

Clifroy Limited

**Financial Statements
for the half-year ended
31 December 2012**

Clifroy Limited
ABN 31 114 604 358
Directors' Report

Your directors submit the financial report of the company for the half-year ended 31 December 2012.

Directors

The names of directors who held office during the half year and until the date of this report are as below:

Adrian Howard Nelson

Michelle Kellie Burns

Jenny Maree Farrar

Yann Burden

Clare Elizabeth Carmody

Peter Raymond Hille

Jennifer Vivien Stephens

Lauren Mary Zoric (*Appointed 24 January 2013*)

Katherine Esther Kennedy (*Appointed 24 January 2013*)

Principal Activities

The principal activity of the company during the course of the financial period was in facilitating **Community Bank®** services under management rights to operate a franchised branch of Bendigo and Adelaide Bank Limited.

Review and Results of Operations

Operations have continued to perform in line with expectations. The net profit of the company for the financial period after the provision of income tax was: \$74,597 [2011: \$65,921].

Matters Subsequent to the End of the Reporting Period

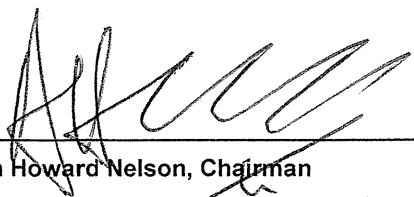
Bendigo Bank announced on 22 February 2013 that it has decided to reduce the trailer commission that it pays to the company on fixed rate home loans and term deposits greater than 90 days by 1/3 effective 1 April 2013. This will reduce the company's income stream and have a yet undetermined impact on profit and community donations.

There are no other matters or circumstances that have arisen since the end of the half year reporting period that have significantly affected or may significantly affect the operations of the company, the results of those operations or the state of affairs of the company.

Auditors' Independence Declaration

A copy of the auditors' independence declaration as required under section 307C of the *Corporations Act 2001* is set out on page 2.

Signed in accordance with a resolution of the directors at Clifton Hill, Victoria on 6 March 2013.




Adrian Howard Nelson, Chairman

Lead auditor's independence declaration under section 307C of the *Corporations Act 2001* to the directors of Clifroy Limited

I declare that, to the best of my knowledge and belief, during the half-year ended 31 December 2012 there have been no contraventions of:

- the auditor independence requirements as set out in the Corporations Act 2001 in relation to the review
- any applicable code of professional conduct in relation to the review.



Graeme Stewart
Andrew Frewin Stewart
61 Bull Street, Bendigo Vic 3550

Dated: 6 March 2013

Clifroy Limited
ABN 31 114 604 358
Statement of Comprehensive Income
for the half-year ended 31 December 2012

| | 2012 | 2011 |
|--|---------------|---------------|
| | \$ | \$ |
| Revenue from ordinary activities | 588,595 | 555,897 |
| Employee benefits expense | (250,110) | (221,781) |
| Charitable donations, sponsorship, advertising and promotion | (91,887) | (108,024) |
| Occupancy and associated costs | (51,409) | (49,874) |
| Systems costs | (10,574) | (10,235) |
| Depreciation and amortisation expense | (13,320) | (13,776) |
| Finance costs | (60) | (481) |
| General administration expenses | (64,668) | (60,516) |
| | <hr/> | <hr/> |
| Profit before income tax expense | 106,567 | 91,210 |
| Income tax expense | (31,970) | (25,289) |
| | <hr/> | <hr/> |
| Profit after income tax expense | 74,597 | 65,921 |
| | <hr/> | <hr/> |
| Total comprehensive income for the year attributable to members | 74,597 | 65,921 |
| | <hr/> <hr/> | <hr/> <hr/> |
| Earnings per Share | <u>c</u> | <u>c</u> |
| Basic from profit for the period: | 8.6 | 7.6 |

The accompanying notes form part of these financial statements.

