



TRUSTEES LIMITED

Lifetime Investment Service

For the Financial Year ended 30 June 2009
ARSN 088 043 234

2009 Annual Report to Members



Important Information

The Responsible Entity of the Lifetime Investment Service is Plan B Trustees Limited. It has prepared this Annual Report and is a member of the Plan B Group of Companies.

You may request a copy of the financial report for the scheme and the auditors report.

Plan B Trustees Limited holds an Australian Financial Services Licence (AFSL 224548) that permits it to operate a registered managed investment scheme. It is not licensed to provide personal financial advice and you should not act on any information contained in this report without considering the appropriateness of the information in regard to your own objectives, needs and financial situation. The content of this report has been prepared without taking into account any personal objectives or needs or the financial situation of any investors.

You should seek personal financial advice before acting on any information contained in this report. Plan B Wealth Management Ltd is licensed (AFSL 220382) to provide personal financial advice and can assist you in this regard.

Table of contents

Managing Director's Year In Review	02
Directors' Report	04
Auditor's Review	09
Auditor's Report	12
Auditor's Declaration	16
Directors' Declaration	17

Managing Director's Year In Review

The 2008/09 financial year began with little relief for investors who were looking for respite after a turbulent 2007/08. Instead, the Global Financial Crisis hit its most critical stage during the first half of the financial year.

However, whilst the fundamental economic news continued on its negative path, global equity markets started to see some recovery during the second half of 2008/09 – albeit far from the highs of 2007.

"the June quarter brought the first positive returns for the Australian equity market since September 07"

In Australia, the June quarter brought the first positive returns for the Australian equity market since the quarter ending 30 September 2007. In fact, the S&P/ASX 300 Index produced its highest quarterly return since the end of 2001.

Importantly, our portfolios benefited when the returns of both the Australian and International market were boosted by the superior performance of small capitalisation and value shares.

This upswing in the world markets has reinforced the importance of remaining invested in a well structured and diversified portfolio. Our highly diversified investment pools have been engineered to capture the returns of the underlying asset classes during market rises and falls. Similarly, our strategic tilts to small and value shares have been designed to capture the return premium that exists in these parts of the market over the long-term. This, along with the overall approach at Plan B of maintaining a focussed exposure to a broad investment market, has once again provided protection to investors in the turbulent market environment.

The Global Financial Crisis has caused significant problems for a number fund managers and investment schemes such as valuation uncertainty from volatile markets, and liquidity concerns as redemptions in underlying listed and unlisted investments were curtailed or froze. The Lifetime Investment Service has experienced none of these problems.

Managing Director's Year In Review

All of the investments held directly by the Scheme and all investments held with Approved Deposit Taking Institutions and external managed funds are currently open and accepting redemption requests.

On another important note, the rigorous filtering criteria that Plan B applies to asset class exposure in our portfolios also means that we avoided exposure to the troubled asset classes, such as CDOs and unlisted property, that have caused so much pain for investors in recent times.

We readily acknowledge there is inherent risk in investment markets, and that the level of risk taken, volatility experienced and returns gained are related. The Lifetime Investment Service takes a disciplined and conservative approach to risk. The structure of our portfolios together with our commitment to controlling investment expenses and minimising tax costs means you are well placed to benefit from the long-term benefits the markets will undoubtedly bring.

We recommend you regularly revisit your risk appetite and see if anything has changed with your personal situation. If it hasn't, the most important thing is to stay disciplined and focused, as a diversified investment strategy will see you well placed to benefit from future positive returns.



D K Pearce
Managing Director

Directors' Report

The directors of Plan B Trustees Limited (ABN 90 054 737 156), the Responsible Entity of the Lifetime Investment Service (the "Scheme"), present their report together with the financial report of the Scheme, for the year ended 30 June 2009 and the auditor's report thereon.

The Scheme commenced on 7 September 1993 under a Constitution dated 9 July 1992 as amended, and may be terminated in accordance with the provisions contained in the Constitution.

