

**HEARTLAND CASH AND TERM PIE FUND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

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**HEARTLAND CASH AND TERM PIE FUND
MANAGER'S STATEMENT
FOR THE YEAR ENDED 30 JUNE 2017**

Statutory Base

The Heartland Cash and Term PIE Fund (Fund) was established under a Master Trust Deed dated 1 December 2008 and an Establishment Deed dated 1 December 2008 (Establishment Date). The Heartland Cash and Term PIE Fund is currently governed by a replacement Trust Deed dated 1 December 2014. Each of these Deeds are between The New Zealand Guardian Trust Company Limited (Supervisor) and Heartland PIE Fund Limited (Manager).

Statement by the Manager

After due enquiry by us in relation to the period between 1 July 2016 and 30 June 2017, being the date of the accompanying financial statements there have not, in our opinion, been any material or adverse changes to the value of the Fund's assets relative to its liabilities (including contingent liabilities) and the ability of the Fund to pay its debts as they become due in the normal course of business.

For and on behalf of the Manager
Heartland PIE Fund Limited



Director



Director

**HEARTLAND CASH AND TERM PIE FUND
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 JUNE 2017**

	Note	2017 \$000	2016 \$000
Investment revenue			
Interest revenue on Heartland Bank Limited deposits	6	2,346	1,792
Total investment revenue		2,346	1,792
Total operating income		2,346	1,792
Profit for the year attributable to Unit Holders		2,346	1,792
Total comprehensive income attributable to Unit Holders		2,346	1,792

The accounting policies and notes form part of, and should be read in conjunction with, these financial statements.

**HEARTLAND CASH AND TERM PIE FUND
STATEMENT OF CHANGES IN NET ASSETS ATTRIBUTABLE TO UNIT HOLDERS
FOR THE YEAR ENDED 30 JUNE 2017**

	Note	2017 \$000	2016 \$000
Net assets attributable to Unit Holders at beginning of year	5	80,527	45,110
Total comprehensive income		2,346	1,792
Transactions with Unit Holders			
Contributions		48,618	56,571
Redemptions		(37,144)	(22,316)
Unit Holder attributed taxation	3	(832)	(630)
Unit Holder accrued interest		483	-
Movements in net assets attributable to Unit Holders for the year		11,125	33,625
Net assets attributable to Unit Holders at end of year	5	93,998	80,527

The accounting policies and notes form part of, and should be read in conjunction with, these financial statements.

**HEARTLAND CASH AND TERM PIE FUND
STATEMENT OF NET ASSETS
AS AT 30 JUNE 2017**

	Note	2017 \$000	2016 \$000
Assets			
Current investment in Heartland Bank Limited deposits	4 & 6	93,998	80,527
Other receivables		22	165
Total assets		94,020	80,692
Liabilities			
Other liabilities	3	22	165
Total liabilities (excluding net assets attributable to Unit Holders)		22	165
Net assets attributable for Unit Holders (liability)	5	93,998	80,527

The accounting policies and notes form part of, and should be read in conjunction with, these financial statements.

For and on behalf of the directors of Heartland PIE Fund Limited as Manager who authorised these financial statements for issue on 14 August 2017.



Director



Director

**HEARTLAND CASH AND TERM PIE FUND
STATEMENT OF CASH FLOWS
FOR THE YEAR ENDED 30 JUNE 2017**

	2017 \$000	2016 \$000
Cash flows from operating activities		
Cash was provided from:		
Interest received on Heartland Bank Limited deposits	2,346	1,792
Total cash provided from operating activities	2,346	1,792
Net cash flows from operating activities	2,346	1,792
Cash flows from investing activities		
Cash was provided from:		
Redemption of Heartland Bank Limited deposits	35,147	21,154
Total cash provided from investing activities	35,147	21,154
Cash was applied to:		
Purchase of Heartland Bank Limited deposits	48,618	56,571
Total cash applied to investing activities	48,618	56,571
Net cash flows applied to investing activities	(13,471)	(35,417)
Cash flows from financing activities		
Cash was provided from:		
Unit Holders' contributions received	48,618	56,571
Total cash provided from financing activities	48,618	56,571
Cash was applied to:		
Payment of Unit Holders' redemptions	37,493	22,946
Total cash applied to financing activities	37,493	22,946
Net cash flows from financing activities	11,125	33,625
Net increase in cash held	-	-
Add opening cash	-	-
Ending cash carried forward ¹	-	-

**Reconciliation of net profit after taxation and before Unit Holder activities
to net cash flows from operating activities**

	2017 \$000	2016 \$000
Net profit after taxation and before Unit Holder activities	2,346	1,792
Net cash flows from operating activities	2,346	1,792

The accounting policies and notes form part of, and should be read in conjunction with, these financial statements.

