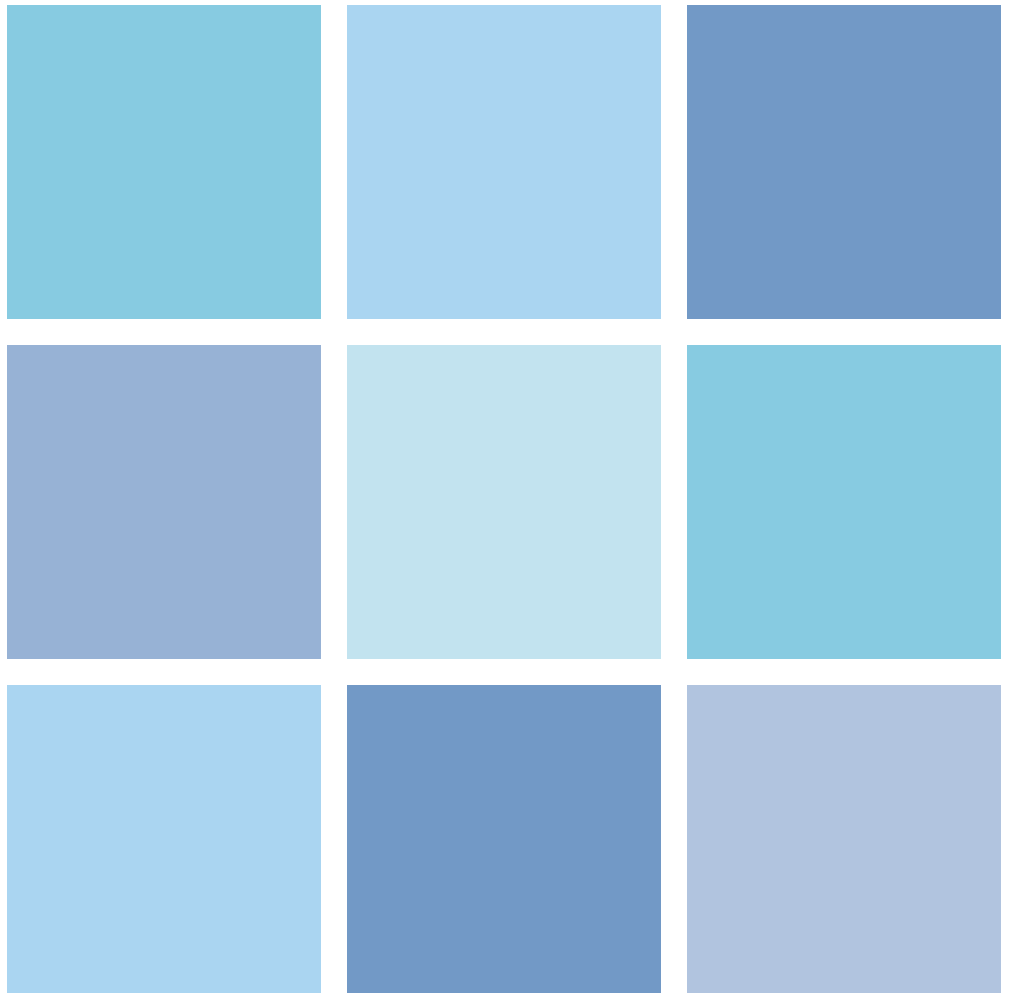




Goldman Sachs & JBWere Superannuation Fund

Annual Report
For the year ended 30 June 2011



This annual report has been prepared and issued by BEST Superannuation Pty Ltd ABN 57 070 732 008, RSE Licence Number L0001939 as the Trustee of Goldman Sachs & JBWere Superannuation Fund ABN 55 697 537 183, Registration Number R1005271.

Information on investment returns contained in this annual report are not promises or predictions of any particular rate or return. Past performance is not an indicator of future performance.

Contact Us:

Helpline: 1800 025 026
Facsimile: (03) 8640 0800
Website: www.gsjbw.superfacts.com
Address: Brent Tulk
Fund Secretary
Goldman Sachs & JBWere Superannuation Fund
c/o Mercer
GPO Box 9946
Melbourne VIC 3001

Contents

1. A message from the Chairman	4
2. Your 2011 Annual Member Statement	5
3. The Investments	6
Fund Performance	6
How the fund performed	6
How investment returns are applied	6
The market this year	6
Compare your Fund's performance	7
Defined Benefits and market returns	7
How your fund is managed	7
Your Fund has guidelines for investing	7
Investment Objective and Strategy	7
The Fund's asset class position at 30 June 2011	8
Where your super is invested as at 30 June	8
Principles for Responsible Investment	8
Keeping an eye on risk	9
External fund managers as at 30 June 2011	9
Investments above 5% of assets	9
4. In the Boardroom	10
Changes to the Board during the year	10
Investment Committee	10
Who is on the Investment Committee	10
5. Administration and Financials	11
Advisers we use	11
Insurance protection	11
Special tax treatment	11
Costs are carefully managed	
Fees and charges	12
Family law fees	13
Contribution splitting fees	13
Performance fees	13
Transactional and operational costs	13
GST	13
Fee changes	13
Example of annual fees and costs	14
Tax and insurance costs	14
Tax deductions	14
Surcharge Tax	14
Financial summary	15
Statement of Changes in Net Assets for year ended 30 June	15
Statement of Net Assets as at 30 June	16
Are you getting the most out of your super?	17
Voluntary Contributions	17
Insurance	17
Binding Death Benefit Nominations	17
Financial Advice Helpline	17
Pre-tax personal contributions - Retained and Spouse members	18
Member protection	18
Rolling super between funds	18
Employer contributions	18
Amendments to the Trust Deed	18
Super News	19
6. Like to know more?	20
What to do if you leave	20
Continuing your insurance	21
Your Fund Secretary	21
If you have a problem	21

1. A message from the Chairman



On behalf of the Board of Directors, I am pleased to present the Trustee Report to Members for the financial year ended 30 June 2011.

Strong performance

The Fund continued to be the No 1 ranked superannuation fund in the APRA publication "Statistics: Superannuation Fund-level Rates of Return June 2010" (issued 27 January 2011). APRA produced a report based on the performance of the 200 largest funds (by asset size), covering the five-year period from 2006 to 2010. The Fund was ranked No.1 out of the 200 funds, outperforming the 2nd ranked fund by 2.2% on average over the past 5 years. This is a great result for our members.

- A 1 year return (to 30/6/11) of 8.5% which was 0.2% above the Fund's benchmark*.
- An excellent 5 year (to 30/6/11) return of 4.7% p.a. which is 3.5% above the Fund's benchmark*.

Improvements to member benefits during the year

- Improved insurance arrangements commenced from 1 January 2011, including the implementation of long term (to age 65) salary continuance insurance.
- The Trustee negotiated a further 17% reduction in the cost of the insurance premiums for all types of cover effective 1 May 2011, on top of the premium improvements from 1 January 2011.

