



New Zealand Harbours Superannuation Plan

New Zealand Harbours KiwiSaver Scheme

Prospectus No. 3

27 February 2009

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A copy of this Prospectus duly signed and having attached to it copies of the documents which are required by Section 41 of the Securities Act 1978 and Regulation 7 of the Securities Regulations 1983 to be so attached was delivered for registration on 27 February 2009 to the Ministry of Economic Development, Ground Floor Mailroom, 33 Bowen Street, Wellington.

This Prospectus is produced in accordance with the requirements of the Securities Act 1978.

Numbering in this prospectus follows Schedule 3C of the Securities Regulations 1983 (as amended).

1. Description of Scheme

The New Zealand Harbours KiwiSaver Scheme (“the KiwiSaver Scheme”) is a scheme registered under the KiwiSaver Act 2006 (“the KiwiSaver Act”) that was established on 24 May 2007 in Wellington. The KiwiSaver Scheme commenced business on 1 July 2007. It is an independent part of the New Zealand Harbours Superannuation Plan, an umbrella trust that also contains the New Zealand Harbours Superannuation Scheme. This prospectus covers the KiwiSaver Scheme and a separate prospectus covers the New Zealand Harbours Superannuation Scheme.

Membership of the KiwiSaver Scheme is offered to employees of Port Company Employers and of certain other Employers participating in the scheme. Members do not need to be members of the Rail & Maritime Transport Union Incorporated (“the Union”). The investments of the KiwiSaver Scheme are not guaranteed or underwritten by the Government, the Superannuation Scheme or anyone else. The assets of the Superannuation Scheme cannot be used to satisfy the liabilities of the KiwiSaver Scheme or vice versa.

2. Superannuation Trustees

- (i) There are currently seven Trustees. Their names and addresses are:

David Stanley Stevens	Wellington (Chairman of Trustees)
Peter James Clemens	Timaru
Roy James Cowley	Wellington
Andrew McFarlane	Mount Maunganui
Gary Richard Smith	Napier
Harold Charles Upton	Christchurch
Roy James Weaver	New Plymouth

- (ii) The Trustees can be contacted through the Secretary to the Scheme:

Ms Leonie Stieller
Level 1, Tramways Building
1 Thorndon Quay
Wellington

- (iii) In accordance with the Trust Deed, a Trustee shall be absolutely indemnified by and out of the funds of the Scheme for and in respect of any loss or liability which such Trustee may sustain or incur by reason of the carrying out or omission of any function duty or power of the Trustees under the deed unless such loss or liability is attributable to such Trustee's dishonesty or to the wilful commission by such Trustee of an act known by such Trustee to be a breach of trust or to the wilful omission by such Trustee of any act when that omission is known by such Trustee to be a breach of trust.

- (iv) All the Trustees are independent of the administration manager and the investment managers.

3. Managers, Promoters, Auditors and Advisers

- (i) The Scheme's Administration Manager and Registrar is: Melville Jessup Weaver Limited
Level 5, AMP Chambers
187 - 195 Featherston Street
Wellington
- (ii) The Scheme's Investment Managers are: TOWER Asset Management Limited
Level 1
50 - 64 Customhouse Quay
Wellington
- ING (NZ) Limited
Level 27, ASB Centre
135 Albert Street
Auckland
- Limited Tyndall Investment Management New Zealand
Vero Centre
48 Shortland Street
Auckland
- (iii) The Scheme's promoters are the Rail and Maritime Transport Union, and the members of the National Management Committee of the Union. The current members of the National Management Committee are:
- | | |
|--------------------------|--------------------------------|
| Wayne Butson | Wellington (General Secretary) |
| Albert Mark Barr | Hamilton |
| Ruth Diane Blakeley | Dunedin |
| Mervyn Douglas Blakie | Timaru |
| James Kelly | Dunedin |
| Timothy John Spence | Dunedin |
| Owen Paul Wallbutton | Palmerston North |
| Aubrey William Wilkinson | Te Puke |
- (iv) The Scheme's Auditor is Deloitte.
- (v) The Trustees have drafted this Prospectus with the assistance of:
- Melville Jessup Weaver Limited, the Scheme's Administration Manager; and
 - Johnston Lawrence, 10 Brandon Street, Wellington, the Scheme's Solicitors.

4. Description of the KiwiSaver Scheme and its Development

The Union, companies and councils identified below all participate in the Scheme:

CentrePort Limited	Grey District Council
Lyttelton Port Company Limited	Northland Regional Council
Ports of Auckland Limited	Port Marlborough New Zealand Limited
Port of Napier Limited	Port Nelson Limited
Port Otago Limited	Port Taranaki Limited
Port of Tauranga Limited	Prime Port Timaru Limited
Rail & Maritime Transport Union	South Port New Zealand Limited

(i) The Trust Deed

The KiwiSaver Scheme was established under a Trust Deed dated 24 May 2007 to provide separate retirement and other benefits in conformity with the KiwiSaver Act. All legislation referred to in this prospectus can be viewed at www.legislation.govt.nz. The Trust Deed has been amended by deeds dated 28 June 2007 and 5 June 2008.

(ii) Number and Appointment of Trustees

The Trust Deed allows for up to nine Trustees. Up to four Trustees are appointed by the Union (after such consultation with the Members as the Union from time to time decides) and up to four Trustees are appointed by a unanimous decision of the remaining Trustees. The Chairman is a further Trustee and must be elected unanimously by the other Trustees. The Chairman is selected on the basis of his general ability to manage the affairs of the Scheme and the other Trustees, and his general knowledge of superannuation matters. The Trustees are not required to be employees of a Port Company. The Trustees may appoint Alternate Trustees who may exercise the same power as Trustees when required to attend meetings in the absence of a principal Trustee.

(iii) Conditions of Entry

Employees of any organisation that has been admitted to participation in the KiwiSaver Scheme can join the KiwiSaver Scheme in accordance with Section 48 of the KiwiSaver Act 2006 or on application to the Trustees, on such conditions as the Trustees determine.

(iv) Conditions of Termination

A benefit is provided as a lump sum on the date the Member reaches the New Zealand Superannuation qualification age in accordance with the terms of the KiwiSaver Act or the date on which the Member has been a member of the KiwiSaver Scheme for 5 years (whichever is the later). The New Zealand Superannuation qualification age is currently 65 years.