¹ Cash reflects the balance of cash and liquid assets used in the day-to-day cash management of the fund.

HEARTLAND CASH AND TERM PIE FUND

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 JUNE 2017

Basis of reporting

Reporting entity

The Fund is constituted by a master trust deed (Trust Deed) dated 1 December 2008 (as amended and restated on 26 November 2012 and 1 December 2014) between The New Zealand Guardian Trust Company Limited (Supervisor) and Heartland PIE Fund Limited (Manager). The Fund is an FMC reporting entity for the purposes of the Financial Reporting Act 2013 and Financial Markets Conduct Act 2013. The Manager is a subsidiary of Heartland Bank Limited (Heartland Bank) and has appointed Heartland Bank as Registrar in accordance with the Registry Management Agreement dated 26 November 2012. The Registrar provides all services to, or for, the Manager.

The Fund is domiciled in New Zealand and its registered office is Heartland House, 35 Teed Street, Newmarket, Auckland 1023, New Zealand.

The financial statements for the Fund comprise of the following types of account:

- Heartland Cash PIE Account
- Heartland Term PIE Account

Basis of preparation

These financial statements have been prepared by the Registrar in accordance with the Trust Deed, the Financial Reporting Act 2013 and Generally Accepted Accounting Practice in New Zealand (NZ GAAP). They comply with New Zealand equivalents to International Financial Reporting Standards (NZ IFRS), and other applicable financial reporting standards as appropriate to profit-oriented entities. The Fund is a profit-oriented entity.

These financial statements are presented in New Zealand dollars which is the Fund's functional currency. Unless otherwise indicated amounts are rounded to the nearest thousand.

The financial statements have been prepared on the basis of historical cost, unless stated otherwise.

Estimates and judgements

The preparation of financial statements requires the use of management judgement, estimates and assumptions that effect reported amounts. Actual results may differ from these judgements.

**HEARTLAND CASH AND TERM PIE FUND
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

Performance

1 Segmental information

The Fund operates in one industry segment, being the financial investment sector, and in one geographic segment, being New Zealand.

2 Revenue recognition

Revenue is recognised to the extent that it is probable that economic benefits will flow to the Fund and that revenue can be reliably measured. The principal source of revenue is interest income. For financial instruments measured at amortised cost, the effective interest method is used to measure the interest income recognised in profit or loss.

3 Income tax

The Fund qualifies as and has elected to be a Portfolio Investment Entity (PIE) for tax purposes. Under the PIE regime, income is effectively taxed in the hands of the Unit Holder and therefore the Fund has no tax expense or deferred tax assets or liabilities. Accordingly, no income tax expense is recognised in profit or loss.

As a PIE, each Fund allocates all of its taxable income (or losses) between its unit holders based on the number of units held by each unit holder. Consequently the Fund has no liability for income tax in its own right. The Registrar has calculated tax payable on income allocated to each unit holder at their nominated Prescribed Investor Rate (PIR) by deducting the amount of tax from their number of units held in the Fund.

The Registrar has withheld \$832k (June 2016: \$630k) of tax payable on income allocated to each investor, of which \$22k (June 2016: \$165k) remains due to the Inland Revenue.

**HEARTLAND CASH AND TERM PIE FUND
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

Financial position

4 Investments

The valuation of investments in Heartland Bank's Term and Call Deposits (Deposits) takes into account the accrual of interest. These investments are classified as loans and receivables and are measured at amortised cost using the effective interest rate method. This approximates their fair value.

Repricing and maturity analysis of investments

The interest rate risk profile of investments that follows has been prepared on the basis of maturity which is the repricing date.

	2017	2016
	\$000	\$000
On demand	8,080	12,236
0-6 months	54,237	29,246
6-12 months	29,043	33,372
1-2 years	1,974	5,300
2-5 years	664	373
Total	93,998	80,527

The effective weighted interest rate of these investments as at 30 June 2017 is 3.54% p.a (June 2016: 3.63%).

5 Unit Holders' Funds

Unit Holders' funds are classified as liabilities as they do not have identical features are therefore do not meet the definition of a puttable financial instrument under *NZ IAS 32 Financial Instruments: Presentation*.

