

All Star KFM Income Fund

Supplementary Product Disclosure Statement

ARSN: 126 274 575

Equity Trustees Limited (“EQT” or “Responsible Entity”)

ABN:46 004 031 298 AFSL: 240975

Level 2, 575 Bourke Street, Melbourne, Victoria 3000



Date issued 1 July 2014

This is a Supplementary Product Disclosure Statement (“SPDS”) for the All Star KFM Income Fund (ARSN 126 274 575) (the “Fund”) Product Disclosure Statement (“PDS”) dated 01 February 2014.

This SPDS should be read in conjunction with the PDS. If you receive this SPDS electronically, EQT will provide you with a paper copy, free of charge, on request. Terms defined in the PDS have the same meaning in this SPDS unless defined otherwise in this SPDS.

The purpose of this SPDS is to update the information in the PDS in relation to the Australian Privacy Principles, requirements flowing from US legislation known as “FATCA” and minor fee disclosure changes to the Corporations Regulations.

The following replaces the Consumer Advisory Warning in “9) Fees and other costs” on page 19 of the PDS:

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 account 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.

Your employer may be able to negotiate to pay lower administration fees. Ask the fund or your financial adviser.

TO FIND OUT MORE

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

The following replaces the “Example of annual fees and costs” section in “9) Fees and other costs” on page 23 of the PDS:

Example of annual fees and costs for the Fund

This table gives an example of how the fees and costs for this managed investment 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 – All Star KFM Income Fund		BALANCE OF \$50,000 WITH A CONTRIBUTION OF \$5,000 DURING THE YEAR
Contribution Fees	Nil	For every \$5,000 you put in, you will be charged \$0.
Plus Management costs	0.85% p.a.	And, for every \$50,000 you have in the Fund you will be charged \$425 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 at the end of that year, you would be charged fees from: \$425* What it costs you will depend on the fees you negotiate.

*This example assumes the \$5,000 contribution occurs at the end of the year and so Management costs are calculated using the \$50,000 balance only. This example does not include performance fees. The Responsible Entity does not consider there is any reasonable basis on which it may estimate performance fees. To estimate for performance fees would involve speculation about the future performance of the Fund against its performance hurdle. The Responsible Entity therefore considers that to estimate for performance fees may potentially be misleading.



The following replaces the “Privacy Statement” in “11) Other Important Information” on page 26 of the PDS:

When you provide instructions to EQT or its related bodies corporate, EQT will be collecting personal information about you. You must ensure that all personal information which you provide to EQT is true and correct in every detail, and should your personal details change it is your responsibility to ensure that you promptly advise EQT of the changes in writing. This information is needed to facilitate, administer and manage your investment, and to comply with Australian taxation laws and other laws and regulations. Otherwise, your application may not be processed or EQT and its delegates will not be able to administer or manage your investment.

The information that you provide may be disclosed to certain organisations, including but not limited to:

- the ATO, AUSTRAC and other government or regulatory bodies;
- your broker, financial adviser or adviser dealer group, their service providers and/or any joint holder of an investment;
- organisations involved in providing, administering and managing the Fund, the administrator, custodian, auditors, or those that provide mailing or printing services; and
- those where you have consented to the disclosure and as required by law.

In some cases, the organisations to which EQT and its agents disclose your information may be located outside Australia. (including New Zealand, UK, USA, India, The Philippines, Malaysia) though it is not practicable to list all of the countries in which such recipients are likely to be located.

EQT may from time to time provide you with direct marketing and/or educational material about products and services EQT believes may be of interest to you. Should you not wish to receive this information from EQT (including by email or electronic communication), you have the right to “opt out” by advising EQT by telephoning +613 8623 5000, or alternatively by contacting us via email at privacy@eqt.com.au.

Subject to some exceptions allowed by law, you can ask for access to your personal information. We will give you reasons if we deny you access to this information. EQT’s Privacy Statement outlines how you can request to access and seek the correction of your personal information. EQT’s Privacy Statement is available at www.eqt.com.au and can be obtained by contacting EQT’s Privacy Officer on +613 8623 5000, or alternatively by contacting us via email at privacy@eqt.com.au.

EQT’s Privacy Statement contains information about how you can make a complaint if you think EQT has breached your privacy and about how EQT will deal with your complaint.

You should refer to EQT’s Privacy Statement for more detail about the personal information that EQT collects and how EQT collects, uses and discloses your personal information.

The following is added under “11) Other Important information” on page 27 of the PDS:

FATCA: The Fund will be required to comply with the US Foreign Account Tax Compliance Act (“FATCA”) when arrangements are made under Australian tax law. To comply with these requirements, the Fund will collect certain additional information from you and will disclose such information to the ATO or the US Internal Revenue Service, where required.



The following is added under “Glossary of important terms” on page 28 of the PDS:

US Person:

A person so classified under securities or tax law in the United States of America (“US”) including, in broad terms, the following persons:

- a. any citizen of, or natural person resident in, the US, its territories or possessions; or
- b. any corporation or partnership organised or incorporated under any laws of or in the US or of any other jurisdiction if formed by a US Person (other than by accredited investors who are not natural persons, estates or trusts) principally for the purpose of investing in securities not registered under the US Securities Act of 1933; or
- c. any agency or branch of a foreign entity located in the US; or
- d. a pension plan primarily for US employees of a US Person; or
- e. a US collective investment vehicle unless not offered to US Persons; or
- f. any estate of which an executor or administrator is a US Person (unless an executor or administrator of the estate who is not a US Person has sole or substantial investment discretion over the assets of the estate and such estate is governed by non-US law) and all the estate income is non-US income not liable to US income tax; or
- g. any trust of which any trustee is a US Person (unless a trustee who is a professional fiduciary is a US Person and a trustee who is not a US Person has sole or substantial investment discretion over the assets of the trust and no beneficiary (or settlor, if the trust is revocable) of the trust is a US Person); or
- h. any discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary for the benefit or account of a US Person; or
- i. any non-discretionary account or similar account (other than an estate or trust) held by a dealer or other fiduciary organised, incorporated or (if an individual) resident in the US for the benefit or account of a US Person.

Disclaimer: The information in this SPDS is of a general nature only and has not taken into account your individual investment objectives, financial situation or particular investment needs. Past performance is not necessarily indicative of future performance. This document is issued by Equity Trustees Limited, ABN 46 004 031 298, AFSL 240 975 as the responsible entity of the All Star and Ventura series of Funds. Investment can only be made on an application form attached to the PDS or through an IDPS operator using the IDPS version of the PDS, as issued by Ventura. Investors should consider the PDS and this SPDS before making an investment decision or deciding to continue to hold a product. Copies of the PDS are available from Ventura or your financial planner.



Product Disclosure Statement

All Star KFM Income Fund

ARSN 126 274 575

Contact details

If you have any questions or would like more information about All Star Funds

phone 1300 791 896

fax 1300 365 601

mail GPO Box 1406 Melbourne, Victoria 3001

web www.allstarfunds.com.au

Issued by Equity Trustees Limited
ABN 46 004 031 298, AFS Licence No. 240975

01 February 2014

Important Information

This Product Disclosure Statement ("PDS") was issued on 01 February 2014. This PDS is for the offer of interests in the All Star KFM Income Fund ARSN 126 274 575 (referred throughout this PDS as the "Fund").

The PDS has been prepared and issued by Equity Trustees Limited (ABN 46 004 031 298, Australian Financial Services Licence ("AFSL") No. 240975) in its capacity as the Responsible Entity of the Fund (referred throughout this PDS as the "Responsible Entity", "EQT", "us" or "we"). The Investment Manager is Ventura Investment Management Ltd (referred to throughout this PDS as "Ventura" or the "Investment Manager").

The Responsible Entity has authorised the use of this PDS as disclosure to investors and prospective investors who invest directly in the Fund, as well as investors and prospective investors who invest indirectly through an investor directed portfolio service, master trust, wrap account or an investor directed portfolio service-like scheme ("IDPS"). The operator of an IDPS is referred to in this PDS as the "IDPS Operator" and the disclosure document for an IDPS is referred to as the "IDPS Guide". If you invest through an IDPS, your rights and liabilities will be governed by the terms and conditions of the IDPS Guide. EQT consents to the use of this PDS by IDPS Operators who include the Fund on their investment menus but accept no responsibility for IDPS Operators or any failure by an IDPS Operator to provide Indirect Investors with a current version of this PDS as provided by EQT or to withdraw the PDS from circulation if required by EQT. Please ask your adviser if you have any questions about investing in the Fund (either directly or indirectly through an IDPS).

This PDS is prepared for your general information only. It is not intended to be a recommendation by the Responsible Entity, Investment Manager, any associate, employee, agent or officer of the Responsible Entity, Investment Manager or any other person to invest in the Fund. This PDS does not take into account the investment objectives, financial situation or needs of any particular investor. You should not base your decision to invest in the Fund solely on the information in this PDS. You should consider the suitability of the Fund in view of your financial position, investment objectives and needs. You should consult a licensed financial adviser to obtain financial advice that is tailored to suit your circumstances.

The Responsible Entity, Investment Manager, any associate, employee, agent or officer of the Responsible Entity, Investment Manager or any other person do not guarantee the success, repayment of capital or any rate of return on income or capital or the investment performance of the Fund. Past performance is no indication of future performance. Units in the Fund are offered and issued by the Responsible Entity on the terms and conditions described in this PDS. You should read this PDS in its entirety.

In particular, in considering whether to invest in the Fund, investors should consider the risk factors that could affect the financial performance of the Fund. Some of the risk factors affecting the Fund are summarised in Section 6.

All amounts quoted in this PDS are in Australian dollars ("AUD") unless stated otherwise.

The offer made in this PDS is available only to persons receiving this PDS in Australia (electronically or otherwise). If you received this PDS electronically we will provide a paper copy free upon request during the life of this PDS. Please call All Star Funds on 1300 791 896 for a copy.

This PDS does not constitute a direct or indirect offer of securities in the US or to any US Person as defined in Regulation S under the US Securities Act of 1933 as amended ("US Securities Act"). EQT may vary its position and offers may be accepted on merit at EQT's discretion. The units in the Fund have not been, and will not be, registered under the US Securities Act unless otherwise determined by EQT and may not be offered or sold in the US to, or for, the account of any US Person (as defined) except in a transaction that is exempt from the registration requirements of the US Securities Act and applicable US state securities laws.

Information in this PDS that is not materially adverse is subject to change from time to time. We may update this information. You can obtain any updated information:

- by calling All Star Funds on 1300 791 896; or
- by visiting All Star Funds website at www.allstarfunds.com.au

A paper copy of the updated information will be provided free of charge on request. Unless otherwise stated, all fees quoted in the PDS are inclusive of GST, after allowing for an estimate for Reduced Input Tax Credits ("RITC"), and all amounts are in Australian dollars.