Your board and advisers

Once again I wish to thank my fellow Trustee Directors (Paul Sundberg, Hamish Tadjell, Mark Levinson, Frank Macindoe and Craig Murray) and Alternate Directors (Graham Goldsmith, Chris Pidcock and Sally Campbell), members of the investment committee (Frank Macindoe, Hamish Tadjell, Mark Levinson, Sally Campbell, Chris Pidcock, Giselle Roux, Duncan Niven, Subash Pillai, Gavin Rogers and Matt Ross) and the Trustee Company Secretary (Bohdan Abrat) for their significant contribution to the operation of the Fund over the year.

I welcome and congratulate Frank Macindoe on his re-election and the election of Richard Coppleson to the board, both as member-elected directors. I thank Chris Pidcock for stepping forward to act as an alternate

member-elected director while Sally Campbell is away on leave.

Change of ownership of principal sponsoring employer

The acceptance of the offer by the Goldman Sachs Group, Inc. (the GS Group) to acquire the ordinary shares of the principal sponsoring employer Goldman Sachs & Partners Australia Pty Ltd (the Company), which shares were previously held by its officers, employees and former employees, was concluded on 1 July 2011. The GS Group now owns 100% of the ordinary shares in the Company and, therefore, the Company is a wholly owned subsidiary of GS Group.

There is no impact from this change of ownership on the sponsoring relationship between the Company and the Fund.

How to find out more about your fund

I encourage you to visit the Fund's website at www.gsjbw.superfacts.com where you can access up-to-date information about superannuation generally and about your Fund and your own benefits specifically. General information on superannuation is also available when you enter the website. To access specific Fund information and details of your own benefits you need to have the contact details already provided to you (member number and PIN). If you have misplaced these, please ring the Helpline.

The Trustee and the employers, Goldman Sachs & Partners Australia Pty Ltd and JBWere Pty Ltd, are pleased with the progress of the Fund over the past year and of the benefits it provides to members. If you have any questions about your superannuation, please call the Helpline on 1800 025 026 or write to the Fund Secretary (see page 21 for contact details).

Angela Manning

Chairman

BEST Superannuation Pty Ltd

On behalf of the trustee of the Goldman Sachs & JBWere Superannuation Fund. October 2011

* Mercer Employee Super Balanced Growth survey median.
Please note that past performance is not a guide to future performance.

2. Your 2011 Annual Member Statement

The Trustee must give members information about transactions and fees in their annual periodic statements. Statements given to members need to include information about:

- the fees you paid, either directly by deduction of an amount from your account, or indirectly by way of an allowance in the crediting rate for the costs paid from the assets of the Fund including investment management costs; and
- details of each transaction in relation to your accounts (if any) during the period. This includes the contributions you made or that were made on your behalf and deductions made directly from your accounts.

To provide you with this, your annual information includes a combination of the following:

- Your Member Statement which includes details about your benefits, account balances and information on fees and transactions;
- The Annual Report which includes additional information about the Fund.

Your Member Statement and the Annual Report together comprise your periodic statement for the year ended 30 June 2011.

If you have any questions about your Member Statement, please call the Helpline on 1800 025 026.

3. The Investments

Fund Performance

How the fund performed

Annual effective rate of net earnings for 2010/11 <small>(the actual rate of return net of tax and investment expenses)</small>	8.5% p.a.
Compound average effective rate to 30 June 2011 <small>(over the most recent five-year period)</small>	
Net earnings	4.7% p.a.
C.P.I	3.0% p.a.
Median Return	1.9% p.a.
Credited interest rate for the year to 30 June 2011	8.5% p.a.
Inflation rate for the year to 30 June 2011 <small>(increase in CPI)</small>	3.6% p.a.

For an explanation of the reasons behind this year's investment returns, please turn to pages 6 and 7.

How investment returns are applied

For the accounts of members with accumulation balances and designated accounts for Defined Benefit members, estimated monthly crediting rates are set reflecting the monthly investment returns (which may be positive or negative). These estimated rates are used in calculating the benefits of members who leave the Fund during the year. Final monthly rates are set at the end of the financial year and these rates are credited at June 30. The monthly rates are applied to account balances and contributions.

Final Rates over the year were:

2010		2011	
July	2.83%	January	1.35%
August	-1.15%	February	1.10%
September	3.17%	March	0.05%
October	1.57%	April	0.76%
November	-1.14%	May	-2.45%
December	2.22%	June	0.03%

For the year ended 30 June 2011 the final crediting rate was 8.5% p.a.

The market this year*

Early promise of improving investment markets was eroded in the second half of the 2011 financial year as the combined effects of European sovereign debt, US economic momentum and tightening in China resulted in declining forecasts for global growth and a sharp deterioration in investor sentiment.

While investment returns were generally positive for the fiscal year, there was little contribution to the outcome in the final quarter of the year. In the early months of fiscal 2012 there has been a substantial drawdown in equity markets, matched with a rally in fixed interest returns.

Australian domestic conditions came under pressure from interest rate rises as the RBA battled inflationary momentum. Household demand proved weaker than anticipated and in contrast to the solid employment market. The savings ratio has reverted to levels last seen some 20 years ago as household confidence ebbed away.

Business spending has been delayed in part due to the impact of the Queensland floods, but also as weak domestic demand curbed potential returns. Commodity prices have generally held up relatively well, though the combination of disrupted weather related supply, production cost pressure and low visibility on demand from China has cast an air of uncertainty over this key economic sector.

The parallel to official interest rates to November 2010 was a rise in the Australian dollar resulting in a fall in earnings for many local companies. Global investors were largely absent from the Australian equity market as they viewed the opportunities more attractive in other regions. Australian investors initially wore the cost of unhedged international exposure, while the current fiscal year retracement in the A\$ demonstrates the value of unhedged holdings as a diversification of risk.

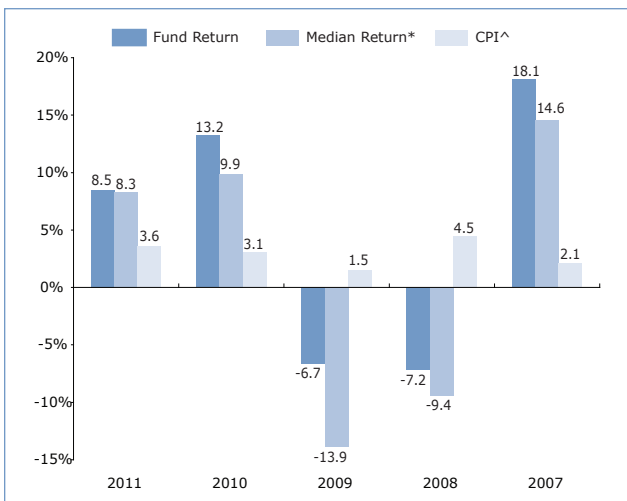
Globally a solid improvement in manufacturing activity in 2010/11 gave some heart to beleaguered developing economies, initially overcoming concerns on higher oil prices and embedded unemployment. This resilience in industry appears to have faded as stimulus turns to fiscal retrenchment. The opportunity for Australian based investors in global markets has been in corporations which benefit from the more robust outlook from emerging economies.

