

INVESTMENT STATEMENT

Dated 5 January 2012

IMPORTANT INFORMATION - NO CREDIT RATING

Prometheus Finance Limited (“Prometheus”) does not have a credit rating issued by a rating agency approved by the Reserve Bank of New Zealand under section 157J of the Reserve Bank of New Zealand Act 1989. Further details about this are given in section headed “What are my Risks” on page 2 below.

IMPORTANT INFORMATION

(The information in this section is required under the Securities Act 1978.)

Investment decisions are very important. They often have long-term consequences. Read all documents carefully. Ask questions. Seek advice before committing yourself.

Choosing an Investment

When deciding whether to invest, consider carefully the answers to the following questions that can be found on the pages noted below:

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In addition to the information in this document, important information can be found in the current registered Prospectus for the investment. You are entitled to a copy of that Prospectus on request.

The Financial Markets Authority regulates conduct in financial markets

The Financial Markets Authority regulates conduct in New Zealand’s financial markets. The Financial Markets Authority’s main objective is to promote and facilitate the development of fair, efficient, and transparent financial markets.

For more information about investing, go to <http://www.fma.govt.nz>.

Financial advisers can help you make investment decisions

Using a financial adviser cannot prevent you from losing money, but it should be able to help you make better investment decisions.

Financial advisers are regulated by the Financial Markets Authority to varying levels, depending on the type of adviser and the nature of the services they provide. Some financial advisers are only allowed to provide advice on a limited range of products.

When seeking or receiving financial advice, you should check—

- the type of adviser you are dealing with:
- the services the adviser can provide you with:
- the products the adviser can advise you on.

A financial adviser who provides you with personalised financial adviser services may be required to give you a disclosure statement covering these and other matters. You should ask your adviser about how he or she is paid and any conflicts of interest he or she may have.

Financial advisers must have a complaints process in place and they, or the financial services provider they work for, must belong to a dispute resolution scheme if they provide services to retail clients. So if there is a dispute over an investment, you can ask someone independent to resolve it.

Most financial advisers, or the financial services provider they work for, must also be registered on the financial service providers register. You can search for information about registered financial service providers at <http://www.fspr.govt.nz>

You can also complain to the Financial Markets Authority if you have concerns about the behaviour of a financial adviser.

WHAT SORT OF INVESTMENT IS THIS?

Description of Securities

The securities being offered in this Investment Statement are savings accounts, call and term deposits and notice accounts, all of which are secured (“secured investments”).

All secured investments with Prometheus are secured by a first ranking security interest in Prometheus’ present and future undertaking, property, assets and revenues. That security interest has been granted in favour of Perpetual Trust Limited (the “Trustee”) as the statutory trustee for the purpose of the Securities Act 1978, by a Trust Deed dated 11 December 2003, and registered with the Registrar of Companies.

WHO IS INVOLVED IN PROVIDING IT FOR ME?

Issuer and Promoter

Prometheus Finance Limited (trading as "Prometheus")
12th Floor, St Johns House, 114 The Terrace,
PO Box 5926, Lambton Quay, Wellington
Telephone (04)890 4555,
Facsimile (04)890 4550
E-mail: info@prometheus.co.nz,
Web site: www.prometheus.co.nz

Directors:

The directors of Prometheus are:
Susan Patricia Cooper
Noel Josephson
Christopher John Morrison
Duncan John Power
Glen Saunders

More detailed information about the directors of Prometheus are contained in section 4 of the Prometheus Prospectus, under the heading "**Directors and Officers**".

For the purposes of section 157L of the Reserve Bank of New Zealand Act 1989 ("RBNZ Act") Messrs Josephson, Morrison and Power are each independent directors. Ms Cooper is not classified as an independent director because as CEO she is an employee of Prometheus and is also a director of Prometheus Social Lending Services Limited ("PSOLS") and a trustee of the Prometheus Gift Trust. Mr Saunders is also a director of PSOLS and a trustee of the Prometheus Gift Trust, but otherwise is independent.