Investment Manager

Ventura Investment Management Ltd
ABN 49 092 375 258 AFSL No. 253045

Custodian and Administrator

National Australia Bank Limited
ABN 12 004 044 937

Responsible Entity

Equity Trustees Limited
ABN 46 004 031 298 AFSL No. 240975

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1. Fund at a glance

	Summary	For further information																		
Name of the Fund	All Star KFM Income Fund																			
ARSN	126 274 575																			
Investment objective	To provide an income stream in excess of the 1-year Bank Bill Swap Rate (BBSW) which is the Fund's benchmark. The Fund is managed on an absolute basis and aims to produce a consistent return largely comprised of income generated from a diversified portfolio of liquid and Australian Securities Exchange ("ASX") listed securities, coupled with low volatility and some capital growth over time.	Sections 3 & 5																		
Fund Benchmark	The Fund's benchmark is the 1-year Bank Bill Swap Rate (BBSW).	Sections 3 & 5																		
Investment strategy and investments held	The Fund invests predominantly in high yielding securities listed on the ASX such as hybrid securities and corporate bonds (fixed and floating), unsecured fixed interest investments, property trusts, preference shares, utilities and infrastructure securities and high yielding ordinary shares, particularly bank shares, as well as government bonds and cash.	Sections 3 & 5																		
Type of assets and allocation ranges	<table border="1"> <thead> <tr> <th>Asset Type</th> <th>Range %</th> <th>Neutral %</th> </tr> </thead> <tbody> <tr> <td>Interest Rate Securities</td> <td>0-60</td> <td>30</td> </tr> <tr> <td>Utilities</td> <td>0-25</td> <td>12.5</td> </tr> <tr> <td>Property Trusts</td> <td>0-25</td> <td>12.5</td> </tr> <tr> <td>Buy & Write (Leading stocks & options)</td> <td>0-50*</td> <td>25</td> </tr> <tr> <td>Cash</td> <td>0-100</td> <td>20</td> </tr> </tbody> </table> <p>*Subject to a maximum net exposure limit of 25% after taking into account written option delta. Option delta is the ratio comparing the change in the price of the underlying asset to the corresponding change in the price of the derivative. For example, a delta of 0.7 means that for every \$1 the underlying asset increases, the Call option will increase by \$0.70.</p>	Asset Type	Range %	Neutral %	Interest Rate Securities	0-60	30	Utilities	0-25	12.5	Property Trusts	0-25	12.5	Buy & Write (Leading stocks & options)	0-50*	25	Cash	0-100	20	Sections 3 & 5
Asset Type	Range %	Neutral %																		
Interest Rate Securities	0-60	30																		
Utilities	0-25	12.5																		
Property Trusts	0-25	12.5																		
Buy & Write (Leading stocks & options)	0-50*	25																		
Cash	0-100	20																		
How hedging works in the Fund	The Fund is permitted to use futures and ASX exchange traded options for hedging purposes only. Kaplan Funds Management Pty Limited ("KFM" or the "Sub-Investment Manager") employs the buy & write strategy whereby covered call options are sold over the underlying physical securities holdings to generate income and partially protect the assets of the Fund.	Sections 3 & 5																		
Fund type	The All Star KFM Income Fund is a managed investment scheme which is registered with ASIC. When you invest your money in a managed investment scheme, your money is pooled together with other people's money. We use this pool of money to buy investments and manage them on behalf of all scheme investors. The Fund is deemed under ASIC guidelines to be a hedge fund for information disclosure purposes and this PDS has been prepared in accordance with hedge fund information disclosure requirements.	Sections 5.3 & 11																		
Investment in the Fund	Investors may invest in the Fund by applying for and being issued with units in the Fund. In general each unit represents an equal interest in the assets of the Fund subject to liabilities; however it does not give the investor an interest in any particular asset of the Fund.	Sections 2, 3, 5.3, 7, 8, 10 & 11																		

The type(s) of investor(s) for whom the Fund would be suitable.	Investors who want to maximise income returns by investing in income generating assets; and investors who are seeking some capital growth over the medium term and are willing to accept the possibility of negative returns over the shorter term. As a result of the investment strategy, the Fund's standard risk level is medium. Medium being the risk level determined when a Fund has 2 to less than 3 numbers of negative annual returns over any 20 year period. The standard risk level methodology was jointly developed by the FSC and ASFA.	Section 6
Recommended investment timeframe	At least 3 years. We recommend that you consider, with your financial adviser, the suggested investment period for the Fund in relation to your own investment timeframe. You should review this regularly to ensure that the Fund continues to meet your investment needs.	Sections 3 & 5
Minimum initial investment	\$20,000 or \$10,000 where you will be contributing to the regular investment plan.	Section 7
Minimum additional investment	\$5,000 or for the regular investment plan, \$250 each month.	Section 7
Minimum withdrawal amount	\$5,000	Section 7
Minimum balance	\$5,000	Section 7
Cut off time for applications and withdrawals	3.00pm Melbourne time on a Business Day	Section 7
Cooling Off	Yes – see Section 7 for details	Section 7
Valuation frequency	Daily	Sections 2, 3 5 and 7
Unit pricing	Daily	Sections 2, 3 5 and 7
Applications	Daily	Section 7
Withdrawals	Daily; usually processed within 5 Business Days and paid within 30 days	Section 7
Income distribution	Quarterly within 30 days after the end of March, June, September and December. Reinvested if not otherwise instructed.	Section 7
Management costs	0.85% (including GST less RITCs)	Section 9
Entry fee/exit fee	Nil	Section 9
Performance fee	A performance fee of 15.38% p.a. will be payable if the Fund's gross performance exceeds the Fund's benchmark of the 1-year Bank Bill Swap Rate (BBSW) plus 2% p.a. The performance fee is subject to a high water mark.	Section 9
Investment Reports and contact details	The Fund will provide annual and periodic reporting on the Fund's performance and key issues.	Sections 1, 2 & 8.

2. Benchmarks

The information summarised in this table and explained in detail in the identified section is intended to assist investors with analysing the risks of investing in the Fund. Investors should consider this information together with detailed explanation of various benchmarks and principles referenced throughout this PDS and the key risks of investing in the Fund highlighted in Section 6 of this PDS.

	Is the benchmark satisfied? If not, why not?	For further information
Valuation of assets This benchmark addresses whether valuations of the Fund's non-exchange traded assets are provided by an independent administrator or an independent valuation service provider.	Yes	Please refer to Section 8 of this PDS for further information
Periodic reporting This benchmark addresses whether the Responsible Entity of the Fund will provide periodic disclosure of certain key information on an annual and monthly basis.	Yes	Please refer to Section 8 of this PDS for further information.

3. Summary of Key Disclosure Principles

	Summary	Section (for further information)
Investment strategy	The Fund invests predominantly in high yielding securities listed on the ASX such as hybrid securities and corporate bonds (fixed and floating), unsecured fixed interest investments, property trusts, preference shares, utilities and infrastructure securities and high yielding ordinary shares, particularly bank shares, as well as cash. Option strategies are used for generating additional income and partial asset protection.	See Section 5
Investment Manager	<p>Ventura Investment Management Ltd ABN 49 092 375 258, AFS Licence No. 253045 ("Ventura") has been managing client portfolios in Australia for more than 10 years. Ventura is owned by Centrepoin Alliance Limited, a diversified financial services company listed on the Australian Securities Exchange.</p> <p>Ventura's investment philosophy for the All Star Funds focuses on delivering strong, sustainable returns through the appointment of high quality sub-investment managers. These independent managers are exclusively available to retail investors through the All Star Funds, including the All Star KFM Income Fund.</p>	See Section 4
Sub-Investment Manager	<p>Kaplan Funds Management Pty Limited ABN 98 079 218 643, AFS Licence No. 240815 ("KFM" or "Sub-Investment Manager") is the Sub-Investment Manager appointed for the Fund by Ventura. KFM was established by Mr Sam Kaplan in June 1998 to manage money for the professional investor market and various charities. Funds under management currently stand at approximately \$1.3 billion.</p> <p>KFM believes that wealth is accumulated through investing in productive businesses and sound assets managed in an active and disciplined manner to produce consistent returns. They have an orientation to generating income for investors, whilst aiming to limit capital loss.</p>	See Section 4

Fund structure	The Responsible Entity of the Fund is Equity Trustees Limited who has appointed Ventura Investment Management Ltd as the Investment Manager. Ventura appoints high quality Sub-Investment Managers. These independent managers are exclusively available to retail investors through the All Star Funds, including the All Star KFM Income Fund.	See Section 5.3
Valuation, location and custody of assets	National Australia Bank Limited has been appointed by EQT as the Custodian of the assets and Administrator of the Fund. The Custodian's role is limited to holding the assets of the Fund as agent of the Responsible Entity. The Administrator of the Fund provides administrative, accounting, registrar and transfer agency services. The Administrator is responsible for valuing and determining the Fund's Net Asset Value.	See Section 5.5
Liquidity	The majority of assets currently traded and held by the Fund are liquid and it is expected to be liquid for the purposes of the Corporations Act.	See Section 5.6
Leverage	It is not the intention of the Fund to borrow money, to gear or add leverage.	See Section 5.4
Derivatives	The Fund is permitted to use futures and ASX traded options for hedging purposes only. No OTC derivatives are permitted. The Sub-Investment Manager employs the buy & write strategy whereby covered call options are sold over the underlying physical securities holdings to generate income and partially protect the assets of the Fund.	See Section 5.8
Short selling	The Fund is not permitted to short sell.	
Withdrawals	Daily: Withdrawal requests received by All Star Funds Registry Services before 3.00pm Melbourne time will generally take effect on the same Business Day. Payment of withdrawals is usually made by deposit to your nominated bank account. Withdrawals are generally processed within 5 Business Days after receipt of a correctly completed withdrawal request. Circumstances where suspension or delay of withdrawals may occur are set out in Section 5.10.	See Section 7

4. Who is managing the Fund?

About the Responsible Entity - Equity Trustees Limited

EQT is a publicly listed company on the Australian Securities Exchange.

Established as a trustee and executorial service provider by a special Act of the Victorian Parliament in 1888, EQT today is a dynamic financial services institution which continues to grow the breadth and quality of the products and services on offer.

Specialist services of EQT include the provision of estate management services, trustee services, financial and taxation advice, personal investment advice – including superannuation – and Responsible Entity services for external fund managers. EQT's responsibilities and obligations, as the Responsible Entity of the Fund, are governed by the Fund's constitution ("Constitution") as well as the Corporations Act and general trust law.

