

MACQUARIE CPS TRUST
2009 ANNUAL REPORT



MACQUARIE CPS TRUST ARSN 129 962 358

Macquarie CPS Trust

2009 Annual Report

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Macquarie Capital Loans Management Limited (MCLML) ABN 18 077 595 012, AFSL 241106, a wholly-owned subsidiary of Macquarie Group Limited (ABN 94 122 169 279), is the responsible entity of Macquarie CPS Trust (CPS Trust) ARSN 129 962 358 and the issuer of Convertible Preference Securities (CPS). The CPS Trust is a registered managed investment scheme.

AFSL 241106

Directors' Report

for the financial period ended 30 June 2009

In respect of the financial period from 13 March 2008 (the date of establishment of the Trust) to 30 June 2009, Macquarie Capital Loans Management Limited (the Responsible Entity), in its capacity as Responsible Entity of the Macquarie CPS Trust (the Trust), submits the following report.

Directors

The following persons have held office as Directors of the Responsible Entity during the period from incorporation to the date of this report:

- Greg Colin Ward (appointed 22 May 2008, resigned 6 July 2009)
- John Stuart Roberts
- Francis Kwok
- Timothy Stiel
- Matthew Gummer (appointed 6 July 2009)

Directors' experience

John Roberts (Chairman)

John Roberts joined Macquarie in 1991 and is both joint head of Macquarie Capital Advisers and directly responsible for Macquarie Capital Funds. John has a law degree from the University of Canterbury, New Zealand.

Timothy Stiel

Timothy Stiel joined Macquarie in 2001 and leads the team responsible for the taxation and structuring of the listed and unlisted funds managed by Macquarie Capital Funds. Timothy is a member of the Institute of Chartered Accountants and has a Commerce degree from the University of NSW and Masters degrees in economics from Macquarie University and taxation law from Sydney University.

Frank Kwok

Frank joined Macquarie in 1997 and is the Global Chief Operating Officer for Macquarie Capital Funds. Prior to his current role, Frank was Chief Financial Officer of Macquarie Airports. Frank has economics and law degrees from the University of Sydney.

Matthew Gummer

Matthew Gummer joined Macquarie in 2001 and is an Executive Director within Group Financial Management. Matthew is a member of the Institute of Chartered Accountants and has economics and law degrees from the University of Sydney.

Principal activities

The principal activity of the Trust during the financial period ended 30 June 2009 was as the issuer of convertible preference securities.

The Trust, a trust entity established in Australia, has issued \$A600 million non-cumulative, unsecured, mandatorily convertible preference securities. The proceeds of the issue have been used by the Trust to purchase preference shares in Macquarie CPS LLC. Macquarie CPS LLC has, in turn, invested the proceeds of subscription in subordinated notes issued by Macquarie (UK) Group Services Limited, which are guaranteed by Macquarie Group Limited on a subordinated basis.

In the opinion of the Directors, there were no significant changes to the principal activity of the Trust during the financial period under review not otherwise disclosed in this report.

Result

The financial report for the financial period ended 30 June 2009, and the results herein, are prepared in accordance with Australian Accounting Standards.

The profit from ordinary activities after income tax attributable to unitholders under Australian Accounting Standards for the financial period ended 30 June 2009 was \$A nil.

Dividends and distributions

No dividends were paid or provided for during the financial period.

State of affairs

In the opinion of the Directors, there were no other significant changes in the state of affairs of the Trust that occurred during the financial period under review not otherwise disclosed in this report.

Review of operations

The profit attributable to unitholders of the Trust for the period ended 30 June 2009 was \$A nil.

Total operating income for the period ended 30 June 2009 was \$A nil.

Total operating expenses for the period to 30 June 2009 were \$A nil.

Events subsequent to balance date

At the date of this report, the Directors are not aware of any matter or circumstance which has arisen that has significantly affected or may significantly affect the operations of the Trust, the results of those operations or the state of affairs of the Trust in the financial years subsequent to 30 June 2009 not otherwise disclosed in this report.

Likely developments, business strategies and prospects

Disclosure of information relating to the future developments in the operations, business strategies and prospects for future financial periods of the Trust have not been included in the report because the Directors believe it may result in unreasonable prejudice to the Trust.

Directors' indemnification

No insurance premiums are paid for out of the assets of the Trust in regards to insurance cover provided to either the officers of the Responsible Entity or the auditor of the Trust. So long as the officers of the Responsible Entity act in accordance with the Trust Constitution and the Corporations Act 2001, the officers remain indemnified out of the assets of the Trust against losses incurred while acting on behalf of the Trust. The auditor of the Trust is in no way indemnified out of the assets of the Trust.

Environmental regulations

The Manager operates the Trust under relevant Macquarie policies, including policies and procedures that are designed to ensure that, where operations are subject to any particular and significant environmental regulation under a law of the Commonwealth or of a State or Territory, those obligations are identified and appropriately addressed.

The Directors have determined that there has not been any material breach of those obligations during the financial period.

Auditor's Independence Declaration

A copy of the auditor's independence declaration, as required under section 307C of the Act, is set out on page 10 following this report.

Rounding of amounts

In accordance with Australian Securities and Investments Commission Class Order 98/100 (as amended), amounts in the Directors' Report and the Financial Report have been rounded off to the nearest thousand dollars unless otherwise indicated.

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



Director

Sydney
12 August 2009

The financial report was authorised for issue by the Directors on 12 August 2009.

The Trust has the power to amend and reissue the financial report.