Trustee for the purposes of the Securities Act

Perpetual Trust Limited
Level 6 AMP Chambers
187 Featherston Street
PO Box 3845, Wellington
Telephone (04) 901 4400
Facsimile (04) 470 9623

It is possible that the names or addresses of Prometheus and its directors, or of Perpetual Trust Limited, may change after the date of this Investment Statement. At any time the then current names and addresses of Prometheus and its directors, or of Perpetual Trust Limited, may be obtained from the public file of Prometheus, or in the case of Perpetual Trust Limited its public file, which in either case may be accessed at www.companies.govt.nz.

Prometheus and its Activities

Prometheus is a financial organisation registered as a Company under the Companies Act 1993. Prometheus was incorporated in 1986, but has been trading only since 31 March 2004 when it acquired the business then known as "Prometheus Ethical Finance". That business was previously operated by the Prometheus Credit Union, which was itself dissolved on that date.

The objectives of Prometheus are:

- to encourage people to develop an awareness of the nature and uses of money and provide services that promote community development, enhance social and economic participation and ensure a sustainable future for the natural environment;

- to foster an awareness of economic and social realities and the impact of financial decisions on our society and the environment;
- to advocate sustainable finance for projects that are socially valuable and environment-friendly;
- to offer choice for people in the use of their funds and the returns received;
- to encourage a secure and rewarding employment environment;
- to promote ways by which its business will ensure a fair financial return on capital;
- to conduct its activities in an efficient, effective and professional manner.

Prometheus operates in the socially responsible investment sector ("SRI") sector, and seeks to promote the objectives outlined above. Our intention is to make a profit to enable our business to be sustainable, however we are not profit maximising.

Prometheus lends to organisations and people who create real social and environmental value. Investors' funds are used to make loans to organisations working in these sectors which include: Renewable Energy, Resource Recovery and Recycling, Climate Friendly Transport, Habitat Protection, Social and Environmental Housing, Social and Environmental Businesses, Community Development, Adult Education, The Arts, Complementary Healthcare and Sustainable Agriculture.

HOW MUCH DO I PAY?

Unless otherwise advertised the following accounts are available with Prometheus:

- Savings Accounts can be opened with a minimum deposit of \$25.
- Call Accounts require an opening deposit of \$500.
- Term Accounts with terms of 1 year or shorter have a minimum opening balance of \$1,000.
- Notice of Withdrawal Accounts and Term Accounts with terms longer than 1 year have a minimum opening balance of \$5,000.
- Superannuation Long Term Accounts can be opened with a minimum deposit of \$500 and minimum monthly savings of \$50

Applications to subscribe must be made on Prometheus' standard application form, which is attached to this Investment Statement and available on request at the offices of Prometheus. To subscribe, you should attach a cheque for the subscription amount made payable to "Prometheus" to the application form, and post it to the Prometheus' office at the address listed on page 1. Under the Financial Transactions Reporting Act 1996 all new subscribers may be required to produce evidence of their identity. Prometheus reserves the right to accept or decline any application without giving any reason for its decision.

There is no cooling off period in respect of investments with Prometheus.

WHAT ARE THE CHARGES?

Types and Amounts of Charges

Usually, no fees or charges are paid on opening a Prometheus account or on transactions in the account, except for the charges specified below. The practice of Prometheus is to minimise these charges and to ensure an equitable spread of costs incurred.

If an account is inactive for more than 1 year and the investor cannot be located or is inactive and has a balance below the minimum account balance of \$25 the account is treated as dormant and a Dormant Account fee of \$10 is charged for the transfer to dormancy and for each subsequent year of inactivity. Prometheus will use reasonable endeavours to contact investors affected to reactivate their account.

The above fees may be altered by Prometheus at any time. However, it is Prometheus' intention to give notice of any alteration to all affected investors. To confirm the types, level and method of calculating the fees and charges payable at any particular time, please contact Prometheus. Prometheus' contact details are included under "**WHO IS INVOLVED IN PROVIDING IT FOR ME?**" on page 2.

Other charges:

Where Prometheus incurs a charge from another organisation when acting on an investor's behalf (for example, in the form of bank fees for overseas remittances), Prometheus will pass these costs on to the investor by debiting the investor's account. The costs passed on to investors will be equivalent to the costs incurred by Prometheus and an invoice will be provided at the request of the investor.

WHAT RETURNS WILL I GET?

