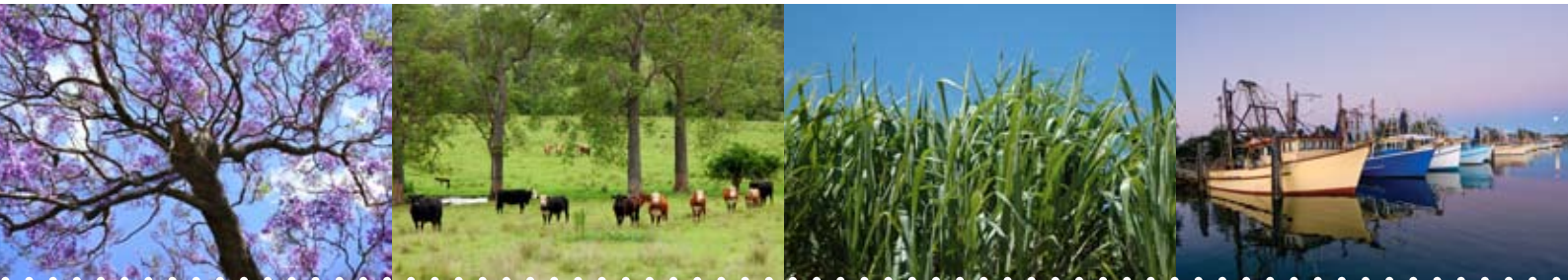


Westlawn

FINANCE LIMITED

ACN 096 725 218



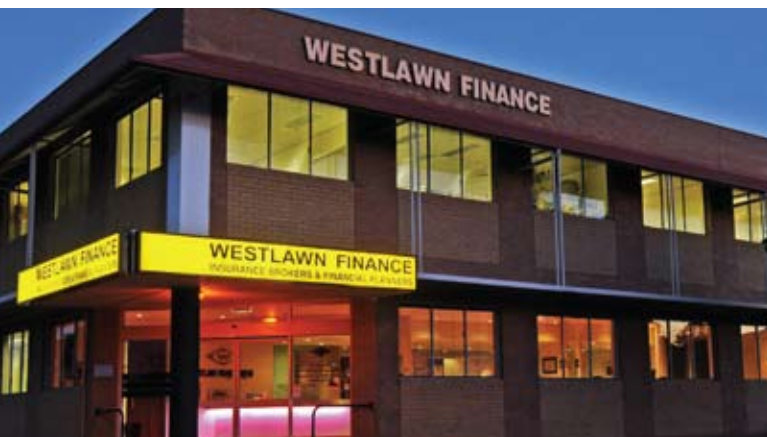
Prospectus

no.
for the issue of Unsecured Notes

10

Westlawn

Our vision is to be top-of-mind for business and consumers in northern New South Wales as the leading arranger of financial and insurance services due to our local knowledge, integrity, service and competitive rates.



22 Queen Street, Grafton and 26 Yamba Street, Yamba (pictured above); two properties owned by Westlawn Finance Limited.

CONTENTS

	Page Number		Page Number
Corporate Directory	2	4. Details of the Issue	11
Definitions	2	5. Company Profile	13
Chairman's Letter	3	6. Investment Risks	14
1. Benchmark Information	4	7. Financial Information	15
2. Directors' Profiles	9	8. Significant Documents	19
3. Key Features of the Investment	10	9. Additional Information	21

- Business and Commercial Loans
- Equipment/Asset Finance
- Insurance Premium Funding
- Personal Loans
- Home Loans
- Rural Finance
- Savings and Investments
- Financial Planning
- Accounting and Taxation Services

This Prospectus is dated 20 November 2009 and was lodged with ASIC on 20 November 2009. ASIC takes no responsibility for the contents of the Prospectus. No Notes will be allotted or issued on the basis of this Prospectus later than 19 December 2010. An investment in Notes issued by the Company involves certain risks outlined in Section 6 and it is recommended that you read this Prospectus in its entirety.

The Trustee, Westlawn Finance Limited and their respective associates and directors do not guarantee the repayment of capital or income or any particular rate of return in respect of the Notes. The Trustee has consented to act as trustee for the Noteholders. The Trustee has not authorised or caused the issue of this Prospectus and does not make or purport to make any statement in the Prospectus. The Trustee takes no responsibility for the accuracy or truth of any statement or omission from any part of this Prospectus.

The Company is not authorised under the Banking Act and is not supervised by the Australian Prudential Regulation Authority. The investment will not be covered by the depositor protection provisions in section 13A of the Banking Act. Submission of an Application Form constitutes an offer which is deemed to be accepted upon the issue of Notes. Definitions of certain terms used in this Prospectus appear in the Definitions section.

The staff photos that appear in this Prospectus are staff of the Westlawn Group and Related Parties.



CORPORATE DIRECTORY



DIRECTORS

Michael Dougherty - Chairman
 Mark Dougherty - Director
 James Dougherty - Director
 Geoffrey Scofield - Director
 Geoffrey Hodgkinson -
 Non-Executive Director

COMPANY SECRETARY

Andrew Hayes

REGISTERED OFFICE

22 Queen Street
 Grafton NSW 2460
 Phone: 02 6642 2022

TRUSTEE

Trust Company Fiduciary Services Limited

Level 3, 530 Collins Street
 Melbourne VIC 3000

LAWYERS TO THE COMPANY

McCullough Robertson Lawyers

Central Plaza II
 66 Eagle Street
 Brisbane QLD 4000

AUDITOR

WHK Rutherfords

24 Queen Street
 Grafton NSW 2460

DEFINITIONS

Application	an application for Notes pursuant to this Prospectus.
Application Form	each of the application forms relating to this Prospectus.
ASIC	Australian Securities and Investments Commission.
Corporations Act	Corporations Act 2001.
Directors/Board	the directors of the Company.
Employees	the employees of Westlawn Group.
Founders Group	Directors and Related Parties of Directors.
Noteholders	the holders of Notes.
Notes/Unsecured Notes	the Unsecured Notes issued pursuant to this Prospectus.
Offer	the offer of Notes made pursuant to this Prospectus.
Prospectus	this Prospectus.
Related Parties	includes Westlawn Holdings, Directors and their spouses, close relatives of Directors and their spouses, key management personnel, and any party under the control or significant influence of the aforementioned entities or persons.
Shareholders Funds	Net assets.
Trust Deed	the trust deed dated 1 June 2001.
Trustee/Trust Company	Trust Company Fiduciary Services Limited ABN 21 000 000 993.
Westlawn Finance/ Company	Westlawn Finance Limited ABN 19 096 725 218.
Westlawn Group	Westlawn Holdings its predecessor organisations and its subsidiaries.
Westlawn Holdings	Westlawn Holdings Pty Limited ABN 57 001 493 634





CHAIRMAN'S LETTER

Phone: (02) 6642 2022
Fax: (02) 6642 2822
E-Mail: grafton@westlawn.com.au

PO Box 78
22 Queen Street
GRAFTON NSW 2460

20 November 2009

Dear Investor

On behalf of the Board of Directors, I am pleased to present the tenth prospectus for Westlawn Finance Limited to our many existing investors and those of you that may be considering investing with us.

Westlawn Finance Limited and its predecessor organisations have been in business in northern New South Wales since 1964. The Company is now represented by eleven offices in northern New South Wales and over eighty staff involved in the fields of investments, lending, and insurance.

The purpose of this Prospectus, as has been the case for some years, is to raise funds for the operations of the Company, in particular our own lending portfolio. At present we have over 9,650 Noteholders and over 4,200 loan customers.

