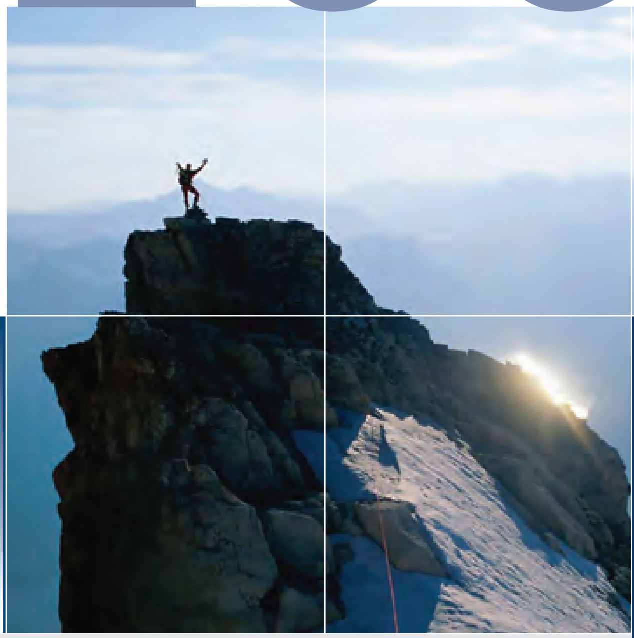
2009



2009 Annual Report

Bentley Capital Limited

CONTENTS

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The Company changed its name from Bentley International Limited to Bentley Capital Limited on 4 March 2009

CORPORATE DIRECTORY

BOARD

Farooq Khan	Executive Chairman
William Johnson	Executive Director
Simon K. Cato	Non- Executive Director
Peter P. Simpson	Non- Executive Director
Christopher B. Ryan	Non- Executive Director

COMPANY SECRETARY
Victor P.H. Ho

REGISTERED OFFICE
Suite 202, Angela House
30-36 Bay Street
Double Bay New South Wales 2028
Telephone: (02) 9363 5088
Facsimile: (02) 9363 5488

CHAIRMAN'S
AND COMPANY SECRETARIAL OFFICE
Level 14, The Forrest Centre
221 St Georges Terrace
Perth Western Australia 6000
Local Call: 1300 762 678
Telephone: (08) 9214 9757
Facsimile: (08) 9322 1515
Email: info@bel.com.au
Website: www.bel.com.au

AUDITORS
BDO Kendalls Audit & Assurance (WA) Pty Ltd
128 Hay Street
Subiaco, Western Australia 6008
Telephone: (08) 9380 8400
Facsimile: (08) 9380 8499
Website: www.bdo.com.au

SHARE REGISTRY
Advanced Share Registry Services
Suite 2, 150 Stirling Highway
Nedlands Western Australia 6009
Telephone: (08) 9389 8033
Facsimile: (08) 9389 7871
Email: admin@advancedshare.com.au
Investor Web: www.advancedshare.com.au

STOCK EXCHANGE
Australian Securities Exchange
Sydney, New South Wales

ASX CODE
BEL

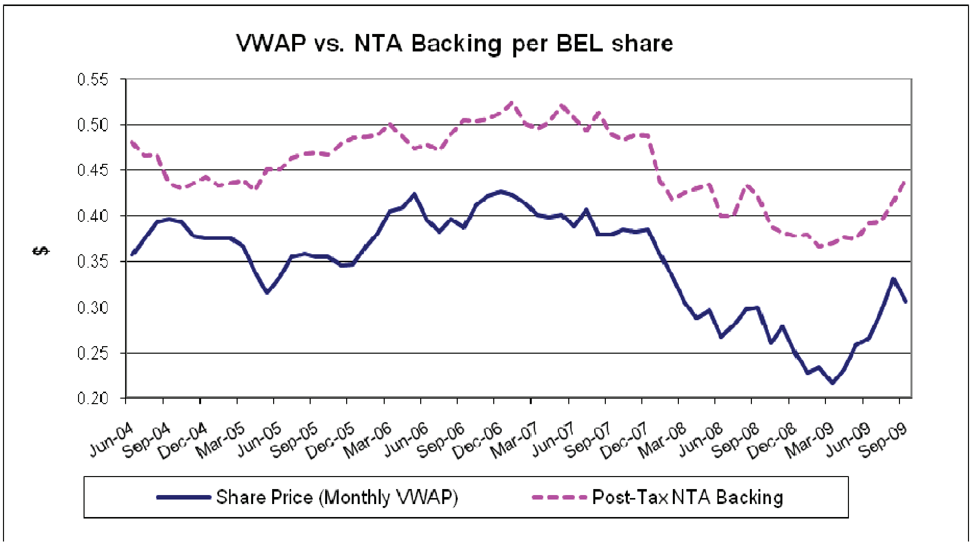
COMPANY PROFILE

Bentley is a listed investment company. Since admission to ASX in 1986, the principal investment objective of the Company was to invest in equity securities listed on the world's major stock markets. On 13 March 2009, Bentley completed a merger with Scarborough, whereby the asset base of Bentley increased and a broader investment mandate[1] was adopted.[2]

Under the investment mandate, Bentley's investment objectives are to:

- Achieve a high real rate of return over the medium term, ideally comprising both income and capital growth, whilst operating within acceptable risk parameters set by the Board; and
- Deliver a regular income stream for shareholders in the form of franked dividends.

As at 30 June 2009, BEL had a market capitalisation of $18.6 million (at $0.26 per share), net tangible assets (**NTA**) of $27.75 million (at $0.388 post-tax NTA backing per share), 71,584,465 fully paid ordinary shares on issue, and 2,368 shareholders on its share register (30 June 2008: $10.3 million market capitalisation (at $0.255 per share), NTA of $16.1 million (or $0.40 per share), 40,234,143 shares on issue and 1,218 shareholders).



Source: IRESS

Net Asset Weightings

Net Assets	30 September 2009		30 June 2009		31 December 2008		30 June 2008	
International equities	-	-	-	-	$4.56m	30%	$15.85m	93%
Australian equities[1]	$28.76m	91%	$12.80m	46%	-	-	-	-
Provision for income tax	-	-	-	-	-	-	$0.90m	5%
Net cash /other assets/provisions	$2.73m	9%	$14.95m	54%	$10.60m	70%	$0.24m	1%
TOTAL NET ASSETS	**$31.49m**	100%	**$27.75m**	100%	**$15.16m**	100%	**$16.99m**	100%

1. Held via an investment in the unlisted wholesale FSP Equities Leaders Fund

Recent Dividends

Rate per share	Record Date	Payment Date	Franking	Total Dividends Paid	DRP Issue Price
One cent	28 October 2009	30 October 2009	100%	$715,845	To be determined
One cent	24 September 2007	28 September 2007	100%	$397,283	$0.3615
One cent	1 March 2007	8 March 2007	100%	$397,283	N/A
One cent	29 August 2006	31 August 2006	100%	$393,049	$0.367
One cent	11 April 2006	26 April 2006	100%	$389,422	$0.396
One cent	21 September 2004	27 September 2004	100%	$389,422	N/A

1 Bentley's investment mandate is reproduced at page 66 of this Annual Report.

2 Pursuant to Bentley's Notice of Meeting dated 15 January 2009 and released on ASX on 23 January 2009

OVERVIEW OF PERFORMANCE

During the financial year, Bentley:

(1) Obtained shareholder approval for a new broader investment mandate (20 February 2009);

(2) Completed a merger with Scarborough Equities Limited (**Scarborough**) and expanded its net asset base by $11.5 million (from $14.74 million to $26.2 million) and share capital base by 31,350,322 shares (from 40,234,143 to 71,584,465 shares) (13 March 2009);

(3) Realised 100% of its international investment portfolio in 2 tranches (October 2008 and April 2009) and invested the sale proceeds defensively in cash with Australian banks;

(4) Terminated its investment management agreement with Constellation Capital Management Limited, who was managing the international investment portfolio of the Company (effective 9 May 2009); and

(5) Terminated its custody agreement with National Australia Bank Limited (effective 30 June 2009).

As at 30 June 2009, the Bentley Consolidated Entity had $12.80 million (~46% of net assets) invested in Australian equities (via an investment in the unlisted wholesale FSP Australian Leaders Fund (**FSP Fund**)) with $14.95 million (~54% of net assets) held in net cash. On 31 July 2009, a further $11.5 million was invested into the FSP Fund, increasing Bentley's Australian equities exposure to ~90% of its net assets.

SUMMARY OF RESULTS[3]	**Consolidated June 2009 $'000**	**Company June 2008 $'000**
Reversal of provision for unrealised loss on financial assets at fair value through profit or loss (that were sold during the year)	4,512	436
Other investment related income	1,027	7
Total revenue	5,539	443
Realised loss on financial assets at fair value through profit or loss (that were sold during the year)	3,628	(10)
Foreign exchange losses	839	12
Investment manager's fees	156	175
Merger costs	225	-
Other corporate and administration expenses	964	4,068
Total expenses	5,362	4,245
Profit/(Loss) before income tax expense	176	(3,801)
Income tax benefit/(expense)	(901)	903
Loss after income tax expense	(725)	(2,899)
Basic loss per share (cents)	(1.46)	(7.23)
Pre-tax NTA Backing per share (cents)	38.76	42.22
Post-tax NTA Backing per share (cents)	38.76	39.98

Bentley's 12 month after tax net tangible asset (**NTA**) performance to 30 June 2009 was -3%. This compares with the performance of the ASX All Ordinaries Index of –26% over the same period. The outperformance of the Company relative to the ASX All Ordinaries Index was mainly due to the Board's decision during the year to realise its international equities portfolio and move to a defensive cash position, rather than remain invested in international securities.

The Consolidated Entity earned a net profit of $0.176 million (pre tax) and incurred a net loss of $0.725 million (post tax) during the financial year. Net realised gains on sale of share investments were $0.883 million ($4.511 million net reversal of provision for unrealised losses on financial assets sold during the year less $3.628 million realised loss on financial assets sold during the year) and gross interest, dividend and other income was $1.027 million against $0.839 million foreign exchange losses, $0.225 million merger costs, $0.188 million management and custody fees and $0.482 million other corporate and administration expenses.

[3] Bentley did not have any controlled entities prior to the merger with Scarborough. Accordingly, the Consolidated Entity does not have any 30 June 2008 comparative financial information. 30 June 2008 comparative financial information for the Company is shown instead.

