

# APOLLO SERIES 2012-1 TRUST

## A\$1,000 MILLION RESIDENTIAL MORTGAGE BACKED SECURITIES

### Class A1 Bonds

A\$930 million Senior Structured Debt Securities  
AAA(sf) S&P/ AAA(sf) Fitch

### Class A2 Bonds

A\$0 million Senior Structured Debt Securities  
AAA(sf) S&P/ AAA(sf) Fitch

### Class AB Bonds

A\$52 million Mezzanine Structured Debt Securities  
AAA(sf) S&P/ AAA(sf) Fitch

### Class B Bonds

A\$18 million Subordinated Structured Debt Securities  
AA-(sf) S&P

### ARRANGER & JOINT-LEAD MANAGER

Macquarie Bank Limited  
(ABN 46 008 583 542)



### JOINT-LEAD MANAGER

Australia and New Zealand Banking Group Limited  
(ABN 11 005 357 522)



### JOINT-LEAD MANAGER

J.P. Morgan Australia Limited  
(ABN 52 002 888 011)



### JOINT-LEAD MANAGER

The Royal Bank of Scotland plc Australia Branch  
(ABN 30 101 464 528)



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Each of the Joint Lead Managers discloses that, in addition to the arrangements and interests it will have with respect to the Issuer, the assets and the Bonds as described in this document (the "**Finance Document Interests**"), it, its Related Entities (as defined in the Corporations Act 2001 (Cth)) and employees:

- (a) may from time to time be a Bondholder or have other interests with respect to the Bonds and they may also have interests relating to other arrangements with respect to a Bondholder or a Bond; and
- (b) may receive fees, brokerage and commissions or other benefits, and act as principal with respect to any dealing with respect to any Bonds (the "**Bond Interests**").

You acknowledge these disclosures and further acknowledge and agree that:

- (i) each of the Joint Lead Managers and each of their Related Entities and employees (each a "**Relevant Entity**") will have the Finance Document Interests and may from time to time have the Bond Interests and is, and from time to time may be, involved in a broad range of transactions (the "**Other Transactions**") in various capacities (the "**Other Transaction Interests**");
- (ii) each Relevant Entity in the course of its business may act independently of any other Relevant Entity;
- (iii) to the maximum extent permitted by applicable law, the duties of each Relevant Entity in respect of the Bonds are limited to the contractual obligations of the Joint Lead Manager or Co-Manager (as the case may be) as set out in the transaction documents contemplated by this Term Sheet and, in particular, no advisory or fiduciary duty is owed to any person;
- (iv) a Relevant Entity may have or come into possession of information not contained in this document or the Information Memorandum that may be relevant to any decision by a potential investor to acquire the Bonds and which may or may not be publicly available to potential investors ("**Relevant Information**");
- (v) to the maximum extent permitted by applicable law, no Relevant Entity is under any obligation to disclose any Relevant Information to any party named in this document or any affiliate (a "**Finance Document Party**") or to any potential investor and this document, the Information Memorandum and any subsequent conduct by a Relevant Entity should not be construed as implying that the Relevant Entity is not in possession of such Relevant Information; and
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## 2. ISSUE SUMMARY

<b>Issuer:</b>	Perpetual Trustee Company Limited (ABN 42 000 001 007) ("Trustee") as trustee for the APOLLO Series 2012-1 Trust (the "Trust")
<b>Trust Manager:</b>	SME Management Pty Ltd (ABN 21 084 490 166)
<b>Security Trustee</b>	P.T. Limited (ABN 67 004 454 666)
<b>Custodian</b>	Suncorp-Metway Ltd (ABN 66 010 831 722) ("Suncorp")
<b>Originator / Seller:</b>	Suncorp
<b>Servicer:</b>	Suncorp
<b>Basis and Fixed Rate Swap Provider</b>	Suncorp
<b>Liquidity Facility Provider:</b>	Suncorp
<b>Redraw Facility Provider:</b>	Suncorp
<b>Rating Agencies:</b>	Standard and Poor's and Fitch Ratings
<b>Arranger:</b>	Macquarie Bank Limited
<b>Joint-Lead Managers:</b>	Macquarie Bank Limited, Australia and New Zealand Banking Group Limited , J.P. Morgan Australia Limited and The Royal Bank of Scotland plc, Australia Branch
<b>Legal Final Maturity Date:</b>	Payment date in July 2043
<b>Pricing Date:</b>	30 August 2012
<b>Issue Date:</b>	12 September 2012
<b>Cut-Off Date</b>	4 September 2012

