



Guardian Securities Limited

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Suite 7
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Robina Qld 4226

Fund Managers of Mortgage and Property Trusts

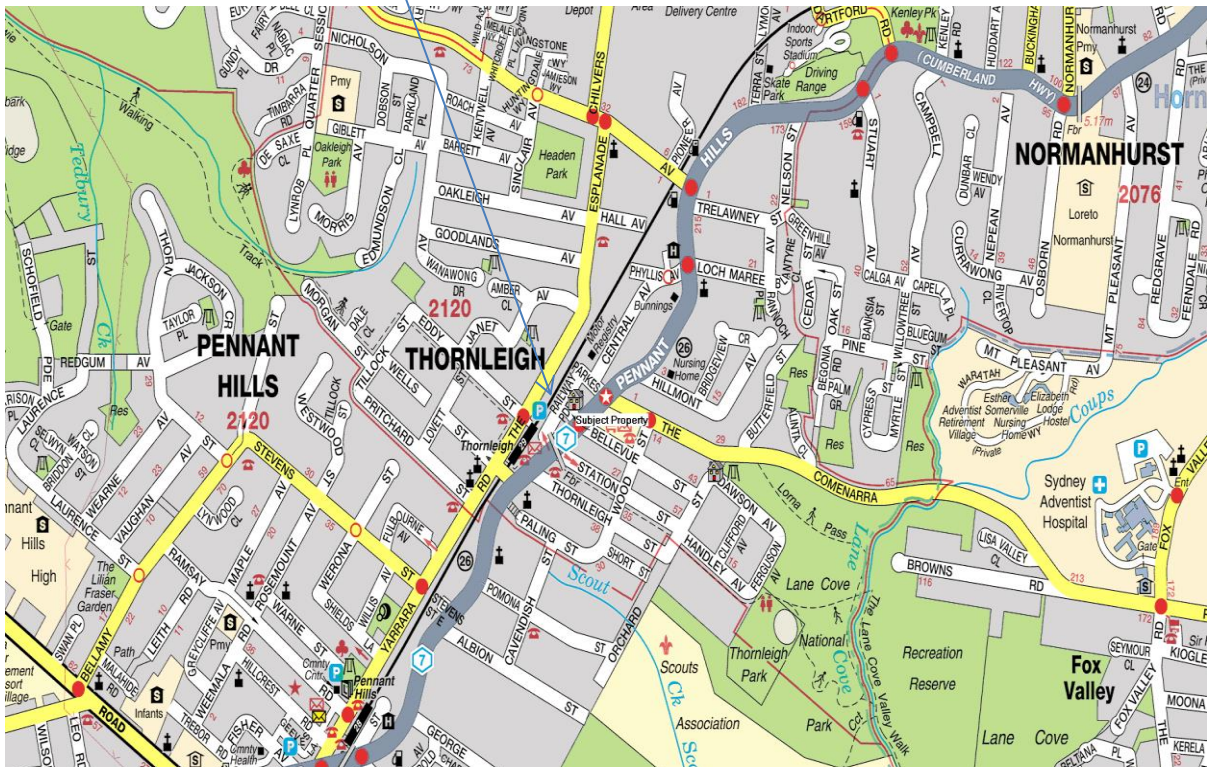
SUPPLEMENTARY PRODUCT DISCLOSURE STATEMENT

Borrower: 262 PENNANT HILLS ROAD PTY LTD ACN 162 161 640 as Trustee for the 262 PENNANT HILLS ROAD UNIT TRUST.

Security Properties:

Development Site known as "Bellevue Point" Project comprising:

1. Land and improvements on 262-264 Pennant Hills Road Thornleigh NSW 2120 ("Block A')
2. Land and improvements on 258 Pennant Hills Road Thornleigh NSW 2120 ("Block B')



First Mortgage Advance to Borrower: \$4,259,000

SPDS dated: 13 February 2014

This SPDS to be read together with the Guardian Securities Limited Master Mortgage Fund No. 6 ARSN 114 364 886 Product Disclosure Statement dated 15 November 2013

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ISSUER OF THE PDS AND SPDS

Guardian Securities Limited

ABN 47 106 187 731 AFSL 240506

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Authorised Representative

Asia Capital Partners Pty Ltd ACN 143 534 703

30 Campbell Street

Eastwood NSW 2122

Phone: 0408 477 134

Proposed Bellevue Point Project 258-264 Pennant Hills Road

Artist's impression of the completed project on the subject site.