THE BOARD'S REPORT

Latest NTA Backing

Bentley's unaudited Net Tangible Assets (**NTA**) backing as at 30 September 2009 was $0.4399 per share (pre and post tax) (30 June 2009: $0.3876).[4]

Bentley has approximately 91% of its net assets ($28.76 million out of $31.49 million) invested in the FSP Fund as at 30 September 2009 (30 June 2009: 46% ($12.80 million out of $27.75 million)).

Declaration of Special Dividend

On 14 October 2009, the Directors were pleased to announce[5] the payment of a special dividend out of profits generated during the current financial year:

Dividend	Record Date	Expected Payment Date	Franking
One cent per share	28 October 2009	30 October 2009	100% franked

The Company's DRP will apply to this special dividend. The Directors have determined that the DRP issue price will be at a 2.5% discount to the Company's volume weighted average price on ASX in the 5 day period up to and including the dividend record date. The Company will lodge a market announcement advising the final DRP issue price after the record date. A copy of the DRP rules and related documentation may be obtained from the Company or downloaded from the Company's website.

Dividend Donation Scheme

On 14 October 2009, the Directors were pleased to announce[6] that Bentley had joined in partnership with the "Investing In Hope" Dividend Donation programme of Children's Hospital Foundations Australia[7], an Australia wide national partnership of children's hospital foundations working together to fundraise in partnership with national corporate and business organisations for sick and injured kids in Australian children's hospitals.

Please refer to their website for further information: www.childrenshospitals.org.au and details of member hospital foundations in each State.

Children's Hospital Foundations Australia
Helping little lives shine.

Royal Children's Hospital Foundation QLD
Royal Children's Hospital Foundation VIC
Sydney Children's Hospital Foundation NSW
Women's and Children's Hospital Foundation SA
Princess Margaret Hospital Foundation WA

The Directors encourage all shareholders to participate in the Dividend Donation Programme, particularly those receiving smaller dividend cheques where the amount of the dividend can often be less than the transaction and processing costs incurred by the Company with respect to payment of such dividend.

Recent General Meetings

On 7 August 2009, shareholders rejected resolutions at a requisitioned general meeting for the removal of two Directors of the Company (Messrs Farooq Khan and William Johnson). Please refer to the Notice of General Meeting and Explanatory Statement dated 7 July 2009 for further details.

On 9 October 2009, shareholders rejected a resolution for the Company to undertake an off-market share buy-back of up to 25 million shares at $0.35 per share. Please refer to the Notice of General Meeting and Explanatory Statement dated 3 September 2009 for further details.

Latest Taxation Position and Franking Credits

As at 30 September 2009, Bentley had substantial prior year tax losses and available franking credits:

- $3.61 million net deferred tax assets not brought to account (at 30% tax effect value). This is equivalent to $0.05 per share. The Company's prior year tax losses can generally be claimed against income earned in later years subject to compliance with the "continuity of ownership" or "same business" tests associated with claiming tax losses; and
- $3.97 million of franking credits. This gives Bentley the capacity to pay fully franked dividends totalling $9.26 million from future profits.

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4 Refer ASX Announcement dated 13 October 2009 entitled "NTA Backing as at 30 September 2009"

5 Refer ASX announcement dated 14 October 2009 and entitled "Declaration of Special Dividend"

6 Refer ASX announcement dated 14 October 2009 and entitled "Dividend Donation Scheme"

7 Children's Hospital Foundations Australia is administered by Royal Children's Hospital Foundation ABN 38 936 879 794, a public benevolent institution endorsed www.business.gov.au as a "Deductible Gift Recipient" from 1 July 2000

THE BOARD'S REPORT

The Investment Mandate of Bentley

Bentley is a company that is poised at a very interesting juncture in its 23 year history as a Listed Investment Company (**LIC**).

For most of its existence, the Company was narrowly focused on undertaking investments in international securities, often with mixed success.

In March 2009, shareholders overwhelmingly approved a very different mandate; one that would allow the Company to have considerable flexibility in adopting a diverse range of investment styles and methodologies across a diverse range of asset classes and industry sectors.

If a mission statement could be described for the Company following the expansion of the mandate, it would be as follows:

> *"The objectives of the Company are to make money for shareholders, tempered with a prudential exposure to risk."*

Beyond issues of the mandate, there are two related and important factors affecting the investment activities of Bentley moving forward.

Unlike a very large number of LICs, particularly those that listed on the ASX in the last few years, Bentley is not lumbered with an investment manager that has a fixed long term investment contract (often for periods of up to 25 years) where the manager receives fixed fees no matter what the performance of the company.

As a company that is internally managed by the Board, Bentley is liberated from these often oppressive investment management contracts and is free to pick and choose whether to manage its investments internally in whole or in part, or whether to pick an independent investment manager who is required to deliver a superior investment performance or lose its rights to manage the Company's capital.

Related to this is the fact that the share register of the Company is populated by a number of large shareholders, none of whom have any financial interest (other than as shareholders) in the management of the Company's assets.

Orion Equities Limited (**Orion**), which holds 28.7% of the issued capital of the Company is represented on the Board by Directors Farooq Khan and William Johnson. Similarly, Director Peter Simpson and associates holds 1.6% of the issued capital of the Company.

Save for Directors' fees paid to these three Directors, neither Orion nor Peter Simpson and his associates receive any benefit other than in their capacity as shareholders of Bentley.

In other words, these shareholders' interests align directly with all shareholders in that they receive no benefit other than as shareholders and accordingly, their actions through their representatives on the Board, are formulated with the endeavour of the Company delivering a superior investment return to that otherwise available in the financial markets.

The foregoing are general statements and shareholders can rightly ask how this broad mandate will be practically implemented.

Following from the date of the shareholder approved new mandate, the Board has met regularly to devise a set of principles which will guide the Company in its investment objectives moving forward.

These principles are by their very nature subject to continuous development and refinement and must also be adaptive to the particular financial position of the Company (in terms of its available capital base) as well as to the financial climate at the time the Company makes any investment decision.

As summary of these principles are as follows:

(1) The recognition that as an LIC, there is a high degree of likelihood that the Shares of the Company may (as do most LICs) trade at a discount to the underlying net tangible asset backing (**NTA**) of such Shares.

(2) Accordingly, the overriding principle to be embraced by the Board is that in formulating and undertaking any investment, the goal of the Company should be to deliver an investment return that compensates shareholders for the likelihood that their Shares may trade at a discount to the NTA of the Company.

(3) The Company will create a formal Investment Committee. The Investment Committee shall be responsible for the management of Bentley's investment portfolio. This Investment Committee shall report regularly to the Board of Directors and is responsible for implementing the Company's investment mandate. In this regard, the Company has formed an Investment Committee whose members currently comprise Farooq Khan, William Johnson and Victor Ho.

THE BOARD'S REPORT

(4) Bentley's investment portfolio will be structured for a balance of capital growth and income producing assets.

(5) Investments in income producing assets will be made with the objective of delivering a regular income stream for shareholders in the form of franked dividends.

(6) Investments in non income producing assets will be made with the objective of delivering a high rate of real capital return over the medium term.

(7) Bentley's investment portfolio will either be allocated to assets selected by the Investment Committee or to independent managers selected by the Investment Committee where the Investment Committee believes the manager can deliver a superior investment return (inclusive of any investment management fees proposed to be levied by such manager) to that capable of being generated by the Investment Committee.

(8) Where an independent manager is appointed by the Investment Committee to manage the whole of part of the assets of the Company, no such appointment shall be made for a fixed term exceeding 6 months.

(9) An important focus of the activities of the Investment Committee when undertaking direct investments will be to engage in strategic investment opportunities.

(10) Strategic investment opportunities will mean investments in companies where the Company, through its investment, can reasonably expect to exert a degree of influence on the affairs of the target company. This influence may be accomplished through seeking board representation or through playing an active role alongside management in order to enhance or realise shareholder value or through 'shareholder agitation'.

(11) Strategic investments will include those that have the potential for turnaround in profitability or capital appreciation through the introduction of new management, capital, improved business practices, industry rationalisation, and/or improved investor relations. Investments may also be made in companies where the target's share price does not adequately reflect the true value of the target company's assets and where the Company believes that, through its investment, it can cause a reduction in the discount to asset value.

(12) The Investment Committee will adopt a value based methodology in its investment selections, including an analysis of company fundamentals including but not limited to low price earnings multiples, earnings growth, relativity of price to net tangible assets, multiples of free cash flow, dividend history and arbitrage opportunities.

(13) The Investment Committee will be guided by the principle that sound investment decisions require a thorough methodology and the time necessary to identify, target, negotiate, conduct due diligence and structure the opportunity. The Investment Committee will adopt a timely yet patient approach to these initial phases as well as the subsequent making of the strategic investment and the realisation phase of the investment lifecycle.

(14) The recognition by the Company that superior returns always involve higher risks and that all investment activities of the Company require a balance to be struck between the seeking such returns and the undertaking of undue risks.

(15) The recognition that the Company may have periods when a significant portion of its assets are not allocated to particular investments and that it is appropriate to maintain significant cash balances until such time as appropriate investments may be undertaken.

As at the date of this report, the Board and its Investment Committee have determined to provide approximately 90% of the available capital of the Company to FSP Equities Management Limited (**FSP**) for investment in accordance with FSP's stated investment objectives (details of which are outlined elsewhere in this report).

The Investment Mandate of Bentley approved by shareholders in March 2009 is reproduced at page 66 of this Annual Report

19 October 2009

ABOUT THE FSP EQUITIES LEADERS FUND

FSP Equities Management Limited (**FSP**) was appointed investment manager of Bentley subsidiary, Scarborough Equities Pty Ltd (formerly Scarborough Equities Limited) (**Scarborough**) in December 2004. FSP is majority owned by FSP Group Pty Ltd, a subsidiary of ING Australia Limited.

As Investment Manager, FSP invests Scarborough's funds directly in its FSP Equities Leaders Fund (**FSP Fund**). The FSP Fund is a wholesale fund not open to retail investors. The investment management team is led by Mr Ronni Chalmers.

Bentley is able to redeem its investment in the FSP Fund at short notice and there is no long term investment management agreement in place with FSP, which provides the Company with considerable flexibility in its commercial undertakings.

The FSP Fund information in this section is based on advice received from FSP.

The objective of the fund is to outperform the S&P/ASX 200 Accumulation Index over the medium term. The Investment Manager is "style neutral" and invests in growth stocks, value stocks, stocks with maintainable dividend yields and special situations.

The portfolio is divided into two parts, being an equity and cash portfolio. There is no minimum equity weighting. 75% of the equity portfolio is targeted to companies contained within the S&P/ASX 200 index. The remaining 25% of the equity portfolio is invested in companies outside of the S&P/ASX 200 index.

