

zest!

2009 member magazine

zest! forms part of our annual reporting to members for the year ending 30 June 2009. Our annual reporting consists of:

Part 1 - Member statement
Part 2 - Additional Information
Part 3 - What's New and REST Update and zest! annual report (this document)

A-Z guide to making, saving and enjoying money

WIN
TICKETS
FOR A YEAR
to the biggest sporting & music events

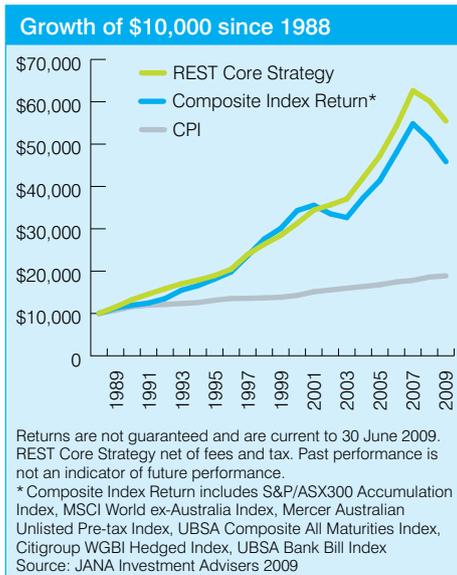
REST Annual Report:

Any advice contained in this information is general advice and has been prepared without taking into account your objectives, financial situation or needs. Before acting on the advice, you should consider the appropriateness of the advice, having regard to your objectives, financial situation and needs. For more information, contact us for a copy of our Product Disclosure Statement which applies to your circumstances. You should read the Product Disclosure Statement before making any decision about the product. The Trustee has no relationships or associations with any other product issuer that might reasonably be expected to influence us in the provision of the advice. Representatives of REST are paid a salary and do not receive any commissions or fees for the advisory services provided to you. They may however receive a performance related bonus that takes into account the financial services provided. No commissions or fees are paid for the financial product advice we provide, either to representative or to third parties. Issued by Retail Employees Superannuation Pty Ltd, ABN 39 001 987 739, AFSL 240003 as the Trustee of the Retail Employees Superannuation Trust ("REST"), ABN 62 653 671 394. Registered office: Level 6, 50 Carrington Street, Sydney NSW 2000 but please write to us at PO Box 350, Parramatta NSW 2124.

work.save.grow.REST

From the top

With REST CEO, Damian Hill



How has the global financial crisis affected REST members?

The first thing to note is that it's not just REST members, but almost everyone who has super has been affected by the global financial crisis.

For many super fund members including REST members, it may be the first year where negative returns have outweighed the amount that's gone in during the year, so your balance may have fallen in the last year.

But it's not a time to make knee-jerk decisions, because your super is a long-term investment. REST has been one of the best performing funds over the last 12 months and over the long-term, as it has been in previous market downturns.

Throughout the last few decades, there have been plenty of good economic times, like the five-year period up until late 2007 when the global financial crisis was just getting started. There has been down times too, like the dot-com crash that went from mid-2000 to mid-2002, and of course the current global financial crisis.

Superannuation funds, like REST, invest in different markets to increase members' wealth over time but there will invariably be periods when markets aren't performing well and there will be some loss of value.

What REST aims for, is strong performance over the long-term. That means performing well compared with other funds, both in good times and particularly in bad times. In fact, REST has just been awarded **Industry Fund of the Year** as part of the *AFR Smart Investor Blue Ribbon Awards 2009*.

For the 2008/2009 financial year, the Core Strategy, which is the option most REST members are a part of, had a return of -7.8%. This places it 1st out of the 82 funds in its category[^].

The median return in this category was -15.6% for the year[^].

This means that REST members in the Core Strategy are more than 7% better off than comparable funds over the last 12 months.

As I mentioned before though, what's far more important than short-term returns, is consistent long-term performance. Over a longer term period of the last 5 years, the Core Strategy

was one of the best performing funds[^].

In fact many of REST's investment options were in the top quartile of their categories[#], over both the 1 and 5 year periods to 30 June 2009.

Is REST a fund just for people that work in retail?

Whilst we have a strong heritage in retail, anyone can join REST.

There are a lot of people who start in retail but have moved, or plan to move into careers elsewhere. But the great news for REST members is you can stay with REST, so you can keep the great benefits of being in an industry fund, like low fees.

One of the other great benefits of being a REST member is the insurance we introduced at the end of 2008. Whereas most other funds don't consider your needs; with REST Basic Cover, when you're young you have less insurance so you're not paying for more than you need, and it automatically increases as you get older and need more insurance. What's more, you can easily alter your level of cover, in MemberAccess on the REST website if you want to.

So no matter what your next job is, you can ask your new employer to pay your super into your existing REST account. That way you keep the advantages of being a REST member, and you won't end up with multiple super funds each with its own set of fees, and the hassle later of trying to get them all back together.

That's why have member cards which have instructions on the back, of what to do when you're starting a new job to make sure you're super is paid to REST.

If you've already worked in a few different jobs and so you already have more than one super account, that means you're paying multiple sets of fees. On the REST website you can find the instructions and forms you need to rollover those other accounts into REST.

Do you think most REST members will have enough money for their retirement?

I do have a genuine concern for our members that some may not have enough money to retire with the standard of living that they desire.

One of the reasons for this is that life

[^] SuperRatings Crediting Rate Survey as at 30 June 2009. Core Strategy ranked 1st/82 over 1 year and 2nd/68 over 5 years in the 'Growth' category.

[#] SuperRatings Crediting Rate Survey as at 30 June 2009. 8 out of 12 REST options ranked in the top quartile of their category for both 1 year and 5 year periods.

Win tickets for a year to the biggest sporting and music events

expectancy has gone up, so we're living longer than previous generations. Which is a great thing of course, but it also means you need to save for more years of retirement.

So it may well be that the superannuation guarantee payments that your employer makes, are not enough on their own to fund the retirement that you want, even in combination with the age pension.

There are three really important questions to ask yourself here.

Firstly, 'what sort of retirement do I want?'

Most people hope to be able to continue the same standard of living for their retirement years, and many also hope to leave some money behind for their dependants.

The second question is, 'where am I now?'

Having a look at your most recent REST statement is a good place to start.

And the third question is, 'what do I have to do between now and when I retire, to bridge the gap?'

It may be that you consider salary sacrificing into super, which can possibly boost your super and reduce the amount of tax you pay.

If you are eligible, you may also consider making an after-tax voluntary contribution to your super, so that you can receive the government co-contribution.

But probably the best advice I can give, is to get advice. A licensed financial planner can help you through this process of working out where you are now and what you have to do to reach your retirement goals.

And REST wants to make that easy for our members, so what you can do is call our customer service centre, and ask to speak to a Money Solutions* financial coach. If you haven't used them before, REST will pay for your first, over-the-phone, super-related question for free, or you can get a more extensive plan which may be charged to your REST Super account, so there's not even an out-of-pocket expense.

* Money Solutions Pty Limited AFSL 258145. Money Solutions personnel are not representatives of the REST Trustee. Any financial product advice given by Money Solutions is provided under the Money Solutions AFSL. The Trustee does not accept liability for any loss or damage incurred by any person as a result of using products or services provided by Money Solutions.

