

FORM: Half yearly/preliminary final report

Name of issuer

FIRST DEBENTURE LIMITED

ACN or ARBN

54 105 577 017

Half yearly
(tick)

Preliminary
final (tick)

x

Half year/financial year ended
('Current period')

For announcement to the market

Extracts from this statement for announcement to the market (see note 1).

Extracts from this statement for announcement to the market (see note 1).				\$A,000
Revenue (item 1.1)	up	100%	to	300,000
Profit (loss) for the period (item 1.9)	up	100%	to	173,035
Profit (loss) for the period attributable to members of the parent (item 1.11)	up/down	%	to	
Dividends				
Franking rate applicable:	Current period		Previous corresponding period	
	n/a		n/a	
Final dividend (preliminary final report only)(item 10.13-10.14)				
Amount per security	n/a		n/a	
Franked amount per security	n/a		n/a	
Interim dividend (Half yearly report only) (item 10.11 – 10.12)				
Amount per security	n/a		n/a	
Franked amount per security	n/a		n/a	
Short details of any bonus or cash issue or other item(s) of importance not previously released to the market:				

Consolidated income statement *(The figures are not equity accounted)**(see note 3)**(as per paragraphs 81-85 and 88-94 of AASB 101: Presentation of Financial Statements)*

	Current period - \$A'000	Previous corresponding period - \$A'000
1.1 Revenues <i>(item 7.1)</i>	300,000	0
1.2 Expenses, excluding finance costs <i>(item 7.2)</i>	126,965	0
1.3 Finance costs	0	0
1.4 Share of net profits (losses) of associates and joint ventures <i>(item 15.7)</i>	0	0
1.5 Profit (loss) before income tax	173,035	0
1.6 Income tax expense <i>(see note 4)</i>	0	0
1.7 Profit (loss) from continuing operations	173,035	0
1.8 Profit (loss) from discontinued operations <i>(item 13.3)</i>	0	0
1.9 Profit (loss) for the period	173,035	0
1.10 Profit (loss) attributable to minority interests	0	0
1.11 Profit (loss) attributable to members of the parent	0	0
1.12 Basic earnings per security <i>(item 9.1)</i>	.008	.007
1.13 Diluted earnings per security <i>(item 9.1)</i>	.008	.007
1.14 Dividends per security <i>(item 9.1)</i>	0	0

Comparison of half-year profits*(Preliminary final statement only)*

	Current period - \$A'000	Previous corresponding period - \$A'000
2.1 Consolidated profit (loss) after tax attributable to members reported for the 1st half year <i>(item 1.11 in the half yearly statement)</i>	0	0
2.2 Consolidated profit (loss) after tax attributable to members for the 2nd half year	173,035	0

Consolidated balance sheet

(See note 5)

(as per paragraphs 68-69 of AASB 101: Financial Statement Presentation)

Current assets		Current period - \$A'000	Previous corresponding period - \$A'000
3.1	Cash and cash equivalents	567,385	0
3.2	Trade and other receivables	0	0
3.3	Inventories	0	0
3.4	Other current assets (provide details if material)	130,100	0
3.5	Total current assets	697,485	0
Non-current assets			
3.6	Available for sale investments	0	0
3.7	Other financial assets	0	0
3.8	Investments in associates	0	0
3.9	Deferred tax assets	0	0
3.10	Exploration and evaluation expenditure capitalised (see para. 71 of AASB 1022 – new standard not yet finalised)	0	0
3.11	Development properties	0	0
3.12	Land held for development	2,109,800	0
3.13	Investment properties	0	0
3.14	Goodwill	0	0
3.15	Other intangible assets	0	0
3.16	Other (provide details if material)	0	0
3.17	Total non-current assets	2,109,800	0
3.18	Total assets	2,807,285	0
Current liabilities			
3.19	Trade and other payables	24,250	0
3.20	Short term borrowings	0	0
3.21	Current tax payable	0	0
3.22	Short term provisions	0	0
3.23	Current portion of long term borrowings	0	0
3.24	Other current liabilities (provide details if material)	0	0
		24,250	0
3.25	Liabilities directly associated with non-current assets classified as held for sale (para 38 of AASB 5)	0	0
3.26	Total current liabilities	24,250	0
Non-current liabilities			