Corporate Governance Statement

Macquarie CPS Trust - Legal and Corporate Governance framework

Macquarie CPS Trust (the Trust) is a special purpose trust, established as a funding vehicle for Macquarie Group Limited (Macquarie). Its sole purpose is to issue Macquarie Convertible Preference Securities (CPS) and subscribe for shares in Macquarie CPS LLC. This was effected in July 2008 when CPS were issued and quoted on the Australian Securities Exchange (ASX). Macquarie CPS LLC, in turn, invested those proceeds in subordinated notes issued by Macquarie (UK) Group Services Limited (the Investment).

The primary ongoing role of the Trust is to administer the payment of distributions to the holders of CPS (Holders) under the terms of the CPS. Therefore the main decision to be made by the Manager as responsible entity of the Trust is the decision to authorise the payment distributions. The terms of the CPS are very prescriptive as to how distributions are calculated and when they are to be paid and therefore this is an area in which Directors have little discretion.

Macquarie Capital Loans Management Limited (the Manager) has been appointed as the responsible entity of the Trust and is a member of the Macquarie Group of entities.

The constitution of the Trust limits the powers of the Manager generally in its capacity as the responsible entity of the Trust. Specifically, the constitution provides that the Manager must not acquire any interest in any asset other than the Investment; interests in bank accounts in which income or capital of the Trust is invested; cash, rights and benefits under the transaction documents; and income or other rights arising in connection with those assets.

Under the Corporations Act 2001 (Cth) (Corporations Act) and the general law, the Manager has a duty to manage the Trust in the best interests of members. The Corporations Act requires the Manager to, among other duties, act honestly, and in accordance with a duty of care and diligence.

To conduct its activities the Manager holds an Australian Financial Services Licence (AFSL) issued by the Australian Securities & Investments Commission (ASIC). To retain its AFSL, the Manager must comply with specific requirements. These include meeting certain financial requirements, maintaining appropriate risk management and compliance systems and properly training and supervising its employees and agents.

Under the Corporations Act, the Manager must administer the Trust in accordance with a written constitution and must also prepare and lodge with ASIC a detailed compliance plan (see Principle 7 below).

The constitution of the Trust governs, among other things, how the Trust must operate, the rights of the members, and how remuneration of the Manager is calculated (see Principle 8 below). The Compliance Plan sets out the mechanisms in place to ensure compliance with the constitution and the Corporations Act.

ASX Corporate Governance principles and recommendations

The ASX Corporate Governance Council (the Council) has issued Corporate Governance Principles and Recommendations (the Principles) which are designed to maximise corporate performance and accountability in the interests of investors and the broader community. The Principles encompass matters such as board composition, committees and compliance procedures.

The Principles can be viewed at www.asx.com.au. The Principles are not prescriptive; however, listed entities including the Trust are required to disclose the extent of their compliance with the Principles, and to explain why they have not adopted a Principle if they consider it inappropriate in their particular circumstances.

Given the special purpose nature of the Trust and the very prescribed nature of the Manager's powers in relation to the Trust, the Manager has determined that a number of the Principles do not apply to the Trust or are not relevant.

The Trust's corporate governance statement is in the form of a report against the Principles. The Trust's corporate governance policies diverge from the Principles in a number of respects, as highlighted below.

Corporate Governance Statement

continued

Corporate Governance Statement

Principle 1 - Lay solid foundations for management and oversight

Board of directors

Responsibility for corporate governance and management of the Trust rests with the Board of the Manager.

As outlined above, the Trust has limited operational activity and the Manager has limited discretion in respect of the day to day management of the Trust. To the extent that any material exercise of discretion or other decision making authority is required, that discretion or authority is exercised by the Manager's Board. In these circumstances, the Manager has not considered it necessary to adopt a formal charter detailing the Board's functions and its relationship with management.

Performance of key executives

The Trust has no employees. As resources are provided by Macquarie, evaluation of the performance of key executives is not applicable to the Trust. Information regarding the assessment of the performance of Macquarie's key executives is set out on page 30 of Macquarie's 2009 Annual Report.

The Board considers that ASX Recommendation 1.2 is not relevant as the Trust has no employees and the directors receive no remuneration specifically related to the Trust.

Principle 2 - Structure the board to add value

The Board considers that its membership should comprise directors with an appropriate mix of skills, experience and personal attributes that allow the directors individually and the Board collectively to:

- discharge their responsibilities and duties under the law effectively and efficiently;
- understand the business of the Trust and the environment in which it operates so as to be able to agree the objectives, goals and strategic direction which will maximise investor value; and
- assess the performance of management in meeting those objectives and goals.

The composition of the Board of the Manager reflects its role and duties and the responsibilities it discharges.

The Constitution of the Manager provides that unless otherwise determined by the Company in a general meeting the number of Directors shall be not less than two and no more than 12. The Manager currently has four Directors, all of whom are Executive Directors of Macquarie – John Roberts (Chairman), Timothy Stiel, Frank Kwok and Matthew Gummer. Mr Gummer replaced Greg Ward as a director on 6 July 2009.

The details of each of the director's skill, experience and expertise are set out on page 1 of the Directors' Report.

There are no independent directors on the Board of the Manager and this represents a departure from ASX recommendation 2.1, which recommends that the majority of the Board consist of independent directors.

Given that the Trust is a special purpose funding vehicle and the role and decision-making of the Manager is therefore heavily circumscribed by the terms of the CPS and the Constitution, there are in practice a limited range of matters which are expected or likely to come before the Board of the Manager in its role as responsible entity of the Trust and those that do (for example, in relation to the payment of distributions as described above) involve very little exercise of discretion. For this

reason, the Board does not consider that a majority of independent directors is necessary to facilitate the effective discharge of its duties in a way that is appropriate to the particular circumstances of the Trust.

From time to time and when circumstances require, the Board will consider its composition to ensure that it continues to serve the best interests of the Trust.