(v) Contributions

Each Member is required to make contributions in the manner specified in the KiwiSaver Act. As an employee of a Participating Employer but subject to the KiwiSaver Act, the Member must make contributions as required under the relevant participation agreement between the Participating Employer and the Trustee. A Member may make additional contributions on the basis prescribed in the KiwiSaver Act.

Deductions of contributions from a Member's salary or wages will be made as required by the KiwiSaver Act. A Member must contribute to the Scheme at the rate of 4% or 8% of his or her gross salary or wages. A Member may contribute at any other rate if the rate is permitted under the KiwiSaver Act in the future.

Employers of Members may contribute to the Scheme, in respect of the employee, such amounts (if any) as agreed between the employer and the employee. A Participating Employer will contribute to the Scheme in respect of an employee who is a member of the Scheme in the amount (if any) provided for in the participation agreement as a contribution to the Scheme subject to any minimum requirement under the KiwiSaver Act. Before paying any contributions to the Scheme employers are required to deduct any withholding or other taxes or deductions required to be paid to any regulatory or Government authority.

From 1 April 2008 employers must contribute at the rate of 1% of a Member's gross salary, and that rate increases annually to a maximum of 4% from 1 April 2011.

Unless the participation agreement provides otherwise and subject to legislation, the Participating Employer may at any time stop contributions, reduce contributions, increase contributions, or make additional contributions.

If a Participating Employer is entitled to alter contribution amounts, that Participating Employer must give prior notice in writing to all of its employees who are members of the Scheme and the Trustee before changing the contribution amounts.

(vi) Member Accounts and Employer Accounts

Member Accounts

The Trustees will establish an account for each Member in the Scheme known as a KiwiSaver Member Account to which from time to time is credited or debited:

- (a) contributions to the Scheme by the Member, and
- (b) the proportionate share of the expenses of administration of the Scheme as determined by the Trustees, and
- (c) any transfer value received from another KiwiSaver scheme relating to the Member's employment, and
- (d) such other amounts as are required either expressly or by implication to be credited or debited in terms of the Trust Deed.

Employer Accounts

The Trustees will establish an account for each Member in the Scheme known as a KiwiSaver Employer Account to which from time to time is credited or debited:

- (a) contributions to the Scheme from an Employer in respect of a Member, and
- (b) the proportionate share of the expenses of administration of the Scheme as determined by the Trustees, and
- (c) such other amounts as are required either expressly or by implication to be credited or debited in terms of the Trust Deed.

(vii) Benefits Payable

The terms of each of the benefits payable under the KiwiSaver Scheme:

The terms are set out in the KiwiSaver Act, and are summarised here, but in each case are subject to the requirements of the Act.

End payment date withdrawal

A lump sum is payable on the date the Member reaches the New Zealand Superannuation qualification age or the date on which the Member has been a member of the KiwiSaver Scheme for 5 years (whichever is the later). The amount payable is the value of the Member's Interest in the Scheme, being the total of the Member's KiwiSaver Member Account and the Member's KiwiSaver Employer Account. A Member is not required to withdraw from the Scheme on his or her end payment date.

Other enactments

The Trustees must comply with any enactment requiring them to release funds from the KiwiSaver Scheme, such as may be ordered by a court under the Property (Relationships) Act 1976.

Death Withdrawal

If a Member dies, on application by a Member's personal representative there is payable to that person an amount equal to the value of the Member's Interest in the Scheme.

First home purchase

A Member may make a withdrawal of an amount no greater than the value of the Member's Interest in the Scheme excluding the \$1,000 Crown contribution, for the purpose of purchasing a first home.

Significant financial hardship

All or part of a Member's Interest in the Scheme excluding the \$1,000 Crown contribution, may be withdrawn where the Trustees are reasonably satisfied that the Member is suffering from or is likely to suffer from significant financial hardship.

Serious illness

A Member may make a withdrawal of an amount up to the value of the Member's Interest in the Scheme less the \$1,000 Crown contribution, where the Trustees are reasonably satisfied that the Member is suffering from serious illness.

Permanent emigration

A Member may withdraw an amount equal to the value of the Member's Interest in the Scheme less the value of any KiwiSaver taxation credits, no earlier than 1 year after the Member's permanent emigration from New Zealand. Alternatively, a Member may apply to the Trustees for the transfer of an amount equal to the value of the Member's Interest in the Scheme to a foreign superannuation scheme authorised for that purpose under regulations made under the KiwiSaver Act.

Unclaimed benefits

Under section 195 of the KiwiSaver Act, section 77 of the Trustee Act 1956 will apply in relation to a Member's interest in the Scheme held by, or in control of the Trustees only if, at the time that section is applied, all of the following apply:

- The Member is able to be identified, according to the information held by or available to the Trustees, as being at least 5 years older than the date on which a withdrawal is permitted under clause 4 of the KiwiSaver scheme rules (end payment date withdrawal) and,
- The Trustees have made reasonable efforts to locate the Member but the Member is unable to be found and,
- There has been no contribution made to the Member's account in the preceding 5 years, excluding any fee subsidy or Crown contribution.

(viii) Bankruptcy

In the event of the bankruptcy of a Member, the sum standing to the credit of the Member on any account under the Scheme to the fullest extent permitted by law is forfeited to the Scheme and the Trustees have a discretion to pay the forfeited amount for the benefit of the Member or the Member's spouse, relatives or dependants.

(iv) Wind-up of Scheme

In the event of the wind-up of the Scheme, Members will be transferred to another KiwiSaver scheme in accordance with the KiwiSaver Act.

(x) Rights and Obligations of Employers

The Employers all have the same rights and obligations under the Trust Deed. The rights and obligations are as follows:

- To have no claim for benefits under the Trust Deed made against them as Employers.
- To have nothing in the Trust Deed in any way affect prejudice or alter their powers with regard to the dismissal, remuneration or any dealings with any employees.
- On joining the Plan, to enter into a deed covenanting to comply with the provisions of the Trust Deed.
- To make deductions of contributions to the KiwiSaver Scheme in accordance with the KiwiSaver Act.
- To contribute to the KiwiSaver Scheme in respect of each employee who is a Member such amounts (if any) as agreed between the Employer and the Member and otherwise as may be required by law.

