



FACSIMILE TRANSMITTAL SHEET

TO:	FROM:
Mr George Wyatt	Robert Payne
COMPANY:	DATE:
Bendigo Stock Exchange	12 SEPTEMBER
Company Announcements Office	
FAX NUMBER:	TOTAL NO. OF PAGES INCLUDING COVER:
03 5444 0033	
PHONE NUMBER:	SENDER'S REFERENCE NUMBER:
03 5444 0055	
RE:	YOUR REFERENCE NUMBER:
Annexure 3A	

☐ URGENT ☒ FOR REVIEW ☐ PLEASE COMMENT ☐ PLEASE REPLY ☐ PLEASE RECYCLE

NOTES/COMMENTS:

Please find enclosed the Annexure 3A final.

A handwritten signature in black ink, appearing to be 'Robert Payne', is written over a horizontal line.



12 September 2003

Mr Ian Craig
Listing Manager
Bendigo Stock Exchange
1/257 Collins Street
Melbourne, VIC 3000

Dear Ian:

Attached is Annexure 3A for State Development Fund Limited for the year ended 30 June 2003. SDF closed its capital raising issue on the 12 May 2003 and listed on the BSX on 4 June 2003.

The accounts as presented, represent one months activity of the underlying investments of the fund, namely Auspep Holdings Pty Ltd and its wholly owned subsidiary Auspep Pty Ltd, and Australian Regional Airports Pty Ltd and its 49% interest in the Burnie Airport Corporation. In addition, the accounts include the full years establishment costs of SDF of \$761K, primarily relating to capital raising and issue costs, which have been written off in these accounts

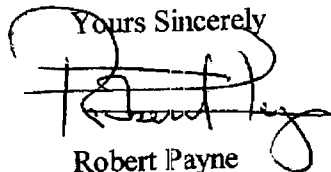
Operating revenue of the group for the period was \$270K but due to the expenses mentioned above a loss of \$402K was recorded.

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A.C.N. 093 639 064

E mail: robertp@statedevelopmentfund.com
Website: www.statedevelopmentfund.com

The company's underlying investments are both performing to expectation as outlined in detail in the Shareholders Information Bulletin released to the market and the company's shareholders and the directors will further report in the forthcoming Annual Report and at the Annual General Meeting to be held in early November 2003.

As per our discussion, I will be in contact with you directly with regard to shares on issue as stated in the current Annexure 3A.

Yours Sincerely


Robert Payne
Chief Executive Officer
State Development Fund Limited

*Direct further enquiries to
Dr Robert Payne
State Development Fund Limited
Suite 712, 530 Little Collins Street
Melbourne, Victoria, 3000*



Annexure 3A

BSX Listing Rules

Half yearly/Yearly Disclosure

References

Version 1, Operative 23/8/2000

Chapter 3, BSX Listing Rules

STATE DEVELOPMENT FUND LIMITED

Name of entity

093 639 064

ABN, ACN or ARBN

Half yearly (tick)

Annual (tick)

☐
☒

Financial year ended 30 /6/03

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

Summary

			\$A,000
Sales revenue or operating revenue	up	NA	270
(loss) before abnormal items and after tax	down	NA	(414)
Abnormal items before tax		gain (loss) of	-
(loss) after tax but before outside equity interests	down	NA	(414)
Extraordinary items after tax attributable to members		gain (loss) of	-
(loss) for the period attributable to members	down	NA	(402)

Dividends (distributions)

Franking rate applicable

NA

Current period

Final

NA¢

Interim

NA¢

Previous corresponding period

Final

NA¢

Interim

NA¢

Record date for determining entitlements to the dividend, (in the case of a trust distribution)

NA

Annexure 3A
Half Yearly/Yearly Disclosure

Short details of any bonus or cash issue or other items(s) of importance not previously released to BSX:

