

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

31 August 2009

Australian Stock Exchange
Company Announcements

Dear Sir

Preliminary Final Report (Appendix 4E) Year Ended 30 June 2009

The Directors of Strategic Pooled Development Limited (the "Company") announce the preliminary results of the Company for the year ended 30 June 2009 as follows:-

Results for announcement to the market

	% Change	\$A'000
Revenue from ordinary activities	Down 21%	305
Loss from ordinary activities after tax attributable to members	Down 68%	(955)
Net Loss for the period attributable to members	Down 68%	(955)

Dividends

It is not proposed to pay a final dividend for the year.

Commentary on results for the year

The net loss of the Group for the year ended 30 June 2009 after provision for income tax was (\$954,584) (2008: \$566,856).

The loss for the year was largely due to the mark to fair value of Cryosite Limited (\$581,867) and Greenvale Mining NL (\$219,014).

A detailed commentary on the results for period are included in the attached report.

The basic and dilutive earnings (loss) per share for the year was (2.88) cents per share compared to (2.00) cents per share in the previous corresponding year.

Net tangible assets per share

Each month the Company advises Australian Stock Exchange of the Net Tangible Asset Backing per share based on listed investments at market value and unlisted investments at book cost, as at close of business of that month.

The Net Tangible Asset Backing per share calculated on this basis as at 30 June 2009 was 13.6 cents per share. The comparative figure for the previous corresponding year was 18.2 cents per share.

The investments on which the above is based are described at note 8 of the attached report.

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A.B.N. 71 062 187 893

Audit

The attached report is based on accounts which have been audited.

Other Information

The remainder of the information requiring disclosure to comply with listing rule 4.3A is contained in the attached report

Additional Information

The Annual General Meeting of the Company is scheduled to be held on or about 13 November 2009.

Final arrangements will be provided with the release of the Notice of Meeting.

Further information regarding Strategic Pooled Development Limited and its activities can be obtained by visiting the company's website at www.spd.com.au

Yours faithfully



J L Walker
Secretary

For personal use only

CORPORATE DIRECTORY

Board of Directors:	Stephen John Sedgman (Managing Director) John Lawson Walker (Executive Director) Andrew John Kroger (Non-Executive Director)
Company Secretary:	John Lawson Walker
Registered Office & Principal Place of Business:	Suite 903 Exchange Tower 530 Little Collins Street Melbourne, Victoria 3000 Telephone: +61 3 9614 8144 Facsimile: +61 3 9614 0919 Email: enquiries@spd.com.au Website: http://www.spd.com.au
Country of Incorporation:	Australia
Number of Employees: (excluding Directors)	One
Solicitors:	Minter Ellison Rialto Towers 525 Collins Street Melbourne, Victoria 3000
Auditors:	PKF Level 14 140 William Street Melbourne, Victoria 3000
Bankers:	National Australia Bank Limited Level 3 330 Collins Street Melbourne, Victoria 3000
Share Registry:	Computershare Investor Services Pty Limited Yarra Falls 452 Johnston Street Abbotsford, Victoria 3067
Australian Stock Exchange Limited ("ASX"):	For ALL enquiries call: (within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000 Facsimile +61 3 9473 2500 Investor Centre: http://www.investorcentre.com/au The Company's fully paid ordinary shares are quoted on the Official List of the ASX. The ASX code is SPD and the Company's Home Branch is Melbourne.

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A.B.N. 71 062 187 893

MANAGING DIRECTOR'S REPORT

1. Cryosite Limited (CTE)

Cryosite Limited remains the Group's largest listed portfolio investment.

Whilst the results for the financial year ended 30 June 2009 have not been released as yet, the Board considers this investment to be an attractive asset for

- the strategic stake the holding represents, and
- the current and potential value of the business.

2. Macquarie Airport "Tickets" (MAZPA)

This is a hybrid preference share acquired in the second half of the year. This investment in the current market conditions provides the group with the opportunity to generate a return above current bank deposit rates after due consideration of relevant risk factors.

3. Fisher Graham Wealth Pty Limited (FGW)

As announced at the time of the release of our 31 December 2008 half year report, a 70% equity interest was acquired in FGW. Subsequent to that and announced on 10 June 2009, Geelong Wealth Management Group Pty Ltd (a wholly owned subsidiary of FGW) acquired the Victorian Families Retirement & Investment Group Pty Ltd (in liquidation) 'Client Book' representing approx \$20 million of funds under advice.

This acquisition represents an initial investment in the business area of asset and wealth management. The Group continues to seek further acquisitions in this area should attractive opportunities arise to build income streams and capital growth.

The Board thanks you for your continuing support.



STEPHEN J. SEDGMAN
MANAGING DIRECTOR

31 August 2009

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

DIRECTORS' REPORT

The Directors present their report together with the financial report of Strategic Pooled Development Limited ('the Company') and of the Group, being the Company and its controlled entities ('the Group'), for the financial year ended 30 June 2009 and the auditor's report thereon.

DIRECTORS:

The names and particulars of the Directors of the Company in office at the date of this report are:

Name of Director	Qualifications, Experience and Special Responsibilities	Directors' meetings and circular resolutions attended by the Director	Directors' meetings and circular resolutions held during the period the person was a Director
Stephen John Sedgman	B.Comm. (Melbourne) Managing Director Appointed 24 September 2007 Mr. Sedgman has over 35 years experience in asset/wealth management business in Australia.	6	6
John Lawson Walker	C.A. Executive Director Appointed 12 October 2007 Mr. Walker has been a Chartered Accountant for over 20 years. He has substantial experience in accountancy and secretarial services to a range of public and private companies.	6	6
Andrew John Kroger	B.Ec. LLB (Monash) ASIA Non-Executive Director Appointed 1 November 1993 (Resigned as Managing Director 24 September 2007) Stockbroking, gold mining and finance experience. Director of various public Companies.	6	6
Company Secretary			
John Lawson Walker	C.A. Appointed 10 July 1997 Mr. Walker has been a Chartered Accountant for over 20 years. He has substantial experience in accountancy and secretarial services to a range of public and private companies.		

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

DIRECTORS' REPORT (cont'd)

DIRECTORS: (cont'd)

Directorships of other listed entities held in the 3-year period to 30 June 2009

Director	Company Name	Date Appointed	Date Resigned
Stephen John Sedgman	N/A	N/A	N/A
John Lawson Walker	Process Wastewater Technologies Limited (delisted 19 October 2007)	31 Mar 2007	Continuing
Andrew John Kroger	Process Wastewater Technologies Limited (delisted 19 October 2007)	19 Apr 1996	Continuing
	CSG Limited	1 Mar 2007	Continuing

INTERESTS OF DIRECTORS IN SHARES IN THE COMPANY OR IN A RELATED BODY CORPORATE:

The particulars of shares held by the Directors of the Company in the Company or in any related body corporate as at the date of this report, and which are required to be declared in the register of Directors' shareholdings are set out below:

Name of Director	Shareholding
Stephen John Sedgman	5,750,000
John Lawson Walker	10,015,539 *
Andrew John Kroger	330,770

* Mr. Walker is the Trustee of the Eunson Trust, the beneficial and ultimate owner of shares attributed to Mr. Sedgman.

PRINCIPAL ACTIVITIES:

The Group continues its principal activity of investing activities, however it intends to focus future investment into unlisted Australian owned and operated asset and wealth management companies.

REVIEW AND RESULTS OF OPERATIONS:

The net (loss) of the Group for the financial year ended 30 June 2009 after the provision for income tax was (\$954,584) (2008: loss (\$566,856)).

A large proportion of this loss was generated by the mark to fair value of Cryosite Limited (\$581,867) and Greenvale Mining NL (\$219,014).

Cryosite Limited is discussed further in the Managing Director's Report.

Greenvale Mining NL, this investment is monitored with the intention of conducting an orderly realisation should market conditions permit.

As announced at the release of the Group's half-year report, the Company acquired a 70% interest in Fisher Graham Wealth Pty Limited (FGW).

A report on the progress of that investment is discussed further in the Managing Director's report.

The future prospects of the Group are primarily dependent on the performance of the Group's current investments including client book(s), and future investment opportunities.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

DIRECTORS' REPORT (cont'd)

EARNINGS PER SHARE:

	2009 Cents	2008 Cents
Basic Earnings per Share	(2.88)	(2.00)
Diluted Earnings per Share	(2.88)	(2.00)

DIVIDENDS:

No dividends have been paid during the year nor is a dividend recommended.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS:

There were no significant changes in the state of affairs of the Group during the financial year ended 30 June 2009, other than those changes referred to above under "Review and Results of Operations".

AFTER BALANCE DATE EVENTS:

No matters or circumstances have arisen since the end of the financial year that have significantly affected, or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group, in future financial years.

LIKELY FUTURE DEVELOPMENTS AND EXPECTED RESULTS:

As noted elsewhere in this report the Group intends to continue its investing activities, with focus on the areas of asset/wealth management.

SHARE OPTIONS:

During the course of, and since the end of the financial year ended 30 June 2009, the Group has not granted any options, nor has it issued any shares by virtue of the exercise of any options. The Group has no unissued shares under option at the date of this report.

REMUNERATION REPORT (AUDITED):

Remuneration of the Directors and Secretary of the Group is referred to as compensation as defined in AASB 124. Compensation levels for the Directors and Secretary of the Group is determined having regard to industry practice and the need to obtain and retain appropriately qualified and experienced industry persons.

Given the size and nature of the Group's business the Board has not adopted a formal compensation policy.

The compensation is of a fixed nature. There are no performance based incentives in the current compensation.

The compensation of the Directors' consists of the following:-

- (i) Base fee of \$35,000 per annum
- (ii) Statutory superannuation on the base fee
- (iii) Non - monetary benefit for Mr. Kroger up to the date of resignation as the Managing Director

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A.B.N. 71 062 187 893

DIRECTORS' REPORT (cont'd)

REMUNERATION REPORT (AUDITED): (cont'd)

- (iv) Mr. Walker as both Director and Company Secretary is paid a combined fee of \$45,000 per annum plus statutory superannuation

Set out below are the details of the compensation paid to the Directors and Secretary for the last two financial years.