An Employer who applies to participate in the KiwiSaver Scheme shall provide all relevant information requested by the Trustees, agree with the Trustees the terms governing the membership of the Scheme for Employees of that Employer and complete and sign a participation agreement with the Trustees.

The participation agreement shall contain the following:

- The conditions of eligibility for membership;
- The contributions to be paid by Members and the Employer;
- The options available for investment of contributions;
- Any fees payable;
- Any other provisions or rules for Members who are employees of the Employer.

From the date specified in the participation agreement the Employer shall become an employer participating in the KiwiSaver Scheme and shall be bound by the Trust Deed.

(xi) Historical Investment Activities of the KiwiSaver Scheme

The Trustees have invested the funds in a balanced portfolio of assets in accordance with the Trustees' stated policy objectives.

With effect from 31 July 2008 the Trustees entered into a contract with Tyndall Investment Management Limited and Guardian Trust Investment Nominees Limited, to allow the investment of funds in the Tyndall Alternative Investment Fund.

(xii) Members' Liabilities

Other than in respect of contributions payable under the Scheme, no liabilities (including contingent liabilities) may be incurred by Members in relation to the Scheme. In the event that the Scheme became insolvent a Member would not be liable to pay any money into the Scheme or to any other party.

(xiii) Investment Statement and Objectives

The Trustees have adopted a statement defining their investment objectives and strategy. Quoting from the statement: "The objectives of the strategy are to provide an intermediate level of returns to investors over the medium term. These returns are expected to be greater than cash or bonds over the long term but with less volatility than shares and property." It is considered that Members' tolerance to negative returns is low and so the Trustees are risk averse. The specific performance targets set for the Scheme by the Trustees are:

- a minimum real rate of return after tax of 2.5% per annum, (i.e. CPI movement plus 2.5%), and
- an average return compared to the balanced funds in the MJW Investment Survey.

The investment strategy of the Trustees involves a benchmark allocation for a range of asset sectors which is designed to produce returns to meet the specific performance targets. Investments in each asset sector can move within a defined range to allow the investment managers to add value without unduly increasing the volatility of the return. The Trustees closely monitor the results achieved by the investment managers against their defined objectives. The Scheme's Investment Statement and Objectives was revised in September 2008. The current asset allocation benchmarks and asset class ranges set by the Trustees to meet the Scheme's objectives are given in the following table.

Asset Class	Benchmark %	Range %
Shares		
New Zealand	7.50	3.75 – 11.25
Australian	7.50	3.75 – 11.25
Global	36.25	31.25 – 41.25
Property		
<i>Direct</i>	2.50	0.00 – 5.00
<i>Listed</i>	2.50	0.00 – 5.00
<i>Global</i>	2.50	0.00 – 5.00
Alternative assets	2.50	0.00 – 5.00
Fixed interest		
New Zealand	13.25	8.75 – 18.75
Overseas	18.00	13.00 – 23.00
Cash	7.50	5.00 – 10.00

Alternative assets are invested in a multi-manager multi-strategy hedge fund.

The Trustees review the investment objectives annually or more frequently if circumstances require, and may alter the asset allocation benchmarks and ranges if necessary. Professional advice is taken with each review.

(xiv) History of Investment Returns

The investment returns achieved by the Scheme in the Scheme years since commencement (after investment expenses but before tax) are shown in the table below.

Period ending 31 March	Annual Returns after investment expenses but before tax
2008	-3.3%

The returns have been determined by taking, from the audited accounts of the Scheme, the value of the assets at the beginning and the end of the period and assuming that all the cashflow transactions take place halfway through the period, i.e. calculated using the formula $2I / (A + B - I)$ where I equals investment income net of investment expenses over the period, A equals the value of assets at the beginning of the period and B equals the value of assets at the end of the period.

The returns allocated to Members are set out in the following table. These returns are after investment expenses and tax. Management expenses, which include fees paid to the Administration Manager and Trustees, are deducted from Members' Employer Accounts.

Period ending 31 March	Returns allocated to 19.5% tax payers	Returns allocated to 33% tax payers
2008	-4.5%	-5.1%

Allocations of earnings to accounts are made quarterly and expenses are debited to accounts annually. When a benefit payment becomes due and the payment date of the benefit is not an allocation date, an interim earnings adjustment is required before a payment is made.

(xv) The Scheme's Future Returns

The Scheme is invested in a balanced portfolio of assets consisting of equities, property, bonds and cash, both in New Zealand and overseas. While the Trustees have an investment strategy and specific objectives agreed with the appointed investment managers the returns will vary each year. It is possible that the Scheme's investments will produce negative returns from time to time in which case the account balances in the Scheme will be allocated a negative return and the balances reduced accordingly.

5. Summary of Financial Statements

As at 31 March 2008	
Net gains/(losses) through profit or loss	(27,895)
Other investment income	12,528
Investment expenses	(125)
Net investment revenue	(15,492)
Management expenses	(1,259)
Contributions: Government KickStart	37,000
Government Fee Subsidy	740
Member Regular	45,103
Employer	38,850
Lump Sum	2,194
Benefits paid	0
Operating profit before tax	107,136
Taxation	5,517
Net operating result after tax	112,653
Allocation to Members' accounts	112,653
Total assets	122,444
Total tangible assets	122,444
Liabilities other than liabilities	
for accrued benefits	9,791
Net assets available to pay benefits	112,653
Liabilities for accrued benefits	112,653

The summary above was derived from the Scheme's audited financial statements for the nine months from 1 July 2007 to 31 March 2008. The Auditors' report on those financial statements was unqualified.

	9 months to 31 December 2008	6 months to 31 December 2007
Net gains/(losses) through profit or loss	(75,467)	2,783
Other investment income	466	(6,245)
Investment expenses	482	230
Net investment revenue	(74,519)	(3,232)
Management expenses	(84)	(83)
Contributions: Government KickStart	21,000	
Government Tax Credits	92,411	
Government Fee Subsidy	3,100	
Member Regular	271,580	27,292
Employer	120,610	3,333
Lump Sum	0	0
Benefits paid	(3,027)	
Operating profit before tax	431,071	27,310
Taxation	161	2,759
Net operating result after tax	431,233	30,069
Allocation to Members' accounts	431,233	30,069
Total assets	544,823	30,110
Total tangible assets	544,823	30,110
Liabilities other than liabilities for accrued benefits	937	41
Net assets available to pay benefits	543,886	30,069
Liabilities for accrued benefits	543,886	30,069

The summary above was derived from the Scheme's unaudited financial statements for the 9 months ended 31 December 2008, which included comparative figures for the 6 months to 31 December 2007, with the Scheme having commenced on 1 July 2007.

