Rubicor Group Limited and Controlled Entities

ABN 74 110 913 365

General Purpose Financial Statements

For the Half-Year Ended 31 December 2011

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Contents
For the half-year ended 31 December 2011

CONTENTS

Financial Statements	Pages

Rubicor Group Limited and Controlled Entities

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Directors' Report

For the half-year ended 31 December 2011

Your directors present their report on the Company and its controlled entities for the half-year ended 31 December 2011.

1. General information

(a) Directors

The names of the directors in office at any time during, or since the end of, the half-year are:

Names

Robert Aitken

Jane Beaumont

John Pettigrew

Russel Pillemer

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

2. Business Review

(a) Review of operations

The Directors report that total revenue for the six months to 31 December 2011 was $149.6 million (2010: $145.9 million). The Group loss after tax for the period was $20.0 million after goodwill impairment charge of $19.5 million. (2010: $1.9 million). These results have been reviewed by our auditors.

(b) Dividends

No interim dividend has been paid in the current half-year period (2010: nil).

Dividends were paid on redeemable preference shares totalling $0.81 million (2010: $0.22 million), included with finance costs.

3. Auditor's Independence Declaration

A copy of the auditor's independence declaration as required under section 307c of the Corporations Act 2001 is set out on page 4.

4. Rounding off of amounts

The Company is a company of the kind referred to in ASIC Class Order 98/0100, dated 10 July 1998, and in accordance with that Class Order amounts in the directors' report and the half-year financial statements are rounded off to the nearest thousand dollars, unless otherwise indicated.

Signed in accordance with a resolution of the Board of Directors made pursuant to s.306(3) of the Corporations Act 2001:

On behalf of the Directors

Director	Director
Jane Beaumont	John Pettigrew

Dated this 29th day of February 2012.

Deloitte Touche Tohmatsu
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29 February 2012

Dear Board Members

Rubicor Group Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Rubicor Group Limited.

As lead audit partner for the review of the financial statements of Rubicor Group Limited for the half-year ended 31 December 2011, I declare that to the best of my knowledge and belief, there have been no contraventions of:

(i) the auditor independence requirements of the Corporations Act 2001 in relation to the review; and

(ii) any applicable code of professional conduct in relation to the review.

Yours sincerely

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Alfred Nehama
Partner
Chartered Accountant
29 February 2012

Deloitte Touche Tohmatsu
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Independent Auditor's Review Report to the Members of Rubicor Group Limited

We have reviewed the accompanying half-year financial report of Rubicor Group Limited, which comprises the condensed consolidated statement of financial position as at 31 December 2011, and the condensed consolidated statement of comprehensive income, condensed consolidated statement of cash flows, condensed consolidated statement of changes in equity for the half-year ended on that date, selected explanatory notes and the directors' declaration of the consolidated entity comprising the company and the entities it controlled at the end of the half-year or from time to time during the half-year as set out on pages 7 to 20.

Directors' Responsibility for the Half-Year Financial Report

The directors of the company are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the half-year financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 31 December 2011 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Rubicor Group Limited, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Auditor's Independence Declaration

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Rubicor Group Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Rubicor Group Limited is not in accordance with the *Corporations Act 2001*, including:

(a) giving a true and fair view of the consolidated entity's financial position as at 31 December 2011 and of its performance for the half-year ended on that date; and

(b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.

Material Uncertainty Regarding Continuation as a Going Concern

Without qualifying our conclusion, we draw attention to Note 1(d) "Going Concern" in the financial report which indicates that the consolidated entity incurred a net loss of $19,968,000 during the half-year ended 31 December 2011 and, as of that date, the consolidated entity's current liabilities exceeded its current assets by $76,862,000 and had a deficiency of net assets of $19,430,000. These conditions, along with other matters as set forth in Note 1(d), "Going Concern", indicate the existence of a material uncertainty which may cast significant doubt about the consolidated entity's ability to continue as a going concern and whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report.

Deloitte Touche Tohmatsu

DELOITTE TOUCHE TOHMATSU

Alfred Nehama
Partner
Chartered Accountant
29 February 2012

Directors' Declaration

The Directors declare that:

(a) in the Directors' opinion, there are reasonable grounds to believe that the company will be able to pay its debts as and when they become due and payable;

(b) in the Directors' opinion, the attached financial statements and notes thereto are in accordance with the Corporations Act 2001, including compliance with accounting standards and giving a true and fair view of the financial position and performance of the consolidated entity.