		Short Term Benefits				
		Base Fees and Allowances	Non-Monetary	Post Employment Superannuation	Other Benefits	Total
Directors						
Non-Executive						
Andrew John Kroger	2009	0	0	38,150	0	38,150
	2008	0	33	38,150	0	38,183
John James Steven	2009	0	0	0	0	0
<i>Resigned 12 Oct 07</i>	2008	35,000	0	1,800	0	36,800
James Andrew Charles MacKenzie	2009	0	0	0	0	0
<i>Resigned 12 Oct 07</i>	2008	35,000	0	1,800	0	36,800
Executive						
Stephen John Sedgman	2009	0	0	38,150	0	38,150
	2008	17,500	0	1,575	0	19,075
John Lawson Walker	2009	45,000	0	4,050	0	49,050
	2008	45,000	0	4,050	0	49,050
Total Compensation	2009	45,000	0	80,350	0	125,350
	2008	132,500	33	47,375	0	179,908

As a result of the acquisition of a 70% equity interest in Fisher Graham Wealth Pty Limited (FGW) in March 2009, the following information is provided on the remuneration of FGW's Managing Director – Mr. Gary Levitt, for the period since acquisition.

Mr. Levitt's contract provides for a fixed salary reviewed annually.

		Short Term Benefits				
		Base Fees and Allowances	Non-Monetary	Post Employment Superannuation	Other Benefits	Total
Managing Director						
Gary Levitt	2009	39,755	0	3,578	0	43,333
	2008	0	0	0	0	0

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

DIRECTORS' REPORT (cont'd)

REMUNERATION REPORT (AUDITED): (cont'd)

Relationship between remuneration policy and Group performances.

The tables below sets out summary information about the Group's earnings and movements in shareholder wealth for the five years to June 2009.

	30 June 2009	30 June 2008	30 June 2007	30 June 2006	30 June 2005
	\$	\$	\$	\$	\$
Revenue	305,277	386,802	8,901,815	525,452	1,226,116
Net (loss)/profit before tax	(954,584)	(582,898)	1,970,952	101,821	740,267
Net (loss)/profit after tax	(954,584)	(566,856)	1,422,529	94,899	519,527

As stated previously the key management are paid a fixed remuneration that is considered by the Directors to fairly reflect their contribution to the Company's performance.

	30 June 2009	30 June 2008	30 June 2007	30 June 2006	30 June 2005
	cents	cents	cents	cents	cents
Share price at start of year	13.0	25.5	24.0	22.0	18.5
Share price at end of year	12.0	13.0	25.5	24.0	22.0
Dividends ⁽¹⁾	0	0	11.5	0	0
Returns of Capital	0	0	7.7	0	1.9
Basic earnings per share	(2.88)	(2.00)	5.69	0.12	0.69
Diluted earnings per share	(2.88)	(2.00)	5.69	0.12	0.69

(1) The dividend of 11.5 cents consisted of 9.7 cents unfranked and 1.8 cents franked at the rate of 30 cents.

INDEMNIFICATION OF OFFICERS AND AUDITORS:

Other than for the payment of a premium for Directors & Officers liability insurance neither during nor since the end of the financial year ended 30 June 2009 has the Group:

- (a) indemnified or made a relevant agreement for indemnifying against a liability, a person who is or has been an officer or auditor of the Group or of a related body corporate; or
- (b) paid, or agreed to pay, a premium in respect of a contract insuring against a liability, a person who is or has been an officer or auditor the Group or of a related body corporate.

DIRECTORS' REPORT (cont'd)

AUDIT COMMITTEE:

The current Board members also form the Audit Committee.

There were two Audit Committee meetings during the year ended 30 June 2009. Mr. Walker attended both meetings and Messrs Sedgman and Kroger attended one meeting each.

The main responsibilities of the Audit Committee are set out in the Corporate Governance section of the Directors' Report.

ENVIRONMENTAL REGULATIONS:

The Group is not subject to any environmental regulations.

AUDITOR'S INDEPENDENCE DECLARATION:

The Auditor's independence declaration is set out on page 14 and forms part of this Directors' Report.

NON-AUDIT SERVICES:

The Auditor's did not provide any non-audit services for the year ended 30 June 2009.

PROCEEDINGS ON BEHALF OF THE GROUP:

No person has applied for leave of the court to bring proceedings on behalf of the company or intervene in any proceedings to which the company is a party for the purpose of taking responsibility on behalf of the company for all or part of those proceedings

The company was not part to any such proceedings during the year.

CORPORATE GOVERNANCE STATEMENT:

The Board of Directors are responsible for protecting the rights and interests of the Shareholders through the implementation of sound strategies and action plans and the development of an integrated framework of controls over the Company's resources, functions and assets. The Board's role is to govern the Company and not to manage it. It is the role of senior management (including Executive Directors) to manage the Company in accordance with the strategic goals set by the Board and under its direction. The Board does not have a management function.

Strategic supports the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council in December 2007.

The Board, in supporting these principles and recommendations of corporate governance is mindful of its size and composition and, in some cases, the Company seeks to meet the "spirit" of the principles without being in full compliance with those principles.

The Company has an Audit Committee. The Directors consider that the Company is not of a size nor are its affairs of such a nature as to currently justify the formation of additional committees. The Board will form other committees should the need arises.

The Board as a whole, together with the appointed committee, is able to address the governance aspects of the Company's activities and ensure that it adheres to appropriate ethical standards.

Detailed below are the Corporate Governance Principles and Recommendations and how the Company has complied or seeks to comply with them.

DIRECTORS' REPORT (cont'd)

CORPORATE GOVERNANCE STATEMENT (cont'd):

Principle One - Lay solid foundations for management and oversight

- 1.1 Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.

The Board has adopted a formal charter setting out the obligations and responsibilities of the Board of Directors.

It is the responsibility of the Managing Director, the other Executive Director and other senior executive(s) of the Company to manage the affairs of the Company in accordance with the strategic goals set by the Board and under its direction. The Managing Director is primarily responsible for such management. His responsibilities include implementing and monitoring (together with the Board) the strategic and financial plans for the Company and being the primary channel of communication and point of contact between the executive management and the Board.

There are no letters of appointment for the Executive Directors, Messrs. Sedgman and Walker. In regard to the other senior executive(s) (in the subsidiaries), contracts of employment are in place setting out their term of office, duties, rights and responsibilities and entitlements on termination.

- 1.2 Companies should disclose the process for evaluating the performance of senior executives.

The Company has not conducted a performance evaluation of the members of the Board during the reporting period, however the performance of the directors and other senior executives is reviewed against the objectives of the Company.

- 1.3 Companies should provide the information indicated in the Guide to reporting on Principle 1.

The Board Charter can be viewed on the Company's website, www.spd.com.au.

Principle Two - Structure the Board to add value

- 2.1 A majority of the board should be independent directors.

The Company at present does not have any independent directors.

The Managing Director and Director/Company Secretary are the major shareholders in the Company.

The non-executive Director is the former Managing Director and major shareholder of the Company.

The Board does not consider this a disadvantage to the proper management of the Company the enhancement of shareholder value nor their ability to carry out their responsibilities as set out in the Board Charter.

The Directors have been selected based upon a determination of the skills and experience considered necessary to achieve the objectives of the Company. Where deemed necessary the Company will seek additional Directors.

- 2.2 The chair should be an independent director.

As noted above, there are no independent directors, further due to its size the Board has elected not to appoint a permanent Chairman.

DIRECTORS' REPORT (cont'd)

CORPORATE GOVERNANCE STATEMENT (cont'd):

Principle Two - Structure the Board to add value (cont'd)

- 2.3 The roles of chair and chief executive officer should not be exercised by the same individual.
- Refer comments in points 2.2 and 2.3 above..
- 2.4 The Board should establish a nomination committee.
- The Board, given its size and straight forward structure of the Company, does not consider the establishment of a separate nomination committee to be necessary or cost effective at this time.
- 2.5 Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.
- The performance of the Board, Executive Directors and Senior Executives is evaluated in accordance with recommendation 1.2 above.
- 2.6 Companies should provide the information indicated in the Guide to Reporting on Principle 2.
- The names of the Directors of the Company in office at the date of this report are set out elsewhere in the Directors' Report.
- For the purposes of the proper performance of their duties, Directors are entitled to seek independent professional advice at the Company's expense, unless the Board determines otherwise.
- The Directors stand for re-election by shareholders in accordance with the requirements of the constitution and the ASX Listing Rules (i.e. on a 3 year rotational basis).
- The other matters required to be reported upon under this requirement are set out above.

Principle Three - Promote ethical and responsible decision-making

- 3.1 Companies should establish a code of conduct and disclose the code or a summary of the code.
- The Company recognises the need for Directors and employees to observe the highest standards of behaviour and business ethics when engaging in corporate activity. The Company intends to maintain a reputation for integrity. This philosophy is set out in the company's code of ethics/(conduct).
- 3.2 Companies should establish a policy concerning trading in company securities by directors, senior executives and employees, and disclose the policy or a summary of the policy.
- The Company has adopted a Securities Trading Policy which applies to directors, senior executives and other employees.
- 3.3 Companies should provide the information indicated in the Guide to reporting on Principle 3.
- The Code of Ethics and Securities Trading Policy can be viewed on the Company's website.

DIRECTORS' REPORT (cont'd)

CORPORATE GOVERNANCE STATEMENT (cont'd):

Principle Four - Safeguard Integrity in Financial Reporting

4.1 The Board should establish an audit committee

The Board has established a separately constituted Audit Committee.

4.2 The audit committee should be structured so that it:

- consists only of non-executive directors
- consists of a majority of independent directors
- is chaired by an independent chair, who is not the chair of the board
- has at least 3 members

The current audit committee comprises the full Board of the Company. As noted in point 2.1 there are no independent Directors of the Company.

All members are financially literate and have had extensive experience in the preparation and presentation of annual financial reports. In addition, Mr. Walker is a Chartered Accountant with extensive "hands-on" experience in dealing with financial reporting matters.

The Board has approved Mr Walkers' appointment as Chairman of the Committee.

As the composition of the Board changes over time, the Board will review the size and composition of its Audit Committee.

4.3 The audit committee should have a formal charter

The Board has adopted a formal charter for its Audit Committee.

4.4 Companies should provide the information indicated in the Guide to reporting on Principle 4.

As noted above the full Board of the Company comprise the audit committee. The names of the Directors' in office at the date of this report and number of audit committee meetings attended by each are set out elsewhere in the Directors' report.