NA

Consolidated profit and loss account

	Current period \$A'000	Previous corresponding period \$A'000
Sales revenue or operating revenue	270	-
Expenses from ordinary activities	(761)	(220)
Borrowing costs		-
Share of net profit (loss) of associates and joint venture entities	76	-
Profit (loss) from ordinary activities before tax	(415)	(220)
Income tax on ordinary activities	(1)	-
Profit (loss) from ordinary activities after tax	(414)	(220)
Outside equity interests	(12)	-
Profit (loss) from ordinary activities after tax attributable to members	(402)	(220)
Profit (loss) from extraordinary activities after tax attributable to members	-	-
Profit (loss) for the period attributable to members	(402)	(220)
Retained profits (accumulated losses) at the beginning of the financial period	(224)	(4)
Net transfers to and from reserves		-
Net effect of changes in accounting policies	-	-
Dividends paid or payable	-	-
Retained profits (accumulated losses) at end of financial period	(626)	(224)

Annexure 3A
Half Yearly/Yearly Disclosure

Profit restated to exclude amortisation of goodwill

	Current period \$A'000	Previous corresponding period \$A'000
Profit (loss) from ordinary activities after tax before outside equity interests and amortisation of goodwill	(411)	(220)
Less (plus) outside equity interests	(12)	
Profit (loss) from ordinary activities after tax (before amortisation of goodwill) attributable to members	(399)	(220)

Revenue and expenses from operating activities

	Current period \$A'000	Previous corresponding period \$A'000
Details of revenue and expenses		
Sales	270	-
Cost of sales	(158)	
Employee Remuneration	(202)	(122)
Legal fees	-	(80)
Marketing	(45)	-
Director remuneration	(230)	-
Other Expenses	(126)	(18)

Intangible and extraordinary items

	Consolidated - current period		
	Before tax \$A'000	Related tax \$A'000	After tax \$A'000
Amortisation of goodwill	3	NA	NA
Amortisation of other intangibles			
Total amortisation of intangibles	3	NA	NA
Extraordinary items (details)	NA	NA	NA
Total extraordinary items	NA	NA	NA

Annexure 3A Half Yearly/Yearly Disclosure

Comparison of half year profits (Annual statement only)

	Current year - \$A'000	Previous year - \$A'000
Consolidated profit (loss) from ordinary activities after tax attributable to members reported for the 1st half year	NA	(136)
Consolidated profit (loss) from ordinary activities after tax attributable to members for the 2nd half year	(402)	(84)

Consolidated balance sheet

Current assets	At end of current period \$A'000	As shown in last annual report \$A'000	As in last half yearly statement \$A'000
Cash	270	2	5
Receivable	489	-	-
Investments	-	-	-
Inventories	161	-	-
Other (provide details if material)			
Prepayment		37	
Capitalised Capital Raising Cost		126	65
Total current assets	920	165	70
Non-current assets			
Receivables		-	-
Investments	978	500	-
Inventories		-	
Other property, plant and equipment (net)	339	4	3
Intangibles (net)	4347	-	-
Other (provide details if material)	66	-	200
Other Financial Assets			
Total non-current assets	5730	504	203
Total assets	6650	669	273
Current liabilities			
Accounts payable	364	164	145

Annexure 3A
Half Yearly/Yearly Disclosure

Borrowings	11	145	65
Provisions	96		-
Other (provide details if material)			
Other	36		
Total current liabilities	507	309	210
Non-current liabilities			-
Accounts payable		-	-
Borrowings	29	-	-
Provisions		-	-
Other (provide details if material)		-	-
Amount owed to Director related entity	132		
Total non-current liabilities	161	-	-
Total liabilities	668	309	210
Net assets	5982	360	63
Equity			
Capital	5529	584	204
Asset Revaluation Reserves	488	-	
Retained profits (accumulated losses)	(626)	(224)	(141)
Equity attributable to members of the parent entity	5391	360	63
Outside equity interests in controlled entities	591	-	-
Total equity	5982	360	63
Preference capital and related premium included	NA	NA	NA

Consolidated statement of cash flows

Cash flows related to operating activities

	Current period \$A'000	Previous corresponding period \$A'000
Receipts from customers	249	-
Payments to suppliers and employees	(690)	(140)
Dividends received	-	
Interest and other items of similar nature received	1	