Signed in accordance with a resolution of the directors made pursuant to section 303(5) of the Corporations Act 2001.

On behalf of the Directors

Jane Beaumont

Director

John Pettigrew

Director

Sydney
Dated the 29th day of February 2012

Rubicor Group Limited and Controlled Entities

ABN 74 110 913 365

Condensed Consolidated Statement of Comprehensive Income

for the half-year ended 31 December 2011

	Notes	Half-year ended 31 Dec 11 $000	Half-year ended 31 Dec 10 $000
Revenue		**149,111**	145,602
Other income		**508**	346
On hired labour costs		**(119,060)**	(113,216)
Employee benefits expense		**(17,257)**	(18,271)
Rental expense on operating leases		**(2,173)**	(2,184)
Other expenses	2	**(6,568)**	(6,382)
Earnings before interest, tax, depreciation and amortisation (EBITDA)		**4,561**	5,895
Depreciation of property, plant and equipment	2	**(347)**	(501)
Amortisation of intangible assets		**(779)**	(1,566)
Finance costs	2	**(4,075)**	(5,851)
Impairment losses relating to non-current assets	2	**(19,490)**	-
Loss before income tax benefit		**(20,130)**	(2,023)
Income tax benefit	3	**162**	138
Loss for the period		**(19,968)**	(1,885)
Other comprehensive loss			
Exchange differences arising on translation of foreign operations		**(243)**	(1,157)
Other comprehensive loss for the period, net of tax		**(243)**	(1,157)
Total comprehensive loss for the period		**(20,211)**	(3,042)
Loss for the period attributable to:			
Owners of the parent		**(20,186)**	(2,055)
Non-controlling interests		**218**	170
		(19,968)	(1,885)
Total comprehensive loss for the period attributable to:			
Owners of the parent		**(20,429)**	(3,212)
Non-controlling interests		**218**	170
		(20,211)	(3,042)
Basic loss per share (cents)		**(18.4)**	(1.9)
Diluted loss per share (cents)		**(18.4)**	(1.9)

Notes to the condensed consolidated financial statements are set out on pages 12-20.

Rubicor Group Limited and Controlled Entities

ABN 74 110 913 365

Condensed Consolidated Statement of Financial Position

as at 31 December 2011

	Notes	31 Dec 11 $000	30 Jun 11 $000
ASSETS			
Current assets			
Cash and cash equivalents		**4,040**	2,017
Trade and other receivables		**32,745**	37,210
Other assets		**953**	1,487
Total current assets		**37,738**	40,714
Non-current assets			
Trade and other receivables		**96**	92
Property, plant and equipment		**2,287**	2,588
Deferred tax assets		**7,085**	6,742
Intangible assets	6	**51,751**	73,703
Other assets		**133**	177
Total non-current assets		**61,352**	83,302
TOTAL ASSETS		**99,090**	124,016
LIABILITIES			
Current liabilities			
Trade and other payables		**20,038**	23,113
Borrowings	7	**92,595**	89,874
Current tax payable		**243**	76
Provisions		**1,724**	1,841
Total current liabilities		**114,600**	114,904
Non-current liabilities			
Borrowings	7	**610**	4,580
Provisions		**887**	994
Other liabilities	8	**2,423**	2,423
Total non-current liabilities		**3,920**	7,997
TOTAL LIABILITIES		**118,520**	122,901
NET (LIABILITIES)/ASSETS		**(19,430)**	1,115
(DEFICIENCY)/EQUITY			
Share capital		**64,605**	64,605
Reserves		**(513)**	(297)
Accumulated losses		**(83,815)**	(63,629)
		(19,723)	679
Equity attributable to owners of the parent		**(19,723)**	679
Non-controlling interests		**293**	436
TOTAL (DEFICIENCY)/EQUITY		**(19,430)**	1,115

Notes to the condensed consolidated financial statements are set out on pages 12-20.