All you need to do is go to www.rest.com.au/zest and answer these five questions:

1. REST is an industry fund

- a. True
- b. False

2. Approximately how many working Australians are REST members?

- a. 1 in 6
- b. 1 in 60
- c. 1 in 600
- d. 1 in 6,000

3. Rolling all my super into one account may save:

- a. Money – because I'd only pay one set of fees
- b. Time – because I could track my super in one place
- c. Paper – because I'd only get one statement
- d. All of the above

4. A Superannuation co-contribution is:

- a. A cash payment the government puts in your bank account
- b. A tax for high-income earners
- c. An extra amount the government adds to your super when you make a voluntary contribution
- d. Not worthwhile getting if you're young

5. Which award did REST win in 2009?

- a. Pie shop of the year
- b. Hair salon of the year
- c. Industry Fund of the Year as part of the *AFR Smart Investor Blue Ribbon Awards 2009*

Go to www.rest.com.au/zest now to enter!

'Year of tickets'.

Conditions apply see www.rest.com.au. Entry is only open to Australian residents who are members of REST Industry, REST Personal Super or Acumen. Employees (and their immediate families) of the Promoter and agencies associated with this promotion are ineligible to enter. Starts: 21/09/09 and closes on 18/12/09. Entry form must be submitted by 5pm AEDST on 18/12/09. Limit of one entry per person. Draw: Suite 1, Level 1, 34 Chandos Street St Leonards NSW 2065 on 21/12/09 at 3pm AEDST. Winner's name will be published in The Australian on 23/12/09.

Your privacy is important to us.

REST knows that keeping your personal information private is very important and we appreciate that you trust that we do so carefully and sensibly. Your personal information is very important for the proper management of the Fund. We receive and store information you provide on our secure databases, which are protected in secure facilities. Unless required or authorised by law, your information is only accessible by authorised REST personnel or authorised service providers, including the insurer, AIA Australia, legal advisers and the administrator. REST and its authorised service providers are subject to the National Privacy Principles. From time to time, REST may use member information for future planning to improve our services to members. Information may be used for the purpose of testing a potential member product or service – including by way of, but not limited to, direct marketing.

Prize: The first valid and correct entry drawn will win \$2,000 worth of Ticketek vouchers. This will consist of 20 x \$100 Ticketek vouchers. Promoter: Retail Employees Superannuation Pty Limited ('REST'), ABN 39 001 987 739, AFSL 240003, Trustee of the Retail Employees Superannuation Trust ABN 62 653 671 394 of Level 6, 50 Carrington Street, Sydney NSW 2000. Products of REST include REST Super, REST Personal and Acumen. NSW Permit No. LTPS/09/8849 ACT Permit No. TP09/2992

REST may arrange for a service provider to cross match your personal details with other superannuation funds to help locate any other superannuation accounts in your name. REST may send members communication material, also known as direct marketing material (including marketing material by third parties), about special offers and promotions that are available to members of REST. If you do not want REST to use your personal information to send you direct marketing material, then please phone 1300 300 778. If you do not provide REST with your personal information, you may not be able to receive certain benefits as a member of the Fund. Access to your details is protected. If you would like to review or make any corrections to your personal information, login to MemberAccess at www.rest.com.au or phone REST for a 'Changes to membership details' form or download it from our website. If you have any questions about our privacy policy, please phone 1300 300 778.

A-Z guide

to making, saving and enjoying money



Auction sites

Auction sites can be a great place to pick up a bargain or collect some cash for the stuff in your garage gathering dust. Take a look around your house. Old skis? Bike? Books? Board Games?

Budget

Take control of your spending. Once you work out that your \$4 coffee and toast each morning is costing you over \$1,000 per year you might decide to invest in a \$70 coffee machine instead. The purpose of making a budget isn't to make you feel restricted. Rather it's to give you a birds-eye view of your spending so that you can know where your money is going and make decisions you feel good about.

Credit cards

Using plastic is often more convenient than carrying wads of cash around but the golden rule is: pay it off every month. If you've already got yourself into credit card trouble, rolling your debt to a card that has a 6-month interest free period could be a good idea, but make sure you have a plan to pay it off within that 6 months.

Driving

You might be surprised how much owning a car actually costs you. When you add up petrol, insurance, rego, tolls and mechanic bills you've probably exceeded \$5,000 a year, and that's before you think about depreciation. Maybe public transport or walking are viable options? Perhaps you and your partner can live with one car instead of two?

Earn more than you spend

Sounds obvious but many people don't do this and get themselves into debt trouble.

First home savers account

If you're thinking of saving for a home, consider starting a First Home Saver Account to take advantage of an additional 17% the government will add to your contributions. If you change your mind and don't want to use your savings for a house, you can't cash-it-out but you can transfer the money into your super account. Conditions apply and for more info go to www.homesaver.treasury.gov.au

Government co-contribution

For the 2009/2010 financial year, the government will add \$1 for every \$1 you put into your super up to \$1,000. Conditions apply and for more information go to www.rest.com.au/co-cont

High-interest saving

The ME Bank Online Savings Account offers a competitive interest rate. See page 7 for more information.

Insurance

Make sure you and your family are protected. REST members have a number of flexible insurance options. Login to MemberAccess at www.rest.com.au for more information.

Join mailing lists

Cheap flights, cheap accommodation and many more great offers are made via mailing lists. REST's eNewsletter also occasionally has exclusive offers for REST members. Sign up for eNewsletters in MemberAccess at www.rest.com.au

Keep your details up to date

If you don't keep your details up-to-date with REST, your super may be transferred to an Eligible Rollover Fund (ERF). See the box below for more info.

Lost super

One in three Australians have lost super. Could you be one of them? You can look for lost super using SuperSeeker at www.ato.gov.au

Membership to a gym

Many Australian's are paying for gym memberships they rarely use. Committing to going regularly can have great health benefits, but if you're not going to do that then at least commit to going through the cancellation process so at least you're not throwing away money.

Negative returns

If your super statement shows a negative return this year, don't panic, super is a long-term investment. Markets move in cycles and its to be expected that there a couple of bad years now and then.

One account

If you've got more than one super account, you're probably paying more than you have to in fees. Go to www.rest.com.au/consolidate to find out how to get all your super into REST.

Phone bill

If your mobile phone bill is getting out of hand, then call your phone company and ask about going onto a cap, or if you're already on one, a bigger cap. Phone caps are great in terms of helping you budget, but carefully select the right cap for you, because if you max it out the cost can really blow out.

Questions

REST's website is a great place to learn more about super and get your questions answered, and REST customer service on **1300 300 778** are always happy to help too.

Returns

The investment options you select now will make a huge difference on your future.

Supermarket shopping

Make sure you go in with a list and stick to it.

Tight Tuesday discounts

Many cinemas offer discount tickets on Tuesdays.

University debt

If you've got a HELP/HECS debt, don't let it stress you out. You can get a 10% discount by making payments voluntarily as opposed to them coming out of your wages. This could especially be a good strategy when you're ready to make you're final payment, because if you pay off the debt by the end of a financial year, you'll get all the HELP money deducted from your pay throughout the year back in your tax return.

Vacations

Make sure you set yourself a realistic budget before you go. Also, it's important you have travel insurance. REST members can get 40% off through AIG travel. See page 7 for details.

