31 December 2014

Cromwell Riverpark Trust

Disclosure Guide

Information Provided Pursuant To ASIC Regulatory Guide 46 (RG46)

Important Notice and Disclaimer

As responsible entity of the Cromwell Riverpark Trust ARSN 135 002 336 (“CRT” or “the Trust”), Cromwell Funds Management Limited ABN 63 114 782 777, AFSL 333214 (“Cromwell”) is the issuer of this Disclosure Guide (“Guide”) which should be read in conjunction with the attached Product Disclosure Statement for the Trust dated 25 February 2009 (“PDS”) and the attached Supplementary Product Disclosure Statement for the Fund dated 30 June 2009 (“SPDS”).. As at the date of this Guide, the Trust is closed to new investments. The Trust has a 7 year term during which unitholders have no right to withdraw.

Updates on the Trust are available at www.cromwell.com.au/crt.

The information in this Guide is general information only and does not take into account your objectives, financial situation or needs. Therefore, before deciding whether to acquire or continue to hold an investment you should consider the PDS and SPDS and updates to it carefully and assess, with or without your financial or taxation advisor, whether the Trust fits your objectives, financial situation or needs.

Scope of this Disclosure Guide

The Australian Securities & Investments Commission (ASIC) issued RG 46 in September 2008 and updated in March 2012. RG 46 sets out particular disclosure principles and benchmarks designed to provide improved disclosure to retail investors to help them compare risks and returns across investments in the unlisted property sector.

Set out below are tables which list each disclosure principle and benchmark and where the relevant information is included in this Guide and, if applicable, the attached PDS and SPDS.

	Disclosure Principles	Guide Reference	PDS Reference
1	Gearing Ratio	Section 4.3	Section 1.7 (3, 6 and 11 are also relevant)
2	Interest Cover Ratio	Section 4.4	Section 1.7 (3 and 10.10 are also relevant)
3	Scheme Borrowing	Section 4	Section 1.7 (3 and 10.10 are also relevant)
4	Portfolio Diversification	Section 1	Section 1.1 (2 and 3 are also relevant)
5	Related Party Transactions	Section 7	Section 1.8 (4 is also relevant)
6	Distribution Practices	Section 5	Section 1.5 (3 and 6.3 are also relevant)
7	Withdrawal Arrangements	Section 6	Section 8.4 (3 is also relevant)
8	Net Tangible Assets	Section 2	Section 6 (11 is also relevant)

	Benchmarks	Guide Reference	PDS Reference
1	Gearing Policy – The Trust meets the benchmark. The Trust maintains and complies with a written policy that governs the level of gearing for the Trust.	Section 4.1	Section 1.7
2	Interest Cover Policy – The Trust meets the benchmark. The Trust maintains and complies with a written policy that governs the level of interest cover for the Trust.	Section 4.1	Section 1.7
3	Interest Capitalisation – The Trust meets this benchmark. The interest expense of the Trust is not capitalised.	Section 4.1	N/A
4	Valuation Policy – The Trust meets the benchmark. The Trust maintains and complies with a written valuation policy.	Section 3	Section 1.6 Section 11 is also relevant
5	Related Party Transactions – The Trust meets the benchmark. The Trust maintains and complies with a written policy on related party transactions, including the assessment and approval processes for such transactions and arrangements to manage conflicts of interest.	Section 7	Section 1.8 Section 4 is also relevant
6	Distribution Practices – The Trust meets this benchmark. The Trust will only pay distributions from cash available from its operations (excluding any borrowings).	Section 5	Section 1.5 Sections 3 and 6.3 are also relevant

All statistics and amounts in this Guide are as at 31 December 2014 unless stated otherwise.

Cromwell may update this Guide from time to time and it is recommended unitholders refer to our website at www.cromwell.com.au/crt for these updates. A paper copy of this Guide or any updated information will be given to you on request and without charge.

From time to time, Cromwell may become aware of information that is material to unitholders but not covered by a disclosure principle. Any such material information will be provided to unitholders in continuous disclosure notices on our website www.cromwell.com.au/crt.

1 Portfolio Diversification

1.1 Trust Investments

The Trust owns a single property situated at 33 Breakfast Creek Road, Newstead, QLD ("the Property"). The Property is in the commercial sector of the property market.

The Trust is not expected to acquire any other properties during its investment term. As a result, the Trust is not currently, and is not expected to be, diversified by investment class, geographic location or property sector.