Rubicor Group Limited and Controlled Entities

ABN 74 110 913 365

Condensed Consolidated Statement of Changes in Equity

for the half-year ended 31 December 2011

2011

	Equity-settled employee benefit reserve $000	Foreign currency translation reserve $000	Share capital $000	Accumulated losses $000	Attributable to owners of the parent $000	Non-controlling interests $000	Total $000
Balance at 1 Jul 2011	554	(851)	64,605	(63,629)	679	436	1,115
(Loss)/profit for the period	-	-	-	(20,186)	(20,186)	218	(19,968)
Other comprehensive income for the period	-	(243)	-	-	(243)	-	(243)
Total comprehensive (loss)/income for the period	-	(243)	-	(20,186)	(20,429)	218	(20,211)
Dividend paid to non-controlling interests	-	-	-	-	-	(361)	(361)
Share-based payments	32	-	-	-	32	-	32
Options exercised	(5)				(5)		(5)
Balance at 31 Dec 2011	581	(1,094)	64,605	(83,815)	(19,723)	293	(19,430)

2010

	Equity-settled employee benefit reserve $000	Foreign currency translation reserve $000	Share capital $000	Accumulated losses $000	Attributable to owners of the parent $000	Non-controlling interests $000	Total $000
Balance at 1 Jul 2010	526	(26)	64,605	(57,821)	7,284	214	7,498
(Loss)/profit for the period	-	-	-	(2,055)	(2,055)	170	(1,885)
Other comprehensive income for the period	-	(1,157)	-	-	(1,157)	-	(1,157)
Total comprehensive (loss)/income for the period	-	(1,157)	-	(2,055)	(3,212)	170	(3,042)
Dividend paid to non-controlling interests	-	-	-	-	-	(139)	(139)
Options exercised	(3)		-	-	(3)	-	(3)
Balance at 31 Dec 2010	523	(1,183)	64,605	(59,876)	4,069	245	4,314

Notes to the condensed consolidated financial statements are set out on pages 12-20.

Rubicor Group Limited and Controlled Entities

ABN 74 110 913 365

Condensed Consolidated Statement of Cash Flows

for the half-year ended 31 December 2011

	Notes	Half-year ended 31 Dec 2011 $000 Inflows/(Outflows)	Half-year ended 31 Dec 2010 $000 Inflows/(Outflows)
Cash from operating activities:			
Receipts from customers (inclusive of GST)		**168,484**	162,054
Payments to suppliers and employees (inclusive of GST)		**(162,387)**	(159,539)
		6,097	2,515
Finance costs paid		**(3,811)**	(4,331)
Interest received		**35**	19
Income taxes paid		**(14)**	(240)
Net cash inflow/(outflow) from operating activities		**2,307**	(2,037)
Cash flows from investing activities:			
Payment for property, plant and equipment		**(47)**	(325)
Payment for intangibles		**(113)**	(148)
Payment for controlled entities acquired (net of cash acquired) - relating to prior years		**(5,588)**	(6,994)
Dividends paid to vendors - redeemable preference shares		**(808)**	(224)
Net cash outflow from investing activities		**(6,556)**	(7,691)
Cash flows from financing activities:			
Proceeds from third party borrowings		**6,600**	6,015
Repayment of third party borrowings		**(653)**	(1,300)
Dividend paid to non-controlling interests		**(361)**	(139)
Net cash inflow from financing activities		**5,586**	4,576
Net cash increase/(decrease) in cash and cash equivalents		**1,337**	(5,152)
Cash and cash equivalents at beginning of period		**(378)**	3,506
Cash and cash equivalents at end of period		**959**	(1,646)

Notes to the condensed consolidated financial statements are set out on pages 12-20.

1. Accounting policies

(a) General information

The half-year financial statements cover the Group (consolidated entity) of Rubicor Group Limited and its controlled entities ('consolidated financial statements'). Rubicor Group Limited is a listed public company, incorporated and domiciled in Australia.

(b) Statement of compliance

The half-year financial statements are general purpose financial statements prepared in accordance with the Corporations Act 2001 and AASB 134 'Interim Financial Reporting'. Compliance with AASB 134 ensures compliance with International Financial Reporting Standard IAS 34 'Interim Financial Reporting'. The half-year financial statements do not include notes of the type normally included in annual financial statements and shall be read in conjunction with the most recent annual financial statements.

(c) Basis of preparation

The condensed consolidated financial statements have been prepared on an accruals basis and are based on historical costs. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

The Company is a company of the kind referred to in ASIC Class Order 98/0100, dated 10 July 1998, and in accordance with that Class Order amounts in the directors' report and the half-year financial statements are rounded off to the nearest thousand dollars, unless otherwise indicated.

The accounting policies and methods of computation adopted in preparing the financial statements for the half-year ended 31 December 2011 are consistent with those adopted and disclosed in the Group's annual financial statements for the financial year ended 30 June 2011.

