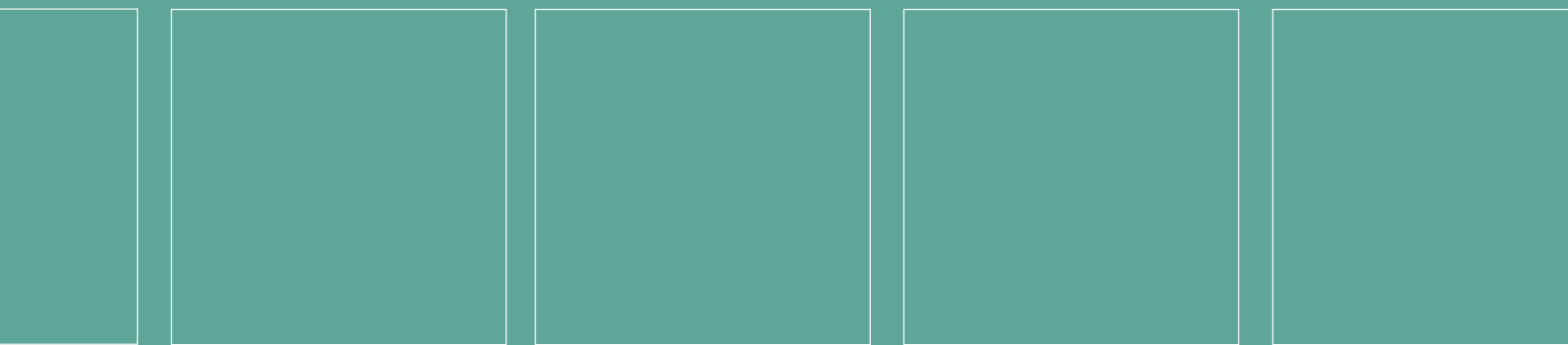


2008
annual report



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Chairman's report

For year ending 30 June 2008

It is now four years since our **Community Bank**® branch opened in Bexley and, while much has been achieved in this time, it is more than a little disappointing that I report a loss for the year ending 30 June 2008 of (\$68,854). And this despite the efforts of so many.

There is no doubt that the robbery at the branch in October 2007 had an adverse impact on the Company with business being severely disrupted for more than 3 months and security cost increases of over \$20,000.

Fortunately and most importantly our staff came through the experience unharmed and under the direction of Branch Manager, Jim Mantzikopoulos and Supervisor, Jill Everett have re-established themselves as a most effective and supportive team. Indeed, their efforts have been formally recognised with the 2008 Rockdale Business Excellence Award for 'Best Business in Bexley' and I take this opportunity to acknowledge the outstanding service they provide.

I am also happy to report that, with the assistance of market development funds provided by the Bendigo and Adelaide Bank, we have not only been able to maintain our community sponsorship program, but, in marking our anniversary in June were able to make a \$3,000 donation to Rockdale SES to support the excellent work they do in our community. I am sure the relationships we are developing with our local community organisations will stand us in good stead in the years ahead.

Since 30 June 2008 our financial performance has improved markedly with total banking business, at the time of writing, in excess of \$43 million. This means that the Company is now clearly cash flow positive and close to profitability. I said last year the Company had a sound base upon which to build. Having weathered the 'storms' of the past two years, I believe that base is now stronger than ever and I remain confident that we will soon be able to realise our one outstanding major objective: to reward our shareholders.

I conclude this report by expressing our deep regret at the sudden and unexpected death of Ted Markland in early September 2008. As a Director since May 2004 Ted played an important role in establishing the Bexley **Community Bank**® Branch and was a much-loved member of our 'family'. He will be sorely missed.



S Kaye
Chairman

Manager's report

For year ending 30 June 2008

My principal goals for 2007/2008 were:

- to expand customers accounts by 25 per cent to 2,000.
- to increase total banking business to over \$40 million, and
- to launch the Bendigo Community Saver Card in both Bexley and Bexley North.