Chairman

For the reasons described above, there are no independent directors on the Board of the Manager. Accordingly, the Chairman is an executive director who does not satisfy the independence recommendation of the Principles.

Principle 3 - Promote ethical and responsible decision-making

Given the nature and operations of the Trust as a funding vehicle for Macquarie, the Manager operates the Trust under relevant Macquarie policies. As described below, Macquarie has a robust framework of policies, underpinned by its Goals and Values and Code of Conduct.

Code of Conduct

The Macquarie Code of Conduct (Code of Conduct), which incorporates Macquarie Group's Code of Ethics (What We Stand For), applies to directors of Macquarie and to employees, contractors, and consultants of Macquarie Group Limited (MGL) and its related entities (including the Manager). The Code of Conduct sets out principles and standards for directors and employees to understand their responsibilities to uphold the following goals and values to which Macquarie aspires: Integrity, Client commitment, Strive for profitability, Fulfilment of our people, Teamwork and Highest Standards. It also includes a requirement to conduct all Macquarie's business in accordance with applicable laws and regulations in the jurisdictions in which Macquarie operates, and in a way that enhances its reputation in those markets.

It covers Macquarie's dealings with external parties and how Macquarie operates internally. It is periodically reviewed and fully endorsed by the Macquarie Board. The document titled What We Stand For, which includes Macquarie's Goals and Values, is distributed to all staff and its standards communicated and reinforced at Macquarie-wide induction programs, presentations to workgroups, online training and annual staff meetings.

A copy of the Code of Conduct is available on Macquarie's website.

Corporate Governance Statement

continued

Macquarie's Integrity Officers

To strengthen Macquarie's commitment to conducting its business activities in accordance with the highest ethical standards Macquarie has appointed Executive Directors, Michael Price and James Hodgkinson as Integrity Officers. The Integrity Officers serve as an independent point of contact if directors or staff have a concern about an integrity related issue and report directly to the Managing Director of MGL and the MGL Board Corporate Governance Committee.

Staff and Director trading

Macquarie's Trading Policy identifies the principles by which Macquarie balances the personal investment interests of staff against Macquarie's responsibility to ensure that the personal dealing and investment activities of its staff in any financial product are conducted appropriately. A summary of Macquarie's Trading Policy (the Policy) is available on Macquarie's website. Its requirements also apply to the trading of CPS.

The policy applies to directors and staff of Macquarie (all full and part-time employees and contractors engaged). It also applies generally to 'associates' of staff and directors, which includes persons or entities over whom a staff member or director has investment control (e.g. spouses, dependent children, self-managed super funds and private and family-controlled companies and trusts).

Key aspects of the Policy include:

- **pre-clear securities trading:** Voting Directors, staff and their associates must pre-clear their securities trading with Macquarie
- **trading windows:** Voting Directors and staff may only trade in Macquarie securities and related derivatives during designated trading windows. These are typically of three to five weeks duration
- **trading prohibition while in possession of material non-public price-sensitive information:** in all cases Macquarie prohibits Voting Director and staff from dealing in such investments while they possess material non-public price-sensitive information about Macquarie
- **invested options, retained shares and minimum shareholding requirements cannot be hedged:** Executive Directors are not permitted to undertake any action that is designed to limit their exposure to Macquarie shares which are subject to retention arrangements, or their unvested Macquarie options. Non-executive directors may also not enter into a transaction that operates to limit the economic risk of their Macquarie shareholding below their minimum shareholding requirement
- **net short positions not permitted:** Employees are not permitted to take net short positions in Macquarie shares or any Macquarie-managed funds.

All trading by staff and their associates must be approved in advance by a co-head of the relevant Macquarie Division or their delegate.

Trading by directors and their associates must be pre-cleared. Approval must be obtained from either a Division co-head or their delegate or the company secretary of the Manager prior to placing an order.

Principle 4 - Safeguard integrity in financial reporting

Financial reporting

The Board has responsibility for the integrity of financial reporting. To assist the Board in fulfilling their responsibility, the processes outlined below apply. These processes are aimed at providing assurance that the financial statements and related notes are complete, are in accordance with applicable accounting standards and provide a true and fair view.

The Legal Entity Controller of the Trust provides the Board with written confirmation that the financial reports present a true and fair view, in all material respects, of the Trust's financial condition and operational results and are in accordance with relevant accounting standards.

An external auditor has been appointed to audit the accounts. The Macquarie policy on auditor independence applies to services supplied by the external auditor and their related firms to Macquarie, its related entities and the trusts and entities managed by Macquarie, including the Macquarie CPS Trust. A copy of Macquarie's external auditor policy statement is available on Macquarie's website. Under the policy on auditor independence:

- the auditor is not to provide non-audit services under which the auditor assumes the role of management, becomes an advocate for the Group, or audits its own professional expertise
- the external audit engagement partner and review partner must be rotated every five years. Macquarie's lead audit engagement partner rotated at the conclusion of the 2008 financial reporting period.

The Board has not established a Board audit committee. The Board does not consider that a separate committee is necessary, taking into account the limited nature of the Trust's activities and the limited powers of the Manager under the Constitution.

Principle 5 - Make timely and balanced disclosure

The Trust is a disclosing entity for the purposes of the Corporations Act and is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules. These obligations require that ASX be continuously notified of information about specific events and matters as they arise for the purpose of ASX making the information available to the market operated by ASX. In particular, the Manager has an obligation under the Listing Rules (subject to certain limited exceptions) to notify ASX immediately of any information concerning the Trust of which it becomes aware and which a reasonable person would expect to have a material effect on the price or value of CPS.

The Manager is also required to lodge with ASIC both yearly and half-yearly financial statements accompanied by a Directors' statement and report, and an audit or review report.

It is the Manager's policy to provide timely, open and accurate information to all stakeholders, including investors, regulators and the wider investment community.