1. Accounting policies (continued)

(d) Going concern

The Directors have prepared the financial statements on the going concern basis, which assumes continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business. The statement of comprehensive income for the half-year ended 31 December 2011 reflects a consolidated Group net loss of $20.0 million and the statement of financial position reflects an excess of current liabilities over current assets in respect of the Group of $76.9 million and a deficiency of net assets of $19.4 million.

During the half-year ended 31 December 2011, the Company's debt facilities were restructured as described in Note 7. These facilities expire on 31 March 2014 and are subject to annual review commencing 31 March 2012. During the half-year, the Group operated within its banking covenants.

Subsequent to half-year end, the Group's debt facilities have again been amended and covenant thresholds have been reset to better align with trading conditions experienced during the latter part of calendar 2011 and the early part of 2012. The annual review will occur on 31 March 2012 and may result in the bank amending the covenant thresholds in line with the prevailing financial conditions and forecasts at the time.

To continue as a going concern, the Group requires the continued support of its bankers. Management is confident of this continued support and therefore that the Group will continue as a going concern. However, if the Group is unable to maintain the continued support of its bankers, significant uncertainty would exist as to whether the Group will continue as a going concern and therefore, whether it will realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial statements.

The financial statements do not include adjustments relating to the recoverability and classification of recorded asset amounts nor to the amounts and classification of liabilities that might be necessary should the Group not continue as a going concern.

2. Expenses

(a) Other expenses

	Consolidated	
	Half-year ended 31 Dec 11 $000	Half-year ended 31 Dec 10 $000
Advertising and marketing	**764**	806
Administration	**5,063**	4,695
Payroll tax costs	**741**	881
Total	**6,568**	6,382

(b) Loss before income tax includes the following specific expenses:

Finance Costs:		
Interest expense on Vendor earn-out liability (refer Note 7)	**363**	**756**
Amortisation of borrowing costs	**392**	**1,012**
Interest and finance charges on third party borrowings	**3,320**	**4,083**
Total finance costs	**4,075**	**5,851**
Depreciation of property, plant and equipment	**347**	**501**
Defined contribution superannuation expense	**8,183**	**7,290**
Share based payment expense	**32**	**-**
Impairment of non-current assets:		
Goodwill	**19,490**	**-**

3. Income tax benefit

(a) Components of tax benefit

	Consolidated	
	Half-year ended 31 Dec 11 $000	Half-year ended 31 Dec 10 $000
Current tax benefit/(expense)	**28**	(169)
Deferred tax income relating to the origination and reversal of temporary differences	**131**	293
Over provision of tax in prior year	**3**	14
Income tax benefit	**162**	138

(b)

	Consolidated	
	Half-year ended 31 Dec 11 $000	Half-year ended 31 Dec 10 $000
Loss before tax	**20,130**	2,023
Prima facie tax on loss from ordinary activities before income tax at 30% (2010: 30%)	**6,039**	607
Add:		
Tax effect of:		
- impairment loss on non-current assets that are not deductible	**(5,847)**	-
- non-deductible interest	**(100)**	(194)
- share option expense	**(10)**	-
- non-assessable dividend income	**(155)**	-
- other non-allowable (deductible) items	**(93)**	(97)
- over/(under) provision of tax in prior year	**3**	14
- difference in overseas tax rates	**9**	19
- effect of tax losses brought/(not brought) to account	**316**	(211)
Income tax benefit	**162**	138

4. Segment information

Business segments

AASB 8 requires operating segments to be identified on the basis of internal reports about components of the Group that are regularly reviewed by the chief operating decision maker in order to allocate resources to the segment and to assess its performance.

Our internal reporting system produces reports in which business activities are presented in a variety of ways. Based on these reports, the Executive Board, which is responsible for assessing the performance of various company components and making resource allocation decisions as our Chief Operating Decision Maker (CODM), evaluates business activities in a number of different ways. The Group's reportable segments under AASB 8 are as follows:

- Australia;
- New Zealand
- Other

The Australian and New Zealand reportable segments supply recruitment services to the Australian and New Zealand geographical regions respectively.

'Other' is the aggregation of the Group's other operating segments that are not separately reportable. Included in 'Other' are operating segments for the Group's activities in supplying recruitment services in Singapore.