As at 30 June 2009, the Bentley group had a total of $12.8 million (approximately 47% of Bentley's net assets) invested in the FSP Fund (30 June 2008: nil).

The 12 month net performance of the FSP Fund to 30 June 2009 was -29.7% (12 months to 30 June 2008: -17.6%). The benchmark performance (S&P/ASX 200 Accumulation Index) was -20.1% over the same period (12 months to 30 June 2008: -13.4%).

FSP Fund details as at 30 June 2009

- The equity portfolio weighting was 96.9% (30 June 2008: 92%);
- 96.92% of the equity portfolio was invested in companies contained within the S&P/ASX 200 Index (30 June 2008: 92%) with the balance of 3.08% invested in companies outside of the S&P/ASX 200 Index (30 June 2008: 8%); and
- The equity portfolio contained 51 holdings (30 June 2008: 110 holdings).

FSP Fund - Performance

Returns To:	1mth	3mths	6mths	1yr	2yrs	3yrs	Since Inception
30 June 2009	**(%)**	**(%)**	**(%)**	**(%)**	**(% p.a.)**	**(% p.a.)**	**(% p.a.)**
FSP Fund	2.9%	8.1%	9.1%	-29.7%	-23.9%	-5.4%	8.6%
ASX / S&P 200 Accumulation Index	4.0%	11.3%	9.1%	-20.1%	-16.8%	-3.8%	6.8%

Returns To:	1mth	3mths	6mths	1yr	2yrs	3yrs	Since Inception
30 September 2009	**(%)**	**(%)**	**(%)**	**(%)**	**(% p.a.)**	**(% p.a.)**	**(% p.a.)**
FSP Fund	7.0%	22.5%	32.4%	7.4%	-17.7%	-1.2%	11.3%
ASX / S&P 200 Accumulation Index	6.2%	21.5%	35.2%	8.3%	-10.9%	1.7%	9.3%

ABOUT THE FSP EQUITIES LEADERS FUND

FSP Fund Top 20 Holdings and Sector Weights

Top 20 Holdings		Fund Weight
ASX Code	Asset Name	30-Jun 09
BHP	BHP BILLITON LIMITED	15.0%
WBC	WESTPAC BANKING CORPORATION	9.3%
CBA	COMMONWEALTH BANK OF AUSTRALIA	7.8%
WPL	WOODSIDE PETROLEUM LIMITED	5.3%
NCM	NEWCREST MINING LIMITED	4.7%
WOW	WOOLWORTHS LIMITED	4.7%
LGL	LIHIR GOLD LIMITED	4.1%
JBH	JB HI-FI LIMITED	3.6%
STO	SANTOS LTD	3.3%
WOR	WORLEY PARSONS LIMITED	2.9%
QBE	QBE INSURANCE GROUP LIMITED	2.9%
ORG	ORIGIN ENERGY LIMITED	2.6%
OST	ONESTEEL LTD	2.4%
OSH	OIL SEARCH LIMITED	2.2%
FLX	FELIX RESOURCES LIMITED	2.1%
FLT	FLIGHT CENTRE LTD	2.1%
UGL	UNITED GROUP LIMITED	1.7%
DJS	DAVID JONES LIMITED	1.6%
CCL	COCA-COLA AMATIL LIMITED	1.5%
SGX	SINO GOLD LIMITED	1.4%
	Total	**81.20%**

Sector Weights	Fund Weight
	30-Jun 09
Materials	29.6%
Financials(ex-Property)	21.2%
Industrials	6.3%
Energy	21.0%
Consumer Staples	6.9%
Consumer Discretionary	9.8%
Health Care	1.8%
Utilities	0.0%
Telecommunication Services	0.2%
Information Technology	0.0%
Property Trusts	0.0%
Cash/Hybrids/Fixed Interest	3.1%
Total	**100%**

Top 20 Holdings		Fund Weight
ASX Code	Asset Name	30-Sep 09
BHP	BHP BILLITON LIMITED	12.1%
WBC	WESTPAC BANKING CORPORATION	9.9%
CBA	COMMONWEALTH BANK OF AUSTRALIA	8.0%
NCM	NEWCREST MINING LIMITED	4.0%
JBH	JB HI-FI LIMITED	3.7%
FLT	FLIGHT CENTRE LTD	3.6%
WOR	WORLEY PARSONS LIMITED	2.9%
SMX	SMS MANAGEMENT & TECHNOLOGY LTD	2.8%
STO	SANTOS LTD	2.7%
OST	ONESTEEL LTD	2.4%
OSH	OIL SEARCH LIMITED	2.3%
WPL	WOODSIDE PETROLEUM LIMITED	2.2%
UGL	UNITED GROUP LIMITED	2.2%
HST	HASTIE GROUP LIMITED	2.0%
NWH	NRW HOLDINGS LIMITED	1.9%
BTT	BT INV MANAGEMENT LTD	1.8%
AAX	AUSENCO LTD	1.8%
DJS	DAVID JONES LIMITED	1.6%
OKN	OAKTON LIMITED	1.6%
REA	REA GROUP LIMITED	1.6%
	Total	**71.10%**

Sector Weights	Fund Weight
	30-Sep 09
Materials	27.1%
Financials(ex-Property)	22.8%
Industrials	11.8%
Energy	14.7%
Consumer Staples	1.4%
Consumer Discretionary	14.9%
Health Care	1.6%
Utilities	0.0%
Telecommunication Services	0.6%
Information Technology	4.4%
Property Trusts	0.0%
Cash/Hybrids/Fixed Interest	0.8%
Total	**100%**

FSP FUND REPORT FOR SEPTEMBER 2009

FSP Equities Management

A brighter future.

The FSP Equities Leaders Fund

15 October 2009

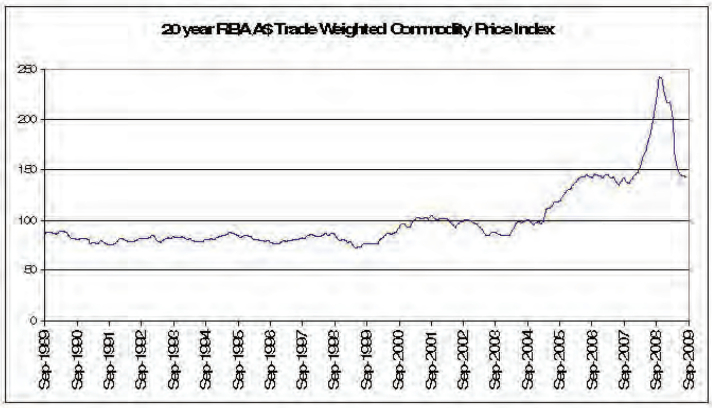
The Directors of Bentley Capital Limited
Suite 202, 30-36 Bay Street
Double Bay NSW 2028

We are pleased to report that over the three months to 30 September 2009, the FSP Equities Leaders Fund produced a net return of 22.5%. This exceeded the return of the S&P/ASX 200 Accumulation Index of 21.5% over the same period.

For the calendar year to date (nine months to 30 September) the Fund has returned a net 33.7%, which compares favourably with a return for the S&P/ASX 200 Accumulation Index of 32.5%.

The Australian equity market rallied strongly in the September quarter as investors began to look through recently depressed earnings to price companies on the basis of longer term earnings expectations. The catalyst for this has been improving global economic data, in which the relative strength of the Asia Pacific region has stood out. In its October World Economic Outlook, the IMF again upgraded its forecast for 2010 global GDP growth. The IMF is now forecasting global growth of 3.1% in 2010, up from a July forecast of 2.5%. The forecast for 2010 for China was upgraded from 8.5% to 9.0%, and this follows a resilient 2009 year in which China is expected to record 8.5% growth.

In October the Reserve Bank of Australia raised the official cash rate by 0.25% to 3.25%. The RBA Governor, Glenn Stevens, commented that relative to the major economies "prospects for Australia's Asian trading partners appear to be noticeably better. Growth in China has been very strong, which is having a significant impact on other economies in the region and on commodity markets". Australia's close trading relationship with the fast growing Asian economies was highlighted as a key reason in the RBA's decision to raise interest rates. Current commodity prices are very supportive for the Australian resources sector as highlighted by the chart below, with Australian dollar prices at the end of September 68% above the 15 year average to March 2004.



FSP Equities Management Limited ABN 12 098 327 809 AFS Licence Number 246790
Level 39 Australia Square 264-278 George St Sydney NSW 2000
Tel: 61 2 9253 8500 Fax: 61 2 9253 8540

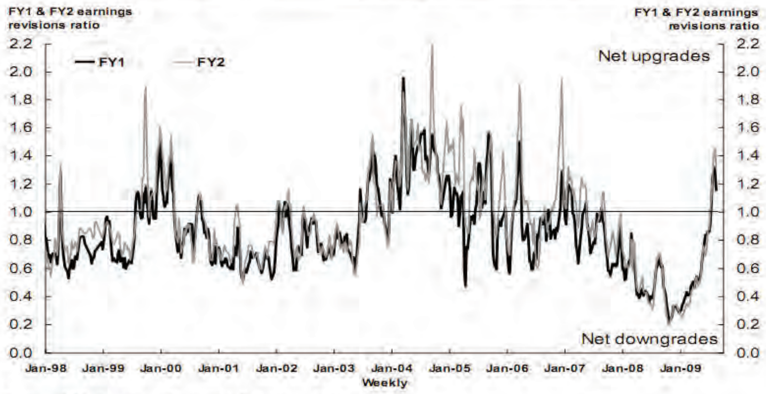
FSP FUND REPORT FOR SEPTEMBER 2009

Source: Reserve Bank of Australia

The IMF comments that short term global growth will continue to benefit from stimulatory monetary and fiscal policies and from a restocking phase, while tight credit conditions are expected to continue to restrain the pace of recovery in the US, Europe and the UK. Banks in these regions have benefited from capital raisings, while the loan loss cycle continues to put pressure on balance sheets. This contrasts with the position of the Australian banks, where analysts have begun to focus on the potential deployment of excess capital. For example, UBS and Credit Suisse analysts are now forecasting share buy backs in FY2011.