		Current period - \$A'000	Previous corresponding period - \$A'000
3.27	Long-term borrowings	844,000	0
3.28	Deferred tax liabilities	0	0
3.29	Long term provisions	0	0
3.30	Other (provide details if material)	0	0
3.31	Total non-current liabilities	0	0
3.32	Total liabilities	868,250	0
3.33	Net assets	1,939,035	0
	Equity		
3.34	Share capital	2,507,680	1,162,680
3.35	Other reserves	555,528	134,728
3.36	Retained earnings	(1,124,173)	(1,297,408)
	Amounts recognised directly in equity relating to non-current assets classified as held for sale		
3.37	Parent interest		
3.38	Minority interest		
3.39	Total equity	1,939,035	0

Consolidated statement of changes in equity

(as per paragraphs 96-97 of AASB 101: Presentation of Financial Statements)

	Current period – A\$'000	Previous corresponding period – A\$'000
Revenues recognised directly in equity:	300,000	0
Expenses recognised directly in equity:	126,965	0
4.1 Net income recognised directly in equity	173,035	0
4.2 Profit for the period	173,035	0
4.3 Total recognised income and expense for the period	173,035	0
Attributable to:		
4.4 Members of the parent	173,035	0
4.5 Minority interest		
Effect of changes in accounting policy (as per AASB 108: Accounting Policies, Changes in Accounting Estimates and Errors):		
4.6 Members of the parent entity		
4.7 Minority interest		

Consolidated statement of cash flows

(See note 6)

(as per AASB 107: Cash Flow Statements)

	Current period - \$A'000	Previous corresponding period - \$A'000
Cash flows related to operating activities		
5.1 Receipts from customers	300,000	0
5.2 Payments to suppliers and employees	126,965	0
5.3 Interest and other costs of finance paid		
5.4 Income taxes paid		
5.5 Other (provide details if material)		
5.6 Net cash used in operating activities	173,035	0
Cash flows related to investing activities		
5.7 Payments for purchases of property, plant and equipment	1,689,000	0
5.8 Proceeds from sale of property, plant and equipment		
5.9 Payment for purchases of equity investments	100	0
5.10 Proceeds from sale of equity investments		
5.11 Loans to other entities	130,000	0
5.12 Loans repaid by other entities		
5.13 Interest and other items of similar nature received		
5.14 Dividends received		
5.15 Other (provide details if material)		
5.16 Net cash used in investing activities	1,819,100	0
Cash flows related to financing activities		
5.17 Proceeds from issues of securities (shares, options, etc.)	1,345,000	0
5.18 Proceeds from borrowings	844,000	0
5.19 Repayment of borrowings		
5.20 Dividends paid		
5.21 Other (provide details if material)		
5.22 Net cash used in financing activities	2,189,000	0
Net increase (decrease) in cash and cash equivalents		
5.23 Cash at beginning of period (see Reconciliations of cash)	0	0
5.24 Exchange rate adjustments to item 5.23		
5.25 Cash at end of period (see Reconciliation of cash)	567,385	0

Reconciliation of cash provided by operating activities to profit or loss

(as per paragraph Aus20.1 of AASB 107: Cash Flow Statements)

	Current period \$A'000	Previous corresponding period \$A'000
6.1 Profit (item 1.9)	173,035	0
Adjustments for:		
6.2 Increase in accounts payable	24,250	0
6.3 Increase in issues of ordinary shares	1,345,000	
6.4 Increase in borrowings	844,000	
6.5 Increase in Receivables	(130,000)	
6.6 Increase in Units in Assoc. Entity	100	
6.7 Increase in Land for development	(1,689,000)	
6.8 Increase/decrease in		
6.9 Increase/decrease in		
6.10 Net cash from operating activities (item 5.6)	567,385	0