Currently the only significant non-direct property asset of the Trust is cash. As at 31 December 2014, the Trust held cash of $3,838,000.

1.2 Property Valuation

The most recent independent valuation of the Property is summarised in the following table.

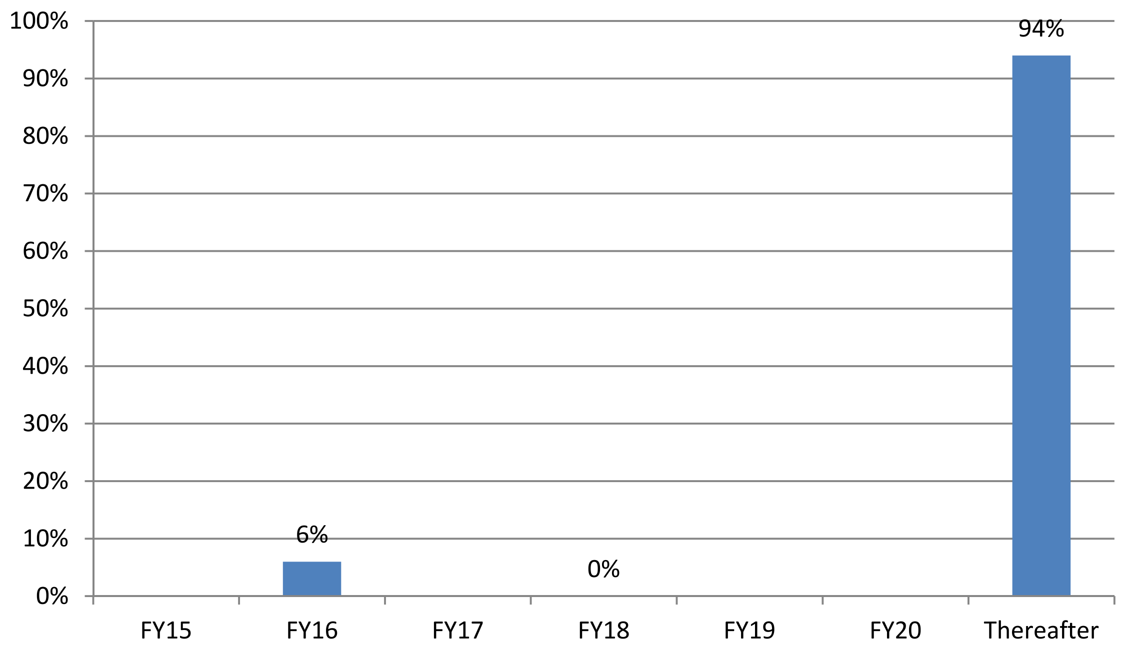
Property	Valuation	Valuation Date	Cap Rate	Valuer
33 Breakfast Creek Road, Newstead QLD	$215,000,000	December 2014	7.00%	Independent

In the Trust's 31 December 2014 financial statements, the carrying value of the Property was $215,000,000.

1.3 Lease Expiry Profile

The following chart shows the lease expiry profile for the Property in yearly periods calculated on the basis of the Trust's income.

Lease Expiry Profile by Gross Income



The initial term of the Trust expires in July 2016. The main lease, to Energex, which provides 90% of the rental income of the Property, expires in 2025.

1.4 Vacancy Rate

The vacancy rate for the Property is nil, with all space subject to a lease. The vacancy rate represents the portion of the Property which is not subject to a lease.

1.5 Tenants

The Property's top five tenants (by percentage of gross income) are:

Tenant	% of Gross Income
Energex Limited	90.9%
FKP Commercial Developments Pty Ltd	5.3%
Luxottica Retail Australia Pty Ltd	2.6%
Ocean Wealth Pty Ltd	0.6%
Trez Pty Ltd	0.5%

2 Net Tangible Assets

The net tangible assets ("NTA") of the Trust can be calculated on a per unit basis. This amount can be used as an approximate measure of what a unitholder could expect to receive per unit held if the assets of the Trust were sold at that particular point in time. However, it does not make any allowance for the cost of selling the Property and winding up the Trust. Therefore, to the extent that the NTA at any time is less than the price paid for a unit, it is also an approximate measure of the risk of a capital loss.