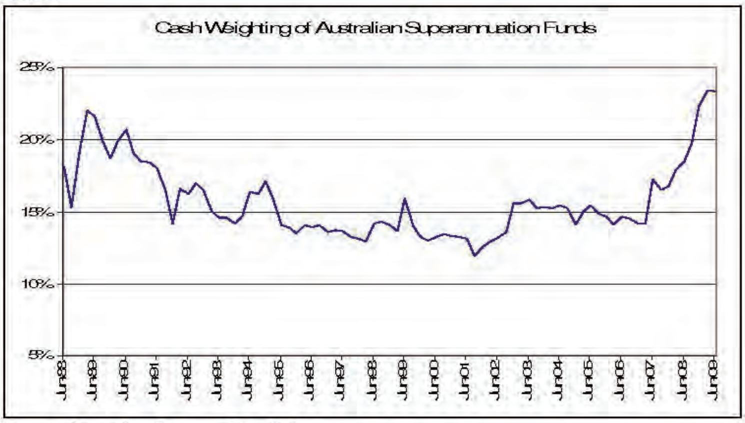
In Australia, a focus of investors over the quarter was the August reporting season, and in particular the outlook comments for this financial year. Positively in August, consensus analyst earnings forecasts returned to upgrades after more than one year of negative revisions. The strength of the earnings upgrade cycle is expected to be a key driver of share prices going forward.

Market revisions ratio (above 1.0 indicates upgrades exceeding downgrades)



Source: IBES, Macquarie Research, September 2009

A positive for the Australian market is the latent demand for equities from the current very high cash weighting of Australian superannuation funds. This weighting has increased from an average of 15.3% in the 20 years to March 2008 to 23.3% as at the end of June 2009, as shown in the chart below.



Source: Australian Bureau of Statistics

FSP Equities Management Limited ABN 12 098 327 809 AFS Licence Number 246790
Level 39 Australia Square 264-278 George St Sydney NSW 2000
Tel: 61 2 9253 8500 Fax: 61 2 9253 8540

FSP FUND REPORT FOR SEPTEMBER 2009

Portfolio
The Fund continues to invest where high quality companies are trading at prices which we consider to represent long term value. This is reflected in the performances of a number of the Fund's largest holdings over the quarter.

Flight Centre (3.6% of the portfolio as at 30 September) gained 73% in the three months to 30 September. The company reported a notable turnaround in sales for the Australian business in the fourth quarter and a much improved result from the US business. Flight Centre will benefit from its operating leverage if these trends continue, and management guided to 25% - 35% growth in trading profit for FY2010.

Hastie Group (2.0% of the Fund) returned 80% in the three months to 30 September. Hastie is the leading provider in Australia of essential building services, in particular the design, installation and maintenance of heating, ventilation and air-conditioning systems. Hastie has been able to capitalise on its leading position to win market share and maintain a strong order book, while a high weighting to government expenditure has supported its UK business. Hastie grew earnings per share by 9% over FY2009.

NRW Holdings (1.9% of the portfolio at 30 September) gained 72% in the quarter. The company produced a strong result for the 2009 financial year in difficult conditions, growing earnings per share by 13%. NRW is well placed to benefit from a positive outlook for Western Australian iron ore capital expenditure in particular, and has guided to 20% revenue growth for the coming year.

SMS Management (2.8% weight) and Oakton (1.6% weight) returned 41% and 53% respectively in the three months to 30 September. SMS and Oakton are IT services companies which have benefited from a resumption of growth in business IT spending. A number of customers had deferred work over the period of low business confidence that persisted throughout 2008, while much of this work eventually becomes necessary.

The Fund has benefited from a zero weight in Telstra, which underperformed as the government announced reforms to existing telecommunications regulations. As a result Telstra will be encouraged to "voluntarily" structurally separate its retail and wholesale arms, or the government will impose legislation to functionally separate the company. The Fund also has no exposure to the listed property trust or infrastructure sectors.

Top 15 holdings as at 30 September 2009

	ASX code	Stock name	Fund weight - 30 June 2009
1	BHP	BHP BILLITON	12.1%
2	WBC	WESTPAC	9.9%
3	CBA	COMMONWEALTH BANK	8.0%
4	NCM	NEWCREST MINING	4.0%
5	JBH	JB HI-FI	3.7%
6	FLT	FLIGHT CENTRE	3.6%
7	WOR	WORLEY PARSONS	2.9%
8	SMX	SMS MANAGEMENT	2.8%
9	STO	SANTOS	2.7%
10	OST	ONE STEEL	2.4%
11	OSH	OIL SEARCH	2.3%
12	WPL	WOODSIDE PETROLEUM	2.2%
13	UGL	UNITED GROUP	2.2%
14	HST	HASTIE GROUP	2.0%
15	NWH	NRW HOLDINGS	1.9%
Total			62.6%

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FSP FUND REPORT FOR SEPTEMBER 2009

Performance history

	Fund net return*
1 year to 30 September 2009	7.4%
1 year to 30 September 2008	-37.0%
1 year to 30 September 2007	42.6%
1 year to 30 September 2006	19.2%
1 year to 30 September 2005	29.7%
1 year to 30 September 2004	28.1%
1 year to 30 September 2003	24.0%
Since inception (9 April 2002) cumulative	122.5%
Since inception (9 April 2002) annualised	11.3%

Yours sincerely,

Ronni Chalmers
Investment Director

Important information and disclaimer:
Performance is influenced by market volatility over time. Past performance is not necessarily indicative of future performance. Neither FSP Equities Management Pty Limited nor any related corporation guarantees the repayment of capital or the performance of the FSP Equities Leaders Fund.

The contents of this report have been prepared without taking into account your individual objectives, financial situation or needs. Because of that, before acting you should consider the appropriateness of what is included here, having regard to your own objectives, financial situation and needs and see your qualified financial adviser before making any investment decision.

This report may include statements (including opinions) about particular financial products or classes of financial products in which the FSP Equities Leaders Fund is or has invested – these statements are not intended to influence any person in making a decision in relation to these financial products or classes of financial products and hence do not constitute financial product advice.

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* Performance calculations provided by White Outsourcing, a subsidiary of Moore Stephens Sydney, which is a member firm of Moore Stephens International Limited. The returns are net of all fees, pre-tax and assume DRP.

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FSP FUND REPORT FOR JUNE 2009

FSP Equities Management
A brighter future.

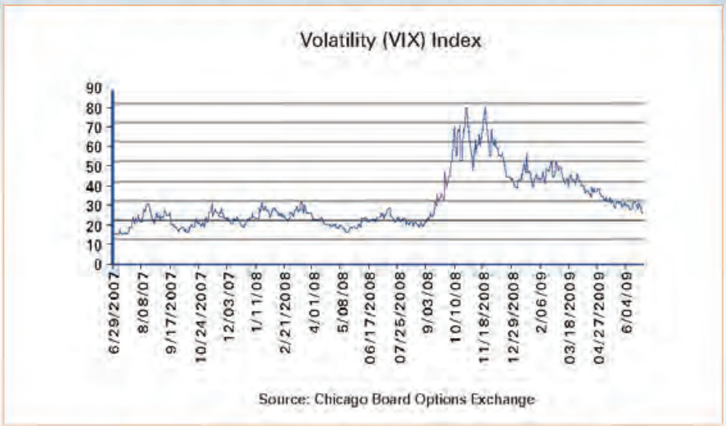
The FSP Equities Leaders Fund

June Quarter 2009

The Directors of Bentley Captial Limited
Suite 202, 30-36 Bay Street
Double Bay, NSW 2028

The FSP Equities Leaders Fund recorded a net 8.1% return in the three months to 30 June 2009. June also marked the fourth consecutive month of positive returns, the first time this has occurred since the four months to May 2007.

The quarter was marked by an improvement in sentiment, with all major equity indices globally recording positive returns and exchange traded commodities also having a strong rally. The chart below shows that the VIX index, a measure of expected volatility in the S&P/500, has returned to levels last seen prior to the collapse of Lehman Brothers.



In its July 8 World Economic Outlook Update, the IMF upgraded its forecast for world real GDP growth for 2010 to 2.5% from 2.1% previously, the first such upgrade since the onset of the Global Financial Crisis. The Australian Reserve Bank Governor also made the following comments in the July 7 Monetary Policy Statement:

"The global economy is stabilising, after a sharp contraction in demand during the December and March quarters. Downside risks to the outlook have diminished, with conditions in global financial markets improving this year and action to strengthen balance sheets of key financial institutions under way. Growth in China has strengthened considerably, which is having an impact on other economies in the region, including Australia."

In the quarter the best performing sectors of the Australian market were consumer discretionary, listed property, industrials and energy. Across these sectors the Fund maintains an overweight position in consumer discretionary, industrials and energy, while at this stage we have a zero weighting in listed property.

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FSP FUND REPORT FOR JUNE 2009

FSP Equities Management
A brighter future.

The FSP Equities Leaders Fund

Performance history[i]

	Fund net return
6 months to 30 June 2009	9.1%
1 year to 30 June 2009	-29.7%
1 year to 30 June 2008	-17.6%
1 year to 30 June 2007	46.0%
1 year to 30 June 2006	25.1%
1 year to 30 June 2005	24.8%
1 year to 30 June 2004	50.4%
1 year to 30 June 2003	8.4%
Since inception (9 April 2002) cumulative	81.5%
Since inception (9 April 2002) annualised	8.6%

[i] Performance calculations provided by White Outsourcing, a subsidiary of Moore Stephens Sydney, which is a member firm of Moore Stephens International Limited. The returns are net of all fees, pre-tax and assume DRP.

Portfolio

Several of the Fund's key holdings produced notable performances in the June quarter. JB-HiFi gained 34% as the retailer upgraded both its long term store rollout plans and profit guidance for the 2009 financial year. JB HiFi's FY09 profit is now expected to have increased by 41% to $61 million.

Worley Parsons gained 32% as the oil price rose from $50/bbl at the end of March to $70/bbl at the end of June, supporting the outlook for capital expenditure by Worley's customers.

David Jones, which was added to the portfolio in March, gained 63% in the quarter as the share price rallied from low levels. The company also upgraded profit guidance on the last day of the quarter, stating that net profit for the year to 31 July is now expected to be between 12% and 20% up on the previous year.

The Fund took advantage of cheap valuations to reduce its cash weighting in the quarter, adding stocks which we consider offer attractive value relative to their current share price. These included Felix Resources (FLX), an Australian-based producer of thermal and coking coal. FLX has a company transforming thermal coal mine (Moolarben) that will commence production in the first quarter of 2010. Production is forecast to increase from the current 4.6 million tonnes p.a. to 10 million tonnes p.a. by the 2012 financial year. Key attractions of the stock include a strongly increasing production profile, low cost mines, long life reserves and a sound balance sheet. FLX's stock price performance was very strong in the quarter, appreciating 62%. As at 30 June, FLX represented 2.1% of the fund.

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FSP FUND REPORT FOR JUNE 2009

FSP Equities Management
A brighter future.