SPDS dated: 13 February 2014

This SPDS to be read together with the Guardian Securities Limited Master Mortgage Fund No. 6 ARSN 114 364 886 Product Disclosure Statement dated 15 November 2013

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Existing improvements on the properties



SPDS dated: 13 February 2014

This SPDS to be read together with the Guardian Securities Limited Master Mortgage Fund No. 6 ARSN 114 364 886 Product Disclosure Statement dated 15 November 2013



IMPORTANT INFORMATION

This Supplementary Product Disclosure Statement (SPDS) dated 13 February 2014 replaces all previous SPDS's issued by Guardian Securities for this offer. It must be read in conjunction with, and forms part of, the Guardian Securities Limited Master Mortgage Fund No. 6 ARSN 114 364 886 Product Disclosure Statement (PDS) dated 15 November 2013. Words defined in the PDS have the same meaning as in this SPDS. The information in the PDS is taken to include the information and statements contained in the SPDS.

This SPDS is issued by Guardian Securities Limited (Guardian Securities) ACN 106 187 731 as the Responsible Entity for the Master Mortgage Fund No. 6 ARSN 114 364 886. This SPDS provides information about investing into a contributory mortgage scheme that Guardian Securities is offering for subscription by investors.

Guardian Securities recommend that investors obtain independent legal and financial advice and undertake their own investigations before making any financial decisions to invest in this financial product. Neither Guardian Securities nor their associates or directors guarantee the success of this investment, the repayment of your investment or any particular rate of return on your investment.

The PDS and SPDS contain important information about investing in this financial product; however, they do not take into account your personal financial situation, objectives or needs. Forecast returns and timely repayment of capital are not guaranteed to occur. Therefore, you should read the PDS and SPDS carefully and if necessary, obtain independent legal and financial advice before investing.

The PDS and this SPDS is available in electronic form via www.guardiansecurities.com.au Persons receiving a copy of the PDS or SPDS in electronic form may obtain a paper copy (free of charge) by telephoning Guardian Securities during office hours on **1800 601 177**.

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LOAN SUMMARY

The table below is a brief overview of this Mortgage Investment. Applicants who wish to participate in this offer should read the PDS and this SPDS in their entirety.

Lender	Guardian Securities Limited ACN 106 187 731
Borrower	262 Pennant Hills Road Pty Ltd ACN 162 161 640 as trustee for the 262 Pennant Hills Road Unit Trust.
Guarantors and Sponsor	William Giang 262 Pennant Hills Road Pty Ltd in its own right
Loan	A Term Loan of \$4,259,000 plus interest which comprises: <ol style="list-style-type: none">1. Extend the existing loan of \$1,500,000 maturing 24 April 2014 secured against the property at 262-264 Pennant Hills Road Thornleigh NSW.2. A new loan amount of \$2,759,000 to assist with the acquisition of the adjoining property situated at 258 Pennant Hills Road Thornleigh including fees and capitalised interest for six months.
Interest payable to Investors Payment of Interest	<ol style="list-style-type: none">1. Investors will receive interest payments of 10.00% per annum on their investment, fixed for the Investment Term as follows:<ol style="list-style-type: none">a) Four (4) months interest paid in advance at drawdown of the loan;b) Interest for the remainder of the term to be paid at expiry of the loan and subject to satisfactory repayment by the borrower.
Term of Loan	Six (6) months from the date of loan drawdown.
Authorised Representative	Asia Capital Partners Pty Ltd ACN 143 534 703 ("ACP") has been appointed by Guardian Securities Limited as its authorised representative No. 437197 for the purpose of raising funds from investors under this SPDS.
Security Property	The development site for the Bellevue Point project which has development consent from the Hornsby Council. The site comprises of two properties: <ol style="list-style-type: none">1. A freestanding single storey retail building on 1168 sq. metres of land, arranged over an irregular configuration with 3 street frontages: Bellevue Street, Railway Parade and 262-264 Pennant Hills Road Thornleigh NSW. ("Block A"). This property secures the existing loan of \$1,500,000.