The audit partner is rotated as is statutorily required. The selection of the auditor is based upon experience, cost effectiveness and overall potential to provide pro-active assistance to the Company within the bounds of auditor independence.

The Charter of the Audit Committee can be viewed on the Company's website.

Principle Five - Make Timely and Balanced Disclosure

5.1 Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.

The Company has adopted a market disclosure and communications policy (Continuous Disclosure Policy). The Managing Director and Company Secretary are responsible for ensuring the Companies' continuous disclosure obligations are met.

5.2 Companies should provide the information indicated in the Guide to reporting on Principle 5.

The Continuous Disclosure Policy can be viewed on the Company's website.

DIRECTORS' REPORT (cont'd)

CORPORATE GOVERNANCE STATEMENT (cont'd):

Principle Six - Respect the rights of shareholders

- 6.1 Companies should design a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.

As noted above in relation to recommendation 5.1, the Company has established a market disclosure and communications policy.

It has a website which provides shareholders with ready access to Company information and any ASX announcements such as:

- Annual and Half-yearly financial reports
- Disclosure of monthly NTA's
- Any announcements released to ASX.

The Company invites the auditor to attend the Annual General Meeting of Shareholders.

The Chairman of the meeting will permit shareholders to ask questions of the auditor regarding the preparation and conduct of the audit.

- 6.2 Companies should provide the information indicated in the Guide to reporting on Principle 6.

The Continuous Disclosure Policy can be viewed on the Company's website.

Principle Seven - Recognise and Manage Risk

Up to the 16th June 2009, (i.e the majority of the reporting period) the Company comprised investments in listed (2) and unlisted (1) company's. The acquisition of the "Client Book" by the Company's 70% controlled Geelong Wealth Management Group Pty Limited requires a review of the Risk Management policy of the Company. This is currently under way. The report regarding Principle 7 relates to the existing policies.

- 7.1 Companies should establish policies for the oversight and management of material business risks and disclose a summary of those policies.

Although there is no stand alone risk management policy, the Company through its Board Charter and Audit Committee Charter has established policies to identify material financial and other business risks and for the review and management of those risks.

- 7.2 The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.

The Board has charged management with the responsibility of designing and implementing an appropriate system of risk management and internal control. Until the Audit Committee consists of a majority of independent directors, the oversight of management's effectiveness in performing these duties will rest with the full Board.

Declarations as to effectiveness of this requirement are received as part of requirement 7.3 below.

DIRECTORS' REPORT (cont'd)

CORPORATE GOVERNANCE STATEMENT (cont'd):

Principle Seven - Recognise and Manage Risk (cont'd)

- 7.3 The board should disclose whether it has received assurance from the Chief Executive Officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

The size and nature of the activities of the Company does not require the services of a Chief Financial Officer. The Managing Director and the Company Secretary are required to make declarations to the Board in accordance with the requirements of section 295A of the Corporations Act.

- 7.4 Companies should provide the information indicated in the Guide to reporting on Principle 7.

Except that there is no stand alone risk management policy which can be publicly disclosed, the Company considers it has complied with this recommendation.

Principle Eight - Remunerate Fairly and Responsibly

- 8.1 The board should establish a remuneration committee

The Board, given its size and the straight forward structure of the Company, does not consider the establishment of a separate remuneration committee to be necessary or cost effective at this time.

- 8.2 Companies should clearly distinguish the structure of non – executive directors' remuneration from that of executive directors and senior executives.

At this point of time the Board does not consider it necessary to adopt a formal remuneration policy for its Directors. Currently, the Company's three Directors each draw fees of \$35,000 per annum plus superannuation.

In addition, Mr. Walker received a further amount of \$10,000 per annum in his role of Company Secretary.

Senior executives of the subsidiary companies are paid in accordance with the experience and expertise that is required of their position.

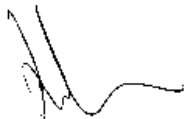
As a general rule Directors will be remunerated only by the payment of a fixed annual fee.

An explanation of the basis and quantum of Directors and Executives compensation is set out on pages 5 and 6.

- 8.3 Companies should provide the information required in the Guide to reporting on Principle 8.

Except to the extent that it relates to a separate remuneration committee, the Company considers it has met complied with this recommendation as required.

Signed in accordance with a resolution of the Board of Directors.



John L. Walker
Director

Signed in Melbourne this 31 day of August 2009



Chartered Accountants
& Business Advisers

Auditor's Independence Declaration

As lead auditor for the audit of Strategic Pooled Development Limited for the year ended 30 June 2009, I declare that to the best of my knowledge and belief, there have been:

- (a) no contraventions of the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- (b) no contraventions of any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Strategic Pooled Development Limited and the entities it controlled during the year.

J A Mooney
Partner
PKF

31 August 2009

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**INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF STRATEGIC POOLED DEVELOPMENT LIMITED****Report on the Financial Report**

We have audited the accompanying financial report of Strategic Pooled Development Limited, which comprises the balance sheet as at 30 June 2009, and the income statement, statement of changes in equity and cash flow statement for the year ended on that date, a summary of significant accounting policies and other explanatory notes and the directors' declaration for Strategic Pooled Development Limited and the consolidated entity. The consolidated entity comprises Strategic Pooled Development Limited and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Act 2001. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1(b), the directors also state, in accordance with Accounting Standard AASB 101 Presentation of Financial Statements, that compliance with Australian Accounting Standards ensures that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Independence

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001.

Auditor's Opinion

In our opinion:

- (a) the financial report of Strategic Pooled Development Limited is in accordance with the Corporations Act 2001, including:
 - (i) giving a true and fair view of the company's and consolidated entity's financial position as at 30 June 2009 and of its performance for the year ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the Corporations Regulations 2001; and
- (b) the consolidated financial statements and notes also comply with International Financial Reporting Standards as disclosed in Note 1(b).

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Chartered Accountants
& Business Advisers

Report on the Remuneration Report

We have audited the Remuneration Report included in pages 5 to 7 of the directors' report for the period ended 30 June 2009. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the Corporations Act 2001. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion the Remuneration Report of Strategic Pooled Development Limited for the year ended 30 June 2009, complies with section 300A of the Corporations Acts 2001.

PKF

31 August 2009
Melbourne

J A Mooney
Partner

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Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

DIRECTORS' DECLARATION

The Directors of Strategic Pooled Development Limited ('the Company') declare that:

1. the financial statements and notes, as set out on pages 18 to 49 and in the remuneration report in the Directors' Report set out on pages 5 to 7, are in accordance with the Corporations Act 2001; and
 - (a) give a true and fair view of the Company's and the consolidated entity's financial position as at 30 June 2009 and of the performance, for the financial year ended on that date; and
 - (b) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and Corporations Regulations 2001.
2. the financial report also complies with International Financial Reporting Standards as disclosed in note 1(b); and
3. there are reasonable grounds to believe that the Company and the consolidated entity will be able to pay its debts as and when they become due and payable.

The Directors have been given the declarations by the Chief Executive Officer and Chief Financial Officer for the financial year ended 30 June 2009 required by Section 295A of the Corporations Act 2001.

This declaration is made in accordance with a resolution of the Board of Directors.



John L. Walker
Director

Signed in Melbourne this 31 day of August 2009

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

INCOME STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

	Note	CONSOLIDATED		THE COMPANY	
		2009		2009	2008
		\$		\$	\$
Revenue	2	305,277		306,348	386,802
Depreciation and amortisation expenses	3	(5,500)		(5,500)	(6,821)
Employee benefits expenses		(279,896)		(230,836)	(287,774)
Office and occupancy expenses		(57,123)		(54,694)	(45,661)
Administration expenses		(68,946)		(68,266)	(85,673)
Adjustment to fair value of investments through the profit and loss		(791,350)		(791,350)	(273,286)
Impairment of investment in subsidiary		0		(88,583)	0
Loss on sale of listed investments	3	0		0	(235,287)
Other expenses		(77,122)		(62,204)	(35,198)
(Loss) before income tax		(974,660)		(995,085)	(582,898)
Income tax credit/(expense)	4	0		0	16,042
(Loss) for the year		(974,660)		(995,085)	(566,856)
Loss attributable to minority equity interest		20,076		0	0
(Loss) attributable to members of the parent entity		(954,584)		(995,085)	(566,856)

		2009		2009	2008
		cents		cents	cents
Earnings per share for (loss) attributable to the ordinary equity holders of the Company:					
Basic Earnings per Share (cents per share)	19	(2.88)		(3.00)	(2.00)
Diluted Earnings per Share (cents per share)	19	(2.88)		(3.00)	(2.00)

The accompanying notes form part of these financial statements.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

STATEMENTS OF CHANGES IN EQUITY FOR THE YEAR ENDED 30 JUNE 2009

	CONSOLIDATED		THE COMPANY	
	2009		2009	2008
	\$		\$	\$
Accumulated (Losses)/Retained Earnings				
Opening balance	161,607		161,607	728,463
(Loss) attributable to members of the entity	(954,584)		(995,085)	(566,856)
	<u>(792,977)</u>		<u>(833,478)</u>	<u>161,607</u>
Issued Capital				
34,500,158 (2008: 28,750,158) fully paid ordinary shares				
Opening balance	4,537,501		4,537,501	3,825,001
Shares issued 24 September 2008 @ 16.25 cents per share	934,375		934,375	0
Shares issued 6 August 2007 @ 19 cents per share	0		0	712,500
Closing balance	<u>5,471,876</u>		<u>5,471,876</u>	<u>4,537,501</u>
Minority Equity Interest				
Opening balance	0			
Interest on acquisition of controlled entity	24,970			
(Loss) attributable to minority shareholders	(20,076)			
Closing balance	<u>4,894</u>			

The accompanying notes form part of these financial statements.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