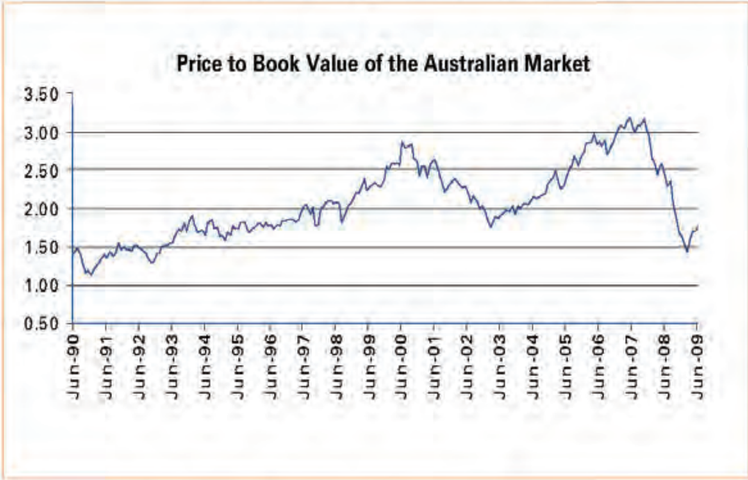
The FSP Equities Leaders Fund

Top 15 holdings as at 30 June 2009

	ASX code	Stock name	Fund weight 30 June 2009
1	BHP	BHP BILLITON	15.0%
2	WBC	WESTPAC	9.2%
3	CBA	COMMONWEALTH BANK	7.8%
4	WPL	WOODSIDE PETROLEUM	5.3%
5	NCM	NEWCREST MINING	4.7%
6	WOW	WOOLWORTHS	4.7%
7	LGL	LIHIR GOLD	4.0%
8	JBH	JB HIFI	3.5%
9	STO	SANTOS	3.3%
10	WOR	WORLEY PARSONS	2.9%
11	QBE	QBE INSURANCE	2.9%
12	ORG	ORIGIN ENERGY	2.6%
13	OST	ONESTEEL	2.3%
14		CASH	2.2%
15	OSH	OIL SEARCH	2.2%
		Total	72.7%

Market commentary

Relative to net assets the Australian market is currently trading around previous cyclical lows, as shown in the chart below.



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FSP FUND REPORT FOR JUNE 2009

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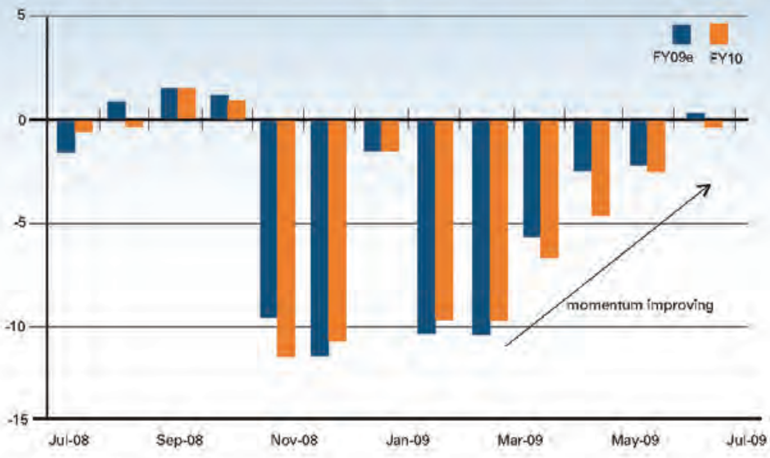
A brighter future.

The FSP Equities Leaders Fund

In regard to earnings, forecasts for Australian listed companies have been consistently downgraded over the past 8 months, while the last quarter has seen an improvement in the momentum of downgrades. This has coincided with an improvement in the global economic outlook, with the IMF upgrading its forecast for world real GDP growth in the second half of 2009 and with this flowing through to a 0.5% upgrade to 2010 growth, now expected at 2.5%. The IMF attributed this to a faster than expected improvement in financial conditions, owing largely to public intervention, and also to macroeconomic policy support.

Monthly consensus Earnings Per Share revisions for the Australian market



Source: I/B/E/S, UDS calculations

In recent economic data, China continues to lead the rest of the world in economic recovery, with industrial production in March having recovered all recent losses. A marked recovery in industrial output has also occurred in Korea and Taiwan and other economies in the region[1].

In the leading industrialised countries, the best that can be said at this stage is that the rate of contraction has slowed. While the US housing market faces ongoing challenges as the rate of foreclosures continues to rise, recent data have been more positive. Pending home sales have increased in each of the four most recent monthly releases (to May), while the 0.6% fall in the 20 city Case-Shiller house price index in April was the smallest such decline since June 2008.

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FSP FUND REPORT FOR JUNE 2009

FSP Equities Management
A brighter future.

The FSP Australian Equities Leader Fund

In Australia, indices of both consumer sentiment and business confidence have risen sharply, with optimists firmly outweighing pessimists in both July surveys[2]. Data on housing finance has been consistent with a recovery in housing activity, with the value of housing finance for construction up 60% in May from the low reached in September last year[3].

Yours sincerely,

Ronni Chalmers
Investment Director
rchalmers@fspgroup.com.au

1 Reserve Bank Governor Glenn Stevens, Economic Update, June 4 2009
2 Westpac-Melbourne Institute Consumer Sentiment Index; NAB Monthly Business Survey
3 Australian Bureau of Statistics, Housing Finance Australia, May 2009, series ID A2412499C

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DIRECTORS' REPORT

The Directors present their Directors' Report on Bentley Capital Limited ABN 87 008 108 218 (**Company** or **Bentley** or **BEL**) and its controlled entities (the **Consolidated Entity**) for the financial year ended 30 June 2009 (**Balance Date**).

Bentley is a company limited by shares that was incorporated in South Australia in June 1986 and has been listed on the Australian Securities Exchange (**ASX**) since October 1986 as an investment company (ASX Code: BEL).

Bentley has prepared a consolidated financial report incorporating the entities that it controlled during the financial year. Controlled entities are Scarborough Equities Pty Ltd ACN 061 287 045 (formerly Scarborough Equities Limited) (**Scarborough**), a wholly owned subsidiary acquired upon the completion of a scheme of arrangement merger on 13 March 2009, RIPL Investments Pty Limited ABN 58 096 139 374 (**RIPL**), a wholly owned subsidiary of Scarborough which was deregistered on 11 May 2009 and HTH Trading Pty Limited ABN 60 105 905 904, a wholly owned subsidiary of RIPL which was deregistered on 11 May 2009.

Bentley did not have any controlled entities prior to the merger with Scarborough. Accordingly, the Consolidated Entity does not have any 30 June 2008 comparative financial information. 30 June 2008 comparative financial information for the Company is shown instead.

PRINCIPAL ACTIVITIES

Bentley is a listed investment company. Since admission to ASX in 1986, the principal investment objective of the Company was to invest in equity securities listed on the world's major stock markets. On 13 March 2009, Bentley completed a merger with Scarborough, whereby the asset base of Bentley increased and a broader investment mandate was adopted. These matters received the overwhelming support of independent shareholders.[1]

Under the investment mandate, Bentley's investment objectives are to:

- Achieve a high real rate of return over the medium term, ideally comprising both income and capital growth, whilst operating within acceptable risk parameters set by the Board; and
- Deliver a regular income stream for shareholders in the form of franked dividends.

Full details of the new mandate are available on the Company's website www.bel.com.au.

NET TANGIBLE ASSET BACKING

	Consolidated June 2009 $'000	Company June 2008 $'000
Net tangible assets (before tax on unrealised gains)	27,748	16,987
Pre-tax NTA Backing per share (cents)	38.76	42.22
		-
Less: Net deferred tax asset / liabilities	-	(901)
Net tangible assets (after tax on unrealised gains)	27,748	16,086
Post-tax NTA Backing per share (cents)	38.76	39.98
		-
Based on total issued shares	71,584,465	40,234,143

[1] Pursuant to Bentley's Notice of Meeting dated 15 January 2009 and released on ASX on 23 January 2009

DIRECTORS' REPORT

Bentley's 12 month after tax net tangible asset (**NTA**) performance to 30 June 2009 was -3%. This compares with the performance of the ASX All Ordinaries Index of –26% over the same period. The outperformance of the Company relative to the ASX All Ordinaries Index was mainly due to the Board's decision during the year to realise its international equities portfolio and move to a defensive cash position, rather than remain invested in international securities.

OPERATING RESULTS

	Consolidated June 2009 $'000	Company June 2008 $'000
Reversal of provision for unrealised loss on financial assets at fair value through profit or loss (that were sold during the year)	4,512	436
Other investment related income	1,027	7
Total revenue	5,539	443
Realised loss on financial assets at fair value through profit or loss (that were sold during the year)	3,628	(10)
Foreign exchange losses	839	12
Investment manager's fees	156	175
Merger costs	225	-
Other corporate and administration expenses	964	4,068
Total expenses	5,362	4,245
Profit/(Loss) before income tax expense	176	(3,801)
Income tax benefit/(expense)	(901)	903
Loss after income tax expense	(725)	(2,899)

Net realised gains on sale of share investments were $0.883 million ($4.511 million net reversal of provision for unrealised losses on financial assets sold during the year less $3.628 million realised loss on financial assets sold during the year) and gross interest, dividend and other income was $1.027 million against $0.839 million foreign exchange losses, $0.225 million merger costs, $0.188 million management and custody fees and $0.482 million other corporate and administration expenses.

LOSS PER SHARE

	Consolidated June 2009	Company June 2008
Basic loss per share (cents)	(1.46)	(7.23)

FINANCIAL POSITION

	Consolidated June 2009 $'000	Company June 2008 $'000
Investments	12,759	15,851
Cash	14,650	334
Net deferred tax asset / liabilities	-	901
Other assets	463	42
Liabilities	(124)	(141)
Net assets	27,748	16,987
Issued capital	29,664	18,178
Accumulated losses	(1,916)	(1,191)
Total equity	27,748	16,987

DIRECTORS' REPORT

DIVIDENDS

The Directors have not declared a final dividend as the Consolidated Entity incurred an after tax net loss for the financial year and did not have any retained earnings as at 30 June 2009.

SECURITIES IN THE COMPANY

The Company has 71,584,465 (30 June 2008: 40,234,143) fully paid ordinary shares on issue. All such shares are listed on ASX. The Company has no other securities on issue.

The Company issued 31,350,322 new shares to eligible Scarborough shareholders on 13 March 2009 in consideration for the acquisition of Scarborough via a scheme of arrangement. Scarborough has become a wholly owned subsidiary of Bentley and has been delisted from ASX.