As the Chairman has indicated, the robbery of the branch in October 2007 seriously disrupted our business development for a considerable period during the year. As a result that attainment of our goals were understandably delayed.

I am happy to report, however that we reached the \$40 million mark in July 2008 and customer accounts passed 2,000 three months later in September. The launching of the Bendigo Community Saver Card has been a little more problematic but over 30 local businesses have indicated their support. I will be endeavouring to launch the card in early 2009.

None of our success could have been achieved without the support of the Board of Directors and the excellent team that is the Bexley **Community Bank**[®] Branch staff. I thank them for all their tremendous support over the last 12 months.

My main objectives in the next financial are:

- to add another 250 customers accounts and
- to expand business banking to \$48 million.

In the present financial climate this will not be easy, but with the continuing support of our customers and shareholders I look forward to the challenge.



Jim Mantzikopoulos
Branch Manager

Directors' report

For year ending 30 June 2008

Directors

The names of the Directors in office at any time during or since the end of the year are:

Name of Director	Period of Director	Qualifications, experience & special responsibilities
Stephen Kaye	Since 4 August 2003	Chairman
Beverley Scott	Since 4 August 2003	Deputy Chairperson
Michael Price	Since 1 June 2004	Treasurer & Secretary
Marianthe Kamateros	Since 4 August 2003	
Edward Markland	Deceased 10 August 2008	
Walter Glaser	Since 22 November 2006	
Yvonne Bellamy	Since 22 November 2006	
Arunas Carl Blandis	Resigned 7 January 2008	
Douglas Doyle	Since 7 October 2008	

Directors have been in office since the start of the financial year to the date of this report unless otherwise stated.

Directors' meetings

During the year eleven (11) Directors' meetings were held which were attended by virtually all Directors.

	Directors' meetings	
	Number eligible to attend	Number attended
Stephen Kaye	11	7
Beverley Scott	11	11
Michael Price	11	11
Marianthe Kamateros	11	9
Edward Markland	11	10
Walter Glaser	11	8
Yvonne Bellamy	11	9
Arunas Carl Blandis	5	1

Directors' report continued

Principal activity

The principal activities of the Company during the course of the year were in providing **Community Bank**[®] services under management rights to operate a franchise branch of Bendigo Bank Limited.

Result of operations

The net loss after providing for income tax amounted to \$68,854.

Dividends

No dividends were paid during the year and no recommendation is made as to dividends.

Review of operations

During the financial year ended 30 June 2008, the primary operations of Bexley Financial Services Limited continued to be the growth and development of banking services through its Bendigo Bank franchise known as "Bexley **Community Bank**[®] Branch of Bendigo Bank".

Significant changes in state of affairs

No significant changes in the Company's state of affairs occurred during the financial year.

After balance date events

No matters of circumstance have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Company, the results of those operations, or the state of affairs of the Company in subsequent financial years.

Likely developments

The Company expects to maintain the present status and level of operations and hence there are no likely developments in the operations in future financial years.

Environmental issues

The Company's operations are not regulated by any significant environmental regulation under a law of the Commonwealth or of a State or Territory.

Option

During the financial year, and to the date of this report, no option has been granted or is held by any person over any unissued shares of the Company.

Directors' interest in shares of the Company or related bodies corporate

The particulars of shares held by the Directors of the Company in the Company or in related bodies corporate which are required to be declared in the register of Directors' shareholdings are as follows:

Directors' report continued

Name of Director		Shareholding
Stephen Kaye	1 Founder	5,000 Ordinary
Beverley Scott	1 Founder	7,000 Ordinary
Marianthe Kamateros	1 Founder	2,000 Ordinary
Michael Price		500 Ordinary
Edward Markland		74,350 Ordinary
Walter Glaser		20,000 Ordinary
Yvonne Bellamy		5,000 Ordinary
Douglas Doyle		500 Ordinary

Directors have also subscribed to shares under the terms of the product disclosure statement.

Directors benefits

No Director has received or has become entitled to receive, during or since the end of the financial year, a benefit because of a contract made by the Company or a related body corporate with the Director, a firm of which the Director is a member or a Company in which the Director has a substantial financial interest.

