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Elanor

ELANOR INVESTORS GROUP

Product Disclosure Statement & Prospectus

Elanor Investors Limited (ABN 33 169 308 187)

Elanor Funds Management Limited (ABN 39 125 903 031,
Australian Financial Services Licence Number 398196) as
Responsible Entity of Elanor Investment Fund (ARSN 169 450 926)

16 June 2014

Lead Manager, Underwriter and Financial Adviser

MOELIS & COMPANY

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IMPORTANT NOTICES

OFFER

The Offer contained in this product disclosure statement and prospectus (**Offer Document**) is an offer by Elanor Investors Limited (ABN 33 169 308 187) of fully paid ordinary shares in Elanor Investors Limited and an offer by Elanor Funds Management Limited (ABN 39 125 903 031, Australian Financial Services Licence Number 398196), as responsible entity of Elanor Investment Fund (ARSN 169 450 926), of fully paid units in Elanor Investment Fund which will be stapled together and trade as stapled securities (**Securities**).

This Offer Document has been prepared by Elanor Investors Limited and Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund (together with their controlled entities, **Elanor**). This Offer Document is a product disclosure statement for the purposes of Part 7.9 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and a prospectus for the purposes of Part 6D.2 of the Corporations Act. Each of Elanor Investors Limited and Elanor Funds Management Limited take full responsibility for this Offer Document.

LODGMENT AND LISTING

This Offer Document is dated 16 June 2014 (**Offer Document Date**) and a copy was lodged with the Australian Securities and Investments Commission (**ASIC**) on that day (**Offer Document Lodgment**) in accordance with sections 718 and 1015B of the Corporations Act.

Elanor Investors Limited and Elanor Funds Management Limited will apply to ASX Limited (**ASX**) within seven days after the Offer Document Date for admission of Elanor Investors Limited and Elanor Investment Fund to the Official List and quotation of the Securities on ASX. None of ASIC, ASX or their officers take any responsibility for the content of this Offer Document or for the merits of the investment to which this Offer Document relates. The fact that ASX may admit Elanor Investors Limited and Elanor Investment Fund to the Official List and quote Securities is not to be taken in any way as an indication of the merits of Elanor.

Elanor Investors Limited and Elanor Funds Management Limited disclaim all liability, whether in negligence or otherwise, to persons who trade Securities before receiving their holding statement.

ASX reserves the right (but without limiting its absolute discretion) to remove one or more entities with Securities from the Official List if any of their securities cease to be stapled together, or any equity securities are issued by one entity which are not stapled to equivalent securities in the other entity.

EXPIRY DATE

No Securities will be issued on the basis of this Offer Document later than the expiry date of 13 months after the Offer Document Date.

NOT INVESTMENT ADVICE

The information in this Offer Document is not financial product advice and does not take into account your investment objectives, financial situation or particular needs.

It is important that you read this Offer Document carefully and in its entirety before deciding whether to invest in Elanor.

In particular, you should consider the risk factors that could affect the performance of Elanor. You should carefully consider these risks in light of your personal circumstances (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant or other independent professional adviser before deciding whether to invest in Securities. Some of the key risk factors that should be considered by prospective investors are set out in Section 7. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

No person is authorised to give any information or to make any representation in connection with the Offer described in this Offer Document which is not contained in this Offer Document. Any information not so contained may not be relied upon as having been authorised by Elanor Investors Limited and Elanor Funds Management Limited, the Lead Manager or any other person in connection with the Offer. You should only rely on information in this Offer Document.

NO GUARANTEE OF CAPITAL OR INVESTMENT RETURNS

Except as required by law, and only to the extent required, no person named in this Offer Document, nor any other person, warrants or guarantees the performance of Elanor or the repayment of capital or any return on investment made pursuant to this Offer Document.

Investments in the Securities are not a deposit with or other liability of Elanor or any other related party or associate of Elanor. Such investments are subject to investment risk including possible delays in repayment and loss of income or principal invested.

RIGHTS AND LIABILITIES ATTACHED TO THE SECURITIES

All Securities will rank equally in all respects from the date the Securities under the Offer are issued.

Details of the rights and liabilities attached to each Security are set out in Section 12 and in the Constitutions, copies of which will be made available for inspection at the registered office of Elanor within normal trading hours.

FINANCIAL INFORMATION PRESENTATION

The Financial Information included in this Offer Document has been prepared and presented in accordance with the recognition and measurement principles prescribed in the Australian Accounting Standards, except where otherwise stated.

The Financial Information included in this Offer Document is unaudited and is based on the best estimate assumptions of the Directors. The Financial Information contained in this Offer Document should be read in conjunction with, and is qualified by reference to, the information contained in Section 5 and the comments on forward looking statements set out below.

FORWARD LOOKING STATEMENTS

This Offer Document contains forward looking statements which are identified by words such as "may", "could", "believes", "estimates", "expects", "intends", "anticipates", "projects" and other similar words that involve risks and uncertainties. In addition, consistent with customary market practice in offerings in Australia, Financial Information has been prepared and included in this Offer Document in Section 5.

Elanor Investors Limited and Elanor Funds Management Limited will not update or revise forward looking statements, or publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Offer Document, except where required by law.

Any forward looking statements are subject to various risk factors that could cause Elanor's actual results to differ materially from the results expressed, implied or anticipated in those statements. The Financial Information and other forward looking statements should

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be read in conjunction with, and are qualified by reference to, the risk factors set out in Section 7, the general and specific assumptions set out in Section 5, the sensitivity analysis set out in Section 5 and other information in the Offer Document.

This Offer Document uses market data, industry forecasts and projections. Elanor Investors Limited and Elanor Funds Management Limited have obtained certain portions of this information from market research prepared by third parties. There is no assurance that any of the forecasts or projections contained in the reports, surveys and research of third parties which are referred to in this Offer Document will be achieved. Elanor Investors Limited and Elanor Funds Management Limited have not independently verified this information. Estimates, forecasts and projections involve risks and uncertainties and are subject to change based on various factors, including those discussed in the risk factors set out in Section 7.

INDEPENDENT VALUATIONS

This Offer Document contains information regarding the independent valuation of:

- Peppers Cradle Mountain Lodge, Featherdale Wildlife Park, Hotel Ibis Styles Canberra Eagle Hawk and Mantra Wollongong Hotel by LandMark White (Sydney) Pty Ltd (ABN 12 150 089 255), dated 31 May 2014; and
- Merrylands Property by Urbis Valuation Pty Ltd (ABN 50 105 256 228), dated 2 May 2014.

Valuations are an opinion of a fair price payable by a willing buyer at the time of such valuations, not a guarantee of current or future market value. By necessity, valuations require the valuer to make subjective judgments that, even if logical and appropriate, may differ from those made by a purchaser or another valuer. Historically it has been considered that valuers may properly reach conclusions within a range of possible values.

Property values can change substantially, even over short periods of time, and an independent valuer's opinion of value could differ significantly if the date of valuation were to change. A high degree in volatility in the market may lead to fluctuations in values over a short period of time.

NO OFFERING WHERE OFFERING WOULD NOT BE LAWFUL

This Offer Document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Securities or the Offer, or to otherwise permit a public offering of the Securities in any jurisdiction outside Australia.

The Offer is not being extended to any investor outside Australia, other than to certain Institutional Investors in New Zealand and other certain jurisdictions. The distribution of this Offer Document outside Australia may be restricted by law and persons who come into possession of this Offer Document outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. For details of selling restrictions that apply to the Securities in certain jurisdictions outside of Australia, please refer to Section 6.11.

This Offer Document may not be distributed to, or relied upon by, persons in the United States. The Securities have not been, and will not be, registered under the US Securities Act of 1933, as amended (**US Securities Act**), or the securities laws of any state of the United States, and may not be offered or sold in the United States, or to or for the account or benefit of any person in the United States, except in a transaction exempt from the registration requirements of the US Securities Act and applicable United States state securities laws.

Unless otherwise agreed with Elanor Investors Limited and Elanor Funds Management Limited, any person subscribing for Securities in the Offer shall, by virtue of such subscription, be deemed to represent that they are not in a jurisdiction which does not permit the making of an offer or invitation as detailed in this Offer Document, and are not acting for the account or benefit of a person within such jurisdiction.

None of Elanor Investors Limited and Elanor Funds Management Limited, the Lead Manager, nor any of their respective directors, officers, employees, consultants, agents, partners or advisers accepts any liability or responsibility to determine whether a person is able to participate in the Offer.

EXPOSURE PERIOD

The Corporations Act prohibits Elanor Investors Limited and Elanor Funds Management Limited from processing Applications in the seven day period after the date of Offer Document Lodgment (**Exposure Period**). The Exposure Period may be extended by ASIC by up to a further seven days. The purpose of the Exposure Period is to enable the Offer Document to be examined by market participants prior to the raising of funds. Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference will be conferred on any Applications received during the Exposure Period.

OBTAINING A COPY OF THIS OFFER DOCUMENT

A paper copy of the Offer Document is available free of charge during the Offer Period to any person in Australia by calling the Elanor Offer Information Line on 1300 397 892 (toll free within Australia) or +61 3 9415 4291 (outside Australia) from 9:00am until 5:00pm (AEST) Monday to Friday. This Offer Document is also available to Australian resident investors in electronic form at the Offer website, www.elanoroffer.com.au. The Offer constituted by this Offer Document in electronic form is available only to Australian residents accessing the website from Australia. It is not available to persons in any other jurisdiction (including the United States). Persons who access the electronic version of this Offer Document should ensure that they download and read the entire Offer Document.

Elanor Investors Limited and Elanor Funds Management Limited, in consultation with the Lead Manager, reserve the right to close the Offer Period early, extend the Offer Period or withdraw the Offer, in each case without notice.

APPLICATIONS

Applications for Securities via the Broker Firm Offer may only be made on the appropriate Application Form attached to, or accompanying, this Offer Document in its paper copy form, or in its electronic form. By making an Application, you represent and warrant that you were given access to the Offer Document, together with an Application Form. The Corporations Act prohibits any person from passing the Application Form onto another person unless it is attached to, or accompanied by, this Offer Document in its paper copy form or the complete and unaltered electronic version of this Offer Document.

NO COOLING-OFF RIGHTS

Cooling-off rights do not apply to an investment in the Securities issued under the Offer Document. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

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DEFINED TERMS AND ABBREVIATIONS

Defined terms and abbreviations used in this Offer Document are explained in the Glossary in Section 15. Unless otherwise stated or implied, references to times in this Offer Document are to Sydney time and references to dates or years are calendar year references. All financial amounts contained in this Offer Document are expressed in Australian dollars unless otherwise stated. Any discrepancies between totals and sums and components in tables contained in this Offer Document are due to rounding.

PHOTOGRAPHS AND DIAGRAMS

Photographs and diagrams in this Offer Document do not necessarily depict assets owned or used by Elanor Investors Limited and Elanor Funds Management Limited, and are for illustration only and should not be interpreted to mean that any person shown in them endorses this Offer Document or its contents. Diagrams used in the Offer Document are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the Offer Document Date.

PRIVACY

By completing an Application Form, you are providing personal information to Elanor Investors Limited and Elanor Funds Management Limited and the Registry, which is contracted by Elanor Investors Limited and Elanor Funds Management Limited to manage Applications. Elanor Investors Limited and Elanor Funds Management Limited and the Registry on their behalf, collect, hold and use that personal information to process your Application, service your needs as a holder of Securities, provide facilities and services that you request and carry out appropriate administration.

Once you become a Securityholder, the Corporations Act and Australian taxation legislation requires information about you (including your name, address and details of the Securities you hold) to be included in the Register. The information must continue to be included in the Register if you cease to be a Securityholder. If you do not provide all the information requested, your Application Form may not be able to be processed.

Elanor Investors Limited and Elanor Funds Management Limited and the Registry may disclose your personal information for purposes related to your investment to their agents and service providers, including those listed below or as otherwise authorised under the *Privacy Act 1988* (Cth):

- the Lead Manager in order to assess your Application;
- the Registry for ongoing administration of the Register;
- a regulatory agency in compliance with regulatory obligations;
- printers and other companies for the purpose of preparation and distribution of documents and for handling mail;
- market research companies for the purpose of analysing Elanor's Securityholder base and for product development and planning;
- related bodies corporate of Elanor for the purpose of distributing marketing and other materials; and
- legal and accounting firms, auditors, management consultants and other advisers for the purpose of administering, and advising on, the Securities and for associated actions.

You may request access to your personal information held by or on behalf of Elanor. You can request access to your personal information or obtain further information about Elanor's privacy practices by contacting the Registry. You may be required to pay a reasonable charge to the Registry in order to access your personal information. Elanor will aim to ensure that the personal information it retains about you is accurate, complete and up-to-date. To assist with this, please contact the Registry if any of the details you have provided change. If you establish that information held about you is not accurate, complete or up-to-date, Elanor will take reasonable steps to correct it.

In accordance with the requirements of the Corporations Act, information on the Register will be accessible by members of the public.

If you do not consent to Elanor using or disclosing your personal information in these ways, please notify Elanor in writing at the following address:

Elanor Investors Group
Level 26, 135 King Street
Sydney NSW 2000

It is important that you contact Elanor because, by investing in the Securities, you will be taken to have consented to these uses and disclosures.

UP TO DATE INFORMATION

Information regarding the Offer may need to be updated from time to time. Any updated information about the Offer that is not considered materially adverse will be made available on Elanor's website at www.elanoroffer.com.au. Elanor Investors Limited and Elanor Funds Management Limited will provide a copy of the updated information free of charge to any recipient of this Offer Document or Applicant who requests a copy by contacting their broker or the Elanor Offer Information Line on 1300 397 892 (within Australia) or +61 3 9415 4291 (outside Australia) from 9:00am until 5:00pm (Sydney time) Monday to Friday.

UNDERWRITING

Moelis Australia Advisory Pty Ltd (ACN 142 008 446, AFSL 345499) has been appointed by Elanor Investors Limited and Elanor Funds Management Limited as Lead Manager to the Offer and Underwriter to the Offer, subject to certain terms and conditions stipulated within the Underwriting Agreement.

The Underwriting Agreement sets out a number of circumstances where the Lead Manager may terminate the Underwriting Agreement and its obligations. For further information on the terms and conditions of the Underwriting Agreement you should refer to Section 12.11.

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1. KEY OFFER DETAILS AND IMPORTANT DATES

Key Offer details	
Offer Price	$1.25 per Security
Broker Firm Retail Offer Price per Security	$1.231[1] per Security
Securities available under the Offer	60.8[2] million
Market Capitalisation at the Offer Price	$76.0[3] million
Net Debt[4]	$19.5 million
Enterprise Value at the Offer Price[5]	$95.5 million
Enterprise Value at the Offer Price / FY15 forecast EBITDA[5]	8.9x
Offer Price / FY15 forecast Core Earnings per Security[6]	9.6x
FY15 forecast Core Earnings Yield[6]	10.4%
FY15 forecast Distribution Yield[6]	9.3%
Pro forma Gearing Ratio (at Allotment)	21%

Important dates	
Offer Document Date	Monday, 16 June 2014
Offer Opening Date	Tuesday, 24 June 2014
Offer Closing Date	Tuesday, 8 July 2014
Settlement of the Offer	Thursday, 10 July 2014
Allotment of Securities	Friday, 11 July 2014
Deferred settlement trading of Securities on ASX	Friday, 11 July 2014
Dispatch of holding statements	Monday, 14 July 2014
Normal trading of Securities on ASX	Tuesday, 15 July 2014

1 Applicants under the Broker Firm Retail Offer must also pay a Broker Service Fee of $0.019 per Security to their Broker. Further information about the Broker Service Fee is included in Section 6.8(ii). Retail investors should discuss the payment of this fee with their Broker.

2 The proceeds of the Offer received by Elanor will equal the number of Securities made available multiplied by the Offer Price per Security, less the $0.019 per Security Broker Service Fee multiplied by the number of Securities issued under the Broker Firm Retail Offer. The Broker Service Fee does not affect the forecast financial position or performance of Elanor.

3 Market capitalisation is determined by multiplying the number of securities on issue by the price at which the securities trade on the ASX from time to time. Securities may not trade at the Offer Price after Listing. If securities trade below the Offer Price after Listing, the market capitalisation may be lower.

4 Net Debt is calculated as forecast drawn debt less cash at Allotment. Refer to Section 5 for further details.

5 Enterprise Value at the Offer Price is defined as Market Capitalisation at the Offer Price plus Net Debt. Refer to Section 5 for further details.

6 Refer to Section 5 for further details.

Elanor Investors Limited and Elanor Funds Management Limited, in consultation with the Lead Manager, reserve the right to close the Offer Period early, extend the Offer Period or withdraw the Offer, in each case without notice.

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2. CHAIRMAN'S LETTER

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16 June 2014

Dear Investor,

On behalf of the Board of Directors, it is my pleasure to invite you to become an investor in Elanor.

Elanor is an investment and funds management business that is focused on generating attractive returns through (i) investments that deliver sustainable cash flows with potential for capital growth, and (ii) managing third party owned investment funds and syndicates.

Many of the senior management team of Elanor have been together at Moss Capital since early 2009, when Moss Capital was co-founded by Elanor's Managing Director and CEO Glenn Willis, and Bill Moss, who will be a non-executive director of Elanor. Glenn led the team at Moss Capital to successfully originate and manage over $300 million of investments during this period, which delivered attractive returns to investors.

The focus of Elanor will be to continue the team's successful strategy of acquiring attractively valued assets and growing investments under management. Glenn Willis, together with his executive management team at Moss Capital, will leave Moss Capital and join Elanor to provide a continuity of management and business strategy.

Elanor's business will initially comprise approximately $86 million of investment assets and approximately $87 million of external investments under management. The investment assets benefit from a high level of real estate asset backing and a range of potential development and other capital improvement opportunities. The majority of Elanor's income will initially be derived from these assets. Over time, however, a key objective of Elanor will be to increase the proportion of income generated from fees related to funds management.

Elanor is undertaking an Offer of 60.8 million Securities at an Offer Price of $1.25 each to raise $76.0 million[1,2]. The Offer is being conducted to raise funds for the acquisition of investment assets and funds management rights, to provide Elanor with working capital, and to fund Offer and acquisition related costs. The Offer is fully underwritten by Moelis & Company.

Elanor's forecast FY15 Core Earnings yield is 10.4%[3] and forecast FY15 Distribution Yield is 9.3%[3], which compares favourably to other investment opportunities.

This Offer Document contains detailed information about Elanor, the Offer and the Directors' views of the risks of an investment of this type. It is important that you read this Offer Document carefully and in its entirety before making an investment decision.

If you have further enquiries regarding the Offer, please contact the Elanor Offer Information Line on 1300 397 892 (toll free within Australia) or +61 3 9415 4291 (outside Australia) between 9:00am and 5:00pm (AEST) Monday to Friday during the Offer Period.

On behalf of my fellow Directors, I encourage you to consider this investment opportunity and look forward to welcoming you as an investor in Elanor.

Yours sincerely,



Paul Bedbrook
Chairman

1 The Broker Firm Retail Offer Price per Security is $1.231. Applicants under the Broker Firm Retail Offer must also pay a Broker Service Fee of $0.019 per Security to their Broker. Further information about the Broker Service Fee is included in Sections 6.8 (ii) . Retail Investors should discuss the payment of this fee with their Broker.
2 The proceeds of the Offer received by Elanor will equal the number of Securities made available multiplied by the Offer Price per Security, less the $0.019 per Security Broker Service Fee multiplied by the number of Securities issued under the Broker Firm Retail Offer. The Broker Service Fee does not affect the forecast financial position or performance of Elanor.
3 Refer to Financial Information in Section 5 for further information.

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3. INVESTMENT OVERVIEW

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3. INVESTMENT OVERVIEW

Topic	Summary	For more Information
Overview of Elanor		
What is Elanor?	Elanor is an investment and funds management business focused on generating attractive returns for Securityholders via: • Investment in assets and businesses that deliver sustainable cash flows and potential for capital growth; and • Management of third party owned investment funds and syndicates. Elanor will initially own a portfolio of high yielding real estate backed operating businesses and also manage a number of real estate investment syndicates on behalf of third party investors. Elanor will also look to realise the real estate development and other capital improvement potential associated with its Investment Portfolio.	Section 4.1
Who are the management team of Elanor?	The management team of Elanor will comprise Glenn Willis and the other senior executives of Moss Capital, who will leave Moss Capital to join Elanor. Moss Capital is a privately owned investment and funds management business co-founded by Glenn Willis and Bill Moss in early 2009. Glenn Willis is the Managing Director and CEO of Elanor and Bill Moss is a non-executive Director of Elanor. Since its establishment, Moss Capital has successfully originated and managed over $300 million of investments. These investments have delivered attractive returns to investors, with a weighted average IRR on realised investments of over 35%. Elanor acknowledges that the market conditions and investment opportunities present over the past five years may not continue in the future, and therefore the past track record of Elanor's management team is not an indication of future performance. However, Elanor will continue the management team's successful strategy of acquiring attractively valued assets and growing investments under management, with the aim of realising attractive returns for investors. For further information on the management team, please refer to the "Key Benefits and Investment Highlights" section below.	Sections 4.1 and 4.3
What is Elanor's business strategy?	The business strategy of Elanor will be to (i) acquire and unlock value in assets that provide attractive cash flows and capital growth potential, and (ii) grow investments under management through establishing new managed investment funds. Elanor's business strategy will be implemented by a management team with experience in the identification of attractive investment assets and funds management opportunities. Elanor's initial operating divisions will be comprised of: • **Hotels, Tourism and Leisure**. Elanor will invest in a portfolio of hotels, tourism and leisure properties, initially consisting of Peppers Cradle Mountain Lodge, Featherdale Wildlife Park, Hotel Ibis Styles Canberra Eagle Hawk and Mantra Wollongong Hotel. Elanor aims to use its management expertise to enhance the performance of the existing assets and to opportunistically expand the portfolio.	Sections 4.1 and 4.4

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Topic	Summary	For more Information
Overview of Elanor		
	• **Funds Management**. Elanor will manage third party owned investment funds. The Funds Management division will have approximately $87 million of external investments under management and will continue to grow its investments under management through establishing new managed investment funds in the future. A key objective of Elanor will be to increase the proportion of Elanor's income that is generated from investment management fees. Elanor will aim to achieve growth in investments under management and investment management fees in a capital-efficient manner. • **Special Situation Investments**. Elanor will identify and source new investment opportunities which demonstrate sustainable operating cashflows and a high level of physical asset backing, which may include the potential for real estate development or other capital improvement opportunities. This division will aim to realise value for Securityholders by improving the underlying business operations, unlocking value in the business real estate holdings and realising investments within the portfolio, as appropriate. The division will initially include the John Cootes Furniture business and the property on which the business is headquartered in Merrylands, NSW.	
How will Elanor be structured?	Elanor will be structured as a stapled group comprising Elanor Investors Limited and Elanor Investment Fund and their controlled entities. Shares in Elanor Investors Limited and Units in Elanor Investment Fund will be Stapled together to form a stapled security (**Security**) such that a Unit in Elanor Investment Fund and a Share in Elanor Investors Limited must be purchased or sold together.	Section 4.2

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Topic	Summary	For more Information
Overview of Elanor		
What is the composition of Elanor's initial Investment Portfolio and Managed Investments?	Elanor will commence operations with approximately $86 million of investment assets across its Hotels, Tourism and Leisure and Special Situation Investments divisions (collectively the **Investment Portfolio**) and approximately $87 million of external investments under management within its Funds Management division. On Completion, Elanor's Investment Portfolio will comprise the following assets:	Section 4.4

Asset	Location	Type of operating business	Operator	Valuation[1]
Hotels, Tourism and Leisure				
Peppers Cradle Mountain Lodge	Cradle Mountain National Park, TAS	Hotel	Mantra Group	$29.0 million
Featherdale Wildlife Park	Sydney, NSW	Wildlife Park	Anthology Group	$13.0 million
Hotel Ibis Styles Canberra Eagle Hawk	Canberra, ACT	Hotel	Accor	$17.7 million
Mantra Wollongong Hotel	Wollongong, NSW	Hotel	Mantra Group	$7.1 million
Special Situation Investments				
John Cootes Furniture	Operates from four sites[2]; Merrylands, Penrith, Yennora and Tuggerah (all NSW)	Furniture Retailer	Self operated	$7.0 million
Merrylands Property	Merrylands, NSW	Property associated with John Cootes Furniture	N/A	$12.1 million

The Investment Portfolio benefits from a high level of real estate asset backing and a range of potential real estate development and other capital improvement opportunities. Please refer to Section 4.1 for details on potential real estate development and other capital improvement opportunities and Section 8 for information regarding the valuation of the assets comprising the Investment Portfolio.

1 Refer to Section 8 for a summary of the valuations for the assets comprising the Investment Portfolio.

2 Penrith, Yennora and Tuggerah sites are owned by John Cootes Diversified Property Fund and leased to John Cootes Furniture.

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Topic	Summary	For more Information
Overview of Elanor		
	On Completion, Elanor's Funds Management division will manage the following property funds on behalf of third party investors (**Managed Investments**):	

Fund	Type	Gross Asset Value
Manning Mall Syndicate	Sub-regional shopping centre	$37.2 million
Griffin Plaza Syndicate	Neighbourhood shopping centre	$16.9 million
Super A-Mart Auburn Syndicate	Retail warehouse	$20.7 million
John Cootes Diversified Property Fund	Two retail showrooms and one warehouse	$12.1 million

How will Elanor generate income?	Elanor will generate income from its three initial operating divisions as follows: 1. **Hotels, Tourism and Leisure**. Income generated from the provision of accommodation, admission ticket sales, food and beverage and other ancillary services. Income from the Hotels, Tourism and Leisure division represents 64.3% of forecast FY15 consolidated pro forma EBITDA (pre unallocated corporate overhead expenses). 2. **Funds Management**. Income generated from the provision of funds management services to third party owned investment funds and syndicates. Income from the Funds Management division represents 14.3% of forecast FY15 consolidated pro forma EBITDA (pre unallocated corporate overhead expenses). 3. **Special Situation Investments**. The initial operating asset of this division is the John Cootes Furniture business, and as such income from this division will initially be generated from retail furniture sales. Elanor will also look to capitalise on the real estate development potential of the Merrylands Property, however no income has been assumed in the Forecast Period in relation to this. Income from the Special Situation Investments division represents 21.4% of forecast FY15 consolidated pro forma EBITDA (pre unallocated corporate overhead expenses).	Sections 4.4 and 5
Why is the Offer being conducted?	The Offer is being conducted to raise funds for the acquisition of the Investment Portfolio, the acquisition of the funds management rights of the Managed Investments, to provide Elanor with working capital, and to fund the Offer and other costs relating to the Transaction.	Section 6.5

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Topic	Summary	For more Information
Key Benefits and Investment Highlights		
What are some of the key benefits associated with an investment in Elanor?	**Fully-integrated investment group backed by an experienced management team** Elanor will provide investors with exposure to a fully-integrated investment group backed by an experienced and aligned management team. In particular, Elanor's management capabilities lie in its: 1 Investment origination capacity; 2 Investment analysis and execution capabilities; and 3 Asset improvement and investment performance capabilities. Elanor's Managing Director and CEO, Glenn Willis, has a long track record of identifying attractive investment opportunities and delivering attractive returns to investors, having previously established and operated a number of successful investment and funds management businesses, including Moss Capital and Grange Securities. Glenn is supported by a high calibre management team which possess significant experience in the operation and management of businesses such as Elanor. Many of Elanor's management team have been together since Moss Capital was established in early 2009, and since this time have successfully originated and managed over $300 million of investments that have delivered attractive returns to investors, with a weighted average IRR on realised investments of over 35%. Elanor acknowledges, however, that the past track record of Elanor's management team is not an indication of future performance. The senior management team will be aligned to the interests of Securityholders and will be incentivised to increase the value of Elanor through participation in the Long Term Incentive Plans and Profit Share Scheme. Please refer to Section 13.2 for further information. **A quality, high yielding Investment Portfolio** Elanor's Investment Portfolio comprises assets that are supported by favourable underlying demand fundamentals and provide promising potential for both future earnings and capital growth, as well as real estate development and other capital improvement opportunities. **Growth potential of Funds Management division** Elanor's Funds Management division provides a platform with the potential for growth in investments under management and associated management fee income. A key objective of Elanor will be to increase the proportion of its total income that is generated from fees related to funds management. Elanor's Fund Management division provides a scalable platform – the capacity of the management team will allow Elanor to originate and manage new funds with minimal increase in fixed corporate overheads.	Sections 4 and 5

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Topic	Summary	For more Information
Key Benefits and Investment Highlights		
	Attractive Forecast Core Earnings and Distribution Yield Forecast Core Earnings and Distributions per Security are considered to be attractive relative to other investment opportunities. • FY15 Core Earnings per Security are expected to be 13.0 cents which equates to a 10.4% yield on the Offer Price; and • FY15 Distribution per Security is expected to be 11.7 cents, which equates to a 9.3% yield on the Offer Price. **Potential real estate development and other capital improvement opportunities associated with the assets in the Investment Portfolio** Elanor's Investment Portfolio benefits from a high level of real estate asset backing and associated development opportunities. There is potential for Elanor to capitalise on the real estate development and other capital improvement opportunities within the Investment Portfolio to enhance returns to Securityholders. Please refer to Section 4.1 for details on potential real estate development and other capital improvement opportunities.	
Key Risks		
What are some of the key risks associated with an investment in Elanor?	**Changes in industry activity and consumer preferences and tastes** Elanor's Investment Portfolio businesses operate within hospitality, leisure, tourism and consumer furniture sectors. Demand for the product and service offerings within these businesses can be impacted by the following factors: • The level of activity in the travel and tourism industries in the specific regions in which Elanor's hotels operate; • Climate conditions, e.g. unseasonably warm or cold weather; • Preference towards other zoos, wildlife parks or other outdoor attractions in New South Wales; • The level of activity in the residential housing building sector, which affects the level of demand for household furniture and other related products; • Unpredictable changes in consumer preferences, which can result in some existing products and service offerings becoming less popular; and • National and international economic conditions, including those factors affecting travel and tourism. Any of the above factors, either individually or in combination, may reduce the demand for the product or services offered by Elanor's portfolio businesses, which could have an adverse effect on the future financial performance and position of Elanor.	Section 7

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Topic	Summary	For more Information
Key Risks		

Exposure to a downturn in hotel or tourism industries

Demand for the accommodation services offered by the hotels within Elanor's Investment Portfolio may be impacted by reduced demand in the travel or tourism industries in the specific regions/sectors in which the hotels operate. This may be caused by events such as a general economic downturn, a movement in the value of the Australian dollar relative to other currencies, terrorism, a major weather event or events affecting the aviation industry (in particular, low cost airline carriers operating in Australia, route changes or groundings).

Income from Funds Management division

Elanor receives fees for management of the Managed Investments. These fees include base management fees, acquisition and disposal fees and performance fees. There is a risk that these fees might be materially different to the fees described in the financial information set out in Section 5 if Elanor does not achieve the assumed increase in investments under management, which for FY15 is the establishment of new managed funds with a combined gross asset value of $75 million.

There is a risk that Elanor may not be able to establish new external funds or syndicates due to limited investment opportunities and/or limited availability of investor capital. This may limit the growth of Elanor's Funds Management division.

Please refer to Section 5.8(ii) for further information regarding the risks associated with the Funds Management division.

Competitive position may deteriorate

The sectors in which Elanor's Investment Portfolio businesses operate are subject to competition, based on factors including price, service, product selection and quality.

The competitive position of Elanor's Investment Portfolio businesses may deteriorate as a result of factors including actions by existing competition, the entry of new competitors, or a failure to continue to position itself successfully to meet changing market conditions, customer demands and technology. Any deterioration in Elanor's competitive position may result in a decline in revenue and margins, which may have an adverse effect on future financial performance.

Reputation of associated brand names may diminish in value

Elanor's Investment Portfolio businesses operate under a number of brand names. The reputation of associated brands within the Investment Portfolio could be adversely impacted by a number of factors including failure to provide customers with the quality of service they expect, product liability claims, disputes or litigation with third parties such as customers, guests, landlords, employees or suppliers or adverse media coverage.

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Topic	Summary	For more Information
Key Risks		
	Adverse movements in exchange rates This risk primarily relates to the John Cootes Furniture business. As an importer of household furniture, John Cootes Furniture is exposed to exchange rate movements, in particular movements in the AUD/USD exchange rate. Because a proportion of John Cootes Furniture's payments for inventory are made in foreign currency, primarily USD, movements in exchange rates impact on the amounts paid for purchases. For example, if the AUD/USD exchange rate decreases, this will increase the AUD price paid for inventory purchased in USD. Therefore, movements in foreign exchange rates, particularly the AUD/USD exchange rate, may have an impact on John Cootes Furniture's financial performance (offsetting or mitigating this risk is the natural hedge that the Hotels, Tourism and Leisure division provides. In particular, a lower Australian dollar may benefit the Australian tourism industry and in turn, the Hotel, Tourism and Leisure division). **No customary representations and warranties** Elanor will have limited representations and warranty protection in respect of the Seed Assets and Seed Securities being acquired under the Rollover Deeds. As such, Elanor will have limited recourse to vendors of the Seed Assets. Please refer to Section 7 for further information regarding risks associated with an investment in Elanor.	
Details of the Transaction		
How will Elanor be formed?	Elanor will be formed as a result of undertaking the steps set out in the Implementation Deed and Rollover Deeds, including: • Elanor Funds Management Limited, Elanor Investors Limited and their related entities undertaking the Seed Restructure and the structural reorganisation contemplated by the Implementation Deed; • Elanor Investors Limited and Elanor Investment Fund acquiring the Investment Portfolio and the funds management rights for the Managed Investments; and • Elanor Funds Management Limited and Elanor Investors Limited undertaking of the Offer and the Listing, including Stapling the Units and the Shares to create the Securities.	Section 12
What is the Seed Restructure?	The Seed Restructure is one of the steps required to be undertaken to form Elanor. The Seed Restructure relates to the Roll-Up of Seed Investors and the application for shares in Cradle Mountain Lodge Management Pty Limited by Elanor Management Pty Limited. The Roll-Up involves the acquisition by Elanor Investment Fund of all the units in the Seed Trusts, being the Cradle Mountain Lodge Fund and the Featherdale Wildlife Park Fund at the applicable withdrawal price under the relevant trust deed which is calculated by reference to the net asset value of the relevant Seed Trust. The Roll-Up also involves Elanor Management Pty Limited acquiring all the shares in Featherdale Management Pty Limited at an agreed sale price. The acquisition will be effected by the transfer of each Seed Investor's units in the relevant Seed Trust to Elanor Investment Fund, and the transfer of the relevant Seed Investors' shares in Featherdale Management Pty Limited, in exchange for the issue of Securities or cash or a combination of both depending on the election made by each Seed Investor.	Sections 12.4 and 12.5

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Topic	Summary	For more Information
Details of the Transaction		
	Each Seed Investor has made either: • a Continuing Election under the Rollover Offer (which will result in the Seed Investor receiving Securities); • an Exit Election under the Rollover Offer (which will result in the Seed Investor receiving cash rather than Securities); or • a Continuing Election under the Rollover Offer in respect of some of their Seed Securities and an Exit Election under the Rollover Offer in respect of the remainder of their Seed Securities (which will result in the Seed Investor receiving a combination of both Securities and cash). Seed Investors can also elect to subscribe for additional Securities.	
When will the Seed Restructure be implemented?	The Seed Restructure will be implemented on Completion, subject to the satisfaction of various conditions precedent set out in the Rollover Deeds (in respect of the Roll-Up) and the Implementation Deed. If the Offer does not complete, then the Seed Restructure will not proceed and Seed Investors will retain their investments in the Seed Trusts and Featherdale Management Pty Limited.	Sections 12.4 and 12.5
What are the Acquisitions?	The Acquisitions are the proposed acquisitions of: • the funds management rights of the Managed Investments; • the Hotel Ibis Styles Canberra Eagle Hawk and related property; • the John Cootes Furniture business and Merrylands Property; and • the other properties related to the John Cootes Furniture business to be acquired by John Cootes Furniture Diversified Property Fund[1].	Section 12
When will the Acquisitions be implemented?	The Acquisitions will be completed on completion of the Offer except as follows: • under the Eagle Hawk Hotel Acquisition Agreement, the acquisition of the Hotel Ibis Styles Canberra Eagle Hawk and related property will complete on 24 June 2014 (or 30 June 2014 if completion is extended as agreed by the parties). A bridging finance facility will be arranged by Moss Capital to provide interim acquisition funding for the period from completion of the acquisition of Hotel Ibis Styles Canberra Eagle Hawk until completion of the Offer. The bridging finance facility will be repaid from the Offer proceeds; and • under the John Cootes Furniture Acquisition Agreement, the John Cootes Furniture business and related properties and the Merrylands Property will be acquired under a call option deed. The call option exercise period is 1 July 2014 to 31 July 2014. Completion of the acquisition will occur between five and fifteen business days after the date of the option exercise notice. Once acquired, the John Cootes Furniture business and the Merrylands Property will form part of the Investment Portfolio and the other properties acquired will form part of the John Cootes Furniture Diversified Property Fund. If the Offer does not complete, then the above assets will not be acquired by Elanor. 1 John Cootes Furniture Diversified Property Fund will be owned by third party investors and managed by Elanor.	Sections 12.6 and 12.7

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Topic	Summary	For more Information
Details of the Transaction		
What will be the sources and uses of funds for the Transaction?	The sources and uses of funds for the Transaction are highlighted below:	Section 6.5

Source of funds	($ millions)
Proceeds of the Offer	76.0[1]
Debt Facility	20.0
Total	**96.0**

Use of funds	($ millions)
Hotels, Tourism and Leisure assets	66.0
Funds management rights	1.5
Special Situation Investments	19.0
Asset acquisition, Offer and other transaction costs	9.0[1]
Working capital	0.5
Total	**96.0**

1 The proceeds of the Offer received by Elanor will equal the number of Securities made available multiplied by the Offer Price per Security, less the $0.019 per Security Broker Service Fee multiplied by the number of Securities issued under the Broker Firm Retail Offer. The Broker Service Fee does not affect the forecast financial position or performance of Elanor.