BALANCE SHEETS AS AT 30 JUNE 2009

	Note	CONSOLIDATED		THE COMPANY	
		2009	2009	2009	2008
		\$	\$	\$	\$
ASSETS					
CURRENT ASSETS					
Cash and cash equivalent	22	3,519,472	3,475,169	3,557,483	
Trade and other receivables	6	24,010	24,854	15,443	
Investments	8	551,957	551,957	253,217	
Other current assets	7	6,222	6,222	6,786	
TOTAL CURRENT ASSETS		4,101,661	4,058,202	3,832,929	
NON-CURRENT ASSETS					
Investments	8	415,460	426,977	997,331	
Property, plant and equipment	9	7,731	7,731	11,424	
Intangible assets	10	535,040	0	0	
Other receivables	11	0	250,000	0	
TOTAL NON-CURRENT ASSETS		958,231	684,708	1,008,755	
TOTAL ASSETS		5,059,892	4,742,910	4,841,684	
LIABILITIES					
CURRENT LIABILITIES					
Trade and other payables	12	66,864	58,692	103,626	
Employee provisions	13	62,635	45,820	38,950	
Borrowings	14	246,600	0	0	
TOTAL CURRENT LIABILITIES		376,099	104,512	142,576	
TOTAL LIABILITIES		376,099	104,512	142,576	
NET ASSETS		4,683,793	4,638,398	4,699,108	
EQUITY					
Issued capital	15	5,471,876	5,471,876	4,537,501	
Accumulated (loss)/retained earnings		(792,977)	(833,478)	161,607	
Parent interest		4,678,899	4,638,398	4,699,108	
Minority equity interest		4,894	0	0	
TOTAL EQUITY		4,683,793	4,638,398	4,699,108	

The accompanying notes form part of these financial statements.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

STATEMENTS OF CASH FLOWS FOR THE YEAR ENDED 30 JUNE 2009

	Note	CONSOLIDATED		THE COMPANY	
		2009		2009	2008
		\$		\$	\$
CASH FLOWS FROM OPERATING ACTIVITIES					
Receipts from operations		98,569		98,569	93,955
Payments to suppliers and employees		(498,487)		(455,993)	(400,934)
Dividends received		167		0	0
Interest received		200,862		200,862	310,174
Income tax paid		0		0	(1,722,357)
NET CASH (USED IN) OPERATING ACTIVITIES	22(b)	(198,889)		(156,562)	(1,719,162)
CASH FLOWS FROM INVESTING ACTIVITIES					
Proceeds from sales of available for sale investments		0		0	1,193,127
Purchase of available for sale investments		(508,220)		(508,220)	0
Purchase of property, plant and equipment		(1,807)		(1,807)	(950)
Purchase of intangible assets		(246,600)		0	0
Payment for subsidiary, net of cash acquired		(16,870)		0	0
Purchase of shares in subsidiary		0		(100,100)	0
Unsecured interest bearing advance to subsidiary		0		(250,000)	0
NET CASH (USED IN) PROVIDED BY INVESTING ACTIVITIES		(773,497)		(860,127)	1,192,177
CASH FLOWS FROM FINANCING ACTIVITIES					
Proceeds from issue of shares		934,375		934,375	712,500
NET CASH PROVIDED BY FINANCING ACTIVITIES		934,375		934,375	712,500
NET (DECREASE)/INCREASE IN CASH HELD		(38,011)		(82,314)	185,515
Cash and cash equivalent at the beginning of the financial year		3,557,483		3,557,483	3,371,968
CASH AND CASH EQUIVALENT AT THE END OF THE FINANCIAL YEAR	22(a)	3,519,472		3,475,169	3,557,483

The accompanying notes form part of these financial statements.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2009

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES

(a) Reporting Entity

Strategic Pooled Development Limited (the “Company”) is a publicly listed company domiciled in Australia. The address of the Company’s registered office is Suite 903, Exchange Tower, 530 Little Collins Street, Melbourne, Victoria. The consolidated financial statements of the Company as at and for the year ended 30 June 2009 comprises the Company and its subsidiaries (together referred as to as the “Group” and individually as “Group entities”).

The principal activity of the Group is investment.

(b) Basis of Preparation

Statement of Compliance

The financial report is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (AASBs) (including Australian Accounting Interpretations) adopted by the Australian Accounting Standards Board (AASB) and the Corporations Act 2001. The consolidated financial report of the Group and the financial report of the Company comply with International Financial Reporting Standards (IFRSs) and interpretations adopted by the International Accounting Standards Board (IASB).

The financial statements were approved by the Board of Directors on the date as shown on the Directors’ Declaration.

Basis of measurement

The consolidated financial statements have been prepared on an accruals basis and are based on historical cost except for the following:

- financial instruments at fair value through profit or loss are measured at fair value,
- available-for-sale financial assets are measured at fair value.

The methods used to measure fair values are discussed further in note 1(f).

(c) Principles of Consolidation

A controlled entity is any entity over which the Company has the power to govern the financial and operating policies so as to obtain benefits from its activities. In assessing the power to govern, the existence and effect of holdings of actual and potential voting rights are considered.

A list of controlled entities is contained in note 8(c) to the financial statements.

As at reporting date, the assets and liabilities of all controlled entities have been incorporated into the consolidated financial statements as well as their results for the year then ended. Where controlled entities have entered (left) the consolidated group during the year, their operating results have been included (excluded) from the date control was obtained (ceased).

All inter-group balances and transactions between entities in the consolidated group, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with those adopted by the parent entity.

Minority interest, being that portion of the profit or loss and net assets of subsidiaries attributable to equity interests held by persons outside the Group, are shown separately within the Equity section of the consolidated Balance Sheet and in the consolidated Income Statement.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(c) Principles of Consolidation (cont'd)

Business combinations

Business combinations occur where control over another business is obtained and results in the consolidation of its assets and liabilities. All business combinations, including those involving entities under common control, are accounted for by applying the purchase method.

The purchase method requires an acquirer of the business to be identified and for the cost of the acquisition and fair values of identifiable assets, liabilities and contingent liabilities to be determined as at acquisition date, being the date that control is obtained. Cost is determined as the aggregate of fair values of assets given, equity issued and liabilities assumed in exchange for control together with costs directly attributable to the business combination. Any deferred consideration payable is discounted to present value using the entity's incremental borrowing rate.

Goodwill is recognised initially at the excess of cost over the acquirer's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities recognised. If the fair value of the acquirer's interest is greater than cost, the surplus is immediately recognised in profit or loss.

(d) Functional and Presentation Currency

These consolidated financial statements are presented in Australian dollars, which is the Company's functional currency.

(e) Income Tax

The income tax expense (revenue) for the year comprises current income tax expense (income) and deferred tax expenses (income).

Current income tax expense charged to the profit or loss is the tax payable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

Deferred income tax expense reflects movements in deferred tax assets and tax liability balances during the year as well unused tax losses.

Current and deferred income tax expense (income) is charged or credited directly to equity instead of the profit or loss when the tax relates to items that are credited or charged directly to equity.

Deferred tax assets and liabilities are ascertained based on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future tax deductions are available. No deferred income tax will be recognised from the initial recognition of an asset or liability, excluding a business combination, where there is no effect on accounting or taxable profit or loss.

Deferred tax assets and liabilities are calculated at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates enacted or substantially enacted at reporting date. Their measurement also reflects the manner in which management expects to recover or settle the carrying amount of the related asset or liability.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

2. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(e) Income Tax (cont'd)

Deferred tax assets relating to temporary differences and unused tax losses are recognised only to the extent that it is probable that future taxable profit will be available against which the benefits of the deferred tax asset can be utilised.

Where temporary differences exist in relation to investments in subsidiaries, branches, associates, and joint ventures, deferred tax assets and liabilities are not recognised where the timing of the reversal of the temporary difference can be controlled and it is not probable that the reversal will occur in the foreseeable future.

Current tax assets and liabilities are offset where a legally enforceable right of set-off exists and it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur. Deferred tax assets and liabilities are offset where a legally enforceable right of set-off exists, the deferred tax assets and liabilities related to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities where it is intended that net settlement or simultaneous realisation and settlement of the respective asset and liability will occur in future periods in which significant amounts of deferred tax assets or liabilities are expected to be recovered or settled.

(f) Financial Instruments

Recognition and Initial Measurement

Financial instruments, incorporating financial assets and financial liabilities, are recognised when the entity becomes a party to the contractual provisions of the instrument. Trade date accounting is adopted for financial assets that are delivered within timeframes established by marketplace convention.

Financial instruments are initially measured at fair value plus transactions costs where the instrument is not classified as at fair value through profit or loss. Transaction costs related to instruments classified as at fair value through profit or loss are expensed to profit or loss immediately. Financial instruments are classified and measured as set out below.

Derecognition

Financial assets are derecognised where the contractual right to receipt of cash flows expires or the asset is transferred to another party whereby the entity no longer has any significant continuing involvement in the risks and benefits associated with the asset. Financial liabilities are derecognised where the related obligations are either discharged, cancelled or expire. The difference between the carrying value of the financial liability extinguished or transferred to another party and the fair value of consideration paid, including the transfer of non-cash assets or liabilities, is recognised in profit or loss.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(f) Financial Instruments (cont'd)

Classification and Subsequent Measurement

(i) *Financial assets at fair value through profit or loss*

Financial assets are classified at fair value through profit or loss when they are held for trading for the purpose of short term profit taking, where they are derivatives not held for hedging purposes, or designated as such to avoid an accounting mismatch or to enable performance evaluation where a group of financial assets is managed by key management personnel on a fair value basis in accordance with a documented risk management or investment strategy. Such assets are subsequently measured at fair value with changes in carrying value being included in profit or loss.

(ii) *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are subsequently measured at amortised cost.

(iii) *Financial liabilities*

Non-derivative financial liabilities (excluding financial guarantees) are subsequently measured at amortised cost.

(iv) *Investment in subsidiaries*

Investment in subsidiaries are accounted for at cost in the individual financial statements of the parent entity less provision for impairment.

(g) Property, Plant and Equipment

Items of property, plant and equipment are stated at cost less accumulated depreciation.

The carrying amount of property, plant and equipment is reviewed for impairment when events or changes in circumstances indicate that carrying value may not be recoverable. If any such indication exists and where the carrying amount exceeds the estimated recoverable amount the assets are written down to the recoverable amounts.

The depreciable amount of all fixed assets is depreciated on both a straight line basis and diminishing balance basis over their useful lives to the Company commencing from the time the asset is held ready for use. The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate
Office furniture and equipment	13-40%

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(h) Employee Benefits

Provision is made for employee benefits accumulated as a result of employees rendering services up to the reporting date. These benefits include wages and salaries, annual leave and long service leave.