This statement excludes a benefit included in the aggregate amount of emoluments received or due and receivable by Directors shown in the Company's accounts, prepared in accordance with the Corporations Law, or the fixed salary of a full time employee of the Company or related body corporate.

Indemnifying Officer or Auditor

The Company has indemnified all Directors and the Manager in respect of liabilities to other persons (other than the Company or related body Corporate) that may arise from their position as Directors or Managers of the Company except where the liability arises out of conduct involving the lack of good faith.

Disclosure of the nature of the liability and the amount of the premium is prohibited by the confidentiality clause of the contract of insurance. The Company has not provided any insurance for an Auditor of the Company or a related body corporate.

Directors' report continued

Proceedings on behalf of Company

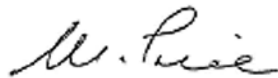
No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings. The Company was not party to any such proceedings during the year.

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



STEPHEN KAYE

Director



MICHAEL PRICE

Director

Dated 21 October 2008.

Auditor's independence declaration

BEXLEY FINANCIAL SERVICES LIMITED
A.B.N. 37 105 775 844

AUDITOR'S INDEPENDENCE DECLARATION UNDER SECTION 307C
OF THE CORPORATIONS ACT 2001
TO THE DIRECTORS OF BEXLEY FINANCIAL SERVICES LIMITED

We declare that, to the best of our knowledge and belief, during the year ended 30th June 2008 there have been:

- (i) no contraventions of the auditor independence requirements as set out in the Corporations Act 2001 in relation to the audit; and
- (ii) no contraventions of any applicable code of professional conduct in relation to the audit.

Name of Firm: Partlett, Chave & Rowland
Chartered Accountants



Name of Partner:
Robert Bruce Rowland

Dated this 21st day of October 2008

Address: Baulkham Hills

Financial statements

Income statement For year ending 30 June 2008

	Note	2008 \$	2007 \$
Classification of expenses by nature			
Revenues from ordinary activities		416,699	334,714
Employee benefits expense		(203,450)	(172,692)
Depreciation and amortisation expenses	2	(59,920)	(59,842)
Borrowing costs expense		(209)	(4)
Other expenses from ordinary activities		(221,974)	(177,563)
Profit from ordinary activities before income tax expense		(68,854)	(75,387)
Income tax expense relating to ordinary activities	3	-	-
Net profit from ordinary activities after income tax attributable to members of the Company	4	(68,854)	(75,387)
Net increase (decrease) in asset revaluation reserve		-	-
Total changes in equity other than those resulting from transactions with owners as owners		(68,854)	(75,387)

The accompanying notes form part of these financial statements.

Financial statements continued

Balance sheet As at 30 June 2008

	Note	2008 \$	2007 \$
Current assets			
Cash	5	40,498	40,254
Receivables	6	40,509	32,533
Other	7	6,309	7,795
Total current assets		87,316	80,582
Non-current assets			
Property, plant and equipment	8	38,640	70,632
Intangibles	9	23,079	47,079
Total non-current assets		61,719	117,711
Total assets		149,035	198,293
Current liabilities			
Accounts payable	10	50,042	34,266
Borrowings	11	-	751
Provisions	12	10,120	5,546
Total current liabilities		60,162	40,563
Total liabilities		60,162	40,563
Net assets (liabilities)		88,873	157,730
Equity			
Issued capital	13	744,909	744,909
Accumulated losses		656,036	587,182
Total equity		88,873	157,727

The accompanying notes form part of these financial statements.

Financial statements continued

Statement of cash flows As at 30 June 2008

	Note	2008 \$	2007 \$
Cash flows from operating activities			
Receipts from franchise		409,401	330,918
Other receipts		735	-
Payment to suppliers & employees		(406,478)	(353,725)
Interest paid		1,268	1,869
Net cash provided by (used in) operating activities		4,926	(20,938)
Cash flows from investing activities			
Proceeds from sale of property, plant & equipment		-	1,000
Payment for leasehold improvements		(2,310)	-
Payment for office equipment		(1,617)	-
Net cash provided by (used in) investing activities		(3,927)	1,000
Net increase (decrease) in cash held		999	(19,938)
Cash at beginning of year		39,499	59,437
Cash at end of year		40,498	39,499

The accompanying notes form part of these financial statements.