Board of Directors and Key Management		
Who are the Directors of Elanor?	The Board of Elanor Investors Limited and Elanor Funds Management Limited comprises four Directors, with two independent non-executive directors, including the Chairman. The Directors of Elanor Investors Limited and Elanor Funds Management Limited are: • Paul Bedbrook – Independent Chairman • Glenn Willis – Managing Director and Chief Executive Officer • William (Bill) Moss, AM – Non-Executive Director • Nigel Ampherlaw – Independent Non-Executive Director	Section 4.3
Who are the key management executives of Elanor?	Elanor's management team will include the following key executives: • Glenn Willis – Managing Director and Chief Executive Officer • Marianne Ossovani – Head of Hotels, Tourism and Leisure • Michael Baliva – Head of Real Estate • Symon Simmons – Chief Financial Officer and Company Secretary • Robert Bishop – AFSL Responsible Manager and Chair of Compliance Committee	Section 4.3

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Topic	Summary	For more Information
Board of Directors and Key Management		
What interest in Elanor will be held by Directors and senior management?	Directors and senior management and their associated entities will own approximately 10.5% of issued Securities at completion of the Offer. In addition, Executive Directors and management will be offered incentive arrangements which will align their interests with Securityholders, as summarised in Section 13.2.	Section 13.2
Is there any controlling interest in Elanor?	No Securityholder is expected to have a controlling interest in Elanor at Completion.	
What significant fees, benefits and interests are payable to Directors and other persons (including related parties) connected with the Issuers or the Offer?	**Current interests of Directors and management** Glenn Willis currently holds 350,000 securities in Featherdale Wildlife Park Fund. Mr Willis will roll over his investment in Featherdale Wildlife Park Fund and will subscribe for further Securities under the Offer such that Mr Willis will hold 1.2 million Securities at Allotment. Mr Willis will also be offered 2.8 million Loan Security awards at an offer price of $1.25 pursuant to the Loan Security Plan and will be granted options over 1.6 million Securities at an exercise price of $1.80 pursuant to the Option Plan. William (Bill) Moss currently holds 3.0 million securities in Cradle Mountain Lodge Fund and 2.0 million securities in Featherdale Wildlife Park Fund. Mr Moss will roll over all his investments in Cradle Mountain Lodge Fund and Featherdale Wildlife Park Fund such that Mr Moss will hold 4.6 million Securities at Allotment. **Related party amounts** Glenn Willis and William (Bill) Moss are directors and shareholders of Moss Capital Pty Limited (ACN 135 588 224) (**Moss Capital**). Moss Capital is entitled to receive the following payments and fees that are payable out of the Offer proceeds: • A funds management rights fee of $1.5 million (plus GST) payable by Elanor Funds Management Limited as consideration for the funds management rights of the Managed Investments and the third party owned investment funds and syndicates under the Management Rights Deed. Please refer to Section 12.13 for further information. • An acquisition fee of $285,000 (plus GST) payable on completion of the purchase of John Cootes Furniture and Wiltex Wholesale Pty Limited (the owner of the Merrylands Property) to be paid by Elanor Investors Limited. • Under the constitution of the Eagle Hawk Fund, the trustee of the Eagle Hawk Fund, is entitled to an establishment and acquisition fee of $265,600 (plus GST) on completion of the acquisition of Hotel Ibis Styles Canberra Eagle Hawk payable out of the assets of the Eagle Hawk Fund. Elanor Funds Management Limited, which will replace Moss Capital as trustee of the Eagle Hawk Fund, has agreed that this fee will be paid to Moss Capital. • The repayment of the loan of $885,000 from Moss Capital which was used to fund the deposit for the acquisition of Hotel Ibis Styles Eagle Hawk. • A payment equal to the amount drawn by Moss Capital under the bridging finance facility for the purpose of interim acquisition funding for the acquisition of Hotel Ibis Styles Eagle Hawk payable by Elanor. Moss Capital will not be paid any fee for arranging the bridging finance facility or be reimbursed for any costs incurred in connection with it.	Section 13.2

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Topic	Summary	For more Information
Board of Directors and Key Management		

On the sale of the Merrylands Property, Moss Capital will also be entitled to a performance fee of 20% of the amount by which the IRR on the Merrylands Property exceeds 15%, plus GST. This performance fee is to be paid by Elanor Management Pty Limited if Elanor (directly or indirectly) disposes of the Merrylands Property. The IRR on the Merrylands Property will be calculated from the date that Wiltex Wholesale Pty Limited is acquired by Elanor Management Pty Limited to the date of disposal.

These payments and fees reflect Moss Capital's role in managing the Seed Trusts and the Managed Investments before the Offer and originating the Acquisitions and other Offer related transactions.

Glenn Willis and William (Bill) Moss and their related parties are expected to also receive the following benefits in connection with the Transaction:

- Mr Willis will roll over his investment in Featherdale Wildlife Park Fund as set out above under Current interests of Directors and management. Mr Willis also currently holds 100,000 units in Griffin Plaza Syndicate, 125,000 units in Manning Mall Syndicate and 10,000 units in Super A-Mart Auburn Syndicate. These syndicates will be managed by Elanor.
- Mr Moss will roll over all his investments in Cradle Mountain Lodge Fund and Featherdale Wildlife Park Fund as set out above under Current interests of Directors and management. Mr Moss also currently holds 850,000 units in Griffin Plaza Syndicate and 1.2 million units in Manning Mall Syndicate. These syndicates will be managed by Elanor.
- Mr Moss is a securityholder in Moss Capital WHS Funding Trust. Wollongong Hotel Syndicate will repay the Moss Capital WHS Funding Trust the $3.8 million of convertible notes issued to fund the acquisition of the Mantra Wollongong Hotel out of the Offer proceeds. Mr Moss' share of that repayment is $1.8 million.

For further information please refer to Section 13.2.

Costs of Offer

Offer costs have been borne to date by Moss Capital. If the Offer completes, Moss Capital will be reimbursed for the amount they have paid, currently expected to be $150,000. If the Offer is withdrawn or otherwise does not complete, Moss Capital will not be reimbursed for these costs.

Long Term Incentive Plans

Elanor has established a Loan Security Plan under which Elanor will loan funds to key management executives to acquire Securities which will be subject to certain vesting conditions.

Elanor has also established an Option Plan under which key management executives will be granted options over Securities in accordance with the terms of the plan.

Please refer to Section 13.2 for further details on the Long Term Incentive Plans.

Profit Share Scheme

Elanor has established an annual profit share scheme for all employees.

Please refer to Section 13.2 for further details on the Profit Share Scheme.

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Topic	Summary	For more Information
Key terms and conditions of the Offer		
Who are the issuers of the Offer Document?	Elanor Investors Limited and Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund, are the issuers of this Offer Document.	Section 6.1
What is the Offer?	The Offer consists of an offer of 60.8 million Securities at an Offer Price of $1.25 per Security (or a Broker Firm Retail Offer Price of $1.231[1] per Security) to raise $76.0 million[2], comprising: • a Rollover Offer; • a Broker Firm Offer, comprised of a Broker Firm Retail Offer and a Broker Firm Sophisticated Offer; and • an Institutional Offer. 1 Retail Investors must also pay a $0.019 Broker Service Fee per Security to their Broker. Retail Investors should discuss the payment of this fee with their Broker. 2 The Broker Firm Retail Offer Price per Security is $1.231. Applicants under the Broker Firm Retail Offer must also pay a Broker Service Fee of $0.019 per Security to their Broker. Further information about the Broker Service Fee is included in Section 6.8(ii). Retail Investors should discuss the payment of this fee with their Broker.	Section 6.3
Who can participate in the Offer?	The Rollover Offer is open to Seed Investors. The Broker Firm Offer is open to Retail Investors and Sophisticated Investors who have received a firm allocation from their Broker and who are in Australia. Certain Institutional Investors in Australia and certain other foreign jurisdictions will be invited by the Lead Manager to participate in the Institutional Offer.	Sections 6.7, 6.8 and 6.9
What is the Distribution policy?	The Distribution policy is to target a payout ratio of between 70% to 90% of Core Earnings. Distributions are expected to be paid semi-annually. In respect of the period ending 31 December 2014, the first Distribution is expected to be paid in February 2015. Distributions are not guaranteed.	Section 4.5
What is the forecast Distribution Yield?	The Distribution Yield is forecast to be 9.3% for FY15.	Sections 4.5 and 5.5
What portion of the Distributions are expected to be tax deferred for Australian tax purposes?	Approximately 12.5% - 17.5% of the forecast Distributions in FY15 are expected to be tax deferred.	Sections 4.5, 5.5 and 10.2
What level of franking credits are expected to be attached to the Distributions?	The FY15 Distributions are expected to be approximately 15% franked.	Sections 4.5 , 5.5 and 10.2

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Topic	Summary	For more Information
Key terms and conditions of the Offer		
What is the allocation policy?	The allocation of Securities between the Rollover Offer, the Broker Firm Offer and the Institutional Offer will be determined by the Lead Manager in consultation with Elanor Investors Limited and Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund, having regard to the allocation policy outlined in Sections 6.6. to 6.9.	Sections 6.6 to 6.9
What is a Security?	A Security consists of one fully paid Share in Elanor Investors Limited and one fully paid Unit in Elanor Investment Fund, which can only be traded together.	Section 6.4
What does Stapling mean?	Stapling is the contractual linking together of two or more securities so that they cannot be bought or sold separately.	Section 6.4
Is the Offer fully underwritten?	Yes. The Offer is fully underwritten by the Lead Manager.	Sections 6.10 and 12.11
Are there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable on the acquisition of Securities under the Offer by Applicants who apply for Securities using an Application Form, except in the case of Retail Investors who apply for Securities through the Broker Firm Retail Offer. These Applicants must pay a Broker Service Fee per Security of $0.019 (including GST) to their Broker (noting, however, that the Broker Firm Retail Offer Price per Security is $1.231 rather than $1.25). Retail Investors should discuss the payment of this fee with their Broker.	Section 6.8(ii)
What are the Australian tax implications of acquiring Securities?	The acquisition of Securities under the Offer will have Australian taxation implications for investors participating in the Offer. These implications will differ depending on the individual circumstances of each investor who participates in the Offer. Investors should seek advice from an independent qualified taxation adviser.	Section 10
Will I be able to trade my Securities on the ASX?	Elanor Investors Limited and Elanor Funds Management Limited, in respect of the Elanor Investment Fund, will apply for Elanor to be admitted to the Official List and for the Securities to be quoted on ASX under the code ENN. Completion of the Offer is conditional on ASX approving this application. If approval is not given, the Offer will be withdrawn and all Application Monies received will be refunded without interest.	Section 6.6
When are the Securities expected to commence trading?	It is expected that trading of the Securities on ASX will commence on or about Friday, 11 July 2014, initially on a deferred settlement basis. Normal trading of Securities on ASX will commence on or about Tuesday, 15 July 2014. The contracts formed on acceptance of Applications and confirmation of allocations will be conditional on ASX agreeing to quote the Securities on ASX, and on issue occurring.	Sections 6.6 and 6.13
Are there any escrow arrangements?	No escrow arrangements apply to Securities issued under the Offer.	Section 6.6

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Topic	Summary	For more Information
Applications		
How can you apply for Securities?	**Rollover Offer Applicants** Seed Investors will make their Continuing Elections and/or Exit Elections in relation to the Rollover Offer and elect whether or not to subscribe for additional Securities in accordance with instructions received from the Lead Manager. **Broker Firm Offer Applicants** To apply under the Broker Firm Offer, you must lodge your Application Form, Application Monies and Broker Service Fee (if applying under the Broker Firm Retail Offer) in accordance with the instructions received from your Broker. Note that Applications by Australian resident Retail Investors and Sophisticated Investors under the Broker Firm Offer can only be made through a Broker who has been appointed by the Lead Manager to act as a participating Broker to the Offer. **Institutional Offer Applicants** The Lead Manager will separately advise Institutional Investors of the Application procedures for the Institutional Offer. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.	Sections 6.7 to 6.9
Is there a cooling-off period?	No. Cooling-off rights do not apply to an investment in Securities pursuant to the Offer. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.	Section 6.6
What is the minimum and maximum Application size under the Offer?	The minimum Application size for Applicants applying under the Rollover Offer and Broker Firm Offer is $2,000 and in increments of at least $1,000 thereafter. Applicants under the Institutional Offer will be separately provided with additional information regarding the minimum Application size under the Institutional Offer. The Lead Manager, in consultation with Elanor, reserves the right to reject any Application or to allocate a lesser number of Securities than that applied for. There is no maximum number of Securities that may be applied for under the Offer.	Section 6.6
When will I receive confirmation that my Application has been successful?	It is expected that initial holding statements will be dispatched by standard post on or about Monday, 14 July 2014.	Section 6.6

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Topic	Summary	For more Information
Other information		
Where can I find out more information about the Offer or this Offer Document?	If you have any queries relating to aspects of this Offer Document, please call your stockbroker or the Elanor Offer Information Line on 1300 397 892 (toll free within Australia) or +61 3 9415 4291 (outside Australia) from 9:00am until 5:00pm (AEST) Monday to Friday. If you are unclear in relation to any matter or are uncertain as to whether Elanor is a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.	Section 6.6
Can the Offer be withdrawn?	Yes, the Offer can be withdrawn by Elanor at any time prior to Completion. Elanor reserves the right not to proceed with the Offer at any time before the issue of Securities to successful Applicants. If the Offer does not proceed or complete, Application Monies will be refunded to Applicants. No interest will be paid on any Application Monies refunded.	Section 6.6

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Elanor

4. OVERVIEW OF ELANOR

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4. OVERVIEW OF ELANOR

4.1 OVERVIEW

On Completion, Elanor will be an investment and funds management business that is focused on generating attractive returns for Securityholders via:

- Investment in assets and businesses that deliver attractive cash flows and potential for capital growth; and
- Management of third party owned investment funds and syndicates.

Elanor will own a portfolio of high yielding real estate-backed operating businesses and manage a number of real estate investment syndicates on behalf of third party investors.

Elanor's initial operating divisions are summarised below:

	Hotels, Tourism and Leisure	Funds Management	Special Situation Investments
Overview	• Portfolio of hotels, tourism and leisure businesses – Direct operating exposure – High yielding – Real estate backed	• Management of investment funds on behalf of third party investors – Approximately $87 million investments under management – Targeting growth in a capital efficient manner	• Private operating businesses – Targeting high yielding businesses with attractive operating cashflows • Seeks to create value by improving businesses, unlocking real estate value and/or realising investments through sale
Initial assets and managed funds	• Peppers Cradle Mountain Lodge • Featherdale Wildlife Park • Hotel Ibis Styles Canberra Eagle Hawk • Mantra Wollongong Hotel	• Manning Mall Syndicate • Griffin Plaza Syndicate • Super A-Mart Auburn Syndicate • John Cootes Diversified Property Fund	• John Cootes Furniture business • Merrylands Property
Forecast pro forma EBITDA contribution	• FY15 Revenue: $32.5m • FY15 EBITDA: $9.0m • % EBITDA contribution: 64.3%	• FY15 Revenue: $2.4m • FY15 EBITDA: $2.0m • % EBITDA contribution: 14.3%	• FY15 Revenue: $21.8m • FY15 EBITDA: $3.0m • % EBITDA contribution: 21.4%

STRATEGY

The business strategy of Elanor will be to acquire and unlock value in assets that provide attractive cash flows and capital growth potential, and to grow investments under management through establishing new managed investment funds.

The majority of Elanor's income will initially be derived from its Investment Portfolio. Over time, a key objective of Elanor will be to increase the proportion of income generated from fees related to funds management.

Elanor will aim to achieve growth in investments under management and investment management fees in a capital-efficient manner. This may include establishing new investment funds seeded by assets from the Investment Portfolio. Under this scenario, Elanor could sell an asset or assets from the Investment Portfolio into a new investment fund which Elanor could then manage, and proceeds from the sale could be used by Elanor for other investment opportunities.

Elanor may also look to capitalise on the real estate development and other capital improvement potential of the assets in the initial Investment Portfolio.

INVESTMENT FOCUS AND INITIAL PORTFOLIO

Elanor will initially focus on the following investment sectors:

- real estate;
- hotels, tourism and leisure; and
- private operating businesses.

These are the initial areas of investment focus as a result of Elanor management's expertise in these sectors and the management team's view that there are attractive investment opportunities currently available in these sectors.

Elanor will commence operations with approximately $86 million of investment assets across its Hotels, Tourism and Leisure and Special Situation Investments divisions and approximately $87 million of external investments under management within its Funds Management division.

On Completion, Elanor's initial investment assets (**Investment Portfolio**) will comprise the following:

Asset	Location	Type of operating business	Operator	Valuation[1]
Hotels, Tourism and Leisure				
Peppers Cradle Mountain Lodge	Cradle Mountain National Park, TAS	Hotel	Mantra Group	$29.0 million
Featherdale Wildlife Park	Sydney, NSW	Wildlife Park	Anthology Group	$13.0 million
Hotel Ibis Styles Canberra Eagle Hawk	Canberra, ACT	Hotel	Accor	$17.7 million
Mantra Wollongong Hotel	Wollongong, NSW	Hotel	Mantra Group	$7.1 million
Special Situation Investments				
John Cootes Furniture	Operates from four sites[2]; Merrylands, Penrith, Yennora and Tuggerah (all NSW)	Furniture Retailer	Self operated	$7.0 million
Merrylands Property	Merrylands, NSW	Property associated with John Cootes Furniture	N/A	$12.1 million

1 Refer to Section 8 for a summary of the valuations for the assets comprising the Investment Portfolio.

2 Penrith, Yennora and Tuggerah sites are owned by John Cootes Diversified Property Fund and leased to John Cootes Furniture.

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The assets comprising the Investment Portfolio offer potential for either real estate development or other capital improvement opportunities.

This could involve redeveloping a property to permit a new use which is more financially rewarding than its current use. For example, the Merrylands Property comprises approximately 24,000 sqm of land and there is the potential to build residential units on that land. As a further example, the Mantra Wollongong Hotel is strata approved which gives Elanor the opportunity to sell the units to individual purchasers at yields more favourable than the initial acquisition yield.

Although none of these opportunities have been taken beyond the conceptual stage at this point, they illustrate the potential for capital value improvement within the Investment Portfolio. All such opportunities would be subject to detailed feasibility studies, regulatory approvals and funding; none of which are assured.

None of these opportunities have been taken beyond the conceptual stage at this point. They would all be subject to detailed feasibility studies, regulatory approvals and funding – none of which are assured. However they illustrate the potential for capital value improvement of the Investment Portfolio.

No allowance has been made in the Financial Information for the benefits that may flow from any real estate development or capital improvement opportunity.

On Completion, Elanor's Funds Management division will manage the following property syndicates on behalf of third party investors (**Managed Investments**):

Fund	Type	Gross Asset Value
Manning Mall Syndicate	Sub-regional shopping centre	$37.2 million
Griffin Plaza Syndicate	Neighbourhood shopping centre	$16.9 million
Super A-Mart Auburn Syndicate	Retail warehouse	$20.7 million
John Cootes Diversified Property Fund	Two retail showrooms and one warehouse	$12.1 million

MANAGEMENT

Elanor's strategy will be driven by its key management executives who have demonstrated track records in identifying attractive investment opportunities. In particular, Elanor's management capabilities lie in its:

1 Investment origination capacity;

2 Investment analysis and execution capabilities; and

3 Asset improvement and investment performance capabilities.

Management will be led by Glenn Willis, who has over 25 years' business experience having previously established and operated a number of investment and funds management businesses, including Moss Capital and Grange Securities.

Elanor's management team will be aligned with investors and incentivised to grow the value of the business through ownership interests in Elanor and through the Long Term Incentive Plans.

Glenn Willis will subscribe for 1.2 million Securities through the Offer. Mr Willis will also be granted 2.8 million Loan Security awards at the offer price of $1.25 per Security under the Loan Security Plan, and will be granted options over 1.6 million Securities at an exercise price of $1.80 per option under the Option Plan. Other senior management personnel will be granted in aggregate 3.6 million Loan Security awards at the offer price of $1.25 per Security under the Loan Security Plan. In total, 6.4 million Loan Security awards will be granted to management at the offer price of $1.25 per Security under the Loan Security Plan.

For further information on the Long Term Incentive Plans please refer to Section 13.2.

Elanor expects to have in total 357 employees at Allotment, comprising 338 within the Investment Portfolio businesses and 19 head office staff.

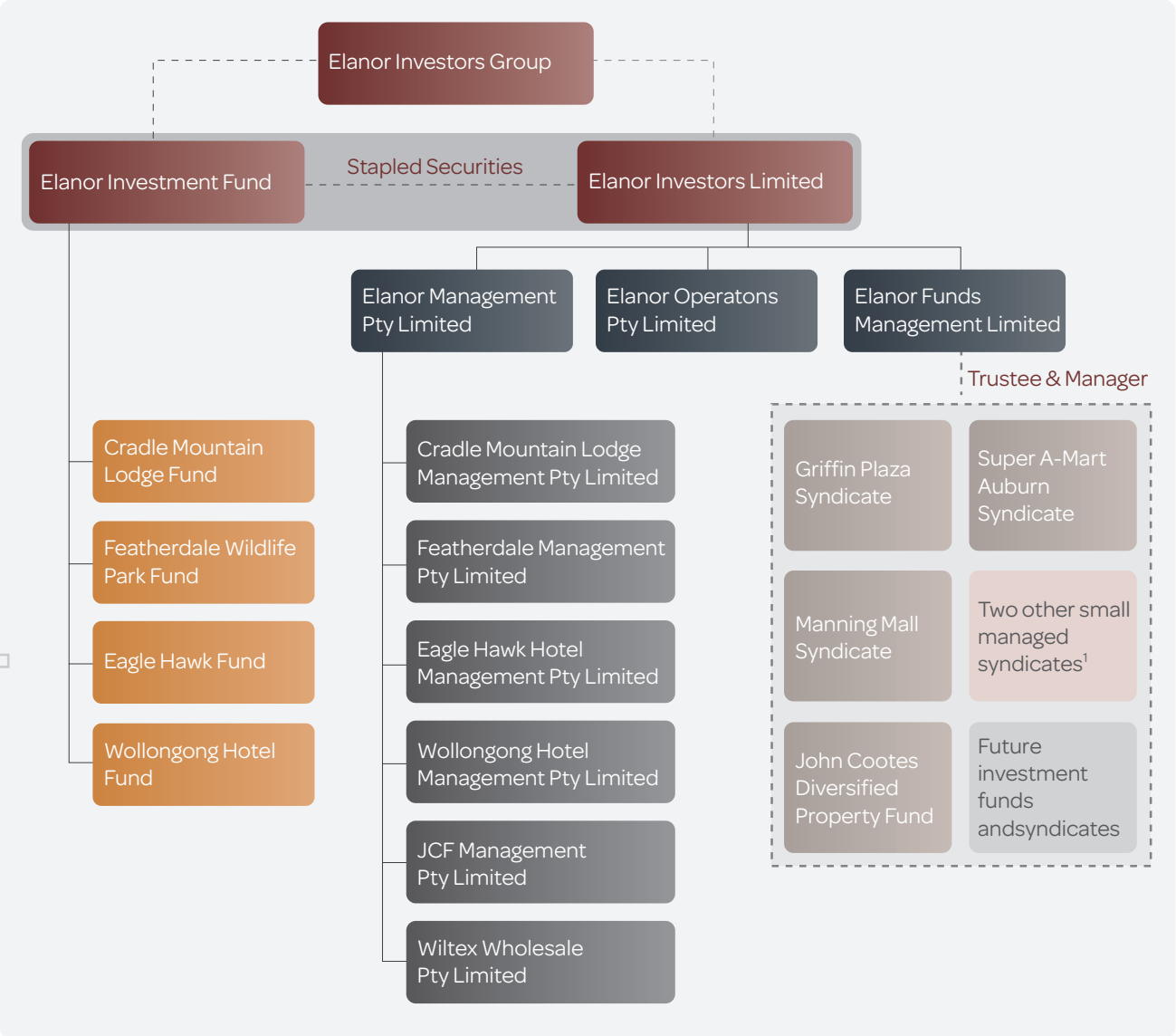
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4.2 CORPORATE STRUCTURE

Elanor will be a Stapled group comprising Elanor Investors Limited (ABN 33 169 308 187) and Elanor Investment Fund (ARSN 169 450 926) and their controlled entities. The responsible entity of Elanor Investment Fund is Elanor Funds Management Limited (ABN 39 125 903 031; AFSL 398196) which will, prior to Completion, become a wholly owned subsidiary of Elanor Investors Limited.

On Completion, Elanor Investment Fund will own a 100% interest in four properties through sub-trusts that have 100% ownership in the properties from which the assets listed below operate (excluding the Merrylands Property):

- Peppers Cradle Mountain Lodge;
- Featherdale Wildlife Park;
- Hotel Ibis Styles Canberra Eagle Hawk; and
- Mantra Wollongong Hotel.



1 These syndicates provide a nominal amount of management income to Elanor.

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Elanor Funds Management Limited is also the trustee and manager of a number of managed funds. Elanor does not have an ownership interest in any of the managed funds.

Elanor Funds Management Limited, through its wholly owned subsidiaries, is the manager of the Elanor Investment Fund sub-trusts.

4.3 BOARD OF DIRECTORS AND KEY MANAGEMENT



Paul Bedbrook
Independent Chairman

Paul has had a career of over 30 years in financial services, originally as an analyst, fund manager and then the GM & Chief Investment Officer for Mercantile Mutual Investment Management Ltd (ING owned) from 1987 to 1995. Paul was an executive for 26 years with the Dutch global banking, insurance and investment group, ING, retiring in 2010. Paul's career included the roles of: President and CEO of ING Direct Bank, Canada (2000 – 2003); CEO and director of the ING/ANZ wealth management JV, ING Australia, now ANZ OnePath (2003 – 2008) and Regional CEO, ING Asia Pacific, Hong Kong (2008 – 2010).

Paul currently holds non-executive directorships on the Boards of: Zurich Financial Services Australia, Credit Union Australia, the National Blood Authority and is Deputy Chair of Disability Sports Australia.



Glenn Willis
Managing Director and Chief Executive Officer

Glenn has extensive industry knowledge with over 25 years' experience in the Australian and international capital markets.

Glenn was most recently co-founder and Chief Executive Officer of Moss Capital. Prior to Moss Capital, Glenn co-founded Grange Securities and led the team in his role as Managing Director and CEO. Grange Securities was a pre-eminent Australian owned investment bank with businesses in fixed income, equities, corporate finance and funds management. Grange Securities grew to be Australia's major independent fixed income house.

After 12 years of growth, Grange Securities, a business with approximately 150 personnel, was acquired by Lehman Brothers International in 2007, as the platform for Lehman's Australian investment banking and funds management operations. Glenn was appointed Managing Director and Country Head in March 2007. In 2008, Glenn was appointed executive Vice Chairman of Lehman Brothers Australia (which was subsequently placed into liquidation following the financial difficulties affecting its US parent, Lehman Brothers, Inc).

Glenn previously held senior positions at Fay Richwhite and Challenge Bank.

Active in the community, Glenn is a supporter of youth mentoring in Australia and is a Director of Big Brothers Big Sisters Australia and The FSHD Global Research Foundation.

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Nigel Ampherlaw
Independent non-executive Director

Nigel will join the Board as Chair of the Audit and Risk Committee. He was a Partner of PricewaterhouseCoopers for 22 years where he held a number of leadership positions, including heading the financial services audit, business advisory services and consulting businesses. He also held a number of senior client Lead Partner roles. Mr Ampherlaw has extensive experience in risk management, technology, consulting and auditing in Australia and the Asia-Pacific region.

Nigel's current Directorships include a non-executive Director with Credit Union Australia, where he is Chair of the Audit Committee and the Technology Committee and a member of the Risk and Strategy Committees; non-executive Director of Quickstep Holdings Ltd where he is Chair of the Audit and Risk committee; non-executive Director of the Australia Red Cross Blood Service, where he is a member of the Finance and Audit Committee and a member of the Risk Committee. Mr Ampherlaw has also been a member of the Grameen Foundation Australia charity board since 2012.



William (Bill) Moss, AM
Non-executive Director

Bill is an Australian businessman and philanthropist with expertise in real estate, banking, funds and asset management.

Bill spent 23 years as a senior executive and Executive Director with Macquarie Group, the pre-eminent Australian investment bank, where Bill managed The Global Banking and Real Estate businesses. Bill founded, grew and led Macquarie Real Estate Group to a point where it managed over $23 billion worth of investments around the world.

Bill is Chairman of Moss Capital and Chairman and Founder of The FSHD Global Research Foundation.

Bill is a commentator on the Australian finance and banking sectors, the global economy, and the ongoing need for Australia to do more to advance the interests of the country's disabled and disadvantaged.

In 2006, Bill was awarded one of Australia's highest honours, the Order of Australia (AM), for services to the banking, charity, and finance sectors.



Marianne Ossovani
Head of Hotels, Tourism and Leisure

Marianne has over 22 years' experience in the real estate, financial services and hotel, tourism and leisure sectors. Marianne has substantial experience in asset financing and risk management in financial services; and also has significant experience in the tourism and leisure industry, particularly in the accommodation sector.

Marianne most recently held the position of Executive Director, Hotels, Tourism & Leisure for Moss Capital, leading the firm's investment activities across this sector. Prior to joining Moss Capital, Marianne held senior positions within the Asia Pacific business of Wyndham Worldwide, a globally pre-eminent hospitality group, and headed the Consumer Finance Division for Wyndham Vacation Resorts Asia Pacific.

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Michael Baliva
Head of Real Estate

Michael has 23 years' experience in the Australian and international real estate and finance industries, including eight years as a Chartered Accountant with Ernst & Young, specialising in providing services to the real estate funds management industry.

Michael has an extensive track record in Investment Manager, Fund Manager, and Chief Investment Officer roles, with substantial achievements in building real estate investment and asset management platforms.

Michael most recently held the position of Executive Director, Real Estate for Moss Capital.

Prior to joining Moss Capital, Michael was Centro Properties' Chief Investment Officer responsible for its national US investment/asset management capability, comprising 350 people managing 235 properties valued at US$6.4 billion.



Symon Simmons
Chief Financial Officer and Company Secretary

Symon has over 19 years' business management experience, most recently as Chief Operating Officer at Moss Capital where he was responsible for the firm's Finance, Corporate, Human Resources, Legal and Administration functions.

Prior to Moss Capital, Symon worked at global accounting firm Ernst & Young where he gained experience across a range of businesses and transactions.

Symon has played a key role in a number of corporate transactions, including equity sell-downs, restructures and leveraged buy outs.

Symon is chairman of a social enterprise, Global Ethics Australia, and chairman and founder of The One Foundation Australia, which supports essential infrastructure projects in some of the world's poorest nations in Africa and Asia.



Robert Bishop
Elanor AFSL Responsible Manager and Chair of Compliance Committee

Robert has over 30 years' experience in corporate finance, firstly in law at Linklaters & Paines, London (1982 – 1986) and Allen, Allen & Hemsley, Sydney (1986 – 1987) and then as a stockbroker and investment banker at Ord Minnett Corporate Finance, Sydney (1987 – 1995), Robert Fleming & Co, London (1995 – 1996) and, since 1998, at his Sydney based corporate finance business, First Capital Markets.

Robert was chairman of the Australian Barclays Bank responsible entity, Celsius Investments Australia, for five years until late 2013. He is currently on the board of listed pharmaceutical company PharmAust Limited and is a responsible manager and shareholder in Australian P2P lender RateSetter Australia. He has considerable licensing and compliance experience and is currently Chair of the compliance committees of five responsible entities.

Robert is a solicitor of the Supreme Courts of New South Wales and England & Wales.

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4.4 ELANOR'S OPERATING DIVISIONS

I. HOTELS, TOURISM AND LEISURE DIVISION

Elanor's initial Hotels, Tourism and Leisure portfolio will consist of Peppers Cradle Mountain Lodge, Featherdale Wildlife Park, Hotel Ibis Styles Canberra Eagle Hawk and Mantra Wollongong Hotel. Elanor will aim to leverage its management expertise and scale to enhance the offerings of its existing investments and continue to expand the portfolio.