Weddings

No-one wants to skimp on their special day but don't go overboard. One of the most common reflections of newly-married couples is "We wish we spent less on the wedding and more on the honeymoon".

eXtra contributions to your super

Consider salary-sacrificing (contributing to super with pre-tax money) or making an after-tax contribution (from your take home pay) which may entitle you to a government co-contribution. What you contribute now will make a huge difference to your future.

Your goals

What do you want to achieve? Whether it's to be out of debt or to purchase your first home, having savings goals can be exciting and help you keep your spending within your budget.

Zest!

Did you know *Zest!* magazine is also available online?

www.rest.com.au/zest

Keeping your details up to date

To receive updates on your super, remember to let us know if you change your address or employer. It's easy to update your details. Simply login to MemberAccess at www.rest.com.au and change your details online. If you don't already have a PIN, you can register for one online. Alternatively, call or write to us to advise your change of details.

ERF

REST has a broad power to transfer a member's benefits to another fund, called an Eligible Rollover Fund or ERF. REST may roll over your benefits to its ERF if:

1. REST has attempted to contact you and correspondence has been returned unclaimed (ie you are a 'lost member') and you have an account balance that is insufficient to pay REST's fees, or

2. REST has been advised that you:

- have left your employer
- have an account balance that is insufficient to pay REST's fees (note that this will change depending on your investment returns relative to your fees), and
- have not advised REST where you would like to roll over your benefits.

REST's ERF is AUSfund and you may contact AUSfund as follows:

AUSfund Phone 1300 361 798
PO Box 2468 Email admin@ausfund.net.au
Kent Town SA 5071 Web www.unclaimedsuper.com.au

When your benefits are transferred into an ERF, they may be affected because:

- you will cease to be a REST member and will no longer have any insurance cover
- you will become a member of AUSfund and will be subject to its governing rules. If REST can provide AUSfund with your contact details, AUSfund will send you its Product Disclosure Statement (PDS)
- AUSfund is required to 'member protect' your benefits. Generally, this means you will not be charged administration fees if your investment returns are insufficient to cover the cost, however, government taxes are still deducted
- AUSfund will invest your benefits in a balanced strategy, which may provide lower returns than the investment option(s) in which your account is invested in REST.

Investment update

For most Australians, superannuation balances have been affected by tough financial conditions and a turbulent share market. Reassuringly though, REST has performed better than most other funds during this period.

According to leading ratings agency, SuperRatings*, REST's default 'Core Strategy' investment option was the best performing investment option in the 'Growth' category, for the year ended 30 June 2009.

REST's performance results to 30 June 2009

| Investment option | 10 Yr % pa | 5 Yr % pa | 1 Yr % | 3 month % |
|--------------------------------|-----------------------|-----------|--------|-----------|
| Core Strategy | 6.90 | 5.67 | -7.82 | 4.39 |
| Structured Options | | | | |
| Cash Plus | 4.73 | 4.44 | 1.29 | 0.44 |
| Capital Stable | 5.91 | 4.84 | -2.78 | 1.85 |
| Balanced | 6.32 | 4.94 | -6.25 | 2.73 |
| Diversified | 6.99 | 5.32 | -10.23 | 3.56 |
| High Growth | 7.13 | 5.23 | -12.71 | 4.00 |
| Member-tailored Options | | | | |
| Basic Cash | Commenced 1 July 2009 | | | |
| Cash | 4.76 | 4.62 | 1.92 | 0.72 |
| Bond | 5.36 | 4.68 | 4.54 | 1.44 |
| Shares | 7.40 | 4.84 | -15.50 | 5.96 |
| Property | N/A | 7.48 | -10.62 | -10.40 |
| Australian Shares | N/A | 8.06 | -15.48 | 7.76 |
| Overseas Shares | N/A | -0.13 | -16.36 | 4.09 |

The Core Strategy returns shown are crediting rates – the rates allocated to members' accounts. Crediting rates have differed from actual earnings rates in some years, and for more information visit www.rest.com.au and click on Performance & Investments. N/A applies to options running less than the indicated time periods. All returns are post investment management fees and tax. Returns for the five and ten year period are annualised compound averages. Past performance is not necessarily an indicator of future performance.

How do investment markets impact my super account?

Many members are in our default Core Strategy option, which is made up of a mix of investments including shares, property, bonds, cash and alternatives.

Shares form a significant part (over 50%) of Core Strategy's investments. When the share market's going well, this assists Core Strategy's performance, and helps your super to grow. However, in recent times the share market has fallen significantly. This has caused a decline in the performance of Core Strategy, which in turn has affected your super balance.

If you're in another REST investment option, it's likely your balance has also been impacted, with returns for most assets classes being down.



REST has performed better than most other funds throughout these tough financial conditions*



Will the share market recover?

Although the share market has been down since late 2007, a sense of perspective is important. Volatility and fluctuation are normal features of the investment cycle. Most people remember previous periods of volatility – such as the 1987 share market crash or the volatility of the early 2000s – and have seen that markets typically rebound.

Should I switch to another of your investment options?

You need to make a considered decision. By switching out of Core Strategy into a more defensive option, such as Cash, you may lock in your loss and miss out on any future upswing when markets recover. Remaining in Core Strategy means that you have the opportunity to recoup any loss when share markets rebound.

Should I switch to another super fund?

Again, you need to make a considered decision and remember that REST has performed better than most other funds throughout these tough financial conditions.

For example, according to SuperRatings our Core Strategy option was the best performing investment option for the year ended 30 June 2009.

* SuperRatings Crediting Rate Survey as at 30 June 2009. Core Strategy ranked 1st/82 over 1 year and 2nd/68 over 5 years in the 'Growth' category.

Why has our Core Strategy option performed better than many of its competitors?

Core Strategy has been one of the better performing default investment options. In the lead-up to the financial crisis, Core Strategy had less exposure to listed investments compared to many other default options, with greater levels of cash at its disposal. We've used this cash to buy assets which appeared 'cheap' on a long-term basis, which has helped our returns as the share and credit markets have rebounded.

Is it wise to consolidate my super?

With weak super returns, it's important that you at least minimise your fees. If you have various super accounts, consider consolidating them into a single account. With one account you'll only pay one set of fees which should save you money. Plus your super will be easier to monitor and manage.

For information about transferring super into your REST account, visit www.rest.com.au/consolidate. Alternatively, call us on **1300 300 778** and we'll walk you through the process.

What else can I do to assist my super?

Although it's not compulsory, it's a good idea to provide REST with your tax file number (TFN). If we don't have your TFN:

- contributions your employer makes for you (including salary sacrifice payments) may be taxed at a higher rate – 46.5% instead of the normal 15%
- we can't accept your personal super contributions (meaning you may also miss out on government co-contributions).

Also, if you've provided your TFN, it's much easier to locate your super in the event that you lose track of it.

To give us your TFN, login to MemberAccess and go to the 'Personal details' screen. Alternatively, phone us on **1300 300 778**.

Consider getting advice

Consider discussing your super with a financial adviser, who can provide information and guidance based on your personal circumstances.

If you don't have an adviser, we can connect you with a Money Solutions* coach, and if you're a REST member we'll pay for your first over-the-phone question on a super-related topic. Simply call us on **1300 300 778**.

* Money Solutions Pty Limited AFSL 258145.

Stressed Out?