	<p>2. A freestanding single storey retail building on 341 square metres of land with frontage to Bellevue Street and situated at 258 Pennant Hills Road Thornleigh. ("Block B"). This property combined with Block "A" will comprise the total Bellevue Point project.</p> <p>The properties are described as Lot 18 in Deposited Plan 836230 (Block "A") and Lot 19 in Deposited Plan 836230 (Block "B") with a total land area of 1,509m² zoned Business "A" in the local area plan.</p> <p>The lender will take a registered first mortgage over Block "B" to secure the additional advance of \$2,759,000.</p>
Project	<p>Although this facility is not directly related to the development project, the purchase of the properties using the proceeds of this loan is ultimately for the purpose of developing the property into residential units.</p> <p>The Borrower/Developer obtained Development Consent from Hornsby Council for 73 residential units and commercial suites in November 2013 over the entire site.</p>
Security	<ul style="list-style-type: none"> • First ranking registered mortgage over the development site with Development Consent comprising the two subject properties situated at 258-264 Pennant Hills Road Thornleigh NSW. • First ranking General Security Agreement over the assets and undertakings of the Borrower including plans consents sales contracts and all approvals. • Guarantee and indemnity from William Giang.
Purpose of Facility	<p>The facility is to extend the existing loan of \$1,500,000 maturing April 2014 for an additional period and assist in the settlement of the purchase price of \$2,025,000 for Block B.</p> <p>Please refer to "Application of Funds" below for details.</p>
Valuation	<p>The Lender shall receive an updated valuation for the security properties prior to disbursement of any funds.</p> <p>This SPDS is strictly subject to receipt of an acceptable valuation from an approved valuer confirming the current value of the property at not less than \$6,900,000 ex. GST.</p>
Loan to Valuation Ratio (LVR)	<p>The LVR for this facility will be a maximum of 62% based on a formal valuation addressed to the lender at not less than \$6,900,000 ex. GST.</p> <p>No funds will be advanced to the borrower until the valuation is received by the lender and is deemed acceptable in all respects.</p>



INTRODUCTION

This SPDS invites investors to participate in the Guardian Securities Limited contributory mortgage scheme. Investor's funds raised under this SPDS will be advanced to 262 Pennant Hills Road Pty Ltd as trustee for the 262 Pennant Hills Road Unit Trust to assist with the purchase of land at 258 Pennants Hill Road Thornleigh NSW 2120 for \$2,025,000. This land is adjacent to Block "A" (262-264 Pennant Hills Road Thornleigh NSW) to form the Development site for the Bellevue Project.

The minimum investment under this SPDS is \$100,000 and thereafter in multiples of \$50,000. Guardian Securities may at its absolute discretion accept investment of less than \$100,000. The term of the investment is six (6) months, although the term may be longer if the Borrower does not repay the Facility at the end of the term.

Investors will receive interest of **10.00%** per annum on their investment, payable in advance for four (4) months with the balance payable at expiry of the loan and subject to satisfactory repayment of the loan by the borrower. This interest rate is fixed for the Investment Term. The original investment will be returned to investors once the Borrower has repaid the facility in full.

THE BORROWER

The Borrower is a special purpose entity incorporated to purchase both sites and obtain Development Consent to construct 73 residential units and commercial space of the combined lots. After settlement of Block "B" (this proposal) the borrower will commencing marketing of the project and to obtain construction funding for the Bellevue project.

The sole director and shareholder of the Borrower is Mr William Giang who is also the Sponsor of the Project. Mr Giang is a Developer who has undertaken a number of developments including a medium size project in Carlingford completed in 2008.

Refer www.wggroup.com.au for more details.

THE SECURITY PROPERTIES

The Development Site is formed from the amalgamation of "Block A" and "Block B".