PEPPERS CRADLE MOUNTAIN LODGE

Peppers Cradle Mountain Lodge is a multi-award winning spa and wilderness style resort situated adjacent to the world heritage-listed Cradle Mountain Lake St Clair National Park in Tasmania. The resort is set on 11.4 hectares and comprises 86 guestrooms, conference and recreational facilities, an alpine spa, food and beverage facilities and a retail outlet.

Peppers Cradle Mountain Lodge was first opened in 1972 and has undergone substantial expansions/developments throughout the last 4 decades. Mantra Group, one of the leading marketers and managers of hospitality assets in Australia and New Zealand, became the operator of the resort in March 2012. The resort was subsequently re-branded under "Peppers Retreats, Resorts and Hotels", Mantra Group's luxury level accommodation brand. Peppers Cradle Mountain Lodge was ranked as No.5 on Lonely Planet's "Top 10 extraordinary places to stay in 2014".

Peppers Cradle Mountain Lodge is located just over an hour's drive from Devonport and two hours from Launceston. The resort benefits from limited comparable accommodation offerings as evidenced by the consistently high occupancy and stable cash flows achieved by the resort over many years.

Operating business	Hotel
Location	4038 Cradle Mountain Road, Cradle Mountain National Park, Tasmania
Site area	11.4 hectares
Site improvements	Main lodge (86 cabins over 2 levels), restaurant (capacity for 100 patrons), bistro (seating for 120 patrons), lounge, 3 separate conference facilities (165 sqm), alpine spa, retail store, staff accommodation and recreational facilities.
Operator	Mantra Group – leading Australian hotel and resort marketer and operator with +11,000 rooms under management for owners in properties across Australia, New Zealand and Indonesia.
Valuation date	31 May 2014
Independent valuation	$29.0 million
FY15 forecast initial yield[1]	11.3%
FY15 forecast average occupancy	80%
FY15 forecast RevPAR[2]	$195







1 Forecast FY15 EBITDA less depreciation expense for PP&E divided by independent valuation.

2 Revenue per available room.

Refer to Section 5.8 for further details.

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FEATHERDALE WILDLIFE PARK

Featherdale is a leading Australian wildlife park located in Doonside, Western Sydney, approximately 40 minutes' drive from Sydney's CBD.

Featherdale has been trading in the same location for over 40 years, and is a well-established tourist attraction in New South Wales. Featherdale is an important component of the Sydney day tour market, with over 362,000 annual visitations in the period July 2012 to June 2013 (and is expected to exceed 378,000 in the year to June 2014).

Featherdale specialises in Australian fauna and cares for more than 1,700 birds and animals on site with more than 270 species of birds and animals on display, including some of Australia's most iconic animals.

Income is derived from three consistent, highly profitable revenue streams: park admission (~70%); food and beverage sales; and retail sales.

Featherdale is operated by the Anthology Group, an experienced manager of nature-based tourism assets including the iconic Premium Wetlands Safari Lodge in the Northern Territory and Wilpena Pound Resort in South Australia.

Featherdale provides an attractive cash income return and has the potential to further grow returns from existing operations. Furthermore, Featherdale has the opportunity to capitalise on the growing inbound/international and domestic tourism markets, in addition to the education market.

Operating business	Wildlife park
Location	217 – 219 Kildare Road, Doonside, Western Sydney, NSW 2767
Site area and description	The wildlife park is situated over 3.1 hectares of land on two separate titles (wildlife park and car park), surrounded by residential dwellings. The site was constructed in 1972 and comprises various buildings including offices, retail kiosks, infrastructure associated with the wildlife park and on-site car parking for approximately 60 vehicles.
Site improvements	Office and kiosk, retail store, entry, 3 detached amenities buildings, education centre, breakfast/lunch facility, extensive sanctuary facilities, reptile and nocturnal house and hard standing parking areas.
Zoning	1st title: 6(b) Private Recreation (Featherdale Wildlife Park) 2nd title: 2(a) Residential (car park) The car park site has the potential for an expansion or redevelopment.
Operator	Anthology Group – a specialist manager of nature-based tourism assets.
Valuation date	31 May 2014
Independent valuation	$13.0 million
FY15 forecast initial yield[1]	21.8%
FY15 forecast average number of visits per day	1,115
FY15 forecast average spend per head (including admission price)	$23.8







1 Forecast FY15 EBITDA less depreciation expense for PP&E divided by independent valuation.

Refer to Section 5.8 for further details.

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HOTEL IBIS STYLES CANBERRA EAGLE HAWK

Opened in 1987, Hotel Ibis Styles Canberra Eagle Hawk is a 3.5 star AAA rated, 151 room hotel located approximately 13km from the Canberra CBD, on the Federal Highway. The location is within close proximity to the airport (approximately 12km) and regional attractions such as the Australian War Memorial, Canberra Stadium, National Gallery of Australia and the Australian Botanic Gardens.

The hotel is situated on a significant holding of freehold land in NSW, on the ACT border.

Hotel facilities include a restaurant (Wintergarden Restaurant), a café (Café MUNICH), a bar and lounge (Jolly Brewer Bar) and 310 sqm of conference room facilities. Other facilities include a gym and fitness centre, tennis courts, outdoor swimming pool, a business centre and over 200 parking spaces. The property has extensive grounds and gardens cultivated in a native theme and attract an array of local wildlife.

The hotel attracts guests from a diverse mix of market segments, including the corporate, education, conference and leisure markets. The property is particularly well suited to the family and group markets, and is also firmly positioned within the growing educational/school excursion market (this sector has significant growth potential given the importance of high profile attractions for the national school curriculum). The hotel's offering is well positioned to cater to these markets.

With the execution of the planned sales and marketing initiatives, the performance of this hotel is expected to improve substantially in the short term.

Operating business	Hotel
Property location	999 Federal Highway, Sutton 2602 ACT
Site area	65,864 sqm
Site improvements	Main facilities comprise a reception lobby; restaurant; café; bar and lounge; seven function/meeting rooms; spa, sauna gymnasium; administration offices and back of house areas. Detached from the main facilities and connected by covered walkways are 20 accommodation buildings containing a total of 151 hotel rooms (a total of 191 keys). Other facilities include an outdoor swimming pool; two floodlit tennis courts; childrens' playground; pizza bar and bbq facility and car parking for 200 vehicles.
Zoning	Zone No. 1(d) (Rural Residential Zone) under the provisions of the Yarrowlumla Local Environmental Plan (LEP) 2002.
Operator	Accor – part of a listed French hotel group which owns, operates and franchises over 3,500 hotels in 92 countries. There are over 550 hotels and resorts within the Asia Pacific region operating under a range of brands including Sofitel, Ibis, Pullman and Novotel.
Valuation date	31 May 2014
Independent valuation	$17.7 million
FY15 forecast initial yield[1]	8.8%
FY15 forecast average occupancy	68%
FY15 forecast RevPAR[2]	$78.2







1 Forecast FY15 EBITDA less depreciation expense for PP&E divided by independent valuation.

2 Revenue per available room.

Refer to Section 5.8 for further details.

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THE MANTRA WOLLONGONG HOTEL

Mantra Wollongong is a 4.5 star serviced apartment hotel comprising 8 levels plus rooftop with 54 individual apartments, a ground floor and 56 basement car parking bays. Elanor will own 44 serviced apartments and the management rights for the property. The property is located at 6–10 Gladstone Avenue in central Wollongong, within walking distance of the CBD, entertainment precinct, transport routes and hospital.

The demographics of Wollongong provide a supportive environment for the Mantra Wollongong. Wollongong City has a population of over 200,000 and attracts over 550,000 overnight visitors annually. In addition, the University of Wollongong attracts over 30,000 students annually (11,000 international students).

Mantra Wollongong has potential for earnings growth. Mantra Group commenced management of the hotel in March 2014 and is well progressed in executing its marketing and operating plans for the hotel.

Operating business	Hotel
Property location	6–10 Gladstone Avenue, Wollongong, NSW 2500
Site area	1,705 sqm
Site improvements	8 storey building plus rooftop (54 apartments), 56 basement car parking bays, rooftop decking and entertainment area, conference facilities, reception and lounge.
Zoning	3(a) General Business under Wollongong City Council Local Environmental Plan.
Operator	Mantra Group – hotel and resort marketer and operator with over 11,000 rooms under management for owners in properties across Australia, New Zealand and Indonesia.
Valuation date	31 May 2014
Independent valuation	$7.1m[1]
FY15 forecast initial yield[2]	12.0%
FY15 forecast average occupancy	78%
FY15 forecast RevPAR[3]	141.3







1 Valuation relates to the ownership of 44 serviced apartments and the management rights for the property.
2 Forecast FY15 EBITDA less depreciation expense for PP&E divided by independent valuation.
3 Revenue per available room.

Refer to Section 5.8 for further details.

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II. FUNDS MANAGEMENT DIVISION

Elanor's Funds Management division will manage third party owned investment funds and syndicates. The Funds Management division will initially have approximately $87 million of external investments under management and will continue to grow its investments under management through establishing further managed investment funds in the future. Elanor may also co-invest in future investment funds that Elanor establishes.

Elanor's Funds Management division provides a platform with the potential for growth, and a key objective of Elanor will be to increase the proportion of its total income that is generated from management fees.

Following is an overview of the initial investments under management.





Fund	**Manning Mall Syndicate**
Term	5 years, expiring July 2018
Property	Manning Mall, 81 Manning Street, Taree, NSW 2431
Valuation	$33.0 million (May 2013)
Description	A single level sub-regional shopping centre anchored by a full line Coles supermarket and Target discount department store. The centre contains 31 specialty stores, 3 kiosks, 3 ATM's and a free standing Hungry Jacks restaurant. The property has a GLA of 11,200 sqm and parking 431 vehicles.
Management fees	Acquisition fee: 1.5% of asset purchase price Base fee: 1.0% per annum (excluding GST) on the gross asset value of the syndicate Performance fee: 25% above 12% annual IRR hurdle rate (based on syndicate total returns)





Fund	**Griffin Plaza Syndicate**
Term	5 years, expiring September 2017
Property	Griffin Plaza, Corner of Yambil Street and Crossing Street, Griffith, NSW 2680
Valuation	$14.8 million (August 2012)
Description	A modern, fully enclosed, single level neighbourhood shopping centre built in 1997. The centre has a high quality retail mix with a Coles supermarket, 27 specialty tenants, The Reject Shop, 3 kiosks and 3 ATMs.
Management fees	Acquisition fee: 1.25% of asset purchase price Base fee: 1.0% per annum (excluding GST) on the gross asset value of the syndicate Performance fee: 25% above 12% annual IRR hurdle rate (based on syndicate total returns)

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Fund	**Super A-Mart Auburn Syndicate**
Term	5 years, expiring April 2019
Property	Super A-Mart Auburn, 311 Parramatta Road, Auburn NSW 2144
Valuation	$19.3 million (January 2014)
Description	Single level retail warehouse fully leased to Super A-Mart. The property was originally developed as a Bunnings Warehouse in 2000 prior to their vacation of the premises in July 2013. Super A-Mart has significantly refurbished and sub-divided the building to meet its retail floor and warehousing requirements. The property has a GLA of 8,451 sqm and parking for 344 vehicles.
Management fees	Acquisition fee: 1.5% of asset purchase price Base fee: 0.75% per annum (excluding GST) on the gross asset value of the syndicate Performance fee: 25% above 10% annual IRR hurdle rate (based on syndicate total returns)





Fund	**John Cootes Diversified Property Syndicate**
Term	5 years, expiring July 2019
Property	John Cootes Penrith, 9 – 12 Aspen Street, South Penrith, NSW 2750 John Cootes Tuggerah, 120 – 124 Pacific Highway, Tuggerah, NSW 2259 John Cootes Warehouse, 52 Orchard and Leigh Street, Yennora, NSW 2161
Valuation	$11.0 million (June 2014)
Description	A diversified portfolio of retail showrooms and warehouse leased to John Cootes Furniture for 10 year each at market rental levels. Combined lettable area in excess of 8,000 square metres.
Management fees	Acquisition fee: 1.5% of asset purchase price Base fee: 1.0% per annum (excluding GST) on the Gross Asset Value of the syndicate Performance fee: 25% above 12% annual IRR hurdle rate (based on syndicate total returns)

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III. SPECIAL SITUATION INVESTMENTS DIVISION

Elanor will also identify and source new investment opportunities which have attractive operating cashflows, potential to improve underlying business operations, and potential for real estate development or other capital improvement initiatives.

The Special Situation Investments division will look to realise value for Securityholders by (i) seeking to improve the underlying business operations, (ii) unlocking the value of the businesses real estate holdings and (iii) realising investments within the portfolio, as appropriate. The Special Situation Investments division will target investments with a forecast IRR of at least 15%. The division will initially include the John Cootes Furniture business and the Merrylands Property.

JOHN COOTES FURNITURE BUSINESS



John Cootes Furniture (**JCF**) is a NSW based importer and retailer of an extensive range of household furniture with retail sites at Merrylands, Penrith and Tuggerah and a warehouse in Yennora.

JCF has been in business for over 30 years and competes with companies such as Harvey Norman, Fantastic Furniture, Super A-Mart and smaller independent furniture retailers.

JCF sources furniture both locally from Australian manufacturers and direct from Asian manufacturers. JCF employs a 'showroom selling' and 'warehouse look' model resulting in an efficient working capital cycle and low overheads.



JCF benefits from the services of a loyal and long serving staff base. In addition, Mr Lance Peters (formerly of Fantastic Holdings Limited) has agreed to join JCF as CEO and will be responsible for driving the growth strategy of the business.

Forecast FY15 EBITDA from JCF is $3.0 million, which is in line with expected FY14 earnings.

MERRYLANDS PROPERTY



Under the John Cootes Furniture Acquisition Agreement, Elanor will acquire JCF's retail site at Merrylands, NSW, from which JCF operates its head office and main showroom (**Merrylands Property**).

The Merrylands Property comprises a total of approximately 24,000 sqm of land, which Elanor management considers is currently underutilised. Elanor management considers that the Merrylands Property has residential real estate development potential.

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4.5 DISTRIBUTION POLICY

Subject to future business conditions and the future cash flow requirements of Elanor, the Directors intend to adopt an initial Distribution policy to pay out between 70% and 90% of Core Earnings to Securityholders.

The Directors will monitor the appropriateness of this policy to ensure that it is in the best interests of Elanor and Securityholders.

Elanor intends to pay Distributions on a semi-annual basis (subject to availability of sufficient Core Earnings) with an interim Distribution to be paid at the end of February each year and a final Distribution to be paid at the end of August each year.

The first Distribution relating to the financial period from Allotment to 31 December 2014 is expected to be paid in February 2015.

Assuming that an FY15 result consistent with the Financial Information is achieved, the total Distribution payment for the financial year ending 30 June 2015 is forecast to be 11.7[1] cents per Security, representing an annualised Distribution Yield on the Offer Price of 9.3%[1].

The payment of a Distribution is at the discretion of the Directors and will be a function of a number of factors including general business conditions, the operating results and the financial position of Elanor, future funding requirements, compliance with debt facilities, capital management initiatives, taxation considerations (including the level of franking credits available) and any other factors that the Directors deem relevant.

4.6 CAPITAL MANAGEMENT POLICY

Elanor intends to adopt the following approach to capital management:

- Maintain a target Gearing Ratio of between 20% and 40% over the medium term;
- Maintain sufficient head room relative to key debt covenants;
- Monitor and implement an appropriate risk management strategy to manage Elanor's interest rate risks; and
- Ensure sufficient funding liquidity is available to meet Elanor's working capital and capital expenditure requirements.

This policy will continue to be reviewed in the context of any future indebtedness and prevailing market conditions. The Directors will continue to monitor the appropriateness of this policy to ensure that it meets the ongoing objectives of Elanor and is in the best interests of Securityholders.

The Directors expect that Elanor will have sufficient working capital from its operations and debt facilities to meet its operational requirements during the Forecast Period.

4.7 BORROWINGS

Elanor has obtained a credit approved commitment letter from a major Australian financial institution for the provision of a secured debt facility to Elanor Funds Management Limited as responsible entity of Elanor Investment Fund, of up to a maximum drawn amount of $25 million for a period of up to 3 years (**Debt Facility**). The Debt Facility will be provided in two tranches with key terms as follows:

Tranche A

- Facility limit: $20 million
- Purpose: To assist in the acquisition of the Investment Portfolio
- Tenor: 3 years
- Repayment: Interest only

1 Refer to Financial Information in Section 5 for further information.

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Tranche B

- Facility limit: $5 million
- Purpose: To assist in the acquisition of additional assets and for working capital purposes
- Tenor: 3 years
- Repayment: Interest only

The commitment to provide the Debt Facility is subject to satisfactory documentation being entered into and satisfaction of typical conditions precedent.

The Debt Facility will be secured by a first ranking mortgage over the assets in the Investment Portfolio as well as a first ranking general security interest over all the assets and undertakings of Elanor.

Key lending covenants under the Debt Facility are as follows:

- Loan to Value ratio (LVR) to be at all times ≤ 40%. LVR is calculated as drawn debt divided by the value of the properties in the Investment Portfolio.
- Minimum 12 month rolling EBITDA for Elanor to be at all times ≥ $8.5 million. EBITDA in the first 12 months will be normalised for upfront transaction costs.
- Minimum equity requirement (based on book value of equity) to be at all times > $60 million.

4.8 INTEREST RATE RISK MANAGEMENT POLICY

Elanor intends to implement an interest rate risk management policy to reduce the volatility of future earnings due to movements in interest rates. Elanor intends to manage this exposure by:

- Targeting a range for fixed interest rate exposure of between 50% and 100% of drawn borrowings;
- The use of derivative contracts and/or other agreements to fix interest payment obligations; and
- Considering reducing the refinancing risk by seeking different maturity dates for the fixed rate agreements.

This policy will continue to be reviewed in the context of any future indebtedness and prevailing market conditions. The Directors will continue to monitor the appropriateness of this interest rate risk management policy to ensure that it meets the ongoing objectives of Elanor and is in the best interests of Securityholders.

4.9 REPORTING

Elanor will adopt a June year end for accounting and financial reporting purposes.

Formal financial reporting will be provided to Securityholders at 31 December (interim) and 30 June (full-year) each year, commencing 31 December 2014. These reports will detail (among other things) the following:

- An income statement, balance sheet and statement of cash flows for the period;
- The net asset position of Elanor as at the end of the period;
- The amount and tax treatment of Distributions for the period; and
- Significant activities undertaken over the period.

An annual report will be provided by Elanor in accordance with the Corporations Act. The financial statements contained in the annual report will be audited and the financial statements in the half year accounts are subject to review by the auditors.

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4.10 AUDITOR

The auditor of Elanor will be Deloitte Touche Tohmatsu.

4.11 REGISTER

The Security register of Elanor will be maintained in New South Wales by the Registry, Computershare Investor Services Pty Limited (ACN 078 279 277).

4.12 CUSTODIAN

The custodian of Elanor Investment Fund is The Trust Company (Australia) Limited (ACN 000 000 993), who will hold the assets of Elanor Investment Fund.

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Elanor

5. FINANCIAL INFORMATION

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5. FINANCIAL INFORMATION

5.1 OVERVIEW

The Financial Information for Elanor contained in this Section, has been prepared by the Directors of Elanor and includes the:

i. Forecast consolidated balance sheet as at the Allotment Date;

ii. Forecast statutory consolidated income statement for the financial year ending 30 June 2015;

iii. Forecast consolidated pro forma earnings before interest, tax, depreciation and amortisation (EBITDA) for the financial year ending 30 June 2015; and

iv. Forecast consolidated distribution statement for the financial year ending 30 June 2015.

The Financial Information has been prepared to reflect the implementation of the Transaction as described in this Offer Document.

The Financial Information is for Elanor, comprising Elanor Investment Fund and Elanor Investors Limited and their respective controlled entities. Elanor will operate on a financial year ending 30 June, and all figures within this Section are for periods ending 30 June unless otherwise noted. Rounding of the figures provided in the Financial Information may result in some discrepancies between the sum of components and the totals outlined within the tables and percentage calculations.

The Financial Information for Elanor, as described in Section 5, is presented for the financial year ending 30 June 2015, which given the expected Allotment Date of 11 July 2014 represents virtually a full year of operation. The Directors have assessed the difference in forecast financial results between the full year and the period from Allotment Date to 30 June 2015 as immaterial and hence only a statutory forecast consolidated income statement has been presented. A reconciliation from the statutory forecast consolidated EBITDA to pro forma forecast consolidated EBITDA has been provided to illustrate the impact of one-off costs related to the implementation of the Transaction.

Information provided in this Section should be read in conjunction with the sensitivities outlined in Section 5.9, the risk factors outlined in Section 7 and the other information provided in this Offer Document.

5.2 BASIS OF PREPARATION AND PRESENTATION OF THE FINANCIAL INFORMATION

The Financial Information has been prepared and presented in accordance with the recognition and measurement principles prescribed in the Australian Accounting Standards adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act except as discussed in Section 5.8 below in relation to accounting for changes in the fair value of property and mark to market of interest rate swaps. Certain significant accounting policies relevant to the Financial Information are disclosed in Section 5.10. The Financial Information is presented in an abbreviated form and does not contain all of the disclosure provided in an annual report prepared in accordance with the Corporations Act.

The Financial Information has been reviewed by Deloitte. Deloitte's Investigating Accountant's Report is provided in Section 9 of this Offer Document. Prospective Investors should note the scope and limitations of the Investigating Accountant's Report.

The Financial Information has been prepared on the basis that the Transaction is completed on 1 July 2014.

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The three operating segments of Elanor, being Hotels, Tourism and Leisure, Funds Management and Special Situation Investments reflect the reporting structure to senior management and the Board. Elanor believes that the three operating segments are appropriate for segment reporting purposes under AASB 8 "Operating Segments". These segments comprise the following operations:

- **Hotels, Tourism and Leisure**. The Hotels, Tourism and Leisure division will contain a portfolio of hotel and leisure properties initially comprising Peppers Cradle Mountain Lodge, Featherdale Wildlife Park, Hotel Ibis Styles Canberra Eagle Hawk and Mantra Wollongong Hotel.
- **Funds Management**. The Funds Management division manages third party owned investment funds and syndicates. The Funds Management division will initially have approximately $87 million of external investments under management, being the Managed Investments. The division intends to establish further managed investment funds in the future.
- **Special Situation Investments**. The Special Situation Investments division intends to identify and source new investment opportunities that meet Elanor's investment criteria (as described in Section 4), and also realise investments within the portfolio as appropriate. The division will initially include John Cootes Furniture and the Merrylands Property.

Preparation of Financial Information

The Financial Information is based on the base case assumptions set out in Section 5.8. The Directors believe that the Financial Information has been prepared with due care and attention, and consider the base case assumptions in Section 5.8 to be reasonable at the date of this Offer Document.

This information is designed to assist investors in assessing the reasonableness and the likelihood of the assumptions occurring, and is not intended to be a representation that the assumptions will occur. Investors should be aware that the timing of actual events and the magnitude of their impact might differ from that assumed in preparing the Financial Information, and that any deviation in the assumptions on which the Financial Information is based may have a material positive or negative effect on Elanor's actual financial performance or position.

Investors are advised to review the base case assumptions set out in Section 5.8, in conjunction with the sensitivity analysis set out in Section 5.9, the risk factors set out in Section 7 and other information set out in this Offer Document.

Preparation of forecast consolidated balance sheet

The forecast consolidated balance sheet at the Allotment Date has been prepared reflecting the independent valuations and purchase price allocations for the respective acquisitions, the use of Offer proceeds and assumed drawdown on the Debt Facility, and transaction and property acquisition costs, as follows:

- The acquisition of the Investment Portfolio's land and buildings being $69.7m and net identifiable assets being $9.4m[1] (predominantly PP&E of $9.3m);
- The acquisition of funds management rights and associated licences from Moss Capital for $1.5 million recognised as a management rights intangible asset;
- The recognition of $4.0 million in goodwill and $2.7 million in respect of the brand name relating to the John Cootes Furniture business;
- The drawdown of $20 million in debt, offset by capitalised establishment fees of $0.3 million;
- The payment of transaction costs of $2.2 million and the fair value decrement of $3.7 million in relation to property related acquisition costs, primarily stamp duty;

1 Net Identifiable assets represents the consolidated identifiable assets and liabilities inherited as a result of the acquisition of the Investment Portfolio. Elanor will inherit the consolidated accounts receivable, inventory, PP&E and other current assets offset by accounts payable, other payables and provisions of the Investment Portfolio.

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- The raising of $76.0 million under the Offer through the issue of approximately 60.8 million Securities at an Issue Price of $1.25 per Security[2]; and
- Working capital retained by Elanor of approximately $0.5 million, which the Directors believe is sufficient to fund Elanor's operations.

5.3 FORECAST CONSOLIDATED INCOME STATEMENT

The table below details the forecast statutory consolidated income statement from the Allotment Date to 30 June 2015.

Forecast Consolidated Income Statement	Statutory 12 months to 30 June 2015 ($ million)
Total income	56.7
Operating expenses	(46.0)
Fair value decrement and transaction costs	(5.9)
EBITDA	**4.8**
Depreciation and amortisation expense	(2.7)
EBIT	**2.1**
Net interest expense	(1.0)
Net profit before tax	**1.1**
Income tax	(0.4)
Statutory net profit after tax	**0.7**

The table below sets out the pro forma adjustments made to EBITDA presented in the forecast statutory consolidated income statement to remove the impact of one off fair value decrement and transaction costs directly attributable to the Transaction.

Reconciliation of EBITDA	($ million)
Statutory EBITDA	4.8
Add back fair value decrement and transaction costs	5.9
Pro forma EBITDA	**10.7**

Notes

i. Elanor will record a fair value decrement of $3.7 million of property related acquisition costs to ensure land and buildings are recorded at fair value on Allotment.

ii. Elanor will expense $2.2 million of transaction costs as result of the Transaction.

2 The Broker Firm Retail Offer Price per Security is $1.231. Applicants under the Broker Firm Retail Offer must also pay a Broker Service Fee of $0.019 per Security to their Broker. Further information about the Broker Service Fee is included in Section 6.8(ii). Retail Investors should discuss the payment of this fee with their Broker.

5.4 PRO FORMA SEGMENT FINANCIAL PERFORMANCE

Elanor's primary reporting segments are described in Section 4.4. The table below sets out the pro forma forecast financial performance statements of revenue, EBITDA and EBIT for the reporting segments excluding the fair value decrement and transaction costs.

12 months to 30 June 2015 ($ million)	Hotels, Tourism and Leisure	Funds Management	Special Situation Investments	Unallocated Corporate	Group
Income	32.5	2.4	21.8		56.7
Operating expenses	(23.5)	(0.4)	(18.8)	(3.3)	(46.0)
Segment pro forma EBITDA	**9.0**	**2.0**	**3.0**	**(3.3)**	**10.7**
Depreciation and amortisation expense					
Building depreciation	(1.1)		-		(1.1)
Amortisation expense	-	(0.2)			(0.2)
Other depreciation expense	(1.4)	-	(0.0)		(1.4)
Total depreciation and amortisation expense	**(2.5)**	**(0.2)**	**(0.0)**	**-**	**(2.7)**
Segment pro forma EBIT	**6.5**	**1.8**	**3.0**	**(3.3)**	**8.0**

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5.5 FORECAST CONSOLIDATED DISTRIBUTION STATEMENT

Core Earnings represents the Directors' view of cash available for Distribution in the Forecast Period, being the net profit after tax adjusted for:

- One-off fair value decrement and transaction costs;
- Non-cash depreciation expense for the buildings; and
- Non-cash amortisation expense for the acquisition of the management rights.

The table below provides a reconciliation from the forecast net income after tax to Core Earnings, and outlines the forecast Distribution for the period from Allotment to 30 June 2015 of 11.7 cents per Security.

Forecast for 12 months to 30 June 2015	($ million)
Statutory net profit after tax	**0.7**
Add back fair value decrement and transaction costs	5.9
Add back building depreciation expense	1.1
Add back amortisation of intangibles	0.2
Core Earnings	**7.9**
Payout ratio (% of Core Earnings)	90%
Distribution	**7.1**
Number of Securities (millions)	**60.8**
Core Earnings per Security (cents)	**13.0**
Distributions per Security (cents)	**11.7**
Core Earnings Yield (%)	**10.4%**
Distribution Yield (%)	**9.3%**

Reconciliation of AFFO	($ million)
Core Earnings	**7.9**
Add back other depreciation expense	1.4
Maintenance capex	(1.5)
AFFO	**7.8**
Payout ratio (% of AFFO)	91%

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5.6 FORECAST CONSOLIDATED BALANCE SHEET

The table below details the pro forma consolidated balance sheet as at the Allotment Date.

Forecast Consolidated Balance Sheet at Allotment Date	($ million)
Assets	
Current assets	
Cash	0.5
Inventory	2.5
Receivables and other current assets	1.5
Total current assets	**4.5**
Non current assets	
Property, plant and equipment	9.3
Land and buildings	69.7
Management rights	1.5
Trademark and licenses	2.7
Goodwill	4.0
Total non current assets	**87.2**
Total assets	**91.7**
Liabilities	
Current liabilities	
Trade creditors	1.5
Other current liabilities	2.6
Total current liabilities	**4.1**
Non current liabilities	
Interest bearing liabilities	19.7
Other liabilities	0.3
Total non current liabilities	**20.0**
Total liabilities	**24.1**
Net assets	**67.6**
Equity	
Issued capital[1,2]	73.5
Accumulated losses	(5.9)
Total Equity	**67.6**
Number of Securities	**60.8**
NAV per Security (cents)	**111.2**
Gearing[3]	**21%**

1 Refer to Section 13.2(v) for details of the Group's Loan Security and Option Plan.
2 Total Equity above is a combination of the equity in both the Trust and the Company. The statutory consolidated financial statements for the Group will be required to show these components separately.
3 Gearing calculated as drawn borrowings under the Debt facility less cash, divided by total assets less cash.

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5.7 USE OF DEBT FACILITY

On completion of the Offer, $20 million of funding provided under the Debt Facility will be used (together with the proceeds from the Offer) to acquire the Investment Portfolio.

Following the initial drawdown of $20 million, Elanor will have $5 million of undrawn debt capacity available. Please refer to Section 4.7 for details relating to the Debt Facility.

5.8 KEY ASSUMPTIONS AND SEGMENT PERFORMANCE

The below outlines the general assumptions relating to the Financial Information and management's discussion on the forecast performance of the business segments.

I. GENERAL ASSUMPTIONS

Key general assumptions include:

- The Transaction is implemented on 1 July 2014;
- CPI of 2.5% p.a.;
- No material business acquisitions or disposals during the Forecast Period, other than those set out in this Offer Document;
- No material contract disputes or litigation during the Forecast Period;
- No significant change to the legislative or taxation regime, or the interpretation of same, and regulatory environment in the jurisdictions that Elanor operates during the Forecast Period;
- No material changes to accounting standards, other mandatory professional reporting requirements, the Corporations Act or any other relevant foreign equivalent of the Corporations Act during the Forecast Period;
- Parties to all material contracts and management agreements will continue to comply with the contract's terms and maintain all relevant licences and approvals;
- No impairment of goodwill or other identifiable intangible assets;
- No real estate development or capital improvement initiatives; and
- No underlying movement in the fair value of the properties or other financial assets including any mark to market movements in relation to potential interest rate swaps that may be taken out in respect of the debt, as management do not believe such movements can be reliably estimated.

The outline of these general factors is intended to provide a summary only and does not intend to identify all factors that may affect Elanor's future performance. The information in this Section should also be read in conjunction with the risk factors set out in Section 7 and other information contained in this Offer Document.

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II. SPECIFIC ASSUMPTIONS

The key assumptions underpinning the Financial information for the year ending 30 June 2015 are as follows.

Revenue assumptions

Hotels, Tourism and Leisure

Elanor management has analysed the forecast occupancy levels and revenue per room on a hotel by hotel basis and the forecast assumes that the hotels continue to perform in line with long term historical trends.

Revenue from Featherdale Wildlife Park has been estimated based on the forecast number of customer admissions and estimated expenditure per visit per person.

The following table outlines the key performance metrics assumed in the Financial Information.

Key Performance Indicators	Peppers Cradle Mountain Lodge	Hotel Ibis Styles Canberra	Mantra Wollongong	Featherdale Wildlife Park
Available rooms/attendance per day	86	151	52	1,115
Forecast FY15 occupancy	80%	68%	78%	n.a.
Forecast FY15 RevPAR / average spend per visit ($)	195	78	141	24

Funds Management

Revenue forecast from existing Managed Investments reflects the underlying gross asset value of these investments and fees chargeable by Elanor in accordance with the respective constitutions of the Managed Investments. Forecast revenue from the launch of new managed funds amounts to approximately $1.4 million. The combined total asset value of new managed funds assumed to be established in the Forecast Period is $75 million. The quantum and type of fees that are assumed to be generated from the launch of new managed funds are consistent with the fee arrangements in place for the existing Managed Investments. The majority of the revenue from the launch of new managed funds is expected to be earned in the second half of FY15.

Management is currently pursuing a significant number of specifically identified new investment opportunities with identified counterparties, which Management believes have a reasonable likelihood of being closed in the year ending 30 June 2015. The Directors believe that this pipeline of well-developed opportunities supports the ability of Elanor to establish new funds under management of at least $75 million in the year ending 30 June 2015. However, to the extent that these opportunities are not able to be executed for any reason then this would result in a reduction in forecast Core Earnings (see section 5.9 Sensitivity Analysis for an illustration of this impact). Should no new managed funds be secured during FY15 this would reduce FY15 forecast Core Earnings by approximately $0.9 million and the FY15 forecast distribution by 1.3 cents.

Special Situation Investments

Management has analysed the forecast financial performance of John Cootes Furniture and the forecast assumes that John Cootes Furniture continues to perform in line with its historical performance and that no significant changes are made to the operations of the business. In particular, the forecast assumes continued operations at the existing retail sites, no material change in the range and type of furniture sold, and no material change in the target customer base.

The Financial Information assumes that any further acquisitions will not occur during the Forecast Period in respect of the Special Situation Investments division.

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Operating Expenses

Operating expenses have been forecast for each of the operating assets based on expected employee costs, direct expenses and other overheads. These costs have been forecast based on detailed analysis on an asset by asset basis having reference to historical performance and expected cost changes.

Corporate expenses

The forecast operating expenses of Elanor include estimates of Directors' remuneration, management remuneration, occupancy costs, audit fees, legal fees, valuation fees, share registry fees, insurance, compliance and other costs which management expect to incur.

Transaction costs

Transaction costs include stamp duty, listing fees, underwriting fees, legal fees and advisers' fees in respect of the Transaction. Costs associated with raising equity of $2.5 million have been offset against the equity raised. Elanor will record a fair value decrement of $3.7 million of property related acquisition costs (primarily stamp duty) to ensure land and buildings are recorded at fair value on Allotment. Elanor will expense all other Transaction costs, estimated at $2.2 million, through the income statement.

Depreciation and amortisation

Forecast depreciation and amortisation charges are based on existing assets and expected capital expenditure for the Forecast Period.

