

Macquarie Small Companies Fund

ARSN 091 651 384

Annual report - 30 June 2011

Macquarie Small Companies Fund

ARSN 091 651 384

Annual report - 30 June 2011

Contents

	Page
Directors' report	2
Auditor's independence declaration	5
Statements of comprehensive income	6
Statements of financial position	7
Statements of changes in equity	8
Statements of cash flows	9
Notes to the financial statements	10
Directors' declaration	30
Independent auditor's report to the unitholders of Macquarie Small Companies Fund	31

These financial reports cover Macquarie Small Companies Fund as an individual entity and the consolidated entity consisting of Macquarie Small Companies Fund and its subsidiaries.

The Responsible Entity of Macquarie Small Companies Fund is Macquarie Investment Management Limited (ABN 66 002 867 003). The Responsible Entity's registered office is Mezzanine Level, No. 1 Martin Place, Sydney, NSW 2000.

Directors' report

The directors of Macquarie Investment Management Limited, a wholly owned subsidiary of Macquarie Group Limited, the Responsible Entity of Macquarie Small Companies Fund, present their report together with the consolidated financial report of Macquarie Small Companies Fund ("the Trust") and its controlled entities (collectively, "the consolidated entity") for the year ended 30 June 2011.

Principal activities

The Trust invests in equities, debt securities, unlisted unit trusts and derivatives in accordance with the provisions of the Trust Constitution.

The Trust did not have any employees during the year.

There were no significant changes in the nature of the Trust's activities during the year.

Directors

The following persons held office as directors of Macquarie Investment Management Limited during the year or since the end of the year and up to the date of this report:

B N Terry
 R Cartwright
 V Malley
 C Vignes
 C Swanger (resigned 21/06/2011)
 T Graham
 K Vincent (appointed 21/06/2011)

Review and results of operations

During the year, the Trust continued to be managed in accordance with the investment objective and strategy set out in the Trust's offer document and in accordance with the Trust Constitution.

Results

The performance of the consolidated entity and the Trust, as represented by the results of its operations, was as follows:

	Consolidated Year ended		Parent Year ended	
	30 June 2011	30 June 2010	30 June 2011	30 June 2010
Operating profit before finance costs attributable to unitholders (\$'000)	<u>68,699</u>	<u>32,894</u>	<u>69,222</u>	<u>32,886</u>
<i>Distributions</i>				
Distribution paid and payable to unitholders of parent entity (\$'000)	<u>6,720</u>	<u>5,488</u>	<u>6,720</u>	<u>5,488</u>
Distribution (cents per unit)	<u>6.71</u>	<u>5.38</u>	<u>6.71</u>	<u>5.38</u>

Significant changes in state of affairs

In the opinion of the directors, there were no significant changes in the state of affairs of the Trust that occurred during the financial year under review.

Directors' report (continued)

Matters subsequent to the end of the financial year

No matter or circumstance has arisen since 30 June 2011 that has significantly affected, or may significantly affect:

- (i) the operations of the Trust in future financial years, or
- (ii) the results of those operations in future financial years, or
- (iii) the state of affairs of the Trust in future financial years.

Likely developments and expected results of operations

The Trust will continue to be managed in accordance with the investment objective and strategy set out in the Trust's offer document and in accordance with the Trust Constitution.

The results of the Trust's operations will be affected by a number of factors, including the performance of investment markets in which the Trust invests. Investment performance is not guaranteed and future returns may differ from past returns. As investment conditions change over time, past returns should not be used to predict future returns.

Further information on likely developments in the operations of the Trust and the expected results of those operations have not been included in this report because the Responsible Entity believes it would be likely to result in unreasonable prejudice to the Trust.

Indemnification and insurance of officers and auditors

No insurance premiums are paid for out of the assets of the Trust in regards to insurance cover provided to either the officers of Macquarie Investment Management Limited or the auditors of the Trust. Under the Trust Constitution, Macquarie Investment Management Limited as Responsible Entity of the Trust is entitled to be indemnified out of the assets of the Trust for any liability incurred by it in properly performing or exercising any of its powers or duties in relation to the Trust.

Fees paid to and interests held in the Trust by the Responsible Entity or its associates

Fees paid to the Responsible Entity and its associates out of Trust property during the year are disclosed in note 11 of the financial statements.

No fees were paid out of Trust property to the directors of the Responsible Entity during the year.

The number of interests in the Trust held by the Responsible Entity or its associates as at the end of the financial year are disclosed in note 11 of the financial statements.

Interests in the Trust

The movement in units on issue in the Trust during the year is disclosed in note 6 of the financial statements.

The value of the Trust's assets and liabilities is disclosed on the statements of financial position and derived using the basis set out in note 2 of the financial statements.

Environmental regulation

The operations of the Trust are not subject to any particular or significant environmental regulations under a Commonwealth, State or Territory law.

Rounding of amounts to the nearest thousand dollars

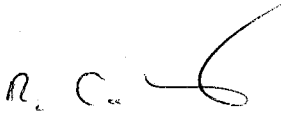
The Trust is an entity of the kind referred to in Class Order 98/0100 (as amended) issued by the Australian Securities and Investments Commission relating to the "rounding off" of amounts in the directors' report. Amounts in the directors' report have been rounded to the nearest thousand dollars in accordance with that Class Order, unless otherwise indicated.

Directors' report (continued)

Auditor's independence declaration

A copy of the Auditor's independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 5.

This report is made in accordance with a resolution of the directors.

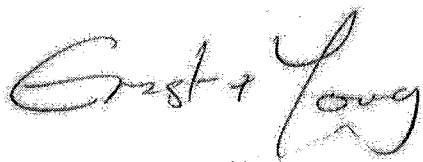


R Cartwright
Director

Sydney
26 September 2011

Auditor's Independence Declaration to the Directors of Macquarie Investment Management Limited, as the Responsible Entity for Macquarie Small Companies Fund

In relation to our audit of the financial report of Macquarie Small Companies Fund for the financial year ended 30 June 2011, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

A stylized, handwritten signature of the Ernst & Young firm, written in black ink.

Ernst & Young

A handwritten signature of Darren Handley-Greaves, written in black ink.

Darren Handley-Greaves
Partner
Sydney
26 September 2011

Statements of comprehensive income

	Notes	Consolidated		Parent	
		30 June 2011 \$'000	30 June 2010 \$'000	30 June 2011 \$'000	30 June 2010 \$'000
Investment income					
Interest income		552	358	459	309
Dividend/distribution income		4,981	4,404	8,466	4,076
Net gain on financial instruments held at fair value through profit or loss	5	65,322	29,759	60,203	28,972
Other operating income		2,581	1,565	2,472	1,514
Total net investment income		<u>73,436</u>	<u>36,086</u>	<u>71,600</u>	<u>34,871</u>
Expenses					
Responsible Entity fees	11	2,701	3,178	2,352	1,979
Performance fees	11	2,003	-	-	-
Withholding tax expense		26	-	26	-
Other operating expenses		7	14	-	6
Total operating expenses		<u>4,737</u>	<u>3,192</u>	<u>2,378</u>	<u>1,985</u>
Operating profit		<u>68,699</u>	<u>32,894</u>	<u>69,222</u>	<u>32,886</u>
Finance costs attributable to unitholders					
Distributions to unitholders of the parent entity		(6,720)	(5,488)	(6,720)	(5,488)
Distributions to minority interests		(158)	-	-	-
Increase in net assets attributable to unitholders	6	(62,502)	(27,398)	(62,502)	(27,398)
Increase in net assets attributable to minority interests		681	(8)	-	-
Profit/(loss) for the year		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Total comprehensive income for the year		<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

The above statements of comprehensive income should be read in conjunction with the accompanying notes.