6. Guarantors

No payment of any benefits of the Scheme is guaranteed by the Government or any other party.

7. Acquisition of Business or Equity Securities

There has been no acquisition by the Scheme of any business or equity securities.

8. Interested Persons

- (i) The Administration Manager, the Union, the Investment Managers and the Trustees are all remunerated for their services.

For the year ending 31 March 2009, the Administration Manager receives a fee comprising a fixed dollar fee for the completion of the tasks involved in the end of year processing, and an annual dollar fee for each Member Account held as at 1 April 2008; this latter fee reduces by 33% for the number of accounts held above 400.

The fees are reviewed annually and have been varied for most years. The fees are negotiated by agreement, may be adjusted if significant changes in membership or activity occur over the year, and are unlimited. The Administration Manager is also entitled to recover all expenses paid (without any limits) on behalf of the Scheme.

The Union is remunerated for secretarial services provided by the Scheme Secretary at an hourly rate which reflects the salary paid by the Union together with a contribution to overheads and day to day expenses. The fees are negotiated by agreement and are unlimited. The Union is also entitled to recover all expenses paid (without any limits) on behalf of the Scheme.

While the current agreements with the investment managers remain in place, their remuneration is expressed in terms of percentages of assets under their management. These percentages are limits on remuneration for the duration of the agreement with TOWER Asset Management Limited. Any variation can be made by agreement between the parties. The percentages of funds under management specified in the agreement vary between 0.22% and 0.54% in accordance with the level of assets, and reduce as the level of assets increases, with a minimum annual charge of \$22,500.

The agreement with ING (NZ) Limited specifies that ING may give six months written notice to the Trustees of a change to the fees and the revised fees will apply unless the Trustees have terminated the agreement. The percentages of funds under management specified in the agreement vary between 0.23% and 0.58% in accordance with the level and type of the assets, and reduce as the level of assets increases.

The agreement with Tyndall Investment Management New Zealand Limited and Guardian Trust Investment Nominees Limited has remuneration comprising a base fee and a performance fee. The base fee is 1.00% of the assets while the performance fee is 10% of the excess return over the 3-month US Treasury Bill Yield. The performance fee is accumulated, and only paid out annually if the performance target is met.

The three investment management agreements also provide for expenses paid by the managers on behalf of the Fund, such as brokerage fees and the costs of buying and selling investments, to be paid as incurred; there is no limit to these expenses.

None of the fees is limited overall by the Trust Deed.

The Trustees are remunerated through a fixed meeting fee together with reimbursement for direct expenses incurred for attendance at meetings. In addition, the Chairman receives an additional fixed annual fee to meet the time spent between meetings on the overall management of the Scheme. There are no formal agreements with the individuals concerned, and no limits to the amounts of the fees which may be paid in the future. The fixed fees are agreed from time to time by the Trustees. There are no limits on any reimbursement for direct expenses incurred.

The allocation of the expenses to each Member depends on a number of factors including the proportion of the year for which they were a Member and whether or not contributions were paid every month. Since commencement, the investment management fees expressed as a percentage of average funds under management, and the total administration expenses of the Scheme divided by the average number of Members, were:

Period ending 31 March	Investment Fees	Administration Expenses
	%	\$
2008	0.03	389

- (ii) Peter James Clemens (Trustee) is a member of KiwiSaver, Andrew McFarlane (Trustee) and Harold Charles Upton (Trustee) may become Members of the KiwiSaver Scheme.

9. Material Contracts

The Trustees entered into an agreement with Tyndall Investment Management New Zealand Limited and Guardian Trust Investment Nominees Limited on 11 July 2008 to allow the Plan to invest in the Tyndall Alternative Fund.

10. Pending Proceedings

The Scheme is not involved in any legal proceedings or arbitration, which would have a material adverse effect on the Scheme.

11. Other Terms of Offer and Scheme

Further details of the Scheme which are not included in the Summary in this prospectus are included in the Trust Deed and the Investment Statement.

12. Financial Statements and Auditors' Reports

The latest audited financial statements from the Scheme cover the period from 1 July 2007 to 31 March 2008. The statements were registered under the Financial Reporting Act 1993 on 7 October 2008. The Auditor of the Scheme is Deloitte. The Auditors' report was dated 29 September 2008 and the Auditor provided an unqualified certificate.

The latest unaudited financial statements from the Scheme cover the 9 months to 31 December 2008. The statements were registered under the Financial Reporting Act 1993 on 27 February 2009.

The Scheme is a defined contribution superannuation scheme and there is no actuarial report.

13. Places of inspection of documents

A Member may obtain a copy of any of the following documents from the Administration Manager, Melville Jessup Weaver Limited, in Wellington. Their address and contact numbers during normal business hours are:

Level 5, AMP Chambers	Phone : 04 499 0277
187 - 195 Featherston Street	Fax : 04 499 0488
Wellington	

The following documents are available:

- Investment Statement for the KiwiSaver Scheme, and
- Trust Deed and all amendments,
- Financial Statements for the KiwiSaver Scheme (once available), and
- Latest Trustees' annual report for the KiwiSaver Scheme prepared in accordance with the Superannuation Schemes Act 1989 (once available).

Copies of the Trust Deed and amendments, material contracts and Financial Statements (once available) may be viewed on the Companies Office website www.companies.govt.nz under "Search Other Registers". Copies of the documents may also be obtained (on payment of the relevant fee) by telephoning the Companies Office Contact Centre on 0508 226 726.