EQT also assists not-for-profit and charitable organisations with their services and financial product needs and offers philanthropy advice to families and individuals seeking to establish charitable trusts.

EQT has, under an Investment Management Agreement ("IMA") delegated the investment management functions to the Investment Manager, Ventura, which will make investment decisions in relation to the Fund. Under the IMA, in the event that the Investment Manager notifies EQT that it wishes to replace EQT as the Responsible Entity of the Fund, EQT must convene a meeting of investors of the Fund to consider the appointment of the Investment Manager (or its nominated entity) as the new Responsible Entity of the Fund. If the investors resolve to replace EQT with the Investment Manager then EQT must

resign as the Responsible Entity of the Fund.

EQT reviews the Investment Manager on an ongoing basis to ensure it is managing the investments of the Fund in accordance with its duties under the IMA.

About the Investment Manager

Ventura has been managing client portfolios in Australia for more than 10 years. Ventura is owned by Centrepont Alliance Limited, a diversified financial services company listed on the Australian Securities Exchange.

Ventura's investment philosophy for the Fund focuses on delivering strong, sustainable returns through the appointment of high quality Sub-Investment Managers. These independent managers are exclusively available to retail investors through the range of All Star Funds.

Circumstances where the IMA may be terminated are as follows - by the:

- a. Investment Manager upon providing 20 Business Days' written notice;
- b. Responsible Entity upon providing 20 Business Days' written notice if the termination is necessary for the Responsible Entity to comply with its duties under any law; or investors of the Fund have passed an extraordinary resolution approving the termination and the Investment Manager has had reasonable opportunity to state its case prior to the meeting of investors;
- c. Responsible Entity by written notice to the Investment Manager if:
 - i. the Investment Manager goes into receivership, administration or liquidation;
 - ii. the Investment Manager ceases to carry on business in relation to its activities as an Investment Manager without consent of the Responsible Entity and an alternative Investment Manager has not been appointed;
 - iii. the Investment Manager materially breaches any provision of the IMA, or fails to correct any failure to perform any material representation, warranty or undertaking given by it under the IMA;
 - iv. the Investment Manager ceases to be part of the Centrepont Alliance Limited group;
 - v. the Investment Manager sells or transfers the main business and undertaking of the Investment Manager without consent of the Responsible Entity; or
 - vi. a relevant law requires the termination.

Other than the management fees, other material potential liabilities which may accrue to the Responsible Entity under the IMA are as follows:

- a. the Responsible Entity indemnifies the Investment Manager against losses or liabilities it incurs:
 - i. as a result of breach of the IMA by the Responsible Entity or any fraud or dishonesty of the Responsible Entity or its officers or supervised agents; or
 - ii. in connection with it acting under the IMA or on account of any bona fide investment decision except so far as any losses or liabilities are caused by any negligence, fraud or dishonesty of the Investment Manager or its officers or supervised agents.
- b. the Responsible Entity shall be responsible to any broker appointed by the Investment Manager for all brokerage and other charges arising from the brokers' implementation of any authorised transaction approved by the Investment Manager.

About the Sub-Investment Manager

KFM is the Sub-Investment Manager appointed for the Fund by Ventura. KFM was established by Mr Sam Kaplan in June 1998 to manage money for the professional investor market and various charities. Funds under management currently stand at approximately \$1.3 billion.

KFM, as a Sub-Investment Manager, decides the investments it will make in accordance with the performance objectives and risk management guidelines agreed with Ventura under an IMA. Ventura reviews the Sub-Investment Manager on an ongoing basis to ensure they are performing to investment expectations and managing the investments of the Fund according to the agreed processes.

KFM believes that wealth is accumulated through investing in productive businesses and sound assets managed in an active and disciplined manner to produce consistent returns. They have an orientation to generating income for investors, whilst aiming to limit capital loss.

Key individuals

Key individuals who will play a key role in the investment decisions of the Fund's investment strategy are:

Sam Kaplan - Managing Director, Kaplan Funds Management Pty Limited

Mr Kaplan has 35 years' investment management experience. He was the investment manager of Qube Holdings Limited from its foundation in 2006 until its restructure in 2011 and previously General Manager Investments of NRMA Insurance Group. Mr Kaplan is currently non-executive Deputy Chairman of Qube Holdings Limited.

Douglas Hew - Investment Manager and Director, Kaplan Funds Management Pty Limited

Mr Hew has 27 years' investment management experience. He was previously a director of Hopkins Partners and an investment manager of Potter Warburg Asset Management and Hambros Australia.

About the Custodian and Administrator

National Australia Bank Limited ("NAB") has been appointed by EQT as the Custodian of the assets and Administrator of the Fund. The Custodian's role is limited to holding the assets of the Fund as agent of the Responsible Entity. The Administrator of the Fund provides administrative, accounting, registrar and transfer agency services. The Administrator is responsible for valuing and determining the Fund's Net Asset Value. The Custodian has no liability or responsibility to you for any act done or omission made in accordance with the terms of the Custody Agreement. The Custodian makes no statement in this PDS and has not authorised or caused the issue of it.

The Custodian holds investments of the Fund as bare trustee and such investments are not investments of NAB or any other member of the NAB group of companies ("NAB Group"). Neither NAB, nor any other member of NAB Group, guarantees the performance of the Fund, or provide a guarantee or assurance in respect of the obligations of the Responsible Entity or its related entities.

5. How the Fund invests

5.1 Investment objective

To provide an income stream in excess of the 1-year Bank Bill Swap Rate (BBSW) which is the Fund's benchmark. The Fund is managed on an absolute basis and aims to produce a consistent return largely comprised of income generated from a diversified portfolio of liquid and ASX listed securities, coupled with low volatility and some capital growth over time.

5.2 Investment strategy

The Fund invests predominantly in high yielding securities listed on the ASX such as hybrid securities and corporate bonds (fixed and floating), unsecured fixed interest investments, property trusts, preference shares, utilities and infrastructure securities and high yielding ordinary shares, particularly bank shares, as well as government bonds and cash.

Description of the Fund's investment strategy:

i. typical asset classes:

Commonwealth or State Government Bonds; Fixed interest investments; High yielding securities including convertible notes, income securities, preference shares, hybrid securities, corporate bonds, property trusts and high yielding industrial shares such as bank, utility and infrastructure shares/securities listed on the ASX; Futures and exchange-traded options; and Liquids (deposits and securities with maturities of less than twelve months) and cash. No Over-the-Counter ("OTC") derivatives are utilised by the Fund.

ii. typical location and currency denomination of the asset

Asset Class	Currency	Responsible Custodian	Location of Custodian	Assets as a proportion of Net Asset Value of the Fund
Withdrawals	Australian dollars	National Australia Bank Limited	Australia	100%

iii. role of leverage, derivatives and short selling:

The Fund will not borrow money, to gear or to add leverage. The Fund is not permitted to short sell. The Fund is permitted to use futures and ASX exchange traded options for hedging purposes only. The Sub-Investment Manager employs the buy & write strategy whereby covered call options are sold over the underlying physical securities holdings to generate income and partially protect the assets of the Fund.

How the strategy will produce investment returns:

The Fund's objective is to provide income generation with some capital appreciation.

KFM seeks to achieve a rate of return in excess of the 1-year Bank Bill Swap Rate (BBSW) by investing in a combination of income producing sectors: cash, government bonds, hybrids and corporate interest rate securities, equities (leading companies under buy & write strategies, infrastructure, property trusts and utility stocks). The buy & write strategy involves buying selective shares and selling call options over those shares. This strategy gives away some of the upside potential from a shareholding but in return generates option premium income useful for downside protection or to enhance the income return from a shareholding.

KFM believes their primary goal is to construct a diversified portfolio which generates significant and sustainable income, benefiting from compounding, while protecting client's capital. KFM believes that wealth is accumulated through investing in productive businesses and sound assets managed in an active and disciplined manner to produce consistent returns. KFM's asset selection has a value orientation and relies on careful quantitative and qualitative research. Consequently, KFM employs an absolute return philosophy whereby they will actively alter the composition of the portfolio to reflect their views on the macro-economic environment in order to manage risk and return. The purpose of the macro-assessment is to identify investment conditions and any thematic or industry changes that may impact the investment environment and consequently identify potential opportunities or threats. Broadly, the investment process consists of four stages:

1. macro-economic analysis;
2. sector/stock/option selection;
3. investment review; and
4. portfolio construction.

Key dependencies or assumptions, underpinning the strategy's ability to produce investment returns (e.g. market conditions or interest rates):

The success of the Sub-Investment Manager's investment strategy is subject to a number of factors and subject to a number of key risks and assumptions. These risk factors and assumptions and the Fund's risk management measures are summarised in Section 6.

Diversification guidelines or limits are:

To view the type of assets and allocation ranges permitted by the Fund refer to page 4. No one investment is to exceed 15% of the Fund's market value at time of purchase. Derivatives may be used to cover 50% of the underlying physical value of the portfolio with the net delta adjusted exposure not exceeding 25% of the portfolio. Net delta is measured by calculating the physical weight less written option delta. Exchange-traded equity call and put options may be used for hedging purposes only with cash or script cover against short option positions. Options must be a derivative of authorised investments of the Fund. The Sub-Investment Manager will not deal on behalf of the Fund in short sales of securities.

Specific risks associated with the relevant investment strategy:

The risks of the Fund are the inherent risks associated with investing in high yielding securities listed on the ASX and the use of option strategies for generating income and asset protection. More information can be found in Section 6 "Managing Risks".

Key aspects of the Fund's risk management strategy:

KFM uses a number of proprietary real time tools to monitor the portfolio and to ensure Fund compliance within the portfolio sector allocation ranges and individual security constraints.

The Fund primarily attempts to reduce risk in three ways - diversification, liquidity and sector rotation. Diversification is achieved by investing in sectors that are lowly correlated and have less volatility relative to shares. In relation to options, positions are structured with varying maturities and strike prices to reduce the risk of exercise and provides for a regular review of open positions. Interest rate risk is managed through diversification across sectors that have either fixed or floating yield characteristics. Credit risk is managed through ensuring a substantial portion of listed interest rate securities are rated investment grade or issued by corporations with an investment grade rating. Liquidity is ensured by only investing in ASX listed securities. The mandatory redemption (securities reaches maturity) profile of the hybrid and corporate interest rate securities portfolio, also provides the Fund with liquidity that is non-market based. Sector rotation is viewed as an important source of risk management, enabling KFM to avoid sectors when the macroeconomic environment is less favourable.

The Fund is exposed to credit risk, which is the risk that the counterparty will be unable to pay amounts in full when they fall due. This refers to the issuer of a debt instrument failing to pay interest or repay the principal sum. The main concentration of credit risk, to which the Fund is exposed, arises from the Fund's investment in debt securities. The Fund is also exposed to counterparty credit risk on derivative financial instruments, cash and cash equivalents, amounts due from brokers and other receivables. Fixed interest assets of the Fund are exposed to credit risk.