Statements of financial position

	Notes	Consolidated		Parent	
		30 June 2011 \$'000	30 June 2010 \$'000	30 June 2011 \$'000	30 June 2010 \$'000
Assets					
Cash and cash equivalents	7	14,456	4,679	13,202	3,358
Margin accounts		775	857	738	732
Due from brokers - receivable for securities sold		1,657	3,145	878	3,039
Receivables		646	1,607	577	1,520
Financial assets held at fair value through profit or loss	8	<u>233,573</u>	<u>180,612</u>	<u>233,912</u>	<u>181,905</u>
Total assets		<u>251,107</u>	<u>190,900</u>	<u>249,307</u>	<u>190,554</u>
Liabilities					
Distributions payable		50	7	2	7
Due to brokers - payable for securities purchased		2,614	1,439	1,435	1,144
Responsible Entity fees payable	11	760	586	631	499
Financial liabilities held at fair value through profit or loss	9	-	318	-	253
Net assets attributable to minority interests (redemption price of units)		<u>444</u>	<u>44</u>	<u>-</u>	<u>-</u>
Total liabilities (excluding net assets attributable to unitholders of the parent entity)		<u>3,868</u>	<u>2,394</u>	<u>2,068</u>	<u>1,903</u>
Net assets attributable to unitholders of the parent entity - liability	6	<u>247,239</u>	<u>188,506</u>	<u>247,239</u>	<u>188,651</u>

The above statements of financial position should be read in conjunction with the accompanying notes.

Statements of changes in equity

	Consolidated		Parent	
	30 June 2011 \$'000	30 June 2010 \$'000	30 June 2011 \$'000	30 June 2010 \$'000
Total equity at the beginning of the year	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Transactions with owners in their capacity as owners	-	-	-	-
Total equity at the end of the year	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

Under Australian Accounting Standards, net assets attributable to unitholders are classified as a liability rather than equity. As a result there was no equity at the start or end of the year.

The above statements of changes in equity should be read in conjunction with the accompanying notes.

Statements of cash flows

	Notes	Consolidated		Parent	
		30 June 2011 \$'000	30 June 2010 \$'000	30 June 2011 \$'000	30 June 2010 \$'000
Cash flows from operating activities					
Proceeds from sale of financial instruments held at fair value through profit or loss		313,776	385,862	266,539	353,352
Purchase of financial instruments held at fair value through profit or loss		(294,353)	(388,232)	(251,505)	(356,939)
Dividends received		5,320	3,954	4,970	3,627
Interest received		1,340	380	1,166	330
Other income received		514	639	280	499
Responsible Entity fees paid		(4,880)	(3,222)	(2,391)	(1,972)
Payment of other expenses		(20)	(19)	(9)	(11)
Increase in consolidated cash balance on gaining control of subsidiary		-	845	-	-
Net cash inflow/(outflow) from operating activities	12(a)	<u>21,697</u>	<u>207</u>	<u>19,050</u>	<u>(1,114)</u>
Cash flows from financing activities					
Proceeds from applications by unitholders		23,257	30,201	25,283	30,201
Payments for redemptions by unitholders		(35,044)	(32,515)	(34,359)	(32,515)
Distributions paid		(14)	(1)	(14)	(1)
Net cash outflow from financing activities		<u>(11,801)</u>	<u>(2,315)</u>	<u>(9,090)</u>	<u>(2,315)</u>
Net increase/(decrease) in cash and cash equivalents		9,896	(2,108)	9,960	(3,429)
Cash and cash equivalents at the beginning of the year		4,679	6,787	3,358	6,787
Effects of foreign currency exchange rate changes on cash and cash equivalents		(119)	-	(116)	-
Cash and cash equivalents at the end of the year	7	<u>14,456</u>	<u>4,679</u>	<u>13,202</u>	<u>3,358</u>
Non-cash financing activities	12(b)	10,648	5,479	6,712	5,479

The above statements of cash flows should be read in conjunction with the accompanying notes.

1 General information

This financial report includes separate financial statements for Macquarie Small Companies Fund ("the Trust") as an individual entity and the consolidated entity consisting of Macquarie Small Companies Fund and its subsidiaries. The Trust was constituted on 2 March 2000. The Trust is a registered managed investment scheme domiciled in Australia.

The Responsible Entity of the Trust is Macquarie Investment Management Limited (the "Responsible Entity"). The Responsible Entity's registered office is Mezzanine Level, No. 1 Martin Place, Sydney, NSW 2000. The financial report is presented in Australian currency.

The Investment Manager of the Trust is Macquarie Investment Management Limited (the "Investment Manager").

During the year, the Trust continued to be managed in accordance with the investment objective and strategy set out in the Trust's offer document and in accordance with the Trust Constitution.

The financial statements were authorised for issue by the directors on 26 September 2011. The directors of the Responsible Entity have the power to amend and reissue the financial report.

2 Summary of significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all years presented, unless otherwise stated in the following text.

(a) Basis of preparation

These general purpose financial reports have been prepared in accordance with Australian Accounting Standards, other authoritative pronouncements of the Australian Accounting Standards Board and the *Corporations Act 2001* in Australia.

The financial reports are prepared on the basis of fair value measurement of assets and liabilities except where otherwise stated.

The statements of financial position are presented on a liquidity basis. Assets and liabilities are presented in decreasing order of liquidity and are not distinguished between current and non current. All balances are expected to be recovered or settled within twelve months, except for investments in financial assets and net assets attributable to unitholders. The amount expected to be recovered or settled within twelve months after the reporting date cannot be reliably determined.

Where necessary, comparative information has been reclassified to be consistent with current period disclosures.

Compliance with International Financial Reporting Standards

The financial statements also comply with International Financial Reporting Standards as issued by the International Accounting Standards Board.

(b) Principles of consolidation

(i) *Subsidiaries*

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Macquarie Small Companies Fund ("the parent entity") as at 30 June 2011 and the results of all subsidiaries for the year then ended. Macquarie Small Companies Fund and its subsidiaries together are referred to in this financial report as the consolidated entity.

Subsidiaries are all those entities (including special purpose entities) over which the consolidated entity has the power to govern the financial and operating policies, generally accompanying a shareholding of more than one-half of the voting rights. The existence and effect of potential voting rights that are currently exercisable or convertible are considered when assessing whether the consolidated entity controls another entity.

Subsidiaries are fully consolidated from the date on which control is transferred to the consolidated entity. They are de-consolidated from the date that control ceases.

The acquisition method of accounting is used to account for the acquisition of subsidiaries by the consolidated entity.

2 Summary of significant accounting policies (continued)

(b) Principles of consolidation (continued)

(i) Subsidiaries (continued)

All transactions (including gains and losses) and balances between entities in the consolidated group are eliminated.

Minority interests in the results and net assets of subsidiaries are shown separately in the consolidated statements of comprehensive income and statements of financial position respectively.