We are living through stressful times. For some, stress may lead to depression, alcohol related issues or more serious problems. It's not unusual and it's not something to be ashamed of. If you or anyone you know is experiencing high levels of stress, or feel like you're struggling to cope, visit the SuperFriend website at www.superfriend.com.au

Created by a group of concerned industry super funds, including REST, the site brings together the resources of a wide range of health organisations and provides information and advice covering:

- Simple and effective ways to improve physical and mental wellbeing
- Achieving a wholesome work/life balance
- Detecting the symptoms of common mental and emotional problems
- Reaching out for and obtaining help

Super *friend*
someone to turn to



Member benefits

40%* off travel insurance for REST members

Taking off?

Take AIG[#] with you and save 40%* on your travel insurance premiums.

You will have more money to spend on your holiday and your family can stress less about the "what ifs" when you are travelling around the world knowing that you're covered with AIG.

It's great value cover and includes unlimited overseas medical expenses, which is important especially if you have an accident and end up in hospital. Plus you can get up to \$15,000 coverage for lost or stolen luggage, which includes your ipod, camera and clothing.

Check out the full list of benefits, compare your quote and buy online in less than 10 minutes.

So when you're thinking of travelling, take AIG travel insurance with you!

Visit www.rest.com.au/aigtravel

Reach your goals sooner with a winning overall Savings Account ^

Recently announced as the Winner of the *AFR Smart Investor* Blue Ribbon Awards 2009, Overall Savings Account category, the ME Bank[#] Online Savings Account will help you reach your goals faster.

Whether you're saving for a new car, a holiday or for a rainy day, you can be confident your money is working hard for you.

- Earn a true, ongoing interest rate
- No bank fees
- No penalty for withdrawals
- Government guaranteed

To reach your savings goals sooner visit

www.mebank.com.au/greatrate or call 1300 309 374 today!

Stay in control of your health!

Manchester Unity is now part of the HCF Group, the third largest health fund group in Australia.

Manchester Unity[#] has a range of health cover options designed especially for young singles and couples, at discounted rates for all REST members[†].



As a member of REST you receive great value health cover for hospital services, emergency ambulance transport and many extras services. This includes cover for physio, optical and dental. This includes access to HCF's seven Dental and Eyecare centres in Sydney, as well as HCF's regional and interstate Oral Health Program, helping you save.

Manchester Unity's experienced health cover advisors can help you choose the level that's right for your needs. To see how you'll benefit, call today on **1800 880 049** or visit www.manchesterunity.com.au/rest

Get super savvy

REST provides you with easy access to good financial advice whenever you have a super question on your mind.

As a valued member, we want to ensure you feel supported with simple, clear and effective advice when you need it.

To help you feel confident about your choices, REST will pay for your first phone advice session on super with a Money Solutions^{~#} Personal Money Coach.

We'll even throw in a subscription to Money Solutions' educational website and secure member login area. Have fun with interactive tools that help you to visually compare your super options and outcomes before you make your next super decision.

Take control of your super. It's up to you!

Call **1300 300 778** and ask to speak to a Money Solutions Coach or visit www.rest.com.au and click on Member Benefits to get super savvy!

* The savings are calculated by comparing with AIG Australia's full price premiums as detailed at www.aigtravel.com.au current at 15 June 2009. Savings do not apply to pre-existing medical assessment fees. AIG Australia and the AIG logo are registered trademarks of American International Group, Inc. Insurance products and services are provided by American Home Assurance Company, ABN 67 007 483 267, AFSL 230903, a member company of American International Group, Inc. American Home Assurance Company is the issuer of travel insurance products. You should read the Product Disclosure Statement and consider the PDS in light of your personal circumstances, prior to making any decision to acquire the product. Retail Employees Superannuation Pty Ltd act as referrer of AIG Australia. This service is offered and provided by AIG Australia, not Retail Employees Superannuation Pty Ltd, the Trustee of REST. The Trustee is not responsible for products or services, views or actions of this organisation. TB 09/00671.

^ *AFR Smart Investor* Blue Ribbon Awards 2009, Overall Savings Account category. This is general information only and you should consider if this product is appropriate for you. Terms and conditions available on request. Members Equity Bank Pty Ltd ABN 56 070 887 679.

† Discounted rates are not available on Healthcover Plus Extras only.

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- Money Solutions Pty Limited AFSL 258145.

Your investment options

REST offers members 13 investment options.

REST offers 13 investment options to members who have \$1,000 or more to invest. If you have less than \$1,000 in your account, REST will invest your money in our Core Strategy investment option.

At REST, you can:

- choose not to make an investment choice, in which case you'll be invested in the Core Strategy, REST's default option
- mix and match across all options to create your own portfolio
- choose to invest your current super savings differently to your future contributions
- switch to another option(s). Four switches in each financial year are free. A \$20 fee applies per switch request thereafter.

In addition, it's important to note that:

- your switch will become effective 10 days after REST receives your request. Where this falls on a weekend or national holiday, your switch will be processed on the next business day
- before switching your investments or leaving the Fund, you should check the current value (in units) of your investment
- if you are in the Core Strategy, you should check the crediting rate that applies prior to leaving.

When looking at REST's investment options on pages 9 to 12, it's important to keep in mind the following investment basics:

- your investment in this Fund is not guaranteed. Past performance is not necessarily an indication of future performance
- the value of your investment can rise or fall
- returns are quoted to give an indication of the expected relative performances of the investment options over the long-term
- we will tell you if more than 5% of the Fund's assets are invested in any one investment. On 30 June 2009, REST had no more than 5% of the Fund's assets invested in any one investment.

What are derivatives?

We allow our investment managers to use derivatives. Derivatives include futures, options and swap contracts. They are used to protect the value of portfolios against falling prices and to enable managers to change their investment exposure in different markets or sectors without buying or selling the actual securities.

Members invested in the Core Strategy investment option

How are returns credited to my account?

If your super is invested in the Core Strategy, a crediting rate is calculated each week at least once. Returns are credited to your account at the end of each financial year or earlier if you leave REST or switch out of the Core Strategy. Your credited returns may be positive or negative. Taxes, fees, charges and insurance premiums will also affect your account balance.

Members not invested in the Core

What are unit prices and why do my returns fluctuate?

If you invest in the Structured or Member-tailored Options, your money will purchase a number of units in the investment option(s) of your choice. The number of units purchased depends on the value of the units (called the unit price) at the date of purchase. The value of your account balance may go up and down, depending on variations to the unit price of your chosen investment option(s) and the amount of taxes, fees, charges and insurance premiums applied to your account. Your member statement will show your account balance as a dollar value and as a number of units for the Structured and Member-tailored Options.

Who's managing your money?