Macquarie has a Continuous Disclosure Policy which is incorporated in the External Communications Policy which includes policies and procedures in relation to disclosure and compliance with the disclosure requirements in the ASX Listing Rules and its requirements are applied to the Trust. A summary of the External Communications Policy is available on Macquarie's website.

These policies include procedures for dealing with potentially price-sensitive information which includes referral to the CEO and company secretary for a determination as to disclosure required. The ASX liaison person is the company secretary.

Corporate Governance Statement

continued

Principle 6 - Respect the rights of shareholders

Communications

As set out in the External Communications Policy referred to in Principle 5, all external communications by the Trust will:

- be factual and subject to internal vetting and authorisation before issue;
- not omit material information; and
- be timely and expressed in a clear and objective manner.

Macquarie's website (www.macquarie.com.au/cps) contains announcements made about the CPS including ASX announcements, CPS documentation, credit ratings and contact details.

General meetings

The Trust is not required by law to hold an Annual General Meeting (AGM). Where unit holder approval is required for any matter a unit holder meeting would be convened in accordance with the Corporations Act. An explanatory memorandum on the resolutions would be included with the notice of meeting. Unless explicitly stated in the notice of meeting, all Holders would be eligible to vote on all resolutions. If Holders cannot attend formal meetings, they can lodge a proxy form in accordance with the Corporations Act. Proxy forms can be mailed, faxed or lodged through the internet.

The auditor of the Trust attends security holder meetings if they are held and is available to answer security holder questions.

Complaints

If a Holder has a complaint about the Manager in connection with the Trust they can refer the matter in writing to:

The Complaints Handling Officer
Macquarie Capital Loans Management Limited
Level 7
No.1 Martin Place
Sydney NSW 2000

A Holder may lodge any complaints in writing to the Manager at the address above. The Manager will always acknowledge any complaint in writing and respond within 45 days.

The Manager is a member of the Financial Ombudsman Service (FOS) scheme. If a Holder is dissatisfied with the response from the Manager, the Holder can lodge a complaint with the FOS:

Financial Ombudsman Service
GPO Box 3
Melbourne VIC 3001
Phone: 1300 78 08 08

Principle 7 - Recognise and manage risk

There are various risks that may impact the operation of the Trust. A range of factors, some of which are beyond the control of Macquarie and the Manager, may influence the operation of the Trust and the payment of distributions. The management of these risks is reviewed periodically by the Board. Given the nature and operations of the Trust as a funding vehicle for Macquarie, the Manager operates the Trust under relevant Macquarie policies, including Macquarie's internal risk management policy.

At Macquarie, each business is subject to oversight by the Risk Management Group (RMG). RMG exercises centralised prudential management and ensures risks are assessed consistently from a Macquarie-wide perspective. RMG is mandated with identifying, quantifying and assessing all risks and setting appropriate prudential limits.

Macquarie's risk management policy can be viewed at www.macquarie.com.au/au/about_macquarie/corporate_governance.htm

Compliance Plan

As required under the Corporations Act, the Manager has adopted a Compliance Plan for the Trust. The Compliance Plan sets out the processes by which the Manager, as responsible entity of the Trust, will ensure compliance with the Constitution and the Corporations Act, including in relation to procedures for applications, distributions, audit, related party transactions, and disclosure and reporting requirements.

The Manager's Board of Directors has appointed a Compliance Committee for the Trust that consists of a majority of members who are external to the Manager. The Compliance Committee's role includes monitoring the Manager's compliance with the Compliance Plan and to report to the Manager accordingly.

The members of the Compliance Committee during the reporting period were: Greg Ward, Brendan Howell and James McNally. Mr Howell and Mr McNally are external appointees. Mr Ward was replaced as a member of the Compliance Committee by Phil Richards, a Division Director of Macquarie, effective 21 August 2009.

A copy of the Compliance Plan is available at www.macquarie.com.au/cps

Principle 8 - Remunerate fairly and responsibly

Management fees

Under the Constitution, the Manager is entitled to receive out of the Trust a fee in respect of each three month period ending on 31 March, 30 September, 30 June and 31 December in each year. However, Macquarie has agreed to:

- pay the costs incurred in establishing the Trust; and
- reimburse the Manager for ongoing costs and expenses of operating the Trust.

On this basis, the Manager has waived its rights to a management fee under the Constitution.

Staff remuneration

As outlined above under Principle 1, the Trust has no employees. Details regarding Macquarie's remuneration arrangements is set out on pages 61 to 119 of Macquarie's 2009 Annual Report.

Director remuneration

The Directors do not receive any specific remuneration in relation to their role as directors of the Manager.

Remuneration committee

The Trust has no employees and the directors of the Manager do not receive any remuneration specifically related to the Trust; therefore the Manager does not consider it necessary or appropriate to establish a remuneration committee.

Auditor's Independence Declaration



As lead auditor for the audit of Macquarie CPS Trust for the period 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 Macquarie CPS Trust during the period.

A handwritten signature in black ink, appearing to be 'R. M. G.', written over the printed name 'Partner PricewaterhouseCoopers'.

Partner
PricewaterhouseCoopers

Sydney
12 August 2009

Macquarie CPS Trust

2009 Financial Report

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Income statements

for the financial period ended 30 June 2009

	Notes	2009 \$'000
Interest and similar income	2	65,293
Interest expense and similar charges	2	(65,293)
Net interest income		-
Operating profit before income tax		-
Income tax (expense)/benefit		-
Profit from ordinary activities after income tax		-
Profit attributable to unit holders of Macquarie CPS Trust		-

The above income statement should be read in conjunction with the accompanying notes.