(c) Business combinations

Business combinations relate to the acquisition by the Trust of controlling interests in other entities. The acquisition method of accounting is used to account for all business combinations, including business combinations involving entities or businesses under common control, regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the consideration given plus costs directly attributable to the acquisition.

(d) Financial instruments

(i) Classification

The consolidated entity and the Trust's investments are categorised as at fair value through profit or loss. They comprise financial instruments designated at fair value through profit or loss upon initial recognition.

- Financial instruments held for trading

These include derivative financial instruments including futures. The consolidated entity and the Trust do not designate any derivatives as hedges in a hedging relationship.

- Financial instruments designated at fair value through profit or loss upon initial recognition

These include financial assets that are not held for trading purposes and which may be sold, such as investments in exchange traded equity instruments, debt securities and unlisted unit trusts.

Financial assets and financial liabilities designated at fair value through profit or loss at inception are those that are managed and their performance evaluated on a fair value basis in accordance with the Trust's documented investment strategy. The Trust's policy is for the Responsible Entity to evaluate the information about these financial assets on a fair value basis together with other related financial information.

Loans and receivables/payables comprise amounts due to or from the consolidated entity or the Trust.

(ii) Recognition/derecognition

The consolidated entity and the Trust recognise financial assets and financial liabilities on the date they become party to the contractual agreement (trade date) and recognise changes in fair value of the financial assets or financial liabilities from this date.

Investments are derecognised when the right to receive cashflows from the investments has expired or the consolidated entity and the Trust have transferred substantially all risks and rewards of ownership.

(iii) Measurement

(a) Financial assets and liabilities held at fair value through profit or loss

Financial assets and liabilities held at fair value through profit or loss are measured initially at fair value excluding any transaction costs that are directly attributable to the acquisition or issue of the financial asset or financial liability. Transaction costs on financial assets and financial liabilities at fair value through profit or loss are expensed immediately. Subsequent to initial recognition, all instruments held at fair value through profit or loss are measured at fair value with changes in their fair value recognised in the statements of comprehensive income.

Details on how the fair value of financial instruments is determined are disclosed in note 3.

2 Summary of significant accounting policies (continued)

(d) Financial instruments (continued)

(iii) Measurement (continued)

- Fair value in an active market

The fair value of financial assets and liabilities traded in active markets is based on their quoted market prices at the statements of financial position date without any deduction for estimated future selling costs. Financial assets are priced at current bid prices, while financial liabilities are priced at current asking prices.

- Fair value in an inactive or unquoted market

The fair value of financial assets and liabilities that are not traded in an active market is determined using valuation techniques. These include the use of recent arm's length market transactions, reference to the current fair value of a substantially similar other instrument, discounted cash flow techniques, option pricing models or any other valuation technique that provides a reliable estimate of prices obtained in actual market transactions.

Where discounted cash flow techniques are used, estimated future cash flows are based on management's best estimates and the discount rate used is a market rate at the statements of financial position date applicable for an instrument with similar terms and conditions.

For other pricing models, inputs are based on market data at the statements of financial position date. Fair values for unquoted equity investments are estimated, if possible, using applicable pricing/earnings ratios for similar listed companies adjusted to reflect the specific circumstances of the issuer.

The fair value of derivatives that are not exchange-traded is estimated at the amount that the consolidated entity and the Trust would receive or pay to terminate the contract at the statements of financial position date taking into account the current creditworthiness of the counterparties. The fair value of a forward contract is determined as a net present value of estimated future cash flows, discounted at appropriate market rates as at the valuation date.

Investments in unlisted unit trusts are recorded at the redemption value per unit as reported by the managers of such trusts.

(b) Loans and receivables

Loan assets are measured initially at fair value plus transaction costs and subsequently amortised using the effective interest rate method, less impairment losses if any. Such assets are reviewed at each statements of financial position date to determine whether there is objective evidence of impairment.

If any such indication of impairment exists, an impairment calculation is undertaken and any impairment loss is recognised in the statement of comprehensive income as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the original effective interest rate.

If in a subsequent period the amount of an impairment loss recognised on a financial asset carried at amortised cost decreases and the decrease can be linked objectively to an event occurring after the write-down, the write-down is reversed through the statements of comprehensive income.

(e) Investments in subsidiaries

Investments in subsidiaries are measured in accordance with note 2(d).

(f) Net assets attributable to unitholders

Units are redeemable at the unitholders' option and are therefore classified as financial liabilities. The units can be put back to the Trust at any time for cash based on the redemption price. The fair value of redeemable units is measured at the redemption amount that is payable (based on the redemption unit price) at the statements of financial position date if unitholders exercised their right to put the units back to the Trust.

2 Summary of significant accounting policies (continued)

(g) Cash and cash equivalents

For the purpose of presentation in the statements of cash flows, cash includes cash on hand and deposits held at call with financial institutions. Cash equivalents include other short term, highly liquid investments with original maturities of three months or less from the date of acquisition that are readily convertible to known amounts of cash, which are subject to an insignificant risk of changes in value and are held for the purpose of meeting short term cash commitments rather than for investment or other purposes. Bank overdrafts, if any, are shown separately on the statements of financial position.

Payments and receipts relating to the purchase and sale of investment securities are classified as cash flows from operating activities, as movements in the fair value of these securities represent the consolidated entity and the Trust's main income generating activity.

(h) Margin accounts

Margin accounts comprise cash held as collateral for derivative transactions and short sales. The cash is held by the broker and is only available to meet margin calls.

(i) Investment income

Interest income and expenses are recognised in the statements of comprehensive income for all financial instruments that are not held at fair value through profit or loss using the effective interest method.

Dividend income is recognised on the ex-dividend date with any related foreign withholding tax recorded as an expense.

Distribution income is recognised on an entitlements basis.

(j) Expenses

All expenses are recognised in the statements of comprehensive income on an accruals basis.

(k) Income tax

Under current legislation, the Trust is not subject to income tax provided the taxable income of the Trust is fully distributed either by way of cash or reinvestment (i.e. unitholders are presently entitled to the income of the Trust).

Financial instruments held at fair value may include unrealised capital gains. Should such a gain be realised, that portion of the gain that is subject to capital gains tax will be distributed so that the Trust is not subject to capital gains tax and foreign tax paid.

Realised capital losses are not distributed to unitholders but are retained in the Trust to be offset against any realised capital gains. If realised capital gains exceed realised capital losses, the excess is distributed to unitholders.

The benefits of imputation credits and foreign tax paid are passed on to unitholders.

(l) Distributions

In accordance with the Trust Constitution, the Trust distributes its distributable (taxable) income, and any other amounts determined by the Responsible Entity, to unitholders by cash or reinvestment. The distributions are recognised in the statements of comprehensive income as finance costs attributable to unitholders.

2 Summary of significant accounting policies (continued)

(m) Increase/decrease in net assets attributable to unitholders

Income not distributed is included in net assets attributable to unitholders. Movements in net assets attributable to unitholders are recognised in the statements of comprehensive income as finance costs.

(n) Due from/to brokers

Amounts due from/to brokers represent payables for securities purchased and receivables for securities sold that have been contracted for but not yet delivered by the end of the year. A provision for impairment of amounts due from brokers is established when there is objective evidence that the consolidated entity and the Trust will not be able to collect all amounts due from the relevant broker. Significant financial difficulties of the broker, probability that the broker will enter bankruptcy or financial reorganisation, and default in payments are considered indicators that the amount due from brokers is impaired.