* Source: Goldman Sachs & Partners Australia Pty Ltd and JB Were Pty Ltd

3. The Investments continued

Compare your Fund's performance

The graph on this page shows the Fund return, which is net of investment expenses and investment tax paid by the Fund over the past five years. This is compared with the Fund's investment objective of exceeding the median investment return of funds with similar asset allocation (using the Mercer Employee Super Balanced Growth Survey for this purpose) as well as increases in the cost of living (as measured by the Consumer Price Index, CPI).



Please note that past performance is not a guide to future performance.
 * Source: Mercer Pooled Fund Survey of Balanced Funds published by Mercer
 ^ Source: Australian Bureau of Statistics

Defined Benefits and market returns

The benefit for Defined Benefit members on retirement is based on a calculation that takes account of years of membership and salary close to retirement. The Defined Benefits payable upon retirement are not affected by how investments perform. Defined Benefit members often have additional accounts and this part of the member's benefit is affected by investment returns as are the benefits of accumulation members.

Benefits of your Fund

- Well above average long term investment returns for members (4.7% return earned over last five years)
- Flexible insurance options
- Goldman Sachs & Partners Australia Pty Ltd and JBWere Pty Ltd continue to pay most of the Fund administration fees for employees (and their spouses)
- Full range of member services
- Ability to take account based and transition to retirement pensions

How your fund is managed

Your Fund has guidelines for investing

The Trustee has an investment policy that sets out its investment strategy and objectives covering how and where the Fund's assets will be invested. While having an objective and strategy are required by law, having a strategy also helps ensure that your Fund maximises investment returns while maintaining an acceptable level of risk. Please note that the objectives are not a forecast or guarantee of future performance. The investment policy also covers other related matters, such as appointment of investment managers and guidelines for investments in futures and options.

The Trustee delegates the day-to-day running of making investment decisions to the Investment Committee (for details of the membership, please see section 4) but the Trustee board regularly monitors the Fund's performance against its objectives and strategy. Changes are made to the investment strategy and objectives where necessary.

Investment Objective and Strategy

The investment objective is to provide a five year rolling return that is equal to or above the median of balanced pooled investment managers as measured in the Mercer Employee Super Balanced Growth (60-80) Survey over the long term (5 year rolling average).

Factors considered by the Trustee and the Investment Committee in formulating the investment strategy are to prudently invest the assets of the Fund in pursuit of the maximum rate of return possible, subject to acceptable risk parameters and maintenance of an appropriate diversification of investments. Consideration has also been given to the size and nature of the liabilities of the Fund, particularly in relation to benefit payments.

The Trustee has considered:

- the Fund's benefit design i.e. Defined Benefits and Accumulation Benefits
- Defined Benefit member characteristics i.e. age and gender
- the requirements of the Superannuation Industry (Supervision) Act 1993

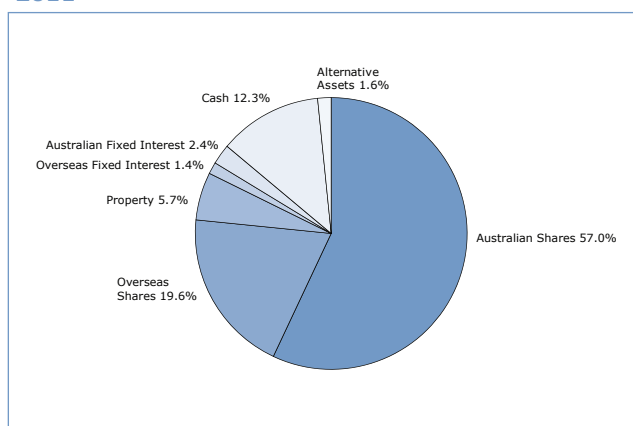
3. The Investments continued

The Fund's asset class position at 30 June 2011

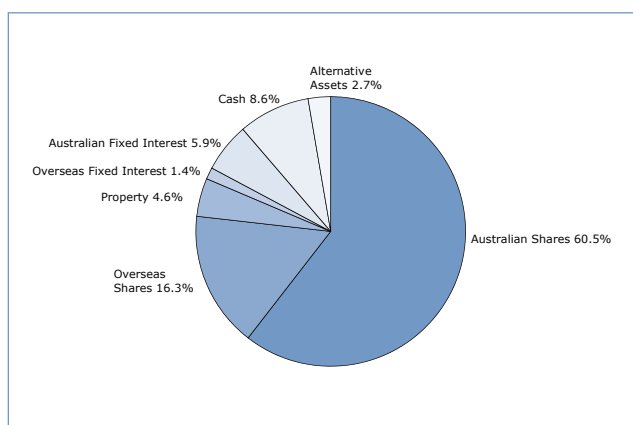
Asset Class	Ranges	Neutral Position
Australian Shares	30–75%	62.5%
Overseas Shares	0–25%	15.0%
Property	0–10%	5.0%
Fixed Interest	0–40%	7.5%
Cash	3–30%	7.5%
Alternative Assets	0–5%	2.5%

Where your super is invested as at 30 June

2011



2010



Principles for Responsible Investment

The Fund became a signatory to the UN Principles of Responsible Investment (PRI) in September 2007, one of the first Australian corporate super funds to have undertaken this process.

The PRI provides a framework for investors, such as the Trustee, to consider 'environmental, social and corporate governance' (ESG) issues in making investment decisions. Through the application of the PRI, the Trustee may take ESG considerations into account in the selection, retention or realisation of any of its investments.

Our PRI implementation means that we will consider ESG issues in an integrated way alongside the other issues that we believe are relevant in making investment decisions that maximise the investment performance of the Fund. The ESG issues that we expect to be the ongoing focus of our PRI implementation include corporate governance, carbon pricing, environmental impact and human capital management (including labour standards).

Our PRI implementation also involves access to the Goldman Sachs ESG investment research ratings database from which the Trustee can receive reports on company ratings to incorporate in their investment thinking on these factors. We continue to note research which concludes that incorporating ESG issues into investment thinking can be a contributor to superior returns. The Trustee believes that incorporating a consideration of ESG issues represents an opportunity to maximise the risk/return outcomes of the Fund.

The Trustee will continue to progressively incorporate the PRI into its investment management and we will report to you periodically on our progress.

The UN PRI Secretariat reports and benchmarks the Fund's performance on Governance, Policy and Strategy (GPS) as well as implementation of the six principles against our peers as asset owners, and our peers in the Asia-Pacific and other Corporate pension funds.