Block "A" - a freestanding single storey retail building on 1168 sq. metres of land, arranged over an irregular configuration with 3 street frontages: Bellevue Street, Railway Parade and Pennant Hills Road Thornleigh NSW.

Block "B" - single storey retail building of some 341 sq. metres with basement car park, arranged over a regular rectangular configuration with 2 street frontages i.e. on the corner of Bellevue Street, and Pennant Hills Thornleigh NSW. The Thornleigh railway station is approximately 100 metres south west of the property.



The Developer has obtained Development Consent for the proposed development of mixed Commercial/Residential units from Hornsby Council on the 20 November 2013 providing the following:

1. Residential : 73 units of 1 bedroom, 1 Bedroom + study, 2 bedrooms and 3 bedrooms;
2. Commercial – 900 m2.

A formal valuation for the combined Development site is currently being undertaken. A formal valuation of the development site of not less than \$6,900,000 ex. GST is a Condition Precedent for the drawdown of this facility.

Investors' funds will be held in an Application Account under the control of the lender until the valuation report is received and all other Conditions Precedent as set out in a formal letter of offer to the Borrower have been met.

SECURITY AND LOAN TO VALUE RATIO

The loan amount will be secured as follows:

- First ranking registered mortgage over the property situated at 262-264 Pennant Hills Road Thornleigh NSW 2120 and described as Lot 18 in Deposited Plan 836230 at Thornleigh, Local Government Area of Hornsby.
- First ranking registered mortgage over the property situated at 258 Pennant Hills Road Thornleigh NSW 2120 and described as Lot 19 in Deposited Plan 836230 at Thornleigh, Local Government Area of Hornsby.
- First ranking General Security Agreement over the assets and undertakings of the Borrower.
- Unlimited guarantee from William Giang who is the Sponsor of the Project.

All security will be in favour of Guardian Securities and will be held on behalf of the Investors. If the Borrower defaults under the Loan Facility Deed, Guardian Securities will have various rights under the mortgage, including a right to exercise a power of sale.

The Borrower has arranged second mortgage and third mortgages over the secured properties from private lenders to assist the Borrower with the acquisition of the Development Site. Guardian has agreed to the registration of this second and third mortgage subject to a Deed of Priority which will not diminish our rights as the first mortgagee.

Prior to disbursement of Investors' funds, the Borrower will provide a valuation report addressed to the lender confirming the market value of the development site to be not less than \$6,900,000 ex. GST. Valuer is also to confirm that the Development Consent does not contain any onerous conditions.



Principal to be advanced under the loan facility at settlement of Block "B":

- \$ 4,259,000 which includes payout of the existing facility of \$1,500,000 and to meet interest costs fees and other charges.

Loan to value ratio is calculated at follows:

Valuation of subject properties "as is" with approval ex. GST	\$6,900,000
Loan facility at expiry of the loan term including capitalised interest	\$4,259,000
LOAN TO VALUE RATIO "AS IS" WITH APPROVALS	62.0%

APPLICATION OF FUNDS

PURPOSE	AMOUNT
Refinance existing loan facility over Block "A"	\$1,500,000
Interest outstanding on existing facility at 10%	\$ 37,500
Purchase Block "B" at contract price	\$2,025,000
Acquisition costs of Block "B"	\$ 260,000
Interest costs on this facility payable four (4) months in advance	\$ 212,000
Establishment fees and other costs incurred by borrower	\$ 224,500
TOTAL LOAN AMOUNT	\$4,259,000

LOAN CONDITIONS

The Borrower must comply with each of the following conditions Guardian Securities satisfaction in its absolute discretion.

Guardian Securities may wholly or partly waive any one or more of the conditions in its absolute discretion.

1. All Commonwealth, State and Local Authority searches and consents which the lender and its solicitors may require in relation to the subject property.
2. Receipt of executed security documentation certified as enforceable by the solicitors for the Lender.
3. Certificates of independent legal advice to be provided by the Guarantor.
4. Receipt of a recent original valuation report addressed to the lender which complies with the lenders standard letter of instruction evidencing a gross realisation "as is" with approvals of \$6,900,000 excluding GST. Valuation to be satisfactory to the lender in all respects.
5. All shareholder loans to be subordinated to this facility.
6. Satisfactory insurances in place noting the lenders interest as mortgagee.
7. Deed of Priority from subsequent mortgages to be satisfactory to the lender in all respects.