The registered office and principal place of business of the Responsible Entity and the Scheme is Level 28 Central Park, 152-158 St George's Terrace, Perth.

Directors of the Responsible Entity

Directors of the Responsible Entity during or since the end of the financial year are:

Name	Period of directorship
Mr D C de Burgh	appointed 18 February 2002
Mr G N Reynolds	appointed 2 October 1992
Mr B J Honey	appointed 14 June 2007
Mr D K Pearce	appointed 22 April 2004
Mr P A Setchell	appointed 1 October 1999

Mr B J Honey, an independent, non-executive director of the

Officers who were previously partners of the audit firm

Responsible Entity during the financial year was previously a partner of the current audit firm, KPMG, at a time when KPMG undertook the audit of the Scheme. Mr Honey was not involved in the audit of the Responsible Entity or the Scheme at any time and retired from KPMG on 30 June 2004.

Directors' Report

Principal activities

The Scheme is a managed investment scheme domiciled in Australia and incorporates an account based member discretionary investment service. The Scheme invests in a wide range of securities, financial instruments and cash according to the direction of each investor.

The investment objectives of the Scheme are to provide benefits for investors in accordance with their individual strategies and choice of investment options.

The Scheme did not have any employees during the year.

Review of operations

The results of the Scheme's operations and its performance for the financial year was as follows:

	30 June 2009 \$ '000	30 June 2008 \$ '000
Deposits	175,665	277,196
Withdrawals	221,350	193,511
Change in net assets attributable to investors	(208,140)	(213,892)
Net assets attributable to investors - liability	1,282,886	1,536,711

As each member has an individual portfolio, rates of return for the Scheme as a whole are not relevant.

The number of interests in the Scheme as at the end of the financial year was 2,590 (2008: 2,771) and the number of interests issued during the year was 168 (2008: 485).

The basis for valuation of the Scheme's assets is disclosed in note 3 of the financial statements, which are available on request.

State of affairs

In the opinion of the Responsible Entity no significant changes in the state of affairs of the Scheme occurred during the financial year under review.

Directors' Report

Likely developments

The Responsible Entity will continue to manage the Scheme to achieve its stated investment objectives.

Further information about likely developments in the operations of the Scheme and the expected results of those operations in future financial years has not been included in this report because disclosure of the information would be likely to result in unreasonable prejudice to the Scheme.

Environmental regulation

The Scheme's operations are not subject to any significant environmental regulation under either Commonwealth, State or Territory legislation.

Events subsequent to balance date

There has not arisen in the interval between the end of the financial year and the date of this report any item, transaction or event of a material nature likely, in the opinion of the Responsible Entity, to affect significantly the operations of the Scheme, the results of those operations, or the state of affairs of the Scheme, in future financial years.

Interest of the Responsible Entity

The Responsible Entity has not held any units in the Scheme during the financial year. Associates of the Responsible Entity hold 16 (2008: 18) interests in the Scheme. Fees of \$ 19,619,605 (2008: \$24,362,462) were paid to the Responsible Entity during the financial year. Further information in respect of related parties is included in Note 13 to the financial statements of the Scheme, which are available on request.

Directors' Report

Lead Auditor's independence declaration

The lead auditor's independence declaration is set out on page 16 and forms part of the director's report for the year ended 30 June 2009.

Indemnities and insurance premiums for officers or auditors

Indemnification

A company related to the Responsible Entity has entered into Deeds of Access, Indemnity and Insurance with each of the directors of the responsible entity. The liabilities indemnified include damages awarded in respect of negligence or breach of statutory duty, except where arising from conduct involving a lack of good faith, and reasonable legal costs and expenses incurred in defending proceedings.

The Scheme has not indemnified the auditors of the Scheme.

Insurance Premiums

The directors of the Responsible Entity have not included details of the nature of liabilities covered or the amount of the premium paid in respect of the directors and officers' liability and legal expenses' insurance contracts, as such disclosure is prohibited under the terms of the contract.

No insurance premiums are paid out of the Scheme's assets in relation to insurance cover for the Responsible Entity, its officers and employees or the auditors of the Scheme.