The Company is focussed on doing business in northern New South Wales and has no direct exposure to overseas lenders, overseas borrowers or securities or the sub-prime US mortgage market. Westlawn continues to operate with prudent levels of liquidity with cash reserves as at 30th September 2009 exceeding \$24.7m and also has the benefit of an \$8m standby facility with the ANZ Bank which has never been utilised. Whilst current conditions are challenging, we believe that our business model is sound and will continue to stand the test of time as it has done over the last 45 years.

The 2009 financial year was a difficult and challenging year for the Company and was dominated by the deteriorating global financial crisis, culminating in the Australian Government's decision to guarantee deposits made with Authorised Deposit-taking Institutions ("ADI") in October 2008. Westlawn is not an ADI and therefore is not subject to this guarantee. This was a significant change to the relative competitive position of Westlawn as compared to almost all other financial intermediaries. In order to remain competitive in the market place having regard to the guarantee and to operate prudently in such an uncertain environment, Westlawn offered higher interest rates on Unsecured Notes, which reduced interest margins and negatively impacted profitability. Despite this economic environment, we are proud of our achievement in being able to protect, retain and grow our Noteholder base during this difficult time.

Some of the positive highlights for the year included:

- Interest revenue increased by \$263,000 or 1.7%.
- Interest paid to Noteholders increased by \$840,000 or 8.8%.
- Cash reserves increased by \$14.9m to \$25.4m.
- Total investments (Notes) increased by \$3.6m or 2.6%.
- Loans earning ongoing trailing commission totalled \$81.5m.
- Brokered equipment finance lending totalled \$9.0m.
- Insurance broking income increased by 30% to \$1.92m

We will continue to consider opportunities to expand our branch network in the northern New South Wales area, in addition to expanding the wide range of lending, investment, insurance products and services that we provide to over eight thousand customers.

Westlawn Finance has continued to support the towns in which we are represented by sponsoring, supporting and donating to over 130 charitable, community and sporting based organisations in northern New South Wales. Payments to staff for the 2009 financial year totalled \$4.9m and payments to suppliers totalled \$4.7m providing a substantial economic benefit in northern New South Wales.

We continue to remain confident about the future prospects of Westlawn Finance and the north coast of New South Wales. This was clearly evidenced during the 2009 financial year by the shareholders' injection of \$1.05m in new capital in order to further strengthen the financial position of the Company. Recent results for the first quarter of the current financial year have shown a marked improvement in margins and profitability, further highlighting the Board's confidence in the ongoing strength and prospects of the Company.

At Westlawn we pride ourselves on providing high standards of customer service in all product areas and divisions and look forward to welcoming you as an existing or potential customer to the Westlawn Finance "family".

Mike Dougherty
CHAIRMAN OF DIRECTORS



1. BENCHMARK INFORMATION

ASIC Regulatory Guide 69 "Debentures – Improving disclosures for retail investors" sets out eight benchmarks that debenture issuers need to address in a prospectus. The benchmarks are designed to assist investors to better understand the rewards and risks of investing with a debenture issuer. Debenture issuers are required to disclose if the benchmarks are satisfied and if not, then why not.

Commentary is set out below in regard to the eight benchmarks and the Company's performance in regard to them.

BENCHMARK 1 – EQUITY CAPITAL

All issuers should maintain a minimum equity ratio, calculated as equity/(total liabilities + equity), of 8% where only a minor part of its activity (e.g. as a proportion of notes on issue) is property development or lending funds directly or indirectly for property development.

The Company satisfies this benchmark. As at 30 September 2009, the equity ratio was 8.59% and the level of funds advanced directly or indirectly for property development represented less than 10% of total Notes on issue.

BENCHMARK 2 – LIQUIDITY

All issuers should have cash flow estimates for the next three months and ensure that at all times that they have on hand cash or cash equivalents sufficient to meet their projected needs over the next three months.

The Company satisfies this benchmark. The Company prepares three monthly and twelve monthly cash flow projections as part of its overall liquidity strategy. The Company has at all times on hand cash or cash equivalents sufficient to meet its projected cash needs over the next three months.

Incoming cash flows come largely from borrower repayments and these are estimated from the maturity profile of the Company's loan portfolio. Outgoing cash flows for maturing Notes are determined by the terms of the Notes and take into account historical experience on the redemption of Notes. During the three month period from July to September 2009, the rollover rate for Notes was 83%. Rollover rates for the years ended 30 June 2009 and 30 June 2008 were 92% and 88% respectively.

Westlawn models liquidity scenarios over a rolling 12 month timeframe including stress testing of rollover rates of Noteholders. The objective of this modelling is to determine the Company's

capacity for asset growth whilst meeting all repayment obligations over the next 12 months. The stress testing includes scenarios significantly more severe than any conditions that have prevailed since the establishment of the business more than 40 years ago.

The Company maintains a Standby Facility with the ANZ Bank of \$8m which to date has never been drawn down. This facility combined with the Company's cash and liquid reserves forms an integral part of the Company's liquidity strategy.

BENCHMARK 3 – ROLLOVERS

All issuers should clearly disclose their approach to rollovers, including whether the default is that Notes are automatically rolled over.

The Company satisfies this benchmark. On the maturity date, Noteholders may choose to have their Notes repaid or rolled over. The Company contacts all Noteholders by phone or letter at least 14 days prior to the end of the Note term, setting out options and seeking instructions.

If a Noteholder does not provide instructions by the maturity date, the Notes are automatically rolled over for the same term at the then prevailing interest rate for that term.

BENCHMARK 4 – CREDIT RATINGS

All issuers should have their Notes rated for credit risk, (i.e. the risk that the principal and interest will not be repaid at the end of a relevant period) by a recognised credit ratings agency.

The Company does not satisfy this benchmark. The Company has not sought a credit rating from a recognised credit rating agency. The Directors are of the view a credit rating is not appropriate for the following reasons:

- the Westlawn Group's long established time in business;
- equity ratio exceeding 8% as at 30 September 2009;
- the diverse nature of loan receivables by customer, security type and geographical location;
- the diverse number of investors;
- security & risk management policies for liquidity and credit management.

The Company is of the view that the costs of obtaining and maintaining a credit rating far outweigh the benefits.



*Grafton Business Services Staff:
Paul Trimble, Helen Chapman,
Stacey Turner, Robyn Cowan,
Steve Noakes, Sandra Blackadder,
Justin Inskip, David Ensbey, Greg Watkins
(Absent: Debbie Bultitude, Lisa Alford,
Sharon Fisher).*



1. BENCHMARK INFORMATION (CONTINUED)

BENCHMARK 5 – LOAN PORTFOLIO

Issuers who directly on-lend funds or indirectly on-lend funds through a related party should disclose the current nature of their (or the related party's) loan portfolio.

The Company satisfies this benchmark by disclosing the following details which are relevant to the loan book as at 30 September 2009. Loan funds are lent to a wide variety of business and consumer customers through a network of offices in northern New South Wales.

The Company has a policy of restricting total loan amounts owing by any one customer to no more than 10% of net assets. This limit may be exceeded in certain circumstances if the customer is deemed to be of good reputation and the credit risks are acceptable. The Company takes security for loans in accordance with its Lending Policy & Procedures Manual. A summary of the security types taken are listed below. Security is taken wherever possible. The Company has reduced credit risk by lending to a large number of customers in varying locations and industries.