Notes to the financial statements

Details of revenues and expenses

(see note 16)

(Where items of income and expense are material, disclose nature and amount below in accordance with paragraphs 86-87 of AASB 101: Presentation of Financial Statements)

	Current period - \$A'000	Previous corresponding period - \$A'000
Revenue		
Management fees received	300,000	0
7.1 Total Revenue		
Expenses		
Office and administrative expenses	75,924	0
Director's fees	36,000	0
Travelling expenses	15,041	0
7.2 Total Expenses	126,965	0
Profit (loss) before tax	173,035	0

Ratios

	Current period	Previous corresponding period
Profit before tax / revenue		
8.1 Consolidated profit (loss) before tax (item 1.5) as a percentage of revenue (item 1.1)	57.6%	0
Profit after tax / equity interests		
8.2 Consolidated profit (loss) after tax attributable to members (item 1.11) as a percentage of equity (similarly attributable) at the end of the period (item 3.37)	57.6%	0

Earnings per Security

- 9.1 Provide details of basic and fully diluted EPS in accordance with paragraph 70 and Aus 70.1 of AASB 133: Earnings per Share below:

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Dividends

- 10.1 Date the dividend is payable

n/a

- 10.2 Record date to determine entitlements to the dividend (i.e. on the basis of registrable transfers received up to 5.00 pm if paper based, or by 'End of Day' if a proper ASTC/CHESS transfer)

n/a

- 10.3 If it is a final dividend, has it been declared?

(Preliminary final report only)

- 10.4 The dividend or distribution plans shown below are in operation.

n/a

The last date(s) for receipt of election notices to the dividend or distribution plans

n/a

- 10.5 Any other disclosures in relation to dividends or distributions

n/a

Dividends paid or provided for on all securities

(as per paragraph Aus126.4 AASB 101: Presentation of Financial Statements)

	Current period - \$A'000	Previous corresponding period - \$A'000	Franking rate applicable
Dividends paid or provided for during the reporting period	0	0	0
10.6 Current year interim	0	0	0
10.7 Franked dividends			
10.8 Previous year final	0	0	0
10.9 Franked dividends			
Dividends proposed and not recognised as a liability	0	0	0
10.10 Franked dividends	0	0	0

Dividends per security

(as per paragraph Aus126.4 of AASB 101: Presentation of Financial Statements)

	Current year	Previous year	Franking rate applicable
Dividends paid or provided for during the reporting period	0	0	0
10.11 Current year interim	0	0	0
10.12 Franked dividends – cents per share			
10.13 Previous year final	0	0	0
10.14 Franked dividends – cents per share			
Dividends proposed and not recognised as a liability	0	0	0
10.15 Franked dividends – cents per share	0	0	0

Exploration and evaluation expenditure capitalised

To be completed only by issuers with mining interests if amounts are material. Include all expenditure incurred regardless of whether written off directly against profit

	Current period \$A'000	Previous corresponding period \$A'000
11.1 Opening balance		
11.2 Expenditure incurred during current period		
11.3 Expenditure written off during current period		
11.4 Acquisitions, disposals, revaluation increments, etc.		
11.5 Expenditure transferred to Development Properties		
11.6 Closing balance as shown in the consolidated balance sheet (item 3.10)		

Development properties

(To be completed only by issuers with mining interests if amounts are material)

	Current period \$A'000	Previous corresponding period \$A'000
12.1 Opening balance		
12.2 Expenditure incurred during current period		
12.3 Expenditure transferred from exploration and evaluation		
12.4 Expenditure written off during current period		
12.5 Acquisitions, disposals, revaluation increments, etc.		
12.6 Expenditure transferred to mine properties		
12.7 Closing balance as shown in the consolidated balance sheet (item 3.11)		