Directors' Report

Rounding of amounts

The Scheme is an entity of the kind referred to in Class Order 98/100 (as amended) issued by the Australian Securities and Investments Commission relating to the "rounding off" of amounts in the directors' report and the financial report. Amounts in the directors' report and financial report have been rounded off to the nearest thousand dollars in accordance with that Class Order, unless otherwise indicated.

Dated at Perth this 21st day of September 2009

Signed in accordance with a resolution of directors



G N Reynolds
Director
Plan B Trustees Limited

Auditor's Review



Independent review report by the auditor to the Board of Directors of Plan B Trustees Limited on the specified annual investor statements for the year ended 30 June 2009.

We have reviewed the annual investor statements given to the members of Lifetime Investment Service (the members) for the year ended 30 June 2009 prepared by Plan B Trustees Limited (the responsible entity).

Directors' Responsibility for the annual investor statements

The directors and management of the responsible entity are responsible for the annual investor statements of the members, which comprise for each member a statement of the quantity and value of assets and liabilities held through the Lifetime Investment Service by the member as at 30 June 2009 and the corresponding revenue and expenses of the member for the year ended on that date. The directors' assertions about the controls over the annual investor statements are included in the attached Declaration. The directors of the responsible entity have determined that the accounting policies used and described in Lifetime Investment Service Statement of Accounting Policy (the specified basis of preparation), including the basis of accounting, are appropriate to meet the requirements of Australian Securities and Investments Commission Class Order 02/296 *Investor directed portfolio-like services provided through a registered managed investment scheme* (as amended). We express no opinion as to whether the specified basis of preparation is appropriate to the needs of the members.

Auditor's responsibility

Our responsibility is to express a conclusion on the annual investor statements in order to state whether, on the basis of the procedures described below, anything has come to our attention that would indicate that any member's annual investor statement is materially misstated or is not presented in accordance with the specified basis of preparation for the relevant financial year of the IDPS-like scheme.

Auditor's Review



We have performed our work in accordance with Standard on Assurance Engagements ASAE 3000 *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* and other auditing standards applicable to internal controls engagements. A review is limited primarily to enquiries of the responsible entity's personnel and analytical procedures. We have also performed an independent audit of internal controls and other relevant accounting procedures of the responsible entity, including those over its custodian and any other relevant person acting on behalf of the responsible entity as they relate to the preparation of the annual investor statements (the internal controls) and have issued a separate unqualified audit opinion to provide reasonable, but not absolute, assurance that the internal controls implemented by the responsible entity were suitably designed and operated effectively to ensure that there are no material misstatements in the members' annual investor statements for the year ended 30 June 2009 and that these annual investor statements are presented in accordance with the specified basis of preparation.

This report has been prepared to meet the requirements of Australian Securities and Investments Commission Class Order 02/296 *Investor directed portfolio-like services provided through a registered managed investment scheme* (as amended). No responsibility will be accepted for any reliance on this report for any other purpose.

Inherent limitations

Because of the inherent limitations in any internal control structure it is possible that fraud, error, or non-compliance with laws and regulations may occur and not be detected. Further, the internal control structure, within which the internal controls that we have reviewed operate, has not been reviewed and no view is expressed as to its effectiveness.

A review is not designed to detect all weaknesses in control procedures as it is not performed continuously throughout the period and the tests performed are on a sample basis. Also, a review

Auditor's Review



does not provide all the evidence that would be required in an audit, thus the level of assurance provided is less than given in an audit. We have not performed an audit of any individual annual investor statement and, accordingly, we do not express an audit opinion in relation to any member's individual annual investor statement.

Any projection of the evaluation of control procedures to future periods is subject to the risk that the procedures may become inadequate because of changes in conditions, or that the degree of compliance with them may deteriorate.

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

Conclusion

Based on our review, which is not an audit, nothing has come to our attention that causes us to believe that any annual investor statement for the year ended 30 June 2009 which has been given to any member is materially misstated or is not presented in accordance with the specified basis of preparation.