Balance sheet

as at 30 June 2009

	Notes	2009 \$'000
Assets		
Investment securities available for sale	3	600,000
Total assets		600,000
Liabilities		
Loan Capital	4	600,000
Total liabilities excluding net assets attributable to unit holders		600,000
Net assets attributable to unit holders		-

The above balance sheet should be read in conjunction with the accompanying notes.

Statement of changes in equity for the financial period ended 30 June 2009

	Notes	2009 \$'000
Total equity at the beginning of the period		-
Profit /(loss) from ordinary activities after income tax		-
Total recognised income and expense for the period		-
Total equity at the end of the period		-

The above statement of changes in equity should be read in conjunction with the accompanying notes.

Cash flow statement for the financial period ended 30 June 2009

	Notes	2009 \$'000
Net cash flows from operating activities		-
Net cash flows from/(used in) investing activities		-
Net cash flows (used in)/from financing activities		-
Net increase/(decrease) in cash		-
Cash and cash equivalents at the beginning of the financial period		-
Cash and cash equivalents at the end of the financial period		-

The above cash flow statement should be read in conjunction with the accompanying notes.

Notes to the financial statements

for the financial period ended 30 June 2009

Note 1 Summary of significant accounting policies

i) Basis of preparation

The Trust was established on 13 March 2008 to facilitate the issuance of convertible preference shares. The Trust, a trust entity established in Australia, has issued \$600 million non-cumulative, unsecured, mandatorily convertible preference securities. The proceeds of the issue have been used by the Trust to purchase preference shares in Macquarie CPS LLC. Macquarie CPS LLC has, in turn, invested the proceeds of subscription in subordinated notes issued by Macquarie (UK) Group Services Limited, which are guaranteed by Macquarie Group Limited on a subordinated basis.

The principal accounting policies adopted in the preparation of this financial report are set out below. These policies have been consistently applied to all the periods presented, unless otherwise stated.

This financial report, for the period 13 March 2008 to 30 June 2009, is a general purpose financial report which has been prepared in accordance with Australian Accounting Standards (which includes Australian Interpretations by virtue of AASB 1048 *Interpretation and Application of Standards*).

Compliance with IFRS as issued by the IASB

Compliance with Australian Accounting Standards ensures that the financial report complies with International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). Consequently, this financial report has also been prepared in accordance with and complies with IFRS as issued by the IASB.

Historical cost convention

This financial report has been prepared under the historical cost convention, as modified by the revaluation of investment securities available for sale.

Critical accounting estimates and significant judgements

The preparation of the financial report in conformity with Australian Accounting Standards requires the use of certain critical accounting estimates. It also requires management to exercise judgement in the process of applying the accounting policies. The notes to the financial statements set out areas involving a higher degree of judgement or complexity, or areas where assumptions are significant to the Trust and the financial report such as:

- fair value of financial instruments (Note 10)
- impairment of investment securities available for sale (Notes 1(vi) and 3)

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including reasonable expectations of future events.

New Accounting Standards, amendments to Accounting Standards and Interpretations that are not yet effective

Certain new Accounting Standards, amendments to Accounting Standards and Interpretations have been published that are mandatory for the Trust for financial periods beginning on or after 1 April 2009. When a new IFRS standard is first adopted, any change in accounting policy is accounted for in accordance with the specific transitional provisions (if any), otherwise retrospectively.

The Trust's assessment of the impact of the key new Accounting Standards, amendments to Accounting Standards and Interpretations is set out below:

- AASB 101 *Presentation of Financial Statements* and AASB 2007-08 *Amendments to Australian Accounting Standards arising from AASB 101* (effective from 1 January 2009). A revised AASB 101 was issued in September 2007 and is applicable for annual reporting periods beginning on or after 1 January 2009. It requires the presentation of a statement of comprehensive income and makes changes to the statement of changes in equity, but will not affect any of the amounts recognised in the financial statements. If an entity has made a prior period adjustment or has reclassified items in the financial statements, it will need to disclose a third balance sheet (statement of financial position), this one being as at the beginning of the comparative period.

Note 1 Summary of significant accounting policies continued

ii) Revenue and expense recognition

Interest income

The Redeemable Preference Shares in Macquarie CPS LLC are treated as investment securities available for sale and distributions to the Trust are recognized as interest income upon declaration.

Interest expense

The convertible preference shares (CPS) are treated as a financial liability of the Trust and distributions to the CPS holders are recognized as interest expense upon the Trust determining that the distributions are payable.

iii) Income tax

The Trust is not liable to pay income tax, since, under the terms of the Trust's constitution, the unit holders are presently entitled to the income of the Trust.

iv) Cash and cash equivalents

The Trust has no cash balances. On this basis, there are no cash balances disclosed in the cash flow statement.

v) Investments and other financial assets

The classification depends on the purpose for which the investment was acquired, which is determined at initial recognition and is re-evaluated at each reporting date.

Investment securities available for sale

Investment securities available for sale comprise securities that are not actively traded and are intended to be held for an indefinite period of time. Such securities are available for sale and may be sold should the need arise, including liquidity needs, or considering the impacts of changes in interest rates, exchange rates or equity prices.

Investment securities available for sale are initially carried at fair value plus transaction costs. Gains and losses arising from subsequent changes in fair value are recognised directly in the available for sale reserve in equity, until the asset is derecognised or impaired, at which time the cumulative gain or loss will be recognised in the income statement. If the relevant market is not considered active (or the securities are unlisted), fair value is established by using valuation techniques, including recent arm's length transactions, discounted cash flow analysis, and other valuation techniques commonly used by market participants.

vi) Impairment

Investment securities available for sale

The Trust performs an assessment at each balance sheet date to determine whether there is any objective evidence that available for sale financial assets have been impaired. Impairment exists if there is objective evidence of impairment as a result of one or more events (loss event) which have an impact on the estimated future cash flows of the financial asset that can be reliably estimated.

