains tax on gains when they withdraw any money (excluding withdrawals from the Cash Fund), including when a switch is made, or when units are transferred to someone else.

Distributions from the Investment Fund of tax-free or tax-deferred amounts may impact on the cost base of your units in the Fund for capital gains tax purposes.

Depending on the kind of taxpayer you are, and how long you have held your units, you may be entitled to a capital gains tax concession which can reduce your tax liability by up to one half. Where you have capital losses, and you offset them against a discount capital

gain, the discount capital gain must be grossed up to the nominal gain before offsetting the capital loss.

When units are redeemed from the Capital Stable, Balanced or Growth Funds (as a result of a switch or a withdrawal of funds) they will be redeemed in the following order from each Fund unless we are otherwise advised. Firstly, units which provide a capital loss (if any) are selected on a Last In First Out (LIFO) basis. Once these have been exhausted, units which provide a capital gain are selected on a lowest to highest gain basis.

Do you need to give your tax file number (TFN) or Australian business number (ABN)?

It's up to you, but we recommend it strongly. You can advise us of your TFN or ABN on the application form or otherwise notify us in writing.

If you choose not to provide your TFN or ABN and don't have an exemption, we must deduct tax at the highest marginal tax rate, plus the Medicare levy, before distributing your net income entitlement to you.

Additional information

Can you change your mind?

If you change your mind about investing in the Investment Fund, you have a 14 day cooling-off period to tell us in writing. This starts from the earlier of either:

- ▶ the day you receive confirmation of your initial investment; or
- ▶ the end of the 5th business day after the day on which we issue units in the Investment Fund to you.

You should be aware the amount refunded under the cooling-off rules may be less than the amount you invested. The amount refunded is based on the unit price for the business day in which we receive your request (provided it is received prior to 5.00pm

Sydney time on a business day), less any applicable tax.

Cooling-off does not apply to switching between Funds, distribution re-investments or regular savings plan investments.

You cannot exercise your cooling-off rights if you have exercised any other right or power you have in relation to the Investment Fund.

Any enquiries or complaints?

If you have an *enquiry* or would like further information about the Investment Fund, please contact a Client Service Officer at your nearest office - see inside back cover for contact details.

If you are not satisfied with the service or advice you receive from us, you are entitled to complain. We have established procedures to ensure all enquiries are answered and complaints are resolved.

Any *complaint*, should be directed in writing and sent to the General Manager - Financial Planning, State Super Financial Services Australia Limited, GPO Box 5336, Sydney NSW 2001.

We will respond to your complaint as quickly as possible and will make every effort to resolve your complaint within 45 days.

If your complaint is not satisfactorily resolved within 45 days you can refer your complaint to the Financial Industry Complaints Service (FICS) at PO Box 579 Collins Street West, Melbourne VIC 8007, phone 1300 780 808, fax 03 9621 2291 or email fics@fics.asn.au.

FICS is an independent body that deals with complaints arising in financial services.

Personal information

We respect the confidentiality of your personal information. The personal information we collect from you is used to establish and administer your account with us. Further, we are required to collect information such as your name, residential address and date of birth under the *Anti-Money Laundering*

and *Counter-Terrorism Financing Act 2006* (Cth). If you do not provide all the requested information, it may not be possible to process your application.

By signing the application form you consent to us using your personal information for the above purpose. If you think any of your data is out of date call one of our offices and they will update your information.

We may disclose information about you to:

- ▶ other financial institutions;
- ▶ Government bodies such as the Australian Taxation Office and Australian Transaction Reports and Analysis Centre;
- ▶ our service providers.

We will not disclose any information that we have about you unless:

- ▶ you agree;
- ▶ the law requires it;
- ▶ we need to do so to best manage your investment.

You may contact any of our offices to obtain details of any personal information we hold about you, subject to providing satisfactory identification.

There are limited situations where we may not provide this information.

Our responsibilities to you

The trust deed, this PDS and the law govern our relationship with you. You can inspect a copy of the trust deed during normal business hours at any of our offices without charge.

The trust deed limits our need to compensate you if we comply with our duties. In these circumstances, we do not need to compensate you for any loss you may suffer.