(o) Receivables

Receivables may include amounts for dividends, interest and trust distributions. Dividends and trust distributions are accrued when the right to receive payment is established. Interest is accrued at the reporting date from the time of last payment in accordance with the policy set out in note 2(i) above. Amounts are generally received within 30 days of being recorded as receivables.

Receivables include such items as Reduced Input Tax Credits (RITC).

(p) Payables

Payables include liabilities and accrued expenses owing by the consolidated entity or the Trust which are unpaid as at the reporting date.

The distribution amount payable to unitholders as at the reporting date is recognised separately in the statements of financial position when unitholders are presently entitled to the distributable income under the Trust Constitution.

(q) Applications and redemptions

Applications received for units in the Trust are recorded net of any entry fees payable prior to the issue of units in the Trust. Redemptions from the Trust are recorded gross of any exit fees payable after the cancellation of units redeemed.

(r) Goods and Services Tax (GST)

The GST incurred on the costs of various services, provided to the Trust by third parties, have been passed onto the Trust. The Trust qualifies for Reduced Input Tax Credits (RITC) at a rate of at least 75% hence Responsible Entity fees and other expenses have been recognised in the statements of comprehensive income net of the amount of GST recoverable from the Australian Taxation Office (ATO). Accounts payable are inclusive of GST. The net amount of GST recoverable from the ATO is included in receivables in the statements of financial position. Cash flows relating to GST are included in the statements of cash flows on a gross basis.

(s) Use of estimates

The consolidated entity and the Trust make estimates and assumptions that affect the reported amounts of assets and liabilities within the next financial year. Estimates are continually evaluated and based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

2 Summary of significant accounting policies (continued)

(s) Use of estimates (continued)

For the majority of the consolidated entity and the Trust's financial instruments, quoted market prices are readily available. However, certain financial instruments, for example, over-the-counter derivatives or unquoted securities are fair valued using valuation techniques. Where valuation techniques (for example, pricing models) are used to determine fair values, they are validated and periodically reviewed by experienced personnel of the Responsible Entity, independent of the area that created them. Models are calibrated by back-testing to actual transactions to ensure that outputs are reliable.

Models use observable data, to the extent practicable. However, areas such as credit risk (both own and counterparty), volatilities and correlations require management to make estimates. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

For certain other financial instruments, including amounts due from/to brokers and accounts payable, the carrying amounts approximate fair value due to the immediate or short-term nature of these financial instruments.

(t) New accounting standards and interpretations

Certain new accounting standards and interpretations have been published that are not mandatory for 30 June 2011 reporting periods. The directors' assessment of the impact of these new standards (to the extent relevant to the consolidated entity and the Trust) and interpretations is set out below:

(i) *AASB 9 Financial Instruments and AASB 2009-11 Amendments to Australian Accounting Standards arising from AASB 9 and AASB 2010 Amendment to Australian Accounting Standards arising from AASB 9 (December 2010) (effective from 1 January 2013)*

AASB 9 Financial Instruments addresses the classification, measurement and derecognition of financial assets and financial liabilities. The standard is not applicable until 1 January 2013 but is available for early adoption.

AASB 9 permits the recognition of fair value gains and losses in other comprehensive income if they relate to equity investments that are not traded.

The consolidated entity and the Trust have not yet decided when to adopt AASB 9. Management does not expect this will have a significant impact on the consolidated entity and the Trust's financial statements as the consolidated entity and the Trust do not hold any available for sale investments.

(ii) *Revised AASB 124 Related Party Disclosures and AASB 2009-12 Amendments to Australian Accounting Standards (effective from 1 January 2011)*

In December 2009 the AASB issued a revised AASB 124 Related Party Disclosures. It is effective for accounting periods beginning on or after 1 January 2011 and must be applied retrospectively. The amendment clarifies and simplifies the definition of a related party and removes the requirement for government related entities to disclose details of all transactions with the government and other government related entities. The consolidated entity and the Trust will apply the amended standard from 1 July 2011. The amendments will not have any effect on the consolidated entity and the Trust's financial statements.

(iii) *AASB 2010-6 Amendments to Australian Accounting Standards – Disclosures on Transfers of Financial Assets (effective for annual reporting periods beginning on or after 1 July 2011)*

In November 2010, the AASB issued AASB 2010 6 Disclosures on Transfers of Financial Assets which amends AASB 1 First time Adoption of Australian Accounting and AASB 7 Financial Instruments: Disclosures to introduce additional disclosures in respect of risk exposures arising from transferred financial assets. The amendments will affect particularly entities that sell, factor, securitise, lend or otherwise transfer financial assets to other parties. The amendments will not have any impact on the consolidated entity and the Trust's disclosures. The consolidated entity and the Trust intend to apply the amendment from 1 July 2011.

(iv) *Amendments to AASB 2010-4 Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project (effective for annual reporting periods beginning on or after 1 July 2010 / 1 January 2011)*

In June 2010, the AASB made a number of amendments to Australian Accounting Standards as a result of the IASB's annual improvements project. The consolidated entity and the Trust do not expect that any adjustments will be necessary as a result of applying the revised rules.

2 Summary of significant accounting policies (continued)

(t) New accounting standards and interpretations (continued)

(v) IFRS 10 *Consolidated Financial Statements*

IFRS 10 establishes a new control model that applies to all entities. It replaces parts of IAS 27 *Consolidated and Separate Financial Statements* dealing with the accounting for consolidated financial statements and SIC 12 *Consolidation – Special Purpose Entities*.

This standard is yet to be approved by the Australian Accounting Standards Board and has not been issued in Australia. The standard is not applicable until 1 January 2013 but is available for early adoption.

The consolidated entity and the Trust have not yet decided when to adopt IFRS 10. Management does not expect this will have a significant effect on the consolidated entity and the Trust's financial statements.

The Australian Accounting Standards Board has now issued AASB 9 Financial Instruments which altered the classification and measurement of financial instruments. Under the new standard only two possible classifications arise, rather than the four existing classifications currently available under AASB 139 Financial Instruments: Recognition and Measurement, and will result in all financial assets being measured at amortised cost or fair value through profit or loss, or through other comprehensive income. Financial liabilities are currently excluded from the scope of this standard. The standard is mandatorily applicable for annual reporting periods beginning on or after 1 January 2013. The consolidated entity and the Trust have not adopted this standard early and are still assessing the full impact of this standard.

(vi) IFRS 12 *Disclosures of Interests in Other Entities*

IFRS 12 includes all disclosures relating to an entity's interests in subsidiaries, joint arrangements, associates and structured entities. New disclosures have been introduced about the judgements made by management to determine whether control exists, and to require summarised information about joint arrangements, associates and structured entities and subsidiaries with non controlling interests.

This standard is yet to be approved by the Australian Accounting Standards Board and has not been issued in Australia. The standard is not applicable until 1 January 2013 but is available for early adoption.

The consolidated entity and the Trust have not yet decided when to adopt IFRS 12. Management does not expect this will have a significant effect on the consolidated entity and the Trust's financial statements.

(vii) IFRS 13 *Fair Value Measurement*

IFRS 13 establishes a single source of guidance under IFRS for determining the fair value of assets and liabilities. IFRS 13 does not change when an entity is required to use fair value, but rather, provides guidance on how to determine fair value under IFRS when fair value is required or permitted by IFRS. Application of this definition may result in different fair values being determined for the relevant assets.