REST has carefully selected external investment managers. These investment managers, alongside the Fund's wholly-owned investment manager, Super Investment Management Pty Limited, undertake the day to day management of these investments.

| Investment managers at 30 June 2009 | |
|-------------------------------------|-----------|
| Investment manager | % Managed |
| 452 Capital | 6.49 |
| Aberdeen Asset Management | 1.33 |
| Acadian Asset Management | 1.41 |
| AMP Capital Investors | 5.70 |
| Apostle Asset Management | 2.38 |
| AQR Capital Management | 0.95 |
| Babson Capital | 0.97 |
| Baillie Gifford Overseas Ltd | 2.60 |
| Balanced Equity Management | 8.60 |
| Brandes Investment Partners | 2.74 |
| Brandywine | 2.33 |
| Bridgewater Associates | 3.41 |
| Campus Living Villages | 0.97 |
| Charter Hall | 0.86 |
| Colonial First State | 2.24 |
| Cooper Investors | 3.89 |
| Credit Suisse Asset Management | 1.32 |
| Fauchier Partners | 1.66 |
| GMO (Australia) | 2.75 |
| GPT Funds Management | 1.22 |
| Holowesko | 2.08 |
| MFS Asset Management | 4.24 |
| Orion Asset Management | 2.78 |
| Paradice Investment Management | 6.44 |
| Putnam Advisory Company | 0.50 |
| Pzena Investment Management | 1.87 |
| Queensland Investment Corporation | 2.02 |
| Renaissance Asset Management | 0.31 |
| Retirement Villages Group | 1.03 |
| Stone Tower | 1.43 |
| Super Investment Management ^ | 18.73 |
| T Rowe Price | 1.36 |
| Warakirri Asset Management | 0.60 |
| Wellington International Management | 2.79 |

^ Super Investment Management Pty Limited ABN 86 079 706 657 (Australian Financial Services Licence Number 240004) is a wholly-owned company of REST. Super Investment Management Pty Limited, like other investment managers of REST, receives a fee for its investment management services. REST deals with Super Investment Management Pty Limited on an arms-length basis.

Your investment options continued

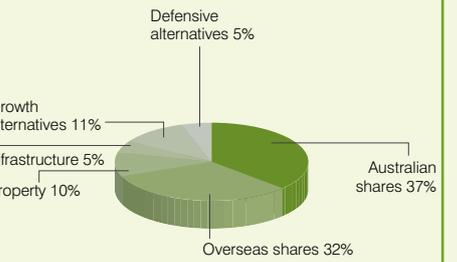
| | Core Strategy | | Structured options | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------|-----------|-------|-------|-------|------|-------|-------|------|-------|-------|------|--------|--------|------|--------|--------|----------------------------|----------|----------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|-------|------|-------|------|-------|------|-------|------|-------|----------------------------|----------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|-------|------|-------|------|--------|------|-------|------|--------|----------------------------|----------|
| | | | Cash Plus | Capital Stable | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Objective This is the goal or objective of the investment option | To achieve a balance of risk and return by investing in both growth assets and defensive assets. | | Maintain the purchasing power of the funds invested by earning a slightly higher return on cash while minimising the risk of any capital loss. | A stable pattern of returns that at the same time maintains a low probability of a negative return in any one year. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Target return This is what the Trustee uses to determine asset allocation. It is also used to measure if the investment objective is met. It is not a guaranteed rate of return. | CPI + 3% pa over the long-term (rolling 5 year periods). | | Outperform the UBSA Bank Bill Index over the short-term (rolling 2 year periods). | CPI + 1% pa over the medium-term (rolling 4 year periods). | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Asset allocation These charts show the benchmark asset allocation and ranges as at 30 June 2009. For the Core Strategy option, the asset allocation will vary year-to-year within the ranges shown in brackets. This also means the allocation to defensive assets and growth assets will vary from time to time. For all options other than Core Strategy, there will be short-term variation around the benchmark. REST's Trustee reserves the right to vary the asset allocations (including the benchmarks and ranges) of all or any of the investment options, introduce new options or close existing options without prior notice. | 23% defensive, 77% growth A mix of shares and bonds, property, infrastructure, alternative assets and cash. | | 100% defensive | 65% defensive, 35% growth | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | <p>The first number is the actual asset allocation as at 30 June 2009</p> <p>The italic figures in brackets are the asset allocation benchmarks</p> <p>The bold figures in bracket's are the asset allocation ranges</p> | | Cash plus a small allocation to Defensive Alternatives. Cash consists of a portfolio of securities with a low level of interest rate risk. It includes securities which either have, on average, a short-term to maturity (less than 12 months), for example, bank deposits, bank bills and commercial paper, or securities which have a floating interest rate that resets over short-term periods (less than 12 months), for example, residential mortgage backed securities. The portfolio also includes an allocation to Government and corporate bonds where the interest rate risk has been hedged to a floating rate. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Time horizon | Medium to long: 3 to 5+ years | | Short: 1 to 2+ years | Short to medium: 3+ years | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Risk of negative return This shows the approximate risk of the investment options | Moderate: approximately 7 years in a 35 year working life. | | Very low: approximately 2 years in a 35 year working life. | Low: approximately 4 years in a 35 year working life. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| What this option has returned* Returns are quoted at 30 June each year after fees not directly charged to your account and taxes have been deducted. | | <table border="1"> <thead> <tr> <th></th> <th>Earned</th> <th>Credited†</th> </tr> </thead> <tbody> <tr> <td>2005</td> <td>12.5%</td> <td>12.2%</td> </tr> <tr> <td>2006</td> <td>13.4%</td> <td>14.7%</td> </tr> <tr> <td>2007</td> <td>15.6%</td> <td>15.6%</td> </tr> <tr> <td>2008</td> <td>-4.03%</td> <td>-3.95%</td> </tr> <tr> <td>2009</td> <td>-7.62%</td> <td>-7.82%</td> </tr> <tr> <td>Five year compound average</td> <td>5.52% pa</td> <td>5.67% pa</td> </tr> </tbody> </table> | | Earned | Credited† | 2005 | 12.5% | 12.2% | 2006 | 13.4% | 14.7% | 2007 | 15.6% | 15.6% | 2008 | -4.03% | -3.95% | 2009 | -7.62% | -7.82% | Five year compound average | 5.52% pa | 5.67% pa | <table border="1"> <tbody> <tr> <td>2005</td> <td>5.31%</td> </tr> <tr> <td>2006</td> <td>5.04%</td> </tr> <tr> <td>2007</td> <td>5.74%</td> </tr> <tr> <td>2008</td> <td>4.90%</td> </tr> <tr> <td>2009</td> <td>1.29%</td> </tr> <tr> <td>Five year compound average</td> <td>4.44% pa</td> </tr> </tbody> </table> | 2005 | 5.31% | 2006 | 5.04% | 2007 | 5.74% | 2008 | 4.90% | 2009 | 1.29% | Five year compound average | 4.44% pa | <table border="1"> <tbody> <tr> <td>2005</td> <td>9.23%</td> </tr> <tr> <td>2006</td> <td>7.99%</td> </tr> <tr> <td>2007</td> <td>10.01%</td> </tr> <tr> <td>2008</td> <td>0.38%</td> </tr> <tr> <td>2009</td> <td>-2.78%</td> </tr> <tr> <td>Five year compound average</td> <td>4.84% pa</td> </tr> </tbody> </table> | 2005 | 9.23% | 2006 | 7.99% | 2007 | 10.01% | 2008 | 0.38% | 2009 | -2.78% | Five year compound average | 4.84% pa |
| | Earned | Credited† | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2005 | 12.5% | 12.2% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2006 | 13.4% | 14.7% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2007 | 15.6% | 15.6% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2008 | -4.03% | -3.95% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2009 | -7.62% | -7.82% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Five year compound average | 5.52% pa | 5.67% pa | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2005 | 5.31% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2006 | 5.04% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2007 | 5.74% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2008 | 4.90% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2009 | 1.29% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Five year compound average | 4.44% pa | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2005 | 9.23% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2006 | 7.99% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2007 | 10.01% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2008 | 0.38% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2009 | -2.78% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Five year compound average | 4.84% pa | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Other management costs | 2008/2009 | 0.65% | 2008/2009 | 0.16% | 2008/2009 | 0.47% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

Investment options with an exposure to the Bonds asset class may include a small exposure to non-fixed interest assets (such as equities, currencies and commodities). This exposure is not expected to exceed 5% of the asset class.