When the fair value of an available for sale financial asset is less than its initial carrying amount and there is objective evidence that the asset is impaired, the cumulative loss recognised directly in equity is removed from equity and recognised in the income statement.

Notes to the financial statements for the financial period ended 30 June 2009 continued

vii) Segment reporting

The Trust operated wholly within the financial markets industry as part of the Macquarie Group in Australia.

viii) Contributed equity

Ordinary units are classified as equity. Incremental costs directly attributable to the issue of new units are shown in equity as a deduction, net of tax, from the proceeds.

ix) Loan capital

Loan capital is debt issued by the Trust. Loan capital debt issues are initially recorded at fair value and thereafter at amortised cost.

x) Rounding of amounts

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

2009
\$'000

Note 2 Profit for the financial period

Net interest income

Interest and similar income received	
Other related entities	65,293
Interest expense and similar charges paid	
Other entities	(65,293)
Net interest income	-

Note 3 Investment securities available for sale (non-current)

Debt securities	600,000
Total investment securities available for sale	600,000

On 8 July 2008, the Trust acquired \$600 million of redeemable preference shares (LPS) from a related entity, Macquarie CPS LLC. The preference shares are redeemable by the issuer, subject to written approval from the Australian Prudential Regulation Authority (APRA). Distributions on LPS are preferred, non-cumulative and based on a fixed rate until 30 June 2013 and on a floating rate thereafter. The fixed rate has been determined at 11.095 per cent per annum. Distributions are scheduled to be paid semi-annually until 30 June 2013, and quarterly thereafter, and are at the issuer's discretion. There was no change in the value of the investment securities during the period.

Note 4 Loan Capital (non-current)

Convertible Preference Securities (6 million securities at issue price of \$A100 each)	600,000
Total loan capital	600,000

The Convertible Preference Shares (CPS) were quoted on the Australian Stock Exchange (ASX) on 8 July 2008. The CPS are non-cumulative, unsecured, mandatorily convertible, preference units in the Trust. The CPS are mandatorily convertible into a variable number of Macquarie Group Limited shares. Distributions on CPS are preferred, non-cumulative and based on a fixed rate until 30 June 2013 (the initial mandatory conversion date) and on a floating rate thereafter. The fixed rate has been determined at 11.095 per cent per annum. Distributions are scheduled to be paid semi-annually until, and including, the initial mandatory conversion date, and quarterly thereafter, in arrears, and subject to payment tests as outlined in the CPS Terms in the Product Disclosure Statement, and are at the Trust's discretion. Costs related to the issuance of the CPS have been borne by the ultimate chief entity, Macquarie Group Limited under the terms of the Implementation Deed. Funds from the issuance were applied on behalf of the Trust to Macquarie (UK) Group Services Limited, resulting in nil cash movement to the Trust.

Notes to the financial statements for the financial period ended 30 June 2009 continued

	No of units	2009 \$'000
Note 5 Net assets attributable to unitholders		
Net assets attributable to unitholders is represented by:		
Opening balance of units on issue	-	-
Applications (2 ordinary units at \$A100 each)	2	-
Redemptions	-	-
Net profit for the period	-	-
Distributions paid	-	-
Closing balance	2	-

Note 6 Related party information

The unitholder of the Trust is Macquarie Financial Holdings Limited. The ultimate chief entity is Macquarie Group Limited. The Responsible Entity is Macquarie Capital Loans Management Limited.

Transactions with related parties

Amounts receivable and payable to related entities are disclosed in Notes 2 and 3 to the financial statements.

Note 7 Key management personnel disclosure

Key management personnel

The following persons were those having authority and responsibility for planning, directing and controlling the activities of the Trust (Key Management Personnel – KMP) during the financial period ended 30 June 2009:

- Greg Colin Ward (appointed 22 May 2008, resigned 6 July 2009)
- John Stuart Roberts
- Francis Kwok
- Timothy Stiel
- Matthew Gummer (appointed 6 July 2009)

No Directors of the Responsible Entity are Directors of the ultimate chief entity.

Key management personnel remuneration

	Short-term remuneration 2009 \$
Amounts paid to KMPs in relation to their role as KMP of the entity	60,000

The KMP's did not receive any other benefits or consideration in connection with the management of the Trust. All other benefits that were received by the KMP's (principally performance related remuneration and options for Macquarie Group Limited equity) were solely related to other services performed with respect to their employment within the Macquarie Group.

Note 8 Contingent liabilities and assets

The Trust has no commitments or contingent assets/liabilities which are individually material or a category of commitments or contingent liabilities which are material.

Note 9 Financial risk management

Risk Management Group

Risk is an integral part of the Macquarie Group's businesses. The main risks faced by the Group are market risk, equity risk, credit risk, liquidity risk, operation risk, legal compliance risk and documentation risk. Responsibility for management of these risks lies with the individual businesses giving rise to them. It is the responsibility of the Risk Management Group (RMG) to ensure appropriate assessment and management of these risks.

RMG is independent of all other areas of the Macquarie Group, reporting directly to the Managing Director of the Macquarie Group and the Board of the Macquarie Group. The Head of RMG is a member of the Executive Committee of Macquarie Bank Limited (MBL) and Macquarie Group Limited (MGL). RMG authority is required for all material risk acceptance decisions. RMG identifies, quantifies and assesses all material risks and sets prudential limits. Where appropriate, these limits are approved by the Executive Committee and the Board.

The risks which the Trust is exposed to are managed on a globally consolidated basis for both MBL and MGL as a whole, including all subsidiaries, in all locations. Macquarie's internal approach to risk ensures that risks in subsidiaries are subject to the same rigour and risk acceptance decisions (i.e. not differentiating where the risk is taken within Macquarie).