Net interest expense

Elanor's borrowings under the Debt Facility are forecast to incur an average interest rate of 5.2% (inclusive of margin and hedging arrangements). It has been assumed that 50% of the initial debt drawn under the Debt Facility will be hedged at a blended fixed interest rate of 3.25%. The costs of establishment of the finance facilities of $0.3 million have been capitalised against the debt balance at Allotment and will be amortised over the term of the debt.

Taxation

Elanor comprises taxable and non-taxable entities. A liability for current and deferred taxation is only recognised in respect of taxable entities subject to income and capital gains tax. It is assumed that earnings derived by Elanor Investors Limited will be taxed at the current Australian corporate tax rate of 30%.

5.9 SENSITIVITY ANALYSIS

The Financial Information is based on a number of estimates and assumptions that are subject to business, economic and competitive uncertainties and contingencies, many of which are beyond the control of Elanor, its Directors and management. These estimates and assumptions are subject to change.

Set out below is a summary of the sensitivity of forecast Core Earnings to certain changes in a number of key variables. The changes in the key variables as set out in the sensitivity analysis are not intended to be indicative of the complete range of variations that may be experienced.

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	12 months to 30 June 2015	
	$ million	CPS
Core Earnings	**7.9**	**13.0**
Incremental Impact of change from Assumption		
3% change in hotel occupancy or 3% change in attendance	+/- 0.50	+/- 0.82
5% change in revenue from Special Situation Investments	+/- 0.40	+/- 0.66
25% increase / (decrease) in new funds under management	+/- 0.20	+/- 0.33
10% change in corporate overheads	+/- 0.20	+/- 0.33
0.25% increase / (decrease) in all-in interest rate	+/- 0.10	+/- 0.16

5.10 SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of the financial statements are set out below.

The preparation of the Financial Information requires estimates, judgments and assumptions that affect the reported amounts of gross revenues, gross expenses, assets and liabilities. Actual results may differ from these estimates under different assumptions or conditions. Revisions to estimates are recognised in the period in which the estimate is revised and in any future period affected. The significant accounting policies outlined below apply estimates, judgments and assumptions which could materially affect the financial results or financial position reported in future periods.

Reporting entity

Elanor Investors Group, is a stapled consolidated entity comprising the assets and liabilities of:

- Elanor Investment Fund (**Trust**) and its controlled entities; and
- Elanor Investors Limited (**Company**) and its controlled entities,

together referred to as Elanor.

The Units in the Trust are stapled to the Shares of the Company and, on and from listing, will be stapled together and quoted as Securities on the ASX such that the Shares and Units cannot be traded separately. The Company is a company limited by shares under the Corporations Act, incorporated and domiciled in Australia and the Trust is a registered managed investment scheme. The responsible entity of the Trust is Elanor Funds Management Limited.

Under Australian Accounting Standards, Elanor is required to identify an acquirer at acquisition. The Company has been deemed to be the acquirer of the Trust for accounting purposes and therefore the Trust is consolidated into the Company's financial report.

Principles of consolidation

The Financial Information incorporates the assets and liabilities of all subsidiaries of the Group and the results of those subsidiaries.

A subsidiary is an entity over which Elanor is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. All subsidiaries have a 30 June balance date. All inter-entity balances and transactions between entities in Elanor, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those policies adopted by Elanor.

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Business combination

Business combinations are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition fair values of the assets transferred by the acquirer, the liabilities incurred by the acquirer to former owners of the asset and the equity issued by the acquirer, and the amount of any non-controlling interest in the acquiree.

Any contingent consideration to be transferred by the acquirer will be recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration which is deemed to be an asset or liability will be recognised in accordance with AASB 139: Financial Instruments: Recognition and Measurement either in profit or loss or in other comprehensive income. If the contingent consideration is classified as equity, it shall not be remeasured.

Revenue recognition

Elanor recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of Elanor's activities as described below.

Hotel revenue

Revenue is recognised when goods and services have been provided to the customer.

Sale of goods

Sales are recognised as revenue only when the sale becomes unconditional and ownership of a product has passed to the customer, after delivery.

Funds management fee revenue

Fund management fee revenue is recognised on an accruals basis, in accordance with the terms of the relevant contracts.

Expenditure

All expenses are recognised in the statement of profit or loss and other comprehensive income on an accruals basis.

Finance costs

Finance costs are recognised using the effective interest rate applicable to the financial liability.

Goods and Services Tax (GST)

Revenues, expenses, assets and liabilities (with the exception of trade receivables and trade payables), are recognised net of the amount of GST, to the extent that the GST is not recoverable from the taxation authority. Where GST is not recoverable, it is recognised as part of the cost of acquisition, or as an expense.

Trade receivables and trade payables are stated inclusive of GST. The net amount of GST recoverable from, or payable to, the taxation authority is included in the balance sheet as receivable or payable.

Receivables

Trade and other receivables are initially recognised at fair value and subsequently accounted for at amortised cost. Collectability of trade receivables is reviewed on a regular basis and bad debts are written off when identified. A specific provision is made for any doubtful debts where objective evidence exists that the receivables will not be recoverable. The amount of the impairment loss is the difference between the asset's carrying amount and the present value of estimated future cash flows. All receivables with maturities greater than 12 months after reporting date are classified as non-current assets.

Inventories

Inventories are assets held for sale or consumables held in the ordinary course of the operations and recognised at the lower of cost or net realisable value.

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The cost of the inventory comprises costs of purchase, cost of conversion and other costs incurred in bringing the inventories to their present location and condition. A provision is raised when it is believed that the costs incurred will not be recovered on the ultimate sale of the inventory.

Property, plant and equipment

Land and Buildings

All owner occupied properties are held for use by Elanor for the supply of Elanor's services and are classified as land and buildings and stated at fair value less accumulated depreciation and accumulated impairment for the buildings. Fair value is the amount for which the land and buildings could be exchanged between knowledgeable, willing parties in an arm's length transaction.

Revaluation increases arising from changes in the fair value of land and buildings are recognised in other comprehensive income and accumulated within equity, except to the extent that it reverses a revaluation decrease for the same asset previously recognised in profit or loss, in which case the increase is credited to profit or loss to the extent of the decrease previously expensed. A decrease in the carrying amount arising on the revaluation of such land and buildings is recognised in profit or loss to the extent that it exceeds the balance, if any, held in the properties revaluation reserve relating to a previous revaluation of that asset.

Furniture, fittings and equipment

Furniture, fittings and equipment are stated at cost less accumulated depreciation.

Depreciation

Land is not depreciated. Depreciation on other assets is calculated using the straight-line method to allocate their cost or revalued amounts, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term as follows:

Buildings	40 years
Computer Equipment	3 years
Vehicles	8 years
Furniture, fittings and equipment	5 – 10 years

Intangible assets

Brand

Brands have an indefinite useful life and are carried at cost less accumulated impairment losses. Intangible assets with indefinite useful lives are tested for impairment at least annually. Such intangibles are not amortised. The useful life of an intangible asset with an indefinite life is reviewed each reporting period to determine whether indefinite life assessment continues to be supportable.

Funds management rights

Funds management rights have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of funds management rights over their estimated useful lives of 10 years.

Goodwill

Goodwill represents the difference between the cost of the acquisition and the fair value of the net identifiable assets acquired. Fair value is based on the discounted cash flows expected to be derived from the use and eventual sale of the assets.

Goodwill is allocated to cash-generating units and is tested annually for impairment. Cash-generating units represent the lowest level at which goodwill is monitored but where such level is not larger than an operating segment or brand.

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Payables

Payables represent liabilities and accrued expenses owing by Elanor at year end which are unpaid. The amounts are unsecured and usually paid within 30 days of recognition. Payables are recognised at amortised cost and normal commercial terms and conditions apply to payables.

A distribution and or dividend payable to Securityholders of Elanor is recognised for the amount of any distribution and or dividend approved on or before reporting date but not paid at reporting date.

All payables with maturities greater than 12 months after the reporting date are classified as non current liabilities.

Employee benefits

A liability is recognised for benefits accruing to employees in respect of wages and salaries, annual leave and long service leave when it is probable that settlement will be required and they are capable of being measured reliably.

Liabilities recognised in respect of short-term employee benefits, are measured at their nominal values using the remuneration rate expected to apply at the time of settlement.

Liabilities recognised in respect of long term employee benefits are measured as the present value of the estimated future cash outflows to be made by the Elanor in respect of services provided by employees up to reporting date.

Interest bearing liabilities

Interest bearing liabilities are recognised initially at cost, being the fair value of the consideration received net of transaction costs associated with the borrowing. Subsequent to initial recognition, interest bearing liabilities are recognised at amortised cost using the effective interest method. Under the effective interest method, any transaction fees, costs, discounts and premiums directly related to the borrowings are recognised in the statement of profit or loss and other comprehensive income over the expected life of the borrowings.

Interest bearing liabilities are classified as current liabilities where the liability has been drawn under a financing facility which expires within 12 months. Amounts drawn under financial facilities which expire after 12 months are classified as non-current.

Security based payments

Equity-settled security-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

The fair value determined at the grant date of the equity-settled security-based payments is expensed on a straight-line basis over the vesting period, based on Elanor's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the equity-settled employee benefits reserve.

Income tax

Trust

Under current tax legislation, the Trust is not liable for income tax, provided the Securityholders are presently entitled to the taxable income of the Trust including realised capital gains each financial year.

Company and other taxable entities

Income tax expense comprises current and deferred tax and is recognised in the statement of profit or loss and other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: initial recognition of goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the reporting date.

Issued capital

Ordinary units and shares are classified as equity and recognised at the fair value of the consideration received by Elanor. Any transaction costs arising on the issue of ordinary securities are recognised directly in equity as a reduction, net of tax, of the proceeds received.

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6. DETAILS OF THE OFFER

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6. DETAILS OF THE OFFER

6.1 INTRODUCTION

This Offer Document relates to an initial public offering of approximately 60.8 million Securities to raise approximately $76.0 million[1], at an Offer Price of $1.25 per Security (or Broker Firm Retail Offer Price of $1.231[2] per Security).

The Securities will be issued by Elanor Investors Limited and Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund.

The Offer has been fully underwritten by the Lead Manager, Moelis Australia Advisory Pty Ltd.

6.2 READ THIS OFFER DOCUMENT CAREFULLY AND SEEK ADVICE

This Offer Document contains important information in relation to the Offer. You should read it carefully and in its entirety, including Section 7 which contains a summary of the major risks associated with an investment in Elanor and Section 10 which contains a summary of the Australian tax implications associated with the Offer.

Before you decide to apply for Securities under the Offer, you should consider whether an investment in the Securities is appropriate for you in light of your particular investment objectives, financial situation and needs. If you have any queries or uncertainties relating to aspects of this Offer please consult your stockbroker, accountant or other independent financial adviser before making an investment decision.

6.3 STRUCTURE OF THE OFFER

The Offer comprises:

- A Rollover Offer which is open to Seed Investors;
- A Broker Firm Offer which is open to Retail Investors (Broker Firm Retail Offer) and Sophisticated Investors (Broker Firm Sophisticated Offer) who apply for Securities through a Broker; and
- An Institutional Offer which is open to Institutional Investors.

The Rollover Offer, Broker Firm Offer and Institutional Offer are conditional on each other. If one does not proceed, the others will not proceed.

The Directors do not expect any Securityholder to control Elanor on completion of the Offer.

6.4 SECURITIES

Each Security comprises one Share and one Unit.

A security is said to be "stapled" when the terms of the relevant trust deed or constitution require that the security can only be traded together with other attached securities and the rights and obligations belonging to the security and the attached securities are linked together. This will mean that Securityholders cannot separately deal with the Shares and Units. The Shares and Units will trade together as a single Security on ASX with the intent that Elanor will conduct itself as far as possible as a single economic entity.

1 The Broker Firm Retail Offer Price per Security is $1.231. Applicants under the Broker Firm Retail Offer must also pay a Broker Service Fee of $0.019 per Security to their Broker. Further information about the Broker Service Fee is included in Section 6.8(ii). Retail Investors should discuss the payment of this fee with their Broker.

2 Applicants under the Broker Firm Retail Offer must also pay a Broker Service Fee of $0.019 per Security. Further information about the Broker Service Fee is included in Section 6.8(ii) . Retail Investors should discuss the payment of this fee with their Broker.

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6.5 PURPOSE OF THE OFFER AND USE OF PROCEEDS

The purpose of the Offer is to, along with proceeds from the Debt Facility:

- fund the acquisition of the Investment Portfolio;
- fund the acquisition of the funds management rights of the Managed Investments;
- fund the Offer and other costs relating to the Transaction; and
- provide sufficient working capital to fund Elanor's operations as described in this Offer Document.

The sources and uses of funding for the Transaction are as follows:

Source of funds	($ millions)
Proceeds of the Offer	76.0[1]
Debt Facility	20.0
Total	**96.0**

Use of funds	($ millions)
Hotels, Tourism and Leisure assets	66.0
Funds management rights	1.5
Special Situation Investments	19.0
Asset acquisition, Offer and other transaction costs	9.0[1]
Working capital	0.5
Total	**96.0**

1 The proceeds of the Offer received by Elanor will equal the number of Securities made available multiplied by the Offer Price per Security, less the $0.0.19 per Security Broker Service Fee multiplied by the number of Securities issued under the Broker Firm Retail Offer. The Broker Service Fee does not affect the forecast financial position or performance of Elanor.

6.6 TERMS AND CONDITIONS OF THE OFFER

Topic	Summary
What is being offered?	Securities comprise one share in Elanor Investors Limited and one unit in Elanor Investment Fund, trading together as a stapled security.
What are the rights and liabilities attached to the Securities being offered?	A description of the Securities, including the rights and liabilities attaching to them, is set out in Section 12.2.
What is the consideration payable for each Security being offered?	The Offer price is $1.25 per Security and the Broker Firm Retail Offer Price is $1.231[2] per Security.
What is the Offer period?	The key dates, including details of the Offer period, are set out in Section 1.
What is the allocation policy?	The allocation of Securities between the Rollover Offer, the Broker Firm Offer and the Institutional Offer will be determined by the Lead Manager in consultation with Elanor. The allocation of Securities among applicants under the Broker Firm Offer is a matter for the Brokers in how they allocate firm stock among their eligible clients. The allocation of Securities among Applicants under the Rollover Offer and the Institutional Offer will be determined by the Lead Manager in consultation with Elanor. Refer to Section 6.7 to 6.9 for further information.

2 Applicants under the Broker Firm Retail Offer must also pay a Broker Service Fee of $0.019 per Security to their Broker. Further information about the Broker Service Fee is included in Section 6.8 (ii). Retail Investors should discuss the payment of this fee with their Broker.

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Topic	Summary
Is there a cooling-off period?	No. Cooling-off rights do not apply to an investment in Securities pursuant to the Offer. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.
What is the minimum and maximum application size under the Offer?	The minimum Application size for Applicants applying under the Rollover Offer and Broker Firm Offer is $2,000 and in increments of at least $1,000 thereafter. Applicants under the Institutional Offer will be separately provided with additional information regarding the minimum Application size under the Institutional Offer. The Lead Manager, in consultation with Elanor, reserves the right to reject any Application or to allocate a lesser number of Securities than that applied for. There is no maximum number of Securities that may be applied for under the Offer.
When will I receive confirmation that my Application has been successful?	It is expected that initial holding statements will be dispatched by standard post on or about Monday, 14 July 2014. Refunds to Applicants who make an Application and receive an allocation, the value of which is smaller than the amount of their Application Monies, will be made (without interest) as soon as possible post Settlement of the Offer, in accordance with the Corporations Act.
Will the Securities be listed?	Elanor will apply for Listing of the Stapling Securities on ASX under the code ENN. Completion of the Offer is conditional on ASX approving this application. If approval is not given, the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon practicable in accordance with the requirements of the Corporations Act.
When are the Securities expected to commence trading?	It is expected that trading of the Securities on ASX will commence on or about Friday, 11 July 2014, initially on a deferred settlement basis. Securities are expected to commence trading on ASX on a normal settlement basis on or about Tuesday, 15 July 2014. It is the responsibility of each Applicant to confirm their holding before trading in Securities. Applicants who sell Securities before they receive an initial statement of holding do so at their own risk. Elanor Investors Limited and Elanor Funds Management Limited disclaim all liability, whether in negligence or otherwise, to persons who sell Securities before receiving their initial statement of holding, whether on the basis of a confirmation of allocation provided by any of them, by the Elanor Offer Information Line, by a Broker or otherwise.
Is the Offer fully underwritten?	Yes. The Lead Manager has fully underwritten the Offer. Details of the Underwriting Agreement are provided in Section 12.11.
Has an ASIC relief or ASX waiver been applied for?	Yes. Details are provided in Section 14.5.
Are there any Australian tax considerations?	Yes. Please refer to Section 10.

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Topic	Summary
Are there any brokerage commissions or stamp duty considerations?	No brokerage, commission or stamp duty is payable by applicants who apply for Securities using an Application Form. A fee may be paid by the Lead Manager to the co-manager(s) and other Brokers appointed to the Offer (but not in relation to the Broker Firm Retail Offer). In relation to any Retail Investors pursuant to the Broker Firm Retail Offer, Applicants must pay a Broker Service Fee per Security of $0.019 (including GST) to their Broker (noting, however, that the Broker Firm Retail Offer Price per Security is $1.231 rather than $1.25). Retail Investors should discuss the payment of this fee with their Broker.
Can the Offer be withdrawn?	Yes, the Offer can be withdrawn by Elanor at any time prior to Completion. Elanor reserves the right not to proceed with the Offer at any time before the issue of Securities to successful Applicants. If the Offer does not proceed or complete, Application Monies will be refunded to Applicants. No interest will be paid on any Application Monies refunded. If the Offer is withdrawn after Securities have commenced trading on a deferred settlement basis, all contracts for the sale of the Securities on ASX will be cancelled and any money paid in connection with the settlement refunded (without interest).
What should you do with any inquiries?	If you have inquiries regarding the Offer, please contact the Elanor Offer Information Line on 1300 397 892 (toll free within Australia) or +61 3 9415 4291 (outside Australia) between 9:00am and 5:00pm (AEST) Monday to Friday during the Offer Period. If you are unclear in relation to any matter or are uncertain as to whether Elanor is a suitable investment for you, you should seek professional guidance from your solicitor, stockbroker, accountant or other independent and qualified professional adviser before deciding whether to invest.
Are there any escrow arrangements?	No escrow arrangements apply to Securities issued under the Offer.

6.7 ROLLOVER OFFER

I. WHO CAN APPLY?

The Rollover Offer is open to all Seed Investors. Seed Investors are persons who can participate in the Rollover Offer due to their ownership interest within the Seed Trusts.

II. HOW TO APPLY?

Seed Investors will make their Continuing Elections and/or Exit Elections and elect whether or not to subscribe for additional Securities in relation to the Rollover Offer in accordance with instructions received from the Lead Manager.

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6.8 BROKER FIRM OFFER

I. WHO CAN APPLY?

The Broker Firm Offer is comprised of the Broker Firm Retail Offer and Broker Firm Sophisticated Offer.

The Broker Firm Retail Offer is only open to Retail Investors who have received a firm allocation from their Broker and who have a registered address in Australia. If you are Retail Investor and have been offered a firm allocation by a Broker, you will be treated as a Broker Firm Retail Offer Applicant in respect of that allocation.

The Broker Firm Sophisticated Offer is only open to Sophisticated Investors who have received a firm allocation from their Broker and who have a registered address in Australia. If you are a Sophisticated Investor and have been offered a firm allocation by a Broker, you will be treated as a Broker Firm Sophisticated Offer Applicant in respect of that allocation.

You should contact your Broker to determine whether they may allocate Securities to you under the Broker Firm Retail Offer or the Broker Firm Sophisticated Offer.

II. HOW TO APPLY UNDER THE BROKER FIRM RETAIL OFFER

If you have received an allocation of Securities from your Broker and wish to apply for Securities under the Broker Firm Retail Offer, you should contact your Broker for information about how to submit your Broker Firm Retail Offer Application Form and for payment instructions.

Broker Firm Retail Offer Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the reverse of the Broker Firm Offer Application Form.

Applicants under the Broker Firm Retail Offer will pay the Broker Firm Retail Offer Price of $1.231 per Security (rather than $1.25 per Security). A Broker Service Fee of $0.019 per Security, including GST, will also be payable by Applicants under the Broker Firm Retail Offer. Applicants must pay (or consent to pay) both the Broker Firm Retail Offer Price and the Broker Service Fee to be allotted Securities under the Broker Firm Retail Offer.

If you apply in the Broker Firm Retail Offer, you must apply for a minimum of $2,000 of Securities and in multiples of $1,000 thereafter. There is no maximum number or value of Securities that may be applied for under the Broker Firm Retail Offer.

The Broker Service Fee is payable by you to your Broker in respect of services your Broker provides to you in connection with the Offer. The Broker Service Fee you pay may be split between the individual Broker advising you and the firm they represent. You should discuss the Broker Service Fee, as well as any allocation of it between your individual Broker and the firm they represent, with your Broker.

Application Monies and the Broker Service Fee must be paid in accordance with instructions from your Broker. Your Broker will act as your agent and it is your Broker's responsibility to ensure that your Broker Firm Retail Offer Application Form and Application Monies are received before 5:00pm (Sydney Time) on the Closing Date or any earlier closing date as determined by your Broker.

The Issuers and the Lead Manager may elect to close the Offer or any part of it early, extend the Offer or any part of it, or accept late Applications either generally or in particular cases. Applicants are therefore encouraged to submit their Applications as early as possible. Please contact your Broker for instructions.

Applicants under the Broker Firm Retail Offer must not send their Broker Firm Retail Offer Application Forms to the Registry.

By making an Application, you declare that you were given access to the Offer Document, together with a Broker Firm Retail Offer Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of this Offer Document or the complete and unaltered electronic version of this Offer Document.

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III. HOW TO APPLY UNDER THE BROKER FIRM SOPHISTICATED OFFER

If you have received an allocation of Securities from your Broker and wish to apply for Securities under the Broker Firm Sophisticated Offer, you should contact your Broker for information about how to submit your Broker Firm Sophisticated Offer Application Form and for payment instructions.

Broker Firm Sophisticated Offer Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the reverse of the Broker Firm Sophisticated Offer Application Form.

Applicants under the Broker Firm Sophisticated Offer will pay the Offer Price of $1.25 per Security. Application Monies must be paid in accordance with instructions from your Broker.

If you apply in the Broker Firm Sophisticated Offer, you must apply for a minimum of $2,000 of Securities and in multiples of $1,000 thereafter. There is no maximum number or value of Securities that may be applied for under the Broker Firm Sophisticated Offer.

Your Broker will act as your agent and it is your Broker's responsibility to ensure that your Broker Firm Sophisticated Offer Application Form and Application Monies are received before 5:00pm (Sydney Time) on the Closing Date or any earlier closing date as determined by your Broker.

The Issuers and the Lead Manager may elect to close the Offer or any part of it early, extend the Offer or any part of it, or accept late Applications either generally or in particular cases. Applicants are therefore encouraged to submit their Applications as early as possible. Please contact your Broker for instructions.

Applicants under the Broker Firm Sophisticated Offer must not send their Broker Firm Sophisticated Offer Application Forms to the Registry.

By making an application, you declare that you were given access to the Offer Document together with a Broker Firm Sophisticated Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of this Offer Document or the complete and unaltered electronic version of this Offer Document.

IV. APPLICATION MONIES

Elanor reserves the right to decline any Application and all Applications in whole or in part, without giving any reason. Applicants under the Broker Firm Offer whose Applications are not accepted, or who are allocated a lesser number of Securities than the amount applied for, will receive a refund of all or part of their Applications Monies, as applicable. No interest will be paid on refunded amounts.

V. ACCEPTANCE OF APPLICATIONS

An Application in the Broker Firm Offer is an offer by the Applicant to Elanor to subscribe for or purchase Securities for all or any of the Application Monies specified in and accompanying Application Form at the Offer Price on the terms and conditions set out in this Offer Document including any supplementary or replacement prospectus and product disclosure statement and the Application Form. To the extent permitted by law, an Application by an Applicant under the Broker Firm Offer is irrevocable.

An Application may be accepted by Elanor in respect of the full number of Securities specified in the Application Form or any number of them, without further notice to the applicant. Acceptance of an application will give rise to a binding contract.

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VI. ALLOCATION POLICY UNDER THE BROKER FIRM OFFER

Securities which have been allocated to Brokers for allocation to their Australia resident clients will be issued to the Applicants nominated by those Brokers (subject to the right of Elanor and the Lead Manager to reject or scale back Applications). It will be a matter for the Brokers how they allocate firm stock among their eligible clients and they (and not Elanor or the Lead Manager) will be responsible for ensuring that clients who have received a firm allocation from them receive the relevant Securities.

VII. ANNOUNCEMENT OF FINAL ALLOCATION POLICY IN THE BROKER FIRM OFFER

Applicants in the Broker Firm Offer should confirm their final allocation with the Broker from whom they received their allocation.

If you sell Securities before receiving a holding statement, you do so at your own risk, even if you have confirmed your firm allocation with your Broker or obtained details of your holding from the Elanor Offer Information Line.

6.9 INSTITUTIONAL OFFER

I. INVITATION TO BID

The Institutional Offer consists of an invitation to certain Institutional Investors in Australia and New Zealand to apply for Securities. The Lead Manager will separately advise Institutional Investors of the application procedure for the Institutional Offer.

II. ALLOCATION POLICY UNDER THE INSTITUTIONAL OFFER

The allocation of Securities among applicants in the Institutional Offer will be determined by the Lead Manager in consultation with Elanor. The Lead Manager, in consultation with Elanor, has absolute discretion regarding the basis of allocation of Securities among Institutional Investors, and there is no assurance that any Institutional Investor will be allocated any Securities, or the number of Securities for which it has bid. The allocation policy is influenced by the following factors:

- Number of Securities bid for by particular bidders;
- The timeliness of the bid by particular bidders;
- Elanor's desire for an informed and active trading market following listing on ASX;
- Elanor's desire to establish a wide spread of Institutional Investors;
- Overall demand under the Offer;
- The size and type of funds under management of particular bidders;
- The likelihood that particular bidders will be long-term Securityholders; and
- Any other factors that Elanor and the Lead Manager consider appropriate.

6.10 UNDERWRITING ARRANGEMENTS

Elanor Investors Limited and Elanor Funds Management Limited, as responsible entity of the Elanor Investment Fund, and the Lead Manager have entered into an Underwriting Agreement in respect of the Offer.

In accordance with the Underwriting Agreement, the Lead Manager will arrange, manage and underwrite the Offer.

Set out within the Underwriting Agreement are the circumstances under which the Lead Manager may terminate the agreement. A summary of termination events (and other material terms of the Underwriting Agreement) is set out in Section 12.11.

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6.11 RESTRICTIONS ON DISTRIBUTION

No action has been taken to register or qualify this Offer Document, the Securities or the Offer or otherwise to permit a public offering of the Securities in any jurisdiction outside Australia.

This Offer Document does not constitute an offer or invitation to subscribe for Securities in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation or issue under this Offer Document except to the extent permitted as set out in this Section 6.11.

New Zealand

This Offer Document has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the *Securities Act 1978* (New Zealand). The Securities are not being offered or sold in New Zealand, or allotted with a view to being offered for sale in New Zealand, and no person in New Zealand may accept a placement of Securities other than to:

- persons whose principal business is the investment of money or who, in the course of and for the purposes of their business, habitually invest money; or
- persons who are each required to (i) pay a minimum subscription price of at least NZ$500,000 for the securities before allotment or (ii) have previously paid a minimum subscription price of at least NZ$500,000 for securities of Elanor ("initial securities") in a single transaction before the allotment of such initial securities and such allotment was not more than 18 months prior to the date of this Offer Document.

Hong Kong

This Offer Document has not been, and will not be, authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the "SFO"). No action has been taken in Hong Kong to authorise this Offer Document or to permit the distribution of this document or any documents issued in connection with it. Accordingly, the Securities have not been and will not be offered or sold in Hong Kong other than to "professional investors" (as defined in the SFO).

No advertisement, invitation or document relating to the Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to the Securities which are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors as defined in the SFO and any rules made under that ordinance.

The contents of this Offer Document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

Singapore

This Offer Document has not been registered as a prospectus with the Monetary Authority of Singapore ("MAS") and, accordingly, statutory liability under the *Securities and Futures Act*, Chapter 289 (the "SFA") in relation to the content of prospectuses does not apply, and you should consider carefully whether the investment is suitable for you. The Issuers are not authorised or recognised by the MAS and the Securities are not allowed to be offered to the retail public in Singapore. This Offer Document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of the Securities may not be circulated or distributed, nor may the Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except to "institutional investors" (as defined in the SFA), or otherwise pursuant to, and in accordance with the conditions of, any other applicable provisions of the SFA.

This Offer Document has been given to you on the basis that you are an "institutional investor" (as defined under the SFA). In the event that you are not an institutional investor, please return this document immediately. You may not forward or circulate this Offer Document to any other person in Singapore.

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Any offer is not made to you with a view to the Securities being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United States

This Offer Document may not be released or distributed in the United States. This Offer Document does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or to any US Person (as defined in Regulation S under the US Securities Act of 1933). Any securities described in this document have not been, and will not be, registered under the US Securities Act and may not be offered or sold in the United States or to US Persons except in transactions exempt from, or not subject to, the registration requirements under the US Securities Act and applicable US state securities laws.

Each Applicant in the Rollover Offer and each person to whom the Broker Firm Offer or Institutional Offer is made under this Offer Document, will be taken to have represented, warranted and agreed as follows:

- it understands that the Securities have not been, and will not be, registered under the US Securities Act of the securities law of any state of the United States and may not be offered, sold or resold (directly or indirectly) in the United States, or to or for the account or benefit of US Persons, except in a transaction exempt from, or not subject to, registration under the US Securities Act and any other applicable securities laws;
- it is not in the United States or a US Person, and is not acting for the account of benefit of a US Person;
- it has not and will not send the Offer Document or any other material relating to the Offer to any person in the United States or to any person that is, or is acting for the account or benefit of, a US Person; and
- it will not offer or sell the Securities in the United States or to, or for the account or benefit of, any US Person or in any other jurisdiction outside Australia except in transactions exempt from, or not subject to, registration under the US Securities Act and in compliance with all applicable laws in the jurisdiction in which Securities are offered and sold.

6.12 DISCRETION REGARDING THE OFFER

Elanor Investors Limited and Elanor Funds Management Limited reserve the right to:

- Close the Offer or any part of it early;
- Extend the Offer or any part of it;
- Accept late Applications either generally or in particular cases;
- Reject any Applications; and
- Allocate any Applicant fewer Securities than applied for or not allocate any Securities to an Applicant.

Any amendment to the Offer timetable will be announced to the market through ASX and will be made with prior written consent of the Lead Manager.

6.13 ASX LISTING, REGISTERS AND HOLDING STATEMENTS, DEFERRED SETTLEMENT TRADING

I. APPLICATION TO ASX FOR LISTING AND QUOTATION OF SECURITIES

Elanor will apply no later than seven days after the Offer Document Date to have the Securities quoted on the Official List of ASX. If permission for quotation of Securities is not granted by ASX, Application Monies will be refunded in full (without interest) as soon as practicable in accordance with the requirements of the Corporations Act. Elanor's expected ASX code is ENN.

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ASX takes no responsibility for this Offer Document or the investment to which it relates. The fact that ASX may admit Elanor to the Official List is not to be taken as an indication of the merits of Elanor or the Securities offered for subscription.

Subject to certain conditions (including any waivers obtained by Elanor from time to time), Elanor will be required to comply with ASX listing rules.

II. CHESS AND ISSUER SPONSORED HOLDINGS

Elanor will apply to participate in ASX's Clearing House Electronic Sub-register System (**CHESS**) and will comply with ASX Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic form.

When the Securities become Approved Financial Products (defined in the ASX Settlement Operating Rules), holdings will be registered in one of two sub-registers, an electronic CHESS sub-register or an issuer sponsored sub-register. For all successful Applicants, the Securities of a Securityholder who is a participant in CHESS or a Securityholder sponsored by a participant in CHESS will be registered on the CHESS sub-register. All other Securities will be registered on the issuer sponsored sub-register.

Following completion of the Offer, Securityholders will be sent a holding statement that sets out the number of Securities that have been allocated to them. This statement will also provide details of a Securityholder's Holding Identification Number (**HIN**) for CHESS holders or, where applicable, the Securityholder Reference Number (**SRN**) of issuer sponsored holders. Securityholders will subsequently receive statements showing any changes in their Security holding. Certificates will not be issued.

Securityholders will receive subsequent statements at the end of each month if there has been a change to their holding on the register and as otherwise required under ASX Listing Rules and the Corporations Act. Additional statements may be required at any other time either directly through the Securityholder's sponsoring broker in the case of a holding on the CHESS sub-register or through the Registry in the case of a holding on the issuer sponsored sub-register. Elanor and the Registry may charge a fee for these additional issuer sponsored statements.

III. DEFERRED SETTLEMENT TRADING AND SELLING SECURITIES ON MARKET

It is expected that trading of the Securities will commence on or about Friday, 11 July 2014, initially on a deferred settlement basis.

The contracts formed on acceptance of applications will be conditional on ASX agreeing to quote the Securities on ASX, and on issue occurring. Trades occurring on ASX before issue/transfer occurring will be condition on issue/transfer occurring.

Trading will then be on an unconditional but deferred settlement basis until Elanor has advised ASX that holding statements have been dispatched to Securityholders. Normal settlement trading is expected to commence on or about Tuesday, 15 July 2014.

Elanor Investors Limited and Elanor Funds Management Limited disclaim all liability, whether in negligence or otherwise, if you sell Securities before receiving your holding statement, even if you obtained details of your holding from Elanor Offer Information Line or confirmed your firm allocation through a Broker.

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Elanor

7. INVESTMENT RISKS

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7. INVESTMENT RISKS

7.1 INTRODUCTION

Elanor's business activities are subject to risks which are specific to both its investments in operating businesses, its funds management business and general market risks. Individually, or in combination, these risks may affect the future operating performance of Elanor and the value of an investment in Elanor.

All investors should note that this Section identifies the Directors' current views on the key risks of an investment in Elanor and is not intended to be exhaustive. Prospective investors should carefully consider the risk factors identified, in addition to the other information in this Offer Document, before deciding to invest in Securities. Prospective investors should also ensure they have sufficient awareness of the risks and have regard to their own investment objectives, financial circumstances and taxation position before deciding to invest.

If you do not understand any part of this Offer Document, or are in doubt as to whether to invest in Securities or not, it is recommended that you seek professional guidance from your broker, solicitor, accountant or other qualified professional adviser before deciding whether to invest.

7.2 INVESTMENT RISK FACTORS

These risks relate specifically to your investment in Elanor, in particular, the key risk exposures within the existing operating businesses:

Changes in industry activity and consumer preferences and tastes

Elanor's Investment Portfolio businesses operate within hospitality, leisure, tourism and consumer furniture sectors. Demand for the product and service offerings within these businesses can be impacted by the following factors:

- The level of activity in the travel and tourism industries in the specific regions in which Elanor's hotels operate
- Climate conditions, e.g. drought and unseasonably warm or cold weather;
- Preference towards other zoos, wildlife parks and other outdoor attractions in New South Wales;
- The level of activity in the residential housing building sector, which affects the level of demand for household furniture and other related products;
- Unpredictable changes in consumer preferences, which can result in some existing product and service offerings becoming less popular; and
- National and international economic conditions, including those factors affecting travel and tourism.