Discontinued Operations

(see note 18)

(as per paragraph 33 of AASB 5: Non-current Assets Held for Sale and Discontinued Operations)

	Current period – A\$'000	Previous corresponding period – A\$'000
13.1 Revenue	0	0
13.2 Expense	0	0
13.3 Profit (loss) from discontinued operations before income tax	0	0
13.4 Income tax expense <i>(as per para 81 (h) of AASB 112)</i>	0	0
13.5 Gain (loss) on sale/disposal of discontinued operations	0	0
13.6 Income tax expense <i>(as per paragraph 81(h) of AASB 112)</i>	0	0

Movements in Equity

(as per paragraph 97 of AASB 101: Financial Statement Presentation)

		Number issued	Number listed	Paid-up value (cents)	Current period – A\$'000	Previous corresponding period – A\$'000
14.1	Preference securities <i>(description)</i>					
14.2	Balance at start of period					
14.3	a) Increases through issues					
14.4	a) Decreases through returns of capital, buybacks etc.					
14.5	Balance at end of period					
14.6	Ordinary securities <i>(description)</i>					
14.7	Balance at start of period	11,775,000	11,775,000	.098	1,162,680	2,225,246
14.8	a) Increases through issues	8,440,000	8,440,000	1.00	844,000	
		1,000,000	1,000,000	.50	500,000	
14.9	b) Decreases through returns of capital, buybacks etc.	0	0			
14.10	Balance at end of period	21,215,000	21,215,000		2,506,680	
14.11	Convertible Debt Securities <i>(description & conversion factor)</i>					
14.12	Balance at start of period					
14.13	a) Increases through issues					
14.14	b) Decreases through maturity, converted.					
14.15	Balance at end of period					

		Number issued	Number listed	Paid-up value (cents)	Current period – A\$'000	Previous corresponding period – A\$'000
14.16	Options (description & conversion factor)FIROC and FIROD					
14.17	Balance at start of period	4,229,632		.20	134,728	134,728
14.18	Issued during period	0		0		
14.19	Exercised during period	0		0		
14.20	Expired during period	0		0		
14.21	Balance at end of period	4,229,632		.20	134,728	134,728
14.22	Debentures (description)					
14.23	Balance at start of period					
14.24	a) Increases through issues					
14.25	b) Decreases through maturity, converted					
14.26	Balance at end of period					
14.27	Unsecured Notes (description)					
14.28	Balance at start of period					
14.29	a) Increases through issues					
14.30	b) Decreases through maturity, converted					
14.31	Balance at end of period					
14.32	Total Securities					

		Current period – A\$'000	Previous corresponding period – A\$'000
Reserves			
14.33	Balance at start of period	134,728	134,728
14.34	Transfers to/from reserves	420,800	0
14.35	Total for the period		
14.36	Balance at end of period	555,528	134,728
14.37	Total reserves		
Retained earnings			
14.38	Balance at start of period	(1,297,408)	(2,420,974)
14.39	Changes in accounting policy		1,123,566
14.40	Restated balance		
14.41	Profit for the balance	173,035	
14.42	Total for the period		
14.43	Dividends		
14.44	Balance at end of period	(1,124,173)	(1,297,408)

Details of aggregate share of profits (losses) of associates and joint venture entities

(equity method)

(as per paragraph Aus 37.1 of AASB 128: Investments in Associates and paragraph Aus 57.3 of AASB 131: Interests in Joint Ventures)

Name of associate or joint venture entity

Reporting entities percentage holding

		Current period - \$A'000	Previous corresponding period - \$A'000
15.1	Profit (loss) before income tax		
15.2	Income tax		
15.3	Profit (loss) after tax		
15.4	Impairment losses		
15.5	Reversals of impairment losses		
15.6	Share of non-capital expenditure contracted for (excluding the supply of inventories)		
15.7	Share of net profit (loss) of associates and joint venture entities		

Control gained over entities having material effect

(See note 8)