Issue Structure:	Class	Coupon Type	Exp Ratings S&P / Fitch	A\$M	Margin	WAL*	% Credit Support
	A1	Floating	AAA(sf)/AAA(sf)	930	155 bps	3.36 yrs	7.00
	A2	Floating	AAA(sf)/AAA(sf)	0	n/a	n/a	7.00
	AB	Floating	AAA(sf)/AAA(sf)	52	300 bps	5.85 yrs	1.80
	B	Floating	AA-(sf)/NR	18	430 bps	5.85 yrs	n/a
	<b>TOTAL</b>			<b>1,000</b>			

Expected Final Payment Dates*:	Class	Expected Final Payment Date
	Class A1	July 2021
	Class A2	n/a
	Class AB	July 2021
	Class B	July 2021

\* Based on a flat CPR of 21%, operation of the pro rata paydown structure and the Trust Manager exercising the 10% clean-up call.

### 3. FEATURES OF THE BONDS

<b>Interest Rates and Payment Dates:</b>	<p>Interest reset dates for the Bonds will be monthly on the 12th of each calendar month (or, if not a Business Day, on the next Business Day).</p> <p>The Bonds will receive interest monthly on the 12th of each calendar month (or, if not a Business Day, on the next Business Day). The first interest payment date will be 12 October 2012.</p>
<b>Interest Rate:</b>	One month BBSW plus the Applicable Margin as set on each interest reset date.
<b>Interest Rate:</b>	The margin for each note as set out in the Issue Structure table in section 2 above.
<b>Applicable Margin:</b>	The margin for each note as set out in the Issue Structure table in section 2 above.
<b>Step-Up Margin:</b>	The Applicable Margin on the Class A1 and A2 Bonds (collectively the "Class A Bonds") will increase by 0.25% p.a. from and including the Clean up Call date. The Applicable Margin on the Class AB and Class B Bonds will not increase from and including the Clean up Call date.
<b>Clean up Call:</b>	The Issuer has the option to redeem all remaining Bonds on any Payment Date occurring on or after the date when the aggregate principal outstanding of all loans in the mortgage pool is equal to or less than 10% of the aggregate principal outstanding of all loans in the mortgage pool as at the Cut-Off Date.
<b>Books Closing Date / Ex. Interest:</b>	The register will close at 4.30pm (Sydney time) 4 Business Days prior to a Payment Date, for the purpose of calculating Bondholder entitlements.
<b>Substitution Period:</b>	There will be no substitution.
<b>Principal Payments pre Enforcement:</b>	<p>If the Serial Paydown Conditions are not satisfied, available principal collections will be passed through in a "sequential pay" order as follows:</p> <ul style="list-style-type: none"> <li>(a) To fund any Principal Draw.</li> <li>(b) To repay any Redraw Advances.</li> <li>(c) Class A1 Bondholders will receive all available principal until the Class A1 Bonds are reduced to zero.</li> <li>(d) Class A2 Bondholders will receive all available principal until the Class A2 Bonds are reduced to zero.</li> <li>(e) Class AB Bondholders will receive all available principal until the Class AB Bonds are reduced to zero.</li> <li>(f) Class B Bondholders will receive all available principal until the Class B Bonds are reduced to zero.</li> </ul>



If the Serial Paydown Conditions are satisfied, available principal will be passed through as follows:

- (a) To fund any Principal Draw.
- (b) To repay any Redraw Advances.
- (c) Class A1, A2, AB and B Bondholders will receive all available principal pari passu until the Class A1, A2, AB and B Bonds are reduced to zero.

**Serial Paydown Conditions:**

Serial Paydown Conditions are:

- (a) Class A Bond subordination has at least doubled from the initial percentage;
- (b) Class AB Bond subordination has at least doubled from the initial percentage;
- (c) There are no unreimbursed charge-offs on the Class B Bonds;
- (d) The average of the mortgage loans being 60 days or more delinquent over the immediately prior 12 months is less than 3%;
- (e) The second anniversary of the Issue Date has occurred;
- (f) The aggregate principal outstanding of mortgage loans in the pool is greater than 10% of the initial aggregate principal outstanding at the date of issue; and
- (g) There are no unreimbursed withdrawals from the Excess Revenue Reserve.