Any of the above factors, either individually or in combination, may materially reduce the demand for the product or services offered by Elanor's portfolio businesses, which could have a material adverse effect on future financial performance and position.

Exposure to a downturn in hotel or tourism industries

Demand for the accommodation services offered by the hotels within Elanor's Investment Portfolio may be impacted by reduced demand in the travel or tourism industries in the specific regions/sectors in which the hotels operate. This may be caused by events such as a general economic downturn, a movement in the value of the Australian dollar relative to other currencies, terrorism, a major weather event, or events affecting the aviation industry (in particular, low cost airline carriers operating in Australia, route changes or groundings).

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Income from Funds Management division

Elanor expects to receive fees from external funds or syndicates. These fees include management fees, acquisition fees, disposal fees and performance fees. There is a risk that these fees might be materially different to the fees described in the financial information set out in Section 5.

There is a risk that Elanor might not be able to establish new external funds or syndicates due to limited investment opportunities, and/or limited availability of investor capital. This in turn could negatively impact future additional fees for the funds management business.

Elanor's ability to raise new equity for future external funds or syndicates may be dependent on its performance managing current external funds and syndicates. If the external funds perform poorly, this may limit Elanor's ability to raise capital for the external funds.

In the circumstances where Elanor funds the payment of costs associated with the proposed acquisition of a property by an external fund, including due diligence, adviser costs and option fees and the external fund or syndicate does not successfully complete the acquisition of the property, there is a risk that the monies will not be repaid to Elanor.

All of these factors could have a negative impact on the Core Earnings and Distributions per Security.

Please refer to Section 5.8(ii) for further information regarding the risks associated with the Funds Management division.

Competitive position may deteriorate

The sectors in which Elanor's Investment Portfolio businesses operate are subject to competition, based on factors including price, service, product selection and quality, innovation and the ability to provide the customer with an appropriate range of products and services in a timely manner. The competitive position of Elanor's Investment Portfolio businesses may deteriorate as a result of factors including actions by existing competition, the entry of new competitors, or a failure to continue to positions itself successfully to meet changing market conditions, customer demands and technology. Any deterioration in competitive position may result in a decline in sales revenue and margins, which may have a material adverse effect on future financial performance and position.

Adverse movements in exchange rates

This risk primarily relates to the John Cootes Furniture business. As an importer of household furniture, John Cootes Furniture is exposed to exchange rate movements, in particular movements in the AUD/USD exchange rate. Because a proportion of John Cootes Furniture payments for inventory are made in foreign currency, primarily USD, movements in exchange rates impact on the amounts paid for purchases. Therefore, movements in foreign exchange rates, particularly the AUD/USD exchange rate, may have an impact on John Cootes Furniture's future financial performance to the extent that a cost increase is unable to be passed onto customers. Offsetting or mitigating this risk is the natural hedge that the Hotels, Tourism and Leisure division provides. In particular, a lower Australian dollar will benefit the Australian tourism industry and in turn, the Hotels, Tourism and Leisure division.

No customary representations and warranties

Elanor will have limited representations and warranty protection in respect of the Seed Assets and Seed Securities being acquired under the Rollover Deeds. As such, Elanor will have limited recourse to vendors of the Seed Assets.

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Ability to attract and retain key staff

The operations of Elanor's portfolio businesses are dependent on attracting and retaining quality employees. The ability to meet labour needs/requirements while controlling costs associated with hiring and training new employees is subject to external factors such as unemployment rates, prevailing wage legislation and changing demographics. Changes that adversely impact the ability to attract and retain quality employees could materially adversely affect future financial performance and position. In addition, loss of key staff, including the Managing Director and Chief Executive Officer, Mr Willis, may adversely impact Elanor's operations. Elanor has adopted Long Term Incentive Plans and a Profit Share Scheme which it believes will help to attract and retain quality employees. Please refer to Section 13.2 for further information.

Reputation of associated brand names may diminish in value

The reputation of associated brands within Elanor could be adversely impacted by a number of factors including failure to provide customers with the quality of service they expect, product liability claims, disputes or litigation with third parties such as customers, guests, landlords, employees or suppliers or adverse media coverage. Elanor's Investment Portfolio businesses operate under a number of brand names which could decline in value as a result of these factors. This may in turn negatively impact on the business and financial performance of the Investment Portfolio businesses.

Employment costs and disputes

Elanor's Investment Portfolio businesses have a number of agreements with a range of counterparties which periodically require renegotiation and renewal. Any failure to reach agreement on the new agreements on acceptable terms could materially affect future financial performance and position. Disputes may arise in the course of such renegotiations that could disrupt operations. In times of low unemployment or shortage of skilled employees, there can be upward pressure on wages. If any of these events occur, it may adversely impact future financial performance and position.

Funding for Elanor

Elanor's ability to raise capital from either debt or equity capital markets on favourable terms for future corporate activities or acquisitions is dependent on a number of factors including the:

- general economic climate;
- state of debt and equity capital markets; and
- performance, reputation and financial strength of Elanor.

If Elanor is unable to raise capital it may be unable to pursue desirable investment opportunities which would constrain growth. In addition, an increased cost of capital will negatively impact on Elanor's financial performance.

Capital expenditure requirements

While Elanor will undertake due diligence investigations required prior to acquiring operating businesses and/or properties, there can be no assurance that the new investments will not have defects or deficiencies, or that unforeseen capital expenditure or other costs will not arise.

An increase in capital expenditure may require additional funding, which may reduce Distributions per Security due to the higher interest expense or due to additional issued Securities.

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Financial information

Since Elanor will be a new standalone entity there are no historical financial statements or other historical financial information for Elanor presented in this Offer Document. The forward looking statements, opinions and estimates provided in this Offer Document, including the Financial Information provided, rely on various factors many of which are outside the control of the Board or management team, and several assumptions, many of which could be inaccurate or result in material deviations in actual performance from expected results. There can be no guarantee that Elanor will achieve its stated objectives or that any forward looking statements or forecasts will eventuate.

Gearing Ratio

Elanor's expected Gearing Ratio is provided in Section 4 of this Offer Document. Investors should note that Elanor's Gearing Ratio could exceed the Directors' desired Gearing Ratio.

A higher Gearing Ratio will magnify the effect on Elanor of any changes in interest rates or changes in value or performance measures. If the Gearing Ratio increases over the term of the debt facility, this may create a refinancing risk on Elanor's debt facilities.

Breach of covenants

Elanor may be required to repay the Debt Facility prior to the expected facility expiry if an event of default occurs which is not remedied. The Debt Facility contains undertakings to maintain certain LVR, EBITDA and equity levels, and an event of default would occur if Elanor fails to maintain these financial levels. The financial ratios that are expected to be included in the debt facility include the following:

- Loan to Value ratio (LVR) calculated to be at all times ≤ 40%. LVR is calculated as drawn debt divided by the value of the properties in the Investment Portfolio.
- Minimum 12 month rolling EBITDA for Elanor to be at all times ≥ $8.5 million. EBITDA in the first 12 months will be normalised for upfront transaction costs.
- Minimum equity requirement (based on book value of Equity) to be at all times > $60 million.

Interest rate risk

Interest payable on the debt facility will depend on the interest rate which is comprised of a base interest rate plus a variable interest rate margin. In order to reduce exposure to the impact of moving interest rates, Elanor will enter into interest rate swaps in respect of 50% – 100% of the drawn amount of the Debt Facility at completion. To the extent that after completion, all or part of the drawn down amount of the debt facility is not hedged, Elanor is exposed to movements in variable interest rates on the amounts drawn down but unhedged.

Regulatory risk

Elanor Funds Management Limited operates under an AFSL, issued by ASIC. Under the Corporations Act, Elanor Funds Management Limited must hold an AFSL to engage in certain activities in relation to the funds management business. Compliance with the obligations of an AFSL is the responsibility of the licensee. If Elanor Funds Management Limited, as responsible entity of the Elanor Investment Fund, does not meet regulatory requirements, it may suffer penalties, such as fines, obligations to pay compensation, enforceable undertakings, impositions of (or variations to) licence conditions or, ultimately, the cancellation or suspension of its AFSL. If Elanor Funds Management Limited is unable to retain its AFSL, it would be unable to engage in certain activities required to operate the funds management business. In addition, Elanor is obliged to comply with ASX Listing Rules. Elanor Funds Management Limited has adopted a Compliance Plan to ensure compliance with its AFSL, the Trust Constitution, the Corporations Act, and relevant industry and internal standards.

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Tax

Changes in general taxation law and, in particular, income tax, GST or stamp duty legislation, case law in Australia, rulings and determinations issued by the Australian Commissioner of Taxation or other practices of tax authorities, or changes in the interpretation of same, may adversely affect Elanor's performance, position and prospects. Any changes to the tax regime applicable to Elanor may affect Elanor's ability to pay Distributions and may adversely affect the tax treatment of Distributions in the hands of Securityholders, and may adversely affect the tax treatment of the Stapled Entity.

Insurance

Elanor will carry a range of insurance cover for various assets. However, there are certain events for which Elanor will not maintain insurance cover. These events may include, but are not limited to, acts of war or political instability and catastrophic events such as floods.

If any of Elanor's properties are damaged or destroyed by an event for which Elanor does not have insurance coverage, Elanor could incur a capital loss and/or lose net rental income which could reduce Distributions per Security.

Dependent on the type of coverage, Elanor may have to incur an excess prior to any payment by the insurer or pay for any difference between the full replacement cost and insured amount. Elanor may also incur increases to its insurance premium applicable to other areas of cover as a result of the event.

Elanor may not be able to recover under its insurance if the insurance underwriters providing the insurance (or any reinsurance) are under financial distress or fail.

In the event of an uninsured loss or a loss in excess of the relevant insured limit, Elanor and the relevant portfolio businesses could suffer damage to its reputation and/or lose all or a portion of its future revenues expected to be generated by the relevant facilities. Any material loss not covered by insurance could adversely affect Elanor and the relevant operating businesses financial conditions and operations.

Litigation risk

Elanor is not aware of any uninsured claims or legal proceedings of a material nature against Elanor. Elanor may be the subject of complaints from, or litigation by, third parties, investors in external funds or syndicates, tenants, government agencies or Securityholders. As an AFSL holder Elanor Funds Management Limited is obliged to have in place internal processes and controls, as well as compensation arrangements, with professional indemnity insurance being the primary mechanism for providing compensation. While Elanor has in place professional indemnity insurance, certain events may not be covered by professional indemnity insurance, or the claims incurred may be in excess of the insured amount.

In addition, if Elanor breaches a law, this may result in a fine or penalty or, in a serious case, the suspension or loss of Elanor Funds Management Limited's AFSL. Such matters may have a material adverse effect on Elanor's reputation, divert its financial and management resources from more beneficial uses, and/or have a material adverse effect on Elanor's future financial performance or position.

Insolvency

In the event of any liquidation or winding up of Elanor, the claims of Elanor's creditors will rank ahead of those of its Securityholders. Under such circumstances Elanor will first repay or discharge all claims of its creditors. Any surplus assets will then be distributed to Elanor's Securityholders. All Securityholders will rank equally in their claim and will be entitled to an equal share per Security.

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7.3 PROPERTY RISK FACTORS

The real estate assets within the Investment Portfolio and the Managed Investments are exposed to a number of property related risks that relate to real estate as an asset class. As such, it is important to understand the associated risks with an investment in property, these are described below:

Property values and valuations

The value of, and returns from, the properties may fluctuate depending on property market conditions. Demand for property may change as investor preferences for particular sectors and asset classes change over time and can be influenced by general economic factors such as interest rates and share market cycles.

Valuations ascribed to the properties will be influenced by a number of ongoing factors including changes in market rental rates, fluctuating occupancy levels, downturn in the property market in general, pricing of any competing properties, tenants defaulting, increased competition from new or existing properties, increases in supply or falls in demand for property and general economic conditions, such as interest rates and capitalisation rates.

Property values may fall, and they may fall quickly, if the underlying assumptions on which the valuation reports are based differ in the future. As changes in valuations of the properties are recorded in the income statement, any decrease in value will have a negative impact on the income statement. While a change in valuation will not directly impact Core Earnings and Distributions per Security, it will impact gearing which could have a bearing on compliance with covenants.

The valuations contained in the valuation reports reflect the relevant valuer's assessment of the value of the relevant properties. The valuations are subject to a number of assumptions which may or may not be accurate. Valuations may differ depending on the valuer appointed. A valuation may not reflect the actual price that would be realised if the property were sold.

Property liquidity

The property assets in Elanor's Investment Portfolio are, by their nature, illiquid investments. Elanor may not be able to realise the properties within a short period of time or may not be able to realise the properties at valuation.

Inability to complete disposals or acquisitions

There is a risk that Elanor will be unable to dispose of and/or acquire properties on appropriate terms, thereby potentially limiting the growth of Elanor. Elanor's failure to deliver or effectively execute its stated strategy including its acquisitions and/or disposal of properties or its failure to redefine its strategy to meet changing conditions could result in a decline in the price of Securities and/or Distributions paid to Securityholders. Elanor will endeavour to do all reasonable and necessary due diligence on properties it is intending to acquire, however there is a risk that potential issues are uncovered subsequent to due diligence and that these risks cannot be fully mitigated by the warranties and indemnities in the sale and purchase agreements for those acquisitions. If an unforeseen liability arises in respect of which the purchaser is not able to be indemnified this may adversely impact Elanor. Distributions per Security may be adversely affected by future acquisitions and/or disposals. There can be no assurance that any future acquisitions and/or disposals will enhance the investment returns of the Securityholders.

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7.4 GENERAL RISK FACTORS

These risks are typically common of most investments.

Price of Securities

The price of the Securities in Elanor quoted on ASX is likely to fluctuate, resulting in the Securities trading at prices below or above the Offer Price. These fluctuations may be due to a number of factors including:

- Changes in general economic conditions in Australia and abroad including inflation, interest rates and exchange rates;
- Demand for property securities both domestically and internationally;
- Changes in government policy, legislation, taxation and regulations; and
- General and operational business risks.

Consequently, the trading price of Elanor may be influenced by factors non-specific to Elanor and out of Elanor's control. These fluctuations could have materially adverse effects on the trading performance of the Stapled Securities. No assurances can be made that the performance of the Securities will not be adversely affected by such market fluctuations or factors. None of Elanor, its Directors or any other person guarantees the performance of the Securities.

Trading of Securities

Elanor has no trading history on public markets prior to the Offer. Consequently, following listing on ASX there is no guarantee that an active trading market will develop for the Securities. Liquidity of the Securities will be dependent on the volume of relative buyers and sellers in the secondary market at any given time. Increased trading price volatility may occur as a result of any of these factors with the outcome being that Securityholders selling their Securities into the public markets may receive a sale price that is less than the price they paid for those Securities.

Accounting standards

The Australian Accounting Standards to which Elanor adheres are set by the Australian Accounting Standards Board (**AASB**) and are consequently out of the control of Elanor and its Directors. Changes to accounting standards issued by AASB or changes to the commonly held views on the application of those standards could materially adversely affect the financial performance and position reported in Elanor's financial statements.

Forecast Distributions

No assurances can be provided in relation to the payment of future Distributions. Future determination as to the payment of Distributions by Elanor will be at the discretion of Elanor and will depend upon the availability or profits, the operating results and financial condition of Elanor, future capital requirements, covenants in relevant debt facilities, general business and financial conditions and other factors considered relevant by Elanor.

Basis of forecasts

Financial forecasts are based on assumptions concerning future events and market conditions. Whilst the forecasts have been prepared with due care and attention, and Elanor considers the assumptions to be reasonable, future events and conditions are not reliably predictable and the assumptions are subject to significant uncertainties. Actual results may vary from the forecast and any variation may be materially positive or negative. Neither Elanor nor anyone else guarantees that the forecast or any other prospective statement contained in this Offer Document will be achieved and Distributions from Elanor are not guaranteed.

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Time delays

Development approvals, planning and zoning issues, slow decision-making by counterparties, roads and infrastructure issues may give rise to delays and loss of revenue.

Dilution

Investors may be diluted by future capital raisings by Elanor. Securities may be issued to finance future acquisitions or pay down debt which may, under certain circumstances, dilute the value of Securityholder Interests. However, Elanor will only look to raise equity if it believes that the benefit to the investor of acquiring the relevant assets or reducing gearing is greater than the impact caused by the dilution associated with a capital raising.

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Elanor

8. SUMMARY OF VALUATIONS

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LandMark White

Independent

Valuation
Research
Property Advice

www.landmarkwhite.com.au

LandMark White (Sydney) Pty Ltd
ABN 12 150 089 255

31 May 2014

Elanor Investors Limited
Elanor Funds Management Limited as Responsible Entity of
Elanor Investment Fund (together 'Elanor')

Dear Madam/Sir,

Re: Cradle Mountain Lodge 4038 Cradle Mountain Road Cradle Mountain, TAS
Featherdale Wildlife Park 217 – 219 and 202 Kildare Road, Doonside, NSW
Ibis Styles Eagle Hawk 1224 Federal Highway, Sutton, NSW
Mantra Wollongong 6 – 10 Gladstone Avenue, Wollongong, NSW

1.0 Instructions

We refer to instructions received from Elanor requesting LandMark White (Sydney) Pty Ltd to undertake going concern valuations on the above properties as at 31 May 2014 for Financial Reporting and First Mortgage Security purposes. We have also been requested to provide a summary of the valuations for inclusion within the Offer Document.

For further important information about each property we refer to the contents of the full valuation reports which are held by Elanor. The full valuation reports identify important valuation aspects and risks associated with each property.

2.0 Basis of valuations

The valuations have been undertaken in accordance with the following definitions.

Market Value.

"Market value is the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion."

Going Concern Value

"Value as a going concern may be defined as the value of all tangible assets, such as land and buildings, plant, furniture, equipment and other chattels, and all intangible assets, such as goodwill and licence, in the hands of the purchaser acquiring them as part of the business for which they are designed and used."

The valuations have been undertaken based on certain qualifications, assumptions and conditions which are outlined in each report. These qualifications, assumptions and conditions have the potential to significantly impact the ascribed values.

3.0 Valuation methodology

The valuation methodologies for each property are described below.

Brisbane
Level 14
307 Queen Street
Brisbane QLD 4000
GPO Box 1046
Brisbane QLD 4001
Telephone 07 3226 0000
Facsimile 07 3226 0099

Sydney
Level 15
55 Clarence Street
Sydney NSW 2000
GPO Box 3359
Sydney NSW 2001
Telephone 02 8823 6300
Facsimile 02 8823 6399

Melbourne
Level 11
45 William Street
Melbourne VIC 3000
Telephone 03 8330 3100
Facsimile 03 8330 3199

Gold Coast
Ground Floor
Connaught Building
26 Marine Parade
Southport QLD 4215
PO Box 8708
Gold Coast Mail Centre 9726
Telephone 07 5634 7100
Facsimile 07 3226 0099

Parramatta
Level 2
11-13 Aird Street
Parramatta NSW 2150
PO Box 805
Parramatta NSW 2124
Telephone 02 9354 0800
Facsimile 02 9354 0898

Sunshine Coast
4 / 48-50 Sugar Road
Maroochydore QLD 4558
PO Box 5440
Maroochydore QLD 4558
Telephone 07 5414 1400
Facsimile 07 5414 1499

Wollongong Region
PO Box 996
Wollongong NSW 2520
Telephone 02 4242 2200
Facsimile 02 8823 6399

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Cradle Mountain Lodge

In assessing the current market value subject to the existing Management Agreement the most appropriate method of valuation is considered to be a reconciliation between the capitalisation of net operating profit, discounted cash flow and direct comparison methods of valuation.

Featherdale Wildlife Park

In assessing the current market value subject to Vacant Possession of management the most appropriate method of valuation is considered to be a reconciliation between the capitalisation of net operating profit and the summation of a hypothetical lessee and lessor interest. A valuation of the Real Estate in Use and the Alternate Use has also been undertaken which is fully detailed within the valuation report.

Ibis Styles Eagle Hawk

In assessing the current market value subject to the existing Management Agreement the most appropriate method of valuation is considered to be a reconciliation between the capitalisation of net operating profit, discounted cash flow and direct comparison methods of valuation.

The Ibis Styles requires identifiable capital expenditure works to be undertaken which have been considered within the valuation.

Mantra Wollongong

In assessing the current market value subject to the existing Management Agreement the most appropriate method of valuation is considered to be a reconciliation between the capitalisation of net operating profit and direct comparison methods of valuation.

The Mantra hotel requires significant identifiable short term capital expenditure works to be undertaken which have been considered within the valuation.

4.0 Valuation Summaries

A summary of each of the going concern valuation numbers is as follows:

Property	No. Guest Rooms	Going Concern Valuation	Capitalisation Rate	10 year IRR	Rate per Room
Cradle Mountain Lodge	86	$29,000,000	12.0%	12.1%	$337,209
Featherdale Wildlife Park	n/a	$13,000,000	19.5%	n/a	n/a
Ibis Styles Eagle Hawk	151	$17,700,000	9.7%[1]	12.1%	$117,219
Mantra Wollongong	42	$7,100,000	9.7%	n/a	$169,048

[1] Three (3) year equivalent yield

5.0 Liability disclaimers

We emphasis that this summary letter needs to be read in conjunction with our full reports dated 31 May 2014 for each property. This letter does not identify issues that affect current and future capital value and the cash flow of each property, which are explained within the full valuation reports.

LandMark White (Sydney) Pty Limited has prepared the valuations and this valuation summary letter based upon information made available to us from our instructing party. We consider this information to be reasonable however we have not independently verified all such information and have relied upon the information provided to us from the instructing party.

LandMark White (Sydney) Pty Limited has prepared this summary letter for inclusion within the Offer Document but has not been involved in the preparation of any other part of the Offer Document. LandMark White (Sydney) Pty Limited have not been required to approve or express any opinion about any part of the Offer Document other than this summary letter.

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Summary of valuations

LandMark White

We confirm that LandMark White (Sydney) Pty Limited does not have a pecuniary interest that would conflict with the proper valuations of the properties and the valuations have been made independently of Elanor.

LandMark White (Sydney) Pty Limited provides consent for the inclusion of this summary letter within the Offer Document.

LandMark White (Sydney) Pty Limited are not licensed to provide financial services and the information detailed herein (and the full valuation reports) is not intended to provide advice on investment decisions.

Further critical qualifications, conditions and assumptions which have an impact on each property are detailed within each of the full valuation reports.

Yours faithfully
LandMark White

Adam W Ellis AAPI
Director, Hotels & Leisure

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2 June 2014

Elanor Funds Management Limited,
Elanor Investors Limited,
The Due Diligence Committee of the Elanor Investors Group IPO; and
The intended financier for the Elanor Investors Group IPO

To whom it may concern,

RE: Summary of Valuations for Product Disclosure Statement and Prospectus

The following letter is prepared in response to instructions received from Elanor Funds Management Limited and Elanor Investors Limited, dated 2 June 2014, requesting Urbis Valuations Pty Ltd (Urbis) to undertake valuations of a portfolio of properties for First Mortgage Security Purposes and for reporting within a Product Disclosure Statement (PDS) and Prospectus ("Offer Document").

This letter provides a summary of our valuations and has been prepared for inclusion within the Offer Document.

The properties forming the portfolio are identified as follows:

1.	248-264 Woodville Road, 8 Lansdowne Street & 19 Highland Street, Merrylands, NSW
2.	14 Lansdowne Street, Merrylands, NSW
3.	16 Lansdowne Street, Merrylands, NSW
4.	8A Lansdowne Street, Merrylands, NSW
5.	246 Woodville Road, Merrylands, NSW

The aggregate Market Value of the five (5) properties detailed above equates to the amount of **$12,100,000 (Twelve Million One Hundred Thousand Dollars)**.

A summary of the Market Values on an individual property basis follows.

The valuations have been completed in accordance with the following definition of Market Value as defined by the International Valuations Standard Committee (IVSC) and approved by the Australian Property Institute (API):

> *"Market Value is the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion."*

URBIS VALUATIONS & ADVISORY
LIABILITY LIMITED BY A SCHEME
APPROVED UNDER PROFESSIONAL
STANDARDS LEGISLATION

GPO Box 5278 Sydney 2001
Tower 2, Level 23, Darling Park
201 Sussex Street
Sydney NSW 2000 Australia

t 02 8233 9900 f 02 8233 9966 e info@urbis.com.au w urbis.com.au Urbis Valuations Pty Ltd ABN 28 105 273 523

Australia • Asia • Middle East

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The valuations where determined on a Direct Comparison basis, using appropriate methods of comparison.

A summary of the individual Market Values assessed for the properties are as follows:

PROPERTY	MARKET VALUE
1. 248-264 Woodville Road, 8 Lansdowne Street & 19 Highland Street, Merrylands, NSW	$9,800,000 – GST Exclusive
2. 14 Lansdowne Street, Merrylands, NSW	$500,000 – GST Free
3. 16 Lansdowne Street, Merrylands, NSW	$900,000 – GST Free
4. 8A Lansdowne Street, Merrylands, NSW	$475,000 – GST Free
5. 246 Woodville Road, Merrylands, NSW	$425,000 – GST Free
AGGREGATE MARKET VALUE	**$12,100,000**

We note that our extension of this summary letter needs to be read in conjunction with our full reports dated 2 May 2014, referenced SPEV0307 (a) and SPEV0307 (b). The full valuation reports draws attention to the key issues and consideration impacting on value and provides a detailed assessment and analysis as well as key critical assumptions, disclaimers, limitations, qualifications and recommendations. Urbis recommends that this summary letter and any references to values within the Offer Document, be read and considered together with our full valuation reports. This summary letter is subject to the full qualifications and limitations contained within the full valuation report.

We note that the content prepared by Urbis for the Offer Document is limited to this summary letter. Urbis has not been involved in the preparation of any other part of the Offer Document, and have not approved or expressed any opinion contained within the Offer Document other than this letter.

We confirm Urbis, nor the signatories to the reports have any pecuniary interest that could reasonably be regarded as being capable of affecting that person's ability to give an unbiased opinion of value, or that would conflict with a proper valuation of the property.

Urbis is not licensed to provide financial services and the information detailed herein (and our full valuation reports) is not intended to provide advice on financial decisions.

We trust this letter meets your requirements.

Kind regards,



Bobby Dunimagloski
Associate Director

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Elanor

9. INVESTIGATING ACCOUNTANT'S REPORT

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Deloitte.

Deloitte Corporate Finance Pty Limited
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AFSL 241457

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Parramatta NSW 2124 Australia

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Fax: +61 (0) 2 9322 7001
www.deloitte.com.au

The Directors
Elanor Investors Limited and
Elanor Funds Management Limited as Responsible Entity of
Elanor Investment Fund
Level 26
135 King Street
Sydney NSW 2000

16 June 2014

Dear Sirs

INVESTIGATING ACCOUNTANT'S REPORT AND FINANCIAL SERVICES GUIDE

Introduction

This report has been prepared at the request of the directors (the Directors) of Elanor Investors Limited and Elanor Funds Management Limited as Responsible Entity of Elanor Investment Fund (together Elanor Investors Group) for inclusion in a product disclosure statement and prospectus (the Offer Document) to be issued by Elanor Investors Group in respect of the initial public offering of stapled securities in Elanor Investors Group (Securities)(the Offer).

Deloitte Corporate Finance Pty Limited is wholly owned by Deloitte Touche Tohmatsu and holds the appropriate Australian Financial Services licence under the *Corporations Act 2001* (Cth) (Corporations Act) for the issue of this report.

References to Elanor Investors Group and other terminology used in this report have the same meaning as defined in the Glossary of the Offer Document.

Scope

Deloitte Corporate Finance Pty Limited has been engaged by the Directors to review:

- The forecast consolidated balance sheet of Elanor Investors Group as at the Allotment Date, which is included in Section 5.6 of the Offer Document;
- The forecast statutory consolidated income statement of Elanor Investors Group for the year ending 30 June 2015 together with the pro forma forecast consolidated Earnings Before Interest Tax Depreciation and Amortisation for the year ending 30 June 2015, which are included in Section 5.3 of the Offer Document; and
- The forecast consolidated distribution statement of Elanor Investors Group for the year ending 30 June 2015, which is included in Section 5.5 of the Offer Document

(collectively, the Financial Information).

The stated basis of preparation of the Financial Information is the Elanor Investor Group's accounting policies and the recognition and measurement principles contained in Australian Accounting Standards except that, as described in

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Section 5.2 of the Offer Document, the Financial Information assumes that there are no revaluations of the properties and no movements in the market value of derivatives during the forecast period and no corresponding mark to market adjustments included in the Financial Information as the Directors do not believe that they can be reliably estimated.

The Financial Information is presented in the Offer Document in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

The Director's best-estimate assumptions underlying the Financial Information are described in Section 5.8 of the Offer Document. The Financial Information has been prepared by management and adopted by the Directors in order to provide prospective investors with a guide to the potential financial performance of Elanor Investors Group for the financial year ending 30 June 2015 and the financial position as at Allotment Date. There is a considerable degree of subjective judgement involved in preparing forecasts since they relate to events and transactions that have not yet occurred and may not occur. Actual results are likely to be different from the Financial Information since anticipated events or transactions frequently do not occur as expected and the variation may be material.

The Directors' best estimate assumptions on which the Financial Information is based relate to future events and /or transactions that management expect to occur and actions that management expect to take and are also subject to uncertainties and contingencies, which are often outside the control of the Company. Evidence may be available to support the assumptions on which the Financial Information is based, however such evidence is generally future orientated and therefore speculative in nature. We are therefore not in a position to express a reasonable assurance conclusion on those best estimate assumptions, and accordingly, provide a lesser level of assurance on the reasonableness of the Directors' best estimate assumptions. The limited assurance conclusion expressed in this report has been formed on the above basis.

Prospective investors should be aware of the material risks and uncertainties relating to an investment in the Company, which are detailed in the Offer Document, and the inherent uncertainty relating to the prospective financial information. Accordingly prospective investors should have regard to the investment risks and sensitivities set out in Section 5.9 of the Offer Document.

The sensitivity analysis set out in Section 5.9 of the Offer Document demonstrates the impacts on Core Earnings of changes in key assumptions. The Financial Information is therefore only indicative of the financial performance which may be achievable. We express no opinion as to whether the Financial Information will be achieved.

We have assumed, and relied on representations from certain members of management of Elanor Investors Group, that all material information concerning the prospects and proposed operations of Elanor Investors Group has been disclosed to us and that the information provided to us for the purpose of our work is true, complete and accurate in all respects. We have no reason to believe that those representations are false.

Directors' Responsibility

The Directors are responsible for:

- the preparation of the Financial Information, including the best estimate assumptions underlying the Financial Information; and
- the information contained within the Offer Document.

This responsibility includes the operation of such internal controls as the Directors determine are necessary to enable the preparation of the Financial Information that is free from material misstatement, whether due to fraud or error.

Our Responsibility

Our responsibility is to express a limited assurance conclusion on the Financial Information based on the procedures performed and the evidence we have obtained. We have conducted our engagement in accordance with Australian Standard on Assurance Engagement (ASAE) 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information.*

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In connection with the review, we made such enquiries and performed such procedures as we, in our professional judgement, considered reasonable in the circumstances.

A review consists of making enquiries, primarily of persons responsible for financial and accounting matters including directors, management and others, and applying analytical procedures to the Financial Information and other review procedures as considered necessary. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly we will not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

Conclusion

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that:

(i) the Directors' best estimate assumptions used in the preparation of the Financial Information do not provide reasonable grounds for the Financial Information;

(ii) in all material respects, the Financial Information is not:
   a. prepared on the basis of the Directors' best estimate assumptions as described in the Offer Document; or
   b. presented fairly in accordance with the stated basis of preparation, being the accounting policies adopted and used by Elanor Investor Group and the recognition and measurement principles contained in the Australian Accounting Standards, except that as described in Section 5.2 of the Offer Document, the Financial Information assumes that there are no revaluations of the properties and no movements in the market value of derivatives during the forecast period and no corresponding mark to market adjustments included in the Financial Information as the Directors do not believe that they can be reliably estimated; or

(iii) the Financial Information itself is unreasonable.

Restrictions on Use

Without modifying our conclusions, we draw your attention to Section 5.1 of the Offer Document, which describes the purpose of the Financial Information, being for inclusion in the Offer Document. As a result, this Investigating Accountant's Report may not be suitable for use for another purpose.

Consent

Deloitte Corporate Finance Pty Limited has consented to the inclusion of this Investigating Accountant's Report in the Offer Document in the form and context in which it is included.

Disclosure of Interest

Deloitte Corporate Finance Pty Limited does not have any interest in the outcome of this Offer other than the preparation of this report and participation in the due diligence procedures for which normal professional fees will be received.

Deloitte Touche Tohmatsu has been appointed auditor of Elanor Investors Group.

Yours faithfully



David Hagger
Director

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Financial Services Guide

What is a Financial Services Guide?

This Financial Services Guide (FSG) provides important information to assist you in deciding whether to use our services. This FSG includes details of how we are remunerated and deal with complaints.

Where you have engaged us, we act on your behalf when providing financial services. Where you have not engaged us, we act on behalf of our client when providing these financial services, and are required to give you an FSG because you have received a report or other financial services from us.

What financial services are we licensed to provide?

We are authorised to provide financial product advice and to arrange for another person to deal in financial products in relation to securities, interests in managed investment schemes, government debentures, stocks or bonds and regulated emissions units (i.e., carbon) to retail and wholesale clients.

Our general financial product advice

Where we have issued a report, our report contains only general advice. This advice does not take into account your personal objectives, financial situation or needs. You should consider whether our advice is appropriate for you, having regard to your own personal objectives, financial situation or needs.

If our advice is provided to you in connection with the acquisition of a financial product you should read the relevant offer document carefully before making any decision about whether to acquire that product.

How are we and all employees remunerated?

Our fees are usually determined on a fixed fee or time cost basis and may include reimbursement of any expenses incurred in providing the services. Our fees are agreed with, and paid by, those who engage us. Clients may request particulars of our remuneration within a reasonable time after being given this FSG.

Other than our fees, we, our directors and officers, any related bodies corporate, affiliates or associates and their directors and officers, do not receive any commissions or other benefits.

All employees receive a salary and while eligible for annual salary increases and bonuses based on overall performance they do not receive any commissions or other benefits as a result of the services provided to you.

The remuneration paid to our directors reflects their individual contribution to the organisation and covers all aspects of performance.

We do not pay commissions or provide other benefits to anyone who refers prospective clients to us.

Associations and relationships

We are ultimately controlled by the Deloitte member firm in Australia (Deloitte Touche Tohmatsu). Please see www.deloitte.com/au/about for a detailed description of the legal structure of Deloitte Touche Tohmatsu.

We and other entities related to Deloitte Touche Tohmatsu:

- do not have any formal associations or relationships with any entities that are issuers of financial products
- may provide professional services to issuers of financial products in the ordinary course of business.

What should you do if you have a complaint?