Anti-Money Laundering and Counter Terrorism Financing

Customer identification and verification

We are required to comply with the *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* (Cth).

This means that we may need to obtain information and documentation verifying your identity (identification documentation) when you first apply to invest in the Investment Fund and when undertaking transactions in relation to your investment.

If you are investing through a financial planner, your financial planner may ask to see either original or certified copies of your identification documentation and may retain copies of the documentation. If your application form is signed under Power of Attorney, we will also require a certified copy of the Power of Attorney and a specimen signature of the attorney.

If you are not investing through a financial planner and have not invested in another State Super Financial Services investment, we will ask to be provided with either the original or certified copies of your identification documentation and may retain copies of the documentation.

We may need to ask you for additional information about yourself or anyone acting on your behalf, either when we are processing your application or at some stage after we issue units in a Fund.

What identification documentation do you need to provide?

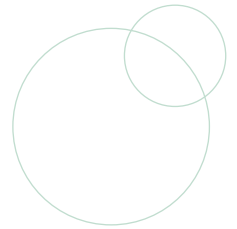
The actual identification documentation that you need to provide will depend on whether you are an individual investor or a non-individual investor such as a self-managed superannuation fund, trust or a company. We have outlined the required identification documentation in the Identification Verification Form.

If we do not receive all the required identification documentation or we are unable to verify your identity, we may not be able to proceed with your investment or a transaction in relation to your investment. We will contact you as soon as possible if we require more information.

Who can certify identification documentation?

Any of the following people can certify identification documentation as a true copy of an original document:

- ▶ Justice of the Peace
- ▶ Police officer
- ▶ Officer with 2 or more continuous years of service with one or more financial institutions (for the purposes of the *Statutory Declaration Regulations 1993*)
- ▶ Finance company officer with 2 or more continuous years of service with one or more finance companies (for the purposes of the *Statutory Declaration Regulations 1993*)
- ▶ Officer with, or authorised representative of, a holder of an Australian financial services licence, having 2 or more continuous years of service with one or more licensees
- ▶ Member of the Institute of Chartered Accountants in Australia, CPA Australia or the National Institute of Accountants with 2 or more years of continuous membership, i.e. an accountant
- ▶ Judge of a court
- ▶ Magistrate
- ▶ A person who is enrolled on the roll of the Supreme Court of a State or Territory, or the High Court of Australia, as a legal practitioner (however described), i.e. a lawyer
- ▶ Agent of the Australian Postal Corporation who is in charge of an office supplying postal services to the public
- ▶ Permanent employee of the Australian Postal Corporation with 2 or more years of continuous service who is employed in an office supplying postal services to the public
- ▶ Chief executive officer of a Commonwealth court
- ▶ Registrar or deputy registrar of a court
- ▶ Australian consular officer or an Australian diplomatic officer (within the meaning of the *Consular Fees Act 1955*)
- ▶ Notary public (for the purposes of the *Statutory Declaration Regulations 1993*)



How to complete your application form

All sections of the application form must be completed.

If you are making additional investments into the Investment Fund, please refer to Step 11.

Step 1 – Applicant name and address

Complete the name(s), address and other details of the person(s) making the investment in **Sections 2, 3 and 4** of the application form. For joint applications (e.g. husband and wife), both names must be shown. Page 17 discusses our obligations to identify and verify applicants.

Joint investors are treated as Joint Tenants under the trust deed.

You can nominate how you want to receive Annual Reports or notices of Annual Reports in **Section 10** of the application form. Under **Section 10** unless you have elected to receive a hard copy of the Annual Report for the Investment Fund (see page 11) or do not want to receive the Annual Report, we will send notices about the availability of the Annual Report and may send other notices and reports to you to the email address set out in **Section 4** of your application.

Applications are only accepted from resident Australian taxpayers.

If you would like to register for access to your investment details over the internet, please place a cross (x) in the 'Yes' box in **Section 2** of the application form.

Step 2 – Investment instructions and cheque details

You must complete **Section 5**. The minimum initial investment in each Fund is \$500 but the total initial investment must be at least \$10,000. If investing in more than one Fund, you must ensure your allocation across the Funds adds to 100%. If you would like a specific amount invested in one or more of the Funds, please state the dollar amount. Please make cheque(s) payable to '**State Super Investment Fund**' and crossed '**Not Negotiable**'. Cash investments are not accepted.