Note 9.1 Credit risk

Credit risk is the risk of a counterparty failing to complete its contractual obligations when they fall due.

Credit risk within the Trust is managed on a group basis by the RMG at MGL.

Maximum exposure to credit risk

The table below details the concentration of credit exposure of the Trust's assets to significant geographical locations and counterparty types. The amounts shown represent the maximum credit risk of the Trust's assets. In all cases this is equal to the carrying value of the assets.

Maximum exposure to credit risk

2009	Debt investment securities available for sale \$'000	Total \$'000
North America		
Other	600,000	600,000
Total	600,000	600,000
Total gross credit risk	600,000	600,000

Notes to the financial statements

for the financial period ended 30 June 2009

continued

Credit quality of financial assets

The credit quality of financial assets is managed by the Trust using internal credit ratings.

The table below shows the credit quality by class of financial asset for loan related balance sheet lines, based on the Trust's credit rating system.

Credit Quality - 2009	Neither past due nor impaired \$'000	Total \$'000
Other	600,000	600,000
Total	600,000	600,000

Note 9.2 Liquidity risk

Liquidity risk is the risk that the Trust is unable to meet its financial obligations as they fall due, which could arise due to mismatches in cash flows.

Liquidity risk within the Trust is managed on a group basis by the Risk Management Group at Macquarie Group Limited.

Contractual undiscounted cash flows

The table below summarises the maturity profile of the Trust's financial liabilities as at 31 March based on contractual undiscounted repayment obligations.

2009	1 to 5 years \$'000	Total \$'000
Loan Capital	600,000	600,000
Total undiscounted cash flows	600,000	600,000

Note 9.3 Market risk

Market risk is the exposure to adverse changes in the value of Trust's trading portfolios as a result of changes in market prices or volatility.

The Trust is not exposed to any interest rate risk as the interest rate profile of the assets and liabilities are identical. The Trust is not exposed to any foreign currency or equity price risk.

Note 10 Fair values of financial assets and liabilities

The table below summarises the carrying value and fair value of all financial instruments of the Company:

	2009 Carrying amount \$'000	2009 Fair value \$'000
Assets		
Investment securities available for sale	600,000	600,000
Total financial assets	600,000	600,000
Liabilities		
Loan Notes	600,000	618,000
Total financial liabilities	600,000	618,000

Fair value reflects the amount for which an asset could be exchanged or a liability settled, between knowledgeable, willing parties in an arm's length transaction. Quoted prices or rates are used to determine fair value where an active market exists.

If the market for a financial instrument is not active, fair values are estimated using present value or other valuation techniques, using inputs based on market conditions prevailing on the measurement date. The values derived from applying these techniques are affected by the choice of valuation model used and the underlying assumptions made regarding inputs such as timing and amounts of future cash flows, discount rates, credit risk, volatility and correlation.

The following methods and significant assumptions have been applied in determining the fair values of financial instruments (where carried at amortised cost, this is solely for disclosure purposes).

Financial instruments carried at amortised cost:

- The fair value of demand deposits with no fixed maturity is approximately their carrying amount as they are short term in nature or are payable on demand
- The fair value of fixed rate loans and debt carried at amortised cost is estimated by reference to current market rates offered on similar loans

Financial instruments carried at fair value:

- Investment securities classified as available for sale are measured at fair value by reference to quoted market prices when available (e.g. listed securities). If quoted market prices are not available, then fair values are estimated on the basis of pricing models or other recognised valuation techniques

Note 11 Audit and other services provided by PricewaterhouseCoopers (PwC)

The cost of auditors' remuneration for auditing services of \$A15,312 has been borne by Macquarie Group Services Australia Pty Limited, a wholly-owned subsidiary within the Macquarie Group. The auditors received no other benefits.

Note 12 Events occurring after balance sheet date

There were no material post balance sheet events occurring after the reporting date requiring disclosure in these financial statements.

Macquarie CPS Trust Directors' declaration

In the Directors' opinion

- (a) the financial statements and notes set out on pages 11 to 21 are in accordance with the *Corporations Act 2001*, including:
 - (i) complying with Accounting Standards, the *Corporations Regulations 2001* and other mandatory professional reporting requirements; and
 - (ii) giving a true and fair view of the Macquarie CPS Trust's financial position as at 30 June 2009 and of its performance for the financial period ended on that date; and
- (b) there are reasonable grounds to believe that Macquarie CPS Trust 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 Directors.



Director

Sydney
12 August 2009

Independent audit report to the members of Macquarie CPS Trust

Report on the financial report

We have audited the accompanying financial report of Macquarie CPS Trust (the Trust), 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 period ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for Macquarie CPS Trust.

Directors' responsibility for the financial report

The directors of the Trust 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, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that compliance with the Australian equivalents to International Financial Reporting 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.

Our procedures include reading the other information in the Annual Report to determine whether it contains any material inconsistencies with the financial report.

Our audit did not involve an analysis of the prudence of business decisions made by directors or management.

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

Independence

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

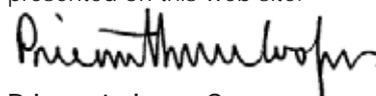
Auditor's opinion

In our opinion:

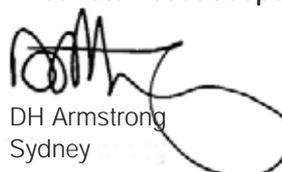
- (a) the financial report of Macquarie CPS Trust is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the Trust's financial position as at 30 June 2009 and of their performance for the period ended on that date; and
 - (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and
- (b) the financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

Matters relating to the electronic presentation of the audited financial report

This auditor's report relates to the financial report of Macquarie CPS Trust (the Trust) for the period ended 30 June 2009 included on Macquarie CPS Trust's web site. The Trust's directors are responsible for the integrity of the Macquarie CPS Trust web site. We have not been engaged to report on the integrity of this web site. The auditor's report refers only to the financial report named above. It does not provide an opinion on any other information which may have been hyperlinked to/from these statements. If users of this report are concerned with the inherent risks arising from electronic data communications they are advised to refer to the hard copy of the audited financial report to confirm the information included in the audited financial report presented on this web site.