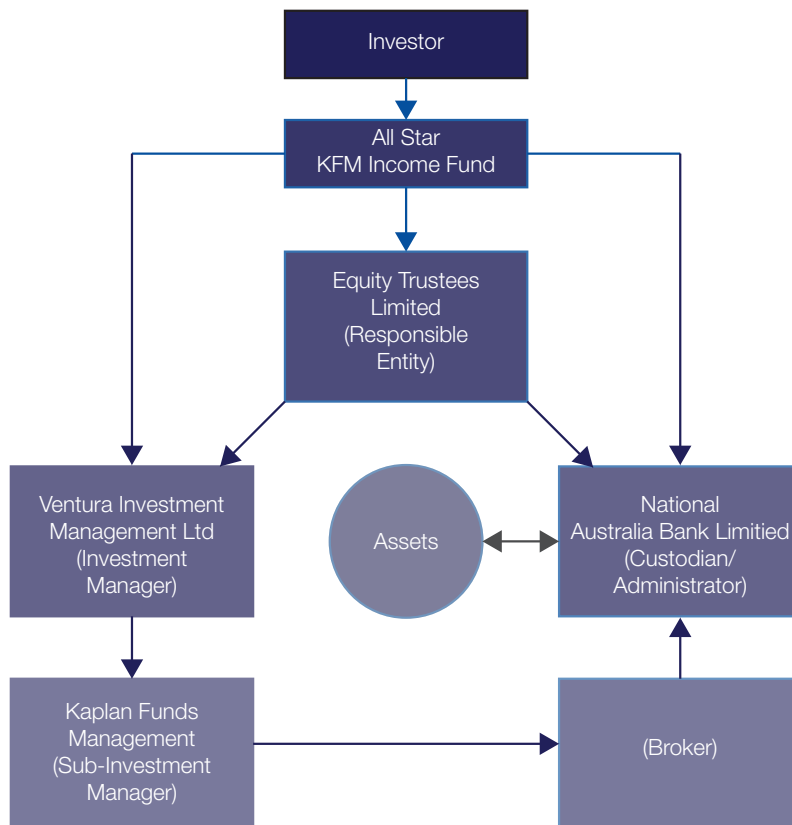
The mix of asset class/type ranges referred to on page 4 may be exceeded from time to time due to

a number of factors, such as large inflows into the Fund or through significant market movements. KFM aims to maintain the Fund's exposure within these ranges at all times. Where there is a material change to the investment strategy or the mix of asset class/type of the Fund we will give not less than 30 days prior notice to investors of the Fund. A material change in the investment strategy may occur after consultation between the Investment Manager and Responsible Entity, where it is determined that the current strategy is inappropriate to deliver the Fund's objective as a result of a substantial change to economic and/or investment conditions.

5.3 Fund Structure

The Fund is a registered managed investment scheme governed by the Constitution. The Fund comprises assets which are acquired in accordance with its investment strategy. An investment in the Fund is represented by the issue of units. Each unit in the Fund represents a proportional interest attributable in value to the underlying value of the net assets in the Fund having regard to the total number of issued units in the Fund. Unit prices are based on the value of all the investments in the Fund (which may rise and fall) less any liabilities of the Fund, and inclusive of the Buy-Sell Spread. Unit prices are calculated each Business Day and may change daily. EQT is the Responsible Entity for the Fund and has appointed Ventura as the Investment Manager who has appointed KFM as the Sub-Investment Manager to manage the investments of the Fund on a day to day basis. The Responsible Entity has engaged and entered into service agreements with a number of professional service providers to provide a range of investment, administration and back office services to the Fund, including custody, brokerage, administration services and transaction execution. The Responsible Entity with the assistance of Ventura will monitor the performance of the service providers against service standards set out in the relevant agreements.

Please refer to the diagram below:



5.4 Leverage

Leverage occurs when a fund has exposure to underlying assets which is more than the amount invested. This can occur as a result of borrowing money to invest or through the use of derivatives. The Fund's investment strategy does not involve the borrowing of money. However, the Fund will invest in derivatives to increase or decrease its exposure to investments but will not use derivatives to create leverage.

No OTC derivatives are utilised by the Fund.

5.5 Valuation, location and custody of assets

All assets in the Fund are independently valued by the Administrator. The majority of assets currently traded and held in the Fund are exchange traded and are valued on a mark to market basis at the close of trading each day.

The following list sets out the type of assets and allocation ranges:

Asset Type	Range %	Neutral %
Interest Rate Securities	0-60	30
Utilities	0-25	12.5
Property Trusts	0-25	12.5
Buy & Write (Leading stocks & options)	0-50*	25
Cash	0-100	20

*Subject to a maximum net exposure limit of 25% after taking into account written option delta.

Asset Class	Responsible Custodian	Location of Custodian	Assets as a proportion of Net Asset Value of the Fund
All	National Australia Bank Limited	Australia	100%

5.6 Liquidity

The majority of assets currently traded and held by the Fund are liquid. The Responsible Entity and Investment Manager expect that the Fund will be able to realise around 80% to 100% of its assets within 5 Business Days under normal market conditions and based on daily average volume over the last 12 months.

5.7 Short selling

The Fund will not engage in short selling.

5.8 Derivatives

The Fund is permitted to use exchange traded derivatives such as futures and ASX exchange traded options, for hedging purposes only. No OTC derivatives are used by the Fund.

The Sub-Investment Manager employs the buy & write strategy whereby covered call options are sold over the underlying physical securities holdings to generate income and partially protect the assets of the Fund.

Exchange traded derivatives have a visible and transparent market price as prices are published on the market exchange on which they are bought and sold. Exchange traded derivatives expose investors to minimal counterparty risk as the counterparty to the derivative contract is the Clearing House rather than another party – contracts are standardised and subject to rules and regulations of the relevant exchange (in the case of the Fund's investments, the ASX).

5.9 Withdrawals

The Fund trades predominantly in liquid instruments, therefore is not likely that withdrawal requests cannot be satisfied in virtually all market conditions

Payment of withdrawals is usually made by deposit to your nominated bank account. Withdrawals are usually processed within 5 Business Days after receipt of a correctly completed original withdrawal request although the Fund's Constitution allows longer under certain circumstances. They include:

- the closure of a securities exchange or trading restrictions on a security exchange;
- an emergency state of affairs;

or

- the realisation of investments not being able to be effected at prices which would be realised if investments were sold in an orderly fashion over a reasonable period in a stable market.

Where there is a suspension of withdrawals or where the proportion of liquid assets of the Fund falls below the specified thresholds under the Corporations Act, investors may not be able to withdraw their investments within the usual period upon request.

In the unlikely event that material changes to withdrawal rights are made, investors will be notified.

5.10 Suggested minimum investment timeframe

The suggested investment timeframe is at least 3 years.

5.11 Labour standards and environmental, social and ethical considerations

Whilst we intend to conduct our affairs in an ethical and sound manner, our investment criteria does not take into account labour standards, environmental, social or ethical considerations for the purpose of selecting, retaining or realising an investment of the Fund.

5.12 Fund performance

Up to date Fund performance is available by contacting the All Star Client Service Centre on 1300 791 896 Monday to Friday between 9.00am and 5.30pm Sydney time (excluding NSW public holidays) or online at www.allstarfunds.com.au.

5.13 Significant Benefits

The Fund aims to provide positive returns across a broad range of market conditions. Some of the significant benefits of investing in the Fund are as follows:

- Strong running yield with a diverse source of income plus franking credits.
- Absolute Returns: The Fund aims to provide positive investment returns across a broad range of market conditions in Australia.
- Diversified Returns: The Fund also intends to provide returns that have a low correlation to equity and bond markets.
- Allocation to assets that are liquid and transparent.
- Risk Management: The Fund has implemented systematic measuring, monitoring and management of investment risk.
- Regular Reporting: The Fund provides regular investment reporting (annual as well as periodic) with respect to your investment.

6. Managing risk

The Fund's strategy is to produce consistent returns largely comprised of income generated from a diversified portfolio of liquid and ASX listed securities, coupled with low volatility and some capital growth over time. The Fund primarily attempts to reduce risk in three ways - diversification, liquidity and sector rotation. Diversification is achieved by investing in sectors that are lowly correlated and have less volatility relative to shares. In relation to options, positions are structured with varying maturities and strike prices to reduce the risk of exercise and provides for a regular review of open positions. Interest rate risk is managed through diversification across sectors that have either fixed or floating yield characteristics. Credit risk is managed through ensuring a substantial portion of listed interest rate securities are rated investment grade or issued by corporations with an investment grade rating.

All investments have some level of risk. Different strategies carry different levels of risk, depending on the assets that make up the strategy. Managed investment schemes can invest in a range of asset classes – for example, cash, bonds, equities and property. The likely investment return, and the level of risk of losing money, is different for each investment depending on the underlying assets. Those assets with potentially the highest return (such as equities), may also have the highest long-term risk of losing money on a shorter term view.

The standard risk level of the Fund is medium. Medium being the risk level determined when a Fund has 2 to less than 3 numbers of negative annual returns over any 20 year period. The standard risk level methodology was jointly developed by the FSC and ASFA. The Fund is designed for those investors who want to maximise income returns with some capital growth and who are willing to accept the possibility of negative returns over the short term.

The appropriate level of risk for you will depend on a range of factors including your age, investment time frame, where other parts of your wealth are invested and how comfortable you are with the possibility of losing some of your money in some years.

Your financial adviser can help you understand investment risk and help you design an investment strategy that is right for you.

Key Risks of the Fund

Price Risk:

The Fund is exposed to equity securities and derivative securities price risk. This arises from investments held by the Fund for which prices in the future are uncertain. The level of returns may vary and future returns may differ from past returns. The value of investments will vary in line with movement in the value of the Fund's assets. Changes in the price of shares held for the Fund may result in a loss to the Fund.

Many factors drive share prices, including profits made by companies and industries, economic cycles, volume of trading, investor demand, business confidence and government and central bank policies. Derivatives can be used to manage risks, but may expose the Fund to other risks. This includes the risk that a derivative may be difficult or costly to reverse, or that there is a negative movement in the asset, interest or, exchange rate or index the derivative is designed to track. A derivative may involve gearing, that is, liability for a loss from a change in price of a security, currency or index which exceeds the amount of cash or assets initially required to establish the derivative. The type of derivatives which the Fund may invest in are exchange traded options.

Derivatives may be used to cover up to 50% of the underlying physical value of the Fund with the net delta adjusted exposure not exceeding 25% of the Fund. The Sub-Investment Manager mitigates this price risk through diversification and a careful selection of securities and other financial instruments in accordance with the IMA of the Fund.