Liabilities arising in respect of wages and salaries, annual leave and any other employee benefits expected to be settled within twelve months of the reporting date are measured at their nominal amounts based on remuneration rates which are expected to be paid when the liability is settled. All other employee benefit liabilities are measured at the present value of the estimated future cash outflow to be made in respect of services provided by employees up to the reporting date. In determining the present value of future outflows, the market yield as at the reporting date on national government bonds, which have terms to maturity approximately the same as the related liability, are used.

Employee benefits expenses and revenues arising in respect of the following categories:

- wages and salaries, non-monetary benefits, annual leave, long service leave, sick leave and other leave benefits, and
- other types of employee benefits

are recognised against profits on a net basis in their respective categories.

Contributions are made by the Company to employee superannuation funds and are charged as expenses when incurred.

(i) Dividend Imputation

Franked dividends paid are franked at the prevailing general corporate tax rate.

The franking credits available to the Company are disclosed in note 5 to the accounts.

(j) Cash and cash equivalents

For the purpose of the statement of cash flows, cash includes cash on hand and at call deposits with banks or financial institutions, net of bank overdrafts.

(k) Trade and other receivables

Trade and other receivables are stated at their cost less impairment losses.

(l) Revenue

Interest revenue is recognised on an accrual basis taking into account the interest rates applicable to the financial assets.

Dividend revenue is recognised when the right to receive a dividend has been established.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(m) Leases

Leases are classified at their inception as either operating or finance leases based on the economic substance of the agreement so as to reflect the risks and benefits incidental to ownership.

Operating Leases:

The minimum lease payments of operating leases, where the lessor effectively retains substantially all of the risks and benefits of the leased item, are recognised as an expense on a straight-line basis.

(n) Trade and other payables

Liabilities for trade payables and other amounts are carried at cost, which is the fair value of the consideration to be paid in the future for goods and services received, whether or not billed to the Company.

(o) Share Capital

Ordinary share capital is recognised at the fair value of the consideration received by the Company. Any transaction costs arising on the issue of ordinary shares are recognised directly in equity as a reduction of the share proceeds received.

(p) Earnings Per Share

Basis earnings per share is determined by dividing the profit after related income tax expense by the weighted average number of ordinary shares outstanding during the financial year.

Diluted earnings per share is determined by dividing the profit after related income tax expense adjusted for the effect of earnings on potential ordinary shares, by the weighted average number of shares both issued and potentially dilutive outstanding during the financial year.

(q) Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST.

Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(r) Intangibles

Goodwill

Goodwill and goodwill on consolidation are initially recorded at the amount by which the purchase price for a business combination exceeds the fair value attributed to the interest in the net fair value of identifiable assets, liabilities and contingent liabilities at date of acquisition. Goodwill on acquisitions of subsidiaries is included in intangible assets. Goodwill is tested annually for impairment and carried at cost less accumulated impairment losses.

Other Intangible Assets – Client Book

Client Book(s) that are acquired by the Group are initially recorded at cost. They have a finite life which is considered to be between 12 – 15 years.

Clients Book(s) will be carried at cost less accumulated amortisation. Amortisation will be calculated using the straight line method.

(s) Critical Accounting Estimates and Judgements

The Directors evaluate estimates and judgments incorporated into the financial report based on historical knowledge and best available current information. Estimates assume a reasonable expectation of future events and are based on current trends and economic data, obtained both externally and within the Group.

Key estimates

(i) *Impairment*

The Group assesses impairment at each reporting date by evaluating conditions and events specific to the Group that may be indicative of impairment triggers.

No impairment has been recognised in respect of intangibles at reporting date, due to their acquisition in June 2009. The acquisition was an arms length transaction.

Other than the above there has been no significant judgments or estimates involved in the preparation of the financial report.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(i) New Accounting Standards for Application in Future Periods

The Australian Accounting Standards Board has issued new, revised and amended standards and interpretations that have mandatory application for future reporting periods. The Group has decided against early adoption of these standards. A discussion of those future requirements and their impact on the Group follows:

- AASB 8: Operating Segments and AASB 2007-3: Amendments to Australian Accounting Standards arising from AASB 8 [AASB 5, AASB 6, AASB 102, AASB 107, AASB 119, AASB 127, AASB 134, AASB 136, AASB 1023 & AASB 1038] (applicable for annual reporting periods commencing from 1 January 2009). AASB 8 replaces AASB 114 and requires identification of operating segments on the basis of internal reports that are regularly reviewed by the Group's Board for the purposes of decision making. While the impact of this standard cannot be assessed at this stage, there is the potential for more segments to be identified. Given the lower economic levels at which segments may be defined, and the fact that cash generating units cannot be bigger than operating segments, impairment calculations may be affected. Management does not presently believe impairment will result however.
- AASB 101: Presentation of Financial Statements, AASB 2007-8: Amendments to Australian Accounting Standards arising from AASB 101 and AASB 2007-10. Further amendments to Australian Accounting Standards arising from AASB 101 (all applicable to annual reporting periods commencing from 1 January 2009). The revised AASB 101 and amendments supersede the previous AASB 101 and redefines the composition of financial statements including the inclusion of a statement of comprehensive income. There will be no measurement or recognition impact on the Group. If an entity has made a prior period adjustment or reclassification, a third balance sheet as at the beginning of the comparative period will be required.
- AASB 123: Borrowing Costs and AASB 2007-6: Amendments to Australian Accounting Standards arising from AASB 123 [AASB 1, AASB101, AASB 107, AASB 111, AASB 116 & AASB 138] (applicable for annual reporting periods commencing from 1 January 2009). The revised AASB 123 has removed the option to expense all borrowing costs and will therefore require the capitalisation of all borrowing costs directly attributable to the acquisition, construction or production of a qualifying asset. Management has determined that there will be no effect on the Group as a policy of capitalising qualifying borrowing costs has been maintained by the Group.
- AASB 2008-1: Amendments to Australian Accounting Standards – Share-based Payments: Vesting Conditions and Cancellations [AASB 2] (applicable for annual reporting periods commencing from 1 January 2009). This amendment to AASB 2 clarifies that vesting conditions consist of service and performance conditions only. Other elements of a share-based payment transaction should therefore be considered for the purposes of determining fair value. Cancellations are also required to be treated in the same manner whether cancelled by the entity or by another party.
- AASB 2008-2: Amendments to Australian Accounting Standards – Puttable Financial Instruments and Obligations Arising on Liquidation [AASB 7, AASB 101, AASB 132 & AASB 139 & Interpretation 2] (applicable for annual reporting periods commencing from 1 January 2009). These amendments introduce an exception to the definition of a financial liability to classify as equity instruments certain puttable financial instruments and certain other financial instruments that impose an obligation to deliver a pro-rata share of net assets only upon liquidation.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

1. STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES (cont'd)

(t) New Accounting Standards for Application in Future Periods (cont'd)

- AASB 2008-5: Amendments to Australian Accounting Standards arising from the Annual Improvements Project (July 2008) (AASB 2008-5) and AASB 2008-6: Further Amendments to Australian Accounting Standard arising from the Annual Improvements Project (July 2008) (AASB 2008-6) detail numerous non-urgent but necessary changes to accounting standards arising from the IASB's annual improvements project. No changes are expected to materially affect the Group.
- AASB 2008-8: Amendments to Australian Accounting Standards – Eligible Hedged Items [AASB 139] (applicable for annual reporting periods commencing 1 July 2009). This amendment clarifies how the principles that determine whether a hedged risk or portion of cash flows is eligible for designation as a hedged item should be applied in particular situations and is not expected to materially affect the Group.
- AASB 2008-13: Amendments to Australian Accounting Standards arising from AASB Interpretation 17 – Distributions of Non-cash Assets to Owners [AASB5 & AASB 110] (applicable for annual reporting periods commencing 1 July 2009). This amendment requires that non-current assets held for distribution to owners be measured at the lower of carrying value and fair value less costs to distribute.
- AASB Interpretation 17: Distributions of Non-cash Assets to Owners (applicable for annual reporting periods commencing 1 July 2009). This guidance applies prospectively only and clarifies that non-cash dividends payable should be measured at the fair value of the net assets to be distributed where the difference between the fair value and carrying value of the assets is recognised in profit or loss.

The Group does not anticipate early adoption of any of the above reporting requirements and does not expect these requirements to have any material effect on the Group's financial statements.

(u) Comparatives

As this is the first year in which consolidated accounts have been presented, there are no comparative consolidated numbers for the year ended 30 June 2008.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

	CONSOLIDATED	THE COMPANY	
	2009	2009	2008
	\$	\$	\$
2. REVENUE			
Revenue from operating activities			
Dividend received on financial assets designated at fair value through the profit and loss	167	0	0
Interest received from controlled entity	0	1,238	0
Interest received on bank deposits	206,541	206,541	292,847
Total revenues from operating activities	206,708	207,779	292,847
Revenue from non-operating activities			
Office costs reimbursed	98,569	98,569	93,955
Total revenues from non-operating activities	98,569	98,569	93,955
Total revenues	305,277	306,348	386,802
3. (LOSS) FOR THE YEAR			
Loss has been arrived at after charging (crediting) the following items:			
(a) Expenses			
Depreciation of property, plant and equipment	5,500	5,500	6,821
Amounts paid to superannuation plans	91,488	87,910	54,935
Rental expenses on operating leases – minimum lease payment	32,740	32,740	26,003
(b) Significant items of revenues and expenses			
The following significant revenue and expense items are relevant in explaining the financial performance:			
Loss on sale of investments			
Proceeds on sale of investments	0	0	1,193,127
Carrying amount of investments sold	0	0	(1,428,414)
Loss on sale of investments	0	0	(235,287)

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

	CONSOLIDATED		THE COMPANY	
	2009		2009	2008
	\$		\$	\$
4. INCOME TAX				
(a) The components of tax expense comprise:				
Current tax payable	0		0	0
Overprovision in respect of prior year	0		0	(16,042)
Income tax (credit)/expense	0		0	(16,042)
(b) The prima facie tax on (loss)/profit from ordinary activities before income tax is reconciled to the income tax as follows:				
Prima facie tax payable on (loss)/profit before income tax at 30% (2008: 30%)				
- consolidated group	(292,398)		0	0
- parent entity	0		(298,525)	(174,869)
Add/(Less):				
Tax effect of:				
- Overprovision in respect of prior year	0		0	(16,042)
- Deferred tax asset not recognised	292,398		298,525	174,869
Income tax (credit)/expense attributable to entity	0		0	(16,042)
(c) Tax rates	0%		0%	-2.7%

The reduction in the effective tax rate is due to the deferred tax not recognised.