Clifroy Limited
ABN 31 114 604 358
Balance Sheet
as at 31 December 2012

| | 31-Dec 2012 \$ | 30-Jun 2012 \$ |
|--------------------------------------|-------------------------------|-------------------------------|
| ASSETS | | |
| Current Assets | | |
| Cash assets | 439,656 | 442,916 |
| Trade and other receivables | 101,954 | 86,386 |
| Total Current Assets | <u>541,610</u> | <u>529,302</u> |
| Non-Current Assets | | |
| Property, plant and equipment | 213,704 | 212,945 |
| Intangible assets | 42,811 | 49,753 |
| Deferred tax asset | 9,849 | 7,154 |
| Total Non-Current Assets | <u>266,364</u> | <u>269,852</u> |
| Total Assets | <u>807,974</u> | <u>799,154</u> |
| LIABILITIES | | |
| Current Liabilities | | |
| Trade and other payables | 33,233 | 37,836 |
| Current tax liabilities | 18,194 | 3,064 |
| Borrowings | 4,968 | 4,968 |
| Provisions | 20,024 | 13,854 |
| Total Current Liabilities | <u>76,419</u> | <u>59,722</u> |
| Non-Current Liabilities | | |
| Borrowings | 2,182 | 4,284 |
| Provisions | 14,547 | 12,553 |
| Total Non-Current Liabilities | <u>16,729</u> | <u>16,837</u> |
| Total Liabilities | <u>93,148</u> | <u>76,559</u> |
| Net Assets | <u>714,826</u> | <u>722,595</u> |
| Equity | | |
| Issued capital | 753,928 | 753,928 |
| Accumulated losses | (39,102) | (31,333) |
| Total Equity | <u>714,826</u> | <u>722,595</u> |

The accompanying notes form part of these financial statements.

Clifroy Limited
ABN 31 114 604 358
Statement of Changes in Equity
for the half-year ended 31 December 2012

| | Issued Capital \$ | Accumulated Losses \$ | Total Equity \$ |
|--|----------------------------------|--------------------------------------|--------------------------------|
| Balance at 1 July 2011 | 753,928 | 7,319 | 761,247 |
| Total comprehensive income for the year | <u>-</u> | <u>65,921</u> | <u>65,921</u> |
| | 753,928 | 73,240 | 827,168 |
| Transactions with owners in their capacity as owners: | | | |
| Shares issued during period | - | - | - |
| Costs of issuing shares | - | - | - |
| Dividends provided for or paid | <u>-</u> | <u>-</u> | <u>-</u> |
| Balance at 31 December 2011 | <u>753,928</u> | <u>73,240</u> | <u>827,168</u> |
| | | | |
| Balance at 1 July 2012 | 753,928 | (31,333) | 722,595 |
| Total comprehensive income for the year | <u>-</u> | <u>74,597</u> | <u>74,597</u> |
| | 753,928 | 43,264 | 797,192 |
| Transactions with owners in their capacity as owners: | | | |
| Shares issued during period | - | - | - |
| Costs of issuing shares | - | - | - |
| Dividends provided for or paid | <u>-</u> | <u>(82,366)</u> | <u>(82,366)</u> |
| Balance at 31 December 2012 | <u>753,928</u> | <u>(39,102)</u> | <u>714,826</u> |

The accompanying notes form part of these financial statements.

Clifroy Limited
ABN 31 114 604 358
Cash Flow Statement
for the half-year ended 31 December 2012

| | 2012 | 2011 |
|--|------------------------------|------------------------------|
| | \$ | \$ |
| Cash Flows From Operating Activities | | |
| Receipts from customers | 636,791 | 598,205 |
| Payments to suppliers and employees | (536,312) | (501,577) |
| Interest paid | (60) | (481) |
| Interest received | 7,462 | 1,951 |
| Income taxes paid | (19,535) | - |
| Net cash provided by operating activities | <u>88,346</u> | <u>98,098</u> |
| Cash Flows From Investing Activities | | |
| Payments for property, plant and equipment | (7,138) | - |
| Net cash used in investing activities | <u>(7,138)</u> | <u>-</u> |
| Cash Flows From Financing Activities | | |
| Repayment of borrowings | (2,102) | (1,943) |
| Dividends paid | (82,366) | (69,361) |
| Net cash used in financing activities | <u>(84,468)</u> | <u>(71,304)</u> |
| Net increase/(decrease) in cash held | (3,260) | 26,794 |
| Cash at the beginning of the financial year | 442,916 | 461,796 |
| Cash at the end of the half-year | <u><u>439,656</u></u> | <u><u>488,590</u></u> |

The accompanying notes form part of these financial statements.

Clifroy Limited
ABN 31 114 604 358
Notes to the financial statements
for the half-year ended 31 December 2012

Note 1. Summary of Significant Accounting Policies

Statement of Compliance

The half-year financial statements are a general purpose financial report prepared in accordance with the requirements of the *Corporations Act 2001* and Australian Accounting Standard *AASB 134: Interim Financial Reporting*. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard *IAS 34: Interim Financial Reporting*.