Returns

Interest paid on investments is dependent on the type of account in which funds are placed, the terms of the account, the timing of the application and the duration of the investment's term. Prometheus reserves the right, subject only to any restriction in the Prospectus, the Trust Deed, the terms and conditions of the account or otherwise at law, to alter the terms and conditions as to interest returns. Current interest rates on all accounts are available on request from Prometheus' office.

As any interest return is dependent on the terms of the account, the duration of the investment and the general level of interest rates in the financial market, the return attributable to each account cannot be quantified in this Investment Statement.

Savings, Call, Notice of Withdrawal and Superannuation Accounts

Savings, Call, Notice of Withdrawal or Superannuation Accounts will, subject to Prometheus' right to vary the rate of return, receive interest on a quarterly basis.

Term Accounts

Term Accounts will earn interest at the fixed rate specified at the time of application. As any return is dependent on

the terms of the account and the duration of the investment, the return cannot be quantified in this Investment Statement. Accounts will mature, and returns on those accounts will be paid, on their respective maturity dates or yearly on their anniversary dates if earlier. If an investor has given instructions for the monies held in a term account to be automatically reinvested at the end of the term, the monies reinvested will earn the interest rate applicable at the time of reinvestment to the account nominated, and the investor will not be advised unless notice of reinvestment has been specifically requested.

Withholding Tax

Withholding tax will affect the returns. Prometheus will deduct withholding tax at the relevant rate required by law from the gross return payable, unless it receives a copy of an investor's valid certificate of exemption.

Payment of Interest

Interest payable on accounts will, unless otherwise advised in writing, be added to the balance of the account at such intervals as is provided in the terms of the relevant account, and can be withdrawn in accordance with terms applying to withdrawals from the type of account concerned. For a further explanation of the restrictions on withdrawals, please refer to the comments under the heading "How do I cash in my investment?" below. Interest to the date of the withdrawal not previously credited to an investor's account will be paid on withdrawal. It is anticipated that investors will receive interest paid on their accounts calculated as follows:

Savings, Call, Notice of Withdrawal and Superannuation Accounts – based on daily balance and credited quarterly.

Term Accounts - based on daily balance and credited yearly at the investment anniversary date and at maturity.

Obligations to Pay Interest

Prometheus is, subject to the terms of the account, legally liable to pay the interest on investors' accounts. The payment of interest is not guaranteed or promised by the Trustee, by the Prometheus Foundation or any other shareholder in Prometheus, nor by any other person, but investments made prior to 12 October 2010 may benefit from the New Zealand Deposit Guarantee Scheme, mentioned next.

Guarantee of Securities

Prometheus does not have a guarantee under the New Zealand Deposit Guarantee Scheme. Investments are therefore not covered by the New Zealand Deposit Guarantee Scheme.

WHAT ARE MY RISKS?

Risks –Insolvency of Prometheus

The main risk to investors of not recovering the money they have paid into their accounts, or not receiving the returns referred to above, is the insolvency of Prometheus. Prometheus' continued existence is dependent on its solvency (the degree to which it is able to meet its debts as they fall due).

In addition there are a number of other risks associated with investments in non-bank deposit takers such as Prometheus. As they may apply to Prometheus, those other risks include:

Sector Exposure – Loans: As explained above under “Activities”, Prometheus operates in the Socially Responsible Investment (SRI) sector and its loans are typically made to borrowers whose use of the loan is consistent with Prometheus’s SRI objectives. Although those objectives involve Prometheus lending to a wide range of persons and businesses, nevertheless if there were to be a downturn in the SRI sector of the economy, there is a risk that such a downturn might adversely affect Prometheus to a greater extent than other non-bank deposit takers (“NBDTs”). Prometheus seeks to mitigate this risk by applying prudent credit assessment criteria and by requiring good quality security for its loans.

In that context, Prometheus considers good quality security to include mortgages over land and buildings and other assets and personal guarantees. As at 31 March 2011 the percentage of loans secured by first ranking mortgages over freehold property was 58%. Prometheus requires that all security must be readily saleable, and guarantors must evidence their ability to repay if called upon. The value of all security is discounted at the time a loan is made.