16.1 Name of *issuer* (or *group*)

16.2 Consolidated profit (loss) after tax of the *issuer* (or *group*) since
the date in the current period on which control was acquired

16.3 Date from which profit (loss) in *item 16.2* has been calculated

16.4 Profit (loss) after tax of the *issuer* (or *group*) for the whole of the
previous corresponding period

\$A'000

Loss of control of entities having material effect*(See note 8)*17.1 Name of *issuer* (or *group*)17.2 Consolidated profit (loss) after tax of the entity (or *group*) for the current period to the date of loss of control17.3 Date from which the profit (loss) in *item 17.2* has been calculated17.4 Consolidated profit (loss) after tax of the entity (or *group*) while controlled during the whole of the previous corresponding period

17.5 Contribution to consolidated profit (loss) from sale of interest leading to loss of control

\$A'000

Material interests in entities which are not controlled entities*The economic entity has an interest (that is material to it) in the following entities.*

		Percentage of ownership interest (ordinary securities, units etc) held at end of period or date of disposal		Contribution to profit (loss) (<i>item 1.9</i>)	
18.1	Equity accounted associated entities	Current period	Previous corresponding period	Current period \$A'000	Previous corresponding period \$A'000
				<i>Equity accounted</i>	
18.2	Total				
18.3	Other material interests			Non equity accounted (i.e. part of <i>item 1.9</i>)	
18.4	Total				

Reports for industry and geographical segments

Information on the industry and geographical segments of the entity must be reported for the current period in accordance with AASB 114: Segment Reporting. Because of the different structures employed by entities, a pro forma is not provided. Segment information should be completed separately and attached to this statement. However, the following is the personation adopted in the Appendices to AASB 114 and indicates which amount should agree with items included elsewhere in this statement.

	Current period - \$A'000	Previous corresponding period - \$A'000
Segments		
Revenue:		
19.1 External sales		
19.2 Inter-segment sales		
19.3 Total (consolidated total equal to item 1.1)		
19.4 Segment result		
19.5 Unallocated expenses		
19.6 Operating profit (equal to item 1.5)		
19.7 Interest expense		
19.8 Interest income		
19.9 Share of profits of associates		
19.10 Income tax expense		
19.11 Net profit (consolidated total equal to item 1.9)		
Other information		
19.12 Segment assets		
19.13 Investments in equity method associates		
19.14 Unallocated assets		
19.15 Total assets (equal to item 3.18)		
19.16 Segment liabilities		
19.17 Unallocated liabilities		
19.18 Total liabilities (equal to item 3.32)		
19.19 Capital expenditure		
19.20 Depreciation		
19.21 Other non-cash expenses		

NTA Backing

(see note 7)

20.1	Current period	Previous corresponding period
Net tangible asset backing per ordinary security	.13 cents	Nil

Non-cash financing and investing activities

Details of financing and investing transactions which have had a material effect on consolidated assets and liabilities but did not involve cash flows are as follows. If an amount is quantified, show comparative amount.

21.1

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International Financial Reporting Standards

Under paragraph 39 of AASB 1: First-time Adoption of Australian Equivalents to International Financial Reporting Standards, an entity's first Australian-equivalents-to-IFRS's financial report shall include reconciliations of its equity and profit or loss under previous GAAP to its equity and profit or loss under Australian equivalents to IFRS's. See IG63 in the appendix to AASB 1 for guidance.

22.1

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Under paragraph 4.2 of AASB 1047: Disclosing the Impacts of Adopting Australian Equivalents to International Financial Reporting Standards, an entity must disclose any known or reliably estimable information about the impacts on the financial report had it been prepared using the Australian equivalents to IFRSs or if the aforementioned impacts are not known or reliably estimable, a statement to that effect.