NUMBER OF LOANS, CLASS OF ACTIVITY AND VALUE			
	Business	Consumer	Total
Loans by value	\$106,698,789	\$20,700,831	\$127,399,620
Loan portfolio by percentage	83.8%	16.2%	100%
Number of loans	1,742	2,492	4,234
Average loan balance	\$61,251	\$8,307	\$30,090

NUMBER & VALUE OF LOANS IN DEFAULT OR ARREARS			
Dollar value	Business	Consumer	Total
30 Days	1,765,992	463,628	2,229,620
60 Days	1,229,214	136,543	1,365,757
90 Days	5,496,608	960,282	6,456,890
TOTAL	8,491,814	1,560,453	10,052,267

Number	Business	Consumer	Total
30 Days	33	51	84
60 Days	13	16	29
90 Days	95	166	261
TOTAL	141	233	374

Percentages	Business	Consumer	Total
30 Days	1.72	2.24	1.80
60 Days	1.20	0.66	1.11
90 Days	5.34	4.64	5.23
TOTAL	8.26	7.54	8.14

AGGREGATE TOTAL OF THE LARGEST 10 LOANS			
	Business	Consumer	Total
Number of loans	10	-	10
Value	26,999,972	-	26,999,972

Macksville Staff: Fay Walters





1. BENCHMARK INFORMATION (CONTINUED)

NUMBER OF LOANS BY GEOGRAPHIC LOCATION		
	No.	\$m
NSW – Northern Region (Area North of Grafton)	1,863	55.61
Grafton Area	1,124	32.41
NSW – Southern Region (Area South of Grafton)	966	30.46
Queensland	228	6.98
Victoria	24	1.08
Western Australia	12	.69
Northern Territory	13	.11
South Australia	3	.03
Tasmania	1	.03
TOTAL	4,234	127.40

SECURITY PROFILE		
Type	No.	\$m
Plant, equipment & chattels	3,052	54.56
Registered first mortgages	158	44.17
Charges over shares & assets	27	11.46
Registered Second Mortgages	54	5.96
Other	303	3.24
TOTAL	3,594	119.39
Unsecured	640	8.01
TOTAL	640	8.01
GRAND TOTAL	4,234	127.40



*Grafton Corporate Services Staff:
Steve Gazzard, Melissa Gaddes,
Brian Smith, Julie Davis, Alanna McLaughlin,
Saminda Essex, Andrew Hayes,
Leanne Cameron, Mike Imeson.*



1. BENCHMARK INFORMATION (CONTINUED)

BENCHMARK 6 – RELATED PARTY TRANSACTIONS

Issuers who on-lend funds to Related Parties should disclose their approach to related party transactions.

1. FUNDS LENT TO RELATED PARTIES

The Company satisfies this benchmark. The Company makes loans to Related Parties in accordance with the terms and conditions set out in its Related Party Transaction Policy & Procedures Manual. Loans to Related Parties are subject to approval by:

- Westlawn Holdings Pty Ltd (as sole shareholder of the Company); or
- The Related Party Transaction Approval Committee, where the transaction is on arms length commercial terms.

All Related Parties

The total value and number of loans to Related Parties can be summarised as follows:-

AS AT	REF	30 SEPT 2009		30 JUNE 2009		30 JUNE 2008	
Loan to		No	\$Amount	No	\$Amount	No	\$Amount
Directors & Related Parties	(a)	23	3,182,151	26	3,685,456	23	2,287,575
Westlawn Financial Planning Pty Ltd	(b)	2	1,433,894	2	1,392,347	-	-
Westlawn Holdings & Subsidiary	(c)	3	7,022,913	3	8,016,925	3	7,350,167
Westlawn Holdings	(d)	1	584,238	1	466,773	1	256,034
Westlawn Holdings	(e)	1	982,692	-	-	-	-
TOTAL		30	13,205,888	32	13,561,501	27	9,893,775

(a) Directors and Related Parties

Loans to Directors & Related Parties are granted at rates of interest between 9.75% p.a and 11.25% p.a. Security is held for the majority of these loans and they are generally considered to be on commercial terms. Interest on these loans is raised monthly and paid at least annually.

(b) Westlawn Financial Planning Pty Ltd and Subsidiary

Loans to Westlawn Financial Planning Pty Ltd and Westlawn Financial Planning Coffs Harbour Pty Ltd are granted at rates of interest being the Company's cost of funds plus a margin of 2.0% p.a. [7.84% p.a. as at 30 September 2009]. Interest on these loans is raised monthly and paid at least annually. The Company has fixed & floating charge over Westlawn Financial Planning Pty Ltd and its subsidiary supported by a guarantee from Westlawn Holdings to secure this loan. These loans are considered to be on commercial terms.

(c) Westlawn Holdings and Subsidiary

Loans to Westlawn Holdings & Westlawn Properties Pty Ltd for three property development projects in South East Queensland are granted at rates of interest being the Company's cost of funds plus a margin of 3.5% p.a. [9.34% p.a. as at 30 September 2009]. Interest on these loans is raised monthly and paid at least annually. Security is held via specific liens over the shares & units owned by Westlawn Holdings & Westlawn Properties Pty Ltd in each project.

Grafton Finance Staff: Cheryl Ethell, Adam Sanders, Tracey Knox, Donna Scott, Sarah Dougherty, Stewart Purser, Latasha Burchell, Melinda Martin, Helen Commerford, Jacob Andrews (Absent: Kate Scurrah, Sue Albert).





1. BENCHMARK INFORMATION (CONTINUED)

(d) Westlawn Holdings

A loan to Westlawn Holdings for an information technology project is granted at a rate of interest being the Company's cost of funds plus a margin of 3.5% p.a. (9.34% p.a. as at 30 September 2009). Interest on this loan is raised monthly and paid at least annually. The Company has a registered first mortgage over a commercial property to secure the loan plus a charge over the shares that Westlawn Holdings holds in the information technology partner. This loan is considered to be on commercial terms.

(e) Westlawn Holdings

A loan to Westlawn Holdings is granted at a rate of interest of 11.5% p.a. Interest on this loan is raised monthly and paid at least annually. This loan is unsecured as at 30 November 2009 pending refinancing of the Westlawn Holdings loan with the ANZ Bank.

2. FUNDS INVESTED BY RELATED PARTIES

Directors and Related Parties Notes

In addition Directors and Related Parties Notes invested with the Company are as follows:-

AS AT	30 SEPT 2009	30 JUNE 2009	30 JUNE 2008
TOTAL	\$7,461,448	\$6,030,704	\$5,750,741

BENCHMARK 7 - VALUATIONS

Where an issuer is involved in or (directly or indirectly) lends money for property-related activities, they should disclose their approach to valuations.

The Company satisfies this benchmark.

The Company has an approved list of panel valuers who provide valuations and this list has been approved by the Trustee. Panel valuers are independent and have no interest in the subject property or any relationship with the borrower. No one valuer conducts more than one third of the total number of valuations obtained.

The Company makes loans for property related activities in accordance with the terms and conditions as set out in its Credit Policy & Procedures Manual and Related Party Transaction Policy & Procedures Manual.

Real property assets which are taken as security for loans are valued on an "as is" basis and for development property on an "as if complete" basis. Valuations on an "as is" basis mean the property is valued as it currently exists with regard to current market conditions. Valuations on an "as if complete" basis means the property is valued as if the proposed development has been completed with regard to current market conditions.

Internal or external valuations are required for any new loans where property is taken as security and these valuations are generally updated every two years. Valuations cannot be more than one year old when a new loan is made.

BENCHMARK 8 – LENDING PRINCIPLES – LOAN TO VALUATION RATIOS

Where an issuer (directly or indirectly) on lends money in relation to property-related activities, it should maintain the following loan-to-valuation ratios..