REVIEW OF OPERATIONS

A summary of Bentley's net asset weighting (by value and as a percentage of net assets) is:

Net Assets	**30 June 2009**		**31 December 2008**		**30 June 2008**	
International equities	-	-	$4.56m	30%	$15.85m	93%
Australian equities[1]	$12.80m	46%	-	-	-	-
Provision for income tax	-	-	-	-	$0.90m	5%
Net cash on deposit/other assets/provisions	$14.95m	54%	$10.60m	70%	$0.24m	1%
TOTAL NET ASSETS	**$27.75m**	100%	**$15.16m**	100%	**$16.99m**	100%

1. Held via an investment in the FSP Equities Leaders Fund

October 2008: Decision to realise 70% of the international portfolio and move to cash position

On 10 October 2008, in light of the significant decline and uncertainty in world stock markets and the significant depreciation in the Australian dollar since the start of the financial year, the Board determined to realise 70% of the Company's investment portfolio (in international securities). The proceeds of sale received (of $10.6 million) were invested in term deposits and at call accounts with Australian banks.

March 2009: Merger with Scarborough Equities Limited

On 28 November 2008, Bentley and Scarborough entered into a merger implementation agreement for the acquisition by Bentley of all the issued share capital of Scarborough (**Merger**). Scarborough was an ASX-listed investment company with net assets of approximately $12.11 million (as at 31 December 2008).

On 25 February 2009, Bentley shareholders approved various matters in connection with the Merger including[2]:

(1) The adoption of a new investment mandate; and

(2) A change of name to "Bentley Capital Limited".

2 Pursuant to Bentley's Notice of Meeting dated 15 January 2009 and released on ASX on 23 January 2009

DIRECTORS' REPORT

The Merger was implemented via a Court-approved scheme of arrangement (**Scheme**) and was completed on 13 March 2009 with Scarborough becoming a wholly owned subsidiary of Bentley and being delisted from the ASX.

The Merger involved Scarborough shareholders exchanging their Scarborough shares for shares in Bentley on a NTA for NTA valuation basis. The applicable NTA's were as follows:

- Bentley – $14,740,505, which included $10,654,030 cash and $4,122,438 invested in international securities;
- Scarborough - $11,485,743, which included $11,254,654 invested in the unlisted wholesale FSP Equities Leaders Fund (**FSP Fund**), which is managed by investment manager, FSP Equities Management Limited (**FSP**).

Based upon these NTAs and the Scheme consideration formula:

- Eligible Scarborough shareholders received 1.588329 new Bentley shares for each Scarborough share held as at the Scheme record date (6 March 2009);
- Bentley issued 31,350,322 shares to acquire all of Scarborough's issued shares, increasing its total issued share capital to 71,584,465 shares;

Through the combination of these companies, Scarborough and Bentley shareholders became shareholders in a single listed investment company with larger net assets of approximately $26.2 million (with no borrowings) and a larger shareholder base of approximately 2,400 shareholders.

April 2009: Decision to realise the balance of the international portfolio and add to cash position

During April 2009, Bentley realised the balance of its international investment portfolio and terminated the investment management agreement with Constellation Capital Management Limited (**Constellation**) and the custody agreement with National Australia Bank Limited (**NAB**). The proceeds of sale received (of approximately US$1.6 million and A$1.8 million) were invested in term deposits and at call accounts with Australian banks.

August 2009: Further Investment in the FSP Equities Leaders Fund

On 3 August 2009, the Board reviewed market conditions and determined to rebalance the Bentley investment portfolio from a ~47% Australian equities weighting to a ~90% Australian equities weighting. It accordingly invested a further $11.5 million with its investment manager, FSP, in the FSP Fund. The FSP Fund comprise investments in Australian equities, predominantly in companies within the ASX/S&P 200 Index. As at 30 June 2009, Bentley had a total of $12.6 million (46% of the Company's net assets) invested in the FSP Fund. This has now increased by $11.5 million to approximately $24.8 million as at 31 July 2009.

About the FSP Equities Leaders Fund [3]

The FSP Fund is a wholesale fund not open to retail investors. The investment management team is led by Mr Ronni Chalmers. The objective of the fund is to outperform the S&P/ASX 200 Accumulation Index over the medium term. There is no minimum equity weighting with the equity weighting as at 30 June 2009 being 97%. 75% of the equity portfolio is targeted to companies contained within the S&P/ASX 200 index (actual weighting as at 30 June 2009: 97%). The equity portfolio contained 51 holdings as at 30 June 2009. The Investment Manager is "style neutral" and invests in growth stocks, value stocks, stocks with maintainable dividend yields and special situations.

[3] Based on information provided by the Investment Manager, FSP Equities Management Limited

DIRECTORS' REPORT

August 2009: Proposed off-market share buy-back

On 14 August 2009, the Board announced that it would seek shareholder approval for the Company to undertake an off market buy-back of up to 25 million shares at $0.35 per share, at a total cost to the Company of up to approximately $8.75 million (**Buy-Back**).

The Buy-Back is subject to shareholder approval which will be sought at a general meeting that is anticipated to be held in October 2009 and to ASIC (and ASX if required) granting typical waivers to enable the Buy-Back to be conducted in the proposed manner.

If shareholders approve the Buy-Back, a separate Buy-Back booklet will be sent to all eligible shareholders after the General Meeting, which will set out the full terms and conditions and further details of the Buy-Back as well as a tender form.

SIGNIFICANT CHANGES IN THE STATE OF AFFAIRS

During the financial year, the Company:

(i) obtained shareholder approval for a new broader investment mandate (20 February 2009);

(ii) completed a merger with Scarborough and expanded its net asset base by $11.5 million (comprising an investment in the FSP Fund) and share capital base by 31,350,322 shares (13 March 2009);

(iii) realised 100% of its international investment portfolio in 2 tranches (October 2008 and April 2009) and invested the sale proceeds defensively in cash with Australian banks;

(iv) terminated its investment management agreement with Constellation to manage the international investment portfolio (effective 9 May 2009); and

(v) terminated its custody agreement with NAB (effective 30 June 2009).

These matters are described in further details above under Principal Activities and Review of Operations.

FUTURE DEVELOPMENTS

The Consolidated Entity intends to continue its investment activities in future years. The results of these investment activities depend upon the performance of the underlying companies and securities in which the Consolidated Entity invests. The investments' performance depends on many economic factors and also industry and company specific issues. In the opinion of the Directors, it is not possible or appropriate to make a prediction on the future course of markets, the performance of the Consolidated Entity's investments or the forecast of the likely results of the Consolidated Entity's activities.

The Consolidated Entity notes the Government's proposed Carbon Pollution Reduction Scheme (**CPRS**). As the legislation is not yet passed, the Directors are unable to reliably quantify the potential future impact of both direct and indirect costs related to this scheme. As such any costs associated with the CPRS have not been taken into account when preparing budgets, forecasts and/or valuation models for measurement of recognised amounts.

DIRECTORS' REPORT

ENVIRONMENTAL REGULATION

The Consolidated Entity notes the reporting requirements of both the *Energy Efficiency Opportunities Act 2006* (**EEOA**) and the *National Greenhouse and Energy Reporting Act 2007* (**NGERA**). The *Energy Efficiency Opportunities Act 2006* requires affected companies to assess its energy usage, including the identification, investigation and evaluation of energy saving opportunities, and to report publicly on the assessments undertaken, including what action the company intends to take as a result. The *National Greenhouse and Energy Reporting Act 2007* requires affected companies to report its annual greenhouse gas emissions and energy use. The Consolidated Entity has determined that it does not operate a recognised facility requiring registration and reporting under the NGERA and in any event, it would fall under the threshold of greenhouse gas emissions required for registration and reporting. Similarly, the Consolidated Entity's energy consumption would fall under the threshold required for registration and reporting under the EEOA.

The Consolidated Entity is not otherwise subject to any particular or significant environmental regulation under either Commonwealth or State legislation. To the extent that any environmental regulations may have an incidental impact on the Consolidated Entity's operations, the Directors are not aware of any breach by the Consolidated Entity of those regulations.

DIRECTORS

Directors in office during or since the financial year are as follows:

Farooq Khan	–	**Chairman**
Appointed	–	Director since 2 December 2003; Chairman since 10 February 2004
Qualifications	–	BJuris, LLB. (*UWA*)
Experience	–	Mr Khan is a qualified lawyer having previously practised principally in the field of corporate law. Mr Khan has extensive experience in the securities industry, capital markets and the executive management of ASX listed companies. In particular, Mr Khan has guided the establishment and growth of a number of public listed companies in the investment, mining and financial services sector. He has considerable experience in the fields of capital raisings, mergers and acquisitions and investments.
Relevant interest in shares	–	20,513,783 ordinary shares (not held directly[4])
Special Responsibilities	–	Chairman of the Board and Investment Committee
Other current directorships in listed entities	–	Current Chairman and Managing Director of: (1) Queste Communications Ltd (since 10 March 1998) Current Chairman of: (2) Orion Equities Limited (since 23 October 2006) Current Executive Director of: (3) Strike Resources Limited (since 3 September 1999) (4) Alara Resources Limited (since 18 May 2007) Current Non-Executive Director of: (5) Interstaff Recruitment Limited (since 27 April 2006)
Former directorships in other listed entities in past 3 years	–	Scarborough Equities Limited (merged with Bentley on 13 March 2009 and delisted)

4 An indirect interest held by Orion Equities Limited (**OEQ**), a company in which Queste Communications Ltd (**QUE**) is a controlling shareholder; Farooq Khan (and associated companies) have a deemed relevant interest in Bentley shares in which QUE has a relevant interest by reason of having >20% voting power in QUE.

DIRECTORS' REPORT

William M. Johnson — **Executive Director**

Appointed — 13 March 2009

Qualifications — MA (Oxon), MBA

Experience — Mr Johnson commenced his career in resource exploration and has most recently held senior management and executive roles in a number of public companies in Australia, New Zealand and Asia. As Regional Director Asia Pacific for Telecom New Zealand Ltd, Mr Johnson was responsible for identifying, evaluating and implementing investment strategies that included start-up technology ventures, a technology focussed venture capital fund and strategic investments and acquisitions in Asia and Australia. As Executive Director of ASX listed investment company, Orion Equities Limited, Mr Johnson has been actively involved in the strategic analysis of a diverse range of business and investment opportunities and the execution of a number of corporate transactions. Mr Johnson brings a considerable depth of experience in business strategy and investment analysis and execution.