IFRS 13 also expands the disclosure requirements for all assets or liabilities carried at fair value. This includes information about the assumptions made and the qualitative impact of those assumptions on the fair value determined.

This standard is yet to be approved by the Australian Accounting Standards Board and has not been issued in Australia. The standard is not applicable until 1 January 2013 but is available for early adoption.

The consolidated entity and the Trust have not yet decided when to adopt IFRS 13. Management does not expect this will have a significant effect on the consolidated entity and the Trust's financial statements.

(u) Rounding of amounts

The consolidated entity and the Trust are entities of the kind referred to in Class Order 98/0100 (as amended), issued by the Australian Securities and Investments Commission, relating to the "rounding off" of amounts in the financial report. Amounts in the financial report have been rounded off to the nearest thousand dollars in accordance with that Class Order, unless otherwise indicated.

3 Financial risk management

(a) Strategy in using financial instruments

The consolidated entity and the Trust's activities expose them to a variety of financial risks: market risk (including price risk and interest rate risk), credit risk and liquidity risk.

Consolidated Entity

The consolidated entity's financial risk is managed by the investment managers of the individual unit trusts within the consolidated entity. No other risk management occurs for the consolidated entity.

Parent Entity

The Trust's overall risk management programme focuses on ensuring compliance with the Trust's governing documents and the law and seeks to maximise the returns derived for the level of risk to which the Trust is exposed.

Financial risk management is carried out by the Investment Manager's risk management department under policies approved by the Responsible Entity's senior managers or by the board of directors of the Responsible Entity ("the Board").

(b) Market risk

(i) Price risk

The consolidated entity and the Trust trade in financial instruments, taking positions in traded and over-the-counter instruments, including unlisted unit trusts, exchanged traded equity securities and derivatives.

All securities investments present a risk of loss of capital. The Investment Manager moderates this risk through a careful selection of securities and other financial instruments within specified limits. The maximum risk resulting from financial instruments is determined by the fair value of the financial instruments. The underlying trust's overall market positions are monitored on a daily basis by each investment manager of the individual unit trust within the consolidated entity.

In accordance with the Trust's policy, the risk management department of the Trust's Investment Manager monitors the Trust's overall market price sensitivity on a daily basis. This risk is managed by:

- ensuring the Trust is fully invested
- limiting investments in less liquid, long dated floats
- limiting exposure to floats
- managing exposure to particular sectors and single securities

The consolidated entity and the Trust's equity securities, unlisted unit trusts and trading derivative financial instruments are susceptible to market price risk arising from uncertainties about future prices of the instruments.

Note 3(c) summarises the impact of an increase/decrease of the S&P/ASX Small Ordinaries Accumulation Index on the Trust's net assets attributable to unitholders at 30 June 2011. The analysis is based on the assumptions that the index increased/decreased by 15% (2010: 15%) with all other variables held constant and that the fair value of the Trust's portfolio of equity securities and derivatives moved according to the historical correlation with the index.

(ii) Foreign exchange risk

The consolidated entity and the Trust are not exposed to foreign exchange risk as the majority of the assets and liabilities are denominated in Australian dollars.

3 Financial risk management (continued)

(b) Market risk (continued)

(iii) Interest rate risk

The consolidated entity and the Trust's interest bearing financial assets expose it to risks associated with the effects of fluctuations in the prevailing levels of market interest rates on its financial position and cash flows. The risk is measured using sensitivity analysis as detailed in note 3(c). The analysis is based on the assumption that interest rates changed by +/- 25 basis points (bps) (2010: +/- 100 bps) from the year end rates with all other variables held constant.

(c) Summarised sensitivity analysis

The following table summarises the sensitivity of the consolidated entity's and the Trust's operating profit and net assets attributable to unitholders to interest rate risk and price risk. The reasonably possible movements in the risk variables have been determined based on management's best estimate, having regard to a number of factors, including historical levels of changes in interest rates, historical correlation of the consolidated entity's and the Trust's investments with the relevant benchmark and market volatility. However, actual movements in the risk variables may be greater or less than anticipated due to a number of factors, including unusually large market shocks resulting from changes in the performance of the economies, markets and securities in which the consolidated entity invests. As a result, historic variations in risk variables are not a definitive indicator of future variations in the risk variables.

Reasonably possible movements in the risk variable for price risk is 15% (2010: 15%) and interest rate risk is 25bps (2010: 100bps).

	Price risk		Interest rate risk	
	<u>Impact on operating profit/Net assets attributable to unitholders</u>			
	-	+	-	+
	A\$'000	A\$'000	A\$'000	A\$'000
Consolidated				
30 June 2011	(35,036)	35,036	(36)	36
30 June 2010	(27,044)	27,044	(38)	38
	-	+	-	+
	A\$'000	A\$'000	A\$'000	A\$'000
Parent				
30 June 2011	(35,087)	35,087	(33)	33
30 June 2010	(27,248)	27,248	(35)	35

(d) Credit risk

Credit risk arises from the consolidated entity and the Trust's investment in unlisted unit trusts and debt securities.

Other credit risk arises from cash and cash equivalents, margin accounts, deposits with banks and other financial institutions, counterparties to derivatives and amounts due from brokers. None of these assets are impaired nor past due but not impaired.

The exposure to credit risk for cash and cash equivalents and deposits with banks and other financial institutions, counterparties to derivatives, is low as all counterparties have a rating of at least A- (2010: A-) as determined by Standard and Poor's rating agency.

3 Financial risk management (continued)

(d) Credit risk (continued)

Other than for the cash and cash equivalents and the investment in the underlying trust, the Trust does not have a concentration of a credit risk that arises from an exposure to a single counterparty. Furthermore, the Trust does not have a material exposure to a group of counterparties which are expected to be affected similarly by changes in economic or other conditions.

In accordance with the Trust's policy, the risk management department of the Investment Manager monitors the credit position of the underlying trust on a daily basis. The Compliance Committee of the Responsible Entity reviews any identified exceptions to internal risk policies and procedures on a quarterly basis. The Trust does not monitor credit risk on consolidated basis.

The maximum exposure to credit risk at the reporting date is the carrying amount of the financial assets.

As at 30 June 2011, the consolidated entity and the Trust did not hold any debt securities.

The maximum exposure to credit risk at the reporting date is the carrying amount of the financial assets. An analysis of debt securities by rating is set out in the table below.

	Consolidated		Parent	
	30 June 2011 \$'000	30 June 2010 \$'000	30 June 2011 \$'000	30 June 2010 \$'000
Australian fixed interest securities				
Rating				
Unrated	-	1,080	-	1,000
Total	-	1,080	-	1,000

	Consolidated		Parent	
	30 June 2011 \$'000	30 June 2010 \$'000	30 June 2011 \$'000	30 June 2010 \$'000
International fixed interest securities				
Rating				
Unrated	-	2,768	-	2,481
Total	-	2,768	-	2,481

(e) Liquidity risk

The consolidated entity and the Trust are exposed to daily cash redemptions of redeemable units. The Trust therefore invests the majority of its assets in unlisted trusts that have daily unit pricing and investments that are traded in stock exchanges that can be readily disposed of.

The consolidated entity and the Trust may, from time to time, invest in derivative contracts traded over the counter, which are not traded in an organised market and may be illiquid. As a result, the consolidated entity and the Trust may not be able to quickly liquidate its investments in these instruments at an amount close to their fair value to meet its liquidity requirements or to respond to specific events such as deterioration in the creditworthiness of any particular issuer or counterparty.