Step 3 – Income distribution instructions

Cross the appropriate income distribution method in **Section 6**, which applies to all Funds. If no selection is made, income distributions will be automatically reinvested in the relevant Fund. If you are having your income distributions credited directly to your bank, credit union or building society account please complete the financial institution details in **Section 6**. Please do not use the numbers from any plastic card. Refer to the Bank/State/Branch (BSB) code and account number quoted on your bank statement.

Step 4 – Tax file number

Complete **Tax File Number (TFN)** details in **Section 7**.

Collection of TFN information is authorised and its use and disclosure are strictly regulated by the tax laws and the Privacy Act. If you are providing your TFN or ABN to us, please quote a TFN or ABN for each applicant. If an exemption is claimed, both must be exempt in the case of joint applicants. Please note that it is not against the law if you choose not to give your TFN, ABN or exemption but if no TFN or ABN is provided or you have not claimed an exemption, tax is required to be withheld from distributions of net income to you. Once provided, your TFN will be applied automatically to any future investments in the Investment Fund where formal application procedures are not required (e.g. distribution investments). You have the right to indicate, at any time, that you do not wish to quote a TFN, ABN or exemption for an investment.

Exemptions: Exempt applicants should indicate the nature of their exemption on the application form in order to avoid tax being withheld from any income distribution.

Step 5 – Monthly Withdrawal Facility (minimum withdrawal \$500)

Complete the amount required (whole dollars only) and state the month in which you want your payments to commence in **Section 8**. Currently, withdrawals using this facility are processed on the 15th day of each month. If the 15th day of the month is not a business day, payments will be processed on the preceding business day. All payments will be paid directly into your nominated account with a bank, credit union or building society.

Due to internal delays that these institutions may experience, you should allow up to 2 business days after processing for the monies to be credited to your bank, building society or credit union account.

If you are having your Monthly Withdrawal Facility payments credited directly to your bank, credit union or building society account please complete the financial institution details in **Section 8**. Do not use the numbers from any plastic card. Refer to the Bank/State/Branch (BSB) code and account number quoted on your statement.

Step 6 – Joint applications

Complete the 'Joint Investors Only – Signing Authority' in **Section 9**. Failure to complete the authorised signatory instructions in **Section 9** will constitute an instruction to the responsible entity by the investors that either party may give instructions in relation to the investment.

Step 7 – Redemption Details (SSFS Product Transfers Only)

Complete **Section 13 only** if the monies used for this application are sourced from an SSFS product. Please indicate the following:

- ▶ Source client code, account number and product;
- ▶ Amount of monies to transfer and the funds from which it is taken;
- ▶ The type of redemption transaction;
- ▶ The retirement declaration, if applicable. Please leave blank if none of these options apply to you; and
- ▶ Sign and date the redemption request in the space provided.

Step 8 – Declarations and authorisation

You must ensure you read the declarations in **Section 11** before signing in **Section 12**. Applications cannot be accepted unless signed at **Section 12**. For joint applications, both parties must sign the application form. If the application form is signed by an Attorney, the Attorney states that he/she has no notice of revocation of the Power of Attorney under the authority by which the application form is signed. See page 17 for information about identification and verification of the Attorney.

Step 9 – Regular Savings Plan (minimum contribution \$100)

If you wish to participate in the Regular Savings Plan, please complete the Form on page 23 and read the conditions on page 7. Please ensure that you provide full details of the bank, credit union or building society account from which automatic deductions will be made (including the BSB number) together with your required monthly amount. Currently, the automatic deduction will occur on the 16th day of each month (if a business day), or the first business day thereafter. You should check whether your financial institution will charge a fee for each withdrawal from your account before establishing a Regular Savings Plan.

Step 10 – Where to lodge your application

Send your completed application form to Attention: Registry Services, State Super Financial Services Australia Limited (see address inside the back cover).