- a) where the loan relates to property development – 70 % on the basis of the latest "as if complete" valuation
- b) in all other cases – 80 % on the basis of the latest market valuation.

The Company does not satisfy this benchmark. The Company's lending activities include property related loans which are predominately funded within the above disclosed lending ratios and in accordance with its Lending Policy & Procedures Manual. However, a higher loan to valuation ratio may exist for certain borrowers where that particular customer is considered of good character supported by financial strength of additional asset backing and holds a proven repayment record.

The Company does not satisfy this benchmark given the occasional concession in loan to valuation ratios which are only provided to strongly qualified applicants who are deemed as being a low level credit risk.

Grafton Insurance Staff: Tammy Power, Chris Dougherty, Nikki Mackie, Peter Johnston, Anne Goodwin, Scott Goodwin, Mandy McLeod, Brennan Farrell, Nadine Greenhalgh, Barry Wormald and Clare Myson



2. DIRECTORS' PROFILES

MICHAEL JAMES DOUGHERTY

Chairman

Michael Dougherty has been actively involved with the Westlawn Group since 1972 bringing a depth of experience in the finance and lending industry together with an excellent knowledge of the requirements of businesses operating in northern NSW. He has been directly involved with the operation, development and expansion of the finance, financial planning and insurance broking divisions.

He holds a current Australian financial services licence, is a director of the NSW Financiers Association and previously held senior executive positions with Australian Business Chamber (Northern Rivers) and Port of Yamba Advisory Committee.



GEOFFREY DEAN SCOFIELD

Director

Geoff Scofield joined the Company in 1994 as the inaugural manager of the Casino office, the first to be established outside Grafton. He continued in that position until December 2005 when he assumed the newly established role of Regional Manager for the Northern area. In December 2007, he was appointed General Manager – Finance and in July 2008 became a director of the Company. Geoff has been involved in the finance industry since 1982 and brings to the Board an extensive background in banking, credit provision/analysis, business development and senior management.

He is currently a Director of the Casino Returned Servicemens Memorial Club, President of the Casino Racing Club and a committee member of the Northern Rivers Racing Association. He is also a Justice of the Peace.



MARK CHARLES DOUGHERTY

Director

Mark Dougherty joined the Westlawn Group in 1996. He holds a Bachelor of Business in accounting and administration. Prior to joining Westlawn Finance he gained extensive experience in the areas of accounting and finance and previously held positions with AGC Limited and Big River Timbers Pty Ltd.

He has been involved with several community based organisations and currently holds the position of Chairman of St Mary's Parish Finance Council.



GEOFFREY RICHARD HODGKINSON

Non-Executive Director

Geoff Hodgkinson was appointed a director in 2001 and holds a Bachelor of Economics and is a fellow of CPA Australia and the Australian Institute of Company Directors. He brings to Westlawn Finance a wealth of experience in the banking and finance industry both in Australia and overseas.

He held the position of Assistant Governor (Services) at the Reserve Bank of Australia and most recently was employed as the Managing Director – Banking at NM Rothschild & Sons (Australia) Limited.



JAMES WILLIAM DOUGHERTY

Director

Jim Dougherty joined the Westlawn Group in 1993 following extensive experience gained in the spheres of public accounting and real estate where he managed the Grafton L J Hooker Real Estate franchise for ten years. He is a Chartered Accountant, holds a Bachelor of Economics, a Diploma of Financial Management and is the managing director of the parent company, Westlawn Holdings Pty Ltd.

He is also the Chairman of the Board of Directors of the Westlawn Property Trust.



*Grafton Financial Planning Staff:
Sarah Templeton, Steve Clark, Liz Maroney,
Rachael Whyte (Absent: Daniel Reeves).*



3. KEY FEATURES OF THE INVESTMENT

3.1 WHAT ARE WESTLAWN FINANCE NOTES?

The Notes are an unsecured security which pay interest in arrears on the principal amount.

The Notes are issued on an at call basis or for terms ranging from 3 months to 5 years.

3.2 HOW IS INTEREST CALCULATED ON THE NOTES?

Interest is calculated on a daily basis from the date of receipt of the Application Form by Westlawn Finance.

The interest rate payable on the Notes may vary during the term of this Prospectus. The current interest rates are specified on the Application Form. Once an Application for Notes is accepted, the interest rate specified on the Application Form will apply for the term of the Note.

3.3 WHEN IS INTEREST PAID ON THE NOTES?

The time for payment of interest depends on the type of Note issued. Notes issued on an at call basis will have interest paid on 31 May and 30 November each year and on redemption. For Notes which are issued for a fixed term, interest will be paid according to the terms of the Application Form. In cases where Noteholders have requested that the quarterly interest payments be reinvested rather than paid to them by cheque or credited to their bank account, each interest payment will be compounded quarterly until maturity and paid to them at that time together with the original principal amount. These Noteholders have the right to withdraw all or part of their accrued interest at any time during the term of the Note.

3.4 HOW ARE THE NOTES REDEEMED?

Notes issued on an at call basis may be redeemed at any time by Westlawn Finance or the Noteholder.

For Notes issued for a fixed term, the Noteholder must inform the Company prior to the maturity date that they wish to redeem the Notes. If no instructions are received by Westlawn Finance, it will reinvest the maturing funds in new Notes for the same term as the original investment and at the prevailing interest rate then offered by Westlawn Finance on Notes for a similar term.

3.5 CAN THE NOTES BE REDEEMED PRIOR TO THE MATURITY DATE?

Westlawn Finance will consider the early redemption of Notes issued for a fixed term under the following circumstances:

- in the event of written requests from Noteholders faced with unforeseen or exceptional circumstances of hardship for repayment of their Notes prior to maturity. Agreement will depend upon the circumstances involved and will be at the sole discretion of Westlawn Finance. A reduced interest rate reflecting the shorter term will apply to the amount to be repaid;
- in the event of the death of a sole Noteholder, Westlawn Finance (subject to legislative requirements) will repay to the deceased's estate the whole or any part of the Notes.

As a condition of the issue of Notes, the Company reserves the right on 30 days notice to a Noteholder (or such shorter period as the Trustee may approve) to redeem any Notes either with or without payment of a premium (including additional interest). Upon giving a Noteholder written notice, the Company may redeem the Notes. The Company expressly reserves this right to redeem Notes as a condition of the issue of Notes under this Prospectus.

3.6 ARE THE NOTES TRANSFERABLE?

Although there is no secondary market for the Notes, Noteholders may transfer their Notes to another person by executing an appropriate transfer form.

3.7 IS BROKERAGE OR STAMP DUTY PAYABLE?

No brokerage or stamp duty is payable on the issue of the Notes.



Murwillumbah Staff: Michael Grisedale, Fiona Henderson, John Norris, Nicole Campbell, Andrew Thacker, Jackie Crooks



4. DETAILS OF THE ISSUE

4.1 THE ISSUE

This Prospectus has been prepared to allow the Company to issue Notes pursuant to the Trust Deed between Westlawn Finance and the Trustee. The issue price for each Note is \$1.00.

4.2 BORROWING LIMITATIONS

The Directors will ensure that the Company's total consolidated liabilities do not exceed shareholders funds multiplied by 15.

Based on the net asset position of \$13,362,498 as at 30 June 2009, total liabilities would not exceed \$200,437,470.

4.3 PURPOSE OF THE ISSUE

Proceeds raised from the issue of the Notes will be used to fund the operations of Westlawn Finance, in particular the funding of the Company's lending portfolio.

4.4 INTEREST RATES AND TERMS

The interest rates and terms offered on the Notes may vary during the term of this Prospectus.