NTA is calculated using information from the Trust's latest audited financial statements and in accordance with the following formula:

$$\text{NTA} = \frac{\text{Net assets – intangible assets +/- other adjustments}}{\text{Number of units on issue}}$$

As at 31 December 2014, the Trust had NTA per unit of $1.28 (before tax). This is an increase of 16.4% from June 2014 NTA of $1.10.

3 Valuation Policy

Cromwell has, and complies with, a valuation policy for the Trust. Amongst other things, the policy provides that:

(a) the Property will be independently valued each year. The next independent valuation is expected to occur in December 2015;
(b) all valuations are to be carried out by appropriately qualified valuers, independent of Cromwell, who are registered in Queensland and have a minimum of five years relevant experience;
(c) valuers are to be instructed to undertake their valuation in accordance with industry standards and to outline their valuation methodology within the valuation report; and
(d) the same valuers will not undertake more than two consecutive full valuations of the Property.

Cromwell believes that using independent valuers (with valuers being required to confirm their independence as part of their valuation report) and ensuring that the valuers used in relation to any one property are rotated in accordance with the valuation policy will best address any potential conflicts of interest that might arise. However, relevant staff are also aware of Cromwell's conflict of interest arrangements and are required to report any actual or potential conflicts of interest of which they become aware so that the conflicts can be appropriately managed and/or monitored.

Unitholders can obtain a copy of the valuation policy by calling Cromwell Investor Services on 1300 276 693.

4 Trust Borrowing

4.1 Borrowing Policy

Cromwell has, and complies with, a written policy that governs the level and nature of the Trust's borrowings and, in particular, the level and nature of the Trust's gearing and the level and nature of its interest cover.

The policy provides that the Trust's gearing will not exceed 55%, with gearing being calculated as the Trust's total borrowings divided by the most recent valuation of the Property.

Further, Cromwell will not undertake any borrowing for the Trust which would cause the interest cover ratio of the Trust to fall below 1.75 times.

No interest is capitalised on debt facilities.

Since compliance with the policy is tested at least annually, the policy also assists Cromwell to manage the risks associated with the Trust's borrowings.

4.2 Borrowing Facilities

Most property funds use a combination of borrowings and unitholders' funds to acquire properties. Borrowings enhance distributions when the cost of the borrowings is less than the return from the property and increase the potential for capital gain when property values are rising. However, they can also lead to reduced distributions when the cost of borrowings is greater than the return from the property or a larger capital loss when property values are falling.

The Trust has a single loan facility for $95,150,000, which as at 31 December 2014 was fully drawn, that has been provided by one of Australia's major banks ("Bank Loan"). The Bank Loan expiry date is December 2016.

The Bank Loan is secured against the Property. This means that repayment of the Bank Loan ranks ahead of unitholders' interests in the Trust. If the Trust fails to renew borrowing or credit facilities, the Trust's viability could be adversely affected.

The Bank Loan had an interest rate of 5.57% per annum at 31 December 2014. The interest rate comprises a fixed margin rate and a variable market interest rate. The Trust has entered into hedging arrangements which have the effect of fixing the variable market interest rate until June 2016. See Section 4.6 below.

The interest expense incurred by the Trust is not capitalised. Interest is paid as and when due from available cash reserves.

The Trust's constitution and the Corporations Act 2001 give unitholders certain powers. In particular, the requisite number of unitholders can call a meeting of unitholders to consider resolutions to amend the Trust constitution, terminate the Trust or remove Cromwell as responsible entity. The exercise of those powers without the consent of the bank may lead to events of default under the Bank Loan and in certain circumstances will give the bank rights to, amongst other things, call for immediate repayments of the amounts outstanding.

4.3 Gearing Ratio

The gearing ratio indicates the extent to which the Trust's assets are funded by interest bearing liabilities (i.e. its borrowings).

The ratio gives an indication of the potential risks faced by the Trust as a result of its borrowings due to, for example, an increase in interest rates or a decrease in property values. Generally, the higher the gearing ratio the greater the risks faced by the Trust as a result of its borrowings.

The Trust's gearing ratio is calculated as follows:

$$\text{Gearing ratio} = \frac{\text{Total interest bearing liabilities}}{\text{Total assets}}$$

The gearing ratio for the Trust as at 31 December 2014 was 43.4%.

The gearing ratio was calculated using information from the Trust's latest audited financial accounts. The Trust does not have any off balance sheet financing.