Financial statements continued

Statement of cash flows As at 30 June 2008

	2008 \$	2007 \$
Notes to the statement of cash flows		
Reconciliation of cash		
Cash at the end of financial year as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:		
Cash on hand	10	200
Business cheque account	14,143	(751)
Cash management account	25,510	40,050
Club cheque account	735	-
Staff fund account	100	-
	40,498	39,499
Reconciliation of net cash provided by operating activities to profit from ordinary activities after income tax		
Operating profit (loss) after income tax	(68,854)	(75,387)
Non-cash flows in profit(loss) from ordinary activities:		
Loss on sale of non-current assets	-	2,743
Amortisation	24,000	24,000
Depreciation	35,920	34,362
Provision for annual leave	4,575	1,307
Changes in assets and liabilities:		
Decrease (increase) in trade debtors	(7,976)	(4,383)
Decrease (increase) in sundry debtors	40	48
Decrease (increase) in sundry provisions	(11)	7,009
Decrease (increase) in prepayments	1,446	(3,308)
Increase (decrease) in sundry creditors	4,055	2,660
Increase (decrease) in trade creditors	10,447	(11,492)
Increase (decrease) in accrued expenses	1,284	1,505
Cash flows from operations	4,926	(20,936)

Financial statements continued

Statement of changes in equity As at 30 June 2008

	Issued capital ordinary \$	Accumulated losses \$	Total \$
Balance at 1 July 2006	744,909	(511,795)	233,114
Profit/(loss) attributable to members		(75,387)	(75,387)
Balance at 30 June 2007	744,909	(589,182)	157,727
Profit/(loss) attributable to members		(68,854)	(68,854)
Balance at 30 June 2008	744,909	(656,036)	88,873

The accompanying notes form part of these financial statements.

Notes to the financial statements

For year ending 30 June 2008

Note 1. Statement of significant accounting policies

This financial report covers Bexley Financial Services Limited as an individual entity. Bexley Financial Services Limited is a Company limited by shares, incorporated and domiciled in Australia.

Basis of preparation

The financial report is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations and other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

Australian Accounting Standards set out accounting policies that the AASB has concluded would result in a financial report containing relevant and reliable information about transactions, events and conditions to which they apply. Compliance with Australian Accounting Standards ensures that the financial statements and the notes also comply with International Financial Report Standards. Material accounting policies adopted in the preparation of this financial report are presented below.

The financial report has been prepared on an accrual basis and is based on historical costs, modified, where applicable, by the measurement at fair value of selected non-current assets, financial assets and financial liabilities.

Income tax

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

Current income tax expense charged to the profit or loss is the tax payable on taxable income calculated using applicable income tax rates enacted, or substantially enacted, as at reporting date. Current tax liabilities (assets) are therefore 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 deferred 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 or assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets also result where amounts have been fully expensed but future deductions are available. No deferred income tax will be recognised from initial recognition of an asset or liability, excluding a business combination, where there is not effect on accounting or taxable profit or loss.

Notes to the financial statements continued

Note 1. Statement of significant accounting policies (continued)

Income tax (continued)

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 liability is settled, based on tax rates enacted or substantively 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.

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.

Property, plant and equipment

Each class of property, plant and equipment is carried at cost or fair value less, where applicable, any accumulated depreciation.

a) Property

Freehold land and buildings are measured on the fair value basis, being the amount for which an asset could be exchanged between knowledgeable willing parties in an arm's length transaction. It is the policy of Bexley Financial Services Limited to have an independent valuation every three years, with annual appraisals being made by the Directors.

The revaluation of freehold land and buildings has not taken account of the potential capital gains tax on assets acquired after the introduction of capital gains tax.

b) Plant and equipment

Plant and equipment are measured on the cost basis less depreciation.