PricewaterhouseCoopers



DH Armstrong
Sydney

Partner
12 August 2009

Investor information

Macquarie Convertible Preference Securities

Twenty largest Securityholders at 13 August 2009:	Convertible Preference Securities	% of Convertible Preference Securities
JP Morgan Nominees Australia Limited	348,951	5.82
Questor Financial Services Limited - TPS RF A/C	245,970	4.10
Net Nominees Limited - 935555 A/C	217,738	3.63
National Nominees Limited	189,357	3.16
ANZ Nominees Limited - Cash Income A/C	174,607	2.91
BT Portfolio Services Limited - Halcagni Pty Ltd A/C	150,000	2.50
RBC Dexia Investor Services Australia Nominees Pty Limited - MLCI A/C	135,680	2.26
Brispot Nominees Pty Ltd - House Head Nominee No 1 A/C	134,658	2.24
Invia Custodian Pty Limited - Catumnal Noms No 2 A/C	132,144	2.20
RBC Dexia Investor Services Australia Nominees Pty Limited - GSENI A/C	120,000	2.00
Citicorp Nominees Pty Limited	108,000	1.80
Idameneo (No 79) Nominees Pty Limited	100,920	1.68
Graham & Linda Huddy Nominees Pty Ltd - Huddy Family Trust	100,000	1.67
HSBC Custody Nominees (Australia) Limited	79,000	1.32
M F Custodians Ltd	58,000	0.97
Namrog Investments Pty Ltd	40,000	0.67
Feta Nominees Pty Limited	34,540	0.58
Investment Custodial Services Limited - C A/C	34,230	0.57
Cogent Nominees Pty Limited	34,150	0.57
UBS Wealth Management	34,050	0.57
Total	2,471,995	41.22

Spread of Macquarie Convertible Preference Securities

Details of the spread of Macquarie Convertible Preference Securities at 13 August 2009 were as follows:

Range	Holders	Securities
1-1,000	4,679	1,623,421
1,001-5,000	426	1,026,010
5,001-10,000	39	310,604
10,001-100,000	37	981,940
100,001 securities and over	12	2,058,025
	5,193	6,000,000

No securityholders held less than a marketable parcel.

Distribution details

Macquarie Capital Loans Management Limited makes distributions half-yearly in arrears in respect of the Macquarie CPS Trust (CPS) on or about the 30 June and 31 December each year. Dates and payment rates are listed at www.macquarie.com.au/cps

Stock Exchange Listing

Macquarie Convertible Preference Securities are quoted on the ASX and trade under the code MQCPA.

Website

To view the Annual Reports, presentations, distribution information and other investor information, visit www.macquarie.com.au/cps

Corporate directory

Responsible Entity for Macquarie CPS Trust

ARSN 129 962 358

Macquarie Capital Loans Management Limited

ABN 18 077 595 012, AFSL 241106

Registered Office

Macquarie CPS Trust

Level 7, No.1 Martin Place

Sydney New South Wales 2000

Enquiries

Investors who wish to enquire about any matter relating to their Macquarie Convertible Preference Securities holding are invited to contact the Share Registry office below.

Computershare Investor Services Pty Limited

GPO Box 2975

Melbourne Victoria 8060 Australia

Telephone: +61 3 9415 4000

Freecall: +1300 726 336

Facsimile: +61 3 9473 2500

Email: web.queries@computershare.com.auWebsite: www.computershare.com

All other enquiries relating to a Macquarie Convertible Preference Securities investment can be directed to:

Investor Relations

Macquarie Group

Level 7, No.1 Martin Place

Sydney New South Wales 2000

Telephone: +61 2 8232 5006

Facsimile: +61 2 8232 4330

Email: cps@macquarie.comWebsite: www.macquarie.com.au/shareholdercentre**Disclaimer**

The information in this annual report is given in good faith and derived from sources believed to be accurate at this date but no warranty of accuracy or reliability is given and no responsibility arising in any other way including by reason of negligence for errors or omission herein is accepted by Macquarie Capital Loans Management Limited (MCLML) ABN 18 077 595 012 or its officers or any part of the Macquarie Group.

None of the entities noted in this document is an authorised deposit-taking institution for the purposes of the Banking Act 1959 (Commonwealth of Australia). The obligations of these entities do not represent deposits or other liabilities of Macquarie Bank Limited ABN 46 008 583 542 (MBL). MBL does not guarantee or otherwise provide assurance in respect of the obligations of these entities.

Advice Warning

This annual report is general advice and it does not take into account the investment objectives, financial situation and particular needs of the investor. Before making an investment in Macquarie CPS Trust the investor or prospective investor should consider whether such an investment is appropriate to their particular investment needs, objectives and financial circumstances and consult an investment advisor if necessary.

Complaints Handling

A formal complaints handling procedure is in place for the CPS Trust. If you have any enquiries or complaints, please contact the CPS Trust's investor relations team. MCLML is a member of the Financial Ombudsman Service (FOS) scheme.

Personal Information

The privacy of your personal information is important to us. Any personal information collected will be handled in accordance with the Macquarie Group privacy policy. A copy of that policy can be obtained by visiting our website at www.macquarie.com.au. Alternatively, you can contact us and we will send you a copy.