The current interest rates and terms applicable are set out in the Application Form most recently lodged with ASIC. In addition, the current interest rates and terms are available by calling Westlawn Finance on 1300 656 422, by contacting any Westlawn Finance office or by viewing the Company's website, www.westlawn.com.au.

You may have rights to a refund of your application money if your Application is completed on an out-of-date Application Form.

4.5 PRIORITY OF NOTES

The Notes are not secured by any charge over any assets of Westlawn Finance and as to both principal and interest rank for payment, in the event of the winding up of Westlawn Finance, equally with all other unsecured creditors and obligations of the Company.

4.6 TAXATION

Taxation may affect a Noteholder's returns. See Section 6.8 on changes to taxation laws for further details.

Please note that information included in this section does not constitute taxation advice to individual investors. The information herein is believed to be correct as at the time of writing this Prospectus. Taxation laws are subject to change, and such changes may materially affect your tax position with respect to an investment in Notes. You should seek qualified, independent financial and taxation advice before deciding to invest.

Noteholders will be entitled to receive both principal and interest in relation to the Notes. The receipt of interest by resident holders of the Notes should be taxable while the principal amount received should not be assessable.

There is a requirement on Westlawn Finance under the Income Tax Assessment Act 1936 (Cth) to withhold an amount on account of tax at the highest marginal rate of tax (currently 46.5%) from payments of income on the Notes in some circumstances. This requirement does not apply if the Noteholder has quoted or is taken to have quoted, to Westlawn Finance, an Australian Tax File Number, or (if applicable) an Australian Business Number (ABN).

Alternatively, to the extent that the Notes are held by non-residents of Australia not carrying on business in Australia, or residents of Australia carrying on business outside Australia at the time the interest is paid, the interest will generally be subject to withholding tax.

4.7 APPLICATION FOR NOTES

To apply for Notes, you must complete an Application Form. Members of the public can only make application on the current Public Application Form. Those Noteholders who are included in the Founders Group and Employees should make application on the current Founders Group and Employees Application Form.

Applications for fixed term Notes must be for a minimum of \$100.00. Applications for at call Notes must be for a minimum of \$20.00.

By lodging an Application Form, the applicant acknowledges that they have received and read this Prospectus.

4.8 PAYMENT FOR NOTES

The issue price of \$1.00 per Note is payable in full on Application.

All payments are to be made in Australian currency by way of cash, cheque or electronic transfer. Cheques should be made payable to Westlawn Finance Limited and crossed 'not negotiable'.

Tenterfield Staff: Fran Philip, Peter Zeller, Kaela Kelly, Cheryl Lamprell, Robyn Bell





4. DETAILS OF THE ISSUE (CONTINUED)

4.9 WHERE TO SEND YOUR COMPLETED APPLICATION FORM

Completed Application Forms and accompanying cheques may be mailed to:

Westlawn Finance Limited
PO Box 78
Grafton NSW 2460

or delivered to:

Westlawn Finance Limited
22 Queen Street
Grafton NSW 2460

or any Westlawn Finance office, contact details of which are listed on the back cover of this Prospectus.

4.10 ACCEPTANCE OF APPLICATIONS

Westlawn Finance has the sole discretion to issue Notes in accordance with an Application, to decline any Application, or to issue a lesser number of Notes than those for which the Application has been made.

To the extent that Applications are unsuccessful, the application money will be returned to applicants without interest within 15 days following the receipt of the Application.

4.11 NOTE CERTIFICATE

Noteholders will be sent a certificate for the Notes registered in the name of the Noteholder within 21 days of the issue of the Notes.

4.12 ELECTRONIC PROSPECTUS

This Prospectus is available in electronic form at the Company's website, www.westlawn.com.au. Any person receiving this Prospectus electronically will, on request, be sent a paper copy of the Prospectus and Application Form by Westlawn Finance free of charge during the period of the offer. Applications must be made by completing a paper copy of the Application Form. Westlawn Finance will not accept Application Forms electronically.

The Application Form must be accompanied by a complete and unaltered copy of the Prospectus. The Application Form included with the Prospectus contains a declaration that the Noteholder has personally received a complete and unaltered Prospectus prior to completing the Application Form.

Westlawn Finance will not accept a completed Application Form if it has reason to believe that the applicant has not received a complete paper copy or electronic copy of the Prospectus or if it has reason to believe the Application Form or electronic copy of the Prospectus has been altered or tampered with in any way.

While Westlawn Finance believes that it is extremely unlikely that during the period of the offer the electronic version of the Prospectus will be tampered with or altered in any way, Westlawn Finance cannot give any absolute assurance that this will not occur. Any Noteholder in doubt concerning the validity or integrity of an electronic copy of the Prospectus should immediately request a paper copy of the Prospectus direct from Westlawn Finance.

4.13 CONTINUOUS DISCLOSURE

The Company will continue to meet its continuous disclosure obligations by the lodgement of relevant notices with ASIC as required under the Corporations Act.

The Company also intends to publish these notices on its website, www.westlawn.com.au, in accordance with the good practice guidance in ASIC Regulatory Guide 198: Unlisted disclosing entities: Continuous disclosure obligations.

4.14 WHOLESALE INVESTORS

The Company reserves the right to negotiate the interest rate in respect to the issue of unsecured notes to wholesale investors.

*Casino Staff:
Paul Stanford,
Anna Supple,
Ian Wotherspoon,
Faye Simpkins,
Bob Lane,
Kylie Cormick*





5. COMPANY PROFILE

5.1 HISTORY

The Company had its origins in a firm named Westlawn Investment Company, which commenced operations in Grafton in 1964 on a small scale financing motor vehicles, sewing machines and electrical goods. In 1972, a partnership was formed and began to actively operate in the finance area whilst also diversifying its operations into the property sector by the acquisition and development of commercial real estate. Westlawn Investment Company Pty Limited was formed in July 1977 and converted to public status in April 1991. In 1999 the name was changed to Westlawn Finance Limited and then to Westlawn Holdings Limited in June 2001.

A new company known as Westlawn Finance Limited was incorporated on 8 May 2001 and converted to public status on 14 June 2001. This Company and its subsidiaries operate the finance and insurance broking businesses.

The Company has a proud history of assisting in the prosperity and growth of businesses and communities in northern New South Wales due to its knowledge of the people and the area.

5.2 CURRENT OPERATIONS

The Company operates the finance business and is a borrowing corporation under the Corporations Act. The Company reports quarterly to the Trustee and ASIC in accordance with section 283BF of the Corporations Act.

The Company also operates an insurance broking business, through its wholly owned subsidiaries, Westlawn Insurance Brokers Pty Ltd which is licensed by ASIC and holds an Australian financial services licence under the provisions of the Corporations Act, and Westlawn Insurance Brokers (Coffs) Pty Ltd.

The Company and its subsidiaries through its staff of over 80 possess the skills and knowledge to provide a variety of lending, investment and insurance solutions to a wide range of customers. Our aim is to be flexible and innovative while providing a high standard of customer service.

Operations are conducted in the northern New South Wales area via a branch network encompassing Grafton, Coffs Harbour, Yamba, Casino, Kyogle, Ballina, Lismore, Inverell, Tenterfield, Murwillumbah and Macksville offering a range of finance and insurance services to both business and consumers.

The range of finance products and services provided by the Company includes investments, finance leasing, plant & equipment finance, business loans, commercial and residential mortgage finance (including home loans), motor vehicle dealer finance, insurance premium funding, personal loans and deposit bonds. Funding for lending is sourced internally by the raising of funds by the Company through the issue of Notes via this Prospectus or using facilities that are in place with a number of external providers.