In the Fund's individual feedback report for 2010, we are proud to have been assessed to have performed above our peers in the GPS area, in our commitment to incorporating ESG issues in our investment decision-making process (Principle 1), in our promotion and implementation of the PRI in the investment industry (Principle 4) and our continuing work in enhancing the effective implementation of the Principles (Principle 5). Our progress in seeking appropriate disclosures on

3. The Investments continued

ESG issues by the entities in which we invest (Principle 3) was found to be outstanding and well above the various peer groups of asset owners.

The UN PRI is a voluntary initiative and does not seek to be prescriptive. As such, whilst a signatory commits to all six principles, they will prioritise their activities to those principles they consider most important to their organisation. This means that a signatory is unlikely to achieve outstanding performance for all principles. For instance, the relatively modest size of our fund means we do not have a significant influence on the companies whose shares we own in parcels and therefore have limited scope to implement ESG issues into our ownership practices and policies (Principle 2). Nonetheless, the Trustee is committed to improving our performance in all areas and especially in the reporting on our activities and progress towards implementing the Principles (Principle 6).

If you would like more information about PRI, you should visit www.unpri.org.

Keeping an eye on risk

The Trustee's policy regarding investment in derivatives is that derivatives can be used via:

- Direct investment by the Trustee (in limited circumstances primarily to protect the value of a particular asset class);
- An investment manager appointed by the Trustee to manage part of the Fund's investments in an individually managed portfolio; or
- A collective investment scheme or listed trust in which the Trustee has invested.

External fund managers as at 30 June 2011

The majority of Fund investments are held directly, however part of the portfolio is invested via managed funds as follows:

- Aberdeen Asian Opportunities Fund
- Becton Development Fund No 1
- D/B THS Global Equity Fund
- Eley Griffith Group Small Companies Fund
- EQT PIMCO Wholesale Global Credit Fund
- Fairview Emerging Companies Fund
- GMO Global Equity Fund
- GS Australasian Mezzanine Fund 2

- GS Collateral Mezzanine Fund 05
- GS Multi-Strategy Fund
- GS Trans-Tasman Private Equity Fund
- JBWere Private Equity Fund
- Macquarie IFP Global Franchise Fund
- Macquarie Walter Scott Global Equity Unhedged Fund
- Pengana Emerging Companies Fund
- Peet Income Property Fund
- Platinum International Fund
- Platinum International Brands Fund
- WRR Endeavour Fund

Some investment terms explained:

- **Consumer Price Index (CPI)** is used to measure the rate of increase in inflation. In Australia, it is based on the change in prices of a selection of household goods and services.
- **Average Weekly Earnings (AWOTE)** is used to measure the rate of increase in average wages in Australia.
- **Asset class** – type of investment such as Australian shares, property securities or Australian fixed interest.
- **Growth assets** – assets expected to grow in value over time (although their value may rise and fall in the short term), such as shares and property.
- **Asset allocation** – the range of assets held in the various asset classes such as Australian shares, overseas shares and property.

Investments above 5% of assets

The Trustee is required to notify members of individual investments that exceed 5% of the value of the Fund's assets. The following investment represented more than 5% of the Fund's assets at 30 June 2011.

Investment	\$m value	% of assets
National Australia Bank Ltd	\$28.9	10.9%
BHP Billiton Ltd	\$19.4	7.3%

4. In the Boardroom

Your Fund is run by a trustee company, BEST Superannuation Pty Ltd ABN 57 070 732 008, according to its governing legal document, the Trust Deed and superannuation laws.

The Trustee board comprises an equal number of member representative directors (appointed by members of the Fund in accordance with the rules for the appointment of member representative directors, two from Goldman Sachs & Partners Australia Pty Ltd and one from JBWere Pty Ltd) and employer representative directors appointed by the employers. The same ratio of directors represent the sponsoring employers in the employer appointed directors. There are three alternate directors – two for member representative directors and one for employer appointed directors. The duty of the alternate directors are to stand in for directors who cannot be present at trustee meetings and/or investment committee meetings to enable effective and efficient decision making.

The Directors of the Trustee during 2010/2011 were as follows:

Company	Employer appointed directors	Member representative directors
Goldman Sachs & Partners Australia Pty Ltd	Paul Sundberg Hamish Tadjell	Mark Levinson Craig Murray
JBWere Pty Ltd	Angela Manning (Chairman)	Frank Macindoe
Alternate Director(s)	Graham Goldsmith	Sally Campbell (on leave from 1 January 2011) Chris Pidcock (effective 1 January 2011)

Changes to the Board during the year

The four year terms of two member representative directors, Frank Macindoe and Craig Murray, expired on 30 June 2011. An election was held across May and June 2011 to determine their replacements. Frank was re-elected to serve another 4 year term commencing 1 July 2011.

Craig Murray did not stand for re-election and has been replaced as a Goldman Sachs & Partners Australia Pty

Ltd member representative director by Richard Coppleson who took office effective 1 July 2011 for 4 years.

Sally Campbell went on extended leave from 1 January 2011 and Chris Pidcock was appointed effective 1 January 2011 as an alternate member representative director.

Investment Committee

The Fund invests in individual shares, securities and wholesale managed funds. The Fund's investments are determined by the Investment Committee comprising of four Directors, along with asset class specialists from Goldman Sachs & Partners Australia Pty Ltd and JBWere Pty Ltd. The Committee meets monthly to monitor the performance of, and to make decisions on, the investments held by the Fund. The investments are held in the name of the Fund by the Fund's custodian Invia Custodian Pty Ltd.

Who is on the Investment Committee

Directors:

Angela Manning;
Mark Levinson;
Hamish Tadjell; and
Frank Macindoe (Chairman).

Investment advisors/Alternate Directors:

Sally Campbell and Chris Pidcock
Richard Coppleson (from 1 July 2011)

Investment advisors:

Andrew Cooke (resigned and replaced by) Subash Pillai;
Duncan Niven;
Giselle Roux;
Gavin Rogers (resigned in July 2011); and
Matt Ross.

5. Administration and Financials

Advisers we use

These people provide assistance to the Trustee:

Auditor and Tax Agent:

PricewaterhouseCoopers

Administrator/Fund Secretary:

Mercer (Australia) Pty Ltd

Legal:

Lander & Rogers

Actuary:

Russell Employee Benefits Pty Ltd

Insurer:

AIA

Investment Custodian:

Invia Custodian Pty Ltd

Insurance protection

The Fund pays for indemnity insurance to protect the Trustee, its directors and your Fund against the financial effects of any 'honest mistake' that might occur in running the Fund.

Special tax treatment

Superannuation is one of the most effective ways to save because it is taxed at a lower rate than many other forms of income. To get this tax advantage, your Fund must operate according to a strict set of laws. To show that your Fund has followed these laws, the Trustee lodges a return each year with APRA.

The Fund is a regulated complying superannuation fund for the purposes of government legislation. No penalties were imposed on the Trustee under the Superannuation Industry (Supervision) or Corporations legislation during the year.