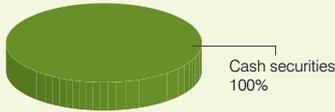
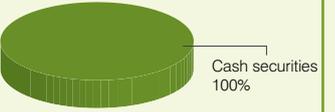
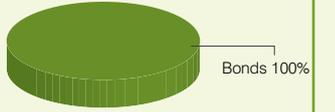
† Crediting rates have differed from actual earnings rates in some years, and for more information visit www.rest.com.au and click on Performance & Investments.

Investment options with an exposure to the Australian shares asset class may include companies listed in Australia whose legal domicile is overseas. In addition, up to 10% of this asset class may be invested in stocks listed on the New Zealand Stock Exchange.

* The returns stated are correct as at 30 June 2009. All returns are post investment management fees and tax. Please note that past performance is not an indication of future performance.

| Balanced | Diversified | High Growth | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|--------|------|--------|------|--------|------|--------|----------------------------|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|--------|------|--------|------|--------|------|--------|------|---------|----------------------------|----------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------|--------|------|--------|------|--------|------|--------|------|---------|----------------------------|----------|
| A good balance of risk and return by investing in approximately equal proportions of growth assets and defensive assets. | Strong returns over the longer term by investing in a diversified mix of assets weighted towards shares and other growth assets. | Maximise returns over the long-term by investing predominantly in growth assets. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| CPI + 2% pa over the medium-term (rolling 4 year periods). | CPI + 3% pa over the long-term (rolling 5 year periods). | CPI + 4% pa over the very long-term (rolling 7 year periods). | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <p>45% defensive, 55% growth</p> <p>A balanced mix of shares and bonds, property, infrastructure, alternative assets and cash.</p>  | <p>20% defensive, 80% growth</p> <p>Mainly shares, property, infrastructure and alternative assets, with some bonds and cash.</p>  | <p>5% defensive, 95% growth</p> <p>Shares, property, infrastructure and alternative assets.</p>  | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Medium to long: 3 to 5+ years | Long: 5+ years | Long: 7+ years | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Moderate: approximately 7 years in a 35 year working life. | High: approximately 9 years in a 35 year working life. | High: approximately 9 years in a 35 year working life. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1"> <tr><td>2005</td><td>11.31%</td></tr> <tr><td>2006</td><td>10.90%</td></tr> <tr><td>2007</td><td>13.28%</td></tr> <tr><td>2008</td><td>-2.93%</td></tr> <tr><td>2009</td><td>-6.25%</td></tr> <tr><td>Five year compound average</td><td>4.94% pa</td></tr> </table> | 2005 | 11.31% | 2006 | 10.90% | 2007 | 13.28% | 2008 | -2.93% | 2009 | -6.25% | Five year compound average | 4.94% pa | <table border="1"> <tr><td>2005</td><td>14.13%</td></tr> <tr><td>2006</td><td>14.40%</td></tr> <tr><td>2007</td><td>17.62%</td></tr> <tr><td>2008</td><td>-6.02%</td></tr> <tr><td>2009</td><td>-10.23%</td></tr> <tr><td>Five year compound average</td><td>5.32% pa</td></tr> </table> | 2005 | 14.13% | 2006 | 14.40% | 2007 | 17.62% | 2008 | -6.02% | 2009 | -10.23% | Five year compound average | 5.32% pa | <table border="1"> <tr><td>2005</td><td>14.97%</td></tr> <tr><td>2006</td><td>16.56%</td></tr> <tr><td>2007</td><td>20.08%</td></tr> <tr><td>2008</td><td>-8.15%</td></tr> <tr><td>2009</td><td>-12.71%</td></tr> <tr><td>Five year compound average</td><td>5.23% pa</td></tr> </table> | 2005 | 14.97% | 2006 | 16.56% | 2007 | 20.08% | 2008 | -8.15% | 2009 | -12.71% | Five year compound average | 5.23% pa |
| 2005 | 11.31% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2006 | 10.90% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2007 | 13.28% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2008 | -2.93% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2009 | -6.25% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Five year compound average | 4.94% pa | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2005 | 14.13% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2006 | 14.40% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2007 | 17.62% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2008 | -6.02% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2009 | -10.23% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Five year compound average | 5.32% pa | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2005 | 14.97% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2006 | 16.56% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2007 | 20.08% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2008 | -8.15% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2009 | -12.71% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| Five year compound average | 5.23% pa | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2008/2009 0.56% | 2008/2009 0.70% | 2008/2009 0.76% | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

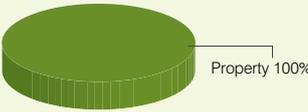
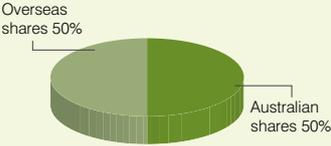
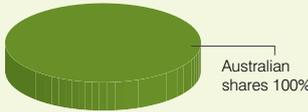
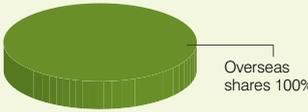
Your investment options continued

| Member-tailored options | | | | |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|
| | Basic Cash | Cash | Bond | |
| Objective This is the goal or objective of the investment option | Provide members with the opportunity to construct portfolios that are appropriate to their own particular circumstances. A member's portfolio may be constructed from one or more of the Basic Cash, Cash, Bond, Property, Shares, Australian Shares and Overseas Shares options, as well as from the Structured options and the Core Strategy. This permits the construction of members' portfolios with an extremely wide range of risk/return objectives. | | | |
| Target return This is what the Trustee uses to determine asset allocation. It is also used to measure if the investment objective is met. It is not a guaranteed rate of return. | Match the return of the Reserve Bank cash rate target before tax and before fees over rolling 1 year periods. | Perform in line with the UBSA Bank Bill Index (before tax and after fees) over rolling 1 year periods. | Outperform the benchmark return (before tax and after fees) over rolling 2 year periods. The benchmark is calculated using the UBSA Composite Bond Index, UBSA Inflation Linked Bond Index and Citigroup World Government Bond Index in \$AUD (hedged). | |
| Asset allocation These charts show the benchmark asset allocation as at 30 June 2009. There will be short-term variations around the benchmark. REST's Trustee reserves the right to vary the asset allocations of all or any of the investment options, introduce new options or close existing options without prior notice. | 100% defensive The portfolio will invest in deposits with, or short-term discount securities (bank bills and negotiable certificates of deposit) issued by, banks rated at least AA- at the time of purchase, including the four largest Australian trading banks (ANZ Banking Group, Commonwealth Bank of Australia, National Australia Bank and Westpac Banking Corporation). It may also invest in short-dated debt issued and guaranteed by the Australian Commonwealth or State Governments. All securities will have a maximum term to maturity of one month. | 100% defensive A portfolio of securities with a low level of interest rate risk. Includes securities which either have, on average, a short-term to maturity (less than 12 months), for example, bank deposits, bank bills and commercial paper; or securities which have a floating interest rate that resets over short-term periods (less than 12 months), for example, residential mortgage backed securities. The portfolio also includes an allocation to Government and corporate bonds where the interest rate risk has been hedged to a floating rate. | 100% defensive A mixture of Australian and overseas debt securities issued by Governments, semi-government authorities and companies. Bonds typically have a fixed coupon paid on a regular basis and are exposed to both interest rate risk (the impact that changing interest rates have on bond values) and in the case of non-Government bonds, default risk. | |
| |  |  |  | |
| Time horizon | Very short: less than three months | Short: 1 to 2 years | Short to medium: 3+ years | |
| Risk of negative return This shows the approximate risk of the investment options | It is not expected that the option would experience a negative return over any one-year period. | Very low: approximately 2 years in a 35 year working life. | Moderate: approximately 5 years in a 35 year working life. | |
| What this option has returned* Returns are quoted at 30 June each year after fees not directly charged to your account and taxes have been deducted. | The Basic Cash option was introduced on 1 July 2009 | 2005 5.07% 2006 5.24% 2007 5.91% 2008 5.00% 2009 1.92% Five year compound average 4.62% pa | 2005 7.48% 2006 3.16% 2007 4.33% 2008 3.95% 2009 4.54% Five year compound average 4.68% pa | |
| Other management costs | 2008/2009 N/A | 2008/2009 0.07% | 2008/2009 0.31% | |