Annexure 3A
Half Yearly/Yearly Disclosure

received		
Interest and other costs of finance paid		
Income taxes paid		
Other (provide details if material)		
Net operating cash flows	(440)	(140)
Cash flows related to investing activities		
Payments for purchases of property, plant and equipment	(2)	(3)
Proceeds from sale of property, plant and equipment		
Payment for purchases of equity investments	(4347)	(500)
Proceeds from sale of equity investments		
Loans to other entities		
Loans repaid by other entities		
Other (provide details if material)		
Net investing cash flows	(4349)	(503)
Cash flows related to financing activities		
Proceeds from issues of securities (shares, options, etc.)	5070	500
Proceeds from borrowings		145
Repayment of borrowings	(13)	
Dividends paid		
Other (provide details if material)		
Net financing cash flows	5057	645
Net increase (decrease) in cash held	268	2
Cash at beginning of period (see Reconciliation of cash)	2	
Exchange rate adjustments	-	-
Cash at end of period (see Reconciliation of cash)	270	2

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.

NA

Annexure 3A
Half Yearly/Yearly Disclosure

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Reconciliation of cash

Reconciliation of cash at the end of the period (as shown in the consolidated statement of cash flows) to the related items in the accounts is as follows.

	Current period \$A'000	Previous corresponding period \$A'000
Cash on hand and at bank	270	2
Deposits at call		-
Bank overdraft		-
Other (provide details)		-
Total cash at end of period	270	2

Ratios

	Current period	Previous corresponding period
Profit before tax/sales		
Consolidated profit (loss) from ordinary activities before tax as a percentage of sales revenue	(1.54)	NA
Profit after tax/equity interests		
Consolidated profit (loss) from ordinary activities after tax attributable to members as a percentage of equity (similarly attributable) at the end of the period	(0.07)	(0.61)

Earnings per security (EPS)

	Current period	Previous corresponding period
Calculation of basic, and fully diluted, EPS in accordance with AASB 1027: Earnings per Share		
(a) Basic EPS	(\$0.020)	(\$0.03)
(b) Diluted EPS (if materially different from (a))	NA	NA

NTA backing

	Current period	Previous corresponding period
Net tangible asset backing per ordinary security	0.08	0.049

Annexure 3A Half Yearly/Yearly Disclosure

Details of specific receipts/outlays, revenues/expenses

	Current period A\$'000	Previous corresponding period A\$'000
Interest revenue included	-	-
Interest revenue included but not yet received (if material)	-	-
Interest costs excluded from borrowing costs capitalised in asset values	-	-
Outlays (excepts those arising from the acquisition of an existing business) capitalised in intangibles (if material)	-	-
Depreciation (excluding amortisation of intangibles)	12	-
Other specific relevant items	-	-

Control gained over entities having material effect

Name of entity

Auspep Holding Pty Ltd

Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the entity since the date in the current period on which control was acquired

\$(21,970)

Date from which such profit has been calculated

1 June 2003

Profit (loss) from ordinary activities and extraordinary items after tax of the entity for the whole of the previous corresponding period

\$Nil

Control gained over entities having material effect

Name of entity

Australian Regional Airport Pty Ltd

Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the entity since the date in the current period on which control was acquired

\$(10,089)

Date from which such profit has been calculated

1 June 2003

Profit (loss) from ordinary activities and extraordinary items after tax of the entity for the whole of the previous corresponding period

\$(113)

Annexure 3A Half Yearly/Yearly Disclosure

Loss of control of entities having material effect

Name of entity	NA
Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the entity for the current period to the date of loss of control	\$NA
Date from which the profit (loss) has been calculated	NA
Consolidated profit (loss) from ordinary activities and extraordinary items after tax of the entity while controlled during the whole of the previous corresponding period	\$NA
Contribution to consolidated profit (loss) from ordinary activities and extraordinary items from sale of interest leading to loss of control	\$NA

Reports for industry and geographical segments

Segments

The company operates as a registered Pooled Development Fund under the Pooled Development Fund Act 1992(Cth) ("PDF Act") solely within the Australian investment sector.