If you have any concerns regarding our report or service, please contact us. Our complaint handling process is designed to respond to your concerns promptly and equitably. All complaints must be in writing to the address below.

If you are not satisfied with how we respond to your complaint, you may contact the Financial Ombudsman Service (FOS). FOS provides free advice and assistance to consumers to help them resolve complaints relating to the financial services industry. FOS' contact details are also set out below.

The Complaints Officer
PO Box N250
Grosvenor Place
Sydney NSW 1220
complaints@deloitte.com.au
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info@fos.org.au
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What compensation arrangements do we have?

Deloitte Australia holds professional indemnity insurance that covers the financial services provided by us. This insurance satisfies the compensation requirements of the Corporations Act 2001 (Cth).

1 February 2013

Deloitte Corporate Finance Pty Limited, ABN 19 003 883 127, AFSL 241457 of Level 1 Grosvenor Place, 225 George Street, Sydney NSW 2000

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10. TAXATION INFORMATION

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10. TAXATION INFORMATION

The following discussion is a summary of certain Australian income tax considerations relating to the acquisition, ownership and disposition of the Securities. The discussion is based on the tax laws of Australia as in effect on the date of this Offer Document, and is subject to changes in the relevant income tax law or the administration of the law, including changes that could have retroactive effect. The following summary does not take into account or discuss the tax laws of any country other than Australia.

This summary is necessarily general in nature and does not take into account the specific taxation circumstances of any Securityholder. This summary is not a comprehensive description of all Australian income tax considerations that may be relevant to a decision to acquire the Securities. Prospective investors in all jurisdictions are advised to consult their tax advisers as to the Australian and other applicable tax consequences of the acquisition, ownership and disposition of the Securities in their particular circumstances.

This summary assumes that the Securities are held on capital account (and not as trading stock or otherwise on revenue account). It also assumes that the Securityholder (together with their associates) holds at all relevant times less than 10% of the Securities and that none of the Securityholders are subject to the taxation of financial arrangement (**TOFA**) rules.

References in this part to the "1936 Act" and the "1997 Act" are references to the Income *Tax Assessment Act* 1936 (Cth) and the Income Tax Assessment Act 1997 (Cth), respectively. A reference to an Australian resident Securityholder is to a holder that is either (i) a non-resident holding the Securities in the course of carrying on business through an Australian permanent establishment, or (ii) an Australian tax resident.

This summary is not intended to constitute a complete analysis of all tax considerations applicable to an investment in the Securities. You are urged to consult with your tax adviser concerning the tax consequences to you in your particular situation.

10.1 TAX FILE NUMBERS AND AUSTRALIAN BUSINESS NUMBERS

A Securityholder does not need to provide a tax file number (**TFN**), Australian Business Number (**ABN**) or proof of a relevant exemption in relation to their acquisition of Securities. However, if a TFN, ABN or proof of a relevant exemption is not provided, Elanor Investors Limited or Elanor Investment Fund (as the case may be) may deduct tax from Distributions at a rate of (up to) 46.5%, increasing to 47% for the 30 June 2015 and later years of income.

10.2 TAXATION OF DISTRIBUTIONS FROM SECURITIES

Distributions in respect of the Securities could comprise either or both of the following:

- dividends paid by Elanor Investors Limited, which dividends might be franked, partially franked or unfranked; and
- distributions by the Elanor Investment Fund, which could include different components (for example, an assessable component, a tax-deferred component or a net capital gain component).

The income tax treatment of Distributions on Securities will depend on the precise nature of those Distributions (which will be described in an annual income statement that will be provided to investors and are discussed in greater detail below).

I. ELANOR INVESTORS DIVIDENDS

Australian resident Securityholders

An Australian resident Securityholder should include dividends paid on their Elanor Investors Limited shares in their assessable income.

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Elanor Investors Limited can declare a dividend to be "franked". A dividend is franked to the extent to which it is declared to be paid from corporate profits that have been subject to Australian corporate income tax (at a rate of 30%). If a dividend is franked, an Australian resident Securityholder should:

- include an additional amount in its assessable income equal to the amount of the franking credit; and
- be entitled to claim a "tax offset" equal to this additional amount. If the offset is available (see comments below), the offset can be used to reduce the Australian resident Securityholder's Australian income tax liability for the relevant year. Certain types of Australian resident Securityholder may be entitled to a cash refund of any excess tax offsets.

If the Australian resident Securityholder is a company, the Securityholder should include an amount equal to the tax offset in its own franking account.

There are various anti avoidance rules designed to ensure that Securityholders do not trade or stream franking credits. For instance, in order to claim a franking credit, a shareholder in a company must (amongst other things) be a "qualified person" – meaning the Elanor Investors shares must be held by the Securityholder "at risk" for at least 45 days (excluding the dates of acquisition and disposal).

To the extent that the dividend is unfranked, there is no gross up or tax offset.

Non-resident Securityholders

Dividends paid to non-residents who do not hold their Securities in the course of carrying on business through an Australian permanent establishment will (under Australian domestic law) be subject to Australian dividend withholding tax of 30% on the gross amount of the dividend to the extent to which the dividends are not declared to be:

- franked; or
- paid from conduit foreign income (**CFI**). Very broadly, Elanor Investors can declare a dividend to be CFI to the extent to which it has corporate profits sourced from offshore operations that have not been subject to Australian tax. It is unlikely that Elanor Investors would have any CFI.

This 30% rate may be reduced where a Securityholder qualifies for the benefit of a double tax treaty Australia has with a Securityholder's country of residence and the treaty provides a reduced rate of dividend withholding.

The dividend withholding tax regime is a final Australian tax. No other Australian tax is payable on dividends paid to non-resident Securityholders.

II. ELANOR FUND DISTRIBUTIONS

Australian resident Securityholders

Australian resident Securityholders will be required to include in their assessable income on 30 June each year a portion of the Elanor Fund's net taxable income. The portion will be determined by reference to the proportion of the Elanor Fund's net income to which they are entitled for the income year.

Non-resident Securityholders

The trustee of an Australian trust will generally be required to pay tax at either 30% or 45% on the proportion of its taxable income to which non-resident Securityholders are entitled. However, the tax payment by the trustee should be a tax credit for the relevant non-resident Securityholder (and should be refundable from the Australian Tax Office to the extent to which it exceeds the Australian tax liability of the non-resident for the relevant year).

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10.3 DISPOSING OF SECURITIES

I. AUSTRALIAN RESIDENT SECURITYHOLDERS

The Share and Unit are two CGT assets. The disposal of a Security is a CGT Event A1. A resident Securityholder will make a capital gain on disposal of a Security to the extent that the capital proceeds from the disposal exceeds the Securityholder's cost base in the Security.

The cost base of a Security should include the consideration paid to acquire the Unit and Share, being $1.25 per Security. The cost base of a Unit or Share will be reduced to the extent to which the Securityholder receives a Distribution from the Trust or Company (respectively) that is not included in the Securityholder's assessable income.

II. NON-RESIDENT SECURITYHOLDERS

A non-resident Securityholder should not be subject to Australian income tax on any capital gain made from the disposal of their Securities if the Securityholder (along with their associates) has not, at any time:

- held the Securities in the course of carrying on business through an Australian permanent establishment; or
- held, or held the right to acquire, 10% or more of the Securities.

Where this is not the case, a portion (or all) of the capital gain made by a non-resident may be subject to tax in Australia (and, in this case, this should be referred to any appropriate tax advisor).

III. APPLY CAPITAL LOSSES TO REDUCE CAPITAL GAINS

A capital gain included in assessable income may be reduced by current or carry forward Australian capital or revenue losses. Capital losses cannot be offset against other types of assessable income.

IV. CGT DISCOUNT

If the Securities have been held for at least 12 months by an Australian resident Securityholder that is an individual or trust, only 50% of any net capital gain made on disposal will be included in assessable income. For complying superannuation funds, first home saver account trusts and complying superannuation/first home saver account assets of life insurance companies, the discount for assets held at least 12 months is only 33%. Capital losses must be applied in calculating any net capital gain before applying these discount capital gains concessions.

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11. FEES AND OTHER COSTS

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11. FEES AND OTHER COSTS

11.1 FEES AND OTHER COSTS IN PRESCRIBED FORM

The Corporations Act requires Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund, to include the following standard consumer advisory warning. The information in the consumer advisory warning is standard across product disclosure statements and is not specific to information on fees and costs in the Elanor Investment Fund.

11.2 CONSUMER ADVISORY WARNING

DID YOU KNOW?

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

For example, total annual fees and costs of 2% of your account balance rather than 1% could reduce your final returns by up 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 high 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 Investment Commission (ASIC) website (www.moneysmart.gov.au) has a managed investment fee calculator to help you check out different fee options.

11.3 FEES AND OTHER COSTS

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

Taxes and insurance costs are set out in another part of this document.

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

Type of fee or cost	Amount[1]	How and When Paid
Fees when your money moves in or out of Elanor Investment Fund		
Establishment fee The fee to open your investment.	Nil	N/A

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Type of fee or cost	Amount[1]	How and When Paid
Contribution fee[2] The fee on each amount contributed to your investment.	Nil	N/A
Withdrawal fee The fee on each amount you take out of your investment.	Nil	N/A
Exit fee The fee to close your investment.	Nil	N/A
Management costs		
The fees and costs for managing your investment	Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund, will not charge any management fees, other than to recover its costs in operating Elanor Investment Fund which are not otherwise recoverable from the Assets of Elanor Investment Fund as expenses. The operating costs and expenses that Elanor Funds Management Limited may recover are estimated to be approximately $0.1 million p.a[3]. which is equal to approximately 0.4% of the NAV of Elanor Investment Fund.[4]	To be reimbursed from the assets of Elanor Investment Fund and/or on demand by Elanor Funds Management Limited as responsible entity of Elanor Investment Fund.
Service fees		
Switching fees The fee for changing investment options	Nil	N/A
Broker Service Fee	$0.019 per Security	Payable by Applicants under the Broker Firm Retail Offer to their Broker on making an Application[5].

1 Including GST, less any reduced input tax credits.

2 No contribution fee is charged by Elanor Funds Management Limited, however if you are applying for Securities through your broker, you may be required to pay a fee directly to your broker in order to invest.

3 This amount is an estimate only based on the expected costs of managing and administering Elanor Investment Fund. See section 11.6 for more information.

4 This table assumes that Elanor Investment Fund NAV at allotment is 59 cents per security (which equates to approximately 53% of Elanor's total NAV per security of 111.2 cents per security on allotment). Please note that the Shares and Units are stapled and may not be traded or purchased separately.

5 Additional service fees are described in Section 11.6 'Additional explanation of fees and costs'.

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11.4 EXAMPLE OF ANNUAL FEES AND COSTS

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

Table: First year after the issue of Securities

Example		Balance of $50,000 with a Contribution of $5,000 During Year[6]
Contribution Fees	Nil	Nil
PLUS Management Costs	0.4% of the NAV of Elanor Investment Fund	For every $50,000 you have in Elanor Investment Fund you will be charged $182.28.
EQUALS Cost of investment		If you had an investment of $50,000 at the beginning of the year and you put in an additional $5,000 at the beginning of the year, you would incur management costs of $200.50 for that year.

6. This table assumes that Elanor Investment Fund NAV at allotment is 59 cents per security (which equates to approximately 53% of Elanor's total NAV per security of 111.2 cents per security on allotment). The table assumes that a total of $106,562 is invested under the Offer (i.e. to acquire 85,250 Securities at $1.25 each) to equate to a $50,000 equivalent investment in Elanor Investment Fund with the remaining $56,562 being invested in Elanor Investors Limited ($44,784) and used to fund fees and costs associated with the Offer ($11,778). This table also assumes that the additional $5,000 contribution is used to acquire Elanor Investment Fund Units at $0.59 each on the Allotment Date. However, the Shares and Units are stapled and may not be traded or purchased separately.

* Additional fees may apply:

11.5 FEES AND COSTS ASSOCIATED WITH THE OFFER

The following table sets out the fees and costs incurred by Elanor in association with the Transaction and the Offer. These costs are one-off in nature and have not been included in the forecast management costs of Elanor Investment Fund in Sections 11.3 and 11.4. Also, these costs will not be incurred in subsequent years. Transaction and Offer costs are payable on Allotment from proceeds raised from the Offer and/or the Debt Facility.

Type of fee or cost inclusive of GST	Amount ($m)
Stamp duty costs	2.4
Underwriting fees	1.9
Other offer costs	0.6
Advisers and consultants fees	2.0
Debt establishment costs	0.3
Investment Portfolio transaction cost[1]	1.5
Total fees and costs	**8.7**

1 Transaction costs relating to the acquisition of the Investment Portfolio include fees payable to Moss Capital of $0.6m (see Section 13.2 for further detail).

A Broker Service Fee of $0.019 per Security is payable by Applicants under the Broker Firm Retail Offer to their Broker in respect of services provided by the Broker to the Applicant in connection with the Offer. This Broker Service Fee is a one off fee payable at the time of an Applicant's initial investment in Securities. See Section 6.8(ii) for further detail.

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11.6 ADDITIONAL EXPLANATION OF FEES AND COSTS

I. NO MANAGEMENT FEE, COSTS RECOVERY ONLY

Under the Elanor Investment Fund Constitution, Elanor Funds Management Limited, as responsible entity of the Elanor Investment Fund, is entitled to receive out of the assets of the Elanor Investment Fund and retain for its own use and benefit, a management fee equal to its reasonable costs, including all overheads and internal expenses of Elanor Funds Management Limited and whether the costs are incurred directly or indirectly by it or reimbursed by it to any of its related bodies corporate, in providing its services as trustee for which it is not otherwise reimbursed as an expense. This fee is therefore on a cost recovery basis only and does not include the kind of asset based or performance fees charged by other trusts that are externally managed. This fee is to be payable from time to time upon demand by Elanor Funds Management Limited, provided that it may make demand for payment of all or part of the fee only once it has incurred the relevant costs, whether or not it has paid those costs.

Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund, estimates that it will incur total costs and expenses of managing and administering Elanor Investment Fund of approximately $0.1 million per annum which is equal to 0.4% of Elanor Investment Fund's expected average net asset value for the first year after Listing. This amount is included in the management costs stated in the table in Section 11.3. It is an estimate only and the actual expenses incurred by Elanor Funds Management Limited as responsible entity of Elanor Investment Fund may differ.

All expenses incurred by the Elanor Funds Management Limited, including those in connection with the establishment, promotion and operation of the Elanor Investment Fund, in properly performing its duties as responsible entity of Elanor Investment Fund are payable or can be reimbursed out of the assets of Elanor Investment Fund but only to the extent to which it has not claimed those amounts as part of the above fee.

II. HOW FEES AND COSTS MAY CHANGE

The amounts charged to recover the costs of operating Elanor Investment Fund may vary. For example, the allocation of human and other resources in Elanor will depend on whether asset opportunities are being pursued for Elanor Investment Fund or for the launch of a new Managed Investments. Elanor Funds Management Limited may charge more or less than the estimated operating expenses shown in the tables in Section 11.4, but any such reallocation of cost burden within Elanor according to need will not affect Securityholders' returns.

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12. MATERIAL DOCUMENTS

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12. MATERIAL DOCUMENTS

12.1 SUMMARY OF MATERIAL CONTRACTS AT STAPLED ENTITY LEVEL

Section 12.1 contains a summary of material contracts.

Title	Parties	Subject Matter	Section
Constituent Documents	Elanor Investors Limited Elanor Funds Management Limited	Constituent Documents The rights of Securityholders are set out in the Constitutions and the Stapling Deed (together the **Constituent Documents**). Stapling Provisions The Constitutions contain substantially identical stapling provisions (**Stapling Provisions**) which apply while the Shares and Units comprising the Securities are Stapled. The Stapling Provisions provide that a Security is comprised of a Share in Elanor Investors Limited and a Unit in Elanor Investment Fund. Essentially, the Shares and Units comprising the Securities are treated as one security such that a Securityholder may only deal in a Security and individually in the Shares or Units. Accordingly, a Securityholder will always hold the same number of Shares and Units. Each Stapled Entity must use every reasonable endeavour to procure that each Security is dealt with in a manner consistent with the Stapling Provisions. The Stapling Provisions also set out the core rules governing dealings in the Securities, the stapling of additional securities to the Securities and the unstapling of components of the Securities.	12.2
Elanor Investors Limited Constitution	Elanor Investors Limited	Sets out the rights of shareholders and various other matters relating to the operation of Elanor Investors Limited.	12.2
Elanor Investment Fund Constitution	Elanor Funds Management Limited	Sets out the rights of unitholders and various other matters relating to the operation of Elanor Investment Fund.	12.2
Stapling Deed	Stapled Entities	Sets out the rights of agreement between the Stapled Entities to consult and cooperate on stapling matters and to coordinate administrative arrangements.	12.3

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Title	Parties	Subject Matter	Section
Implementation Deed	Stapled Entities Others	Sets out the terms to implement the Transaction.	12.4
Cradle Mountain Rollover and Exit Deed	Stapled Entities Moss Capital Pty Limited, as trustee for Cradle Mountain Lodge Fund relevant Seed Investors	Sets out the terms to implement the Roll-Up of Seed Investors in the Cradle Mountain Lodge Fund.	12.5
Featherdale Rollover and Exit Deed	Stapled Entities Elanor Management Pty Limited Moss Capital Pty Limited, as trustee for Featherdale Wildlife Park Fund Featherdale Management Pty Ltd relevant Seed Investors	Sets out the terms to implement the Roll-Up of Seed Investors in the Featherdale Wildlife Park Fund.	12.5
Eagle Hawk Hotel Acquisition Agreement	Eaglehawk Hotel Management Pty Limited Moss Capital Pty Limited ECS Group (Aust) Pty Limited	Sets out the terms on which the Hotel Ibis Styles Canberra Eagle Hawk and related property will be acquired.	12.6
John Cootes Furniture Acquisition Agreement	Moss Capital Pty Limited John Cootes Furniture Pty Limited John Cootes Properties Pty Limited Mr and Mrs Cootes	Sets out the terms on which the John Cootes Furniture business and related properties and the Merrylands Property will be acquired.	12.7
John Cootes Furniture Lease	Elanor Funds Management Limited, as trustee for the John Cootes Diversified Property Fund JCF Management Pty Limited	Sets out the terms on which the Penrith and Tuggerah properties from which the John Cootes Furniture business operates and the Yennora warehouse property will be leased.	12.8
Peppers Cradle Mountain Lodge Crown Lease	Cradle Mountain Lodge Management Pty Limited Minister administering the *National Parks and Reserves Management Act 2002* (Tasmania)	Sets out the terms on which part of the property which Peppers Cradle Mountain Lodge operates is leased.	12.9

Title	Parties	Subject Matter	Section
Operator Management Agreements	Cradle Mountain Lodge Management Pty Limited Featherdale Management Pty Limited Eaglehawk Hotel Management Pty Limited Wollongong Hotel Management Pty Limited relevant operators	Sets out the terms on which Peppers Leisure agrees to manage Peppers Cradle Mountain Lodge, Anthology Group agrees to manage Featherdale Wildlife Park, AAPC Properties agrees to manage Hotel Ibis Styles Canberra Eagle Hawk and Mantra Group agrees to manage Mantra Wollongong Hotel.	12.10
Underwriting Agreement	Elanor Funds Management Limited Elanor Investors Limited Moelis Australia Advisory Pty Ltd	Sets out the terms on which Moelis Australian Advisory Pty Ltd agrees to manage and underwrite the Offer.	12.11
JCF Rights Deed	Elanor Investors Limited Moss Capital Pty Limited	Sets out the terms on which Elanor Investors Limited agrees to pay Moss Capital Pty Limited consideration, or procure that it is paid, for the acquisition of JCF Management Pty Limited and Wiltex Wholesale Pty Limited and the retail properties at South Penrith, Tuggerah and Yennora and the performance fee in relation to the Merrylands Property.	12.12
Management Rights Deed	Elanor Funds Management Limited Moss Capital Pty Limited	Sets out the terms on which Elanor Funds Management Limited agrees to pay Moss Capital Pty Limited consideration for the funds management rights of the Managed Investments.	12.13
Compliance Plan	Elanor Funds Management Limited	Sets out procedures that Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund, will apply in operating the Elanor Investment Fund to ensure compliance with the Corporations Act and the Trust Constitution.	12.14

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12.2 SUMMARY OF CONSTITUTIONS

The Elanor Investors Limited Constitution and the Elanor Investment Fund Constitution are designed to provide for the operation of the Stapled Entities, and permit and facilitate the stapling of the Shares to the Units. A general summary of the rights attaching to the Securities and other key provisions of the Constitutions are set out below. This summary is not intended to be exhaustive and its qualified by the Constitutions, Corporations Act, exemptions and declarations by ASIC, Listing Rules, waivers by ASX and the general law.

I. STAPLING PROVISIONS

General

The Stapling Provisions in the Constitutions apply on and from the Stapling Commencement Date (the date when Board of each Stapled Entity has determined that Stapling is to commence) and, subject to any specific provisions to the contrary in the Constitutions, the Stapling Provisions prevail over all other provisions of the Constitutions (except to the extent provided in the Constitutions or where it would result in a breach of the Corporations Act, the Listing Rules or any other law).

Intention

The intention of the Stapling Provisions is to ensure that to the extent permitted by law, each Security will be treated as one security.

Stapling arrangements

Under the Stapling Provisions:

- (Stapling) each component of a Security must be Stapled to each other component of the Security on and from the Stapling Commencement Date;
- (No issue) a Stapled Entity must not offer or issue a component of a Security, or any option or rights to such a component without a corresponding and simultaneous offer or issue being made in respect of each other component of the Security;
- (No transfer) a Stapled Entity must not register any transfer of a component of a Security without a corresponding and simultaneous transfer of each other component of the Security;
- (Corporate action) a Stapled Entity must not cancel, buy-back or redeem a component of a Security without a corresponding and simultaneous corporate action being made in respect of each other component of the Security;
- (New Attached Securities) a Stapled Entity may cause a security to be Stapled to a Security (a New Attached Security) provided certain conditions are satisfied including:
  - the New Attached Security is (or will be) quoted on the Official List;
  - ASX has indicated that it will approve the Stapling of the New Attached Security to the Securities;
  - each Stapled Entity (excluding the issuer of the New Attached Security) has agreed to the Stapling of the New Attached Security and that the Stapling of the New Attached Security is in the best interests of Securityholders as a whole and is consistent with the then investment objectives of the Stapled Entities and any subsidiary of the Stapled Entities;
  - the constituent documents for the New Attached Security have provisions giving effect to the Stapling;
  - the issuer of the New Attached Security has agreed to enter into a deed with the other Stapled Entities acceding to the Stapling Deed;
  - where the New Attached Security is partly paid, or approval from Securityholders is required to give effect to the transaction, approval of the Securityholders has been obtained; and
  - the number of New Attached Securities is identical to the number of Securities on issue;

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- (Unstapling by Stapled Entities) a component of the Securities may be unstapled if:
  - ASX has indicated that it will approve such unstapling and the remaining components remain quoted on the Official List as a Security;
  - each Stapled Entity has agreed to the unstapling and such unstapling is not contrary to the interests of Securityholders as a whole and is consistent with the then investment objectives of the Stapled Entities and any subsidiary of the Stapled Entities; and
  - the Stapling Provisions will terminate in respect of the component of the Security that has been unstapled;
- (Restapling) if a component of the Security becomes unstapled, the Stapled Entity of the unstapled component may subsequently determine that the Stapling Provisions should recommence in respect of that unstapled component;
- (Unstapling in the event of an unstapling event) where a special resolution of the members of each Stapled Entity is passed to unstaple the Securities, stapling becomes unlawful or prohibited under the Listing Rules, or a winding up is commenced in respect of a Stapled Entity, the Securities will be unstapled, provided that:
  - ASX has indicated in writing that it will grant permission for the unstapling of the Security; and
  - each Stapled Entity has agreed to the unstapling and that the unstapling is not contrary to the interests of Securityholders as a whole.

After the unstapling, the Stapling Provisions cease to have effect in respect of that component of the Security.

- (Meetings) meetings of each Stapled Entity may be held in conjunction with the meetings of each other Stapled Entity; and
- (Interests of Securityholders) each Stapled Entity may, subject to the Corporations Act and the terms of any applicable ASIC relief, have regard to the interests of Securityholders as a whole and not only to the interests of holders of each component of the Security.

Stapling matters

The Stapling Provisions also provide that by acquiring a Security, each Securityholder will be taken to have consented to each provision in the constituent documents, including without limitation:

- the stapling of the Securities;
- any reorganisation proposal of the Securities (subject to an ordinary resolution if required by the constituent document of the relevant Stapled Entity);
- the disposal of any partly paid Security on which an instalment is due and payable but unpaid, or in respect of which a call has been validly made but remains unpaid by the due date for payment;
- the disposal of any small holding of Securities that is less than a marketable parcel;
- the restrictions on Securities that are "restricted securities", as that term is defined in the Listing Rules;
- the stapling of New Attached Securities to the Securities;
- the Securityholder becoming a member of any new stapled entity and being bound by the constituent documents for any New Attached Security;
- the unstapling of one or more Securities; and
- the restapling of an unstapled Security,

(each a Stapling Matter).

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Powers of attorney

In respect of each Stapling Matter, each Securityholder irrevocably appoints the Stapled Entity as the Securityholder's agent and attorney in the Securityholder's name and on the Securityholder's behalf to do all acts and things and execute all documents which the Stapled Entity, in consultation with each other Stapled Entity, considers necessary, desirable or reasonably incidental to effect any Stapling Matter including:

- to agree to obtain any New Attached Security;
- apply any distributions, redemption proceeds or other payments to obtain a New Attached Security;
- where a New Attached Security comprises shares or an interest in shares or interests in a company or managed investment scheme, to agree to become a member of that company or managed investment scheme;
- to do all acts and things and execute all applications, transfers, withdrawals and any other documents which the Stapled Entity considers necessary, desirable or reasonably incidental to effect the transfer of the New Attached Security to the Securityholder; and
- as proxy to vote at any meeting in favour of any resolution to effect a Stapling Matter.

New Attached Securities

A Stapled Entity has the power to do all things considered necessary, desirable or reasonably incidental to give effect to the Stapling of New Attached Securities to the Security. A New Attached Security may be transferred to a Securityholder by any means and in any manner, including but not limited to any combination of issue, sale, reduction of capital, distribution in kind or transfer.

Partly paid Securities

A Security may be offered on terms that the offer price is payable by one or more instalments. If a call has been validly made on a Security but is unpaid by the due date for payment, the Security may be sold (Defaulted Security). Interest accrues on the unpaid amount of the call and subject to the Listing Rules, the Corporations Act and constituent documents all voting rights, entitlements to Distributions and any other rights in respect of the Defaulted Security are suspended.

Application price

The Stapled Entities may agree how the application price for a Security will be allocated between the application price of each component of the Security, and in the absence of agreement will allocate as follows:

- first, to the application price for the unit (or any other component that is an interest in a trust) being an amount reflecting the net assets (adjusted for the net market value of its investments) of the relevant trust. If there is more than one stapled entity which is a trust, the amounts to be allocated between those trusts is in the ratio that the net assets of each relevant trust (adjusted for the net market value of its investments) immediately before the issue or acquisition of the Security, bears to the amount of the aggregate net assets (adjusted for the net market value of their investments) of those trusts at the end of the relevant period immediately before the issue of the Security; and
- second, to the application price of any other component that is not a unit of a trust being the lesser of the balance remaining (if any) and the amount reflecting the net assets of the relevant Stapled Entities before the issue of the Security which will be allocated between them in the ratio of their respective net assets (adjusted for the net market value of their investments).

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If a reinvestment of capital or income payable to a Securityholder applies while Units are quoted on the Official List and Stapled, subject to the Listing Rules the aggregate of the offer price for each additional unit issued and the offer price for the Shares upon reinvestment is the price determined by Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund. If Elanor Funds Management Limited has not determined the offer price by the date at which Units are to be issued upon reinvestment, the price will be the average of the volume weighted average price for Securities for each of the first ten "trading days" (as that term is defined in the Listing Rules) from and including the third "trading day" after the "record date" for the "distribution period" (as those terms are defined in the Trust Constitution).

II. ELANOR INVESTORS LIMITED CONSTITUTION

Stapling

The Elanor Investors Limited Constitution provides that the Stapling Provisions take effect if determined by the Board on and from the Stapling Commencement Date. Any provisions, which by their meaning and context apply only while Shares are not Stapled do not apply while the Shares are quoted on the Official List as part of a Security.

Voting

Subject to the Corporations Act, Listing Rules, the rights or restrictions on voting which may attach to or be imposed on any class of shares and the Elanor Investors Limited Constitution:

- on a show of hands every shareholder present or who has cast a Direct Vote (as defined in the Elanor Investors Limited Constitution) will have one vote; and
- on a poll every shareholder present or who has cast a Direct Vote (as defined in the Elanor Investors Limited Constitution) will have:
  - one vote for each fully paid Share held by the shareholder; and
  - a fraction of a vote for each partly paid Shares, equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) for that Share (or, where applicable, a fraction of a Share), ignoring any amounts paid in advance of a call.

Issue of shares and options

Subject to the Corporations Act and the Listing Rules, the Directors of Elanor Investors Limited may issue shares or options over any Shares as the Directors think fit.

Preference Shares

Elanor Investors Limited may issue preference Shares including preference Shares which are, or which at the option of Elanor Investors Limited or the holder may be, liable to be redeemed or converted into ordinary Shares. All preference Shares confer on the holders:

- the same rights as holders of ordinary Shares to receive notices, reports and accounts and to attend general meetings of Elanor Investors Limited;
- the right to vote in each of the following circumstances and in no others:
  - during a period when a dividend (or part of a dividend) for the Share is in arrears;
  - on a proposal to reduce Elanor Investors Limited's Share capital;
  - on a resolution to approve the terms of a buy-back agreement;
  - on a proposal that affects rights attached to the Share;
  - on a proposal to wind up Elanor Investors Limited;
  - on a proposal to dispose of the whole of Elanor Investors Limited's property, business and undertaking;
  - during the winding up of Elanor Investors Limited; and
- such other rights, and subject to such other terms and conditions as are provided for in their terms of issue.

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Variation of rights

Subject to the Corporations Act and the Listing Rules, all or any of the rights and privileges attached to any class of Shares (unless otherwise provided by the terms of issue of the Shares of that class) may be varied or cancelled with the written consent of holders of at least 75% of the Shares issued in that class or with the approval of a special resolution passed at a meeting of holders of the Shares of that class.

Meetings and notices

Annual general meetings of Elanor Investors Limited must be held in accordance with the Act and the Listing Rules. The Directors may convene a general meeting of Elanor Investors Limited whenever they think fit.

Notice of every annual general meeting, general meeting or meeting of any class of shareholders must be given in the manner provided by the Elanor Investors Limited Constitution and the Act to the shareholders and those persons who are otherwise entitled to receive notices.

A quorum required for a general meeting is three shareholders who are present at the meeting and entitled to vote on a resolution at the meeting.

Dividends

The Directors may determine that a dividend is payable. Subject to the Elanor Investors Limited Constitution, the Corporations Act, the Listing Rules and the rights of shareholders entitled to Shares with preferential, special or qualified rights as to dividends, dividends are to be apportioned and paid among shareholders in proportion to the amounts paid up (not credited) on the Shares held by them. Any amount paid on a Share in advance of a call will be ignored when calculating the relevant proportion.

The Directors may deduct from any dividends or other distribution payable to a shareholder all sums of money presently payable by the shareholder to Elanor Investors Limited on account of calls or otherwise.

The Directors may determine that any dividend or other distribution or other monies payable for or in respect of a Share be paid wholly or partly by the distribution of specific assets.

Transfer of shares

Subject to the Elanor Investors Limited Constitution, the Corporations Act, the Listing Rules and Settlement Rules, a shareholder may transfer all or any Shares by a transfer document duly stamped (if necessary) and delivered to Elanor Investors Limited. The transfer document must be in writing in the usual or common form or in any other form as the Directors may determine or, in particular circumstances, agree to accept and must be signed by or on behalf of the transferor or as otherwise permitted by the Corporations Act. If permitted under the Listing Rules, the Directors may ask ASX Settlement to apply a holding lock to prevent a transfer or refuse to register a paper-based transfer.

Directors

The number of Directors must not be less than three, nor more than eight unless otherwise determined by the Directors from time to time.

Directors' indemnities

To the maximum extent permitted by law, Elanor Investors Limited must indemnify each Director and Secretary and each former Director and Secretary, including each Director and Secretary who is or was, at the request of Elanor Investors Limited, serving as a director or secretary of another company, and may indemnify any other Officer or former Officer of Elanor Investors Limited, against any liability incurred in acting in that capacity and costs and expenses incurred in defending an action for a liability incurred in acting in that capacity. Elanor Investors Limited may pay, or agree to pay, a premium for a contract insuring such a person from liability incurred by that person in that capacity.

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Partly paid Securities

In consultation with the other Stapled Entity, each Stapled Entity may determine that Securities are to be offered for sale or subscription on the basis that the offer price is payable by instalments.

The Board may at any time make calls upon Securityholders in respect of any moneys unpaid on their Securities. If a call has been validly made but is unpaid by the due date for payment, the Board may sell, re-issue or otherwise dispose of that Securityholder's Securities as such terms as the Board thinks fit.

Winding up

In a winding up, any assets available for distribution to holders of Shares will, subject to the rights of the holders of Shares issued on special terms and conditions, the Elanor Investors Limited Constitution, the Corporations Act and the Listing Rules, be distributed amongst the holders of Shares to return capital paid up on their Shares and distribute any surplus in proportion to the amount paid up (not credited) on Shares held by them. If Elanor Investors Limited is wound up, the liquidator may:

- with the approval of a special resolution, divide among the contributories in specie or kind any part of the assets of the Elanor Investors Limited;
- with the approval of a special resolution, vest any part of the assets of Elanor Investors Limited in trustees of trusts for the benefit of the contributories or any of them as the liquidator thinks fit; and
- set the values it considers fair and reasonable on any property to be divided and determine how the division is to be carried out.

III. ELANOR INVESTMENT FUND CONSTITUTION

Elanor Investment Fund is a managed investment scheme. A general summary of the main provisions of the Trust Constitution that deal with the respective rights and obligations of Securityholders and Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund, are set out below.

Stapling

The Trust Constitution provides that the Stapling Provisions take effect if determined by the Trustee on and from the Stapling Commencement Date. Any provisions, which by their meaning and context apply only while Units are not Stapled do not apply while the Units are quoted on the Official List as part of a Security.

Units

The beneficial interest in the Trust is divided into Units. Each fully paid Unit confers an equal undivided interest and a partly paid Unit confers an interest of the same nature which is proportionate according to the amount of the application price that has been paid on the Unit. A Unit confers an interest in the assets of the Trust as a whole, subject to the liabilities. It does confer an interest in a particular asset of the Trust. The Trustee may issue options and financial instruments in accordance with the Trust Constitution.

Income and distributions

The Trustee must determine the distributable income of the Trust for each distribution period. Unless the Trustee determine otherwise, distributable income is the amount which, if distributed to Unitholders for the period, would, to the extent possible, prevent the Trustee being liable to tax under section 99 or section 99A of the Income *Tax Assessment Act* 1936 (Cth) and any additional amount of income which the Trustee considers is appropriate to distribute to Unitholders.