The carrying amount of plant and equipment is reviewed annually by Directors to ensure it is not in excess of the recoverable amount from those assets. The recoverable amount is assessed on the basis of expected net cash flows which will be received from the assets employment and subsequent disposal. The expected net cash flows have not been discounted to present values in determining recoverable amounts.

The cost of fixed assets constructed within Bexley Financial Services Limited includes the cost of materials, direct labour, borrowing costs and an appropriate proportion of fixed and variable overheads.

Notes to the financial statements continued

Note 1. Statement of significant accounting policies (continued)

Property, plant and equipment (continued)

c) Depreciation

The depreciable amount of all fixed assets including building and capitalised leased assets, but excluding freehold land, is depreciated on a straight line basis over their useful lives to Bexley Financial Services Limited commencing from the time the asset is held ready for use. Properties held for investment purposes are not subject to a depreciation charge. Leasehold improvements are depreciated over the shorter of either the unexpired period of the lease or the estimated useful lives of the improvements.

The depreciation rates used for each class of depreciable asset are:

Class of asset	Depreciation rate %
Leasehold improvements	20%
Franchise agreement	20%
Office furniture & equipment	7 to 20%

Leases

Leases of fixed assets, where substantially all the risks and benefits incidental to the ownership of the asset, but not the legal ownership, are transferred to Bexley Financial Services Limited are classified as finance leases.

Finance leases are capitalised by recording an asset and a liability at the lower of the amounts equal to the fair value of the leased property or the present value of the minimum lease payments, including any guaranteed residual value. Lease payments are allocated between the reduction of the lease liability and the lease interest expense for the period.

Leased assets are depreciated on a straight line basis over their estimated useful lives where it is likely that the economic entity will obtain ownership of the asset or over the term of the lease.

Lease payments for operating leases, where substantially all the risks and benefits remain with the lessor, are charged as expenses in the periods in which they are incurred.

Lease incentives received under operating leases are recognised as a liability and amortised on a straight-line basis over the life of the lease term.

Intangibles

Goodwill

Goodwill is initially recorded at the amount by which the purchase price for a business exceeds the fair value attributed to its net tangible assets at the date of acquisition. Purchased goodwill is amortised on a straight line basis over the period of 5 years. The balance is reviewed annually and any balance representing future benefits for which the realisation is considered to be no longer probable are written off.

Notes to the financial statements continued

Note 1. Statement of significant accounting policies (continued)

Employee benefits

Provision is made for the Company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits expected to be settled within one year together with benefits arising from wages and salaries, annual leave and sick leave which will be settled after one year, have been measured at the amounts expected to be paid when the liability is settled plus related on-costs. Other employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits.

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

Cash and cash equivalents

Cash and cash equivalents includes cash on hand and deposits held at call with banks or financial institutions, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the balance sheet.

Revenue

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

Revenue from the rendering of a service is recognised upon the delivery of the service to the customers.

All revenue is stated net of the amount of Goods and Services Tax (GST).

Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of 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 assets or as part of an item of the expense. Receivables and payables in the statement of financial position are shown inclusive of GST.

Notes to the financial statements continued

	2008 \$	2007 \$
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Note 2. Profit from ordinary activities

Profit from ordinary activities before income tax expense has been determined after:

Expenses:

Depreciation of property, plant and equipment	35,920	35,842
Amortisation of goodwill	24,000	24,000

Remuneration of Auditor

Audit or review	5,000	5,000
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Note 3. Income tax expense

Income tax expense attributable to:

Operating profit before income tax	-	-
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Note 4. Retained profits

Retained profits (accumulated losses) at the beginning of the financial year

	(587,182)	(511,795)
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Net profit attributable to members of the Company	(68,854)	(75,387)
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Retrospective adjustment(s) upon introduction of accounting standard(s):

Retained profits(accumulated losses) at the end of the financial year	(656,036)	(587,182)
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Note 5. Cash assets