In the period prior to 31 March 2011 (being the date of the financial statements in this Prospectus) Prometheus considers there was some downturn in the economy, including in the SRI sector. As a result, Prometheus loan assets did not grow at the same rate as in previous periods. This in turn resulted in Prometheus having higher than usual levels of cash and short term deposits with its bankers, ANZ National Bank Limited. As is shown in note 17 to the Financial Statements that are contained in this Prospectus, as at 31 March 2011 such balances totalled \$10,277,865 or 60% of total assets. Prometheus expects that high level of bank deposits to reduce when economic activity increases, in the SRI sector and generally, resulting in the growth of Prometheus loan assets.

Credit Risk Concentration: Credit risk is the risk that Prometheus takes on the ability of borrowers to repay their loans. As at the date of this Investment Statement, the 6 largest loans made by Prometheus represent approximately 35% of total Prometheus loans and approximately 10% of total Prometheus assets. As a result the failure of several of those borrowers could have a material adverse effect on Prometheus. Prometheus again seeks to mitigate this risk by applying prudent credit assessment criteria and by requiring good quality security for its loans.

Apart from loans made in the ordinary course of business, Prometheus’s largest credit exposure at 31 March 2011 was to the ANZ National Bank Limited, as explained under “**Sector Exposure – Loans**” above.

Sector Exposure – Funding: Just as Prometheus’s loans are typically made within the SRI sector, Prometheus’s funding tends also to be materially sourced from investors who share Prometheus’s SRI values which has historically resulted in high reinvestment rates. While such investors

come from a wide range of backgrounds, nevertheless if there were to be a decrease in the number or worth of investors with such values, there is a risk that such a downturn might adversely affect Prometheus’s funding to a greater extent than other NBDTs.

Historical Prometheus reinvestment rates for the 12 months to 31 March 2011 are set out in the Prometheus Prospectus under “**Sector Exposure – Funding**”, in the “**Risks Involved in Prometheus’s Activities**” section.

Geographic Exposure–Loans: Although Prometheus’s SRI focus means that Prometheus does not focus on lending to borrowers in any particular geographic region, more than half of Prometheus’s loans are to borrowers in the Auckland and Wellington Regions. This might mean that Prometheus could be exposed to downturns in the economies of, and property values in, those regions to a greater extent than financial institutions whose activities are focused in other regions.

Capital Adequacy: This is the risk that Prometheus may not have sufficient capital to withstand significant losses or other adverse trading conditions. As with other NBDTs Prometheus is required to maintain a minimum capital ratio by its Trust Deed and regulations made under Part 5D of the RBNZ Act. Prometheus complies with those requirements and seeks to further manage this risk by maintaining a buffer above its current 11% minimum capital ratio in order to better protect investors against the risk of losses

Liquidity Risk: Liquidity risk involves the risk that loans made by Prometheus may not fall due until future dates, and that in the meantime Prometheus may need liquid assets and cash to meet obligations that fall due sooner than that. In this regard, Prometheus’s funding includes a significant level of short term investments, and Prometheus is consequently reliant on significant levels of reinvestment of those investments, and on new investments. To address these risks, Prometheus’s Trust Deed requires Prometheus to maintain a minimum level of liquid assets. Prometheus seeks to further mitigate these risks by regularly monitoring liquidity, and has maintained high levels of liquidity during the current market volatility.

Interest Rate Risk: Interest rate risk arises from differences between the timing of Prometheus’s funding and lending activities, and is the risk that the rates of interest payable by Prometheus on its funding may exceed the rates of interest receivable by Prometheus on its loans. Most borrowing is undertaken by Prometheus for relatively short periods, whereas lending can be for longer terms. Interest rate risk may arise from any mis-match of these two activities, for example by deposit rates payable by Prometheus rising rapidly due to market conditions.

Regulatory Risk: NBDTs have in recent years been regulated to a far greater degree than previously, for example as described under “**Capital Adequacy**” above, and Prometheus complies with all such recent regulation. Despite such recent regulation, it is possible that further regulation of the NBDT sector might yet

involve further costs to Prometheus which could adversely affect the Prometheus business and its profitability. Prometheus is not aware of any such regulatory proposals that might have any material such effects.