Costs are carefully managed

The costs of running the Fund are managed carefully. For employees of Goldman Sachs & Partners Australia Pty Ltd and JBWere Pty Ltd, the cost of administering the Fund continues to be subsidised by your employer.

The section on the next page shows fees and other costs you may be charged. These fees and costs may be deducted from your account balance, from the returns on your investment or from the Fund assets as a whole.

You need to take into account the impact of tax and insurance costs as well. Accumulation and Pension members should refer to the relevant Fund Product Disclosure Statement for more information (available on the website).

You do not pay GST on any of the fees and charges set out on the next section.

5. Administration and Financials continued

Fees and charges

Type of fee or cost	Amount	How and when paid
Fees when your money moves in or out of the Fund:		
Establishment fee: The fee to open your investment	Nil	Not applicable
Contribution fee: The fee on each amount contributed to your investment – either by you or your employer	Nil	Not applicable
Withdrawal fee: The fee on each amount you take out of your investment	Nil for a final benefit payment (e.g. on resignation or retirement) \$180 for a benefit payment because of a portability request or for a contribution splitting fee which is transferred from the Fund	Not applicable Deducted from your Member Account when you elect to take out an amount under the portability regulations or when a contributions split amount is transferred from your account to another fund.
Termination fee: The fee to close your investment	Nil	Not applicable
Management costs:		
The fees and costs for managing your investment	Operating Costs ¹ 0.26% of Fund assets Investing Costs ² 0.27% of Fund assets plus a potential performance based fee ³ of 0.01% of relevant Fund assets charged within certain managed funds plus an Administration fee of \$400 per year if you are a Retained Benefits member ⁴	Deducted from the Fund's assets before the Fund's Crediting Rate is determined Deducted from your Retained Benefit Member account annually in arrears at the end of the year, or pro-rated upon your exit from the Fund during a year
Service fees :		
In some cases, user pays family law fees and contribution splitting fees may also apply. See the section 'Additional explanation of fees and costs' below.		

1 This is an estimate of what the annual operating costs will be from 1 July 2011. Operating costs are fees and costs for operating the Fund. They include administration and other expenses incurred in operating the Fund, specifically including Trustee expenses and professional services expenses. The costs in relation to outsourcing the Fund secretarial and administration function to Mercer are currently partially paid by the Employer. The Fund's Crediting Rate is net of operating costs. Operating costs have been determined based on the actual operating costs for the period from 1 July 2010 to 30 June 2011.

2 This is an estimate of what the annual Investment costs will be from 1 July 2011. Investment costs are fees and costs for investing the Fund's assets. They include fees paid to external investment managers and other expenses incurred in investing the assets (excluding additional transaction costs – please see the PDS for details of transaction costs). The Investment costs may change due to several factors including: timing, cash flow, changes in the investment manager line up and changes in asset allocation. Investment costs were determined based on indicative annualised calculations using fee information for periods up to approximately 30 June 2011.

3 Refer to the next page for further details about performance based fees.

4 Former employees who elect to remain within the Fund are transferred into the Retained Benefits Section of the Fund.

5. Administration and Financials continued

Family law fees

Type of fee or cost	Amount	How and when paid
Application for information (i.e. benefit valuation) in the format specified under the Family Law Act	\$250 (\$150 for additional requests)	Not paid out of the Fund. Charged by the Fund's administrator and payable by person making request at time request is made.
Splitting a benefit	\$250	Shared equally by both parties and will be deducted from each party's benefit at the time the benefit is split unless all of the benefit is going to the non member spouse (in which case the non member spouse pays all of the fee).
Flagging a benefit (or lifting a payment flag)	\$100	As for splitting a benefit.

For more information about family law and how it may affect your super benefit, contact the Fund Secretary.

Contribution splitting fees

\$180 if the split amount is transferred out of the Fund. There is no fee charged to the member if the split amount is transferred to an account for your spouse in the Fund.

Performance fees

The figure of 0.01% given in the table on the previous page is an estimated performance based fee ('PBF'), assuming a 1% out-performance by the investment manager. There is the potential for PBFs to be charged, within the 'Alternative' asset class allocation, in addition to the other Management costs. Investment managers that charge a PBF only apply those fees when performance is greater than an agreed target.

Accordingly, PBFs only arise when higher returns, relative to a specified target for a particular manager, are achieved. The extent of any PBF cannot be determined in advance. This will change according to the amount of out-performance achieved by the investment manager and the weighting of that investment manager. There is generally a high watermark associated with each PBF. A high watermark means that if the manager loses money over one time period they have to get back to the previous level before getting a PBF on new gains.

Transactional and operational costs

Members incur no direct cost when making contributions or withdrawals (except for the \$180 fee which applies in some circumstances). However, when the Trustee purchases or sells Fund assets, there may be investment related expenses incurred on the purchase or sale of the underlying assets e.g. buy/

sell spreads as applicable. These additional transaction costs are deducted before the Fund's Crediting Rate is determined. The additional transaction costs from the purchase of underlying assets have been estimated to be up to 0.06% and from the sale of underlying assets up to 0.06%. Because these costs are taken into account before determining the Fund's Crediting Rate, Member Account balances are net of transaction costs.

Note that no brokerage, management or custodial fees are charged by Goldman Sachs & Partners Australia Pty Ltd and JBWere Pty Ltd to the Fund on market transactions and any commissions are rebated back to the Fund.

GST

All fee calculations are inclusive of GST. Reduced input tax credits have been incorporated into the Operating costs.

Fee changes

All fees are current and may be revised or adjusted by the Trustee from time to time without member consent. The Trustee may also introduce new fees. If there is a significant increase in fees, the Trustee must notify members 30 days in advance of the change.

The withdrawal fee and the family law fees set out above can be indexed annually each 1 January to AWOTE.

An administration fee applies for Retained Benefits members (i.e. those members who are no longer employees of Goldman Sachs & Partners Australia Pty Ltd or JBWere Pty Ltd) of \$400 p.a. This fee will be reviewed annually.

5. Administration and Financials continued

Example of annual fees and costs

This table gives an example of how the fees and costs in the Fund for this product can affect your superannuation investment over a 1 year period if you are not a Retained Benefit Member. You should use this table to compare this product with other superannuation products.

Example	Balance of \$50,000 with total contributions of \$5,000 during year
Contribution fees	Nil. You will not be charged contribution fees.
Plus Management Costs	0.53% ¹
Equals Cost of fund	For every \$50,000 you have in the Fund, management costs of \$265 each year will apply. ²
	If you put in \$5,000 during a year ³ and your balance was \$50,000, then for that year management costs will be: \$265 ⁴

1 This is the sum of the estimated Operating costs and Investment costs — refer to the table on page 12. It does not incorporate any additional transaction costs. Investment managers may also charge Performance Based Fees ("PBF") and these fees have not been incorporated into the example above. Based on an assumption of 1% out-performance by the investment manager, the performance based fee charge is estimated to be \$5 in addition to the above fees.