Step 11 – Additional investments

For additional deposits to an existing investment, please note that the last nominated income distribution instruction will apply. If you choose to complete new instructions, such instructions will apply to all funds held in the existing investment. Please ensure the application form is completed in accordance with the above instructions, and with the correct signatures.

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blank intentionally

8. MONTHLY WITHDRAWAL FACILITY

Complete this section if you wish to withdraw a regular monthly amount from your investment. Refer to the Product Disclosure Statement for details.

Specify the amount of your monthly withdrawal (minimum \$500)

\$, . 0 0

When would you like your monthly withdrawal to commence?

/

Bank, credit union or building society account details

Name of financial institution

Branch address

BSB number

Account number

Account name

9. JOINT INVESTORS ONLY – SIGNING AUTHORITY

If you do not cross a box we will assume "either party may sign". In the case of joint investors, the unitholding will be deemed to be held by both unitholders as joint tenants.

Who is required to sign?

Either party may sign Both parties must sign



10. DECLARATIONS AND SIGNATURE

I/We declare that:

- I am a current or former NSW or Commonwealth public sector employee or a family member of such a person.
- All information provided by me in this form is accurate and complete.
- I have received the current Product Disclosure Statement for the State Super Investment Fund (PDS) which accompanied this form.
- I have read, or have had the opportunity to read, the current PDS, as well as any supplements or on-line updates to the PDS.
- I agree to be bound by the PDS, supplements and updates as issued by the trustee from time to time.
- I agree to be bound by the trust deed for the State Super Investment Fund, as amended from time to time.
- I am an Australian resident taxpayer and will advise you if my residency changes.

Note: If this application is made by joint investors, the above declarations are made separately by each investor.

Agent's declaration (if applicable)

I agree and declare that:

- I am authorised by the Client to execute this application as agent for the Client.
- I understand and confirm that the Client understands the consequences of investing in the State Super Investment Fund.
- I take joint and several responsibility for the consequences of this application, and will reimburse and make the trustee whole in respect of any successful claims against the trustee made by or in respect of the Client in relation to this application.

Signature of Investor 1/Agent (as applicable)

Date

INVESTOR 1 / /

Signature of Investor 2 (if applicable)

Date

INVESTOR 2 / /

Please send your completed application form together with your cheque to Registry Services, State Super Financial Services Australia Limited.

11. REDEMPTION DETAILS (if applicable)

Complete this section only if this application arises from a transfer of proceeds from another State Super Financial Services investment.

Client code

Account number

Product

PRP IF AP

Investor name(s)

Transaction type

Full redemption Partial redemption

Complete only if 'Partial' redemption and if applicable

All but \$1 OR specify another amount \$, . 00

Specify amount to be redeemed from each Fund (for partials only) Office Use Priority All

Cash Fund	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
Capital Stable Fund	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
Balanced Fund	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
Growth Fund	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	<input type="checkbox"/>
Total Redemption	\$	<input type="text"/>	<input type="text"/>	<input type="text"/>	

Please indicate if one of the following situations applies to you:

- I have ceased an employment arrangement on or after turning age 60
- I am over age 55, have ceased working and do not intend to work 10 hours or more a week
- I am age 65 or more
- I am permanently incapacitated (with 2 medical certificates)
- The amount being withdrawn is Unrestricted Non-Preserved
- I have a terminal medical condition

Signature of Investor 1

Date

INVESTOR 1 / /

Signature of Investor 2 (if applicable)

Date

INVESTOR 2 / /

OFFICE USE ONLY

Commitment

Amount \$, . 00 Date due / /

Transaction Details – Registry Use Only

Transaction amount

\$, .

Cheque number

Cheque drawer

Commitment number

Investment Fund Regular Savings Plan Application

This application form is attached to the Product Disclosure Statement dated 3 May 2010.

Complete the form using a BLACK PEN and print in clear CAPITAL LETTERS.
Mark answer boxes with a cross (X).



REGULAR SAVINGS PLAN DETAILS

This section must be completed and signed by all investor(s). Regular Savings Plan investments will be made on the 16th day of each month if a business day, or the first business day thereafter.