Competition Risk: Prometheus has for some time operated in the NBDT sector across which there is healthy competition. In so far as Prometheus focuses on the SRI sector of the economy, Prometheus may face less competition than some other NBDTs, as not all other NBDTs share Prometheus's SRI focus. It is possible that in future Prometheus may face increased competition from other NBDTs with an increased SRI focus. However, Prometheus considers that its experience in the SRI sector means it is well placed to meet any such future competition.

Operational Risk: Operational Risk principally comprises risks arising from human error, internal processes and system failures, or inadequate procedures and controls. Prometheus seeks to mitigate technology and systems risk by using technology that is widely used in NZ and supported by technology providers to a level Prometheus considers satisfactory, and by undertaking daily back ups of systems, which are kept off site. Processes, procedures and controls are in place to mitigate operational risks as far as possible and where appropriate risks are mitigated by insurance. A Risk Management Programme is maintained which includes operational risk and which is required by the RBNZ Act to be reviewed regularly by the trustee Perpetual Trust Limited.

Taxation

An investment in Prometheus will have taxation implications. The effect of taxation will vary according to each investor's personal circumstances. Prospective and existing investors are encouraged to obtain independent professional advice on their personal circumstances.

No amounts payable in Insolvency

An investor will not be required to pay more money in respect of an investment than that disclosed under the heading "How much do I pay?" or below under the heading "Consequences of insolvency".

No credit rating

Relevant to those risks is that the creditworthiness of Prometheus is not, and has not been, rated by a rating agency approved by the Reserve Bank of New Zealand Bank under section 157J of the Reserve Bank of New Zealand Bank Act 1989 ("RBNZ Act").

That is because Prometheus is operating under an exemption from the requirement to have a credit rating under that Act, the exemption being contained in the Deposit Takers (Credit Ratings Minimum Threshold) Exemption Notice 2009.

The general nature and effect of the exemption contained in the Deposit Takers (Credit Ratings Minimum Threshold) Exemption Notice 2009 is that a deposit taker such as Prometheus is exempt from the requirement to have a credit rating under section 157I of the RBNZ Act if—

- the consolidated liabilities of the borrowing group, or in the case of a deposit taker that is not part of a

borrowing group, the liabilities of the deposit taker, are less than \$20 million (measured as an average over a specified 12-month period); and

- the deposit taker meets certain other conditions, including a notification to the Reserve Bank of New Zealand of its intention to operate on the basis of the exemption.

Prometheus meets those conditions and has given such a notification to the Reserve Bank of New Zealand. In particular, Prometheus meets those conditions because it has liabilities of less than \$20 million, making it unduly onerous and burdensome to comply with the requirement under the RBNZ Act to have a credit rating.

Prometheus may accept investments under this Prospectus to a level that meant that Prometheus's liabilities became greater than \$20 million. If that occurred then Prometheus would cease to be exempt from the requirement to have a credit rating, and would be required to obtain one as from the first day of March following the date on which Prometheus's liabilities exceeded \$20 million.

Consequences of Insolvency - General

If Prometheus becomes insolvent, an investor who has already paid for their investment with Prometheus will not be required to pay any additional monies. However, if Prometheus becomes insolvent or is wound up, it may be unable to repay your investment to you. It is reasonably foreseeable that this will occur only if the losses and expenses of Prometheus exceed its income and reserves.

If Prometheus were to become insolvent or breached its obligations under the Trust Deed, the Trustee may exercise its rights of enforcement, which include, but are not limited to, appointing a receiver or requiring the immediate repayment of all monies secured by the Trust Deed.

Consequences of Insolvency - Secured Investments

The claims of all investors in secured investments with Prometheus will rank equally in an insolvency (including those who invest in secured investments under a later Prospectus and/or Investment Statement).

At the date of this Investment Statement, there are no claims that rank in priority to or equally with investors' claims, except for claims given priority by the Trust Deed or by operation of law. (For example, any monies owing to the Trustee on insolvency, any insolvency costs, and preferred claims such as unpaid wages of Prometheus staff or some taxes, notably any unpaid GST or PAYE). Prometheus may grant a security interest over or affecting all or any part of its assets, which ranks in priority to or equally with investors' claims, but only with the prior written consent of the Trustee. Apart from any creditor holding such a security, the claims of all other creditors of Prometheus, including trade creditors, will rank after the claims of investors with Prometheus.