	2017	2016
	\$000	\$000
Units on issue		
Units on issue at beginning of the year	80,527	45,110
Units issued during the year	50,964	58,363
Units redeemed during the year	(37,493)	(22,946)
Total movements for the year	13,471	35,417
Units on issue at end of year	93,998	80,527

As discussed in notes 9 and 10, the Fund matches the term of its investments in Heartland Bank Deposits with the term of the units on issue. Accordingly, the maturity profile of the Unit Holders' funds mirrors that of the investments in note 4.

**HEARTLAND CASH AND TERM PIE FUND
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

6 Related party transactions

The Fund is managed by Heartland PIE Fund Limited.

The following disclosure of related party transactions and balances is made:

- a) The Fund deals with Heartland Bank in the normal course of business, in its capacity as Registrar of the Fund and also invests in Heartland Bank Deposits.
- b) Fees and expenses, including audit fees are paid on behalf of the Fund by Heartland Bank, in its capacity as the Registrar of the Fund. Heartland Bank has paid the Fund's auditor, on behalf of the Fund without reimbursement, \$7,732 (2016: \$7,655) for the audit of the financial statements, \$12,756 (2016: \$12,630) for the audit of the registry; and \$2,576 (2016: \$2,550) for other assurance services comprising compliance reporting to the Supervisor.
- c) No amounts owed to the Fund by related parties have been written off or forgiven during the year.
- d) Key management personnel include Directors, Executives and their immediate relatives. Key management personnel of the Manager and Heartland Bank have transacted with the Fund during the year as follows:

	2017 \$000	2016 \$000
Related party Unit Holders' investing		
Closing balance	24	24
Contributions	-	2
Redemptions	-	196

7 Fair Value

The Fund measures fair values using the following fair value hierarchy, which reflects the significance of the inputs used in making the measurements.

Level 1: Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (derived from prices).

Level 3: Inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Fund recognises transfers between levels of the fair value hierarchy as at the end of the reporting period during which the change has occurred.

Investments in Heartland Bank deposits

The fair value of all investments in Heartland Bank deposits are considered equivalent to their carrying value due to their short term nature (Level 1 in the fair value hierarchy).

Other receivables and other liabilities

The Fund has not disclosed the fair values for financial instruments such as short-term trade receivables and payables, because their carrying amounts are a reasonable approximation of fair values (Level 3 in the fair value hierarchy).

**HEARTLAND CASH AND TERM PIE FUND
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

Risk management

8 Credit risk

Credit risk is the risk that a borrower will default on any type of debt by failing to make payments which it is obligated to do so. The Fund invests only in deposits with Heartland Bank and the Fund's maximum credit risk is considered to be the carrying value of this investment. The Funds credit risk is mitigated by Heartland Banks external credit rating of BBB (Outlook Stable) by Fitch Ratings.

9 Liquidity risk

Liquidity risk is the risk that the Fund may encounter difficulty in raising funds at short notice to meet its commitments and arises from any mismatch of the maturity of monetary assets and liabilities. The Fund manages this risk by matching the term of its investments in Heartland Bank Deposits with the term of the units issued. In the event the Unit Holders redeem their investments in the Fund, the Fund also has the ability to withdraw its underlying investments in Heartland Bank. The Fund is reliant on Heartland Bank repaying the Fund at the required time.

10 Interest rate risk

Interest rate risk is the risk that market interest rates will change and impact on the Fund's financial results by affecting the margin between interest earning assets and interest bearing liabilities.

In the Heartland Term PIE Fund, the interest rates on Unit Holders' contributions are determined at the time of contribution. The agreed rate is locked in by Heartland Bank as Registrar through simultaneous investment in Heartland Bank Deposits. No interest rate fluctuations can occur on this account during its term.

In the Heartland Cash PIE Fund, interest rates are effectively matched between the deposits the Fund holds with Heartland Bank and the investments the Unit Holders hold in the Fund. Therefore, the Fund is not exposed to interest rate risk and sensitivity analysis is not presented.

**HEARTLAND CASH AND TERM PIE FUND
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2017**

Other disclosures

11 Contingent liabilities and commitments

At 30 June 2017 there were no material contingent liabilities or commitments (2016: nil).

12 Changes in accounting policies

There have been no changes in accounting policies in the current year.