Interest Rate Risk:

The Fund is exposed to interest rate risk on financial instruments with variable interest rates. Financial instruments with fixed rates expose the Fund to fair value interest rate risk. Changes in interest rates in Australia or overseas may adversely affect the value of fixed interest investments held by the Fund, as an increase in interest rates leads to a reduction in the value of a fixed interest investment and vice versa.

The Sub-Investment Manager monitors the Fund's overall interest sensitivity on a regular basis.

Credit Risk:

The Fund is exposed to credit risk, which is the risk that the counterparty will be unable to pay amounts in full when they fall due. This refers to the issuer of a debt instrument failing to pay interest or repay the principal sum. The main concentration of credit risk, to which the Fund is exposed, arises from the Fund's investment in debt securities. The Fund is also exposed to counterparty credit risk on derivative financial instruments, cash and cash equivalents, amounts due from brokers and other receivables. No OTC derivatives are used by the Fund. Fixed interest assets of the Fund are exposed to credit risk.

The Sub-Investment Manager monitors the Fund's credit position on a regular basis. Whilst there is no credit exposure limit the Sub-Investment Manager ensures that a substantial portion of the listed interest rate securities held are rated investment grade or issued by corporations with an investment grade rating.

Liquidity Risk:

Liquidity risk is the risk that the Fund may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous. If Fund investments are difficult to buy or sell, this can prevent the sale of an investment or the rebalancing of the Fund in a timely fashion and at a fair price. If the Fund is required to liquidate assets to settle withdrawals, there is a risk that liquidation may be made on unfavourable terms, subjecting the Fund to loss.

The Investment Manager is required under the IMA to ensure that no one investment is to exceed 15% of the Fund's market value at the time of purchase.

Leverage Risk:

The Fund will not borrow to invest and will not be leveraged through the use of derivatives. Leverage occurs where the level of exposure to investments exceeds the amount of cash invested.

Please refer to Section 5.2 for how risk management strategies are employed in our investment strategy.

Strategy Risk

The strategies employed by the Fund may prove to be incorrect or ill-timed resulting in losses in the Fund. Specific factors that may cause this risk are (but not limited to) an abrupt change to investment conditions negatively impacting interest rates, inflation, economic growth, political stability and other factors that may reduce the Fund's capacity to earn income from its investments and capital growth.

7. Investing and withdrawing

IDPS investors

The Responsible Entity has authorised the use of this PDS as disclosure to investors or prospective clients of IDPS and IDPS-like schemes. These are sometimes known as 'wraps' or 'platforms'. They provide investors with a menu of investment opportunities.

Investors who invest through an IDPS ("Indirect Investors") may rely on the information in this PDS to

give a direction to the operator of the IDPS to invest in the Fund on their behalf. The Responsible Entity agrees to provide notice to the operators of the IDPS promptly of any supplementary or replacement PDS that is issued under the Corporations Act.

Importantly, investors who invest in the Fund through an IDPS do not become unit holders of the Fund. In those instances the unit holder of the Fund is the operator of the IDPS. The unit holder's rights set out in this PDS may only be exercised by the operator of the IDPS on behalf of the investor for whom they have acquired the units.

Indirect Investors should read this PDS in conjunction with the offer documents issued by the IDPS Operator. Indirect Investors should complete the Application Form for their IDPS or IDPS-like scheme and receive reports concerning the Fund from their IDPS Operator. Enquiries should be directed to the IDPS Operator.

Initial applications

To invest, please complete the Application Form accompanying this PDS and forward with your cheque or direct debit request. Alternatively, payment can be made by EFT directly to the Custodian's bank account. Direct investors should also forward relevant certified identification documentation as outlined in the Application Form to:

All Star Funds Registry Services

**GPO Box 1406
MELBOURNE VIC 3001
Fax: 1300 365 601**

Please note that cash cannot be accepted. Indirect Investors investing through an IDPS should use the Application Form attached to their IDPS Guide (and not the Application Form attached to this PDS) to invest in the Fund.

At the date of this PDS, the minimum initial investment amount is \$20,000. If you are an Indirect Investor you should refer to the IDPS Guide or IDPS Operator for the minimum initial investment amount.

Additional applications

For additional applications you can either mail your completed Application Form to the address stated above, or fax it to the following number:

Fax: 1300 365 601

The same terms apply as for initial applications.

Terms and conditions for applications

Applications can be made at any time however for unit pricing purposes and income accrual purposes any application received after 3.00pm Melbourne time will generally be treated as having been received on the following Business Day.

Please note that we do not pay interest on Application money.

If you are an Indirect Investor, you need to contact your IDPS Operator regarding the cut-off times for pricing purposes.

EQT reserves the right to refuse any application without giving a reason. If for any reason EQT refuses or is unable to process your application to invest in the Fund, EQT will return your application money to you, subject to regulatory considerations, less any taxes or bank fees in connection with the application. You will not be entitled to any interest on your application money in this circumstance.

Under the Anti-Money Laundering and Counter-Terrorism Financing Act 2006 applications made without providing all the information and supporting identification documentation requested on the Application Form cannot be processed until all the necessary information has been provided. As a result delays in processing your application may occur.

Cooling off period

If you are a Retail Client you may have a right to 'cool off' in relation to an investment in the Fund within 14 days of the earlier of:

- confirmation of the investment being received or available; and
- the end of the fifth Business Day after the units are issued or sold.

A Retail Client may exercise this right by notifying EQT in writing at the address as stated above. A Retail Client is entitled to a refund of their investment adjusted for any increase or decrease in the relevant application price between the time we process your application and the time we receive the notification from you, as well as any other tax and other reasonable administrative expenses and transaction costs associated with the acquisition and termination of the investment.

The right of a Retail Client to cool off does not apply in certain limited situations, such as if the issue is made under a distribution reinvestment plan, switching facility or represents additional contributions required under an existing agreement. Also, the right to cool off does not apply to you if you choose to exercise your rights or powers as a unit holder in the Fund during the 14 day period; this could include selling part of your investment or switching it to another product.

Indirect Investors should seek advice from their IDPS Operator as to whether cooling off rights apply. The right to cool off may not apply if you are an Indirect Investor, even if you are a Retail Client. The terms and conditions of the IDPS Guide or similar type document will govern your investment in relation to the Fund and any rights you may have in this regard.

Making a withdrawal

Investors of the Fund can withdraw their investment by mailing or faxing a withdrawal request to:

All Star Funds Registry Services

GPO Box 1406

MELBOURNE VIC 3001

Fax: 1300 365 601

Access to funds

Except where the Fund is not liquid (see below) payment of withdrawals is usually processed within 5 Business Days by deposit to your nominated bank account provided your withdrawal request is received by 3.00pm on any Business Day. However, the Constitution of the Fund allows the Responsible Entity to make payment up to 30 days after receipt of a withdrawal request. The Responsible Entity reserves the right to postpone the processing and payment of withdrawals for the Fund subject to the above extensions of time.

If you have invested indirectly in the Fund through an IDPS, you need to provide your withdrawal request directly to your IDPS Operator. The time to process a withdrawal request will depend on the particular IDPS Operator.

Where a Fund is not liquid (as defined in the Corporations Act) an investor does not have a right to withdraw from that Fund and can only withdraw where the Responsible Entity makes a withdrawal offer to investors in accordance with the Corporations Act. The Responsible Entity is not obliged to make such offers. A Fund will cease to be liquid if less than 80% of the assets of that Fund are liquid assets. Broadly, liquid assets are money in an account or on deposit with a financial institution, bank accepted bills, marketable securities, other prescribed property and other assets that the Responsible Entity reasonably expects can be realised for their market value within the period specified in the Constitution for satisfying withdrawal requests while the Fund is liquid.

Terms and conditions for withdrawals

The Responsible Entity is not required to give effect to a withdrawal request if it is for less than the minimum withdrawal amount. EQT has the right to fully redeem an investor's investment in the Fund where their holding falls below the minimum balance amount. The minimum withdrawal amount is currently \$5,000. You should check the current PDS by visiting the All Star Funds website at www.allstarfunds.com.au at time of withdrawal to see if terms and conditions have changed. EQT will refuse to comply with any withdrawal request if the requesting party does not satisfactorily identify themselves as the investor. Withdrawal payments will not be made to third parties (including authorised nominees), and will only be paid directly to the investor's bank account held in the name of the investor at a branch of an Australian domiciled bank. By lodging a facsimile withdrawal request the investor releases, discharges and agrees to indemnify EQT from and against any and all losses, liabilities, actions, proceedings, account claims and demands arising from any facsimile withdrawal request.

The investor also agrees that any payment made in accordance with a facsimile withdrawal request shall be a complete satisfaction of the obligations of EQT, notwithstanding any fact or circumstance including that the payment was made without the investor's knowledge or authority. The investor agrees that if the payment is made in accordance with a facsimile withdrawal request, the investor and any person claiming through or under them shall have no claim against EQT in relation to the payment.

Distributions

Income is distributed quarterly to investors within 30 days after the end of March, June, September and December. In special circumstances, such as where there is a large withdrawal during a distribution period, we may change distribution periods by notice to investors.

Depending on your selection, your distributions will be paid directly to your nominated account or reinvested. The unit price for reinvestment will be the price applying on the last Business Day of the distribution period, adjusted for distributions. There are no transaction costs for income reinvestment.

If you do not make a selection or distributions cannot be paid into your account, distributions will be reinvested (less any bank charges), until you advise us otherwise.

The income of the Fund is paid to investors in proportion to the number of units held by the investor on the last day of a distribution period. As distributions are part of the unit price, the unit price will fall following a distribution. Investors who acquire units just before a distribution may receive some of their investment back immediately as income or investors who dispose of units just before a distribution may effectively turn income into capital.

Indirect Investors should review their IDPS Guide for information on how and when they receive any income distribution.

Valuation of the Fund

The value of the investments of the Fund is generally determined daily. Generally, investments will be valued at the next available market value but other valuation methods and policies may be applied by EQT if appropriate.

The value of a unit in the Fund is determined on the basis of the value of the investments in the Fund (after taking into account any liabilities of the Fund), in accordance with the Constitution of the Fund. The application price of a unit in the Fund is based on the NAV of the Fund divided by the number of units on issue plus an allowance for transaction costs required for buying investments. This allowance is known as the Buy Spread. At the date of this PDS, the Buy Spread is 0.25%.

Joint account operation

For joint accounts, each signatory agrees that their investment is as joint tenants. Each signatory is able to operate the account and bind the other to any transaction including investments, switches or withdrawals by any available means.