In accordance with the Trust's policy, the risk management department of the Investment Manager monitors the Trust's liquidity position on a daily basis. This is managed by seeking to ensure provisions are in place to manage liquidity obligations for all unitholders.

The Compliance Committee of the Responsible Entity reviews any identified exceptions to internal risk policies and procedures on a quarterly basis. Liquidity risk is not monitored on a consolidation basis.

Subject to the Trust Constitution, redeemable units are redeemed on demand at the unitholders' option. Futures settle within 90 days and all other liabilities are payable within 30 days.

3 Financial risk management (continued)

(f) Fair value estimation

The carrying amounts of all the consolidated entity and the Trust's financial assets and financial liabilities at the reporting date approximated their fair values as all financial assets and liabilities not fair valued are short term in nature.

The consolidated entity and the Trust classify fair value measurements using a fair value hierarchy that reflects the subjectivity of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustment based on unobservable inputs, that measurement is a level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability.

The determination of what constitutes 'observable' requires significant judgement by the consolidated entity and the Trust. The consolidated entity and the Trust consider observable data to be that market data that is readily available, regularly distributed or updated, reliable and verifiable, not proprietary, and provided by independent sources that are actively involved in the relevant market.

The tables below sets out the consolidated entity and the Trust's financial assets and liabilities (by class) measured at fair value according to the fair value hierarchy at 30 June 2011 and 30 June 2010.

Consolidated - as at 30 June 2011	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total balance \$'000
Financial assets				
Financial assets held for trading:				
- Derivatives	330	-	-	330
Financial assets designated at fair value through profit or loss at inception:				
- Equity securities	233,243	-	-	233,243
Total	233,573	-	-	233,573

Parent - as at 30 June 2011	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total balance \$'000
Financial assets				
Financial assets held for trading:				
- Derivatives	316	-	-	316
Financial assets designated at fair value through profit or loss at inception:				
- Equity securities	206,786	-	-	206,786
- Unlisted unit trusts	-	26,810	-	26,810
Total	207,102	26,810	-	233,912

3 Financial risk management (continued)

(f) Fair value estimation (continued)

Consolidated - as at 30 June 2010	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total balance \$'000
Financial assets				
Financial assets designated at fair value through profit or loss:				
- Equity securities	176,764	-	-	176,764
- Debt securities	-	3,848	-	3,848
Total	<u>176,764</u>	<u>3,848</u>	<u>-</u>	<u>180,612</u>
Financial liabilities				
Financial liabilities held for trading:				
- Derivatives	318	-	-	318
Total	<u>318</u>	<u>-</u>	<u>-</u>	<u>318</u>
Parent - as at 30 June 2010	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total balance \$'000
Financial assets				
Financial assets designated at fair value through profit or loss:				
- Equity securities	161,219	-	-	161,219
- Debt securities	-	3,481	-	3,481
- Unlisted unit trusts	-	17,205	-	17,205
Total	<u>161,219</u>	<u>20,686</u>	<u>-</u>	<u>181,905</u>
Liabilities				
Financial liabilities held for trading:				
- Derivatives	253	-	-	253
Total	<u>253</u>	<u>-</u>	<u>-</u>	<u>253</u>

4 Auditor's remuneration

During the year the following fees were paid or payable for services provided by the auditor of the consolidated entity:

	Consolidated		Parent	
	30 June 2011 \$	30 June 2010 \$	30 June 2011 \$	30 June 2010 \$
Audit services				
Audit of financial reports	12,950	10,600	6,500	6,300
Other audit work under the <i>Corporations Act 2001</i>	620	580	310	290
Total remuneration for audit services	<u>13,570</u>	<u>11,180</u>	<u>6,810</u>	<u>6,590</u>

Audit fees are paid out of the Responsible Entity's own resources. All other expenses are paid by the Trust.

5 Net gain on financial instruments held at fair value through profit or loss

Net gain recognised in relation to financial instruments held at fair value through profit or loss:

	Consolidated		Parent	
	30 June 2011 \$'000	30 June 2010 \$'000	30 June 2011 \$'000	30 June 2010 \$'000
Net gain on financial instruments held for trading	2,217	1,668	2,088	1,699
Net gain on financial instruments designated as at fair value through profit or loss	62,274	28,519	57,347	27,690
Interest income/(expenses) on financial instruments held at fair value through profit or loss	831	(428)	768	(417)
Total net gain on financial instruments held at fair value through profit or loss	<u>65,322</u>	<u>29,759</u>	<u>60,203</u>	<u>28,972</u>

6 Net assets attributable to unitholders of the parent

Movements in number of units and net assets attributable to unitholders of the parent during the year were as follows:

As stipulated within the Trust Constitution, each unit represents a right to an individual share in the Trust and does not extend to a right to the underlying assets of the Trust. There are no separate classes of units and each unit has the same rights attaching to it as all other units of the Trust.

	Parent		Parent	
	30 June 2011 No. '000	30 June 2010 No. '000	30 June 2011 \$'000	30 June 2010 \$'000
Opening balance	102,885	101,532	188,651	158,088
Applications	9,751	15,236	23,733	30,201
Redemptions	(14,563)	(16,780)	(34,359)	(32,515)
Units issued upon reinvestment of distributions	2,676	2,897	6,712	5,479
Increase in net assets attributable to unitholders	-	-	62,502	27,398
Closing balance	<u>100,749</u>	<u>102,885</u>	<u>247,239</u>	<u>188,651</u>

Capital risk management

The Trust manages its net assets attributable to unitholders as capital, notwithstanding net assets attributable to unitholders are classified as a liability. The amount of net assets attributable to unitholders can change significantly on a daily basis as the Trust is subject to daily applications and redemptions at the discretion of unitholders.

The Trust monitors the level of daily applications and redemptions relative to the liquid assets in the Trust.

7 Cash and cash equivalents

	Consolidated		Parent	
	30 June 2011 \$'000	30 June 2010 \$'000	30 June 2011 \$'000	30 June 2010 \$'000
Cash at bank	85	36	19	17
Deposits at call	<u>14,371</u>	<u>4,643</u>	<u>13,183</u>	<u>3,341</u>
	<u>14,456</u>	<u>4,679</u>	<u>13,202</u>	<u>3,358</u>

8 Financial assets held at fair value through profit or loss

	Consolidated		Parent	
	30 June 2011 Fair value \$'000	30 June 2010 Fair value \$'000	30 June 2011 Fair value \$'000	30 June 2010 Fair value \$'000
Held for trading				
Derivatives (note 10)	<u>330</u>	-	<u>316</u>	-
Total held for trading	<u>330</u>	-	<u>316</u>	-
Designated at fair value through profit or loss				
Equity securities	233,243	176,764	206,786	161,219
Debt securities	-	3,848	-	3,481
Unlisted unit trusts	-	-	<u>26,810</u>	<u>17,205</u>
Total designated at fair value through profit or loss	<u>233,243</u>	<u>180,612</u>	<u>233,596</u>	<u>181,905</u>
Total financial assets held at fair value through profit or loss	<u>233,573</u>	<u>180,612</u>	<u>233,912</u>	<u>181,905</u>