22.2

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Comments by directors

Comments on the following matters are required by the Exchange or, in relation to the half yearly statement, by AASB 134: Interim Financial Reporting. The comments do not take the place of the directors' report and statement (as required by the Corporations Act) but may be incorporated into the directors' report and statement. For both half yearly and preliminary final statements, if there are no comments in a section, state NIL. If there is insufficient space in comment, attach notes to this statement.

Basis of accounts preparation

If this statement is a half yearly statement, it is a general purpose financial report prepared in accordance with the listing rules and AASB 134: Interim Financial Reporting. It should be read in conjunction with the last annual report and any announcements to the market made by the issuer during the period. This report does not include all notes of the type normally included in an annual financial report [Delete if inapplicable.]

A description of each event since the end of the current period which has had a material effect and is not related to matters already reported, with financial effect quantified (if possible). In a half yearly report, provide explanatory comments about any seasonal or irregular factors affecting operations (as per paragraphs 16(b), 16(b) and Aus 16.1 of AASB 134: Interim Financial Reporting)

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Any other factors which have affected the results in the period, or which are likely to affect results in the future, including those where the effect could not be quantified.

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Franking credits available and prospects for paying fully or partly franked dividends for at least the next year

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Changes in accounting policies, estimation methods and measurement bases since the last annual report are disclosed as follows.

(Disclose changes in the half yearly statement in accordance with paragraph 16(a) of AASB 134: Interim Financial Reporting. Disclose changes in the preliminary final statement in accordance with paragraphs 28-29 of 108: Accounting Policies, Changes in Accounting Estimates and Errors.)

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An *issuer* shall explain how the transition from previous GAAP to Australian equivalents to IFRS' affected its reported financial position, financial performance and cash flows. (as per paragraph 38 of AASB 1: First-time Adoption of Australian Equivalents to International Financial Reporting Standards)

Revisions in estimates of amounts reported in previous periods. For half yearly reports the nature and amount of revisions in estimates of amounts reported in previous annual reports if those revisions have a material effect in this half year (as per paragraph 16(d) of AASB 134: Interim Financial Reporting)

Changes in contingent liabilities or assets. For half yearly reports, changes in contingent liabilities and contingent assts since the last annual report (as per paragraph 16(j) of AASB 134: Interim Financial Reporting)

The nature and amount of items affecting assets, liabilities, equity, profit or loss, or cash flows that are unusual because of their nature, size or incidence (as per paragraph 16(c) of AASB 134: Interim Financial Reporting)

Effect of changes in the composition of the entity during the interim period, including business combinations, acquisition or disposal of subsidiaries and long-term investments, restructurings and discontinued operations (as per paragraph 16(i) of AASB 134: Interim Financial Reporting)

Annual meeting*(Preliminary final statement only)*

The annual meeting will be held as follows:

Place

Sydney

Date

14 November 2012

Time

11 am

Approximate date the annual report will be available

14 October 2012

Compliance statement

1. This statement has been prepared under accounting policies which comply with accounting standards as defined in the *Corporations Act* or other standards acceptable to the Exchange (see note 13).

Identify other standards used

2. This statement, and the financial statements under the *Corporations Act* (if separate), use the same accounting policies.
3. This statement does/does not* (*delete one*) give a true and fair view of the matters disclosed (see note 2).

4. This statement is based on financial statements to which one of the following applies:

- ☐ The financial statements have been audited. ☐ The financial statements have been subject to review by a registered auditor (or overseas equivalent).
- ☐ The financial statements are in the process of being audited or subject to review. ☒ The financial statements have *not* yet been audited or reviewed.

5. If the accounts have been or are being audited or subject to review and the audit report is not attached, details of any qualifications are attached/will follow immediately they are available* (*delete one*). (*Half yearly statement only - the audit report must be attached to this statement if the statement is to satisfy the requirements of the Corporations Act.*)

6. The issuer has/does not have* (*delete one*) a formally constituted audit committee.

Sign here:

M-C. Newcomb
(Director/Company secretary)

Date:

13 September 2012

Print name:

MICHAEL CHARLES UNICOMB