Appointment of personal representative to operate account

Investors may elect to appoint a personal representative to operate their account. The relevant sections on the Application Form need to be completed, including the name and signature of the personal representative, the signature of the investor and the date. Only investors can appoint personal representatives. If you appoint a personal representative we suggest that you ensure that:

- they cannot appoint another nominee; and
- the appointment lasts until cancelled by you in writing or by the Responsible Entity.

If the Responsible Entity determines that the circumstances require, the Responsible Entity may cancel an appointment by giving the investor 14 days notice in writing. If an appointment is cancelled, the Responsible Entity will not be obliged to act on the instructions of the personal representative. If the instructions are varied, the Responsible Entity will act only in accordance with the varied instructions. By completing and lodging the relevant sections on personal representatives on the Application Form you release, discharge and agree to indemnify the Responsible Entity from and against any and all losses, liabilities, actions, proceedings, account claims and demands arising from the Responsible Entity acting on the instructions of your personal representative.

You also agree that any instructions of your personal representative to the Responsible Entity, which are followed by the Responsible Entity, shall be a complete satisfaction of the obligations of the Responsible Entity, notwithstanding any fact or circumstance, including that the instructions were made without your knowledge or authority. You agree that if the personal representative's instructions are followed by the Responsible Entity, you and any person claiming through or under you shall have no claim against the Responsible Entity in relation to the instructions.

A personal representative can, among other things:

- apply for additional investment units;
- request that distribution instructions be altered;
- change bank account details,
- withdraw all or part of your investment; and
- enquire as to the status of your investment and obtain copies of statements.

Electronic instructions

If an investor instructs EQT by electronic means, such as facsimile or internet, the investor releases EQT from, and indemnifies EQT against, all losses and liabilities arising from any payment or action EQT makes based on any instruction (even if not genuine) that EQT receives by an electronic communication bearing the investor's investor code and which appears to indicate to EQT that the communication has been provided by the investor eg. a signature which is apparently the investor's and that of an authorised signatory for the investment or an email address which is apparently the investor's. The investor also agrees that neither they nor anyone claiming through them has any claim against EQT or the Fund in relation to such payments or actions. There is a risk that a fraudulent withdrawal request can be made by someone who has access to an investor's investor code and a copy of their signature or email address. Please take care.

8. Keeping track of your investment & contacting us

Enquiries

For any enquiries regarding your investment or the management of the Fund please contact All Star Funds:

Telephone 1300 791 896
Fax 1300 365 601
web www.allstarfunds.com.au

Complaints

If you are not completely satisfied with any aspect of our services regarding management of the Fund, please contact us.

EQT Client Services
Equity Trustees Limited
GPO Box 2307
Melbourne Vic 3001
Telephone 1300 555 378
Fax 03 8623 5395
Email equity@eqt.com.au
Website www.eqt.com.au

EQT seeks to resolve potential and actual complaints over the management of the Fund to the satisfaction of investors. If an investor wishes to lodge a formal complaint please write to:

Compliance Team
Equity Trustees Limited
GPO Box 2307
Melbourne Vic 3001
Email compliance@eqt.com.au

EQT will seek to resolve any complaint and will respond within 14 days of receiving the letter. If we are unable to resolve your complaint, you may be able to seek assistance from FOS:

Financial Ombudsman Service (FOS)
GPO Box 3
Melbourne Vic 3001
Telephone 1300 780 808
Fax 03 9613 6399
Email info@fos.org.au

Please include the EQT FOS membership number with your enquiry: 10395. FOS is an independent body that can assist you if EQT cannot. In order for a complaint to be considered by FOS, the claim must be less than \$280,000 (unless EQT and you agree otherwise in writing).

If you are investing through an IDPS, then enquiries and complaints should be directed to the operator of the IDPS, not EQT.

Reports

Regular, simple to read and complete reports are provided to investors in the Fund. These reports comprise:

- **Annual Report** including financial statements and auditor's report will be made available on the EQT website at www.eqt.com.au/insto from 30 September each year (you may elect to receive a hard copy of this report by indicating this in the appropriate place on the Application Form).
- **Transaction Reports** confirming all additional investments, withdrawals, and payments (issued following transactions and on request).
- **Distribution Statements** issued quarterly, notifying you of the value of your investment, income from investments and confirming the reinvestment or payment to your nominated account.
- **Tax Statements** issued annually, providing investors with taxation information including a detailed summary of the components of any distributions.

The Responsible Entity has and implements a policy to report on the following information as soon as practicable after the relevant period end:

- the liquidity profile of the portfolio assets as at the end of the period;

- the maturity profile of the liabilities as at the end of the period; and
- the key service providers if they have changed since the latest report given to investors, including any change in their related party status

The following information is available at www.allstarfunds.com.au and is disclosed monthly or, if less often, at least as often as investors have the right to redeem their investments and in reasonable time to allow investors to consider that information in making a decision whether to redeem their investment:

- the current total Net Asset Value of the Fund and the redemption value of a unit in each class of units as at the date the Net Asset Value was calculated; and
- for each of the following matters since the last report on those matters:
 - the net return on the Fund's assets after fees, costs and taxes;
 - any material change in the Fund's risk profile;
 - the actual allocation to each asset type;
 - the monthly or annual investment returns over at least a five-year period; or, if the Fund has not been operating for five years, the returns since its inception;
 - any change in the individuals playing a key role in investment decisions of the Fund; and
 - any material change in the Fund's strategy.

The method of calculation of the units is found in the Unit Pricing Policy which is available on the Fund's website at www.allstarfunds.com.au. The Fund is not currently a disclosing entity as defined by the Corporations Act. If the Fund becomes a disclosing entity (generally this will occur when the Fund has 100 investors or more), it will be subject to regular reporting and disclosure obligations. Investors (but not Indirect Investors) have a right to obtain a copy, free of charge, of any of the following documents:

- the most recent annual financial report ("Annual Report");
- any subsequent half yearly financial report lodged with ASIC after the lodgement of the Annual Report; and
- any continuous disclosure notices lodged with ASIC after the Annual Report but before the date of this PDS.

These documents can also be obtained from or inspected at an ASIC office. You can contact Ventura for updated information on performance, unit prices, fund size and other general information about the Fund. If you are an Indirect Investor, contact your IDPS Operator.

9. Fees and other costs

The generic warning statement below is required by law to be displayed at the beginning of the 'Fees and Other Costs' section of simple managed investment scheme PDSs. The example given in the warning statement does not specifically relate to any investments described within this PDS.

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 the fees based on your own circumstances, the Australian Securities and Investments Commission (ASIC) website (www.moneysmart.gov.au) has a managed investment fee calculator to help you check out different fee options.

The below table 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's assets as a whole.

Information about Taxation is set out in Section 10 of this document.

You should read all the information about fees and costs because it is important to understand their impact on your investment. For Indirect Investors, the fees listed in the 'Fees and other costs' section of this PDS are in addition to any other fees and charges charged by your IDPS Operator.

Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the Fund		
Establishment fee The fee to open your investment	Nil	There is no establishment fee payable when you set up your investment in the Fund
Contribution fee The fee on each amount contributed to your investment	Nil	There is no contribution fee payable when you invest in the Fund
Withdrawal fee The fee on each amount you take out of your investment	Nil	There is no withdrawal fee payable when you redeem investments from the Fund
Termination fee The fee to close your investment	Nil	There is no termination fee payable when you close your investment in the Fund

Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the Fund		
Management costs The fees and costs for managing your investment	0.85% p.a. of the Net Asset Value of your investment per year (inclusive of the net effects of GST) is the current estimated Management costs for managing your investment and is exclusive of abnormal expenses (as explained below).	The Investment Manager fees are included in these costs and are not an additional cost to investors. This amount may vary from time to time and it is calculated on a historical basis.
Performance Fees	A performance fee of 15.38% p.a. will be payable if the Fund's gross performance exceeds the Fund's benchmark of the 1-year Bank Bill Swap Rate (BBSW) plus 2% p.a. The performance fee is subject to a high water mark.	The performance fee is calculated on this excess return and is accrued daily in the unit price and paid quarterly. If there is a period of underperformance to the benchmark, the accrued performance fee is frozen at its current level. The performance fee will not then accrue again until the value of the underperformance has been recouped back to the amount the performance fee was frozen at (called the "high water mark"). Performance fees are based on realised and unrealised gains. That means that a performance fee may be paid on unrealised gains that may never subsequently be realised.
Service fees		
Investment switching fee	Nil	Nil

Additional Explanation of Fees and Costs

What do the Management costs pay for?

The Management costs as a percentage of the net assets of the Fund can be calculated as the Indirect Cost Ratio (the "ICR"). The ICR is comprised of management fees and expenses and include performance fees.

The Management Fees and Expenses for the Fund making up the ICR, or Management costs shown in Section 9 - Fees and Other Costs of the PDS, effective as at 30 June 2013, is set out in the table below.

Management Fee	Performance fee	Expenses
% p.a. of Fund value	% of Fund value for the financial year	% p.a. of Fund value
0.75	1.99	0.10

IDPS

For Indirect Investors, the fees listed in the 'Fees and Other Costs' section of this PDS are in addition to any other fees and charges by your IDPS Operator.

Alternative forms of remuneration

As a member of the Financial Services Council, Ventura maintains an Alternate Forms of Remuneration Register. The register, which you can review by contacting All Star Funds, outlines some alternative forms of remuneration that Ventura may pay to or receive from AFS licensees, fund managers or representatives (if any is paid or received at all in relation to the Fund).

Fees paid to a financial adviser

If you have a financial adviser, you may also have to pay other fees to your adviser. See the Statement of Advice given to you by your adviser. A service charge may be separately negotiated with your financial adviser and deducted from your investment at your request. These payments are separate from the Management costs referred to in this PDS.

Abnormal expenses

We are entitled to be reimbursed from the Fund for abnormal expenses, such as the cost of unit holder meetings, defending legal proceedings, special valuation of assets and the costs of terminating the Fund. These abnormal expenses are not generally incurred during the day-to-day operation of the Fund and are not necessarily incurred in any year. If they arise, EQT may deduct these expenses from the Fund.

Wholesale investors

We may negotiate Management costs individually with certain wholesale investors (as defined by the Corporations Act 2001). All other fees remain the same. Accordingly, we may waive or rebate some of our fees to these wholesale investors so that they pay reduced fees. This is generally because they invest large amounts of money in the Fund.

Payments to IDPS Operators

We may enter into a variety of arrangements with service providers like IDPS Operators that may involve us making payments to, and providing services to, these operators in return for the promotion of the Fund. We may also make ongoing payments to some IDPS Operators of a percentage of funds under management (fund manager payments). Fund manager payments are effectively rebates of management costs. The amount of product access and fund manager payments is negotiated directly with IDPS Operators and is generally based on the volume of business generated by the IDPS Operator. Product access and fund manager payments are paid out of the management costs and are not an additional cost to the investor. Further details on these payments (if any are received by your IDPS Operator and not rebated to you) may be obtained directly from your IDPS Operator.