Transfer of Units

If the Units are not officially quoted, transfer may be effected by instruments of transfer that are in accordance with the Trust Constitution and in a manner prescribed by the Trustee. While the Units are officially quoted, Units may be transferred in any manner prescribed by the Trustee subject to the Trust Constitution and the Operating Rules.

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Redemptions

While Units are not officially quoted, a Unitholder may make a redemption request in respect of some or all of their Units in any manner approved by the Trustee. While the Trust is Listed and the Units are not Stapled, the Trustee may, subject to and in accordance with the Corporations Act (including any ASIC relief) and any requirements under the Operating Rules, purchase Units and cause the Units to be cancelled. While the Trust is Listed and the Units are Stapled, the Trustee and the Other Issuers together may, subject to the Corporations Act and the Listing Rules, purchase Securities on the ASX or any other financial market on which the trading of Securities is permitted, and also off-market.

Powers of the Trustee

The Trustee in its capacity as trustee of the Trust has power to:

- invest in, dispose of or otherwise deal with property and rights in its absolute discretion, including the power to invest in a controlled entity and derivatives;
- borrow or raise money whether or not on security of the assets of the Trust;
- incur all types of obligations and liabilities including guarantees;
- enter into an arrangement with a person to underwrite the subscription or purchase of Units, options or financial instruments on such terms as the Trustee determines; and
- apply for quotation of any Units, options or financial instruments on any exchange where similar instruments are listed and traded.

The Trustee may authorise any person to act as its agent or delegate (in the case of a joint appointment, jointly and severally) to hold title to any asset of the Trust, perform any act or exercise any discretion within the Trustee's power, including the power to appoint in turn its own agent or delegate.

Meetings

The Trustee may at any time convene a meeting of Unitholders and must do so if the Corporations Act or the Operating Rules require.

Limitation of liability and indemnity in favour of Trustee

Subject to the Corporations Act, whilst the Trustee acts in good faith and in the proper performance of its duties, the Trustee is not liable in contract, tort or otherwise to Unitholders for any loss suffered in any way relating to the Trust.

The Trustee is entitled to be indemnified out of the assets of the Trust for any liability incurred by it in properly performing any of its duties in relation to the Trust.

Liability of Unitholders

In the absence of a separate agreement with a Unitholder or creditor, the recourse of the Trustee and any creditor of the Trust against a Unitholder in connection with the Trust is limited to the assets of the Trust. The liability of a Unitholder is limited to the amount, if any, which remains unpaid in relation to the Unitholder's subscription for their Units. However, the Trustee is entitled to be indemnified by a Unitholder or former Unitholder to the extent that the Trustee incurs any liability for tax or user pays fees as a result of the Unitholder's action or inaction, or as a result of an act or omission requested by the Unitholder or former Unitholder. The Trustee may redeem some or all of the Units held by a Unitholder to satisfy any amount of money due to it by the Unitholder. A Unitholder need not indemnify the Trustee if there is a deficiency in the assets of the Trust or meet the claim of any creditor of the Trustee in respect of the Trust. However, the effectiveness of these provisions has not been tested in superior courts.

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Fees and expenses

The Trustee is entitled to receive a management fee (payable from time to time upon demand) equal to the Trustee's reasonable costs in providing its services as trustee for which it is not otherwise reimbursed. All expenses incurred by the Trustee including, those in connection with the establishment, promotion and operation of the Trust, in properly performing its duties are payable or can be reimbursed out of the assets of the Trust.

Winding up

On the winding up of the Trust, each Unitholder is entitled to receive an amount of the net proceeds of realisation, after making allowance for all liabilities and expenses of the Trust, proportionate to the number of Units held.

The Trustee may commence winding up of the Trust in accordance with the termination procedure set out in the Trust Constitution on the earliest of:

- the date specified by the Trustee as the date of termination of the Trust in a notice given to Unitholders; and
- the date on which the Trustee commences termination or winding up of the Trust in accordance with the Trust Constitution or by law.

Amendment to Constitution

If the Corporations Act allows, the Trust Constitution may be amended by a resolution passed at a meeting of Unitholders of the Trust or by deed executed by the Trustee. The Trustee has power to amend the Stapling Provisions or any other part of the Trust Constitution to allow for the Stapling of a new Attached Security to the Securities already in existence.

12.3 STAPLING DEED

I. CO-OPERATION

Each Stapled Entity is a party to the Stapling Deed. The Stapling Deed provides that the Stapled Entities must co-operate in respect of all matters necessary to ensure that the Shares and Units are Stapled and in respect of all matters relating to the Securities.

Under the Stapling Deed, each Stapled Entity must:

- agree from time to time what part of the amount payable for the issue of a Security is to represent the issue price of each component security of the Security;
- consult prior to making any calls in respect of any partly paid securities it issues to Securityholders;
- notify each other Stapled Entity if it proposes to take action under its constitution to forfeit and offer for sale any of its securities;
- obtain the consent of each other Stapled Entity prior to announcing or paying a distribution or dividend, in relation to the operation of any dividend or distribution reinvestment policy or plan or bonus security plan, undertaking a placement or rights issue, buying-back, repurchasing, cancelling or redeeming any component securities of a Security;
- not, and must procure that its controlled entities do not, acquire or dispose of an asset the value of which is 5% or greater of the net tangible assets of that Stapled Entity without first giving 10 days prior written notice to, and consulting with, each other Stapled Entity;
- obtain the consent of each other Stapled Entity before Stapling another entities securities to its securities, effecting any reorganisation or restructure of its capital or effecting any changes to the stapling arrangements contemplated by the Stapling Deed in order to comply with or overcome the adverse effect of any law, regulation or rule;
- maintain, or procure the maintenance of, a register of Securityholders and ensure that it is entirely consistent with the register of holders of its securities;

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- make available to each other Stapled Entity all information and provide all assistance in relation to the preparation of financial accounts relating to Elanor; and
- not, and must procure that its controlled entities do not, borrow or raise money without consulting with each other Stapled Entity.

Each Stapled Entity agrees to:

- act with a view to enhancing the value of the Securities;
- share information with each other Stapled Entity;
- adopt the valuation policies and methods of Elanor Investors Limited; and
- co-ordinate Securityholder meetings.

II. FINANCIAL OBLIGATIONS

If any loans or other financial accommodation are undertaken jointly by the Stapled Entities, or if any guarantee or security is given in respect of the loans or other financial accommodation of another Stapled Entity, whichever Stapled Entity receives the proceeds of the loan or financial accommodation must repay the loan or financial accommodation, pay all fees, interest, expenses and other amounts in respect of the loan or financial accommodation and indemnify the other Stapled Entities for such amounts.

III. FINANCIAL BENEFITS

Each Stapled Entity agrees with each other Stapled Entity that, to the maximum extent permitted by law, if called upon by the other, it must, if it or its controlled entities are reasonably capable of doing so on the terms and conditions proposed by the other party, enter into any agreement, document or arrangement and consider doing any act, matter or thing at the request or direction of the other in respect of lending money, guaranteeing or providing security for any loan, issuing redeemable preference securities or any other form or securities, entering into any joint borrowing with the other and guaranteeing the obligations of or providing an indemnity or undertaking to a third party in respect of the obligations of the other or any of its controlled entities or any other person.

IV. CONSTITUTIONS TO PREVAIL

If there is any inconsistency between the Stapling Deed and the Constitutions, the provisions of the Constitutions apply to the extent of the inconsistency.

V. DISPUTES

A Stapled Entity claiming that a dispute has arisen out of the Stapling Deed must notify each other Stapled Entity in writing. Each party to the dispute must use its best endeavours to resolve the dispute within 10 Business Days of all parties receiving notice of the dispute. If the parties do not resolve the dispute, the chief executive officer or other senior employee must negotiate in good faith to resolve the dispute for a period of 10 Business Days. A Stapled Entity must not commence court proceedings about a dispute arising out of the Stapling Deed unless it first complies with the above steps, except where it seeks urgent injunctive relief or the dispute relates to compliance with these steps.

VI. LIMITATION OF LIABILITY OF TRUSTEE

The Stapled Entities other than the Trustee may enforce their rights against the Trustee arising from non-performance of its obligations under the Stapling Deed only to the extent that the Trustee is indemnified out of the assets of the Trust.

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12.4 IMPLEMENTATION DEED

Under the Implementation Deed, and subject to certain conditions precedent, the Stapled Entities and various controlled entities and related parties have agreed to a reorganisation of the structure of the parties for the purposes of the Offer. Under the Implementation Deed, the parties agree to execute and deliver to Moss Capital (or, in the case of Moss Capital, retain) certain specified documents (**Implementation Documents**) and to take certain actions which will, upon becoming effective on the terms of the Implementation Deed, effect that reorganisation.

Conditions Precedent

On execution and delivery of the Implementation Documents, the related entity of Elanor will hold the Implementation Documents in escrow in accordance with the terms of the Implementation Deed. No Implementation Documents will be effective, binding or enforceable, and may not be released from escrow, until customary conditions precedent are satisfied or waived, including:

- each of the Cradle Mountain Rollover and Exit Deed and the Featherdale Rollover and Exit Deed (**Other Implementation Documents**) have not been terminated or rescinded, and the obligations to provide documents performed;
- the chairperson of the due diligence committee constituted by the Issuers in connection with the Offer has given notice to the Issuers that the minimum subscription amount for the Offer has been received; and
- the chairperson of the due diligence committee has given notice to the Issuers consenting to the release of the Implementation Documents from escrow.

Limitation of liability

Any liability arising under or in connection with the Implementation Deed, in respect of a party which entered into the Implementation Deed in a trustee capacity is limited, can only be enforced against the trustee to the extent that it can be satisfied out of the assets of the relevant trust of which the trustee is actually indemnified for the liability. However, such a party will be liable to the extent that the liability arises out of its own fraud, wilful default, negligence or breach of trust.

Termination events

No party may terminate the Implementation Deed or the escrow arrangements, and no party may require Moss Capital to return to it any Implementation Document, except where any condition precedent has not been satisfied or waived by the sunset date, being 31 August 2014. In this event, each Implementation Document will fail to become effective and binding and must be destroyed or returned (as required under the terms of the Implementation Deed) to the party that delivered it. Immediately following the destruction or return of all Implementation Documents , the Implementation Deed will terminate.

12.5 ROLLOVER AND EXIT DEEDS

On or about that date of this Offer Document, Elanor Investors Limited, Elanor Funds Management Limited, Elanor Management Pty Limited, Featherdale Management Pty Limited, the current trustee of the Seed Trusts and the Seed Investors will enter into deeds (**Rollover Deeds**) under which the Seed Investors will sell their shares in Featherdale Management Pty Ltd and units in the Seed Trusts to Elanor Management Pty Limited and Elanor Funds Management Limited, as responsible entity of the Elanor Investment Fund, respectively.

Election to Continue or Exit

Under the Rollover Deeds, each Seed Investor can make:

- a Continuing Election, which will result in the Seed Investor receiving Securities for their Seed Securities;
- an Exit Election, which will result in the Seed Investor receiving cash rather than Securities for their Seed Securities; or

- a Continuing Election in respect of some of their Seed Securities and an Exit Election in respect of the remainder of their Seed Securities, which will result in the Seed Investor receiving a combination of both cash and Securities for their Seed Securities.

In addition, Seed Investors can also elect to subscribe for additional Securities

To the extent any investor has elected to receive Securities as its consideration for the transfer, the Securities will be issued in accordance with and pursuant to this Offer Document. Any cash consideration will be paid to the investors after the issue of the Securities.

Conditions Precedent

Completion of the transactions contemplated by the Rollover Deeds are, in each case, conditional upon customary conditions precedent being satisfied or waived, including:

- the other Rollover Deed and the Implementation Deed have not been terminated or rescinded, and the obligations to provide documents performed;
- the chairperson of the due diligence committee constituted by the Issuer in connection with the Offer has given notice to the Issuers that the minimum subscription amount in respect of the Offer has been received; and
- the chairperson of the due diligence committee has given notice to the Issuers consenting to completion of the transactions contemplated by the relevant Rollover Deed being effective.

Warranties

Standard capacity warranties are provided by all parties to the Rollover Deeds, and standard title warranties are provided by each of the Seed Investors.

Termination events

No party may terminate the Rollover Deeds or require the escrow agent under the Rollover Deeds to return to it any transfer form or certificate, except where any condition precedent has not been satisfied or waived by the sunset date, being 31 August 2014. In this event, each transfer form will fail to become effective and binding and must be destroyed by the escrow agent, and any certificates must be returned to the party that delivered it. Immediately following the destruction of all transfer forms and the return of all certificates, the relevant Rollover Deed will terminate.

12.6 EAGLE HAWK HOTEL ACQUISITION AGREEMENT

Moss Capital has entered into transaction documents for the purchase of land and business in respect of the Hotel Ibis Styles Canberra Eagle Hawk. The transaction is to take place pursuant to a Hotel Sale Agreement between Eagle Hawk Hotel Management Pty Limited (ABN 53 169 309 460), as buyer, and ECS Group (Aust) Pty Limited (ACN 074 005 271) as trustee for Australian Hotels Trust (ABN 73 393 807 125), seller, and a Contract for Sale of Land between Moss Capital Pty Limited as trustee for Eaglehawks Syndicate (ABN 16 884 541 875) and ECS Group (Aust) Pty Limited (ACN 074 005 271) as trustee for Australian Hotels Trust (ABN 73 393 807 125), both documents dated 2 May 2014. The transaction is due to complete over two days with the Hotel Sale Agreement to complete on 23 June 2014 and the Contract for Sale of Land to complete on 24 June 2014. There is an ability for either party to extend completion by up to seven days. The terms of the completion process are set out in the Conditions Subsequent Deed dated 2 May 2014 entered into by all the parties. Relevantly, completion is conditional on the novation of the hotel management agreement with AAPC Properties Pty Limited (ABN 17 065 560 885) being novated from the business seller to the business buyer. The effect of that novation will be that the business buyer will have the benefits and liabilities of the business seller under that hotel management agreement on completion. The parties to the novation of the hotel management agreement are in the process of finalising that novation prior to completion. There are otherwise no material conditions to completion.

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A bridging finance facility will be arranged by Moss Capital to provide interim acquisition funding for the period from completion of the acquisition of Hotel Ibis Styles Canberra until settlement of the Offer. The bridging finance facility will be repaid from the offer proceeds.

12.7 JOHN COOTES FURNITURE ACQUISITION AGREEMENT

The John Cootes Furniture business and related properties and the Merrylands Property will be acquired under a call option deed under which Moss Capital has the option to buy the John Cootes Furniture business and related properties and the entity which owns the Merrylands Property. The call option exercise period is 1 July 2014 to 31 July 2014. Completion of the acquisition will occur between five and fifteen business days after the date of the option exercise notice.

Under the call option deed described above, the Penrith and Tuggerah properties from which the John Cootes Furniture business operates and the Yennora warehouse property will also be acquired. These assets will then form part of the John Cootes Diversified Property Fund.

12.8 JOHN COOTES FURNITURE LEASE

The Penrith, Tuggerah and Yennora properties from which John Cootes Furniture operates will be leased from Elanor Funds Management Limited, as trustee for the John Cootes Diversified Property Fund, to JCF Management Pty Limited. The leases are on substantially identical terms. The term of the leases is 10 years with an option to renew for 5 years. Annual rent for the Penrith, Tuggerah and Yennora properties is currently $363,000, $414,400 and $342,000 respectively and will be reviewed on the fifth and tenth (if the option to renew the term of the lease is exercised) anniversary of the leases.

12.9 PEPPERS CRADLE MOUNTAIN LODGE CROWN LEASE

Peppers Cradle Mountain Lodge operates on land which is partly leased. Under the lease, the Crown has granted the trustee of the Cradle Mountain Lodge Fund a 30 year lease over the relevant land ending 1 June 2019 for a one-off fee of $7,250.

12.10 OPERATOR MANAGEMENT AGREEMENTS

Under the Operator Management Agreements, the Operators are paid fees based on the following:

- a percentage of gross operating profit of the respective businesses; and/or
- a percentage of revenue of the respective businesses; and/or
- a fixed fee.

The Operator for each of the Investment Portfolio businesses is as follows:

	Peppers Cradle Mountain Lodge	Featherdale Wildlife Park	Hotel Ibis Styles Canberra Eagle Hawk	Mantra Wollongong Hotel
Operator	Peppers Leisure Pty Limited (ACN 087 741 599)	Anthology Pty Ltd (ACN 154 201 939)	AAPC Properties Pty Limited (ACN 065 560 885)	Mantra Management Pty Ltd (ACN 107 791 695)

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12.11 UNDERWRITING AGREEMENT

Elanor Investors Limited, Elanor Funds Management Limited, as responsible entity of the Elanor Investment Fund (**Issuer**), and the Lead Manager have entered into an Underwriting Agreement dated on or about the date of this Offer Document in respect of the Offer. Under the Underwriting Agreement, the Lead Manager has agreed to manage the Offer, and has agreed to subscribe for, or procure that another party subscribes for, any Securities allocated under the Offer which have not been settled by the settlement date under the Offer. Key terms include:

Fees and expenses

The Issuer will pay the Lead Manager:

- an advisory fee equal to the Offer Securities multiplied by the Offer Price multiplied by 1.40%; and
- an underwriting fee equal to the Offer Securities multiplied by the Offer Price multiplied by 2.50% minus the number of Offer Securities allocated under the Broker Firm Retail Offer multiplied by the Broker Service Fee.

The Issuer must pay, or reimburse, the incidental reasonable costs of the Offer incurred by the Lead Manager, including its reasonable legal fees.

Representations and warranties

Customary representations and warranties are given by the Issuer in relation to matters such as the power to enter into the Underwriting Agreement, corporate authority and approvals, the subsistence of Elanor and the status of the Issuer. The Issuer also gives a number of further representations and warranties, including that this Offer Document complies with the Corporations Act and the Listing Rules, and will not contain any misleading or deceptive statements or omissions. Representations and warranties are also given in relation to the assets, liabilities, financial position and business conduct of Elanor.

Termination events

The Lead Manager may terminate the Underwriting Agreement by notice to the Issuer on the occurrence of certain termination events (subject to, in the case of some termination events only, satisfaction of specified materiality thresholds). These termination events include:

- Elanor Funds Management Limited seeks to retire or is removed as responsible entity of Elanor Investment Fund;
- the S&P/ASX 300 Index published by ASX falls by an amount that is 10% or more of the level as at the close of trading on the date of this agreement, and remains at or below that level for a period of three consecutive Trading Days;
- the Issuer lodges a Supplementary Offer Document or the Lead Manager forms the view (acting reasonably) that a Supplementary Offer Document must be lodged with ASIC to comply with the requirements of the Corporations Act;
- a material adverse change occurs in the assets, liabilities, financial position or performance or, prospects or the nature of the business conducted by a member of Elanor;
- certain ASIC orders are issued or applied for, or certain investigations commenced by ASIC or other government agencies in relation to this Offer Document or certain other documents issued in connection with the Offer or the Offer Document;
- a Director or any member of senior management is charged with a criminal offence relating to any financial or corporate matter, dies or becomes permanently incapacitated, has an action commenced (or threatened to be commenced) against them by any regulatory body or is disqualified from managing a corporation under the Corporations Act;
- the Issuer withdraws this Offer Document or the Offer after lodgment of this Offer Document with ASIC;

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- approval is not given for the listing of Elanor Investors Limited or Elanor Investment Fund or quotation of the Securities;
- a statement in this Offer Document or certain other documents issued in connection with the Offer is or becomes misleading or deceptive or likely to mislead or deceive, or required information is omitted, the Issuer fails in any material respect to comply with any of its obligations under the Underwriting Agreement, or a representation or warranty by the Issuer under the Underwriting Agreement is or becomes incorrect in any material respect;
- the Issuer is prevented from allotting or issuing the Securities;
- any Material Contract is terminated, rescinded, altered or amended without the prior written consent of the Lead Manager (acting reasonably) or found to be void or voidable;
- without consent of the Lead Manager, the Issuer changes its capital structure or constitution; and
- any ASIC modification or ASX waiver obtained in connection with the Offer is withdrawn or revoked.

The Underwriting Agreement also contains a number of other customary termination events (e.g. insolvency of a member of Elanor, certain changes in law, specified disruptions in financial markets and hostilities).

Indemnity

Subject to certain exclusions relating to, among other things, fraud, wilful misconduct, negligence or breach of contract by the Lead Manager, the Issuer indemnifies the Lead Manager and certain affiliated parties against all losses suffered or incurred directly or indirectly, or claims made against the Lead Manager or certain affiliated parties, in connection with the Offer and this Offer Document or certain other documents issued in connection with the Offer.

12.12 JCF RIGHTS DEED

The JCF Rights Deed sets out the terms and conditions on which Elanor Investors Limited agrees to pay (or procure that one if its subsidiaries will pay) Moss Capital Pty Limited, the following fees:

- an Acquisition fee of $285,000 (plus GST) payable on completion of the purchase of John Cootes Furniture and Wiltex Wholesale Pty Ltd (the owner of the Merrylands Property);
- an acquisition fee of $227,000 (plus GST) and equity raising fee of $62,000 (plus GST) in relation to the acquisition of retail properties South Penrith, Tuggerah and Yennora, by John Cootes Diversified Property Fund, payable on completion of the acquisition. The acquisition fee and equity raising fee are payable out of the assets of that fund; and
- a performance fee payable in the event that Elanor (directly or indirectly) disposes of the Merrylands Property, which fee will be equal to 20% of the amount by which the IRR on the Merrylands Property exceeds 15%, plus GST. The IRR on the Merrylands Property will be calculated from the date that Wiltex Wholesale Pty Limited is acquired by Elanor Management Pty Limited to the date of disposal.

12.13 MANAGEMENT RIGHTS DEED

The Management Rights Deed sets out the terms on which Elanor Funds Management Limited agrees to pay Moss Capital consideration for the acquisition of the funds management rights of the Managed Investments (**Funds Management Rights**). Under the Management Rights Deed, Moss Capital will retire as trustee of the Managed Investments and the third party owned investment funds and syndicates and appoint Elanor Funds Management Limited as trustee. As a result, Elanor Funds Management Limited will acquire the Fund Management Rights. In consideration of the Funds Management Rights acquired as a result of the retirements and appointments, Elanor Funds Management Limited agrees to pay Moss Capital $1.5 million, to be a debt outstanding payable on completion of the Offer.

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12.14 COMPLIANCE PLAN

The Compliance Plan of the Trust describes the processes and procedures that Elanor Funds Management Limited will use to ensure compliance with its AFSL, the Trust Constitution, the Corporations Act, and relevant industry and internal standards.

Under the Compliance Plan, Elanor Funds Management Limited must have, in addition to the Audit and Risk Committee, a compliance manager who reviews compliance on an ongoing basis, reports on compliance matters to the Audit and Risk Committee and acts on the recommendations of the Board.

You can inspect a copy of the Compliance Plan and Security Pricing Policy regarding the exercise of discretion under the constitution of the Elanor Investment Fund which affect Unit price calculations, valuation policy and other matters, free of charge at the offices of the Trust during business hours.

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13. CORPORATE GOVERNANCE

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13. CORPORATE GOVERNANCE

13.1 BOARD

The Board is comprised of four Directors, being two non-executive independent Directors, one non-executive non-independent Director and one executive Director. The Directors of Elanor bring to the Board relevant expertise and skills, including industry and business knowledge, financial management and corporate governance experience. The following table provides information regarding the Directors, such as their position, date of joining the Board and experience.

For more information on members of the Board, please refer to the biographies provided in Section 4.3.

13.2 INTERESTS OF DIRECTORS AND MANAGEMENT

I. DIRECTORS' INTERESTS IN SECURITIES

On Completion, the Directors will hold the following interests (both direct and indirect) in Securities:

Director	Number of Securities held at Completion
Paul Bedbrook – Independent Chairman	250,000 Securities
Glenn Willis – Managing Director and Chief Executive Officer	1,200,000 Securities
William (Bill) Moss – Non-Executive Director	4,615,204 Securities
Nigel Ampherlaw – Independent Non-Executive Director	150,000 Securities

II. INTERESTS OF DIRECTORS

Glenn Willis and William (Bill) Moss are directors and shareholders of Moss Capital Pty Limited (ACN 135 588 224) (**Moss Capital**).

Moss Capital is entitled to receive the following payments and fees that are payable out of the Offer proceeds:

- A funds management rights fee of $1.5 million payable by Elanor Funds Management Limited as consideration for the funds management rights of the Managed Investments and the third party owned investment funds and syndicates under the Management Rights Deed. Please refer to Section 12.13 for further information;
- An acquisition fee of $285,000 (plus GST) payable on completion of the purchase of John Cootes Furniture and Wiltex Wholesale Pty Limited (the owner of the Merrylands Property) to be paid by Elanor Investors Pty Limited;
- Under the constitution of the Eagle Hawk Fund, the trustee of the Eagle Hawk Fund, is entitled to an establishment and acquisition fee of $265,600 (plus GST) on completion of the acquisition of Hotel Ibis Styles Canberra Eagle Hawk payable out of the assets of the Eagle Hawk Fund. Elanor Funds Management Limited, which will replace Moss Capital as trustee of the Eagle Hawk Fund, has agreed that this fee will be paid to Moss Capital.
- The repayment of the loan of $885,000 from Moss Capital which was used to fund the deposit for the acquisition of Hotel Ibis Styles Eagle Hawk.
- A payment equal to the amount drawn by Moss Capital under the bridging finance facility for the purpose of interim acquisition funding for the acquisition of Hotel Ibis Styles Eagle Hawk payable by Elanor. Moss Capital will not be paid any fee for arranging the bridging finance facility or be reimbursed for any costs incurred in connection with it.

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On the sale of the Merrylands Property, Moss Capital will also be entitled to a performance fee of 20% of the amount by which the IRR on the Merrylands Property exceeds 15%, plus GST. This performance fee is to be paid by Elanor Management Pty Limited if Elanor (directly or indirectly) disposes of the Merrylands Property. The IRR on the Merrylands Property will be calculated from the date that Wiltex Wholesale Pty Limited is acquired by Elanor Management Pty Limited to the date of disposal.

These payments and fees reflect Moss Capital's role in managing the Seed Trusts and the Managed Investments before the Offer and originating the Acquisitions and other Offer related transactions.

Glenn Willis and William (Bill) Moss and their related parties are expected to also receive the following benefits in connection with the Transaction:

- Mr Willis will roll over his investment in Featherdale Wildlife Park Fund as set out above under Current interests of Directors and management. Mr Willis also currently holds 100,000 units in Griffin Plaza Syndicate, 125,000 units in Manning Mall Syndicate and 10,000 units in Super A-Mart Auburn Syndicate. These syndicates will be managed by Elanor.
- Mr Moss will roll over all his investments in Cradle Mountain Lodge Fund and Featherdale Wildlife Park Fund as set out above under Current interests of Directors and management. Mr Moss also currently holds 850,000 units in Griffin Plaza Syndicate and 1.2 million units in Manning Mall Syndicate. These syndicates will be managed by Elanor.
- Mr Moss is a securityholder in Moss Capital WHS Funding Trust. Wollongong Hotel Syndicate will repay the Moss Capital WHS Funding Trust the $3.8 million of convertible notes issued to fund the acquisition of the Mantra Wollongong Hotel out of the Offer proceeds. Mr Moss' share of that repayment is $1.8 million.

Also, the initial Unit held by Tourism and Leisure No. 6 Pty Limited will be redeemed for $1.00 on the issue of Securities under the Offer.

III. DIRECTORS REMUNERATION AND RELATED ARRANGEMENTS

Chief Executive Officer

Mr Willis will receive an annual fixed remuneration of $382,750 (inclusive of superannuation). In addition to fixed remuneration, Elanor may, in its absolute discretion, provide Mr Willis with other benefits, such as bonuses and other incentive payments and Mr Willis will participate in Elanor's Long Term Incentive Plans and Profit Share Scheme as outlined in Sections 13.2(v) and (vi).

Mr Willis' employment contract may be terminated by Mr Willis or Elanor for any reason by giving 12 months' notice in writing. Elanor may also terminate Mr Willis' employment contract by making a payment in lieu of notice or requiring Mr Willis to work part of the notice period and making a payment in lieu of the balance of the notice period. In the event of serious misconduct, gross negligence or incompetence, Elanor may terminate Mr Willis' employment contract immediately without prior notice.

Upon the termination of Mr Willis' employment contract, he will be subject to a restraint period of 12 months, during which time Elanor will not pay him any remuneration. The enforceability of the restraint provisions are subject to all usual legal requirements.

Non-Executive Directors

The Constitutions of the Stapled Entities provide that the Non-Executive Directors of Elanor are entitled to remuneration not exceeding an aggregate maximum sum of $500,000 per annum or such other maximum amount determined by Elanor in general meeting. The aggregate sum will be divided among the non-executive Directors in such a manner and proportion as agreed by the Directors and, in default of agreement, equally.

Annual Directors' fees currently agreed to be paid by the Stapled Entities are $110,000 (inclusive of superannuation) to the Chairman, Mr Bedbrook, and $65,000 (inclusive of superannuation) to each of the other Non-Executive Directors.

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IV. DEED OF ACCESS, INDEMNITY AND INSURANCE

Each Director is indemnified under a Deed of Access, Indemnity and Insurance on standard terms. To the maximum extent permitted by law, each Director is indemnified against any liability incurred in connection with their role as a Director and legal costs incurred as a Director to the extent that the Director is not indemnified by a third party. The indemnity provided by Elanor Funds Management Limited may only be enforced against it only if the liability for which a Director seeks to be indemnified was incurred in connection with an entity of which it is trustee or responsible entity and only to the extent that its liability to the Director can be satisfied out of the assets of the relevant trust. Under the terms of the Deed of Access, Indemnity and Insurance, Elanor is also required to maintain a Directors' and officers' insurance in favour of the Directors.

V. LONG TERM INCENTIVE PLANS

Elanor has established various incentive arrangements to assist in the attraction, motivation and retention of its management and employees, including the Long Term Incentive Plans summarised below. Elanor will provide the Long Term Incentives Plan documentation to the ASX for release to the market after completion of the Offer.

By applying for Securities under the Offer, you will be taken effectively to have consented to the issue of Securities and grant of awards under the Long Term Incentive Plans as described below and you acknowledge that it is not necessary to submit the issue or grant of awards to a Securityholder's meeting for approval.

Loan Security Plan

Under the Loan Security Plan, awards (comprising the loan of funds to eligible Elanor employees to acquire Securities which are subject to vesting conditions) may be offered to eligible persons (including the Chief Executive Officer (**CEO**), direct reports to the CEO and other selected key executives) as determined by the Board from time to time.

At Allotment, Loan Security awards will be offered over an aggregate 6.4 million Securities (at the Offer Price of $1.25 per Security), with 2.8 million of those Securities allocated to the CEO.

The key elements of the Loan Security Plan are:

- Participants purchase Securities at market value. The Securities cannot be sold unless and until specific vesting conditions are met. For the initial grant at Allotment, the purchase price will be the Offer Price of $1.25 per Security.
- A limited-recourse loan will be provided by Elanor to fund the purchase cost. Loans may be offered interest-free or interest-bearing: for the initial awards to be offered at Allotment, the loans will carry interest at a rate equivalent to cash dividends and distributions paid on the underlying Securities. The loan must be repaid by the earliest to occur of: (1) on sale of vested Securities; (2) on the participant ceasing employment with Elanor, or within 90 days of that date in respect of vested Securities; (3) on the fourth anniversary of the date the Securities were allocated to the participant.
- Under the terms of the loan the Participant's liability is limited to the value of the underlying Securities. If, when the loan is required to be repaid, the outstanding loan balance is greater than the value of the relevant Securities the Participant can transfer the Securities to Elanor (or its nominee) in full and final settlement of the loan. In this respect, Elanor bears the risk of the loan not being repaid in full should the Security price fall below the Offer Price.
- The vesting conditions for Securities allocated at Allotment will comprise both a service-based hurdle, which requires that the Participant remains employed by Elanor until the third anniversary of the allocation date, and achievement of an absolute total Securityholder return (TSR) performance hurdle, which requires that Elanor's TSR (Security price appreciation with dividends and distributions reinvested) must be at least 10% per annum over the three year vesting period.
  - On satisfaction of the vesting conditions, the Participant may sell the vested Securities with the proceeds first being directed to repay the outstanding loan balance. If the vesting conditions are not met, or if the loan is not repaid by the due date, the Securities will normally be sold or transferred as directed by Elanor with the result that (in respect of Securities for which the vesting conditions have not been met) the Participant will forfeit the

opportunity to benefit from any increase in Security value since the Securities were allocated.

Option plan

Under the Option Plan, awards (comprising rights to acquire Securities at a specified exercise price, which could be nil, subject to the achievement of vesting conditions) (**Options**) may be offered to eligible persons (including the Chief Executive Officer (**CEO**), direct reports to the CEO and other selected key executives) as determined by the Board from time to time.

At Allotment, Options will be granted to the CEO only on the terms described below. The CEO will not need to pay any money to be granted the Options but will be required to pay the exercise price to acquire Securities when the applicable vesting conditions have been achieved.

The key elements of the Option Plan are:

- At Allotment, the CEO will be granted Options over 1.6 million Securities at an exercise price of $1.80 per Option.
- Options proposed to be offered to the CEO will include terms which provide that, on vesting, following payment of the exercise price (being $1.80, set at a 44% premium to the $1.25 Offer Price), each Option is exercisable into one Security. These Options will have a four-year expiry date and vest (subject to performance conditions) three years after grant.
- Options will vest subject to continued service and Elanor's absolute TSR performance. In order for the Options to vest Elanor's TSR must be at least 15% per annum over the three year vesting period. No value will be received by the CEO if the performance hurdles are not met and the Options do not vest, or if Security price does not exceed the exercise price of $1.80. The underlying Securities can be sold in the first trading window following vesting and exercise of the Options.

Rules that apply to both the Loan Security Plan and Option Plan

Vesting conditions – The Board may determine the appropriate vesting conditions for each award made under the Long Term Incentive Plans, including service-based conditions which require the participant to remain employed by Elanor and performance hurdles which may require specific financial and/or non-financial targets to be achieved.

Disposal Restrictions – The Board may determine prior to a grant of awards whether there will be any restrictions on the disposal of Securities prior to and following the vesting (and in the case of Options, following exercise) of awards.

Change of Control – In the event of a takeover or any proposed transaction that the Board in its discretion determines should be treated as a change of control, unvested awards will vest on completion of the transaction to the extent the applicable performance hurdles have been achieved. The Board will have discretion to determine, taking into account the circumstances of the transaction, whether any additional unvested awards held by participants (if any) should also vest.

Cessation of employment – If cessation of employment occurs, the following treatment will apply in respect of unvested awards:

- Where a participant's employment is terminated for cause or on the participant's resignation, unvested awards will lapse (unless the Board determines otherwise).
- In all other circumstances, where a participant's employment ceases, unvested awards will remain 'on foot' subject to the original performance conditions and vesting period.
- The Board will have discretion to pro-rate awards which remain on foot (e.g., to reflect the portion of the performance / vesting period that has elapsed). The Board may lapse an award in full and also allow accelerated vesting (pro-rated for time and performance) in special circumstances (subject to the termination benefit cap rules).