Client code 1 Client code 2 Account number

Name of Investor 1

Title Surname

Given name(s)

Name of Investor 2

Title Surname

Given name(s)

Specify the total monthly amount of your Regular Savings Plan investment

\$, . (Minimum \$100)

Specify how much of the total monthly amount shown above you wish to invest in each Fund. You can choose to enter a percentage (which must total 100%) OR a specific amount. In the case of any inconsistency, the percentage you specify will prevail.

Name of Fund	Percentage	Specific Amount
Cash	<input type="text"/> %	\$ <input type="text"/> , <input type="text"/> . <input type="text"/>
Capital Stable	<input type="text"/> %	\$ <input type="text"/> , <input type="text"/> . <input type="text"/>
Balanced	<input type="text"/> %	\$ <input type="text"/> , <input type="text"/> . <input type="text"/>
Growth	<input type="text"/> %	\$ <input type="text"/> , <input type="text"/> . <input type="text"/>
	1 0 0 %	

I/We hereby authorise the Responsible Entity to debit each month from the account held with the financial institution nominated in the Direct Debit Request Schedule, the amount shown in this application form, for the purpose of purchasing additional units in the State Super Investment Fund. I/We have read and accept the conditions in the Direct Debit Request Service Agreement on the reverse side of this application form applicable to the use of the Regular Savings Plan. I/We have read and reviewed the information provided in the form and declare that the information provided is complete and accurate.

ALL INVESTOR(S) MUST SIGN AND DATE THIS SECTION

Signature of Investor 1

INVESTOR 1 / /

Signature of Investor 2 (if applicable)

INVESTOR 2 / /

DIRECT DEBIT REQUEST SCHEDULE

This section must be completed and signed by the person whose account the Regular Savings Plan investment will be taken from.

Name of account holder(s)

I/We authorise and request State Super Financial Services Australia Limited, Level 7, 83 Clarence Street, Sydney NSW 2000, (User ID 127461) to debit the account identified below through the Bulk Electronic Clearing System administered by the Australian Payments Clearing Association Limited, in accordance with the Direct Debit Request Service Agreement to which this Direct Debit Request form is a schedule.

Name of financial institution

Branch address

BSB number Account number +

Account name

Account holder's address

Street address

Suburb

State Postcode

Home phone no. (include area code) Work phone no. (include area code)

I/We acknowledge that this direct debit arrangement is governed by the terms of the Direct Debit Request Service Agreement received from State Super Financial Services Australia Limited and the terms and conditions of the Trust Deed of the State Super Investment Fund. I/We agree to be bound by these terms and conditions.

ALL ACCOUNT HOLDERS MUST SIGN AND DATE THIS SECTION

Signature of Account Holder 1

ACCOUNT HOLDER 1 / /

Signature of Account Holder 2 (if applicable)

ACCOUNT HOLDER 2 / /

State Super Investment Fund Regular Savings Plan Direct Debit Request Service Agreement

1. Our Commitment To You

- a) If State Super Financial Services Australia Limited (ABN 86 003 742 756) (hereafter referred to as “SSFS”, “we” or “us”) makes any material change to the terms of the drawing (debit) arrangements, we will give you at least 14 days notice in writing of these changes.
- b) SSFS will keep information relating to your nominated Financial Institution account confidential, except where required for the purposes of conducting direct debits with your Financial Institution or providing information to the sponsor Financial Institution in connection to a claim made on it relating to an alleged incorrect or wrongful debit.
- c) Direct Debits will be processed by SSFS on the 16th day (“Due Date”) of each month. Where the Due Date is not a business day, SSFS will process the direct debits on the first business day thereafter. As it is not certain that your nominated account will be debited on the same day that SSFS processes the direct debit, you should enquire with your Financial Institution directly to ascertain when your account will be debited.
- d) We will debit your nominated Financial Institution account and invest the amount debited into your account in the State Super Investment Fund, in accordance with the most recent Regular Savings Plan Application Form received from you.

2. Your Commitment To Us

It is your responsibility to:

- Ensure that your nominated Financial Institution account can accept direct debits, as direct debits are not available on all types of accounts. You should contact your nominated Financial Institution if you are uncertain whether your account can accept direct debits.
- Ensure there are sufficient cleared funds available in the nominated Financial Institution account to meet each drawing on the Due Date.
- Advise us immediately if the nominated Financial Institution account is transferred or closed or the account details change.
- Ensure that all account holders on the nominated Financial Institution account sign the Direct Debit Request (DDR) Schedule.
- Meet any Financial Institution charges resulting from the use of the Direct Debit System.