Relevant interest in shares — None

Special Responsibilities — Investment Committee

Other current directorships in listed entities —
(1) Strike Resources Limited (since 14 July 2006)
(2) Orion Equities Limited (since 28 February 2003)

Former directorships in other listed entities in past 3 years —
(1) Drillsearch Energy Limited (24 October 2006 to 11 August 2008)
(2) Sofcom Limited (18 October 2005 to 19 March 2008)

Simon K. Cato — **Non-Executive Director**

Appointed — 5 February 2004

Qualifications — B.A. (*USYD*)

Experience — Mr Simon Cato has had over 25 years capital markets experience in broking, regulatory roles and as director of listed companies. He initially was employed by the ASX in Sydney and in Perth. Over the last 17 years he has been an executive director and/or responsible executive of three stockbroking firms and in those roles he has been involved in many aspects of broking including management issues such as credit control and reporting to regulatory bodies in the securities industry. As a broker he has also been involved in the underwriting of a number of IPO's and has been through the process of IPO listings in the dual role of broker and director. Currently he holds a number of executive and non executive roles with listed companies in Australia.

Relevant interest in shares — None

Special Responsibilities None

Other current directorships in listed entities — Current Chairman of:
(1) Convergent Minerals Limited (since 25 July 2006)
(2) Advanced Share Registry Services Limited (since 22 August 2007)

Current Director of:
(1) Greenland Minerals and Energy Lid (since 21 February 2006)
(2) Queste Communications Ltd (since 6 February 2008)

Former directorships in other listed entities in past 3 years —
(1) Scarborough Equities Limited (merged with Bentley on 13 March 2009 and delisted)
(2) Sofcom Limited (8 January 2004 to 19 March 2008)

DIRECTORS' REPORT

Peter P. Simpson	–	**Non-Executive Director**
Appointed	–	6 September 2005
Qualifications	–	Ass.Dip.Bus, F.A.I.M., F.C.D.I.
Experience	–	Mr Simpson has substantial business and commercial experience. Mr. Simpson is Executive Chairman of Bridge Finance Australia Pty Ltd, which has broad interests including horticulture, publishing and in the IT sector. Mr Simpson is also Chairman of listed oil and gas junior company, Drillsearch Energy Limited and Eudunda Farmers' Limited an unlisted property and supermarket group. Mr Simpson has substantial interests in two private investment companies and is also a director and shareholder in Wirra Wirra Vineyards in South Australia.
Relevant interest in shares	–	8,588,136 shares (held directly and indirectly)[5]
Special Responsibilities		None
Other current directorships in listed entities	–	Circumpacific Energy Corporation (Listed on TSX) (since 22 November 2007)
Former directorships in other listed entities in past 3 years	–	Drillsearch Energy Limited (24 October 2006 to 10 June 2009)

Christopher B. Ryan	–	**Non-Executive Director**
Appointed	–	5 February 2004
Qualifications	–	BEcon (*UWA*), MBA (*UNSW*)
Experience	–	Mr Ryan is the Principal of Westchester Corporate Finance, a Sydney based corporate advisory firm specialising in advising listed companies on fund raising, mergers and acquisitions and associated transactions. Prior to forming Westchester in July 1996, Christopher was with Schroders Australia for 27 years. At Schroders, he served 3 years in the investment division, 2 years as an economist monitoring influences on interest and exchange rates and 22 years in the corporate finance division of which he was a director for 19 years specialising in advising on project financing and mergers and acquisitions mainly in the Australian minerals and oil and gas sectors.
Relevant interest in shares	–	None
Special Responsibilities	–	None
Other current directorships in listed entities	–	None
Former directorships in other listed entities in past 3 years	–	(1) Scarborough Equities Limited (merged with Bentley on 13 March 2009 and delisted) (2) Blue Ensign Technologies Limited (22 August 2002 to 12 May 2009) (3) Circumpacific Energy Corporation (Listed on TSX) (22 November 2007 to 26 November 2008) (4) Golden Cross Resources Limited (25 March 2003 to 2 July 2008)

Former Directors of the Company:

(a) John R. Hart (Alternate Director for Peter P. Simpson) - Appointed on 19 November 2008, Resigned on 6 May 2009; and

(b) Robin J. Dean **(**Alternate Director for Christopher B. Ryan) **-** Appointed on 19 November 2008, Resigned on 6 May 2009.

5 A direct interest held personally and jointly with Mrs Carolynne Simpson and an indirect interest held by associated companies, Rochester No 39 Pty Ltd, Penson Holdings Pty Ltd, Penson (Management) Pty Ltd and Barbridge Trusts Pty Ltd.

DIRECTORS' REPORT

COMPANY SECRETARY

Victor P. H. Ho	–	**Company Secretary**
Appointed	–	Since 5 February 2004
Qualifications	–	BCom, LLB (*UWA*)
Experience	–	Mr Ho has been in company secretarial/executive roles with a number of public listed companies since early 2000. Previously, Mr Ho had 9 years experience in the taxation profession with the Australian Tax Office and in a specialist tax law firm. Mr Ho has been actively involved in the structuring and execution of a number of corporate transactions, capital raisings and capital management matters and has extensive experience in public company administration, corporations law and stock exchange compliance and shareholder relations.
Special Responsibilities	–	Investment Committee
Relevant interest in shares	–	5,945 ordinary shares
Other positions held in listed entities	–	Current Director and Company Secretary of: (1) Strike Resources Limited (Secretary since 9 March 2000 and Director since 12 October 2000) (2) Orion Equities Limited (Secretary since 2 August 2000 and Director since 4 July 2003) Current Company Secretary of: (1) Alara Resources Limited (since 4 April 2007) (2) Queste Communications Ltd (Secretary since 30 August 2000)
Former position in other listed entities in past 3 years	–	(1) Scarborough Equities Limited (merged with Bentley on 13 March 2009 and delisted) (2) Sofcom Limited (Director between 3 July 2002 and 19 March 2008; Secretary between 23 July 2003 and 19 March 2008)

Former Company Secretary of the Company

(a) Stephen Gethin (Co-Company Secretary) - Appointed on 25 November 2008, Resigned on 6 May 2009.

DIRECTORS' MEETINGS

The following table sets out the numbers of meetings of the Company's Directors held during the year (including directors' circulatory resolutions) and the numbers of meetings attended by each Director of the Company:

Name of Director	Board Meetings Attended	Maximum Possible Board Meetings
Farooq Khan	17	17
William Johnson	3	3
Simon Cato	17	17
Peter Simpson	15	15
Christopher Ryan	13	15
John Hart	8	8
Robin Dean	8	8

DIRECTORS' REPORT

Board Committees

The Board has an Investment Committee comprising Farooq Khan, William Johnson and Victor Ho. This was formed on 30 March 2009 after the completion of the merger with Scarborough.

As at the date of this Directors' Report, the Company did not have separate designated Audit or Remuneration Committees. In the opinion of the Directors, in view of the size of the Board and nature and scale of the Company's activities, matters typically dealt with by an Audit or Remuneration Committee are dealt with by the full Board.

REMUNERATION REPORT (audited)

This Remuneration Report details the nature and amount of remuneration for each Director and Company Executive of the Company.

The information provided under headings (1) to (3) below has been audited as required under section 308 (3) (c) of the *Corporations Act 2001.*

(1) Remuneration Policy

The Board determines the remuneration structure of all Directors and Company Executives (being a company secretary or senior manager) (**Key Management Personnel**) having regard to the Company's nature, scale and scope of operations and other relevant factors, including the frequency of Board meetings, length of service, particular experience and qualifications.

Fixed Cash Short Term Employment Benefits: The Key Management Personnel of the Company are paid a fixed amount per annum plus applicable employer superannuation contributions. The Non-Executive Directors of the Company are paid a maximum aggregate base remuneration of $110,000 per annum inclusive of employer superannuation contributions where applicable, to be divided as the Board determines appropriate.

The Board has determined current Key Management Personnel remuneration as follows:

(a) Mr Farooq Khan (Non-Executive Chairman) – a base fee of $60,000 per annum plus employer superannuation contributions (currently 9%);

(b) Mr William Johnson (Executive Director) – a base fee of $40,000 per annum plus employer superannuation contributions (currently 9%);

(c) Mr Simon Cato (Non-Executive Director) – a base fee of $24,000 per annum plus employer superannuation contributions (currently 9%);

(d) Mr Peter Simpson (Non-Executive Director) – a base fee of $24,000 per annum plus 10% goods and services tax payable to Bridge Finance Australia Pty Ltd, a company in which Mr Simpson is a controlling director and shareholder; and

(e) Mr Christopher Ryan (Non-Executive Director) – a base fee of $24,000 per annum plus 10% goods and services tax payable to Westchester Financial Services Pty Limited (trading as Westchester Corporate Finance), a corporate advisory company in which Mr Ryan is principal;

(f) Mr Victor Ho (Company Secretary) – a base fee of $40,000 per annum plus employer superannuation contributions (currently 9%).

DIRECTORS' REPORT

Special Exertions and Reimbursements: Pursuant to the Company's Constitution, each Director is also entitled to receive:

(a) Payment for reimbursement of all traveling, hotel and other expenses reasonably incurred by a Director for the purpose of attending meetings of the Board or otherwise in and about the business of the Company;

(b) Payment for the performance of extra services or the making of special exertions for the benefit of the Company (at the request of and with the concurrence of the Board).

Long Term Benefits: Key Management Personnel have no right to termination payments save for payment of accrued annual leave (other than Non-Executive Directors).

Equity Based Benefits: The Company does not presently have any equity (shares or options) based remuneration arrangements for any personnel pursuant to any executive or employee share or option plan or otherwise.

Post Employment Benefits: The Company does not presently provide retirement benefits to Key Management Personnel.

Performance Related Benefits: The Company does not presently provide incentive/performance based benefits related to the Company's performance to Key Management Personnel, including payment of cash bonuses. The current remuneration of Key Management Personnel is fixed, is not dependent on the satisfaction of a performance condition and is unrelated to the Company's performance.

Service Agreements: The Company does not presently have formal service agreements or employment contracts with any Key Management Personnel.

Financial Performance of Company: There is no relationship between the Company's current remuneration policy and the Company's performance.