Segment revenues and results

The following is an analysis of the Group's revenue and results by reporting operating segment for the half-year period under review:

	Australia		New Zealand		Other		Unallocated		Economic entity	
	2011 $000	2010 $000	2011 $000	2010 $000	2011 $000	2010 $000	2011 $000	2010 $000	2011 $000	2010 $000
(a) Revenue	**136,258**	133,695	**12,545**	11,724	**816**	529	**-**	-	**149,619**	145,948
Total segment revenue:	**136,258**	133,695	**12,545**	11,724	**816**	529	**-**	-	**149,619**	145,948
(b) Result										
Segment result before depreciation and amortisation	**6,489**	8,693	**975**	958	**148**	4	**-**	-	**7,612**	9,655
Depreciation	**(305)**	(453)	**(30)**	(42)	**(12)**	(6)	**-**	-	**(347)**	(501)
Segment result after depreciation and before amortisation	**6,184**	8,240	**945**	916	**136**	(2)	**-**	-	**7,265**	9,154
Amortisation									**(779)**	(1,566)
Central administration costs and directors' salaries									**(3,086)**	(3,779)
Interest revenue									**35**	19
Finance costs									**(3,712)**	(5,095)
Interest on vendor earn out liabilities									**(363)**	(756)
Impairment of non-current assets									**(19,490)**	-
Loss before tax									**(20,130)**	(2,023)
Income tax benefit									**162**	138
Loss after tax									**(19,968)**	(1,885)

4. Segment information (continued)

(c) Segment assets and liabilities

Segment assets and liabilities have not been disclosed on the basis that this information is not reported to the chief operating decision maker.

5. Events after the balance date

Other than as described in Note 1 (d), there are no subsequent events after balance date that require adjustments to, or disclosure in, these financial statements.

6. Intangible assets

	Consolidated	
	31 Dec 11 $000	**30 Jun 11 $000**
Preferred Supplier Agreements		
Cost	**2,014**	2,014
Accumulated amortisation and impairment	**(1,958)**	(1,915)
Net carrying value	**56**	99
Course Material Content		
Cost	**542**	542
Accumulated amortisation and impairment	**(334)**	(307)
Net carrying value	**208**	235
Candidate Databases		
Cost	**22,757**	22,757
Accumulated amortisation and impairment	**(21,301)**	(20,725)
Net carrying value	**1,456**	2,032
Computer Software		
Cost	**6,513**	6,400
Accumulated amortisation and impairment	**(6,030)**	(5,897)
Net carrying value	**483**	503
Brands		
Cost	**591**	591
Accumulated amortisation and impairment	**(44)**	(44)
Net carrying value	**547**	547
Goodwill		
Arising on consolidation at cost	**100,732**	102,528
Accumulated impairment	**(51,731)**	(32,241)
Net carrying value	**49,001**	70,287
Total Intangible assets	**51,751**	73,703

6. Intangible assets (continued)

(i) Impairment tests for goodwill

Goodwill is allocated to recruitment cash-generating units (CGUs), being the autonomously operated businesses acquired by the Group. The recoverable amount of the CGUs is determined based on value-in-use calculations.

The following key assumptions were used in the value-in-use calculations:

- Management has based the value-in-use calculations on the most recently completed management approved forecast performance for the forthcoming one-year period. Future cash-flows are projected using forecast growth rates of 3.0% into perpetuity. A pre-tax discount rate of 18.6% (30 June 2011: 17.1%), reflecting the assessed risks associated with the CGU segments, has been applied to determine the present value of the future cash flow projections.

- During the half-year ended 31 December 2011, the Group assessed the recoverable amount of goodwill, and determined that goodwill associated with the Group's CGUs was impaired by $19.5 million. (2010: nil).

7. Borrowings

	Consolidated	
	31 Dec 11 $000	30 Jun 11 $000
CURRENT		
Unsecured liabilities		
Vendor earn-out liability (a)	**2,702**	6,330
Other	**50**	238
	2,752	6,568
Secured liabilities		
Bank overdraft (b)	**3,081**	2,395
Cash advance facility (c) (net of borrowing costs)	**-**	23,907
Cash advance acquisition facility (d)	**-**	27,000
Working capital facility (e)	**-**	30,000
Subordinated facility (f)	**33,000**	-
Term facility (net of borrowing costs) (g)	**53,758**	-
Finance lease obligation (h)	**4**	4
	89,843	83,306
	92,595	89,874

	31 Dec 11 $000	30 Jun 11 $000
NON-CURRENT		
Unsecured liabilities		
Vendor earn-out liability (a)	**594**	4,561
Secured liabilities		
Finance lease obligation (h)	**16**	19
	610	4,580

7. Borrowings (continued)

(a) Vendor earn-out liability

The Vendor earn-out liability comprises the fair value of estimated initial consideration payments which are payable to vendors over a period of one to three years post-acquisition, and estimated exit consideration payments which are payable to vendors over a three year period after provision of exit notice by the vendors.