	Consolidated		Parent	
	30 June 2011 Fair value \$'000	30 June 2010 Fair value \$'000	30 June 2011 Fair value \$'000	30 June 2010 Fair value \$'000
Comprising:				
Derivatives				
Australian Share Price Index futures	<u>330</u>	-	<u>316</u>	-
Total derivatives	<u>330</u>	-	<u>316</u>	-
Equity securities				
Australian equity securities listed on a prescribed stock exchange	<u>233,243</u>	<u>176,764</u>	<u>206,786</u>	<u>161,219</u>
Total equity securities	<u>233,243</u>	<u>176,764</u>	<u>206,786</u>	<u>161,219</u>
Debt securities				
Hybrid securities	-	<u>3,848</u>	-	<u>3,481</u>
Total debt securities	-	<u>3,848</u>	-	<u>3,481</u>

8 Financial assets held at fair value through profit or loss (continued)

	Consolidated		Parent	
	30 June 2011 Fair value \$'000	30 June 2010 Fair value \$'000	30 June 2011 Fair value \$'000	30 June 2010 Fair value \$'000
Unlisted unit trusts				
Units in Australian equity trusts	-	-	26,810	17,205
Total unlisted unit trusts	-	-	26,810	17,205
Total financial assets held at fair value through profit or loss	233,573	180,612	233,912	181,905

9 Financial liabilities held at fair value through profit or loss

	Consolidated		Parent	
	30 June 2011 Fair value \$'000	30 June 2010 Fair value \$'000	30 June 2011 Fair value \$'000	30 June 2010 Fair value \$'000
Held for trading				
Derivatives (note 10)	-	318	-	253
Total held for trading	-	318	-	253
Total financial liabilities held at fair value through profit or loss	-	318	-	253

	Consolidated		Parent	
	30 June 2011 Fair value \$'000	30 June 2010 Fair value \$'000	30 June 2011 Fair value \$'000	30 June 2010 Fair value \$'000
Comprising:				
Derivatives				
Australian Share Price Index futures	-	318	-	253
Total derivatives	-	318	-	253
Total financial liabilities held at fair value through profit or loss	-	318	-	253

10 Derivative financial instruments

In the normal course of business the consolidated entity enters into transactions in various derivative financial instruments with certain risks. A derivative is a financial instrument or other contract which is settled at a future date and whose value changes in response to the change in a specified interest rate, financial instrument price, commodity price, foreign exchange rate, index of prices or rates, credit rating or credit index or other variable.

Derivative financial instruments require no initial net investment or an initial net investment that is smaller than would be required for other types of contracts that would be expected to have a similar response to changes in market factors.

10 Derivative financial instruments (continued)

Derivative transactions include a wide assortment of instruments, such as forwards, futures and options. Derivatives are considered to be part of the investment process. The use of derivatives is an essential part of the Trust's portfolio management. Derivatives are not managed in isolation. Consequently, the use of derivatives is multifaceted and includes:

- hedging to protect an asset or liability of the Trust against a fluctuation in market values or to reduce volatility
- a substitution for trading of physical securities
- adjusting asset exposures within the parameters set in the investment strategy, and adjusting the duration of fixed interest portfolios or the weighted average maturity of cash portfolios.

While derivatives are used for trading purposes, they are not used to gear (leverage) a portfolio. Gearing a portfolio would occur if the level of exposure to the markets exceeds the underlying value of the consolidated entity.

The consolidated entity and the Trust hold the following derivative instruments:

Futures

Futures are contractual obligations to buy or sell commodity instruments on a future date at a specified price established in an organised market. The futures contracts are collateralised by cash or marketable securities. Changes in futures contracts' values are settled daily with the exchange. Interest rate futures are contractual obligations to receive or pay a net amount based on changes in interest rates at a future date at a specified price, established in an organised commodity market.

The consolidated entity and the Trust's derivative financial instruments at year-end are detailed below:

Consolidated 30 June 2011

	Contract/ notional '000	Fair Values	
		Assets \$'000	Liabilities \$'000
Australian Share Price Index futures	<u>14,378</u>	<u>330</u>	<u>-</u>
		<u>330</u>	<u>-</u>
		<u>330</u>	<u>-</u>

Consolidated 30 June 2010

	Contract/ notional '000	Fair Values	
		Assets \$'000	Liabilities \$'000
Australian Share Price Index futures	<u>7,778</u>	<u>-</u>	<u>318</u>
		<u>-</u>	<u>318</u>
		<u>-</u>	<u>318</u>

Parent 30 June 2011

	Contract/ notional '000	Fair Values	
		Assets \$'000	Liabilities \$'000
Australian Share Price Index futures	<u>13,573</u>	<u>316</u>	<u>-</u>
		<u>316</u>	<u>-</u>
		<u>316</u>	<u>-</u>

10 Derivative financial instruments (continued)

Parent
30 June 2010

	Contract/ notional '000	Fair Values	
		Assets \$'000	Liabilities \$'000
Australian Share Price Index futures	6,606	-	253
		-	253
		-	253

11 Related party disclosures

(a) Subsidiaries

The subsidiary included in this report is Macquarie Australian Microcap Fund. The proportion of ownership interest and investment in the subsidiary is disclosed in note 11(h). The subsidiary is an Australian registered managed investment scheme.

(b) Responsible Entity

The Responsible Entity of Macquarie Small Companies Fund is Macquarie Investment Management Limited (MIML), a wholly owned subsidiary of Macquarie Group Limited.

(c) Key management personnel

The following persons held office as directors of MIML during the year or since the end of the year and up to the date of this report.

B N Terry
R Cartwright
V Malley
C Vignes
C Swanger (resigned 21/06/2011)
T Graham
K Vincent (appointed 21/06/2011)

No amount is paid by the Trust directly to the directors of the Responsible Entity. Consequently, no compensation as defined in AASB 124 "Related Party Disclosures" is paid by the Trust to the directors as key management personnel.

(d) Key management personnel unitholdings

At 30 June 2011, no key management personnel held units in the Trust (2010: Nil).

(e) Key management personnel loan disclosures

The consolidated entity and the Trust have not made, guaranteed or secured, directly or indirectly, any loans to the key management personnel or their personally related entities at any time during the reporting period.

11 Related party disclosures (continued)

(f) Responsible Entity fees and other transactions

For the year ended 30 June 2011, in accordance with the Trust Constitution, the Responsible Entity received a total fee of 0.97% of net asset value (inclusive of GST, net of RITC available to the Trust) per annum (2010: 0.97%).

A performance fee is also charged up to 20% of the subsidiary's performance above the S&P/ASX Small Ordinaries Accumulation Index, subject to a high watermark (2010: 20%).

All expenses in connection with the preparation of accounting records and the maintenance of the unit register have been fully borne by the Responsible Entity.

All related party transactions are conducted on normal commercial terms and conditions. The transactions during the year and amounts payable at year end between the consolidated entity and the Trust, and the Responsible Entity were as follows:

	Consolidated		Parent	
	30 June 2011 \$	30 June 2010 \$	30 June 2011 \$	30 June 2010 \$
Management fees for the year paid to the Responsible Entity	<u>2,701,028</u>	<u>3,178,689</u>	<u>2,351,552</u>	<u>1,979,227</u>
Performance fee for the year paid to the Responsible Entity	<u>2,002,784</u>	-	-	-
Rebate of management fees received from the Responsible Entity*	<u>2,300,938</u>	<u>1,199,738</u>	<u>2,300,938</u>	<u>1,199,738</u>
Aggregate amounts payable to the Responsible Entity at the reporting date	<u>637,406</u>	<u>462,902</u>	<u>508,456</u>	<u>441,674</u>

* The Responsible Entity rebates management fees charged by other schemes managed by the Responsible Entity where the Trust invests into those schemes.