Cash on hand	10	204
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Bendigo business cheque a/c	14,143	-
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Bendigo cash management a/c	25,510	40,050
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Bendigo club cheque a/c	735	-
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Bexley staff fund a/c	100	-
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	40,498	40,254
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Notes to the financial statements continued

	2008 \$	2007 \$
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Note 6. Receivables

Current

Trade debtors	40,509	32,533
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Note 7. Other assets

Current

Accrued income	104	145
Prepayments	6,205	7,650
	6,309	7,795

Note 8. Property, plant and equipment

Land and buildings

Leasehold improvements	181,063	178,753
Less: accumulated amortisation	144,554	108,707
	36,509	70,046

Office furniture & equipment	2,373	755
Less: accumulated depreciation	242	169
	2,131	586

Total plant and equipment	2,131	586
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Total property, plant and equipment	38,640	70,632
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Note 9. Intangible assets

Goodwill	120,000	120,000
Less accumulated amortisation	96,921	72,921
	23,079	47,079

Notes to the financial statements continued

	2008 \$	2007 \$
Note 10. Payables		
Current		
Sundry creditors	4,858	2,042
Trade creditors	14,091	3,644
Accrued expenses	13,631	12,347
Gst payable	17,462	16,233
	17,462	16,233
	50,042	34,266

Note 11. Interest bearing liabilities

Current

Bendigo business cheque a/c	-	751
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Note 12. Provisions

Current

Provision for annual leave	10,120	5,546
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Note 13. Issued capital

Issued and paid up capital:

Ordinary shares issued	744,909	744,909
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Notes to the financial statements continued

	2008 \$	2007 \$
Note 14. Leasing commitments		
Operating lease commitments		
Non-cancellable operating leases contracted for but not capitalised in the financial statements		
Payable – minimum lease payments		
- not later than 12 months	40,495	37,151
- between 12 months and five years	-	40,495
- greater than five years	-	-
	40,495	77,646

The property lease is a non-cancellable lease with a five-year term, with rent payable monthly in advance. Contingent rental provisions within the lease agreement require that the minimum lease payments shall be increased by the lower of CPI or 9% per annum. An option exists to renew the lease at the end of the five year term for an additional term of five years.

Director's declaration

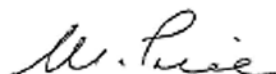
The Directors of the Company declare that:

1. The financial statements and notes are in accordance with the Corporations Act 2001 and:
 - (a) comply with Accounting Standards and the Corporations Regulations 2001; and
 - (b) give a true and fair view of the financial position as at 30 June 2008 and performance for the year ended on that date of the Company;
2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.

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



STEPHEN KAYE
Director



MICHAEL PRICE
Director

Dated 21 October 2008.

Independent audit report

INDEPENDENT AUDIT REPORT

TO THE MEMBERS OF

BEXLEY FINANCIAL SERVICES LIMITED
A.B.N. 37 105 775 844

Independence

In conducting our audit, we have complied with the independence requirements of the Corporations Act 2001. We confirm that the independence declaration required by the Corporations Act 2001, provided to the directors of Bexley Financial Services Limited on 21st October 2008 would be in the same terms if provided to the directors as at the date of this auditor's report.

Audit Opinion

In our opinion:

- (a) the financial report of Bexley Financial Services Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the company's financial position as at 30th June 2008 and of their 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.
- (b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Name of Firm: Partlett, Chave & Rowland
Chartered Accountants



Name of Partner: Robert Bruce Rowland

Address: Baulkham Hills

Dated this 21st day of October 2008

Bexley **Community Bank**[®] Branch
416 - 418 Forest Road, Bexley NSW 2207
Phone: (02) 9567 4519 Fax: (02) 9567 9364

Franchisee: Bexley Financial Services Limited
416 - 418 Forest Road, Bexley NSW 2207
ABN 37 105 775 844

www.bendigobank.com.au

Bendigo and Adelaide Bank Limited, The Bendigo Centre, Bendigo VIC 3550
ABN 11 068 049 178. AFSL 237879. (BMPAR8073) (09/08)