For Australian business acquisitions, the Vendor earn-out liability has been structured through the issue to vendors of Series B Redeemable Preference Shares which are progressively redeemed at each earn-out payment date. All redemption payments made are contingent on the profit performance of the acquired business over the payment period. Each holder of Series B Redeemable Preference Shares is entitled to receive franked dividends for each year based on the Net Profit Before Tax of the vendor business acquired. The dividends are payable by the Company in priority to any other dividends in respect of any other shares. If these dividends are not paid then they will accumulate. The holders do not have rights to any other dividends or any entitlement to receive notice of, attend or vote at any general meeting of the Company.

For New Zealand business acquisitions, earn-out payments have not been structured through preference shares; however, additional share consideration payments equivalent in structure to the preference dividends referred to above have been incorporated as part of the share purchase consideration.

The Vendor earn-out liability has been determined by calculating the present value of the estimated future cash flows associated with the earn-out payments, including the associated preference dividend and additional share consideration payments. The cash flows have been discounted at rates between 11.4% and 12.5% representing the assessed risk-adjusted rate of return for the acquired businesses at their acquisition dates.

(b) Bank overdraft facility

$10.0 million (30 June 2011: $7.0 million) cash overdraft facility to assist with ongoing working capital requirements. This facility is subject to annual review and at 31 December 2011 attracted interest at a margin over the bank reference rate. Interest is calculated daily and is payable monthly in arrears.

(c) Cash advance facility (net of borrowing costs)

This facility was re-designated to the new term facility in September 2011 (30 June 2011: $23.9 million).

(d) Cash advance acquisition facility

$24.0 million of this facility was re-designated as a drawing under the new term facility and the remaining $3.0 million was re-designated to a drawing under the new subordinated facility in September 2011 (30 June 2011: $27.0 million).

(e) Working capital facility

This facility was re-designated to the new subordinated facility in September 2011 (30 June 2011: $30.0 million).

(f) Subordinated facility

The new subordinated facility of $33.0 million was drawn in September 2011 (30 June 2011: nil). The facility attracts no interest and expires on 31 March 2014. The annual review will occur on 31 March 2012 and may result in the bank amending the covenant thresholds in line with the prevailing financial conditions and forecasts at the time.

(g) Term facility (net of borrowing costs)

The new term facility of $48.1 million was drawn in September 2011 and a further $6.6 million was drawn in November 2011 (30 June 2011: nil). It attracts interest at a margin over BBSY, and based on the BBSY at 31 December 2011, the effective rate would be 8.05%. Quarterly amortisation payments of $0.65 million apply and the facility expires on 31 March 2014. The annual review will occur on 31 March 2012 and may result in the bank amending the covenant thresholds in line with the prevailing financial conditions and forecasts at the time.

7. Borrowings (continued)

(h) Assets pledged as security in respect of secured liabilities

Existing facilities

The finance lease obligation is secured against the underlying finance lease assets with net book value of $0.01 million (30 June 2011: $0.01 million).

The term facility, subordinated facility and the bank overdraft facility are secured by a fixed and floating charge over the assets of the parent and subsidiaries together with a mortgage over all shares held by the parent entity in the consolidated entities.

8. Other liabilities

This represents extension fees incurred in respect of extending the debt facilities in August 2010. The extension is subject to a fee of 3% of the facilities amounting to $2.4 million. The fee is payable on the first date that the fee is able to be paid, provided that in the reasonable opinion of the Board of Directors, the payment of the fee will not likely cause the Company to be unable to comply with the terms of the facility documents and there is sufficient excess in the working capital facilities.

Conversely, in the event that any of the following conditions occur, the fee is payable on the earlier of:

(a) any date on which any of the facilities is repaid using proceeds advanced or provided by an external party; or

(b) any date on which any member of the Group disposes of assets or a business with an aggregate value equal to or greater than $2.5 million; or

(c) the date payment is requested while a default subsists; or

(d) the date on which all the facilities are repaid in full,

subject to the same provisos as noted above.

9. Contingent liabilities

The Group has provided bank guarantees amounting to $1.5 million (30 June 2011: $2.2 million) in respect of leasehold agreements. The guarantees are secured against any claims, proceedings, losses or liabilities which may arise from these instruments.

10. Company details

The registered office and principal place of business of the Company is:

Rubicor Group Limited
Level 16, 1 York Street
Sydney NSW 2000