Transaction costs

When you invest or withdraw from the Fund we deduct transaction costs applicable to cover the costs of buying or selling the Fund's assets. Transaction costs are an additional cost to investors. Transaction costs are retained by the Fund and are not paid to the Responsible Entity or Investment Manager. The estimated cost is 0.25% of the amount you invest and 0.25% of the amount you withdraw.

Can the fees change?

Yes, all fees can change without investor consent. In most circumstances the Constitution defines the maximum fees that can be charged for fees described in this PDS. We have the right to recover all proper and reasonable expenses incurred in managing the Fund and as such these expenses may increase or decrease accordingly. We will generally provide investors with at least 30 days notice of any proposed change to the Management Fee. Expense recoveries and Buy/Sell Spreads may change without notice, for example, when it is necessary to protect the interests of existing investors and if permitted by law.

Performance fees

Performance fees may be payable to the Investment Manager and the Sub-Investment Manager. This fee is reflected in the unit price for the Fund. The Responsible Entity does not consider there is any reasonable basis on which it may estimate performance fees for the Fund. To estimate performance fees would involve speculation about the future performance of the Fund against its performance hurdle. The Responsible Entity therefore considers that to estimate for performance fees may potentially be misleading.

The examples show the additional fees which would be payable by an investor based on different percentages of out-performance achieved by the Fund over the course of a year. However, please note that these are examples only, and are not a forecast or statement of the actual performance of the Fund. The performance of the Fund, the timing of the performance, and hence the performance fee accrued (if any), could vary.

Out-performance of the Fund p.a.*	Amount of fees p.a. charged in addition to the Management Fees and Expenses on an investment of \$50,000
0%	\$0
1%	\$77
3%	\$231

*The out-performance is the minimum return necessary for the Fund for a performance fee to apply and means that the Fund has achieved performance in excess of its hurdle. The hurdle for the Fund is the 1-year Bank Bill Swap Rate (BBSW) plus 2% p.a.

Maximum management costs

Management costs consist of the Management Fee and Expenses. The Management Fee is the fee charged for overseeing the operations of the Fund and managing the assets of the Fund and includes investment management fees payable to the Investment Manager. The Management Fee is calculated and accrued daily and paid monthly in arrears out of the Fund's assets. We are also entitled to be reimbursed for expenses we incur in the proper performance of our duties and in connection with the day-to-day operation of the Fund, including audit fees, banking charges and the preparation of accounts. If you are investing via an IDPS, fees and expenses applicable to the IDPS (as set out in the IDPS offer document or client agreement) are payable in addition to the fees and expenses in the PDS.

The Fund's Constitution allows us to charge the Management costs set out in the Constitution. Until further notice we will charge the lower Management costs stated in the PDS, rather than the higher Management costs set out in the Constitution summarised in the table below. Fees are shown inclusive of the net effect of GST. For further information about tax, refer to Section 10 of the PDS, "Taxation".

Maximum Management Fees in constitution	Actual Management Fee charged	Expenses	Maximum performance fee in Constitution
1.13% p.a. of net Fund value.	0.75% p.a. of net Fund value.	0.10% p.a. of net Fund value	20.5% p.a. of the outperformance of the Fund's benchmark plus the Management costs.

GST

All fees and other costs quoted include GST less any reduced input tax credits.

Example of annual fees and costs

Example – All Star KFM Income Fund		Balance of \$50,000 with contribution of \$5,000 during the year
Contribution Fees	Nil	For every \$5,000 you put in, you will be charged nil.
Plus Management costs	0.85%	And , for every \$50,000 you have in the Fund you will be charged \$425 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 that year, you would be charged fees from: \$425* What it costs you will depend on the fees you negotiate with your fund or financial adviser.

* This example assumes the \$5,000 contribution occurs at the end of the year and so Management costs are calculated using the \$50,000 balance only. This example does not include performance fees. The Responsible Entity does not consider there is any reasonable basis on which it may estimate performance fees. To estimate for performance fees would involve speculation about the future performance of the Fund against its performance hurdle. The Responsible Entity therefore considers that to estimate for performance fees may potentially be misleading.

ASIC provides a fees calculator on its website www.moneysmart.gov.au, which you could use to calculate the effects of fees and costs on your investment in the Fund.

10. Taxation

The following information summarises some of the Australian taxation issues you may wish to consider before making an investment in the Fund and assumes that you hold your investment in the Fund on capital account and are not considered to be trading in investments for tax purposes. The information should be used as a guide only and does not constitute professional tax advice as individual circumstances may differ.

A number of tax reform measures are currently under review by the Australian Government, including a proposed new regime for the taxation of Managed Investment Trusts (“MITs”) as well as the taxation of trusts more broadly. These reforms may impact on the tax position of the Fund and its investors. Accordingly, it is recommended that investors seek their own professional tax advice, specific to their own circumstances, of the taxation implications of investing in the Fund.

Taxation Treatment of the Fund

General

The Fund is a resident trust estate for Australian tax purposes. On the basis that the Fund has distributable income and investors are presently entitled to all of the Fund’s distributable income, (which is the Responsible Entity’s intention) and the Fund is not a public trading trust, the Fund should be taxed as a flow-through trust. This means that investors should be taxed on their share of the Fund’s net taxable income, and the Fund should not be subject to Australian income tax.

In the case where the Fund makes a loss for Australian tax purposes, the Fund cannot distribute the tax loss to investors. However, the tax loss may be carried forward by the Fund for offset against taxable income of the Fund in subsequent years, subject to meeting certain trust loss recoupment tests.

Deemed Capital Gains Tax (“CGT”) election

Eligible MITs may make an irrevocable election to apply a deemed capital account treatment for gains and losses on disposal of certain eligible investments, including equities and units and certain rights and options over equities and units but excluding derivatives. To the extent the Fund’s investment strategy includes options to which the MIT capital election may not apply, depending on the circumstances these options may be on revenue account.

The Fund has made the MIT capital election. The MIT capital election should apply to some of the Fund’s main investments, including Australian equities and units held in unit trusts. As a result, an investor’s share of the net income of the Fund may include an amount that consists of net capital gains, which includes discount capital gains and CGT concession amounts, derived by the Fund.

Taxation of Financial Arrangements (“TOFA”)

Broadly, under TOFA, the gains or losses (including income and/or deductions) on financial arrangements are brought to account under a compounding accruals and realisation basis. Any gain or loss in relation to a financial arrangement, such as futures derivatives, bonds and other debt securities where TOFA applies would generally be treated on revenue account (and would not be covered by the MIT capital

election). This could also include options over shares in certain circumstances. The TOFA provisions may apply to the Fund in the future. The Investment Manager and tax adviser of the Fund will assist the Responsible Entity with ongoing monitoring and compliance with the TOFA rules.

Tax File Number (“TFN”) and Australian Business Number (“ABN”)

It is not compulsory for an investor to quote their TFN or ABN. If an investor is making this investment in the course of a business or enterprise, the investor may quote an ABN instead of a TFN. Failure by an investor to quote an ABN or TFN or claim an exemption may cause the Responsible Entity to withhold tax at the top marginal rate, plus the Medicare Levy, on gross payments including distributions of income to the investor. The investor may be able to claim a credit in their tax return for any TFN or ABN tax withheld.

Taxation of Australian Resident Investors

Distributions

Each Australian resident investor will be subject to taxation on their proportionate share of the net taxable income derived by the Fund.

Investors who become entitled to a distribution from the Fund in respect of a financial year will receive an annual tax statement detailing all relevant taxation information concerning distributions.

The tax consequences for investors of receiving distributions from the Fund depend on the components of the distributable income to which investors have become entitled.

Imputation Credits and Franked Dividends

As the Fund's investments are expected to include Australian equities, income distributions from the Fund may include an entitlement to franked dividends. Generally, investors should include the franked dividends and the franking credits (imputation credits) they receive in their assessable income.

Certain additional requirements, including the 45 day holding period rule may need to be satisfied in order to obtain franking credits in relation to dividends. The investor's particular circumstances (and that of the Fund) will be relevant to determine whether the investor is entitled to any franking credits, in respect of the investor's share of the franked dividends.

Any excess imputation credits may be refundable to some investors, such as individuals and complying superannuation funds.

Non-assessable distributions

Under current practice, distributions of non-assessable amounts are generally not subject to tax in the hands of passive investors. Broadly, the receipt of certain non-assessable amounts will generally reduce the cost base of the Australian resident investor's units in the Fund for CGT purposes. This results in either an increased capital gain, or a reduced capital loss, upon the subsequent disposal of the investor's units in the Fund.

Capital Gains

An investor's share of the net taxable income of the Fund may include an amount that consists of net capital gains, derived by the Fund. Where the Fund's net taxable income includes capital gains (including any discount capital gains), the investor needs to 'gross up' any discount capital gain (by the amount of any reduction in the discount capital gain that the Fund obtained). Regardless of whether the 'discount concession' amount is distributed by the Fund, individual, trust, and complying superannuation fund investors may be entitled to the discount capital gain concessions in determining their net capital gain. Investors may also be able to offset certain other capital losses they may have against their share of the capital gains included in the net taxable income distributed by the Fund (after grossing up any discount capital gains).

Disposal of units by Australian Resident Investors

If an Australian resident investor transfers or redeems their units in the Fund, this will generally constitute a disposal for tax purposes. Where an investor holds their units in the Fund on capital account, a capital gain or loss on the disposal may arise and each investor should calculate their capital gain or loss according to their own particular facts and circumstances. In calculating the taxable amount of a capital gain, a discount of 50% for individuals and trusts or 33 1/3% for complying Australian superannuation funds may be allowed where the units in the Fund have been held for more than 12 months. No CGT discount is available to companies.

Australian Taxation of Non-Resident Investors

Non-resident investors

The following comments are general in nature and non-resident investors should seek independent tax

advice before investing, taking into account their particular circumstances and the provisions of any relevant Double Taxation Agreement/Exchange of Information Agreement (“EOI”) between Australia and their country of residence.

Tax on Income

The Fund is required to withhold Australian tax from distributions to non-resident investors for certain types of Australian sourced net taxable income, including any unfranked dividends, Australian sourced interest income or other Australian sourced income (e.g. certain options or derivative gains). The rate of tax deducted will depend on the type of income distributed and the country of residence of the investor.

For investors that are tax resident and provide an address or place for payment in countries that hold a tax EOI with Australia, a concessional withholding tax rate of 15% applies to ‘fund payments’, which are distributions of other Australian source income. The fund payment withholding tax rate is 30% for fund payments to non-resident investors who are tax resident or provide an address or place for payment in countries that do not hold an EOI with Australia.