(d) Unrecognised deferred tax assets

A deferred tax asset for the consolidated entity of \$912,296 and for the Company \$941,354 (2008: \$642,829) has not been recognised. The asset arises from realised and unrealised losses on the adjustment to fair value of investments designated at fair value through the profit and loss. A deferred tax asset has not been recognised in respect of this item because the Directors do not currently consider it probable that future taxable profits will be available against which the company can utilise the benefits therefrom.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

5. DIVIDENDS PAID OR PROPOSED

There has been no dividend paid or declared during the current or previous financial year nor is it proposed to declare a dividend for the year ended 30 June 2009.

At 30 June 2009, the Company's franking account stood at \$1,728,245 at 30% (2008: \$1,728,245 at 30%).

No income tax is expected to be paid in respect of the 2009 financial year subsequent to the financial year, therefore the franking credits available for the subsequent financial year is \$1,728,245 (2008: \$1,728,245).

	CONSOLIDATED	THE COMPANY	
	2009	2009	2008
	\$	\$	\$
6. RECEIVABLES (CURRENT)			
Interest receivable	16,719	17,957	11,038
Non-trade debts receivable – others	7,291	6,897	4,405
	24,010	24,854	15,443

There are no balances within receivables that contain assets that are not impaired and are past due. It is expected these balances will be received when due. There are no impaired assets.

7. OTHER CURRENT ASSETS

Prepayments	6,222	6,222	6,786
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Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

	CONSOLIDATED		THE COMPANY	
	2009		2009	2008
	\$		\$	\$
8. INVESTMENTS				
Total Investments				
Financial assets at fair value through profit or loss				
- Current investments listed	551,957		551,957	253,217
- Non-current investments listed	415,460		415,460	997,331
- Non-current investments unlisted	0		11,517	0
	415,460		426,977	997,331
	967,417		978,934	1,250,548

(a) **Financial assets designated at their value through profit and loss:**

Name of Entity and Principal Activity		Consolidated	
		Percentage of Issued Shares held:	Carrying Amount:
		2009 %	2009 \$
Listed Investments	<i>(at fair value)⁽¹⁾</i>		
Cryosite Limited (biologicals storage system)	Interest held in 8,312,229 Ordinary Shares Bid Price: 2009: \$0.05 (2008: \$0.12)	17.82	415,460
Greenvale Mining NL (Exploration and development of oil shale) ⁽²⁾	Interest held in 444,240 (2008: 444,240) Ordinary Shares Bid Price: 2009: \$0.08 (2008: \$0.57)	3.03	34,207
Macquarie Airports Reset Exchange Securities Trust	Interest held in 5,000 Tickets Bid Price: 2009: \$103.55	N/A	517,750
Current Investments			551,957
Non-Current Investments			415,460

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

8. INVESTMENTS (cont'd)

(a) Financial assets designated at their value through profit and loss: (cont'd)

Name of Entity and Principal Activity		The Company			
		Percentage of Issued Shares held:		Carrying Amount:	
		2009 %	2008 %	2009 \$	2008 \$
Listed Investments	<i>(at fair value)⁽¹⁾</i>				
Cryosite Limited (biologicals storage system)	Interest held in 8,312,229 Ordinary Shares Bid Price: 2009: \$0.05 (2008: \$0.12)	17.82	17.82	415,460	997,331
Greenvale Mining NL (Exploration and development of oil shale)	Interest held in 444,240 (2008: 444,240) Ordinary Shares Bid Price: 2009: \$0.08 (2008: \$0.57)	3.03	3.03	34,207	253,217
Macquarie Airports Reset Exchange Securities Trust	Interest held in 5,000 Tickets Bid Price: 2009: \$103.55	N/A	N/A	517,750	0
Current Investments				551,957	253,217
Non-Current Investments				415,460	997,331

(1) Fair value is represented by the "bid price" as per published price quotations (refer note 1(b)).

(b) Unlisted investments, at recoverable amount:

	CONSOLIDATED	THE COMPANY	
	2009 \$	2009 \$	2008 \$
Shares in subsidiaries	0	100,100	0
Less: provision for impairment	0	(88,583)	0
	0	11,517	0

The Company has provided for a reduction in the value of its investment in the subsidiary to equate to its share of net tangible assets of the subsidiary as at 30 June 2009. This is the Company's only entry in the provision for impairment account.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

8. INVESTMENTS (cont'd)

(c) Controlled entity:

	COUNTRY OF INCORPORATION	OWNERSHIP INTEREST
		2009
Controlled entities consolidated		
Subsidiaries of Strategic Pooled Development Limited		
- Fisher Graham Wealth Pty Limited and its wholly owned subsidiary Geelong Wealth Management Group Pty Limited	Australia	70%

Controlled entity disclosure information

On 2 March 2009, the parent entity acquired 70% of Fisher Graham Wealth Pty Limited for a purchase consideration of \$100,100.

The assets and liabilities arising from the acquisition are as follows:

	Acquiree's carrying amount	Fair Value
Consisting of:		
Cash	102,040	102,040
Receivables	11,000	11,000
Payables	(15,985)	(15,985)
Employee entitlements	(13,825)	(13,825)
Goodwill on consolidation	0	41,840
	83,230	125,070
Less: minority interests		(24,970)
Net assets acquired		100,100

Loss of Fisher Graham Wealth Pty Limited included in the consolidated loss of the Group since the acquisition date on 2 March 2009 amounted to \$66,920. Had the results relating to Fisher Graham Wealth Pty Limited been consolidated from 1 July 2008, revenue would have been \$515,277 and a consolidated loss of \$883,412 for the year ended 30 June 2009.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

	CONSOLIDATED		THE COMPANY	
	2009		2009	2008
	\$		\$	\$
9. PROPERTY, PLANT AND EQUIPMENT				
Office and computer equipment – at cost	106,537		106,537	104,730
Accumulated depreciation	(98,806)		(98,806)	(93,306)
Net carrying amount of property, plant and equipment	7,731		7,731	11,424
Reconciliation				
Carrying amount at beginning	11,424		11,424	17,295
Additions for the year	1,807		1,807	950
Depreciation expense	(5,500)		(5,500)	(6,821)
Carrying amount at end	7,731		7,731	11,424
10. INTANGIBLE ASSETS				
Goodwill – at cost	41,840		0	0
Client book – at acquisition cost	493,200		0	0
	535,040		0	0
<p>The acquisition to which Goodwill relates was made on 2 March 2009. Subsequently (10 June 2009), the first investment, “Client Book”, was made in the area of asset and wealth management. The Group considers the intangible assets contiguous. The Group has assessed the carrying value in accordance with the methods prescribed in notes 1(r) and 1(s). In regards to Client book, no amortisation has been charged this financial year due to the acquisition occurring in June 2009.</p>				
11. OTHER RECEIVABLES				
Amounts receivable from partly owned subsidiaries	0		250,000	0
<p>This is an unsecured loan carrying on interest rate of 7.47%, payable quarterly in arrears.</p>				
12. TRADE AND OTHER PAYABLES				
Sundry payables and accrued expenses	66,864		58,692	103,626

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

	CONSOLIDATED		THE COMPANY	
	2009		2009	2008
	\$		\$	\$
13. EMPLOYEE PROVISIONS				
Current employee benefits				
- Annual leave	42,615		25,800	20,470
- Long service leave	20,020		20,020	18,480
Aggregated employee benefits	62,635		45,820	38,950

Consolidated

The movement in employee benefits for the year are detailed below:

	Annual Leave	Long Service Leave
Opening balance 1 July	20,470	18,480
Additional provisions		
- acquired	13,825	0
- entitlements	12,098	1,540
Amounts used	(3,778)	0
Closing balance 30 June	42,615	20,020

Parent Entity

The movement in employee benefits for the year are detailed below:

	Annual Leave	Long Service Leave
Opening balance 1 July	20,470	18,480
Additional provisions	7,108	1,540
Amounts used	(1,778)	0
Closing balance 30 June	25,800	20,020

14. BORROWINGS

Amount due pursuant to contract of purchase – secured	246,600	0	0
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This is secured by a floating charge over the 'Client Book'. The carrying amount being \$493,200 at cost (refer note 10.) Amount is interest free and repayable June 2010.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

	CONSOLIDATED		THE COMPANY	
	2009		2009	2008
	\$		\$	\$
15. ISSUED CAPITAL				
Issued and paid up capital				
34,500,158 ordinary shares fully paid (2008: 28,750,158 ordinary shares)	5,471,876		5,471,876	4,537,501
Movements during the year				
Balance at beginning of year				
28,750,158 (2008: 25,000,158) shares	4,537,501		4,537,501	3,825,001
Placement of issued shares 5,750,000 (2008: 3,750,000)	934,375		934,375	712,500
	5,471,876		5,471,876	4,537,501

Pursuant to approval at a meeting of shareholders dated 17 September 2008, on 24 September 2008 the Company issued 5,750,000 shares at an issue price of 16.25 cents per share via a placement, to Fisher Graham Group Pty Limited (FGG).

Messrs Sedgman and Walker are Directors of FGG.

In addition, Mr Walker is the Trustee of the Eunson Trust, the ultimate beneficial owner of FGG.

The Company has no preference shares or unissued shares for which options are outstanding. The Company does not have any restricted securities on issue.

Ordinary shares have the right to receive dividends as declared and, in the event of winding up the Company, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on shares held.

Ordinary shares entitle their holder to one vote, either in person or by proxy, at a meeting of the Company.

The Company has unlimited authorised capital with no par value.

An objective of the Board is to maximise returns to shareholders. Since inception the Company has managed its capital and returns to shareholders via returns of capital and payment of dividends.

The Group's debt and capital includes ordinary shares and financial liabilities supported by financial assets.

In recent years the Company has made strategic placements of shares in order to assist in the replenishment of the asset base of the Company.

This enhanced capital base affords the Company greater opportunities for investment in asset and wealth management businesses while mitigating risk through diversification.