Lending guidelines as set out in the Company's Credit Policies and Procedures Manual ensure that defined criteria are applied in assessing loan proposals. The Board reviews the loan portfolio regularly against established criteria including the risk of over-exposure in certain loan types, geographic location and industry groupings. The Board directly approves loans over certain limits and a policy is in place with regard to staff loan approvals.

Westlawn Finance holds memberships of the following organisations:-

- Australian Finance Conference (AFC);
- Australian Equipment Lessors Association (AELA);
- Financiers Association of Australia Limited;
- Australian Finance Group (AFG);
- Mortgage Finance Association of Australia (MFAA); and
- Credit Ombudsman Service Limited.

Insurance broking services include insurance on home and contents, motor vehicles, boats, caravans, business, rural, public liability, professional indemnity, personal risk insurance, green slips, earthmoving, heavy haulage and buses.

The insurance division has access to the majority of the leading insurance companies and is a member of:-

- National Insurance Brokers Association of Australia (NIBA);
- Steadfast Group Limited;
- Insurance Brokers Disputes Limited.

Yamba Staff: Amy Imeson, Anne Commerford, Lisa Plummer, Anne Goodwin





6. INVESTMENT RISKS

6.1 GENERAL

Potential Noteholders should be aware that an investment in the Notes carries particular risks, a number of which are outside the control of the Company. The following issues should be taken into account when evaluating an investment in the Notes.

6.2 NOTES ARE UNSECURED

In the unlikely event that the Company is wound up, Noteholders rank for payment equally with all other unsecured creditors of the Company but ahead of shareholders. If there are insufficient funds on the winding up to pay all unsecured creditors, Noteholders will not be returned their full investment and all interest due but unpaid.

6.3 CREDIT RISK

This is the risk that a borrower fails to repay outstanding principal and interest owing or that the security (if any) provided by a borrower, if required to be realised, is insufficient to repay outstanding principal and interest payments owing to the Company.

For further information on the Company's exposure to credit risk, including disclosures on loan numbers, loan arrears, geographic location and security taken, refer to Section 1, Benchmark 5.

6.4 LIQUIDITY RISK

The market for the Notes is illiquid as there is no secondary market. In addition, for Notes issued for a fixed term, Westlawn Finance is not required to redeem the Notes prior to the maturity date, although the Company will consider early redemption in special circumstances as set out in Section 3.5.

For further information on how the Company manages its liquidity risk, refer to Section 1, Benchmark 2.

6.5 INTEREST RATE RISK

This is the risk due to any mismatch between the interest rate on borrowings to that of lending.

Westlawn Finance manages interest rate risk by using a combination of fixed and variable interest rate lending and borrowing.

The Company maintains an interest rate lending margin over and above its cost of funds which provides a buffer for upward movements in interest rates.

6.6 MANAGEMENT OF RISKS BY THE COMPANY

Westlawn Finance actively manages its businesses with a view to balancing income returns with capital security. This is achieved by a number of business practices including:

- employing experienced and professional personnel who have knowledge of the people, products and the markets in which they operate;
- reviewing loan accounts on an ongoing basis and an internal audit system is in place;
- providing appropriate doubtful debts provisions;
- reviewing deemed high risks including all loan accounts exceeding \$300,000 and industry exposures regularly by the Board; and
- maintaining a clearly understood long term vision for the Company.

6.7 GENERAL ECONOMIC CONDITIONS

The Company may be adversely affected by any deterioration in the general economic conditions in the local, state, national and international economy.

In particular, the movement of interest rates will impact on the Company's finance business. Upward movements of interest rates may affect the ability of the Company's customers to service their finance arrangements where the rates on their loan agreements are variable and hence loan defaults may rise. Downward movements in interest rates have a positive effect on the Company's customers ability to meet loan repayments where variable interest rates apply. The Company actively manages its loan portfolio to ensure existing and forecast commitments to Noteholders are met.

6.8 LEGISLATION AND OTHER REGULATORY STANDARDS

Any variation in legislation and government policy may affect the Company and the business environment in which it operates.

There may be change to taxation laws, policy or practice that adversely affects the withholding position that applies to the Notes, or the tax position of Westlawn Finance. Changes to withholding tax in respect of the Notes may result in a decrease in interest on the Notes.



Lismore Staff: Simon Keir, Bevan Gay, Kevin Mison, Emma Darragh, Bill Allison



7. FINANCIAL INFORMATION

7.1 INTRODUCTION

This financial information should be read in conjunction with the investment risks in Section 6, and other information contained in the Prospectus. This information has been extracted from the Company's audited financial statements in respect of the year ended 30 June 2009 as lodged with ASIC. A full copy of the Company's audited financial statements are incorporated by reference in this Prospectus under section 712 of the Corporations Act. The financial statements will primarily be of interest to Noteholders and their advisers and a copy is available free of charge on request.

Financial information provided in this section is in respect of the year ended 30 June 2009. Comparative information is in respect of the previous financial year ended 30 June 2008.

7.2 INCOME STATEMENT

Set out below is a summary of the Company's consolidated income statement for the year ended 30 June 2009 and the corresponding prior year ended 30 June 2008.

\$		
Year ended	30 June 2009	30 June 2008
Interest revenue	15,736,453	15,473,526
Other operating revenue	4,153,285	4,586,023
Total revenue	19,889,738	20,059,549
Interest expense	(10,420,430)	(9,580,386)
Depreciation and amortisation expense	(545,752)	(471,309)
Employee benefits expense	(4,893,492)	(4,420,189)
Other expenses	(4,694,500)	(4,460,359)
Total expenses	(20,554,174)	(18,932,243)
(Loss)/profit before income tax	(664,436)	1,127,306
Income tax credit/(expense)	41,135	(329,569)
(Loss)/profit after income tax	(623,301)	797,737
Loss attributable to minority equity interest	6,835	-
(Loss)/profit attributable to members of the parent entity	(616,466)	797,737

Ballina Staff: Robert Buttenshaw, Annette Enright, Mick Wilson, Julie Troughton, Bill Wilson





7. FINANCIAL INFORMATION (CONTINUED)

7.3 BALANCE SHEET

Set out below is a summary of the Company's consolidated balance sheet as at 30 June 2009 and the corresponding prior year as at 30 June 2008.

\$ As at	30 June 2009	30 June 2008
Assets		
Cash and cash equivalents	25,424,337	10,538,802
Financial assets	775,336	1,106,898
Trade and other receivables	577,381	526,020
Current tax assets	199,759	425,543
Loans and advances	126,675,824	138,149,482
Property, plant & equipment	4,439,042	4,671,533
Deferred tax assets	1,649,097	1,603,232
Intangible assets	2,929,693	3,447,839
Total assets	162,670,469	160,469,349
Liabilities		
Trade and other payables	2,466,342	4,066,696
Interest bearing liabilities	145,990,222	142,357,232
Deferred tax liabilities	114,646	215,593
Provisions	736,761	711,390
Total liabilities	149,307,971	147,350,911
Net assets	13,362,498	13,118,438
Equity		
Issued capital	11,144,643	10,094,643
Reserves	317,095	317,095
Retained earnings	1,854,690	2,706,700
Total parent entity interest	13,316,428	13,118,438
Minority equity interest	46,070	-
Total equity	13,362,498	13,118,438

Contingent liabilities

The Company has incurred, in the normal course of business, contingent liabilities for guarantees totalling \$1,780,153 as at 30 June 2009. Included in this amount are guarantees provided on behalf of the Company or Related Parties totalling \$551,264.