FEES

The following tables show fees and other costs that you may be charged to invest in the Scheme. These fees and costs may be deducted from your Investment, from the returns on your Investment or from the Scheme assets as a whole. All fees shown are exclusive of GST where applicable.

You should read all the information about fees and costs because it is important to understand their impact on your Investment. Page 22-24 of the PDS for the Master Mortgage Fund No. 6 ARSN 114 364 886 describes the fees Guardian Securities will charge in relation to your investment in the Scheme.

Type of fee or cost	Amount	How and when paid
Fees when your money moves in and out of the scheme		
Establishment Fee The fee to open your Investment in the Scheme	Nil	Not Applicable
Contribution Fee The fee on each amount contributed to your Investment	Nil	Not Applicable
Withdrawal Fee The fee on each amount you take out of your Investment	Nil if that part of your Investment is not invested in a Mortgage Investment. If that part of your Investment is invested in a Mortgage Investment, the Manager has sole discretion to determine whether an Investor may withdraw from the Scheme before recovery of money from the Mortgage Investment in which the Investor's funds are invested. An early withdrawal fee may be negotiated between the Manager and the Investor. This amount will not exceed 1% of the amount withdrawn.	By the Investor on approval by the Manager of an early repayment request of the Investment by the Investor. For example, on an early withdrawal of \$10,000, you will be required to pay an early withdrawal fee of \$100.00.
Termination Fee The fee to close your Investment in the Scheme	Nil, except in circumstances described above under the heading "Withdrawal Fee"	Not applicable
Management Costs		
The fees and costs for managing your Investment and administering the Scheme	There is no management fee payable for managing any part of your Investment that is not invested in a Mortgage Investment. The Manager is entitled to fees in respect of that part of your Investment invested in a Mortgage Investment. This fee is not a fixed amount or percentage. This fee represents the difference between the interest and fees payable by a Borrower in respect of a Mortgage Investment and the interest rate payable to Investors in that Mortgage Investment.	This fee is only paid to the Manager after all distributions in respect of a Mortgage Investment have been paid. This amount is paid by a Borrower of a Mortgage Investment. It is not deducted from your Investment.



Service Fees

Switching Fee

The fee charged when you switch between investment options.

Nil

Not applicable

The following table specifies the amount of fees payable to us and/or any other related entities in relation to the investment details in this SPDS.

Loan Application Fee	Nil
Loan Management Fee	Nil
Loan establishment Fee	\$13,750 inc. GST payable at settlement of the facility.
Lower interest rate	10.0% pa payable by the borrower during the term of the facility and subject to loan terms being met.
Higher Interest Rate	16.0% pa payable by the Borrower at any time the Facility is in arrears.
Interest rate margin	Nil

RISKS

The general risks relevant to the Scheme are detailed on pages 26 - 28 of the PDS. In addition to the risk described in the PDS, the following are risks specific to the investment offered under this SPDS:

- (1) **Construction Funding is not obtained.** The borrower has an indicative offer from a major bank to provide the construction funding for the Project subject to a satisfactory level of presales being achieved. In the event such funding is not forthcoming within the loan term, this may impact on the timing of repayment of the Facility and ultimately, the Investor's investment.
- (2) **Illiquid Investment.** Investors will have a proportional beneficial interest in the mortgage securing the subject properties. The lender is not obliged to redeem any investment on or before the maturity date of this loan. Repayment of investor capital and capitalised interest is dependent entirely on the performance of the borrower in repaying this facility with the loan term. Investors should treat this investment as illiquid.
- (3) There may also be a delay in selling or refinancing the Property due to market conditions. Both these events may impact on the timing of repayment of the Facility and ultimately, the Investor's investment.
- (4) Investors may not receive their final interest payments if the Facility is not repaid in full at the time of maturity of the loan. Investors may be required to wait until the property is sold before they will be paid their interest payments or receive a return of their capital.
- (5) If the Borrower defaults under the Facility and Guardian Securities is required to exercise its power of sale under the mortgage, interest payments and return of capital to investors may be delayed or lost totally.