4.4 Interest Cover

Interest cover measures the ability of the Trust to meet the interest payments on its borrowings from its earnings. The level of interest cover gives an indication of the Trust's financial health. It is a key measure of the Trust's ability to meet its interest payment obligation. Generally, the higher the interest cover the easier it will be for the Trust to continue to meet its interest payments if earnings decline.

Interest cover is calculated as follows:

$$\text{Interest cover} = \frac{\text{EBITDA – unrealised gains + unrealised losses}}{\text{Interest expense}}$$

EBITDA means earnings before interest, tax, depreciation and amortisation.

The Trust's interest cover for the year ended 31 December 2014 was 2.7 times. The ratio was calculated based on information from the Trust's latest audited financial statements.

4.5 Loan Covenants

The Bank Loan has various financial covenants which must be complied with. The Trust is in compliance with all covenants.

Under the terms of the Bank Loan, the 'loan to value' ratio must be at or below 60%. The 'loan to value' ratio is the amount of the loan facility divided by the value of the Property and was 44.3% at 31 December 2014. The Property would need to fall in value by approximately 36% from its 31 December 2014 valuation for this covenant to be breached.

The interest cover ratio must be no less than 2 times. The interest cover ratio is the Trust's net income divided by the Bank Loan's interest costs and was 2.7 times as at 31 December 2014. Net Trust income would need to fall by approximately 26% or the interest expense would need to increase by approximately 36% for this covenant to be breached.

4.6 Hedging

Hedging is a means by which the variable component of the Trust's interest payments (other than the margin, which is generally agreed for the term of the Bank Loan) is fixed for a certain period.

This provides the Trust with certainty as to its interest expense for the hedging period. While this is of benefit to the Trust should interest rates rise, it would be disadvantageous to the Trust if interest rates fall below the level at which the Trust's interest rate was hedged.

Approximately 100% of the Trust's borrowings are hedged until June 2016.

Cromwell may further extend the hedge profile of the Trust in the future where it is considered prudent or cost effective to do so.

5 Distribution Practices

The Trust pays distributions from its cash from operations that is available for distribution (excluding borrowings, unrealised gains and losses and certain non-cash and capital items). A calculation of the profit available for distribution is set out in the Trust's financial statements. The Trust may retain part of this amount to pay for capital expenditure and leasing costs where Cromwell does not consider it prudent to fund these from other sources.

Cromwell considers the Trust's distributions to be sustainable from the Trust's available cash resources for at least 12 months into the future.

6 Withdrawal Arrangements

The initial term of the Trust is expected to expire in July 2016. No withdrawal facility is expected to be offered prior to this date.

7 Related Party Transactions

Cromwell recognises it is important that related party transactions are appropriately managed because of the inherent risk that they may be mutually assessed and then reviewed less vigorously than transactions with external parties.

Cromwell has, and complies with, written policies with regard to related party transactions. The policies cover, amongst other things, the assessment and approval processes for related party transactions as well as how those transactions are managed. All related party transactions require Board approval and the Board will only approve transactions if they are satisfied the transactions are on arm's length or better terms to the Trust. Otherwise, unless other exception is available under the Corporations Act 2001, the transaction would be subject to approval by the Trust's unitholders.

Any conflict of interest or potential conflict of interest (which includes but is not limited to a related party transaction) is managed in accordance with Cromwell's Conflict of Interest Policy.

Compliance with the Related Party and Conflict of Interest Policies is tested at least annually by Cromwell's legal and compliance team. To date, the policies have been complied with by Cromwell.

Cromwell has appointed some related entities to provide services to the Trust. Like Cromwell, those related entities are all wholly owned subsidiaries of the Cromwell Property Group. They include Cromwell Property Services Pty Ltd (which provides property, facility management and leasing services to the Trust) and Cromwell Operations Pty Ltd (which provides accounting and other administrative services to the Trust). Cromwell Property Services Pty Ltd is paid approximately $553,000 per annum in fees and Cromwell Operations Pty Ltd is paid approximately $54,000 per annum. Related party arrangements are reviewed annually and are entered into on arm's length terms. For more information, see Section 9.5 and 10.12 of the PDS.

Details of related party transactions between Cromwell and the Trust during the 2014 financial year are set out in Note 19 of the 2014 Annual Financial Report of the Trust, which is available from www.cromwell.com.au/crt/updates. Unitholders can obtain copies of the Conflict of Interest and Related Party Policies by calling Cromwell Investor Services on 1300 276 693.