Dividends

Date the dividend is payable	NA
Record date to determine entitlements to the dividend (ie. on the basis of registrable transfers received up to 5.00 pm)	NA

Amount per security

		Franking rate applicable			
			%	%	%
<i>(annual report only)</i>					
Final dividend:	Current year	NA¢	N/A	NA¢	N/A
	Previous year	NA¢	NA¢	NA¢	NA¢
<i>(Half yearly and annual statements)</i>					
Interim dividend:	Current year	NA¢	N/A	NA¢	N/A

Annexure 3A
Half Yearly/Yearly Disclosure

Previous year	NA¢	NA¢	NA¢	NA¢
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Annexure 3A
Half Yearly/Yearly Disclosure

Total annual dividend (distribution) per security
(Annual statement only)

	Current year	Previous year
Ordinary securities	NA¢	NA¢
Preference securities	NA¢	NA¢

Total dividend (distribution)

	Current period \$A'000	Previous corresponding period - \$A'000
Ordinary securities	\$-	\$-
Preference securities	\$-	\$-
Total	\$-	\$-

Half yearly report – interim dividend (distribution) on all securities or Annual report – final dividend (distribution) on all securities

	Current period \$A'000	Previous corresponding period - \$A'000
Ordinary securities	\$-	\$-
Preference securities	\$-	\$-
Total	\$-	\$-

The dividend or distribution plans shown below are in operation.

NA

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

Any other disclosures in relation to dividends (distributions)

NA

Annexure 3A Half Yearly/Yearly Disclosure

Equity accounted associated entities and other material interests

Equity accounting information attributable to the economic entity's share of investments in associated entities must be disclosed in a separate notice. See AASB 1016: Disclosure of Information about Investments in Associated Companies.

Entities share of:	Current period A\$'000	Previous corresponding period A\$'000
Profit (loss) from ordinary activities before tax.	76	NA
Income tax	-	
Profit (loss) from ordinary activities after tax	76	NA
Extraordinary items net of tax	-	
Net profit (loss)	76	NA
Outside equity interests	-	
Net profit (loss) attributable to members	76	NA

Material interests in entities which are not controlled entities

The entity has an interest (that is material to it) in the following entities.

Name of entity	Percentage of ownership interest held at end of period or date of disposal		Contribution to profit (loss) from ordinary activities and extraordinary items after tax	
Equity accounted associates and joint venture entities	Current period	Previous corresponding period	Current period \$A'000	Previous corresponding period \$A'000
Burnie Airport Corporation Pty Ltd as Trustee for the Burnie Airport Corporation Unit Trust.	49%	-	76	-
	-	-	-	-
	-	-	-	-
Total			76	

Annexure 3A
Half Yearly/Yearly Disclosure

Other material interests	NA	NA	NA	NA
Total	NA	NA	NA	NA

Issued and listed securities

Description includes rate of interest and any redemption or conversion rights together with prices and dates.

Category of securities

	Number issued	Number listed	Issue Price (cents)	Paid-up value (cents)
Preference securities (description)	NA	NA	NA	NA
Changes during current period	NA	NA	NA	NA
Ordinary securities				
Opening Balance	7,320,000	-	10 cents, 20 cents, 25 cents	10 cents, 20 cents, 25 cents
Changes during current period	20,364,000	20,364,000	25 cents	25 cents
	27,684,000	20,364,000		
Convertible debt securities (description and conversion factor)	NA	NA	NA	NA
Changes during current period	NA	NA	NA	NA

			Exercise price	Expiry date
Options (description and conversion factor)	NA	NA	NA	NA
Changes during current period	NA	NA	NA	NA

Annexure 3A
Half Yearly/Yearly Disclosure

Exercised during current period	NA	NA	NA	NA
Expired during current period	NA	NA	NA	NA
Debentures	NA	NA	NA	NA
Unsecured Notes	NA	NA	NA	NA