New standards and interpretations not yet adopted

New standards which are not yet effective for the year ended 30 June 2017 have not been applied in preparing these financial statements. The new standards identified which may have an effect on the financial statements of the Fund is:

<i>Standard and description</i>	<i>Effective for annual years beginning on or after:</i>	<i>Expected to be initially applied in year ending:</i>
NZ IFRS 9 Financial Instruments, which specifies how an entity should classify and measure financial assets and liabilities and provides a principles-based approach to hedge accounting to align hedge accounting more closely with risk management.	1 January 2018	30 June 2018

This standard is not expected to have a significant impact on the financial statements of the Fund.

13 Events after reporting date

There have been no material events subsequent to reporting date that would affect the interpretation of the financial statements or the performance of the Fund.

HEARTLAND CASH AND TERM PIE FUND DIRECTORY INFORMATION

Supervisor

The New Zealand Guardian Trust Company Limited
48 Shortland Street
Auckland 1010

Manager

Heartland PIE Fund Limited
Heartland House
35 Teed Street
Newmarket
Auckland 1023

Registrar

Heartland Bank Limited
Heartland House
35 Teed Street
Newmarket
Auckland 1023

Auditor

KPMG
KPMG Centre
18 Viaduct Harbour Avenue
Auckland 1010

All correspondence from Unit Holders may be sent to:

The Manager
Heartland PIE Fund
PO Box 9919
Newmarket
Auckland 1149
T 0800 85 20 20
F +64 9 927 9321

Correspondence specifically for the Supervisor may be sent to:

Relationship Manager, Corporate Trusts
The New Zealand Guardian Trust Company Limited
PO Box 1934
Auckland 1140
T +64 9 909 5100
F +64 9 969 3732

Investment Enquiries

T 0800 85 20 20
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Independent Auditor's Report

To the members of Heartland Cash and Term PIE Fund

Report on the financial statements

Opinion

In our opinion, the accompanying financial statements of Heartland Cash and Term PIE Fund (the "fund") on pages 2 to 10:

- i. present fairly in all material respects the fund's financial position as at 30 June 2017 and its financial performance and cash flows for the year ended on that date; and
- ii. comply with New Zealand Equivalents to International Financial Reporting Standards and International Financial Reporting Standards.

We have audited the accompanying financial statements which comprise:

- the statement of net assets as at 30 June 2017;
- the statements of comprehensive income, changes in net assets attributable to unit holders, and cash flows for the year then ended; and
- notes, including a summary of significant accounting policies and other explanatory information.



Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (New Zealand) ("ISAs (NZ)"). We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

We are independent of the fund in accordance with Professional and Ethical Standard 1 (Revised) Code of Ethics for Assurance Practitioners issued by the New Zealand Auditing and Assurance Standards Board and the International Ethics Standards Board for Accountants' Code of Ethics for Professional Accountants ("IESBA Code"), and we have fulfilled our other ethical responsibilities in accordance with these requirements and the IESBA Code.

Our responsibilities under ISAs (NZ) are further described in the Auditor's Responsibilities for the Audit of the financial statements section of our report.

Our firm has also provided other services to the fund in relation to trustee reporting and other assurance services. Subject to certain restrictions, partners and employees of our firm may also deal with the fund on normal terms within the ordinary course of trading activities of the business of the fund. These matters have not impaired our independence as auditor of the fund. The firm has no other relationship with, or interest in, the fund.



Use of this Independent Auditor's Report

This report is made solely to the members as a body. Our audit work has been undertaken so that we might state to the members those matters we are required to state to them in the Independent Auditor's Report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the members as a body for our audit work, this report, or any of the opinions we have formed.



Responsibilities of the Manager for the financial statements

The Manager, on behalf of the fund, are responsible for:

- the preparation and fair presentation of the financial statements in accordance with generally accepted accounting practice in New Zealand (being New Zealand Equivalents to International Financial Reporting Standards) and International Financial Reporting Standards;
- implementing necessary internal control to enable the preparation of a set of financial statements that is fairly presented and free from material misstatement, whether due to fraud or error; and
- assessing the ability to continue as a going concern. This includes disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless they either intend to liquidate or to cease operations, or have no realistic alternative but to do so.



Auditor's Responsibilities for the Audit of the financial statements

Our objective is:

- to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error; and
- to issue an Independent Auditor's Report that includes our opinion.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs NZ will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error. They are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of these financial statements is located at the External Reporting Board (XRB) website at:

https://www.xrb.govt.nz/Site/Auditing_Assurance_Standards/Current_Standards/Page6.aspx

This description forms part of our Independent Auditor's Report.



Jamie Munro

For and on behalf of

KPMG
Auckland

14 August 2017