3. Your Rights

- a) You may alter the drawing arrangements at any time by written advice. Such advice should be received by us at least 5 business days before the Due Date, for any of the following:
 - stopping an individual drawing
 - deferring a drawing
 - suspending future drawings
 - altering the DDR Schedule
 - cancelling the drawings completely.
- b) Where you consider that a drawing on your nominated Financial Institution account has been initiated incorrectly, you should immediately contact your nearest SSFS Regional Office. If you do not receive a satisfactory response to your enquiry within two (2) business days you should contact the Registry Services Manager direct. If you are still not happy with our response you can address a formal complaint to the Company’s, Manager Financial Planning Support, GPO Box 5336 Sydney NSW 2001.

4. Other Information

- a) The details of your drawing arrangements are contained in the DDR Schedule attached to this agreement. You should check these details against a recent statement from your nominated Financial Institution to ensure they are correct.
- b) SSFS reserves the right to cancel drawing arrangements if two consecutive drawings are dishonored by your Financial Institution. If this occurs, we will contact you to arrange an alternate payment method which is suitable to both of us.

SSFS reserves the right to cancel or amend the terms of this Agreement at any time by giving you 14 days written notice.

Directory

Registry Services

GPO Box 5336 Sydney NSW 2001

Sydney

Clarence Street

Level 9, 83 Clarence Street, SYDNEY
GPO Box 5336 Sydney NSW 2001
Client Services: 02 9333 9500
Charge Free: 1800 222 211

Sydney

George Street

Level 12, 333 George Street, SYDNEY
GPO Box 5058, Sydney NSW 2001
Client Services: 02 8295 7950
Charge Free: 1800 985 950

Canberra ACT

86-88 Northbourne Avenue, BRADDON
PO Box 725 Civic Square ACT 2608
Client Services: 02 6232 2155
Charge Free: 1800 028 918

Melbourne VIC

Level 16, 440 Collins Street, MELBOURNE
GPO Box 2817 Melbourne VIC 3001
Client Services: 03 8615 3055
Charge Free: 1800 805 233

Brisbane QLD

Level 10, 133 Mary Street, BRISBANE
PO Box 15499 City East QLD 4002
Client Services: 07 3335 7055
Charge Free: 1800 357 085

Parramatta

Ground Floor, 90 Phillip Street, PARRAMATTA
PO Box 966 Parramatta NSW 2124
Client Services: 02 8895 2355
Charge Free: 1800 626 000

Newcastle

Level 2, 134 King Street, NEWCASTLE
PO Box 1765 Newcastle NSW 2300
Client Services: 02 4016 2255
Charge Free: 1800 807 855

Wollongong

Ground Floor, 47 Burelli Street, WOLLONGONG
PO Box 349 Wollongong NSW 2520
Client Services: 02 4231 2455
Charge Free: 1800 060 166

Penrith

Level 3, 311 High Street, PENRITH
PO Box 1014, Penrith NSW 2751
Client Services: 02 4724 4855
Charge Free: 1800 102 700

Central Coast

Level 2, 40 Mann Street, GOSFORD
PO Box 354 Gosford NSW 2250
Client Services: 02 4304 8255
Charge Free: 1800 801 965

Mid North Coast

40 Gordon Street, PORT MACQUARIE
PO Box 2117 Port Macquarie NSW 2444
Client Services: 02 6516 1455
Charge Free: 1800 676 839

North West NSW

Level 2, 24 Fitzroy Street, TAMWORTH
PO Box 297 Tamworth NSW 2340
Client Services: 02 6755 2055
Charge Free: 1800 248 609

Northern Rivers

193-199 River Street, BALLINA
PO Box 1078 Ballina NSW 2478
Client Services: 02 6686 1655
Charge Free: 1800 656 474