Capital gains

Generally non-resident investors should not be subject to Australian capital gains tax on the disposal of units in the Fund unless the units were capital assets held by the investor in carrying on a business through a permanent establishment in Australia. Australian tax may apply in certain circumstances for example if the non-resident holds their units on revenue account and in certain other circumstances.

The CGT discount is not available for non-resident investors. It is strongly recommended that non-resident investors seek their own tax advice.

11. Other important information

Consents

Ventura has given and, at the date of this PDS, has not withdrawn, its written consent to be named in this PDS as the Investment Manager of the Fund, and to the inclusion of the statements made about it and the Fund which are attributed to it.

Ventura has not otherwise been involved in the preparation of this PDS and has not caused or otherwise authorised the issue of this PDS. Ventura and its employees and officers do not accept any responsibility arising in any way for errors or omissions from this PDS, other than in relation to the statements for which it has provided its consent.

Kaplan has given and, as of the date of this PDS, has not withdrawn, its written consent to be named in this PDS as the Sub-Investment Manager of the Fund, and to the inclusion of the statements made about it or the Fund which are attributed to it, in the form and context in which they appear.

Kaplan has not otherwise been involved in the preparation of this PDS and has not caused or otherwise authorised the issue of this PDS. Kaplan and its affiliates, employees and officers do not accept any responsibility arising in any way for errors or omissions from this PDS, other than in relation to the statements for which it has provided its consent.

NAB has given and, as of the date of this PDS, has not withdrawn, its written consent to be named in this PDS as the Custodian and Administrator of the Fund, and to the inclusion of the statements made about it or the Fund which are attributed to it, in the form and context in which they appear.

NAB has not otherwise been involved in the preparation of this PDS and has not caused or otherwise authorised the issue of this PDS. NAB and its affiliates, employees and officers do not accept any responsibility arising in any way for errors or omissions from this PDS, other than in relation to the statements for which it has provided its consent.

Non-listing of units

The units of the Fund are not listed on any stock exchange and no application will be made to list the units of the Fund on any stock exchange.

Termination of the Fund

The Responsible Entity may resolve at any time to terminate and liquidate the Fund (if it provides investors with notice) in accordance with the Constitution and the Corporations Act. Circumstances when the Fund may be wound up under the Constitution include: a member’s resolution for the Fund to be wound up; and where redemptions of units in the Fund have been suspended for 120 consecutive days, the Investment Manager resolving that it is in the best interest of the investors of the Fund that the Fund be wound up. Upon termination and after conversion of the assets of the Fund into cash and payment of, or provision for, all costs, expenses and liabilities (actual and anticipated), the net proceeds will be distributed pro-rata among all investors according to the aggregate of the withdrawal price for each of the units they hold in the Fund.

Our legal relationship with you

EQT's responsibilities and obligations, as the Responsible Entity of the Fund, are governed by the Constitution of the Fund, as well as the Corporations Act and general trust law. The Constitution of the Fund contains a number of provisions relating to the rights, terms, conditions and obligations imposed on both EQT, as the Responsible Entity of the Fund, and investors.

EQT may amend the Constitution if it considers that the amendment will not adversely affect investor's rights. Otherwise the Constitution may be amended by way of a special resolution of investors.

To the extent that any contract or obligation arises in connection with the acceptance by EQT of an Application or reliance on this PDS by investors, any amendment to the Constitution may vary or cancel that contract or obligation. Further, that contract or obligation may be varied or cancelled by a deed executed by EQT with the approval of a special resolution of investors, or without that approval if EQT considers the variation or cancellation will not materially and adversely affect investors' rights

A copy of the Constitution of the Fund is available, free of charge, on request from EQT.

Compliance Plan

EQT has prepared and lodged a Compliance Plan for the Fund with ASIC. The Compliance Plan describes the procedures used by EQT to comply with the Corporations Act and the Constitution of the Fund. Each year the Compliance Plan for the Fund is audited and the audit report is lodged with ASIC.

Unit pricing discretions policy

EQT has developed a formal written policy in relation to the guidelines and relevant factors taken into account when exercising any discretion in calculating unit prices (including determining the value of assets and liabilities). A copy of the policy and, where applicable and to the extent required, any other relevant documents in relation to the policy (such as records of any discretions which are outside the scope of, or inconsistent with, the unit pricing policy) will be made available to investors free of charge on request.

Indemnity

EQT, as the Responsible Entity of the Fund, is indemnified out of the Fund against all liabilities incurred by it in performing or exercising any of its powers or duties in relation to the Fund. To the extent permitted by the Corporations Act, this indemnity includes any liability incurred as a result of any act or omission of a delegate or agent appointed by the Responsible Entity. EQT may retain and pay out any monies in its hands all sums necessary to affect such an indemnity.

Privacy Statement

When you complete the Application Form for units in the Fund, EQT will be collecting personal information from you. EQT may collect additional personal information from you in the future.

EQT needs to collect personal information from investors for the primary purpose of providing investors with an investment in the Fund (including assessing your application and identifying you). There are also a number of related purposes for which your personal information will be collected and these are to process your application, administer and manage your investment in the Fund, and comply with Australian taxation laws, the Corporations Act, the Anti-Money Laundering and Counter-Terrorism Financing Act ("AML/CTF Act") and other laws and regulations.

If you do not provide EQT with all the information that we require then we may not be able to process your application, administer or manage your investment or tell you about investment opportunities in which you may be interested. EQT may also collect personal information (including sensitive information) about you from third parties, to meet its obligations under the AML/CTF Act.

The information collected by EQT about an investor may be disclosed to certain organisations. The types of organisations or persons to whom EQT usually discloses the information provided by investors include:

- the Australian Taxation Office and other government or regulatory bodies;
- your adviser or adviser dealer group, their service providers and any joint holder of your investment;
- organisations involved in providing, administering or managing the Fund such as any third party service provider engaged by EQT to provide administration, custody, investment management, technology, auditing, registry, mailing or printing services; and
- those where you have consented to such disclosure, or as required or authorised by law.

Your information may also be used in connection with the purposes for which it was collected. You can gain access to the personal information EQT holds about you, subject to some exceptions allowed by law. EQT will give you reasons if we deny access. If you have any queries in relation to EQT's Privacy

Statement, would like to request a copy of EQT's Privacy Policy, if you have any questions about how EQT handles your personal information, or if you wish to access the personal information that we hold about you please contact the EQT Privacy Officer on (03) 8623-5000.

Anti-Money Laundering and Counter Terrorism Financing (AML/CTF)

Australia's AML/CTF laws require EQT to adopt and maintain an Anti-Money Laundering and Counter Terrorism Financing program. A fundamental part of the AML/CTF program is that EQT knows certain information about investors in the Fund.

To meet this legal requirement, we need to collect certain identification information and documentation ("KYC Documents") from new investors. Existing investors may also be asked to provide KYC Documents as part of a re-identification process to comply with the AML/CTF laws. Processing of applications or redemptions will be delayed or refused if investors do not provide the KYC Documents when requested.

Under the AML/CTF laws, EQT may be required to submit reports to AUSTRAC. This may include the disclosure of your personal information. EQT may not be able to tell you when this occurs and, as a result, AUSTRAC may require EQT to deny you (on a temporary or permanent basis) access to your investment. This could result in loss of the capital invested, or you may experience significant delays when you wish to transact on your investment.

Neither EQT nor the Investment Manager for the Fund is liable for any loss you may suffer because of compliance with the AML/CTF laws.

Information on underlying investments

Information regarding the underlying investments of the Fund will be provided to an investor of the Fund on request, to the extent EQT is satisfied that such information is required to enable the investor to comply with its statutory reporting obligations. This information will be supplied within a reasonable timeframe having regard to these obligations.

Related party transactions and conflicts of interests

The Fund may invest in other funds of which it or the Responsible Entity or the Investment Manager is a trustee, Responsible Entity or manager (related funds).

The Responsible Entity or the Investment Manager may appoint any of their related entities to provide services or perform functions in relation to the Fund, enter into financial or other transactions with related entities in relation to the assets of the Fund and may sell assets or purchase assets from a related entity. A related entity is entitled to earn fees, commissions or other benefits in relation to any such appointment or transaction and to retain them for its own account. Such arrangements will be on arm's length commercial terms.

Glossary of important terms

Application Form	The Application Form used by investors who wish to subscribe for units directly in the Fund (other than indirectly through an IDPS Operator) and attached to this PDS.
ASFA	Association of Superannuation Funds of Australia.
ASIC	Australian Securities and Investments Commission.
Asset Class	A category of financial assets. The major asset classes are shares, property, fixed interest securities and cash.
Business Day	A day other than a Saturday or Sunday on which banks are open for general banking business in Melbourne.
Buy/Sell Spread	The difference between the application price and withdrawal price of units in a Fund, which reflects the estimated transaction costs associated with buying and selling the assets of a Fund, when investors invest in or withdraw from a Fund.
Buy & write strategy	The buy & write strategy is the most basic and widely used options investment strategy in which an investor simultaneously buys shares and writes an option contract over an equivalent number of shares.
Constitution	The Constitution of a Fund describes the rights, responsibilities and beneficial interests of both investors and the Responsible Entity in relation to the Fund.
Corporations Act	The Corporations Act 2001 (Cth) and Corporations Regulations 2001 (Cth), as amended from time to time.
Derivative	A financial contract that derives its value from an underlying security, liability or Index. Derivatives come in many varieties, including forwards, futures, options and swaps.
FSC	Financial Services Council.
GST	Goods and services tax.
ICR	Indirect Cost Ratio. The ratio of a Fund's Management costs (being costs that are not deducted directly from an investor's account, calculated in accordance with the Corporations Act) to a Fund's total average net assets.
IDPS	Investor directed portfolio service. An IDPS is generally the vehicle through which an investor purchases a range of underlying investment options from numerous investment managers, with the IDPS Operator providing the investor with consolidated and streamlined transaction statements and other reporting.
IDPS Operator	An entity that operates and offers an IDPS.
Indirect Investor	A person who invests indirectly in units in a Fund through an IDPS.
Net Asset Value ("NAV")	The value of assets of a Fund, less the value of the liabilities of a Fund.
Option Delta	The ratio comparing the change in the price of the underlying asset to the corresponding change in the price of a derivative.
OTC Derivative	Over the counter traded derivatives.
Retail Client	Persons or entities defined as retail clients under section 761G of the Corporations Act.
RITC	Reduced Input Tax Credit. EQT will apply for reduced input tax credits on behalf of the Fund, where applicable, to reduce the GST cost to the Fund.



ALL STAR FUNDS

www.allstarfunds.com.au