(g) Related party schemes' unitholdings

Parties related to the Trust (including MIML, its related parties and other schemes managed by MIML), hold units in the Trust as follows:

Unitholder	30 June 2011					
	Number of units held opening (Units)	Number of units held closing (Units)	Interest held (%)	Number of units acquired (Units)	Number of units disposed (Units)	Distributions paid/payable by the Trust (\$)
Macquarie Australian Small Companies Fund	48,568,183	48,669,625	48.31	7,290,448	7,189,006	3,198,166
Macquarie Small Companies Growth Fund	24,400,340	21,891,532	21.73	1,345,738	3,854,546	1,521,012
Macquarie Master Small Companies Fund	10,498,196	10,204,516	10.13	1,495,065	1,788,745	683,293
Macquarie Australian Small Companies Incentives Fund	18,878,717	18,984,017	18.84	1,785,698	1,680,398	1,252,739

11 Related party disclosures (continued)

(g) Related party schemes' unitholdings (continued)

Unitholder	30 June 2010					
	Number of units held opening (Units)	Number of units held closing (Units)	Interest held (%)	Number of units acquired (Units)	Number of units disposed (Units)	Distributions paid/payable by the Trust (\$)
Macquarie Australian Small Companies Fund	51,329,350	48,568,183	47.21	7,229,021	9,990,188	2,612,504
Macquarie Small Companies Growth Fund	25,839,545	24,400,340	23.72	2,166,740	3,605,945	1,296,660
Macquarie Master Small Companies Fund	10,555,641	10,498,196	10.20	1,408,474	1,465,919	554,681
Macquarie Australian Small Companies Incentives Fund	13,103,267	18,878,717	18.35	7,317,924	1,542,474	995,307

(h) Investments

The Trust held investment in the following Trust which is also managed by MIML or its related parties:

	Parent					
	Fair value of investment		Interest held		Distributions received/receivable	
	2011	2010	2011	2010	2011	2010
	\$	\$	%	%	\$	\$
Macquarie Australian Microcap Fund	<u>26,809,855</u>	<u>17,204,538</u>	<u>96.20</u>	<u>99.74</u>	<u>3,826,354</u>	-

(i) Other transactions within the Trust

Apart from those details disclosed in this note, no directors of the Responsible Entity have entered into a material contract with the consolidated entity and the Trust since the end of the previous financial year and there were no material contracts involving directors' interests subsisting at year end.

The consolidated entity and the Trust may hold bank accounts with Macquarie Bank Limited. The consolidated entity and the Trust may use Macquarie Securities (Australia) Limited and Macquarie Bank Limited, both Macquarie Group entities, for broking and clearing services respectively. Margin accounts are held with Macquarie Bank Limited and are used for trading futures. Fees and expenses are negotiated on an arm's length basis for all transactions with related parties.

Bond Street Custodians Limited, a wholly owned subsidiary of Macquarie Group Limited, is the custodian of the Trust.

12 Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities

	Consolidated		Parent	
	30 June 2011 \$'000	30 June 2010 \$'000	30 June 2011 \$'000	30 June 2010 \$'000
(a) Reconciliation of profit/(loss) to net cash inflow/(outflow) from operating activities				
Profit/(loss) for the year	-	-	-	-
Increase in net assets attributable to unitholders	61,821	27,398	62,502	27,398
Net gains on financial instruments held at fair value through profit or loss	(65,322)	(29,759)	(60,203)	(28,972)
Proceeds from sale of financial instruments held at fair value through profit or loss	313,776	385,862	266,539	353,352
Purchase of financial instruments held at fair value through profit or loss	(294,353)	(388,232)	(251,505)	(356,939)
Distributions to unitholders	6,878	5,488	6,720	5,488
Distributions reinvested	-	-	(3,827)	-
Rebate reinvested	(2,445)	(1,245)	(2,445)	(1,245)
Coupon income	130	424	130	424
Net change in receivables and other assets	957	(838)	1,006	(838)
Movement in amortised interest on financial instruments held at fair value through profit or loss	79	11	-	-
Net change in payables and other liabilities	176	253	133	218
Increase in consolidated cash balance on gaining control of subsidiary	-	845	-	-
Net cash inflow/(outflow) from operating activities	21,697	207	19,050	(1,114)

(b) Non-cash financing and investing activities

During the year, the following distribution payments were satisfied by the issue of units under the distribution reinvestment plan	10,648	5,479	6,712	5,479
--	---------------	--------------	--------------	--------------

As described in note 2(m), income not distributed is included in net assets attributable to unitholders. The change in this amount each year (as reported in (a) above) represents a non-cash financing cost as it is not settled in cash until such time as it becomes distributable (i.e. taxable).

13 Events occurring after year end

No significant events have occurred since year end which would impact on the financial position of the consolidated entity or the Trust disclosed in the statements of financial position as at 30 June 2011 or on the results and cashflows of the consolidated entity or the Trust for the year ended on that date.

14 Contingent assets, contingent liabilities and commitments

There are no outstanding contingent assets, contingent liabilities or commitments as at 30 June 2011 and 30 June 2010.

Directors' declaration

In the opinion of the directors of the Responsible Entity:

- (a) the financial statements and notes set out on pages 6 to 29 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Consolidated Entity's financial position as at 30 June 2011 and of its performance for the financial year ended on that date; and
- (b) there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable.

The directors declare that the notes to the financial statements include an explicit and unreserved statement of compliance with the International Financial Reporting Standards (see note 2(a)).

This declaration is made in accordance with a resolution of the directors.



R Cartwright
Director

Sydney
26 September 2011

Independent auditor's report to the unitholders of Macquarie Small Companies Fund

We have audited the accompanying financial report of Macquarie Small Companies Fund (the "fund"), which comprises the consolidated statement of financial position as at 30 June 2011, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the fund and the entities it controlled at the year's end or from time to time during the financial year.

Directors' responsibility for the financial report

The directors of Macquarie Investment Management Limited, the responsible entity of the fund, are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 2, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with *International Financial Reporting Standards*.

Auditor's responsibility

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

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

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

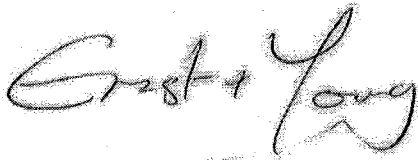
Independence

In conducting our audit we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of the responsible entity a written Auditor's Independence Declaration, a copy of which is included with the directors' report.

Opinion

In our opinion:

- a. the financial report of Macquarie Small Companies Fund is in accordance with the *Corporations Act 2001*, including:
 - i. giving a true and fair view of the consolidated entity's financial position as at 30 June 2011 and of its performance for the year ended on that date; and
 - ii. complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- b. the financial report also complies with *International Financial Reporting Standards* as disclosed in Note 2.

A stylized, handwritten signature of the Ernst & Young firm, written in dark ink.

Ernst & Young

A handwritten signature of Darren Handley-Greaves, written in dark ink.

Darren Handley-Greaves
Partner
Sydney
26 September 2011