Investment options with an exposure to the Bonds asset class may include a small exposure to non-fixed interest assets (such as equities, currencies and commodities). This exposure is not expected to exceed 5% of the asset class.

Investment options with an exposure to the Australian shares asset class may include companies listed in Australia whose legal domicile is overseas. In addition, up to 10% of this asset class may be invested in stocks listed on the New Zealand Stock Exchange.

* The returns stated are correct as at 30 June 2009. All returns are post investment management fees and tax. Please note that past performance is not an indication of future performance.

| Property | | Shares | | Australian Shares | | Overseas Shares | |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------|--------------------------------------------------------------------------------------------------------|----------|----------------------------------------------------------------------------------------------------------------|-----------|
| <p>Provide members with the opportunity to construct portfolios that are appropriate to their own particular circumstances. A member's portfolio may be constructed from one or more of the Basic Cash, Cash, Bond, Property, Shares, Australian Shares and Overseas Shares options, as well as from the Structured options and the Core Strategy. This permits the construction of members' portfolios with an extremely wide range of risk/return objectives.</p> | | | | | | | |
| Outperform both the Mercer Unlisted Property Index (before tax and after fees) over rolling 3 year periods and the 10 year bond rate plus 3% (after fees) over rolling 5 year periods. | | Outperform the benchmark return (before tax and after fees) over rolling 3 year periods. The benchmark is calculated using the S&P/ASX 300 Accumulation Index and the MSCI World ex-Australia Index in \$AUD. | | Outperform the S&P/ASX 300 Accumulation Index (before tax and after fees) over rolling 3 year periods. | | Outperform the MSCI World ex-Australia Index in \$AUD (before tax and after fees) over rolling 3 year periods. | |
| 100% growth | | 100% growth A mixture of Australian and overseas shares. | | 100% growth | | 100% growth | |
|  | |  | |  | |  | |
| Medium to long: 3 to 5+ years | | Long: 7+ years | | Long: 7+ years | | Long: 7+ years | |
| Moderate: approximately 6 years in a 35 year working life. | | Very high: approximately 11 years in a 35 year working life. | | Very high: approximately 12 years in a 35 year working life. | | Very high: approximately 11 years in a 35 year working life. | |
| 2005 | 8.73% | 2005 | 19.30% | 2005 | 25.14% | 2005 | 6.43% |
| 2006 | 9.33% | 2006 | 20.14% | 2006 | 21.34% | 2006 | 17.94% |
| 2007 | 18.90% | 2007 | 21.72% | 2007 | 32.19% | 2007 | 12.11% |
| 2008 | 13.52% | 2008 | -14.08% | 2008 | -13.14% | 2008 | -15.59% |
| 2009 | -10.62% | 2009 | -15.50% | 2009 | -15.48% | 2009 | -16.36% |
| Five year compound average | 7.48% pa | Five year compound average | 4.84% pa | Five year compound average | 8.06% pa | Five year compound average | -0.13% pa |
| 2008/2009 | 0.56% | 2008/2009 | 0.55% | 2008/2009 | 0.51% | 2008/2009 | 0.59% |

Compliments and complaints

If you have a compliment, we would love to hear from you. If you have a concern or complaint, please contact us straight away. We will make every effort to resolve your problem quickly. You can make a formal complaint to REST online or by phone, email or letter noting that you wish to lodge a complaint.

To lodge a complaint online

Login to our website www.rest.com.au then click on Contact us and Concerns and Complaints and follow the instructions.

To lodge a complaint by phone

Call us on 1300 300 778 between 8am and 6pm weekdays.

To lodge a complaint by letter

Please address your concerns to:

The Trustee Services Officer
REST Superannuation
PO Box 350, Parramatta NSW 2124

Please write 'Complaint' on the envelope and the letter.

REST is required to consider your complaint or dispute within 90 days of receiving it. However, in some circumstances it may not be possible to resolve the issue within this period. If the Trustee fails to respond to you within 90 days, or you are not satisfied with the outcome, you may be able to seek an independent ruling from the Superannuation Complaints Tribunal (SCT).

Superannuation Complaints Tribunal (SCT)

The SCT is an independent body set up by the Federal Government to settle certain disputes between members and their super funds.

The SCT can only become involved after the Trustee's efforts at reaching agreement have failed (i.e. you must first use REST's dispute procedures). While sincere attempts will be made to help resolve differences between members and funds, in some instances the SCT may need to make a binding ruling. The SCT does not charge members for its service and can be contacted on **1300 780 808**.

Employers in arrears

Sometimes employers can be late with their contributions. While it is often an administrative oversight, we take it seriously and believe contributions should be made to members' super accounts in a timely way.

During 2008/2009, REST referred the employers to Industry Funds Credit Control Pty Ltd (IFCC) who collected \$10,670,050.85 from employers in arrears. As at 30 June 2009, 8,669 employers remained overdue with employee super payments by at least 90 days. Legal action may be initiated if contributions remain unpaid after contact by IFCC.

Who's in charge?

An eight-member Board of Directors meet regularly to discuss a range of issues relating to the management of REST and the investment of members' money. They are the Directors of the Fund's Trustee company, Retail Employees Superannuation Pty Limited ABN 39 001 987 739.

The Trustee's job is to manage the Fund on your behalf. The Directors receive no payment for their duties and neither does the Trustee company.

Of the eight Directors, four represent employees and are nominated by the Shop Distributive and Allied Employees Association (SDA). The other four Directors are nominated by and represent employers, including two major employers participating in REST, the Australian Retailers Association (ARA), National Retailers Association (NRA) and the Australian National Retailers Association (ANRA). This means that employees and employers are equally represented.

The Directors are supported by a number of Board Committees (including Investment, Audit, Risk and Compliance, Administration and Insurance). The Directors are also supported by Trustee staff (who handle the day to day operations of the Fund) and external advisers.