CAN THE INVESTMENT BE ALTERED?

Prometheus reserves the right, subject only to any restriction imposed by the Prospectus, the Trust Deed, the terms and conditions of the account or otherwise at law, to alter the terms and conditions as to interest returns, the minimum amount of investments required and the other terms of any account, at any time. Any alteration of the rate of interest will not apply to investments already placed in term accounts.

The Trustee and Prometheus may alter the Trust Deed without the consent of investors where such amendment does not materially prejudice the interests of investors, or where the alteration has been approved by a meeting of investors held in accordance with the provisions of the Trust Deed.

HOW DO I CASH IN MY INVESTMENT?

Withdrawals

Requests for withdrawals can be made at Prometheus' offices, branch offices or service locations, during normal office hours. All requests for withdrawals must be made in writing and signed by the investor, unless an alternative method of withdrawal is specified in the terms and conditions of the account. Prometheus may not be entitled at law to allow any withdrawals from investors' accounts where Prometheus is unable to meet its debts as they fall due.

Early Repayment

The policy of Prometheus is not to make repayments prior to maturity. In the event of financial hardship or extraordinary circumstances, written application may be made to Prometheus, which may exercise its discretion to repay the funds in whole or in part. In such case the interest payable may be subject to adjustment in accordance with any applicable terms and conditions of the account, and will only be credited to the date of termination of the investment.

Transfer of Investments

An investment with Prometheus may be transferred to another person, with the consent of Prometheus and otherwise in the circumstances and manner outlined in the Trust Deed. However, in Prometheus' opinion, there is no established market for such transfers.

WHO DO I CONTACT WITH ENQUIRIES ABOUT MY INVESTMENT?

The Chief Executive Officer (CEO) of Prometheus can assist you with any questions about investments in Prometheus. The CEO can be contacted at Prometheus' office, at the address listed on page 1.

IS THERE ANYONE TO WHOM I CAN COMPLAIN IF I HAVE PROBLEMS WITH THE INVESTMENT?

Any complaint about an investment should, in the first instance be made to the CEO of Prometheus, at the address of Prometheus which is shown on page 1.

If after discussing any concerns with the CEO, investors are still not satisfied, they may contact the Trustee whose contact details are listed on page 1.

Prometheus is a member of the Insurance & Savings Ombudsman Scheme ("ISO"). Subject to the terms of the ISO Scheme and to the Financial Service Providers (Registration and Dispute Resolution) Act 2008, it may be possible to make complaints about Prometheus to the ISO Scheme, the contact details of which are -

Office of the ISO
PO Box 10-845
Wellington 6143

Telephone: +64 (04) 499 7612
Freephone: 0800 888 202

Prometheus is also a member of the Financial Services Federation, which operates a complaints service in respect of its members. The address of the Financial Services Federation is:

The Financial Services Federation (Inc.)
PO Box 10053,
6th Floor, Wakefield House
90 The Terrace, Wellington, 6011
Telephone: (04) 472 1731

WHAT OTHER INFORMATION CAN I OBTAIN ABOUT THIS INVESTMENT?

Prospectus and Financial Statements

More information about investments and Prometheus is contained in the Prospectus and in the financial statements relating to Prometheus. For more information about investing with Prometheus, investors may request in writing to obtain free of charge the most recent copies of the Prospectus, Investment Statement and Trust Deed; and Prometheus' most recent financial statements. Those documents can be requested from Prometheus' office whose contact details are listed on page 1, and the documents can also be inspected during normal office hours at Prometheus' office.

Prometheus Newsletter

Investors receive a free copy of Prometheus Profile, a regular newsletter reporting on recent loans and a statement of their accounts every half year. Investors may also request in writing from Prometheus' office a statement of transactions or an account balance at any time.

Companies Office File

The Prospectus, the Trust Deed, the financial statements of Prometheus, and other documents relating to Prometheus are also filed on a public register at the Companies Office of the Ministry of Economic Development and are available for inspection online at the New Zealand Companies Office website, at www.companies.govt.nz.

The address of the Companies Office, Business and Registries Branch, Ministry of Economic Development is: Private Bag 92061, Auckland Mail Centre Telephone 0508 266 726, Facsimile (09) 916 4559