- (6) In the event that Guardian Securities exercises its powers under the mortgage, priority repayment from sale proceeds (after GST and selling costs) will be in the order of:
- (a) Legal and recovery costs incurred by Guardian Securities;
 - (b) Payment of Investor capital;
 - (c) Payment of Investor interest at the lower interest rate; and
 - (d) Payment of interest to investors on the difference between the lower interest rate and the higher interest rate.
- (7) Return of capital and payment of any interest payments that have been deferred until sale of the Property are dependent upon the receipt of the ultimate proceeds of sale.
- (8) There is a risk that the proceeds of sale do not repay the Facility and/or outstanding interest, in which case, Investors may not be repaid their initial capital investment. Any loss incurred by Investors will be on a pro-rata basis to their investment in this mortgage.

PRIVACY STATEMENT

The Privacy Act 1988 (Privacy Act) and amendments made to the Privacy Act by the Privacy Amendment (Private Sector) Act 2000 govern the use of an individual's personal information gained by an organisation from dealings with the individual. The National Privacy Principles of the Privacy Act govern the way in which organisations should treat personal information. ACP and Guardian Securities are committed to managing and only using personal information in ways that comply with the Privacy Act.

By completing the Application form accompanying or attached to the PDS and the SPDS you agree to ACP and Guardian Securities collecting, holding and using personal information about you to process your Application, and administer and manage the products that ACP and Guardian Securities provide to you. ACP and Guardian Securities are also required to collect information to verify your identity pursuant to our obligations under the anti-money laundering and counter terrorism laws of Australia and obtain information from you to update your identity information from time to time pursuant to these laws.

ACP and Guardian Securities will retain the information you provided for record keeping purposes. However, once your personal information is no longer required, ACP and Guardian Securities will either destroy it, or retain it in a way that does not identify that it relates to you. You need not give ACP and Guardian Securities any personal information requested in the Application Form or in any other document or communication relating to the products supplied to you. However, without this information, ACP and Guardian Securities may not be able to process your Application or provide you with the appropriate level of service.



By completing the Application form, an applicant is providing personal information to ACP and Guardian Securities who will use the personal information only for the following purposes:

- to evaluate Applications;
- to communicate with investors in relation to their investments and all transactions relating to the investments;
- to advise investors of their distribution entitlements;
- to keep investors informed of future investment opportunities, products and services of a similar type.

Personal information may also be disclosed to any financial institution nominated by investors and the Legal advisers and professional parties who require having the information for the purposes of this offer. ACP and Guardian Securities will provide investor's personal information to other parties strictly in accordance with the relevant legal requirements.

You have the right to know the information that ACP and Guardian Securities hold and to require ACP and Guardian Securities to correct any errors by advising ACP of any errors as soon as practicable. Under the Privacy Act, you may request access to your personal information that ACP or Guardian Securities hold.

CORPORATE DIRECTORY

Issuer and Licensee

Guardian Securities Limited

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AUTHORISED REPRESENTATIVE

Asia Capital Partners Pty Ltd ACN 143 534 703

30 Campbell Street

EASTWOOD NSW 2122

Phone: 0408 477 134

Fax: 02 9874 4068



HOW TO INVEST IN THIS MORTGAGE

Read the PDS for the Master Mortgage Fund No. 6 dated 15 November 2013 & this SPDS in full.

Existing Investors in Master Mortgage Fund No 6:

If you are an existing investor and have signed a consent to remain as an investor in the 262 Pennant Hills Loan facility and you are not increasing your investment in the mentioned facility, please read and retain this SPDS

If you are increasing the investment in this facility, please complete the Application Form and Consent to invest forms at the back of this SPDS and return the forms to Asia Capital Partners Pty Ltd or Guardian Securities Limited.