2 Note that this amount will not be deducted from your member account. Instead, the \$265 Management cost in this example that is attributable to you is deducted from the Fund's assets and taken into account in determining the Fund's Crediting Rate.

3 Assuming that the \$5,000 is contributed at the end of the year.

4 Additional fees may apply (being, if applicable, a withdrawal fee of \$180 for each withdrawal under the portability regulations, family law fees and Retained Benefits members' fees) — refer to previous information.

Tax and insurance costs

Tax and insurance costs are set out in the Product Disclosure Statement (PDS). The cost of insurance premiums is also passed on to members by deduction from their accounts. Accumulation members should refer, if applicable, to the Fund's PDS for more details, noting that the Trustee has recently negotiated further cost savings for you on insurance premiums.

Tax deductions

The deductibility effect of the payment of the Administration Fee for Retained Benefits Members is passed on to members through a rebate to Member Accounts. The deductibility effect of the payment of all other expenses from the Fund is passed on to members through adjustments to the Fund's crediting rate. The deductibility effect of the payment of insurance premiums (where applicable) is passed onto members through a rebate to Member Accounts.

Surcharge Tax

If the Fund is required to pay surcharge tax in respect of you, the tax payable is deducted from your benefits in the Fund. If you roll over benefits into the Fund from another super fund or from your employer, any liability to pay the surcharge tax for contributions to that fund that has not been paid or in respect of the employer payment may be transferred to the Fund. If we receive a surcharge assessment after you have left the Fund, we will return it for payment to the ATO. The ATO will either forward it to the fund to which your benefit was paid or to you if your benefit was paid directly to you.

5. Administration and Financials continued

Financial summary

This is a summary of the Fund's unaudited accounts for the year ended 30 June 2011. The audit is due to be completed in October 2011. You can then request a copy of the audited accounts and auditor's report from the Fund Secretary.

Statement of Changes in Net Assets for year ended 30 June

	2011 (\$)	2010 (\$)
Net assets available to pay benefits at the start of the year	233,921,227	203,035,620
Net Investment revenue		
Interest	1,732,810	1,863,209
Dividends	9,754,195	5,600,737
Distributions	3,697,031	4,537,817
Changes in net market value of investments	3,826,055	18,838,973
Contribution Revenue		
Employer Contributions	13,613,719	13,634,947
Member Contributions	2,612,294	871,130
Transfers from other funds	2,308,698	3,630,125
Other revenue		
Profits share — GL insurance policy	-	137,872
Proceeds from term insurance policies	1,197,768	(648,906)
Sundry revenue	12,010	26,138
Total Revenue	(38,754,580)	(48,492,042)
Expenses		
Premiums on term insurance policies	991,904	715,510
Superannuation contributions surcharge	6,530	22,424
Other general expenses	1,093,240	1,023,029
Benefits paid	10,965,077	12,126,951
Total Expenses	13,056,751	13,887,914
Changes in net assets before income tax	25,697,829	34,604,128
Income Tax expense	538,642	3,718,521
Total Revenue Less Expenses After Income Tax	(25,159,187)	(30,885,607)
Net assets available to pay benefits at end of year	259,080,414	233,921,227

5. Administration and Financials continued

Statement of Net Assets as at 30 June

	2011 (\$)	2010 (\$)
Investments		
Cash deposits	8,176,762	1,635,818
Australian Equities & Convertible Notes	163,222,697	152,741,670
Overseas Investments	51,497,979	38,753,004
Alternative Investments	6,283,600	9,180,851
Fixed Interest	34,395,837	36,177,575
Other Assets		
Interest receivable	120,724	152,392
Distributions receivable	1,120,892	499,624
Insurance proceeds receivable	63,714	63,714
Contributions receivable	-	187,726
Pre payments	-	590,000
Current tax asset	139,578	-
Future Income Tax Benefit	21,046	41,452
Other debtors	22,256	19,045
Total Assets	265,065,085	240,042,871
Liabilities		
Other creditors	278,500	347,678
Current tax liabilities	-	323,473
Deferred tax liabilities	5,428,470	5,172,792
Benefits payable	277,701	277,701
Total Liabilities	5,984,671	6,121,644
Net Assets available to pay Benefits at end of year	259,080,414	233,921,227

5. Administration and Financials continued

Are you getting the most out of your super?

The Trustee of the Fund wants to ensure that you maximise the advantages that superannuation and the Fund can offer you.

Voluntary Contributions

Making pre-tax contributions (concessional contributions) can be a tax effective method of increasing your retirement savings.

To maximise the benefits of superannuation you now need to consider whether you should be making voluntary contributions from an earlier age. The concessional contribution caps may affect members looking to make large amounts of contributions in the lead up to their retirement.

Insurance

Research has shown that Australians on average have less insurance than they require. The Fund provides members with a default level of insurance based on which particular division of the Fund you are in. This level of insurance does not take into account your personal requirements and every member should review their own situation to see if they are adequately covered.

Remember that there are different types of insurance for different life altering events and you should consider how you can ensure you have an adequate level of cover in case of Death, TPD or Temporary Disablement.

You may be eligible to obtain additional Death/Total and Permanent Disablement or Salary Continuance through the Fund. You may also elect to decrease your insurance cover.

Binding Death Benefit Nominations

Under the current Fund arrangements members can nominate to whom they would like their benefit paid in the event of their death by either making a binding or non-binding death benefit nomination. Unfortunately approximately 30% of members have not made a binding nomination or non binding nomination.

What's the difference between Binding and Non-Binding nominations?

Binding Nomination

If you make a valid binding death benefit nomination the Trustee will pay your benefit as nominated. This

allows members to plan with certainty, knowing how their superannuation benefit will be paid in the event of their death (provided all requirements are complied with).

Binding nominations are valid for 3 years. However, a binding nomination should be reviewed if your circumstances change (e.g. birth of children, marriage, separation or divorce), as the Trustee has no discretion when paying a death benefit that is subject to a valid binding nomination.

Non-binding Nomination

This type of nomination is not binding on the Trustee. That is, the Trustee will take your nomination into account but is not bound to follow it.

As with a binding nomination, if you have made a non-binding nomination it should be reviewed if your circumstances have changed.

How to make or update a nomination

You can make death benefit nominations (binding or non-binding) and update your beneficiaries at any time. Forms are available on the website www.gsjbw.superfacts.com or you can call the Helpline on 1800 025 026 for assistance with making a death benefit nomination.

Your annual Member Statement shows your nominated dependants and the proportion of your death benefit that you want them to receive in the event of your death. It also shows if your nomination is binding or non-binding.

Please note you should seek financial advice before making any decisions in regard to your superannuation.

Financial Advice Helpline

As members of the Fund you have access to limited personal financial advice. This service offers you limited personal financial advice in relation to contribution strategies and insurance and is available through the Fund Helpline. The Financial Advice Helpline consultant will have an understanding of the Fund and the various benefits associated with the Fund.