Discontinuing Operations**Consolidated profit and loss account**

	Continuing operations		Discontinuing operations		Total entity	
	Current period - \$A'000	Previous corresponding period - \$A'000	Current period - \$A'000	Previous corresponding period - \$A'000	Current period - \$A'000	Previous corresponding period - \$A'000
Sales revenue or operation revenue	-	-	-	-	-	-
Other revenue	-	-	-	-	-	-
Expenses from ordinary activities	-	-	-	-	-	-
Profit (loss) before tax	-	-	-	-	-	-
Less tax	-	-	-	-	-	-
Profit (loss) from ordinary activities after tax	-	-	-	-	-	-

Consolidated statement of cash flows

	Continuing operations		Discontinuing operations		Total entity	
	Current period - \$A'000	Previous corresponding period - \$A'000	Current period - \$A'000	Previous corresponding period - \$A'000	Current period - \$A'000	Previous corresponding period - \$A'000

Annexure 3A
Half Yearly/Yearly Disclosure

Net operating cash flows	-	-	-	-	-	-
Net investing cash flows	-	-	-	-	-	-
Net financing cash flows	-	-	-	-	-	-

Other disclosures

	Current period A\$'000	Previous corresponding period A\$'000
Carrying amount of items to be disposed of:	-	
- total assets		
- total liabilities	-	
Profit (loss) on disposal of assets or settlement of liabilities	-	
Related tax		
Net profit (loss) on discontinuance	-	

Description of disposals

NA

Comments by directors**Basis of accounts preparation**

If this statement is a half yearly statement it should be read in conjunction with the last annual report and any announcements to the market made by the entity during the period.

Annexure 3A
Half Yearly/Yearly Disclosure

Material factors affecting the revenues and expenses of the entity for the current period including seasonal or cyclical factors

Refer attached covering letter

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)

NA

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

NA

Changes in accounting policies since the last annual report and estimates of amounts reported in prior years are disclosed as follows.

NA

Changes in the amounts of contingent liabilities or assets since the last annual report are disclosed as follows.

NA

Additional disclosure for trusts

Number of units held by the management company or responsible entity to their related parties.

NA

Annexure 3A Half Yearly/Yearly Disclosure

A statement of the fees and commissions payable to the management company or responsible entity.

NA

Identify:

- Initial service charges
- Management fees
- Other fees

Annual meeting

(Annual statement only)

The annual meeting will be held as follows:

Place

TBA

Date

TBA

Time

TBA

Approximate date the annual report will be available

TBA

Compliance statement

- 1 This statement has been prepared under accounting policies which comply with accounting standards as defined in the Corporations Law.
- 2 This statement, and the financial statements under the Corporations Law (if separate), use the same accounting policies.
- 3 In the case of a half-yearly report the same accounting standards and methods of computation are/are not* (*delete one*) followed as compared with the most recent annual accounts.
- 4 This statement does (*delete one*) give a true and fair view of the matters disclosed.
- 5 This statement is based on financial statements to which one of the following applies:

(Tick one)

☐ 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.

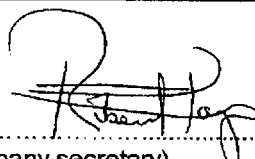
☐ The financial statements have *not* yet been audited or reviewed.

- 6 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*).

- 7 The entity has* (*delete one*) a formally constituted audit committee.

Annexure 3A
Half Yearly/Yearly Disclosure

Sign here:


(Director/Company secretary)

Date:

22.9.2003

Print name:

Robert Payne

Notes

True and fair view If this statement does not give a true and fair view of a matter (for example, because compliance with an Accounting Standard is required) the entity must attach a note providing additional information and explanations to give a true and fair view.

Income tax If the amount provided for income tax in this statement differs (or would differ but for compensatory items) by more than 15% from the amount of income tax *prima facie* payable on the profit before tax, the entity must explain in a note the major items responsible for the difference and their amounts.

Additional information An entity may disclose additional information about any matter, and must do so if the information is material to an understanding of the financial statements. The information may be an expansion of the material contained in this statement, or contained in a note attached to the statement.