14. Other Material Matters

- (a) On 15 May 1996 the Trustees entered into an Investment Management Agreement with Tower Asset Management Limited that applies to the KiwiSaver Scheme.
- (b) On 14 November 2002 the Trustees signed a Deed of Consent in relation to an Investment Management Agreement with ING (NZ) limited that applies to the KiwiSaver Scheme.
- (c) Permitted withdrawals from the KiwiSaver Scheme will not be taxable.
- (d) The KiwiSaver Scheme is a Portfolio Investment Entity (PIE). The KiwiSaver Scheme pays tax on behalf of members of the KiwiSaver Scheme. Under the PIE regime, the KiwiSaver Scheme will invest only in PIEs and will be attributed with income and losses. The KiwiSaver Scheme will deduct tax on behalf of its members at each member's individual tax rate, and provide members with information on the amount of tax so deducted.
- (e) Under the KiwiSaver Act the Government is required to make a one-off \$1,000 contribution for each person who joins a KiwiSaver scheme. The Government will also pay an ongoing fee subsidy of a fixed amount for each member of the KiwiSaver Scheme. A contributor to a KiwiSaver Scheme may also qualify for a first home deposit subsidy from the Government through Housing New Zealand, the subsidy to be \$1,000 for each year of membership of the scheme, up to a maximum of \$5,000. A person will have to have been saving for a minimum period of three years to access this deposit subsidy.
- (f) There are no other material matters which are not disclosed in this Prospectus.

15. Superannuation Trustees' Statement

The Trustees certify that in their opinion, after making due enquires:

- the value of the Scheme's assets relative to the liabilities (including contingent liabilities), and
- the ability of the Scheme to pay its debts as they become due in the normal course of events,

have not materially and adversely changed during the period between the balance date of the latest financial statements referred to in the prospectus and the registration date of this Prospectus.

Issuer

Signed on behalf of each Trustee as Issuer pursuant to Section 41(b) of the Securities Act 1978 by their authorised agent:



David S Stevens
Chairman of Trustees

Promoters

Signed on behalf of the Union and each Member of the National Management Committee of the Union as promoters pursuant to Section 41(b) of the Securities Act 1978 by their authorised agent:



W Butson
General Secretary

NEW ZEALAND HARBOURS KIWISAVER SCHEME

Interim Financial Statements (Unaudited)

For 9 months ended 31 December 2008

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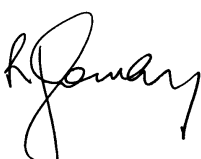
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NEW ZEALAND HARBOURS KIWISAVER SCHEME

**Statement of Net Assets
As at 31 December 2008**

	Note	(Unaudited) 31/12/2008 \$	(Unaudited) 31/12/2007 \$	(Audited) 31/03/2008 \$
FINANCIAL ASSETS - Fair Value Through Profit & Loss				
	5			
Short Term Deposits		38,483	2,406	20,161
Fixed Interest - Onshore		67,985	3,626	15,810
Fixed Interest - Offshore		111,989	4,956	18,818
Equities - Trans Tasman		77,175	3,372	13,066
Equities - Offshore		181,196	10,429	39,066
Property Domestic		33,683	1,507	7,723
Property International		8,475	506	2,889
Alternative Assets		14,081	0	0
Forward Foreign Exchange		4,144	50	(624)
Total Investments		537,211	26,852	116,909
CURRENT ASSETS				
Cash at Bank		42	25	7
Accrued Investment Income		0	0	11
Accrued Investment Settlements		1,893	474	0
Taxation Receivable		5,678	2,759	5,517
Total Current Assets		7,612	3,258	5,535
Total Assets		544,823	30,110	122,444
Less LIABILITIES				
Sundry Accounts Payable		937	41	156
Investment Settlements Payable		0	0	9,635
Total Liabilities		937	41	9,791
NET ASSETS AVAILABLE FOR BENEFITS		543,886	30,069	112,653
LIABILITY FOR PROMISED BENEFITS				
<i>Represented By:</i>	3 & 4			
Member Accounts		410,478	26,797	81,224
Employer Accounts		133,408	3,272	31,429
		543,886	30,069	112,653

For and on behalf of the Trustees, who authorised the issue of these financial statements on:

Trustee		Date	27 February 2009
Trustee		Date	27 February 2009

This statement is to be read in conjunction with the notes on pages 4 to 10

NEW ZEALAND HARBOURS KIWISAVER SCHEME

Statement of Changes in Net Assets For the 9 months ended 31 December 2008

	Note	9 months ending 2008 \$	6 months ending 2007 \$
INVESTMENT ACTIVITIES			
Investment revenue			
Interest		118	(829)
Dividends		349	(5,095)
Property Unit Trust Distributions		-	(321)
Gains/(losses) on Financial Assets at Fair Value Through Profit & Loss	6	(75,467)	2,783
		<u>(75,000)</u>	<u>(3,462)</u>
Investment Expenses			
Gross Investment Management Fees		(2,793)	727
Investment Management Fee Rebates		3,275	(497)
Net Investment Revenue	7	<u>(74,518)</u>	<u>(3,232)</u>
OTHER EXPENSES			
Administration and Investment Advisor Fees		(1,544)	(47)
PIE Tax refund		2,222	-
Auditors' Remuneration - Audit Fees		(231)	(5)
Prospectus & Disclosure Costs		(27)	(1)
Trustees Remuneration		(189)	(8)
Auditors' Remuneration - Taxation		(315)	(22)
Total Other Expenses		<u>(84)</u>	<u>(83)</u>
Change in Net Assets Before Taxation and Membership Activities		(74,602)	(3,315)
Income Tax Expense	8	161	2,759
Change in Net Assets After Taxation and before Membership Activities		<u>(74,441)</u>	<u>(556)</u>
MEMBERSHIP ACTIVITIES			
Contributions			
Government KickStart Contributions		21,000	-
Government Tax Credits		92,411	-
Government Fee Subsidy		3,100	-
Member Regular Contributions		271,580	27,292
Employer Contributions		120,610	3,333
Total Contributions		<u>508,701</u>	<u>30,625</u>
Benefits Paid			
Opt Out		(1,155)	-
Transfer		(1,872)	-
Total Benefits Paid		<u>(3,027)</u>	<u>-</u>
Net Membership Activities		505,674	30,625
Net (Decrease)/Increase in Net Assets During Year		431,233	30,069
Net Assets Available for Benefits at Beginning of Year		112,653	-
Net Assets Available for Benefits at End of Year		<u>543,886</u>	<u>30,069</u>