For further information on making voluntary contributions, applying for additional insurance, nominating a beneficiary or if you would like to speak to a Financial Advice Helpline consultant please call the Helpline on 1800 025 026.

Any limited personal advice is provided by the Fund Administrator, Mercer, as a corporate authorised representative of Mercer Investment Nominees Limited ABN 79 004 717 533, AFSL No. 235906.

5. Administration and Financials *continued*

Pre-tax personal contributions - Retained and Spouse members

All Retained and Spouse members are able to make pre-tax personal contributions. You may be eligible to claim a deduction if the amount you earn as an employee is less than 10% of your combined assessable income, reportable fringe benefits and reportable superannuation contributions for the year and you meet age related conditions.

Personal super contributions you claim as a tax deduction are taxed at 15%. However, there are caps on the amount of contributions you can make at this concessional rate of 15%. There are also caps on non-concessional contributions.

Personal contributions for which you:

- Claim a deduction are concessional contributions.
- Don't claim a deduction are non-concessional contributions.

Note: If you claim a deduction for a personal contribution, you will not be eligible for a super co-contribution on the amount you claim.

For further information on how to make personal concessional contributions please contact the Fund Helpline.

Member protection

Federal Government legislation limits the amount of fees and charges that can be applied to certain small superannuation account balances. If your account balance is less than \$1,000 at the end of a member reporting period (generally 30 June each year) or at your date of exit from the Fund, and your account includes any employer superannuation guarantee contributions, the Trustee currently applies this requirement to limit the total fees (excluding insurance premiums and taxes) charged to your account in a member reporting period to the investment earnings credited to your account in that period.

Please note in times of negative earnings no fees are levied upon an account balance less than \$1,000.

Rolling super between funds

If you are rolling your super money between super funds, you need to supply the Fund's SPIN number, or your member number, before the rollover can be completed. Your Fund's SPIN number is BES 0001 AU.

Employer contributions

Defined Benefit members pay a fixed member contribution (as a percentage of salary). The remaining money required to provide the benefits comes from the employer's contributions and investment earnings. The amount the employer provides depends on the Fund's investment performance and financial position.

An actuary advises on the level of employer contributions required to ensure there is enough money to pay members' benefits. The actuary projects likely benefit payouts, salary growth and investment returns to calculate the employer's contribution level.

At the last valuation as at 30 June 2010 the actuary advised that the Fund was in a satisfactory financial position. The employer contributed in line with the actuary's recommendations for the year to 30 June 2011 so that contributions payable for the year by your employer have been paid to the Fund.

The next actuarial valuation of Fund will be completed as at 30 June 2013.

Amendments to the Trust Deed

Amendments were made to the Trust Deed during the past year with respect to the following issues:

- The change of the Fund's name to Goldman Sachs & Partners Australia Superannuation Fund (from Goldman Sachs JBWere Super Fund). Effective 2 August 2010.
- The subsequent change of the Fund's name to Goldman Sachs & JBWere Superannuation Fund (from Goldman Sachs & Partners Australia Superannuation Fund). Effective 1 January 2011.
- Following the change to insurance arrangements for (amongst other things) total and permanent disability, an amendment was required to provide flexibility for Benefits Plus members to determine their level of cover. Effective 1 January 2011.
- The right for new Members and Beneficiaries to elect a lifetime pension in lieu of a lump sum benefit was ceased. Effective 30 March 2011.

5. Administration and Financials *continued*

Super News

Carbon tax and related tax reform package

In July 2011, the Government announced its proposed carbon tax and related tax reform package. These changes will not directly impact on superannuation although, in making investment decisions, trustees and investment managers will need to take into account the likely impact of the proposed carbon tax on different market sectors.

Stronger Super – the government’s response to the Cooper Super System Review

The Super System Review, led by Jeremy Cooper, examined the governance, efficiency, structure and operation of Australia’s superannuation system.

The Review Panel’s final report was released early July 2010 and made a total of 177 specific recommendations.

In December 2010, the Government announced its Stronger Super package as its response to the Cooper Review. This package indicated the Government’s support for many of the review panel’s recommendations. What followed was then a period of consultation on the detail of the supported proposals, led by Paul Costello. As a result, the Government has now released an ‘Information Pack’ detailing its decisions on key design aspects of the Stronger Super reforms.

Among the most significant changes is the introduction of a new simple superannuation product called “MySuper”, from 1 October 2013. MySuper products will have a single investment strategy and a standard set of fees. They will be simpler than many current superannuation fund products and the Government believes that it will be easier to compare performance as between MySuper products.

Once fully implemented, the changes are expected to generate cost savings for superannuation funds which should eventually result in lower fees being applied to superannuation members.

The Stronger Super changes also include greater standardisation of forms and back-office practices used by the industry as well as working towards employers providing better data in respect of contributions paid.

Other changes will impose higher standards on

trustees and improve the governance and security of superannuation.

These changes have not yet been legislated, but the Trustee is looking at the proposed changes and preparing for their implementation in the next two years.

Account based pensions

For the year 1 July 2011 to 30 June 2012, the minimum amount required to be drawn down from an account based pension has been reduced by 25%. This is a smaller reduction than the 50% reduction allowed in the previous two years. The reduced drawdown requirements were put in place to enable pensioners to reduce the amount they withdraw from their account based pensions and hence provide more time for asset values to recover following the Global Financial Crisis.

Refund of excess concessional contributions

In May 2011, the Government announced that, from 1 July 2011, individuals who breach the concessional contributions cap by \$10,000 or less can request that the excess contributions be withdrawn from their super fund and refunded to them. Those excess concessional contributions will be taxed at the individual’s marginal tax rate.

This measure, if passed by Parliament, will only apply for first time breaches of the concessional cap and only apply to contributions made from 1 July 2011 onwards.

Super contributions on payslips

From 1 July 2012, employers will be required to provide information on an employee’s payslip about the amount of super actually paid into the employee’s super fund account during the pay period. Employees will also receive a quarterly notification from their super fund if regular super payments cease. These changes, if passed by Parliament, are intended to help employees keep track of their employer’s contributions.

6. Like to know more?

Accumulation and Pension members should already have a Product Disclosure Statement containing information about your benefits and rules governing the Fund. You also receive an annual Member Statement containing important personal information about your benefits in the Fund.

Other documents relating to the Fund that are available for you to look at are:

- the Trust Deed
- the investment policy statement
- the latest audited accounts and auditor's report
- an extract from the latest actuary's report
- details of how the member-representative directors of the Trustee are elected and how they can be removed
- the enquiries and complaints procedure
- the privacy policy.

If you have a question about your benefits in the Fund, please contact the Fund Helpline on 1800 025 026. Please note that none of the Trustee, its directors, the Fund Secretary and the Fund Helpline are able to give any personal advice relating to your own circumstances. Please see page 17 for details of the Fund's Financial Advice Helpline which can provide limited personal advice.