A handwritten signature in black ink, appearing to read 'KPMG'.

KPMG
Perth

21st day of September 2009

Auditor's Report



Independent audit report by the auditor to the Board of Directors of Plan B Trustees Limited on internal controls and other relevant accounting procedures as they relate to the specified annual investor statements for the year ended 30 June 2009

We have audited the internal controls and other relevant accounting procedures of Plan B Trustees Limited (the responsible entity), including those over its custodian and any other relevant person acting on behalf of the responsible entity, relating to the preparation of annual investor statements given to the members of Lifetime Investment Service (the members) for the year ended 30 June 2009. These internal controls and accounting procedures are hereafter referred to as “the internal controls”.

Directors’ responsibility

The directors and management of the responsible entity are responsible for establishing and maintaining an effective internal control structure, including the internal controls in relation to the preparation of annual investor statements of the members, which comprise for each member a statement of the quantity and value of assets and liabilities held through the Lifetime Investment Service by the member as at 30 June 2009 and the corresponding revenue and expenses of the member for the year ended on that date. The directors’ assertions about the design and operating effectiveness of the internal controls and other relevant accounting procedures in relation to the accounting and reporting of assets, liabilities, revenue and expenses are included in the attached Directors’ Declaration dated 21 September 2009.

The directors of the responsible entity have determined that the accounting policies used and described in Lifetime Investment Services Statement of Accounting Policy (the specified basis of preparation), including the basis of accounting, are appropriate to meet the requirements of Australian Securities and Investments Commission Class Order 02/296 *Investor directed portfolio-like*

Auditor's Report



services provided through a registered managed investment scheme (as amended). We express no opinion as to whether the specified basis of preparation is appropriate to the needs of the members.

Auditor's responsibility

Our responsibility is to express an opinion on the internal controls and the aggregates of assets, liabilities, revenue and expenses shown in the members' annual investor statements based on our audit.

We have performed our work in accordance with Standard on Assurance Engagements ASAE 3000 *Assurance Engagements Other than Audits or Reviews of Historical Financial Information* and other auditing standards applicable to internal controls engagements and accordingly included such tests and procedures as we considered necessary in the circumstances. These procedures included testing that the aggregates of assets (other than assets held by a member), liabilities, revenue and expenses shown collectively in the annual investor statements were properly reconciled in all material respects by the responsible entity as at 30 June 2009 to the corresponding amounts shown in reports prepared by the custodian which have been independently audited.

These procedures have been undertaken to express an opinion whether:

- the responsible entity maintained internal controls and other relevant accounting procedures in relation to the preparation of annual investor statements, including those over its custodian and any other relevant person acting on behalf of the responsible entity, that were suitably designed and operated effectively in all material respects to provide reasonable but not absolute assurance that the annual investor statements for the year ended 30 June 2009 are or have been given to members without material misstatements and that these annual investor statements are presented in accordance with the specified basis of preparation; and

Auditor's Report



- the aggregates of assets (other than assets held by a members), liabilities, revenue and expenses shown in the members' annual investor statements for the year ended 30 June 2009 have been properly reconciled in all material respects by the responsible entity as at 30 June 2009 to the corresponding amounts shown in reports prepared by the custodian which have been independently audited.

This report has been prepared to meet the requirements of Australian Securities and Investments Commission Class Order 02/296 *Investor directed portfolio-like services provided through a registered managed investment scheme* (as amended). No responsibility will be accepted for any reliance on this report for any other purpose.

Inherent limitations

Because of the inherent limitations in any internal control structure it is possible that fraud, error or non-compliance with laws and regulations may occur and not be detected. Further, the internal control structure, within which the internal controls that we have audited operate, has not been audited and no opinion is expressed as to its effectiveness.

An audit is not designed to detect all weaknesses in internal control and other accounting procedures as it is not performed continuously throughout the period and the tests performed are on a sample basis.

Any projection of the evaluation of control procedures to future periods is subject to the risk that the procedures may become inadequate because of changes in conditions, or that the degree of compliance with them may deteriorate.