This statement is to be read in conjunction with the notes on pages 4 to 10

NEW ZEALAND HARBOURS KIWISAVER SCHEME

Statement of Cash Flows

For the 9 months ended 31 December 2008

	Note	9 months ending 2008 \$	6 months ending 2007 \$
CASH FLOWS FROM OPERATING ACTIVITIES			
<i>Cash provided from</i>			
Government KickStart Contributions		21,000	-
Government Tax Credits		92,411	-
Government Fee Subsidy		3,100	-
Member Regular Contributions		271,579	27,287
Employer Contributions		120,610	3,333
Interest Received		129	(829)
Dividends Received		348	(5,095)
Unit Trust Distributions		-	(321)
		<u>509,177</u>	<u>24,375</u>
<i>Cash applied to</i>			
Benefits Paid		(3,027)	-
Other Administration Expenses		886	(33)
Taxation Paid		-	-
Trustee Fees		(189)	(8)
		<u>(2,330)</u>	<u>(41)</u>
Net Cash Flows from Operating Activities	9	506,847	24,334
CASH FLOWS FROM INVESTING ACTIVITIES			
<i>Cash was applied to</i>			
Investment Management Fees		483	232
Net Purchase of Investments		(507,296)	(24,541)
Net Cash Flows from Investing Activities		<u>(506,813)</u>	<u>(24,309)</u>
Net (Decrease)/Increase in Cash Held		34	25
Cash at Beginning of Year		7	-
Cash at End of Year		<u>41</u>	<u>25</u>

This statement is to be read in conjunction with the notes on pages 4 to 10

NEW ZEALAND HARBOURS KIWISAVER SCHEME

Notes to the Financial Statements For the 9 months ended 31 December 2008

1 Scheme Description

The purpose of the New Zealand Harbours KiwiSaver Scheme is to provide employees of Port companies and certain other employers participating in the Scheme with benefits on their retirement. The members and the employer companies both contribute to the Scheme to fund the benefits.

The Scheme is a registered KiwiSaver scheme under the KiwiSaver Act 2006 ("the Act"). The Scheme is a defined contribution superannuation scheme and was established with the principal purpose of providing retirement benefits to members based on a member, member's employer and other contributions and any investment earnings on those contributions. The members of the Scheme are natural persons. The Scheme commenced member registrations from 1 July 2007, with contributions commencing from 1 July 2007.

The financial statements are prepared in accordance with the Financial Reporting Act 1993, the provisions of the Trust Deed, and relevant legislative requirements. The Scheme is domiciled and incorporated in New Zealand.

2. Summary of Significant Accounting Policies

The following are the significant accounting policies which have been adopted in the preparation of the financial statements:

Basis of preparation

The financial statements have been prepared in accordance with generally accepted accounting practice in New Zealand and the requirements of the Financial Reporting Act 1993 and the Superannuation Schemes Act 1989.

These interim financial statements have not been audited.

Statement of compliance

The financial statements comply with New Zealand Equivalents to International Financial Reporting Standards (NZ IFRS) and other applicable Financial Reporting Standards, as appropriate for profit-oriented entities. The financial statements also comply with International Financial Reporting Standards (IFRS).

Measurement Base

The measurement base adopted is that of historical cost modified by the revaluation of assets which are measured at fair values at balance date.

Presentational Currency

These financial statements are presented in New Zealand dollars because that is the currency of the primary economic environment in which the Scheme operates.

Classification of assets and liabilities

New Zealand Harbours KiwiSaver Scheme operates as a superannuation scheme. As such, the assets and liabilities are disclosed in the Statement of Net Assets in an order that reflects their relative liquidity.

Investment Income

Interest, dividends and distributions from unitised investments are taken to income on a due and receivable basis.

Realised and unrealised gains and losses

Net realised and unrealised gains and losses are recognised in the Statement of Changes in Net Assets in the period in which they occur.

Foreign currencies

Transactions in currencies other than NZ dollars are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance date, assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance date. Gains and losses arising on retranslation are included in changes in net assets for the period.

Expenses

All expenses are accounted for on an accruals basis.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the period. Taxable profit differs from profit before tax as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other periods and it further excludes items that are never taxable or deductible. The Scheme's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

NEW ZEALAND HARBOURS KIWISAVER SCHEME

Notes to the Financial Statements For the 9 months ended 31 December 2008

Taxation (Cont'd)

The carrying amount of deferred tax assets is reviewed at each balance date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the statement of changes in net assets.

Financial instruments

Financial assets and financial liabilities are recognised on the Scheme's statement of net assets when the Scheme becomes a party to the contractual provisions of the instrument. The Scheme shall offset financial assets and financial liabilities if the Scheme has a legally enforceable right to set off the recognised amounts and interests and intends to settle on a net basis.

Investments are recognised and derecognised on the trade date where a purchase or sale is under a contract whose terms require delivery within the timeframe established by the market concerned, and are initially measured at fair value net of transaction costs, except for those financial assets classified as at fair value through profit and loss which are initially measured at fair value.

Financial assets

Other financial assets are classified into the following specified categories: financial assets 'at fair value through profit or loss' and 'loans and receivables'. The classification depends on the nature and purpose of the financial assets and is determined at the time of initial recognition.

Financial assets at fair value through profit or loss

Financial assets designated as at fair value through profit or loss, are measured at subsequent reporting dates at fair value, which is the bid price of the exchange on which the investment is quoted.

Investments in units of pooled investment funds are valued at the closing price released by the relevant investment manager.

Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method less impairment.

Impairment of financial assets

Financial assets, other than those at fair value through profit or loss, are assessed for indicators of impairment at each balance sheet date. Financial assets are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial assets the estimated future cash flows of the investment have been impacted.

The carrying amount of the financial asset reduced by the impairment loss directly for all financial assets with the exception of trade receivables where the carrying amount is reduced through the use of an allowance account.

If, in the subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through the statement of changes in net assets to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

Financial liabilities

Financial liabilities are classified as either financial liabilities 'at fair value through profit or loss' or other financial liabilities.

Financial liabilities at fair value through profit and loss

Financial liabilities at fair value through profit and loss are stated at fair value, with any resultant gain or loss recognised in profit or loss. The net gain or loss recognised in profit or loss incorporates any interest paid on the financial liability.

Other financial liabilities

Other payables are not interest-bearing and are stated at their fair value.