What to do if you leave

If you are about to leave work and take your super, make sure you respond promptly to letters from the Trustee about your benefit payment. If you have reached age 65 and have not told your Fund how and where to pay your benefit, your benefit may be considered to be unclaimed money. It will then be placed with the ATO. You will then need to contact the ATO to find out how to claim your benefit.

For members leaving aged 64 or younger, the Trustee has a broad power to transfer a member's benefit to another fund called an Eligible Rollover Fund (ERF). Upon transfer to the ERF, the member or their dependants will no longer have any entitlements under the Fund.

The Trustee will transfer a member's benefit to the ERF after ceasing employment if either of the following two conditions occur:

- An existing member has less than \$10,000 in their account, and they fail to advise a complying fund they wish to transfer their benefit to.

- If we have written to you twice and both times mail has been returned unclaimed.

ERFs are designed as holding funds and are required to provide member protection. As a result, the rate of return in the ERF may be lower than in another superannuation fund. You should seek professional financial advice about the best place to roll over your benefit when you leave service.

The Fund uses the following ERF: **AUSfund**

In accordance with superannuation legislation, a member's benefit may be transferred to another fund, called an Eligible Rollover Fund (ERF). Our nominated ERF is AUSfund, Australia's Unclaimed Super Fund.

Set out below is a summary of the more significant features of AUSfund, current as at July 2011:

- AUSfund does not offer insurance benefits in the event of death or disability.
- AUSfund accounts of \$50 or more attract an administration levy of \$10 per year or part-year, while lower balances, or limited information members (members whose identity cannot be verified on the basis of the information currently held by AUSfund), are not subject to the levy and do not earn interest. Indirect investment costs are deducted from the gross investment returns before interest rates are declared.
- AUSfund does not charge entry or exit fees.
- AUSfund is required to 'member protect' benefits. Generally, this means members will not be charged administration fees if investment returns are insufficient to cover the cost. Government taxes are deducted. There is one exception to member protection rules; AUSfund may declare a bad investment period in a financial year where the total earnings on investments are less than the total administration costs. In this circumstance, AUSfund is permitted to deduct a proportionate amount from members' accounts to cover the administration costs.
- AUSfund does not accept contributions from employers. AUSfund is able to accept personal contributions from members up to the age of 64. For members between the ages of 65 and 74, personal contributions can be accepted if the member has been gainfully employed for a minimum of 40 hours in 30 consecutive days during the financial year that the contributions are made.

6. Like to know more? continued

- AUSfund has one diversified investment strategy and therefore does not provide investment choice. Rates of return are not guaranteed and investment returns provided to AUSfund members will be dependent on the performance of the underlying investment managers.

Should you wish to know more about AUSfund, please call the Administration Manager on 1300 361 798, by writing to PO Box 2468, Kent Town SA 5071, by sending an email to admin@ausfund.net.au or visiting their website at unclaimedsuper.com.au

Continuing your insurance

When you take your benefit from the Fund if you are aged under 60 and your insurance cover has terminated other than as a result of Injury, Sickness or Disease, you can apply directly to the Insurer for a continuation of your existing death and TPD cover under a personal insurance policy. Any personal insurance policy will be subject to the terms, conditions and premiums as determined by the Insurer.

Cover will be provided, without the need to provide health evidence, subject to the following restrictions and conditions:

- Where the premium of the policy selected is subject to variation based on your smoking habits, you must complete such declaration as the Insurer may determine.
- You must apply for a personal insurance policy within 60 days of ceasing to be a member.

The amount of cover under the personal policy will be for an amount not exceeding the amount covered immediately before your cover under the Fund's Insurance Policy ceased and will be on the terms and at the premium advised by the Insurer.

Spouse members who have insurance cover also have a continuation option subject to policy conditions.

If you have salary continuance cover through the Fund a continuation option is also available in respect of this cover if you cease employment with the Goldman Sachs & Partners Australia Pty Ltd or JBWere Pty Ltd under similar conditions provided you are working at least 15 hours per week in permanent employment acceptable to the insurer.

Please contact the Helpline if you need more information about these continuation options.

Your Fund Secretary

Brent Tulk

Fund Secretary
Goldman Sachs & JBWere Superannuation Fund
c/o Mercer
GPO Box 9946
Melbourne VIC 3001
Phone: 1800 025 026
Fax: (03) 8640 0800

If you have a problem...

Most queries can be sorted out over the phone, but if we are unable to help you immediately, you may be asked to put your question in writing and we will reply within 28 days.

If you are not satisfied with the response, you should write to your Complaints Officer, who will pass your complaint to the Trustee. You can expect a decision within 90 days.

The contact details for the Fund's Complaints Officer are:

Complaints Officer

Goldman Sachs & JBWere Superannuation Fund
c/o Mercer
GPO Box 9946
Melbourne VIC 3001
Phone: 1800 025 026
Fax: (03) 8640 0800

The Trustee always seeks to resolve complaints to the satisfaction of all concerned and in the best interests of all members of the Fund. However, if you have followed the steps outlined above and are not satisfied with the outcome within 90 days, you may be able to take the matter to the Superannuation Complaints Tribunal (SCT). The SCT is an independent body that aims to resolve certain types of superannuation disputes.

Some complaints must be lodged with the SCT within certain time limits. For more information about requirements and time limits, you can call the SCT on 1300 884 114.

If the SCT accepts your complaint, it will try and help you and the Trustee reach a mutual agreement through conciliation. If conciliation is unsuccessful, the complaint is referred to the SCT for a determination that is binding.

6. Like to know more? continued

Protecting your privacy

The Trustee holds personal information about you, such as your name, address, date of birth, salary and tax file number, in order to provide your super benefits and to comply with regulatory requirements. This personal information may be disclosed as necessary to the Fund's administrator and professional advisers, insurers, Government bodies, employers, and other parties.

The Fund has a privacy policy that sets out in more detail the way your personal information is handled. If you would like a copy of the Fund's privacy policy, please contact the Fund Secretary (see contact details on page 21).

Disclaimer

This annual report has been prepared by the Trustee to meet its legislative obligations under the Corporations Act 2001. The information contained in this annual report does not take account of the specific needs, or personal or financial circumstances of any persons. Readers should obtain specialist advice from a licensed financial adviser before making any changes to their own superannuation arrangements or investments. Accumulation and Pension members should also read carefully the relevant Fund Product Disclosure Statement.

The terms of your membership in the Fund are set out in the Fund's Trust Deed and, should there be any inconsistency between this annual report and the Fund's Trust Deed, the terms of the Fund's Trust Deed prevail. While all due care has been taken in the preparation of this report, the Trustee reserves its right to correct any errors and omissions.

All statements of law or matters affecting superannuation policy are up-to-date as at 30 June 2011, unless otherwise stated.

This document contains general information about investments and investment performance. Please remember that past performance is not necessarily a guide to future performance.

Goldman Sachs is a registered trade mark of Goldman, Sachs & Co.