*Coffs Harbour Staff:
Sheree Simpson,
Chris Kirkaldy,
Gurk Singh,
Brad Russell,
David Blandford,
Helen Jones*



7. FINANCIAL INFORMATION (CONTINUED)

7.4 STATEMENT OF CHANGES IN EQUITY

Set out below is a summary of the Company's consolidated statement of changes in equity for the year ended 30 June 2009 and the corresponding prior year ended 30 June 2008.

	\$	\$	\$	\$	\$
	Share Capital	Asset Revaluation Reserve	Retained Earnings	Minority Equity Interests	Total
Balance at 1 July 2007	10,094,643	317,095	2,408,963	-	12,820,701
Profit attributable to members of the parent entity	-	-	797,737	-	797,737
Sub-total	10,094,643	317,095	3,206,700	-	13,618,438
Dividends provided for or paid	-	-	(500,000)	-	(500,000)
Balance at 30 June 2008	10,094,643	317,095	2,706,700	-	13,118,438
Balance at 1 July 2008	10,094,643	317,095	2,706,700	-	13,118,438
Shares issued during the year	1,050,000	-	-	52,905	1,102,905
Loss attributable to members of the parent entity	-	-	(616,466)	-	(616,466)
Loss attributable to minority shareholders	-	-	-	(6,835)	(6,835)
Revaluation decrement	-	-	(235,544)	-	(235,544)
Sub-total	11,144,643	317,095	1,854,690	46,070	13,362,498
Dividends provided for or paid	-	-	-	-	-
Balance at 30 June 2009	11,144,643	317,095	1,854,690	46,070	13,362,498

*Coffs Harbour Insurance Staff:
Charles La Coste, Simon Thomas,
Les Gentle, Lynn Reeves*





7. FINANCIAL INFORMATION (CONTINUED)

7.5 MATURITY ANALYSIS

The maturity profile as at 30 June 2009 of certain assets and liabilities is based on contractual terms and may be analysed as follows: -

Consolidated	At call \$	0 to 3 months \$	3 to 12 months \$	1 to 5 years \$	Over 5 years \$	Not specified \$	Total \$
Assets							
Cash & cash equivalents	25,424,337	-	-	-	-	-	25,424,337
Financial assets	-	-	-	-	-	775,336	775,336
Trade & other debtors	-	777,140	-	-	-	-	777,140
Loans and advances	-	19,668,297	45,273,703	59,086,016	1,122,525	3,367,435	128,517,976
	25,424,337	20,445,437	45,273,703	59,086,016	1,122,525	4,142,771	155,494,789
Liabilities							
Trade creditors & other accruals	-	2,466,342	-	-	-	-	2,466,342
Unsecured notes	18,114,332	35,805,051	67,466,667	24,603,171	1,001	-	145,990,222
	18,114,332	38,271,393	67,466,667	24,603,171	1,001	-	148,456,564

Funds are lent to a well diversified range of customers and there is no exposure to a single borrower or economic industry that represents more than 10% of total assets as at balance date.

Funds are raised from a wide range of customers predominately based in the Clarence Valley region of northern New South Wales in the form of Notes. Similarly, there are no material concentrations in these categories and there is no single Noteholder that represents more than 10% of total liabilities as at balance date.

Included in the above assets are amounts receivable from Related Parties as follows: -

	At call \$	0 to 3 months \$	3 to 12 months \$	1 to 5 years \$	Over 5 years \$	Not specified \$	Total \$
Loans and advances							
Ultimate parent entity ¹	-	-	2,227,315	3,534,576	-	-	5,761,891
Subsidiaries of the Ultimate parent entity	-	-	2,721,807	1,392,347	-	-	4,114,154
Directors & related parties	-	329,867	1,069,791	2,285,800	-	-	3,685,458
	-	329,867	6,018,913	7,212,723	-	-	13,561,503

Note 1 - Westlawn Holdings Pty Ltd is the ultimate parent entity in the wholly-owned group.

Included in the above liabilities are amounts payable to related parties as follows: -

	At call \$	0 to 3 months \$	3 to 12 months \$	1 to 5 years \$	Over 5 years \$	Not specified \$	Total \$
Unsecured notes							
Directors & related parties	3,423,465	-	2,585,615	21,624	-	-	6,030,704
Subsidiaries of the Ultimate parent entity	-	-	-	-	-	-	-
	3,423,465	-	2,585,615	21,624	-	-	6,030,704



8. SIGNIFICANT DOCUMENTS

8.1 MATERIAL DOCUMENTS

The Board considers that certain agreements relating to the Company are significant to the Offer, the operations of the Company or may be relevant to investors. A description of material documents is set out below.

Copies of the following documents are available for inspection during normal office hours at the registered office of the Company for 13 months after the date of this Prospectus:

- Constitution of the Company
- Trust Deed
- Consents to the issue of this Prospectus.

A copy of the Constitution and the Trust Deed will be provided free of charge on request during the period for which Notes are offered under this Prospectus. Investors should read the documents in their entirety to satisfy themselves as to the terms.

8.2 TRUST DEED

GENERAL

The Trust Deed governs the terms and conditions on which the Notes are created and issued. The Notes rank for payment in the event of the winding up of the Company equally with all other unsecured creditors of the Company. If any debenture notes are issued by the Company, they will have priority given by the registration of a charge.

Each Note has a principal value of \$1.00 and bears interest as advised by the Company calculated on the principal amount which is payable as advised by the Company. The Notes are transferable.

The Notes are to be issued upon and subject to the Trust Deed, the Note conditions and the terms set out in the Prospectus.

REDEMPTION AND PAYMENT

On the maturity date, the Company must repay the principal amount of the Notes due for redemption. If payment is overdue, then the Company will pay a default rate of 1% above the rate applicable to the Notes.

Unless the Prospectus or the Application Form provides for the frequency of payment of interest by the Company, interest is payable on redemption of the Notes.

The Application Form will also allow Noteholders to choose how frequently interest will be received.

The maturity date of the Notes is the earlier of the maturity date as advised by the Company at the time of issue of the Notes or the date on which an order is made or an effective resolution is passed for the winding up of the Company. On the maturity date the Company is obliged to repay the principal amount of the Notes. The Company may, at its discretion, repay the principal amount of any Notes together with all interest on 30 days notice.

The Company can redeem the Notes on the request of the Noteholder, at the discretion of the Company. If the Noteholder fails to request a redemption prior to the date of maturity, the Notes will be re-issued for an equivalent period at the prevailing interest rate for principal monies of that amount.

All Notes redeemed by the Company may be cancelled at the discretion of the Company.

Any interest, principal or other monies payable on or in respect of any Notes may be paid by cheque or by direct deposit to a nominated bank account.

Where a Note term matures on a weekend or public holiday, it is automatically extended to the next business day.

*Inverell Staff:
Angela Luxford, Peter Zeller*





8. SIGNIFICANT DOCUMENTS (CONTINUED)

OBLIGATIONS OF TRUSTEE AND COMPANY

Under the Trust Deed, the Company covenants with the Trustee that it will observe certain general covenants, do certain things and comply with all obligations under the Trust Deed and the Corporations Act.

The Company pays to the Trustee an annual fee payable in arrears by quarterly payments. The Company pays to the Trustee additional fees for further services at an hourly rate.

The Trustee or the Company may at any time convene a meeting of the Noteholders.