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

Auditor's Report



Auditor's opinion

In our opinion:

- the responsible entity maintained internal controls and other relevant accounting procedures in relation to the preparation of annual investor statements, including those over its custodian and any other relevant person acting on behalf of the responsible entity, that were suitably designed and operated effectively, in all material respects, to provide reasonable but not absolute assurance that the annual investor statements for the year ended 30 June 2009 are or have been given to members without material misstatements and that these annual investor statements are presented in accordance with the specified basis of preparation; and
- the aggregates of assets (other than assets held by a members), liabilities, revenue and expenses shown in the members' annual investor statements for the year ended 30 June 2009 have been properly reconciled in all material respects by the responsible entity as at 30 June 2009 to the corresponding amounts shown in reports prepared by the custodian which have been independently audited.

A handwritten signature in black ink, appearing to read 'KPMG', written in a cursive style.

KPMG
Perth

21st day of September 2009

Auditor's Declaration



Lead Auditor's Independence Declaration under Section 307C of the Corporations Act 2001

To: the directors of Plan B Trustees Limited, the responsible entity of Lifetime Investment Service.

I declare that, to the best of my knowledge and belief, in relation to the audit for the financial year ended 30 June 2009 there have been:

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

A handwritten signature in black ink, appearing to read 'KPMG', is written over the printed name of the auditor.

KPMG
Perth

21st day of September 2009

Directors' Declaration

Directors' declaration concerning annual investor statements

As the directors of Plan B Trustees Limited, the responsible entity of Lifetime Investment Service, we are responsible for establishing and maintaining the internal control structure including internal control policies and procedures for accounting and reporting of assets, liabilities, revenue and expenses under management of Lifetime Investment Service, and for the declarations and assertions in this report. In carrying out this responsibility, we have had regard to the interests of the members and the owners of the business, and to the general effectiveness and efficiency of the operations of the business.

The control objectives for accounting and reporting of assets, liabilities, revenues and expenses under management operations and the specific policies and procedures established to meet each of these objectives have been documented. These policies and procedures have been in place throughout the period from 1 July 2008 to 30 June 2009, and have been effective in meeting the control objectives set out. We are not aware of any material misstatements of any annual investor statements.

The aggregate of assets (other than assets held by the member), liabilities, revenue and expenses shown in the members' annual investor statements have been properly reconciled to the reports prepared by the custodian that have been independently audited.

We have determined that the accounting policies used and described in Lifetime Investment Service Statement of Accounting Policy (the specified basis of preparation), including the basis of accounting, are appropriate to meet the requirements of Australian Securities and Investments Commission Class Order 02/296 *Investor directed portfolio-like services provided through a registered managed investment scheme* (as amended) and the needs of the members.

Directors' Declaration

This directors' declaration accompanies both the independent audit opinion by the auditor to the Board of Directors of Plan B Trustees Limited on internal controls and other relevant accounting procedures for the year ended 30 June 2009 and the independent review report by the auditor to the Board of Directors of Plan B Trustees Limited on the specified annual investor statements for the year ended 30 June 2009.

Signed in accordance with a resolution of the directors of Plan B Trustees Limited the responsible entity of Lifetime Investment Service:



G N Reynolds
Director
Plan B Trustees Limited
Perth
21st day of September 2009

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The Plan B Group provides a comprehensive range of specialist services

Personal financial planning

Lifetime investment planning tailored to meet your personal goals.

Superannuation funds management

Prudent professional management of your retirement nest egg.

Investment funds placement

Ongoing advice and management of your investment portfolio.

Finance services

Professional solutions in Residential Lending, Commercial and Equipment Finance and Vehicle Leasing.

Wills and estate planning

Specialist advice on all matters relating to Wills and estate planning.

Wealth protection

Life insurance and income protection insurance.

Redundancy planning

Strategic advice on redundancy to maximise benefits.

Contact our Client Services team on
1300 362 082 or email us at planb@planbonline.com

www.planbonline.com



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