Derivative financial instruments and hedge accounting

The Scheme's activities expose it primarily to the financial risks of changes in foreign currency rates and interest rates. The Scheme may use foreign exchange forward contracts and interest rate swap contracts to hedge these exposures. The Scheme does not use derivative financial instruments for speculative purposes, and all derivatives not designated into an effective hedge relationship are classified as a current asset or current liability.

The use of financial derivatives is governed by the Scheme's policies approved by the trustees, which provide written principles on the use of financial derivatives.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. Changes in the fair value of derivative financial instruments are recognised in the statement of changes in net assets as they arise.

NEW ZEALAND HARBOURS KIWISAVER SCHEME

Notes to the Financial Statements For the 9 months ended 31 December 2008

Goods and Services Tax (GST)

The Scheme is not registered for GST and consequently all components of the financial statements are stated inclusive of GST where appropriate.

Statement of Cash Flows

The cash flows of the Scheme do not include those of the investment managers. The following are definitions of the terms used in the Statement of Cash Flows:

Cash - comprises cash balances held with banks in New Zealand and overseas.

Investing activities - comprise acquisition and disposal of investments. Investments include securities not falling within the definition of cash.

Operating activities - include all transactions and other events that are not investing activities.

Promised Benefits

The liability for promised benefits is the Scheme's present obligation to pay benefits to members and beneficiaries. It has been calculated as the difference between the carrying amounts of the assets and the carrying amounts of the liabilities as at balance date. Promised benefits include amounts allocated to members' accounts and reserves.

Contributions and Withdrawals

Contributions and withdrawals are accounted for on an accruals basis.

Changes in accounting policies

There have been no changes in accounting policies from the previous audited financial statements. The accounting policies set out here have been applied consistently to all periods presented in these financial statements.

The financial statements report a 9 month period to 31 December 2008. The comparatives on the Statement of Changes in Net Assets and Statement of Cashflows relate to the 6 month period 1 July 2007 to 31 December 2007. The comparatives on the Statement of Net Assets also relate to the previous audited financial statements which reported the 12 month period to 31 March 2008.

NEW ZEALAND HARBOURS KIWISAVER SCHEME

Notes to the Financial Statements (Cont'd) For the 9 months Ended 31 December 2008

3. Changes in promised benefits as at 31 December 2008:

	Member Account \$	Employer Account \$	Reserve Account \$	Total 2008 \$
Balance 1 April	81,224	31,429	-	112,653
Contributions	388,091	120,610	-	508,701
Benefits Paid	(1,513)	(1,514)	-	(3,027)
Fees charged	676	210	-	886
Change in net assets after tax	(78,000)	2,673	-	(75,327)
Balance 31 December	<u>390,478</u>	<u>153,408</u>	-	<u>543,886</u>

Changes in promised benefits as at 31 December 2007:

	Member Account \$	Employer Account \$	Reserve Account \$	Total 2007 \$
Balance 1 April	-	-	-	-
Contributions	27,292	3,333	-	30,625
Benefits Paid	-	-	-	-
Fees charged	(29)	(4)	-	(33)
Change in net assets after tax	(466)	(57)	-	(523)
Balance 31 December	<u>26,797</u>	<u>3,272</u>	-	<u>30,069</u>

Guaranteed Benefits

No guarantees have been made in respect of any part of the liability for promised benefits. (2007: Nil).

4. Vested Benefits

Vested Benefits are benefits payable to members or beneficiaries under the conditions of the Trust Deed, on the basis of all members ceasing to be members of the Scheme at balance date.

5. Investments

	9 months ending 2008 \$	6 months ending 2007 \$
Tower		
Short Term Deposits	-	2
Fixed Interest - Offshore	111,989	2,002
Equities - Offshore	181,196	10,429
Property (Unitised)	17,326	737
Forward Foreign Exchange	4,144	50
	<u>314,655</u>	<u>13,220</u>
ING		
Short Term Deposits	38,483	2,403
Fixed Interest - Onshore	67,985	3,626
Fixed Interest - Offshore	-	2,955
Equities - Trans Tasman	38,500	1,676
Equities - Australian	38,675	1,695
Equities - Offshore	-	-
Property (Unitised)	24,832	1,277
	<u>208,475</u>	<u>13,632</u>
Tyndall		
Alternative Assets	14,081	-
	<u>14,081</u>	<u>-</u>
Total Investments	<u>537,211</u>	<u>26,852</u>

No single investment exceeds either 5% of the Scheme's net assets or 5% of any class or type of security.

NEW ZEALAND HARBOURS KIWISAVER SCHEME

Notes to the Financial Statements (Cont'd)
For the 9 months Ended 31 December 2008

6. Losses/(Gains) on Fair Value Through Profit & Loss Assets	9 months ending 2008 \$	6 months ending 2007 \$
Fixed Interest	(172)	293
Equities	(54,628)	2,933
Property	(11,600)	1,176
Alternative Assets	(2,325)	-
Forward Foreign Exchange	(6,742)	(1,619)
	<u>(75,467)</u>	<u>2,783</u>

7. Total Operating Revenue

Total operating revenue is calculated as the sum of net investment revenue and other revenue.

Net Investment Revenue/(Loss)	(74,518)	(3,232)
	<u>(74,518)</u>	<u>(3,232)</u>

8. Income Tax

Current tax	(161)	(2,759)
	<u>(161)</u>	<u>(2,759)</u>

The total charge for the year can be reconciled to the change in net assets as follows:

Change in Net Assets before Tax and membership activities	(74,602)	(3,314)
Income Tax @ 33%	(24,619)	(1,094)
Tax effect of:		
Reversal of accounting income	24,619	1,094
Excess taxation credits	(161)	(2,759)
Income Tax Expense	<u>(161)</u>	<u>(2,759)</u>

Current Tax

Balance Brought Forward	(5,517)	-
Current Year Tax	(161)	(2,759)
Tax (Receivable)/Payable	<u>(5,678)</u>	<u>(2,759)</u>

There are no unrecognised tax losses or deferred tax balances.