A meeting of the Noteholders has the following powers exercisable by special resolution only, namely the:

- power to sanction any compromise or arrangement proposed to be made between the Company and the Noteholders;
- power to approve any modification of the provisions of the Trust Deed;
- power to approve anything which is required to be given by special resolution;
- power to waive any breach or default by the Company under the Trust Deed;
- power to sanction the postponement or acceleration of the repayment of any Notes or any other term of the Notes; and
- power to give any release in respect of anything done or omitted by the Trustee and to remove the Trustee.

Other provisions applicable are reasonably similar to the procedures for convening and holding a general meeting of a company.

The Trustee may at its discretion institute such proceedings against the Company as it may think fit to enforce any obligation, condition or provision binding on the Company under the Trust Deed.

DEFAULT

The Company is in default and all principal and interest monies become immediately due and repayable if:

- the Company fails to make payment of principal and/or interest in respect of the Notes and such failure continues for a period of 3 months;
- where orders are made or a resolution is passed for the winding up, dissolution, administration of the Company or the Company enters into any arrangement, compromise or composition with or assignment for the benefit of any creditors of the Company;
- a receiver, receiver and manager, administrative receiver or similar officer is appointed; or
- the Company stops payment of its debts generally.



Kyogle Staff: Janelle Stuart, Sharon Auckram, Janelle Manning, Jo Cuneen



9. ADDITIONAL INFORMATION

9.1 CONSENTS

The Trustee has given and not withdrawn its written consent to be named as the Trustee in this Prospectus. The Trustee has not authorised or caused the issue of this Prospectus. Neither the Trustee nor any member of the Trust Company group makes any representations as to the truth or accuracy of the contents of this Prospectus other than the parts which refer directly to the Trustee. The Trustee does not make any representation regarding or accepting any responsibility for any statements or omissions in or from any other parts of this Prospectus. Other than the parts of this Prospectus which refer directly to the Trustee or which refer to the provisions of the trust deed, the Trustee has relied upon the Company for the accuracy of the content of this Prospectus. Neither the Trustee nor any member of the Trust Company Group makes any representations as to the performance of the issue, the maintenance of capital or any particular rate of return.

McCullough Robertson Lawyers has given its written consent to being named in this Prospectus as Lawyers to the Company in the form and context in which it is named and has not withdrawn that consent prior to lodgement of this Prospectus with ASIC.

WHK Rutherfords has given its written consent to being named in this Prospectus as Auditor in the form and context in which it is named and has not withdrawn that consent prior to lodgement of this Prospectus with ASIC.

Other than as specifically provided above, none of the persons named in this section:

- make or purport to make any statement in this Prospectus; or
- are responsible for any statement in this Prospectus; or
- have authorised or caused the issue of this Prospectus.

9.2 INTERESTS AND FEES OF EXPERTS AND OTHER PERSONS INVOLVED IN THE PROSPECTUS

Other than as set out below or otherwise disclosed in this Prospectus no person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus or a promoter of the Offer has:

- had any interest at any time during the past two years in the formation or promotion of the Company or in the transactions entered into by the Company; and
- been paid or agreed to be paid, or received or agreed to receive any benefit for services provided in connection with the formation or promotion of the Company.

McCullough Robertson Lawyers has performed certain work in relation to the Prospectus. An amount of approximately \$3,000 (excl. GST) has been paid or agreed to be paid in respect of these services.

9.3 DISCLOSURE OF INTERESTS

- Entities associated with M J Dougherty, J W Dougherty and M C Dougherty own all of the shares in Westlawn Holdings which owns Westlawn Finance.
- Directors emoluments for the year from 1 July 2008 to 30 June 2009 totalled \$611,226.
- The Company has provided loans to Related Parties, details of which are set out in Section 1 Benchmark 6.

9.4 REMUNERATION OF THE TRUSTEE

The Trustee receives remuneration and is reimbursed for expenses in accordance with the terms of the Trust Deed (refer Section 8). Remuneration of \$8,773 (incl. GST) covering the year to 30 June 2009 has been paid to the Trustee. (Trust Company Fiduciary Services Limited was appointed as the new trustee of the Trust Deed effective 19 March 2009 and as such this remuneration reflects the quarter ended 30 June 2009 only). The Trustee has no other interest in the promotion of the Company and no amounts, whether in cash, shares or otherwise, have been paid or agreed to be paid to the Trustee to induce it to act in that or another capacity, or for other services rendered by it in connection with the Company.

9.5 COMMISSION

The Company may pay commission to Australian Financial Services Licensee in respect of Applications where the Application Form bears the licensee's stamp.

9.6 ISSUE EXPENSES

The total estimated expenses of the Issue (excl. GST) comprise:-

Legal Fees	\$3,000
Printing	\$14,032
ASIC	\$2,010
TOTAL	\$19,042

9.7 PRIVACY

Upon applying for Notes in the Company, applicants will be required to provide personal information such as name, address, telephone/fax numbers, tax file number and account details. The Company will collect, hold and use that personal information to assess Applications, provide facilities and services to Noteholders and undertake appropriate administration. Access to information may be disclosed by the Company to its agents and service providers on the basis that they deal with such information in accordance with the Privacy Act 1988 as amended. The personal information you supply may be utilised at a later date by the Company to market, direct to yourself, additional products or services. You may decline, at any time, to receive promotional material. Under the Privacy Act 1988 as amended, Noteholders may request access to their personal information held by contacting the Company as set out in the Directory.

9.8 AUTHORISATION OF THIS PROSPECTUS

Each of the Directors has consented to the issue and lodgement of this prospectus with ASIC as required by section 720 of the Corporations Act.

Signed for Westlawn Finance Limited by:

Michael James Dougherty
Chairman

Geoffrey Dean Scofield
Director



HEAD OFFICE:

22 Queen Street (PO Box 78)
Grafton NSW 2460
P: (02) 6642 2022
F: (02) 6642 2831
E: grafton@westlawn.com.au

FREECALL: 1300 656 422

BRANCHES:

91 Barker Street (PO Box 1024)
Casino NSW 2470
P: (02) 6662 5955
F: (02) 6662 5956
E: casino@westlawn.com.au

(Finance) 2 Park Avenue
(PO Box 2165)

Coffs Harbour NSW 2450
P: (02) 6652 2049
F: (02) 6651 3551
E: coffs@westlawn.com.au

(Insurance) 34 Park Ave
(PO Box 2066)

Coffs Harbour NSW 2450
P: (02) 6650 0500
F: (02) 6651 6277

26 Yamba Street (PO Box 460)
Yamba NSW 2464
P: (02) 6646 3686
F: (02) 6646 3616
E: yamba@westlawn.com.au

76 Tamar Street (PO Box 1316)
Ballina NSW 2478
P: (02) 6686 6377
F: (02) 6686 6477
E: ballina@westlawn.com.au

83 Summerland Way
(PO Box 480)
Kyogle NSW 2474
P: (02) 6632 2600
F: (02) 6632 2601
E: kyogle@westlawn.com.au

29 Molesworth Street
(PO Box 1321)
Lismore NSW 2480
P: (02) 6622 5590
F: (02) 6662 5570
E: lismore@westlawn.com.au

92 Byron Street
Inverell NSW 2360
P: (02) 6721 4700
F: (02) 6721 4701
E: inverell@westlawn.com.au

282 Rouse Street
Tenterfield NSW 2372
P: (02) 6736 4950
F: (02) 6736 4951
E: tenterfield@westlawn.com.au

84 Main Street (PO Box 106)
Murwillumbah NSW 2484
P: (02) 6672 7677
F: (02) 6672 3079
E: murwillumbah@westlawn.com.au

29 Wallace Street
Macksville NSW 2447
P: (02) 6568 3777
F: (02) 6568 2855