Basis of Preparation

The half-year financial report is intended to provide users with an update on the latest annual financial statements and does not include all the notes of the type normally included in an annual financial report. Accordingly the report shall be read in conjunction with the annual financial report for the year ended 30 June 2012 and any public announcements made by the company during the period.

The same accounting policies and methods of computation have been followed in this interim financial report as were applied in the most recent annual financial statements and the previous corresponding interim period.

The half-year financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of selected non-current assets, financial assets and financial liabilities for which the fair value basis of accounting has been applied.

There are no new and revised Accounting Standards or amendments thereof and Interpretations effective for the current reporting period relevant to the company that were not disclosed in the annual financial report for the year ended 30 June 2012.

Note 2. Events Subsequent to Reporting Date

Bendigo Bank announced on 22 February 2013 that it has decided to reduce the trailer commission that it pays to the company on fixed rate home loans and term deposits greater than 90 days by 1/3 effective 1 April 2013. This will reduce the company's income stream and have a yet undetermined impact on profit and community donations.

There have been no other events subsequent to reporting date that would materially effect the financial statements at the reporting date.

Note 3. Contingent Assets and Liabilities

There were no contingent assets or liabilities at the date of this report to affect the financial statements.

Note 4. Segment Reporting

The economic entity operates in a single service sector where it facilitates community banking services in the Clifton Hill, North Fitzroy and neighbouring suburbs of Melbourne, Victoria pursuant to a franchise agreement with Bendigo and Adelaide Bank Limited.

Note 5. Related Parties

Arrangements with related parties continue to be in place. For details on these arrangements, refer to the 30 June 2012 annual financial report.

Note 6. Dividends Paid/Provided

| | <u>2012</u> <u>Cents</u> | <u>2012</u> <u>\$</u> | <u>2011</u> <u>Cents</u> | <u>2011</u> <u>\$</u> |
|---|-----------------------------|--------------------------|-----------------------------|--------------------------|
| Unfranked dividend declared and paid during the period: | 9.5 | 82,366 | 8 | 69,361 |

Clifroy Limited
ABN 31 114 604 358
Directors' Declaration

In the opinion of the directors of Clifroy Limited ("the company"):

- 1 The financial statements and notes thereto are in accordance with the *Corporations Act 2001* including:
 - (a) giving a true and fair view of the financial position of the entity as at 31 December 2012 and of its performance, as represented by the results of its operations and cash flows for the half-year ended on that date;
 - (b) complying with Australian Accounting Standard *AASB 134 Interim Financial Reporting* and the *Corporations Regulations 2001*; and
- 2 There are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable.

Signed in accordance with a resolution of the directors made pursuant to s.303(5) of the *Corporations Act 2001*.

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



Adrian Howard Nelson, Chairman

Dated this 6th day of March 2013.

Independent auditor's review report to the members of Clifroy Limited

Report on the half-year financial report

We have reviewed the accompanying half-year financial report of Clifroy Limited, which comprises the balance sheet as at 31 December 2012, the statement of comprehensive income, statement of changes in equity and cash flow statement for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information and the directors' declaration.

Directors' responsibility for the half-year financial report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes designing, implementing and maintaining internal control relevant to the preparation and fair presentation of the half-year financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with the Auditing Standard on Review Engagements ASRE 2410: Review of a Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the company's financial position as at 31 December 2012 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of Clifroy Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

While we considered the effectiveness of management's internal controls over financial reporting when determining the nature and extent of our procedures, our review was not designed to provide assurance on internal controls.

Our review did not involve an analysis of the prudence of business decisions made by directors or management.

Independence

In conducting our review we have complied with the independence requirements of the *Corporations Act 2001*.

Auditor's opinion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Clifroy Limited is not in accordance with the *Corporations Act 2001* including:

- giving a true and fair view of the company's financial position at 31 December 2012 and of its performance for the half-year ended on that date
- complying with Accounting Standard AASB 134: Interim Financial Reporting and the Corporations Regulations 2001.

A handwritten signature in black ink, appearing to read 'Graeme Stewart', written over a horizontal line.

Graeme Stewart

Andrew Frewin Stewart

61 Bull Street Bendigo Vic 3550

Dated: 6 March 2013