This has resulted in the Company recently taking on limited level of debt associated with the acquisition of the 'Client Book' by Geelong Wealth Management Group Pty Limited.

Collateral via a floating charge over the acquired 'Client Book' has been provided to the vendor.

This is the first year the Group has had debt on its balance sheet. It is likely this will continue, on the same basis as described above, as investment in the areas of asset and wealth management businesses increases.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

	CONSOLIDATED		THE COMPANY	
	2009	2008	2009	2008
16. AUDITORS' REMUNERATION				
Total of all remuneration received, or due and receivable by the auditors, in connection with:				
- Audit and review services	25,140		25,140	23,700

17. KEY MANAGEMENT PERSONNEL AND RELATED PARTY DISCLOSURES

The following persons are key management personnel of the Group pursuant to AASB 124 at any time during the reporting period and unless otherwise indicated were key management personnel for the entire period.

Executive Directors & Officers

S.J. Sedgman - Managing Director

J.L. Walker - Company Secretary and Director

G. Levitt - Managing Director – Fisher Graham Wealth Pty Limited

Non-Executive Directors

A.J. Kroger

During the financial year ended 30 June 2009, the following transactions took place with related parties:

- (a) The Group received \$65,712 (2008: \$62,636) from S.H.R. Pty Limited (“SHR”), for the provision of administration services at commercial rates. SHR is a Company associated with Mr. Kroger.
- (b) The Group received \$31,857 (2008: \$31,319) from Process Wastewater Technologies Limited (“PWT”) for the provision of administration services at commercial rates. PWT is a company of which Messrs. Kroger and Walker are Directors.

All transactions with Director related entities are on a commercial basis no more favourable than those available, or which might reasonably be expected to be available, on similar transactions to non-Director related entities on an arm's length basis.

- (c) On 2 March 2009, the Company acquired a 70% interest in Fisher Graham Wealth Pty Limited (FGW). FGW was, immediately prior to the signing of the share subscription agreement, a company controlled by Beautess Investments Pty Limited (BTI). Messrs. Sedgman and Walker have the following interest/association with BTI. Mr. Sedgman is Managing Director. Mr Walker is the Trustee shareholder of BTI.

At the time of the signing of the agreement Mr. Sedgman was a Director of FGW and Mr. Walker was Secretary of FGW. Messrs. Sedgman and Walker's involvement at Board level of FGW continues after the acquisition.

In addition, Mr. Levitt is a Director of FGW and holds a 15% interest in FGW.

- (d) On 16 June 2009, the Company advanced \$250,000 to Geelong Wealth Management Group Pty Limited (GWMG), a wholly owned subsidiary of FGW (refer note 11). Interest receivable for the period to 30 June 2009 was \$1,238. Mr. Levitt is a Director of GWMG.

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Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

17. KEY MANAGEMENT PERSONNEL AND RELATED PARTY DISCLOSURES (cont'd)

(e) Key Management Personnel's shareholdings – 2009

Directors	Balance 1-Jul-08	Received as Remuneration	Options Exercised	Net Change Other	Balance 30-Jun-09
Stephen John Sedgman*	0	Nil	Nil	5,750,000	5,750,000
John Lawson Walker*	4,265,359	Nil	Nil	5,750,000	10,015,359
Andrew John Kroger**	7,500,000	Nil	Nil	(7,169,230)	330,770
Gary Levitt	0	Nil	Nil	Nil	0

* Mr. Walker is a Trustee of the Eunson Trust, the beneficial and ultimate owner of shares attributed to Mr. Sedgman (refer note 15).

** Mr. Kroger disposed of his shares on an arms length basis.

Key Management Personnel's shareholdings - 2008

Directors	Balance ** 1-Jul-07	Received as Remuneration	Options Exercised	Net Change Other	Balance ** 30-Jun-08
Stephen John Sedgman **	0	Nil	Nil	Nil	0
John Lawson Walker	12,334	Nil	Nil	4,253,025	4,265,359
Andrew John Kroger	7,500,000	Nil	Nil	Nil	7,500,000
John James Steven *	86,667	Nil	Nil	86,667	0
James Andrew Charles MacKenzie *	87,580	Nil	Nil	87,850	0

* Messrs. Steven and MacKenzie resigned during the year.

** Mr. Sedgman was appointed a Director during the year.

	CONSOLIDATED		THE COMPANY	
	2009		2009	2008
	\$		\$	\$
Short term employee benefits	84,755		45,000	132,533
Post employment benefits	83,928		80,350	47,375
	168,683		125,350	179,908

18. CONTINGENT LIABILITIES

There were no contingent liabilities outstanding against the Group at the end of the current or previous financial year. No contingent liabilities in respect of, termination benefits under service agreements with Directors, or any other persons involved in the management of the Group existed at the end of the current or previous financial year.

19. EARNINGS PER SHARE

The following reflects the (loss) and share data used in the calculations of basic and diluted earnings per share.

Net (loss) used in the calculation of basic and diluted earnings per share	(954,584)	(955,085)	(566,856)
Weighted average number of ordinary shares of the Group outstanding during the financial year, used in the calculations of basic and diluted earnings per share	33,161,117	33,161,117	28,380,295

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

20. SEGMENT INFORMATION

The Group operates as an investor, seeking to re-position itself in the capital market by implementing a strategy of focussing its investment activity in the area of asset and wealth management based businesses.

21. FINANCIAL RISK MANAGEMENT

Financial Risk Management Policies

The Group's financial instruments consist mainly of deposits with banks, listed share investments, accounts receivable, accounts payable and borrowings.

The risk management of net cash balances and listed investments is by the Board as a whole.

Being a small Board, discussions are held on an informal but regular basis to ensure adverse effects on financial performances are kept to a minimum given the market conditions.

(i) Financial Risk Exposures and Management

The main risks the Group is exposed to through its financial instruments are interest rate risk, liquidity risk, credit risk and price risk.

Interest Rate Risk

Interest rate risk is currently on short-term deposits with bank. These are managed according to cash requirements. The Group has debt associated with the acquisition of an intangible asset. The debt is non interest bearing.

Liquidity Risk

The Group manages liquidity risk by monitoring forecast cash flows and ensuring that cash resources are adequately maintained. Borrowings, when they occur, are likely to be associated with acquisition of intangible assets.

Credit Risk

The maximum exposure to credit risk, excluding the value of any collateral or other security, at balance date to recognised financial assets, is the carrying amount, net of any provisions for impairment of those assets, as disclosed in the balance sheet and notes to the financial statements.

As at balance date, acquired intangible assets have been provided as security against borrowings.

The Group holds large cash balances with a major Australian bank. The Group does not consider this to be an exposure to a material credit risk. The Group does not have a significant exposure to material credit risk in its other financial instruments. All financial instruments are neither past due nor impaired.

Price Risk

The Group holds significant investments which are listed on the Australian Stock Exchange. The Group has exposure to price risk via movements in the share price of its investments.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

21. FINANCIAL RISK MANAGEMENT (cont'd)

(ii) Financial Instrument composition and maturity analysis

Consolidated

The tables below reflect the undiscounted contractual settlement terms for financial instruments, as well as management's expectations of the settlement period.

2009	Floating interest rate \$	Non-interest bearing \$	Total \$
Financial Assets:			
Cash and cash equivalents	3,519,472	0	3,519,472
Receivables	0	30,232	30,232
Investments	0	967,417	967,417
Total	3,519,472	997,649	4,517,121
Weighted average interest rate - cash	6.09%		
Financial Liabilities:			
Trade and other payables	0	66,864	66,864
Employee entitlements	0	62,635	62,635
Borrowings	0	246,600	246,600
Total	0	376,099	376,099
Weighted average interest rate	0%		

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

21. FINANCIAL RISK MANAGEMENT (cont'd)

(ii) Financial Instrument composition and maturity analysis (cont'd)

The Company

	Floating interest rate \$	Non-interest bearing \$	Total \$
2009			
Financial Assets:			
Cash and cash equivalents	3,475,169	0	3,475,169
Receivables	250,000	31,076	281,076
Investments	0	978,934	978,934
Total	3,725,169	1,010,010	4,735,179
Weighted average interest rate - cash	6.09%		
Financial Liabilities:			
Trade and other payables	0	58,692	58,692
Employee entitlements	0	45,820	45,820
Total	0	104,512	104,512
Weighted average interest rate	0%		
2008			
Financial Assets:			
Cash and cash equivalents	3,557,483	0	3,557,483
Receivables	0	22,229	22,229
Investments	0	1,250,548	1,250,548
Total	3,557,483	1,272,777	4,830,260
Weighted average interest rate - cash	7.40%		
Financial Liabilities:			
Trade and other payables	0	103,626	103,626
Employee entitlements	0	38,950	38,950
Total	0	142,576	142,576
Weighted average interest rate	0%		

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

21. FINANCIAL RISK MANAGEMENT (cont'd)

(ii) Financial Instrument composition and maturity analysis (cont'd)

Other than investments, in the nature of listed investment securities, all financial assets and financial liabilities fall due within 1-year.

Trade and other payables are expected to be paid as follows:

	CONSOLIDATED		THE COMPANY	
	2009		2009	2008
	\$		\$	\$
Trade and other payables – less than 2 months	66,863		58,692	103,626
Borrowings – greater than 6 months and less than 12 months	246,600		0	0
	<u>313,463</u>		<u>58,692</u>	<u>103,626</u>

Net fair values

Net fair values of financial assets and liabilities are determined on the following basis:

Cash, cash equivalents: the carrying amount approximates fair value because of their short-term to maturity.

Account receivable and payable: the carrying amount approximates fair value.

Borrowings: the carrying amount approximates fair value.

Employee entitlements: the carrying amount approximates fair value.

Investments: for financial investments traded in organised financial markets, fair value is the current quoted market bid price for an asset.