New Investors in Master Mortgage Fund No 6:

If you are a new investor, please:

- Complete, sign and detach the Application Form at the back of the PDS for the Master Mortgage Fund No. 6; **and**
- Provide the certified Identification Forms applicable to the investment entity;
- Complete and sign the attached Consent to Invest Application Form; **then**
- Send all forms and your ID together with your cheque for your investment to ACP or Guardian Securities at the address shown in this SPDS; or
- Contact **Toong Yeong on mobile – 0408 477 134** or email toong@asiacapitalpartners.com.au or call Guardian Securities Limited toll free on 1800 601 177 if you wish to discuss this offer.

Send or fax this form to us at:

Guardian Securities Limited
211 Ron Penhaligon Way
Robina QLD 4226
Fax: 07 55620959
Email: info@guardiansecurities.com.au

Contact **Toong Yeong at 0408 477 134** or on Toll Free on **1800 601 177** if you wish to discuss this offer or to obtain our bank details for direct credit transfer.

When you decide to invest in this loan we will deposit your investment funds into an interest bearing trust account until settlement of this loan. Any interest earned on this bank account deposit will be paid to you (less any bank fees) pending drawdown of this loan by the Borrower.

Once your Consent to Invest Application Form has been signed you will not be able to withdraw your application or funds invested except in exceptional circumstances. Guardian Securities Limited is not obliged to redeem all or part of your investment but, at its discretion, may be able to obtain a replacement Investor.



CONSENT TO INVEST APPLICATION FORM

Page 12 of Guardian Securities Limited "Product Disclosure Statement"(PDS) dated 15 November 2013

Guardian Securities Limited at 7/211 Ron Penhaligon Way, Robina QLD 4226

Investor(s) Details:		Name(s) MANTILLA SUPERANNUATION PTY LTD AS TRUSTEE FOR J & C MANTILLA SUPERANNUATION FUND
1.	Borrower:	262 Pennant Hills Road Pty Ltd ACN 162 161 640 as trustee for the 262 Pennant Hills Road Unit Trust.
2.	My/Our Contribution:	\$50,000
3.	Value of Security:	A valuation report from an approved valuer addressed to the lender is to be provided prior to settlement evidencing a current market value of \$6,900,000 ex. GST "as is" with approvals.
4.	Loan Amount:	\$4,259,000 Loan to value ratio inc. capitalised interest: 62.0%
5.	Address of Security:	A development site comprising two parcels of land with a total land area of 1,509m2 situated at 258-264 Pennant Hills Road Thornleigh NSW.
6.	Loan Term:	Six (6) months, subject to repayment of this facility by Borrower.
7.	Interest to Investors:	10.0% per annum payable in advance for the first 4 months with the balance payable at maturity of the loan.
8.	The total sum provided is to be made available to the borrower upon the purchase of the property described in Item 5 above and also meeting various loan conditions contained in a loan agreement between Guardian Securities and the Borrower.	
9.	The Investor/s acknowledge I/we have not received a copy of the document evidencing the value set out in (3). The Investor/s acknowledges receipt of the Guardian Securities Limited Fund "Product Disclosure Statement" (PDS) dated 15 November 2013 and "Supplementary Product Disclosure Statement" (SPDS) dated 13 February 2014 and further acknowledges having read and understood same.	
10.	The Investor/s acknowledge that Guardian Securities Limited has provided only factual information in relation to this advance and the Investor/s has undertaken his/her/their own investigations in regard to this matter and is satisfied with same. Further, Guardian Securities Limited has not provided the Investor/s with any personal financial product advice and/or recommendation and has not taken into account your own personal financial situation or needs. I/we confirm that Guardian Securities Limited has recommended that I/we consider obtaining independent advice before making any financial decisions.	

Dated this...17TH.....day of..FEBRUARY.....2014

Investor/s Signature/s

.....
ANECITO MANTILLA Director of the Trustee X

.....
CHARINA MANTILLA Director of the Trustee X

SPDS dated: 13 February 2014

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This SPDS to be read together with the Guardian Securities Limited Master Mortgage Fund No. 6 ARSN 114 364 886 Product Disclosure Statement dated 15 November 2013