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In relation to vested awards:

- Any outstanding loan in relation to vested Securities acquired under the Loan Security Plan must be repaid within 90 days of ceasing employment. Any proceeds from a sale of Securities must first be directed to repay the outstanding loan.
- Any vested but unexercised Options must be exercised within 90 days of ceasing employment otherwise the Options will lapse.

In both cases, the Board may determine that for a particular participant a longer period than 90 days should apply to repay the loan in relation to vested Loan Security Plan Securities / exercise unvested Options.

VI. PROFIT SHARE SCHEME

Elanor proposes to introduce an annual profit share scheme for all staff.

It is intended that key elements of the proposed scheme will be:

- A profit share pool will be calculated each year based on Elanor's financial performance for the relevant financial year. The first year for which the scheme will operate will be FY15.
- Performance will be assessed with reference to a pre-tax Return on Equity (ROE) performance hurdle.
- The profit share pool will be based on 20% of ROE above 10%, 22.5% of the ROE above 15%, 25% of the ROE above 17.5% and 30% of the ROE above 20%.
- The pool will be distributed (as cash and deferred Securities) to employees based on the achievement of individual performance objectives in the relevant financial year;
- 50% of an individual's award will be paid in cash following finalisation of results for the relevant year.
- 50% of the award will be delivered in deferred Securities, which vest two years later provided the employee remains with Elanor and maintains minimum performance expectations.
- The Board will continue to monitor the appropriateness of any profit share scheme and any distribution of the profit share pool will be at the Board's absolute discretion, taking into consideration the forecast financial performance and position of Elanor.

13.3 ASX GUIDELINES

The Board's corporate governance framework incorporates the ASX Guidelines. Listed entities are required to disclose in their annual reports the extent of their compliance with ASX Guidelines and to explain why they have not adopted as ASX Guideline if they consider it to be inappropriate to do so in their particular circumstances. Accordingly, Elanor's corporate governance statement which records any non-compliance with the ASX Guidelines will be included in its annual report.

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13.4 BOARD ROLES

The Board is accountable to Securityholders for the performance of the Group. The Board must at all times act honestly, fairly and diligently in all respects in accordance with the laws applicable to the Group and must act in the best interests of the securityholders and other stakeholders. The Board Charter sets out the roles and responsibilities of the Board, including:

- developing and approving strategy and monitoring the implementation of strategy;
- evaluating, approving and monitoring the financial plans, annual budgets, business plans and major capital expenditure;
- overseeing effective management and control;
- reviewing, ratifying and monitoring Elanor's risk and audit framework; and
- reviewing corporate governance policies.

13.5 BOARD COMMITTEES

The Board may from time to time establish appropriate committees to assist in the discharge of its responsibilities. The Committees will examine proposals and provide advice to the Board with regard to the effectiveness of their respective programs, but will not act on behalf of the Board without a specific mandate to do so. The Committees and their key roles and responsibilities are outlined below.

I. AUDIT AND RISK COMMITTEE

The Audit and Risk Committee consists of Paul Bedbrook, Glenn Willis and Nigel Ampherlaw. The Chairman of the Audit and Risk Committee will be Nigel Ampherlaw. The role of the Audit and Risk Committee is to assist the Board in carrying out its accounting, auditing, financial reporting, risk management and compliance responsibilities, including, among other things:

- assessing the adequacy of management reporting on risks, operations and finances;
- scrutinising accounting policies and reviewing financial statements;
- recommending, reviewing the performance of and consulting with external auditors;
- review risk management and internal control systems; and
- monitor compliance with the Compliance Plan.

II. REMUNERATION AND NOMINATION COMMITTEE

The Remuneration and Nomination Committee consist of Paul Bedbrook, William (Bill) Moss and Nigel Ampherlaw. The Chairman of the Remuneration and Nomination Committee will be William (Bill) Moss. The Remuneration and Nomination Committee will, amongst other things:

- have oversight of Elanor's remuneration practice;
- review the composition and competencies of the Board and its Committees;
- evaluate the performance of the Board, its Committees and individual Directors; and
- monitor and assess Elanor's overall performance in relation to safety and sustainability.

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13.6 CORPORATE GOVERNANCE POLICIES

Elanor has adopted appropriate policies to ensure effective corporate governance. The key policies adopted by Elanor are set out below.

I. CODE OF CONDUCT

The Board recognises the need to observe the highest standards of corporate practice and business conduct, and has adopted a formal Code of Conduct that applies to all persons that act on behalf of Elanor. The code sets out the Elanor's key values on various matters including ethical conduct, business conduct, compliance, privacy, security of information, financial integrity, and conflicts of interest, and how they should be applied.

II. SECURITIES TRADING POLICY

Elanor has adopted a Securities Trading Policy which is intended to explain the prohibited type of conduct in relation to dealings in securities under the Corporations Act and to establish a best practice procedure in relation to certain restricted persons dealings in Securities. The restrictions have been imposed to prevent breaches of the law and to maintain investor confidence.

III. SECURITYHOLDER COMMUNICATIONS POLICY

Elanor has adopted a Securityholder Communication Policy to ensure effective communication with Securityholders. Information affecting Elanor will be communicated to Securityholders through the lodgment of all relevant financial and other information with ASX and publishing information on Elanor's website. The policy also sets out how Securityholders should make queries and how queries will be handled.

IV. CONTINUOUS DISCLOSURE POLICY

Once listed, Elanor will be required to comply with the continuous disclosure requirements of the ASX Listing Rules and the Corporations Act. Elanor has adopted a policy to take effect from listing on ASX which establishes procedures which are aimed at ensuring that Directors and management are aware of and fulfil their obligations in relation to the timely disclosure of material price-sensitive information.

V. DIVERSITY POLICY

Elanor has adopted a Diversity Policy to promote a diverse environment. Elanor recognises the short and long term benefits that can come from embracing diversity in the workplace.

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14. ADDITIONAL INFORMATION

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14. ADDITIONAL INFORMATION

14.1 COMPLAINTS RESOLUTION

If you have a complaint about the service provided to you by the Issuer, or any of its representatives in respect of the Securities, you should contact the Issuer or its representative with whom you have been dealing and tell that person about your complaint. We will try to resolve your complaint quickly and fairly. If the outcome is unsatisfactory, investors may refer their complaint to the Financial Ombudsman Service (**FOS**) at:

Financial Ombudsman Service
GPO Box 3
Melbourne, VIC 3001
Telephone: 1300 780808 Fax: (03) 9613 6399
Email: info@fos.org.au

FOS is an independent dispute resolution scheme. Subject to FOS rules, a claim must be under AUD 500,000 for FOS to consider it (unless the Issuer and the investor agrees otherwise in writing).

ASIC also has a free call Infoline on 1300 300 630 (available between 9:00 am and 7:00 pm AEST Monday to Friday) which you may use to make a complaint and obtain information about your rights.

14.2 SOCIAL CRITERIA

Elanor does take into account labour standards or environmental, social or ethical considerations when making investment decisions.

14.3 REPORTING AND DISCLOSURE OBLIGATIONS

On Listing, the Securities will be quoted ED securities (short for "enhanced disclosure securities") and Elanor Investors Limited and Elanor Investment Fund will be disclosing entities for the purposes of the Corporations Act. As such, the Stapled Entities will be subject to regular reporting and disclosure obligations. These obligations require the Stapled Entities to notify ASX of information and specified events and matters as they arise. In particular, if a Stapled Entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the Securities the Stapled Entity must immediately tell ASX that information for release to the market. The Stapled Entities will also be required to prepare and lodge with ASIC both yearly and half-yearly financial statements accompanied by a directors' declaration and report, and an audit review report. Copies of documents lodged with ASIC may be obtained from, or inspected at, an office of ASIC.

14.4 INTERESTS OF ADVISERS

Other than as set out below, no person named in this Offer Document as providing professional or advisory services in connection with the preparation of this Offer Document or any firm in which any such person is a partner:

(a) has or had at any time during the two years preceding the date of the Offer Document, any interest in the formation or promotion of Elanor, or in any property acquired or proposed to be acquired by Elanor, or the Offer; or

(b) has been paid or agreed to be paid any amount or given or agreed to be given any other benefit for services rendered by them in connection with the formation or promotion of Elanor or the Offer.

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Deloitte Corporate Finance Pty Limited has:

(a) provided the Investigating Accountant's Report in Section 9; and

(b) carried out accounting work including due diligence with respect to the Offer.

Elanor has paid or agreed to pay an amount of approximately $170,000 (excluding disbursements and GST) in respect of these services. Further amounts may be paid to Deloitte Corporate Finance Pty Ltd in accordance with time-based charges.

Baker & McKenzie has acted as solicitor to Elanor and performed work in relation to due diligence enquiries on legal matters and taxation. Elanor has paid or agreed to pay an amount of approximately $475,000 (excluding disbursements and GST) in respect of these services. Further amounts may be paid to Baker & McKenzie in accordance with time-based charges.

Moelis Australia Advisory Pty Ltd has acted as Lead Manager, Underwriter and Financial Adviser and will receive an advisory fee, underwriter fee and reimbursement of its costs and expenses as detailed in the summary of the Underwriter Agreement set out in Section 12.11.

LandMark White has acted as the valuer for Peppers Cradle Mountain Lodge, Featherdale Wildlife Park, Merrylands Property and Mantra Wollongong Hotel and has prepared independent valuation reports on 31 May 2014, a Summary of Valuations has been included in Section 8. Elanor has paid or agreed to pay an amount of approximately $62,000 (excluding GST) in respect of these services.

Urbis has acted as the valuer for Merrylands Property and has prepared an independent valuation report on 2 May 2014, a Summary of Valuations has been included in Section 8. Elanor has paid or agreed to pay an amount of approximately $9,000 (excluding GST) in respect of these services.

CONSENTS

The parties listed in the table below have given, and have not, before the issue of this Offer Document, withdrawn their written consent to being named in the Offer Document in the form and context in which they are named, to the inclusion of reports or statements noted next to their names and the references to those reports or statements in the form and context in which they are included in the Offer Document and to the inclusion of other statements in this Offer Document which are based on or referable to statements made in those reports or statements, or which are based on or referable to other statements made by those parties in the form and context in which they are included.

Name of party	Named as	Report or statement
Deloitte Corporate Finance Pty Limited	Investigating Accountant	Investigating Accountant's Report in Section 9
Moelis Australia Advisory Pty Ltd	Lead Manager, Underwriter and Financial Adviser	
LandMark White (Sydney) Pty Ltd	Valuer	Summary of Valuations in Section 8
Urbis Valuation Pty Ltd	Valuer	Summary of Valuation in Section 8
Baker & McKenzie	Legal Adviser	Taxation Information in Section 10
Accor	External Operator Manager	
Anthology Group	External Operator Manager	
Mantra Group	External Operator Manager	
Computershare Investor Services Pty Limited	Registry	
Deloitte Touche Tohmatsu	Auditor	
The Trust Company (Australia) Limited	Custodian	

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Each Director has given and has not, before lodgment of this Offer Document with ASIC, withdrawn their consent to be named in this Offer Document as a Director in the form and context in which they are named and for the statements made by and on behalf of them to be included in this Offer Document.

Each of the parties referred to above, to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Offer Document other than the reference to its name and the statement or report included in this Offer Document.

AAPC Properties Pty Limited and its parents, subsidiaries and affiliates have not made any representation or warranty, express or implied, as to the accuracy, currency, reliability or completeness of the data in the Offer Document and is not responsible or liable in any way whatsoever for any claim, loss or damage arising out of or in connection with the data, that the Operator has made no statements included in the Offer Document and any statement on which a statement in the Offer Document is based; and the Operator has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for any party of the Offer Document.

14.5 ASX AND ASIC RELIEF

In order to conduct the Offer, the Issuers have sought, and been granted, confirmations and waivers to the Listing Rules by ASX including:

- in relation to Listing Rules 2.1, 6.1, 9.1.3 and 19.12; and
- customary Stapling waivers in relation to Listing Rules 1.1 (conditions 7 and 8), 2.1 (condition 2), 6.24, 8.10 and 10.1 to allow the Stapled Entities to be treated as a single economic entity.

The Issuers have also sought and received an in principle decision to grant from ASIC customary Stapling relief modifying Parts 5C.2, 5C.3, 5C.5, 5C.6, 5C.7 and subsections 708(13), 1012D(3), and 1017E(2) of the Corporations Act to allow the Stapled Entities to be treated as a single economic entity, relief to allow the Stapled Entities to grant the Options without complying with the disclosure, licensing, advertising and hawking provisions of the Corporations Act and relief to allow the Stapled Entities' first financial half-year to end on 31 December 2014 rather than six months after their incorporation or registration.

14.6 LITIGATION AND CLAIMS

As far as the Directors are aware, there are no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Issuers are directly or indirectly concerned which are likely to have a material adverse effect on the business or financial position of Elanor or the Issuers.

14.7 ACKNOWLEDGEMENTS

Each Applicant, including those persons submitting an Application Form and/or paying Application Monies, will be deemed to have:

- agreed to become a member of Elanor and to be bound by the terms of the Constitutions and the terms and conditions of the Offer;
- acknowledged having personally received a printed or electronic copy of the Offer Document (and any supplementary or replacement document) accompanying the Application Form and having read them all in full;
- declared that all details and statements in their Application Form are complete and accurate;
- declared that the Applicant(s), if a natural person, is/ are over 18 years of age;
- acknowledged that once the Stapled Entities receive an Application Form it may not be withdrawn;
- applied for the number of Securities at the Australian dollar amount shown on the front of the Application Form;

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- agreed to being allocated the number of Securities applied for (or a lower number allocated in a way described in this Offer Document), or no Securities at all;
- authorised the Stapled Entities and the Lead Manager and their respective officers or agents, to do anything on behalf of the Applicant(s) necessary for Securities to be allocated to the Applicant(s), including to act on instructions received by the Registry upon using the contact details in the Application Form;
- acknowledged that, in some circumstances, Elanor may not pay Distributions;
- acknowledged that the information contained in this Offer Document (or any supplementary or replacement document) is not investment advice or a recommendation that Securities are suitable for the Applicant(s), and does not take in account the investment objectives, financial situation or particular needs of the Applicant(s);
- declared that the Applicant(s) is an Australian resident (except as applicable to the Institutional Offer and the Broker Firm Offer); and
- represented, warranted and agreed on behalf of themself and each person for whom they are applying for Securities as follows:
  - they understand that the Securities have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered, sold or resold in the United States, except in a transaction exempt from, or not subject to, registration under the US Securities Act and any other applicable securities laws;
  - they are not in the United States at the time of such Application;
  - they have not and will not send the Offer Document or any other material relating to the Offer to any person in the United States; and
  - they will not offer or sell the Securities in the United States or in any other jurisdiction outside Australia except in transactions exempt from, or not subject to, registration under the US Securities Act and in compliance with applicable laws in the jurisdiction in which Securities are offered and sold.
- Seed Investors who have submitted a Commitment Letter have irrevocably appointed Elanor Funds Management Limited as their attorney to, amongst other things, fill out their Application Form in the manner indicated in the Commitment Letter when the Offer Document is lodged with ASIC subject to the terms of the Commitment Letter.

14.8 GOVERNING LAW

This Offer Document and the contracts that arise from the acceptance of the Applications and bids under this Offer Document are governed by the laws applicable in New South Wales, and each Applicant under this Offer Document submits to the non-exclusive jurisdiction of the courts of New South Wales.

14.9 STATEMENT OF DIRECTORS

This Offer Document is authorised by each Director, who consents to its lodgment with ASIC and its issue.

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14.10 IDENTIFICATION AND VERIFICATION REQUIREMENTS

Under the Anti-Money Laundering and Counter-Terrorism Financing (**AML/CTF**) legislative regime, certain due diligence must be conducted with regard to any prospective investor before Securities may be issued to that investor. The due diligence includes identifying and verifying the identity of a prospective investor. It is an offence under the AML/CTF legislative regime for a person to provide false or misleading information to Elanor or to provide Elanor with a false identification/verification document. Applications made without providing this information cannot be processed until all the necessary information has been provided. There are also ongoing customer due diligence obligations under the AML/CTF legislative regime which may require investors to provide additional information (as requested) from time to time. Elanor is obliged under the AML/CTF legislative regime to take and maintain copies of any information collected from you. Elanor may be required to share collected information with the Australian Transaction Reports and Analysis Centre (**AUSTRAC**) and/or law enforcement agencies and may be prohibited from informing you of such disclosures. Elanor may share collected information with related entities.

Under the AML/CTF legislative regime, Elanor has an obligation to report suspicious matters to AUSTRAC. Elanor may be prohibited from informing investors that reporting to AUSTRAC has taken place. Elanor may, in its absolute discretion, refuse monies, contributions, roll-overs or transfers or not pay monies or benefits under the Securities where there are reasonable grounds to believe that doing so is necessary in order for Elanor to comply with its obligations under the AML/CTF legislative regime or where not taking such action would breach Australian law or sanctions (or the law or sanctions of any other country). In any of these circumstances, Elanor is not liable for any resulting loss.

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15. GLOSSARY

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15. GLOSSARY

Term	Definition
$, A$ or AUD	Australian dollars.
AASB	Australian Accounting Standards Board.
Accor	AAPC Properties Pty Limited (ABN 17 065 560 885).
Acquisitions	The proposed acquisitions of the funds management rights to the Managed Investments, Hotel Ibis Styles Canberra Eagle Hawk and related property, the John Cootes Furniture business and related properties.
AEST	Australian Eastern Standard Time or Australian Eastern Daylight Time (as applicable at the relevant time in Sydney, New South Wales, Australia).
AFFO	Adjusted Funds from Operations.
AFSL	Australian Financial Services Licence.
Allotment	The allotment of Securities to each investor to whom it has been decided to issue and allot Securities following acceptance of an Application.
Allotment Date	The date of Allotment, expected to be 11 July 2014.
Anthology Group	Anthology Pty Ltd (ACN 154 201 939).
Applicant	A person who submits a valid Application.
Application	An application for Securities under the Offer described in this Offer Document.
Application Form	The form of Application for Securities attached to or accompanying this Offer Document, including in the case of Applications under the Rollover Offer, the Application Form sent to investors nominated to participate in the Rollover Offer on or about the date of this Offer Document.
Application Monies	Monies received from Applicants in respect of their Application(s).
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ABN 98 008 624 691) or the market operated by it, as the context requires.
ASX Guidelines	ASX Corporate Governance Principles and Recommendations as amended from time to time.
AUSTRAC	Australian Transaction Reports and Analysis Centre.
Board	The board of directors of Elanor Investors Limited and Elanor Funds Management Limited.
Broker	A broker appointed by the Lead Manager to act as a participating broker to the Offer.

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Term	Definition
Broker Firm Offer	The Offer of Securities under this Offer Document open to eligible Retail Investors and Sophisticated Investors who have received a firm allocation from their Broker.
Broker Firm Retail Offer	The offer under this Offer Document to Retail Investors who are a resident in Australia and have received a firm allocation from their Broker, and does not include the Broker Firm Sophisticated Offer.
Broker Firm Retail Offer Application Form	The Application Form in relation to the Broker Firm Retail Offer attached to this Offer Document.
Broker Firm Retail Offer Price	$1.231[1] per Security with respect to the Broker Firm Retail Offer. The Broker Service Fee is also payable to your Broker.
Broker Firm Sophisticated Offer	The offer under this Offer Document to Sophisticated Investors who are resident in Australia and have received a firm allocation from their Broker, and does not include the Broker Firm Retail Offer.
Broker Firm Sophisticated Offer Application Form	The Application Form in relation to the Broker Firm Sophisticated Offer attached to this Offer Document.
Broker Service Fee	The fee of $0.019 per Security (including GST) payable by an Applicant under the Broker Firm Retail Offer to their Broker in respect of services provided by the Broker to the Applicant in connection with the Offer.
Business Day	A day other than a Saturday or Sunday on which trading banks are open for general banking business in Sydney and Melbourne and the ASX is conducting trading in Sydney and Melbourne.
CBD	Central business district.
CGT or Capital Gains Tax	Amounts determined under Part 3-1 of the Income *Tax Assessment Act* 1997 (Cth) to be included in, or otherwise taken into account, in determining assessable income.
CHESS	Clearing House Electronic Sub-register System.
Commitment Letter	The commitment letter sent to Seed Investors who are also "wholesale clients" (as that term is defined in section 761G of the Corporations Act) relating to participation in the Rollover Offer.
Company	Elanor Investors Limited (ABN 33 169 308 187).
Completion	Completion of the Offer and the Acquisitions.
Compliance Plan	The compliance plan of the Elanor Investment Fund, as amended from time to time, as described.
Constitutions	The constitution of Elanor Investors Limited and the Elanor Investment Fund in Section 12.2.
Continue	The process by which Seed Investors acquire Securities and cease to hold Seed Securities on completion of the Roll-Up and Rollover Offer.
Continuing Election	An election made by a Seed Investor to Continue.

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Term	Definition
Core Earnings	Has the meaning given in Section 5.5.
Core Earnings Yield	Core Earnings per Security divided by the Offer Price.
Corporations Act	*Corporations Act 2001* (Cth), as amended from time to time.
CPI	Consumer Price Index.
CPS	Cents Per Security.
Cradle Mountain Rollover and Exit Deed	An agreement between the Stapled Entities and Seed Investors in the Cradle Mountain Lodge Fund and others in relation to the Roll-Up of the relevant Seed Investors, as described in Section 12.5.
Custodian	The Trust Company (Australia) Limited (ACN 000 000 993).
Custodian Transfer Deed	The deed which sets out the terms to implement the transfer of assets of Elanor Investment Fund to the Custodian.
Debt Facility	Elanor's debt facility with a total limit of $25 million which is expected to be available on or about the date on which the Roll-Up is implemented and Listing occurs, as described in Section 4.7.
Directors	The directors of Elanor Investors Limited and the directors of Elanor Funds Management Limited.
Distribution	Cash payment to Securityholders determined in accordance with Elanor's distribution policy from time to time. This may include a destitution from Elanor Investment Fund and/or a dividend from Elanor Investors Limited.
Distribution Yield	Distributions per Security divided by the Offer Price.
Eagle Hawk Hotel Acquisition Agreement	The agreement under which the Hotel Ibis Styles Canberra Eagle Hawk and related property will be acquired, as described in Section 12.6.
EBIT	Earnings before interest and tax.
EBITDA	Earnings before interest, tax, depreciation and amoritsation.
ENN	Elanor.
Elanor or Elanor Investors Group	With effect from implementation of the Transaction, the newly formed stapled group comprising Elanor Investors Limited and Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund, and their controlled entities.
Elanor Funds Management Limited	Elanor Funds Management Limited (ABN 39 125 903 031, AFSL 398196), as responsible entity of Elanor Investment Fund.
Elanor Investment Fund	Elanor Investment Fund (ARSN 169 450 926).
Elanor Investors Limited	Elanor Investors Limited (ABN 33 169 308 187).

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Term	Definition
Elanor Offer Information Line	1300 397 892 (within Australia) or +61 3 9415 4291 (outside Australia)
Enterprise Value	Market Capitalisation at the Offer Price plus Net Debt.
Exit/ing	The process by which Seed Investors cease to hold Seed Securities and do not receive Securities under the Offer.
Exit Election	An election made by a Seed Investor to Exit.
Exposure Period	The seven day period after the date of lodgment of this Offer Document during which an Application must not be accepted. ASIC may extend this period to no more than 14 days after the date of lodgement of this Offer Document.
Featherdale Rollover and Exit Deed	An agreement between the Stapled Entities and Seed Investors in the Featherdale Wildlife Park Fund and others in relation to the Roll-Up of the relevant Seed Investors.
Featherdale Wildlife Park	The Featherdale Wildlife Park located at 217-229 Kildare Road, Doonside, New South Wales, Australia.
Financial Adviser	Moelis Australia Advisory Pty Ltd (ACN 142 008 446).
Financial Information	Financial information prepared by the Directors as set out in Section 5.1.
Forecast Period	The period from 1 July 2014 to 30 June 2015.
Funds Management division	An operating division of Elanor as described in Section 3.
Funds Management Rights	The funds management rights of the Managed Investments.
FY	The financial year ending on 30 June.
FY15	The financial year ending 30 June 2015.
Gearing Ratio	Drawn borrowings under the Debt Facility less cash, divided by total assets less cash.
Griffin Plaza Syndicate	A syndicate forming part of the Managed Investments as described in Section 4.4(ii).
GST	Goods and Services Tax.
Hotel Ibis Styles Canberra Eagle Hawk	The Hotel Ibis Styles Canberra Eagle Hawk located at 999 Federal Highway, Canberra, 2602, Australia.
Hotels, Tourism and Leisure division	An operating division of Elanor as described in Section 3.
Implementation Deed	Sets out the terms to implement the Roll-Up and certain other aspects of the Transaction, as described in Section 12.4.
Institutional Investor	A person to whom offers of Securities may lawfully be made without the need for disclosure under Parts 6D.2 or 7.9 of the Corporations Act or without any other lodgment, registration or approval with or by a government agency (other than one with which Elanor, in its absolute discretion, is willing to comply).

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Term	Definition
Institutional Offer	The offer under this Offer Document to certain Institutional Investors to apply for Securities.
Investigating Accountant	Deloitte Corporate Finance Pty Limited (ACN 003 833 127).
Investigating Accountant's Report	The Investigating Accountant's Report prepared by the Investigating Accountant as set out in Section 9.
Investment Portfolio	Peppers Cradle Mountain Lodge, Hotel Ibis Styles Canberra Eagle Hawk, Mantra Wollongong Hotel, Featherdale Wildlife Park, John Cootes Furniture business and Merrylands Property.
IRR	Internal rate of return. The discount rate that results in a net present value of zero for a series of future cashflows.
Issuer	The issuers of this Offer Document, being Elanor Investors Limited and Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund.
JCF Rights Deed	The deed under which Elanor Management Pty Limited agrees to pay Moss Capital Pty Limited consideration for the acquisition of JCF Management Pty Limited and Wiltex Wholesale Pty Limited and the retail properties at Penrith, Tuggerah and Yennora and the performance fee in relation to the Merrylands Property, as described in Section 12.12.
John Cootes Furniture or JCF	Means the John Cootes Furniture business described in Section 4.4(iii).
John Cootes Furniture Acquisition Agreement	The agreement under which John Cootes Furniture and related properties and the Merrylands Property will be acquired, as described in Section 12.7.
John Cootes Furniture Lease	The lease under which the Penrith and Tuggerah properties from which John Cootes Furniture operates and the Yennora warehouse property will be leased, as described in Section 12.8.
LandMark White	LandMark White (Sydney) Pty Ltd (ABN 12 150 089 255).
Lead Manager	Moelis Australia Advisory Pty Ltd (ACN 142 008 446).
Listing	Official quotation of the Securities on ASX and commencement of deferred settlement trading of the Securities on ASX.
Listing Rules	The rules of the ASX that govern the admission, quotation and removal of securities from the ASX Official List, as amended from time to time.
Loan Security Plan	The Loan Security Plan described in Section 13.2.
Long Term Incentive Plans	The Loan Security Plan and the Option Plan.
LVR	Loan to value ratio, calculated as drawn debt divided by the value of the properties in the Investment Portfolio.
Managed Investments	Manning Mall Syndicate, Griffin Plaza Syndicate, Super A-Mart Auburn Syndicate and John Cootes Diversified Property Fund.
Management Rights Deed	The deed under which Elanor Funds Management Limited agrees to pay Moss Capital consideration for the acquisition of the funds management rights of the Managed Investments, as described in Section 12.13.

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Term	Definition
Manning Mall Syndicate	A syndicate forming part of the Managed Investments as described in Section 4.4(ii).
Mantra or Mantra Group	Mantra Management Pty Ltd (ACN 107 791 695).
Mantra Wollongong Hotel	The Mantra Wollongong Hotel located at 6-10 Gladstone Avenue, Wollongong, New South Wales, Australia.
Material Contract	Each document listed in Section 12.1.
Market Capitalisation	Securities on issue multiplied by the Offer Price.
Merrylands Property	246-264 Woodville Road, Merrylands, NSW 2160 and the four adjoining properties.
Moelis & Company or Moelis	Moelis Australia Advisory Pty Ltd (ACN 142 008 446).
Moss Capital	Moss Capital Pty Limited (ACN 135 588 224).
NAV or Net Asset Value	Net asset value, being the sum of the book value of NTA and book value of intangible assets.
Net Debt	Forecast drawn debt less cash at Allotment.
NTA or Net Tangible Assets	Net tangible assets, being equity minus intangible assets, adjusted for any minority interests.
Offer	The offer of Securities under this Offer Document, comprising the Rollover Offer, Broker Firm Offer and Institutional Offer.
Offer Closing Date	The date specified as the Offer Closing Date in Section 1.
Offer Document	This combined PDS and prospectus.
Offer Document Date	The date of this Offer Document, being the date of the Offer Document Lodgment.
Offer Document Lodgment	The lodgment of this Offer Document with ASIC.
Offer Opening Date	The date specified as the Offer Opening Date in Section 1.
Offer Period	The period commencing on the Offer Opening Date and ending on the Offer Closing Date.
Offer Price	$1.25 per Security with respect to the Institutional Offer, the Rollover Offer and the Broker Firm Offer Sophisticated Offer, or the Broker Firm Retail Offer Price of $1.231[2] per Security with respect to the Broker Firm Retail Offer.
Official List	The official list of entities that ASX has admitted and not removed from listing.
Operating Rules	The operating rules of the ASX, as amended from time to time.
Operators	The Operators under the Operator Management Agreements, as set out in Section 12.10.
Operator Management Agreements	The agreements under which the Operators provide management services to Elanor, as described in Section 12.10.
Option Plan	The option place described in Section 13.2.

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Term	Definition
Options	The options in relation to the Option Plan described in Section 13.2.
PDS	Product Disclosure Statement.
Peppers Cradle Mountain Lodge Crown Lease	The agreement under which certain property on which Peppers Cradle Mountain Lodge operators is leased as described in Section 12.9.
PP&E	Property, plant and equipment.
Profit Share Scheme	The profit share scheme described in Section 13.2.
Retail Investor	A client of a Broker who is not a "sophisticated investor" or "professional investor" within the meaning of section 708 of the Corporations Act and not a "wholesale client" under section 761G of the Corporations Act.
Rollover Offer	The offer under this Offer Document to Seed Investors to make a Continuing Election or an Exit Election.
Register	The registers of Elanor Investors Limited and Elanor Investment Fund.
Registry	Computershare Investor Services Pty Limited (ACN 078 279 277).
Retail Investor	A person who is a resident of Australia and is not otherwise treated as a Sophisticated Investor or Institutional Investor.
RevPAR	Revenue per available room.
Roll-Up	The transfer of each Seed Investors units in the relevant Seed Trusts to Elanor Investment Fund and shares in Featherdale Management Pty Limited to Elanor Management Pty Limited, as described in Section 3.
Rollover Deeds	The Cradle Mountain Rollover and Exit Deed and the Featherdale Rollover and Exit Deed.
Security	A stapled security in Elanor comprising one Unit in Elanor Investment Fund and one Share in Elanor Investors Limited, Stapled together to form a stapled security.
Securityholder	A registered holder of a Security.
Seed Assets	Cradle Mountain Lodge and related property and Featherdale Wildlife Park and related property.
Seed Investor	The current holders of units in the Seed Trusts and shares in Featherdale Management Pty Limited.
Seed Restructure	The Roll-Up and application for shares in Cradle Mountain Lodge Management Pty Limited by Elanor Management Pty Limited.
Seed Securities	Units in the Seed Trusts and shares in the Seed Companies.
Seed Trusts	Cradle Mountain Lodge Fund and Featherdale Wildlife Park Fund.

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Term	Definition
Settlement	The settlement in respect of the Securities the subject of the Offer under the Underwriting Agreement.
Share	A fully paid ordinary share in Elanor Investors Limited.
Sophisticated Investor	A private client of a Broker who is a "sophisticated investor" or "professional investor" within the meaning of section 708 of the Corporations Act and a "wholesale client" under section 761G of the Corporations Act.
Special Situation Investments division	An operating division of Elanor as described in Section 3.
Stapled / Stapling	The linking together of securities so that one security may not be issued, transferred or otherwise dealt with without a corresponding and simultaneous issue, transfer or dealing of the other securities and which securities are quoted on ASX jointly as a "stapled security" or such other term as ASX permits.
Stapled Entities	Each of Elanor Investors Limited and Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund.
Stapling Deed	The stapling deed described in Section 12.3.
Stapling Provisions	The stapling provisions described in Section 12.1.
sqm	Square metres.
Super A-Mart Auburn Syndicate	A syndicate forming part of the Managed Investments, as described in Section 4.4(ii).
Supplementary Offer Document	Any supplementary or replacement Offer Document lodged with ASIC under the Corporations Act in connection with the Offer.
Transaction	The Seed Restructure, the Acquisitions, the Offer and the reorganisation under the Implementation Deed.
Trust	Elanor Investment Fund (ARSN 169 450 926).
Trustee	The trustee of the Trust.
Underwriter	Moelis Australia Advisory Pty Ltd (ACN 142 008 446).
Underwriting Agreement	The underwriting agreement between the Lead Manager and Elanor Investors Limited and Elanor Funds Management Limited, as responsible entity of Elanor Investment Fund dated on or about the date of this Offer Document as described in Section 12.11.
United States or US	The United States of America, its territories and possessions, any State of the United States, and the District of Columbia.
Unit	A unit in Elanor Investment Fund.
Urbis	Urbis Valuation Pty Ltd, ABN (50 105 256 228).
USD	United States dollar or currency

Term	Definition
US Person	Has the meaning given by Regulation S under the US Securities Act.
US Securities Act	*U.S. Securities Act* of 1933, as amended.
Valuer	LandMark White and Urbis.

1 Applicants under the Broker Firm Retail Offer must also pay a Broker Service Fee of $0.019 per Security. Further information about the Broker Service Fee is included in Section 6.8(ii) and 11.3. Retail Investors should discuss the payment of this fee with their Broker.

2 Retail Investors must also pay a $0.019 Broker Service Fee per Security to their Broker. Retail Investors should discuss the payment of this fee with their Broker.

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16. DIRECTORY

16. DIRECTORY

Elanor Investors Group
Level 26, 135 King Street
Sydney NSW 2000

ASX code: ENN

LEAD MANAGER, UNDERWRITER AND FINANCIAL ADVISER

Moelis Australia Advisory Pty Ltd
Level 27, Governor Phillip Tower
1 Farrer Place
Sydney NSW 2000

AUSTRALIAN LEGAL AND TAXATION ADVISER

Baker & McKenzie
Level 27, 50 Bridge Street
Sydney NSW 2000

INVESTIGATING ACCOUNTANT

Deloitte Corporate Finance Pty Limited
Level 9, 225 George Street
Sydney NSW 2000

AUDITOR

Deloitte Touche Tohmatsu
Level 9, 225 George Street
Sydney NSW 2000

REGISTRY

Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000

CUSTODIAN

The Trust Company (Australia) Limited
Level 15, 20 Bond Street
Sydney NSW 2001

Website: www.elanoroffer.com.au

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17. APPLICATION FORM

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