The carrying amount and net fair values of financial assets and financial liabilities are as follows:

Consolidated	Carrying Amount		Net Fair Value	
	2009		2009	2008
	\$		\$	\$
Financial Assets				
Cash and cash equivalent	3,519,472		3,519,472	3,557,483
Receivables	30,232		30,232	22,229
Investments	967,417		967,417	1,250,548
	<u>4,517,121</u>		<u>4,517,121</u>	<u>4,830,260</u>
Financial Liabilities				
Trade and other payables	66,863		66,863	103,626
Employee entitlements	62,635		62,635	38,950
Borrowings	246,600		246,600	0
	<u>376,098</u>		<u>376,098</u>	<u>142,576</u>

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

21. FINANCIAL RISK MANAGEMENT (cont'd)

(ii) Financial Instrument composition and maturity analysis (cont'd)

The Company	Carrying Amount	Net Fair Value	
	2009 \$	2009 \$	2008 \$
Financial Assets			
Cash and cash equivalent	3,475,169	3,475,169	3,557,483
Receivables	281,076	281,076	22,229
Investments	978,934	978,934	1,250,548
	<u>4,735,179</u>	<u>4,735,179</u>	<u>4,830,260</u>
Financial Liabilities			
Trade and other payables	58,692	58,692	103,626
Employee entitlements	45,820	45,820	0
	<u>104,512</u>	<u>104,512</u>	<u>103,626</u>

(iii) Sensitivity Analysis

Interest Rate Risk and Price Risk

The Company has performed a sensitivity analysis to its exposure to interest rate risk and price risk at balance date. This sensitivity analysis demonstrates the effect on the current year results and equity which could result from a change in interest rates and price.

Interest Rate Sensitivity Analysis (cash and cash equivalents)

At 30 June 2009, the effect on profit and equity as a result of changes in the interest rate with all other variables remaining constant would be as follows (bp = basis points):

	CONSOLIDATED	THE COMPANY	
	2009 \$	2009 \$	2008 \$
Change in profits			
- increase in interest rate by 120bp	42,234	44,702	42,686
- (decrease) in interest rate by 120bp	(42,234)	(44,702)	(42,686)
Change in equity			
- increase in interest rate by 120bp	42,234	44,702	42,686
- (decrease) in interest rate by 120bp	(42,234)	(44,702)	(42,686)

Price Risk Sensitivity Analysis (investments in listed shares)

At 30 June 2009, the effect on profit and equity as a result of changes in the price risk, with all other variables remaining constant would be as follows:

	CONSOLIDATED	THE COMPANY	
	2009 \$	2009 \$	2008 \$
Change in profits			
- increase in share price by 20%	193,514	195,817	250,138
- (decrease) in share price by 20%	(193,514)	(195,817)	(250,138)
Change in equity			
- increase in share price by 20%	193,514	195,817	250,138
- (decrease) in share price by 20%	(193,514)	(195,817)	(250,138)

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

	CONSOLIDATED		THE COMPANY	
	2009	2009	2009	2008
	\$	\$	\$	\$
22. NOTES TO THE CASH FLOW STATEMENT				
(a) Reconciliation of cash and cash equivalent				
For the purposes of the cash flow statement, cash includes cash on hand and in banks and on short term deposit for less than 30 days. Cash at the end of the financial year as shown in the statement of cash flows is reconciled to the related items in the balance sheet as follows:				
Cash at bank and in hand	86,433	67,130	212,945	
Short term bank deposits	3,433,039	3,408,039	3,344,538	
Cash	3,519,472	3,475,169	3,557,483	
(b) Reconciliation of operating (loss) after income tax to net cash (used in)/provided by operating activities				
Operating (loss)/profit after income tax	(954,584)	(995,085)	(566,856)	
Adjustment for non cash income and expense items				
Loss on the sale of investments	0	0	235,287	
Depreciation of property, plant and equipment	5,500	5,500	6,821	
Adjustment to fair value investments	791,350	879,932	273,286	
Minority interest share of loss	(20,076)	0	0	
Changes in assets and liabilities				
Decrease/(Increase) in receivables and other debtors	(5,115)	(6,353)	20,112	
Decrease/(Increase) in accounts payable	(39,649)	(47,426)	43,027	
Increase/(Decrease) in provision for employee entitlements	23,685	6,870	7,560	
(Decrease)/Increase in income tax payable	0	0	(1,738,399)	
NET CASH (USED IN)/PROVIDED BY OPERATING ACTIVITIES	(198,889)	(156,562)	(1,719,162)	

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

	CONSOLIDATED	THE COMPANY	
	2009	2009	2008
	\$	\$	\$
22. NOTES TO THE CASH FLOW STATEMENT (cont'd)			
(c) Acquisition of Entity			
During the year the Company acquired a 70% of the controlled entity – Fisher Graham Wealth Pty Limited (FGW). Details of the transactions are:			
Purchase consideration (being cash)	100,100	100,100	0
Consisting of:			
Assets and liabilities held at acquisition date:			
Cash	102,040		
Receivables	11,000		
Payables	(15,985)		
Employee entitlements	(13,825)		
	83,230		
Goodwill on consolidation	41,840		
Less minority equity interests in acquisition	(24,970)		
Cash outflow on acquisition	100,100		

In acquiring FGW, the Company considers this a low risk entry to the establishment of an asset and wealth management business. It provides the Company access to the experience and expertise of the officers of FGW in the building of an asset and wealth management business. The first acquisition has been made and future acquisitions are expected. These acquisitions are expected to generate sufficient profits by the synergies created by additional acquisitions to support the Goodwill amount.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (cont'd) FOR THE YEAR ENDED 30 JUNE 2009

	CONSOLIDATED		THE COMPANY	
	2009		2009	2008
	\$		\$	\$
23. OPERATING LEASE COMMITMENTS				
Future operating lease rentals for the Group's premises not provided for in the financial statements and payable				
Not later than one year	0		0	0

On 18 April 2005 the Company entered into a 3-year lease with options for 2 further 3-year terms.

The Company did not exercise its right to a further 3-year lease period, on expiration of the lease.

It is currently operating on a monthly tenancy on the same rental rate as the previous lease.

Included in the lease rental amount are outgoings. Outgoings are calculated as a proportion of costs based on lettable area of the tenancy.

The lack of a lease does not impose any restrictions which are considered detrimental to the operations of the Company.

24. EMPLOYEE BENEFITS

Aggregate liability for employee benefits including costs:				
Current				
Other creditors and accruals	11,456		7,501	5,499
Provision for employee entitlements	62,635		45,820	38,950
	74,091		53,321	44,449

The Group contributes to the individual superannuation of its full-time employees at the rate of 9% of salary. The fund is a fully-vested accumulated contribution type plan

25. EVENTS AFTER THE BALANCE SHEET DATE

No matters or circumstances have arisen since the end of the financial year that have significantly affected, or may significantly affect the operations of the Group, the results of those operations or the state of affairs of the Group, in future financial years.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

SHAREHOLDER INFORMATION

The shareholder information set out below was applicable at 26 August 2009.

Classes of Equity Securities Issued by the Company

Total number of fully paid ordinary shares issued by the Company 34,500,158

Distribution of Ordinary Shares

(i) Analysis of numbers of shareholders, by size of holding

	Shareholders	Units
1 – 1,000	67	38,000
1,001 – 5,000	144	409,346
5,001 – 10,000	57	445,044
10,001 – 100,000	72	1,885,139
100,001 – max	36	31,722,629
Total	376	34,500,158

(ii) Number of shareholders holding less than a marketable parcel of 3,572 ordinary shares

194 372,409

Substantial Shareholders

The names of the Company's substantial shareholders and the number of ordinary shares in which they have an interest, as recorded in the Company's Register of Substantial Shareholders, is set out below:

	Number and Percentage of Ordinary Shares in which an Interest is held	
	Number	Percentage
Mr. J.L. Walker	10,015,359	29.03%
Mr. S.J. Sedgman and other members of the Beautess Group	5,750,000	16.67%
Mr. T.G. Onisforou	4,217,205	12.22%
Mr. G. Robins	3,059,000	8.87%
Mr. T. Klinger and Ginga Pty Limited	2,328,587	6.75%
Peleton Nominees Pty Limited	1,846,154	5.35%

Voting Rights

The voting rights attaching to the Company's fully paid ordinary shares are set out below:

On a show of hands, every member present in person, or by proxy, shall have one vote, and upon a poll each share shall have one vote.

Strategic Pooled Development Limited and its controlled entities

A.B.N. 71 062 187 893

SHAREHOLDER INFORMATION (cont'd)

Twenty Largest Shareholders

The names of the Company's twenty largest shareholders, and the number of fully paid ordinary shares in which they have an interest is set out below:

Rank:	Shareholder's Name:	Number of Shares Held	% of Capital Held
1	Fisher Graham Group Pty Limited	5,750,000	16.67
2	Angus Property & Development Pty Limited	4,172,766	12.09
3	IEAH Pty Limited <IEAH Super Fund A/c>	2,500,000	7.25
4	Mr. Gary Griffith Robins	2,482,583	7.20
5	Mr. John Lawson Walker	1,700,000	4.93
6	Peleton Nominees Pty Limited	1,692,308	4.91
7	Aloren (no 155) Pty Limited <Butterworth Super Fund A/c>	1,538,462	4.46
8	Mr. Gary Owen & Mrs. Judy Owen <Gary Owen & Co PL Emp BF A/c>	1,230,769	3.57
9	Shalimar Fourteen Pty Limited	1,098,407	3.18
10	Thorpebay Pty Limited	834,949	2.42
11	Mr. Ivan Alexander Wheen	749,014	2.17
12	Ginga Pty Limited <T G Klinger Super Fund A/c>	684,826	1.98
13	Merc Park Pty Limited <Parkline Super Fund A/c>	615,385	1.78
14	Mr. Tom George Klinger	604,072	1.75
15	Rodean Investments Pty Limited <Howard B Fraser S/F A/c>	478,867	1.39
16	Mr. Thomas George Klinger	423,578	1.23
17	Wat Nominees Pty Limited	400,000	1.16
18	Mr. Thomas George Klinger	388,345	1.13
19	Miss Sandra Francoise Robins	377,902	1.10
20	Atlas Ventures (Nominee) Pty Limited	351,756	1.02
	Total	28,073,989	81.39

Inquiries from Shareholders

Shareholders wishing to record a change of address or other holder details or with queries regarding their shareholding should contact the office of the Share Registry as detailed in the Corporate Directory at the front of this Annual Report.

Shareholders sponsored by a broker should advise their broker of any change of address, etc.

Shareholders with any other query are invited to contact the Company's Melbourne office as detailed in the Corporate Directory at the front of this Annual Report.