9. Reconciliation of Net Cash Flows from Operating Activities to Increase Net Assets

Increase in Net Assets	431,232	30,067
Non-cash Items		
Gains/(losses) on Fair Value Through Profit & Loss Assets	75,467	(2,783)
Tax credit to increase units	(161)	(2,759)
Management fee	(482)	(232)
Movements in Other Working Capital Items		
(Decrease)/Increase in Sundry Creditors	780	41
Decrease/(Increase) in Accrued Investment Income	11	-
Net Cash Flows from Operating Activities	<u>506,847</u>	<u>24,334</u>

10. Reserve Account

There is No Reserve Account in the Scheme

NEW ZEALAND HARBOURS KIWISAVER SCHEME

Notes to the Financial Statements (Cont'd) For the 9 months Ended 31 December 2008

11. Financial instruments

Significant accounting policies

The Scheme is involved with a number of financial instruments in the course of its normal investing activities. Details of the significant accounting policies and methods adopted, including the criteria for recognition, the basis of measurement and the basis on which revenues and expenses are recognised, in respect of each class of financial asset and financial liability are disclosed in the accounting policies.

The Trustees have approved a SIPO which establishes investment portfolio objectives and target asset allocations. Performance against these targets is reviewed at least quarterly by the Trustees and asset reallocations undertaken as required.

Categories of financial instruments

31 December 2008

	Loans and receivables \$000	Available-for-sale financial assets \$000	Financial assets / liabilities at fair value through profit or loss \$000	Total \$000
Assets				
Cash at Bank		42		42
Short Term Deposits	-	38,483	-	38,483
Fixed Interest - Onshore	-	67,985	-	67,985
Fixed Interest - Offshore	-	111,989	-	111,989
Equities - Trans Tasman	-	77,175	-	77,175
Equities - Offshore	-	181,196	-	181,196
Property Domestic	-	33,683	-	33,683
Property International	-	8,475	-	8,475
Alternative Assets	-	14,081	-	14,081
Forward Foreign Exchange	-		4,144	4,144
Total assets	-	533,109	4,144	537,253
Liabilities				
Sundry Accounts Payable	937	-	-	937
Total liabilities	937	-	-	937

31 December 2007

	Loans and receivables \$000	Available-for-sale financial assets \$000	Financial assets / liabilities at fair value through profit or loss \$000	Total \$000
Assets				
Cash at Bank		25		25
Short Term Deposits	-	2,406	-	2,406
Fixed Interest - Onshore	-	3,626	-	3,626
Fixed Interest - Offshore	-	4,956	-	4,956
Equities - Trans Tasman	-	3,372	-	3,372
Equities - Offshore	-	10,429	-	10,429
Property Domestic	-	1,507	-	1,507
Property International	-	506	-	506
Alternative Assets	-	-	-	-
Forward Foreign Exchange	-		50	50
Total assets	-	26,827	50	26,877
Liabilities				
Sundry Accounts Payable	41	-	-	41
Total liabilities	41	-	-	41

Financial risk management objectives

The Investment Managers provide services to the Scheme, co-ordinate access to domestic and international financial markets, monitor and manage the financial risks relating to the operations of the Scheme. The risk analysis conducted by the Investment Managers includes market risk (including currency risk, fair value interest risk and price risk), credit risk, liquidity risk and cash flow interest rate risk.

NEW ZEALAND HARBOURS KIWISAVER SCHEME

Notes to the Financial Statements (Cont'd) For the 9 months Ended 31 December 2008

11. Financial instruments (Cont'd)

Market risk

Market risk is the risk of change in the fair value of financial instruments from fluctuations in the foreign exchange rates (currency risk), market interest rates (interest rate risk) and market prices (price risk), whether such change in price is caused by factors specific to an individual financial instrument or its issuer or factors affecting all financial instruments traded in a market.

The Trustees set the market risk parameters through the SIPO. The Investment Managers determine the levels of market risk it accepts for the Scheme by reviewing:

- what constitutes market risk for the Scheme
 - the basis used to fair value financial assets and liabilities
 - asset allocation and portfolio limit structures
 - diversification benchmarks by type of instrument and geographical areas;
- and sets out reporting of market risk exposures and the monitoring thereof.

Credit risk management

Credit risk refers to the risk that a counterparty will default on its contractual obligations resulting in financial loss. The Scheme has adopted a policy of only dealing with credit worthy counterparties and obtaining sufficient collateral where appropriate, as a means of mitigating the risk of financial loss from defaults.

There are no financial instruments which potentially expose the Scheme to credit risk because cash and fixed interest investments are indirectly held in unitised funds.

The Investment Managers maintain diversified investment portfolios in accordance with the portfolio mix adopted by the Trustees. The Trustees consider that the counterparties are financial institutions of high quality.

Liquidity risk management

Ultimate responsibility for liquidity risk management rests with the Trustees, who have built an appropriate liquidity risk management framework for the management of the Scheme's short, medium and long term funding and liquidity management requirements. The Scheme manages liquidity risk by maintaining adequate reserves and banking facilities by continuously monitoring forecast and actual cash flows and matching maturity profiles of financial assets and liabilities.

The Scheme has no contractual maturities for its non-derivative financial assets and liabilities because the Scheme investments in unit trusts, and it is the respective unit trusts who hold the investments at various maturity dates. The Trustees do not believe it is meaningful to disclose maturities of the unit trusts because the Scheme can enter and exit the unit trusts at the unit price and is therefore not contractually obliged to any specific maturity dates. The value of non-interest bearing investments in unit trusts that hold fixed interest securities is \$179,974 (2007: \$8,583).

Financial assets and liabilities classified as loans and receivables as shown in the Balance Sheet are carried on trade terms and are expected to settle within 90 days of balance date.

Foreign currency risk management

The Scheme is indirectly exposed to currency risk in that future currency movements will affect the valuation of investments in unitised products which invest in foreign currency denominated investments. Risk management activities are undertaken by the Scheme's Investment Managers to operate within the guidelines provided by the Trustees.

12. Commitments and Contingent Liabilities

There were no commitments or contingent liabilities outstanding as at 31 December 2008. (2007: Nil).

13. Related Parties

The Scheme holds no Investments in any of The Employer companies or any of its Related Parties and during the period had no related party transactions. (2007: Nil).

Payments were made to Trustees of the Scheme totalling \$139 (2007: \$143).

14. Events After Balance Date

There have been no material events after balance date that require adjustment to or disclosure in the financial statements. (2007: Nil).