**Income Payments pre Enforcement:**

Income received by the Trust in each collection period will be distributed in the following order:

- (a) \$1 to the Income Unitholder;
- (b) Series Trust expenses;
- (c) Hedge payments;
- (d) Liquidity Facility Principal repayments and Interest plus any Redraw Facility Interest;
- (e) Interest on the Class A Bonds;
- (f) Interest on the Class AB Bonds;
- (g) Interest on the Class B Bonds;
- (h) Repayment of any unreimbursed Principal Draws;
- (i) To top up the Liquidity Reserve back to its original balance as at the Issue Date;
- (j) Reimbursement of Defaulted Amounts for the current collection period

- (k) Reimbursement of any unreimbursed Charge-Offs;
- (l) Deposits into the Excess Revenue Reserve up to the Maximum Excess Revenue Reserve Amount;
- (m) Payments to the Fixed Rate Swap provider of certain mortgage loan break costs;
- (n) Payments to Hedge providers of any subordinated termination payments; and
- (o) Payments to the Residual Income Beneficiary of the Trust.

**Priority of Payments post Enforcement:**

Following enforcement of the charge, principal and interest due to Bondholders will be repaid in the following order of priority:

- (a) Class A Bonds pari passu;
- (b) Class AB Bonds; and then
- (c) Class B Bonds.

**Charge-offs:**

Charge-offs will be allocated in the following order:

- (a) Class B Bonds;
- (b) Class AB Bonds; and then
- (c) Class A Bonds pari passu.

**Collateral:**

A pool of 100% full documentation, fully mortgage insured, first-ranking mortgages secured over residential property in Australia

**Mortgage Insurance:**

Each Mortgage Loan is covered by a mortgage insurance policy that provides cover against non-payment of 100% of the principal and accrued interest amount and reasonable costs of enforcement. The mortgage insurance is provided by QBE Lenders' Mortgage Insurance Limited ABN 70 000 511 071. The Issuer's ability to claim is subject to the terms of the relevant mortgage insurance policy.

**Liquidity Facility:**

To cover possible liquidity shortfalls, the Trustee has entered into a Liquidity Facility Agreement with the Liquidity Facility Provider, under which the Trustee can request liquidity advances up to the facility limit sized as the greater of:

- (a) 1.40% of the outstanding balance of all performing mortgages in the pool at that time; and
- (b) 0.14% of the aggregate principal outstanding under all Performing Loans as at the Issue Date.

**Liquidity Reserve:**

On the Issue Date the Trustee will establish a Liquidity Reserve equal to A\$150,000. This reserve is available to meet any liquidity shortfalls as a result of extraordinary out of pocket expenses of the Trust.

<b>Excess Revenue Reserve:</b>	<p>The Trustee will establish an Excess Revenue Reserve from the Issue Date to provide yield support and additional credit enhancement. The Excess Revenue Reserve is available to cover possible liquidity shortfalls, reimburse defaulted amounts and to reinstate any principal draws.</p> <p>From the Issue Date, 70% of surplus available income under paragraph (l) of the “Income Payments pre Enforcement” described above will be deposited to the credit of the Excess Revenue Reserve until the total aggregate deposit amount in the Loss Reserve equals 0.36% of the aggregate initial invested amount of all Bonds (the “Maximum Excess Revenue Reserve Amount”). Such deposits may occur in the initial build up to the Maximum Excess Revenue Reserve Amount or in subsequent replenishment of the Excess Revenue Reserve if reduced below the Maximum Excess Revenue Reserve Amount. The Excess Revenue Reserve will be held in the Collections Account.</p>
<b>Denomination:</b>	Each Bond has a denomination of A\$100,000. The Bonds will be issued in minimum parcels of A\$500,000 with integral multiples of A\$100,000 thereafter.
<b>Withholding Tax:</b>	The Class A, AB and B Bonds will be offered for subscription or purchase in a manner to satisfy the public offer test provisions under section 128F of the Income Tax Assessment Act 1936 (as amended).
<b>Listing:</b>	The Bonds will not be listed on the ASX.
<b>Governing Law:</b>	New South Wales Law
<b>Settlement:</b>	Austraclear
<b>RBA Repo Eligibility:</b>	Following the Issue Date the Trust Manager will apply for repo eligibility with the Reserve Bank of Australia in relation to the Class A and Class AB Bonds.
<b>Business Day:</b>	A day other than a Saturday, Sunday or public holiday, on which banks are open for business in Sydney and Brisbane.
<b>CRD 2 Undertaking</b>	Suncorp (as the originator of the mortgage loans to be securitised and included in the Series Trust) will undertake to the Issuer to hold, in accordance with Article 122a of the CRD2 Rules, a net economic interest in this securitisation transaction. As at the Issue Date, such interest will be comprised of an interest in randomly selected exposures equivalent to no less than 5% of the aggregate principal balance of the securitised exposures in accordance with Article 122a paragraph (1) sub-paragraph (c).