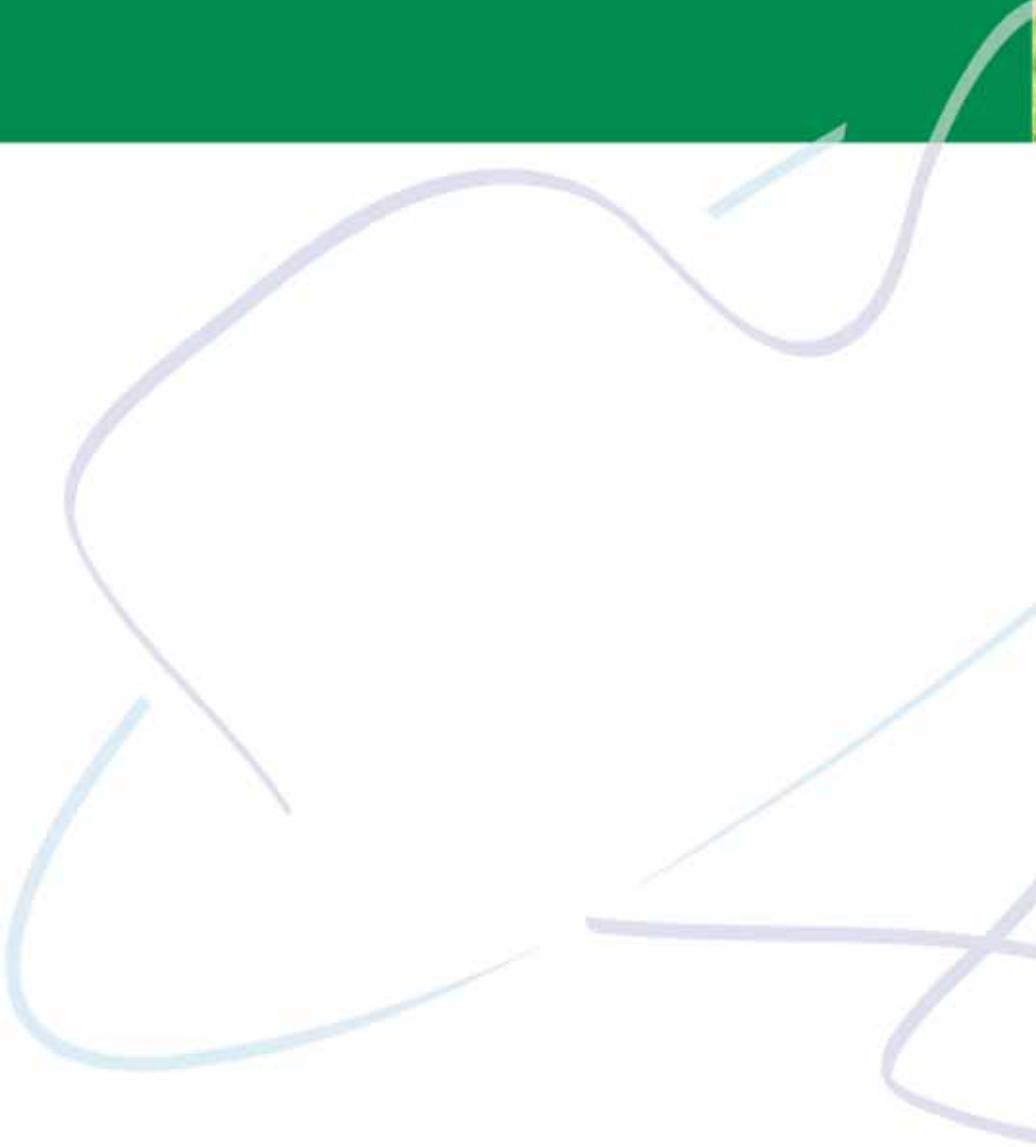
South West NSW

14 Morrow Street, WAGGA WAGGA
PO Box 13 Wagga Wagga NSW 2650
Client Services: 02 5908 1755
Charge Free: 1800 641 109

Central West NSW

180 Anson Street, ORANGE
PO Box 2381 Orange NSW 2800
Client Services: 02 5310 1855
Charge Free: 1800 803 708





STATE SUPER
**Financial
Services**
AUSTRALIA