Indemnity insurance

The Fund, the Directors and Officers of the Trustee are covered by professional indemnity insurance.

Departures and arrivals

Don Farrell resigned as a Director on 1 July 2008. Jim Maher resigned as a Director on 25 September 2008. Geoff Williams and Steve Priestley were appointed as Directors on 24 July 2008. Ian Blandthorn was appointed as a Director on 25 September 2008.

There were no appointments or resignations following the end of the 2008/2009 financial year.

As at 30 June 2009 the representatives on the Board were:

| Employee representation | Appointed by |
|--------------------------------------------|--------------|
| Joe de Bruyn (1988 to present) | SDA |
| Sue-Anne Burnley (1996 to present) | SDA |
| Geoff Williams (July 2008 to present) | SDA |
| Ian Blandthorn (September 2008 to present) | SDA |
| Employer representation | Appointed by |
| Rohan Jeffs (1990 to present) | Woolworths |
| Duncan Shaw (2005 to present) | ARA |
| Margy Osmond (2007 to present) | ANRA |
| Steve Priestley (July 2008 to present) | Coles Group |

Advisers and service providers

The following advisers assist the Trustee to provide members with professional service and management. The advisers have been appointed on the basis of quality and cost effectiveness. None are associated with the Trustee, its Directors or its staff.

Advisers and Service providers listing

| | |
|--------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|
| Administration and accounting Australian Administration Services Pty Limited | Credit manager Industry Funds Credit Control Pty Ltd |
| Investment consultant JANA Investment Advisers Pty Ltd | Legal advisers DLA Phillips Fox Turks Legal Clayton Utz |
| Group life and income protection insurance AIA Australia Limited trading as AIA Australia | Tax agent PricewaterhouseCoopers |
| External auditor PricewaterhouseCoopers | Custodian JPMorgan |
| Trustee liability insurance The Chubb Insurance Co of Australia Ltd AIG Australia Liberty International Underwriters | Internal auditor KPMG |

REST financial statements 2009

On this page are the 'Changes in net assets' and 'Statement of net assets' from 2008 to 2009. The information on this page is an abbreviated version of the full REST annual financial report, which has been audited by PricewaterhouseCoopers Chartered Accountants. If you would like a copy of the full financials please write to us at REST Superannuation, PO Box 350, Parramatta NSW 2124.

Auditor's approval

We have audited the financial statements of Retail Employees Superannuation Trust for the year ending 30 June 2009 in accordance with the Australian Auditing Standards. In our opinion the information reported in the abridged financial statements is consistent with the annual financial report from which it is derived and upon which we expressed an unqualified audit opinion in our report to the members, dated 16 September 2009. For a better understanding of the scope of our audit, this report should be read in conjunction with our audit report on the annual financial report.

PricewaterhouseCoopers Chartered Accountants

David Coogan

Partner

| Changes in net assets | | |
|------------------------------------------------------------------------------------------------|-----------------|-----------------|
| | \$ Million | |
| | 2009 | 2008 |
| Net market value of assets available to pay benefits at beginning of the financial year | 14,536.5 | 14,050.1 |
| PLUS | | |
| Contributions by employers | 1,777.3 | 1,595.6 |
| Contributions by members | 236.7 | 335.5 |
| Rollovers into REST | 373.8 | 517.2 |
| Net group life proceeds received | 25.1 | 31.8 |
| Interest earned | 2.1 | 2.8 |
| Group life rebate | 20.1 | 20.6 |
| Other revenue | -0.1 | 0.9 |
| Investment earnings (including changes in net market values) | -1,211.7 | -779.3 |
| Total gross income for the year | 1,223.3 | 1,725.1 |
| LESS | | |
| Benefits paid | 790.1 | 966.1 |
| Administration costs | 91.7 | 70.3 |
| Investment management charges | 51.6 | 39.7 |
| Custodian fees | 3.4 | 3.8 |
| Group life insurance premiums | 147.3 | 68.6 |
| Taxes | 86.3 | 90.2 |
| Total outgoings | 1,170.4 | 1,238.7 |
| Net market value of assets available to pay benefits at end of the financial year | 14,589.4 | 14,536.5 |

Reserves

REST has a number of reserves, including a contingency reserve, capital reserve, group life insurance reserve and administration reserve. As at 30 June 2009, the total reserves were valued at \$111 million. These reserves are maintained and used in accordance with REST's reserving policy, such as to meet any contingencies and provide for future capital requirements, or insurance and administration payments. REST currently has adequate provisions in its reserves.

As reported last year, the Trustee resolved to maintain its reserves at an appropriate level by reducing the unit prices/crediting rates by 0.3% in the next two years. Accordingly, the Trustee reduced the unit prices/crediting rates by 0.2% during the year ended 30 June 2009. The remaining 0.1% will be adjusted by 30 June 2010.

| Statement of net assets | | |
|-----------------------------------------------|-----------------|-----------------|
| | \$ Million | |
| | 2009 | 2008 |
| Securities | | |
| Australian listed shares | 3,787.8 | 3,633.9 |
| Australian bonds | 846.7 | 1,153.7 |
| Discount securities | 1,644.9 | 1,433.9 |
| Overseas listed shares | 2,825.3 | 2,930.0 |
| Overseas bonds | 646.0 | 421.0 |
| Other | | |
| Unlisted trust units (cash) | 168.4 | 571.4 |
| Unlisted trust units (property) | 1,149.5 | 1,245.5 |
| Unlisted trust units (growth alternatives) | 1,307.3 | 1,264.0 |
| Unlisted trust units (defensive alternatives) | 653.5 | 937.5 |
| Unlisted trust units (other) | 669.3 | 615.7 |
| Derivatives | 267.0 | 279.8 |
| Cash/other | 830.0 | 408.6 |
| Direct property | 355.2 | 396.9 |
| Total investments | 15,150.9 | 15,291.9 |
| Amount receivable | 61.2 | 76.3 |
| Other assets | 306.0 | 101.7 |
| Total assets | 15,518.1 | 15,469.9 |
| LESS | | |
| Benefits payable | 17.7 | 46.2 |
| Liability for taxation | 142.5 | 158.9 |
| Derivatives | 148.9 | 145.3 |
| Other liabilities | 619.6 | 583.0 |
| Total liabilities | 928.7 | 933.4 |
| NET ASSETS | 14,589.4 | 14,536.5 |

Movement in REST's reserves

| Year | \$(millions) |
|------|--------------|
| 2007 | \$32.4 |
| 2008 | -\$39.5 |
| 2009 | \$26.3 |

REST reserves the right to adjust the crediting rate and/or unit prices in accordance with its reserving policy without prior notice.

Next year I would like to:

a Receive my statements and annual reports by mail again

OR

b Go paperless and receive as much as possible online instead

Why go paperless?

- Help REST minimise our environmental impact

If all of our 1.8 million members opted to go paperless, we'd save over 397 tonnes of paper every year.

- Control over your REST Super account online

Registering for MemberAccess and choosing to go paperless will allow you to easily check your balance, change your investment options, review your statement history and track fund performance all at the click of a mouse.

How to go paperless

Visit www.rest.com.au/gopaperless today.

work.save.grow.REST

phone 1300 300 778 **web** www.rest.com.au