(2) Details of Remuneration of Key Management Personnel

Details of the nature and amount of each element of remuneration of each key management personnel paid or payable by the Company during the financial year are as follows:

2009		**Short-term Benefits**		**Post Employment Benefits**	**Other Long-term Benefits**	**Equity Based**	
Key Management Personnel	**Performance related %**	**Cash, salary and commissions $**	**Non-cash benefit $**	**Superannuation $**	**Long service leave $**	**Shares & Options $**	**Total $**
Executive Directors:							
Farooq Khan	-	42,522	-	3,827	-	-	46,349
William Johnson	-	10,000		900			10,900
Non-Executive Directors:							
Simon Cato	-	19,387	-	2,105	-	-	21,492
Christopher Ryan	-	26,400	-	-	-	-	26,400
Peter Simpson	-	23,925	-	-	-	-	23,925
Company Secretary:							
Victor Ho	-	40,000	-	3,600	-	-	43,600

DIRECTORS' REPORT

2008		Short-term Benefits		Post Employment Benefits	Other Long-term Benefits	Equity Based	
Key Management Personnel	**Performance related** %	**Cash, salary and commissions** $	**Non-cash benefit** $	**Superannuation** $	**Long service leave** $	**Shares & Options** $	**Total** $
Non-Executive Directors:							
Farooq Khan	-	35,168	-	3,165	-	-	38,333
Simon Cato	-	17,850	-	3,150	-	-	21,000
Christopher Ryan	-	26,400	-	-	-	-	26,400
Peter Simpson	-	23,100					23,100
Company Secretary:							
Victor Ho	-	40,000	750	3,600	-	-	44,350

Notes:

(a) Mr Ryan's Directors' fees have been paid to Westchester Financial Services Pty Limited (trading as Westchester Corporate Finance), a corporate advisory company in which Mr Ryan is principal, and is reported inclusive of goods and services tax (**"GST"**).

(b) Mr Simpson's Directors' fees have been paid to Bridge Finance Australia Pty Ltd, a company in which Mr Simpson is a controlling director and shareholder, and is reported inclusive of GST.

(3) Other Benefits Provided to Key Management Personnel

No Key Management Personnel has during or since the end of the 30 June 2009 financial year, received or become entitled to receive a benefit, other than a remuneration benefit as disclosed above, by reason of a contract made by the Company or a related entity with the Director or with a firm of which he is a member, or with a Company in which he has a substantial interest.

This concludes the audited Remuneration Report.

DIRECTORS' AND OFFICERS' INSURANCE

The Directors have not included details of the nature of the liabilities covered or the amount of premiums paid in respect of a Directors and Officers liability and legal expenses' insurance contract, as such disclosure is prohibited under the terms of the contract.

DIRECTORS' AND OFFICERS' DEEDS

In addition to the rights of indemnity provided under the Company's Constitution (to the extent permitted by the Corporations Act), the Company has also entered into a deed with each of the Directors and the Company Secretary (**Officer**) to regulate certain matters between the Company and each Officer, both during the time the Officer holds office and after the Officer ceases to be an officer of the Company, including the following matters:

(a) The Company's obligation to indemnify an Officer for liabilities or legal costs incurred as an officer of the Company (to the extent permitted by the Corporations Act); and

(b) Subject to the terms of the deed and the Corporations Act, the Company may advance monies to the Officer to meet any costs or expenses of the Officer incurred in circumstances relating to the indemnities provided under the deed and prior to the outcome of any legal proceedings brought against the Officer.

DIRECTORS' REPORT

LEGAL PROCEEDINGS ON BEHALF OF COMPANY

No person has applied for leave of a court to bring proceedings on behalf of the Company or intervene in any proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of such proceedings. The Company was not a party to any such proceedings during and since the financial year.

AUDITOR

Details of the amounts paid or payable to the auditor (BDO Kendalls Audit & Assurance (WA) Pty Ltd) for audit and non-audit services provided during the financial year are set out below:

Audit & Review Fees $	Fees for Other Services $	Total $
19,463	3,245	22,708

The Board is satisfied that the provision of non-audit services by the auditor during the year is compatible with the general standard of independence for auditors imposed by the *Corporations Act 2001.* The Board is satisfied that the nature of the non-audit services disclosed above did not compromise the general principles relating to auditor independence as set out in the Institute of Chartered Accountants in Australia and APES 110 Code of Ethics for Professional Accountants: Professional Independence, including reviewing or auditing the auditor's own work, acting in a management or decision making capacity for the Company, acting as advocate for the Company or jointly sharing economic risk and rewards.

BDO Kendalls Audit & Assurance (WA) Pty Ltd continues in office in accordance with Section 327 of the Corporations Act 2001.

AUDITOR'S INDEPENDENCE DECLARATION

A copy of the Auditor's Independence Declaration as required under section 307C of the Corporations Act 2001 forms part of this Directors Report and is set out on page 30. This relates to the Audit Report, where the Auditors state that they have issued an independence declaration.

EVENTS SUBSEQUENT TO BALANCE DATE

The Directors are not aware of any matters or circumstances at the date of this Directors' Report, other than those referred to in this Directors' Report (in particular, in Review of Operations) or the financial statements or notes thereto (in particular Note 24), that have significantly affected or may significantly affect the operations, the results of operations or the state of affairs of the Company in subsequent financial years.

Signed for and on behalf of the Directors in accordance with a resolution of the Board,

Farooq Khan
Chairman

Simon Cato
Director

1 September 2009

BDO Kendalls

BDO Kendalls Audit & Assurance (WA) Pty Ltd
128 Hay Street
Subiaco WA 6008
PO Box 700 West Perth WA 6872
Phone 61 8 9380 8400
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www.bdo.com.au

ABN 79 112 284 787

1 September 2009

Bentley Capital Limited
The Directors
Level 14, The Forrest Centre
221 St Georges Terrace
PERTH WA 6000

Dear Sirs

DECLARATION OF INDEPENDENCE BY BRAD McVEIGH TO THE DIRECTORS OF BENTLEY CAPITAL LIMITED

As lead auditor of Bentley Capital Limited for the year ended 30 June 2009, I declare that, to the best of my knowledge and belief, there have been no contraventions of:

- the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- any applicable code of professional conduct in relation to the audit.

This declaration is in respect of Bentley Capital and the entities it controlled during the period.

Brad McVeigh
Director

BDO Kendalls

BDO Kendalls Audit & Assurance (WA) Pty Ltd
Perth, Western Australia.

INCOME STATEMENT
for the year ended 30 June 2009

	Note	Consolidated Entity 2009	Company 2009 $	Company 2008 $
Revenue from continuing operations	2	984,757	595,538	435,989
Net reversal of prior year unrealised loss/current year unrealised loss on financial assets held at fair value through profit or loss		4,511,689	3,007,734	-
Other income		42,173	362	7,388
		5,538,619	3,603,634	443,377
Expenses	2			
Investment expenses				
- Realised (gain)/loss on financial assets held at fair value through profit or loss		(3,628,490)	(3,628,490)	10,421
- Unrealised losses in the net fair value of investments		-	-	(3,631,830)
- Foreign exchange losses		(838,540)	(838,540)	(11,827)
- Withholding tax		(22,586)	(22,586)	(52,690)
- Merger costs		(224,836)	(223,920)	-
Occupancy expenses		(55,855)	(52,143)	(19,404)
Finance expenses		(1,002)	(818)	(651)
Borrowing cost		(1)	(1)	(1)
Corporate expenses		(184,298)	(184,067)	(239,380)
Administration expenses		(406,773)	(365,160)	(299,326)
PROFIT/(LOSS) BEFORE INCOME TAX		176,238	(1,712,091)	(3,801,311)
Income tax (expense)/benefit	3	(901,403)	(901,403)	902,772
LOSS FOR THE YEAR		(725,165)	(2,613,494)	(2,898,539)
LOSS ATTRIBUTABLE TO MEMBERS OF THE COMPANY		(725,165)	(2,613,494)	(2,898,539)
Basic loss per share (cents)	8	(1.5)	(5.3)	(7.2)

The accompanying notes form part of this financial report

BALANCE SHEET
as at 30 June 2009

		Consolidated Entity	Company	
		2009	2009	2008
	Note	$	$	$
CURRENT ASSETS				
Cash and cash equivalents	9	14,650,307	14,434,075	333,566
Financial assets held at fair value through profit and loss	12	12,758,609	-	15,851,257
Trade and other receivables	10	440,719	23,247	37,680
Other current assets	11	6,518	6,518	-
TOTAL CURRENT ASSETS		27,856,153	14,463,840	16,222,503
NON CURRENT ASSETS				
Property, plant and equipment	13	8,532	3,242	4,457
Deferred tax asset	17	6,975	6,975	912,991
Other financial assets	14	-	11,485,743	-
TOTAL NON CURRENT ASSETS		15,507	11,495,960	917,448
TOTAL ASSETS		27,871,660	25,959,800	17,139,951
CURRENT LIABILITIES				
Trade and other payables	15	110,610	87,079	137,187
TOTAL CURRENT LIABILITIES		110,610	87,079	137,187
NON CURRENT LIABILITIES				
Provisions	16	6,277	6,277	3,956
Deferred tax liabilities	17	6,975	6,975	11,588
TOTAL NON CURRENT LIABILITIES		13,252	13,252	15,544
TOTAL LIABILITIES		123,862	100,331	152,731
NET ASSETS		27,747,798	25,859,469	16,987,220
EQUITY				
Issued capital	18	29,663,934	29,663,934	18,178,191
Accumulated losses		(1,916,136)	(3,804,465)	(1,190,971)
TOTAL EQUITY		27,747,798	25,859,469	16,987,220

The accompanying notes form part of this financial report

STATEMENT OF CHANGES IN EQUITY

for the year ended 30 June 2009

	Issued Capital	Accumulated Losses	Total
Consolidated Entity	$	$	$
At 1 July 2008	18,178,191	(1,190,971)	16,987,220
Loss for the year	-	(725,165)	(725,165)
Total recognised income and expense for the year	-	(725,165)	(725,165)
Shares issued under scheme of arrangement	11,485,743	-	11,485,743
Dividends paid	-	-	-
At 30 June 2009	29,663,934	(1,916,136)	27,747,798

	Issued Capital	Accumulated Losses	Total
Company			
At 1 July 2007	17,995,366	2,104,851	20,100,217
Loss for the year	-	(2,898,539)	(2,898,539)
Total recognised income and expense for the year	-	(2,898,539)	(2,898,539)
Shares issued under Dividend Reinvestment Plan	182,825	-	182,825
Dividends paid	-	(397,283)	(397,283)
At 30 June 2008	18,178,191	(1,190,971)	16,987,220
At 1 July 2008	18,178,191	(1,190,971)	16,987,220
Loss for the year	-	(2,613,494)	(2,613,494)
Total recognised income and expense for the year	-	(2,613,494)	(2,613,494)
Shares issued under scheme of arrangement	11,485,743	-	11,485,743
At 30 June 2009	29,663,934	(3,804,465)	25,859,469

The accompanying notes form part of this financial report

CASH FLOWS STATEMENT

for the year ended 30 June 2009

	Note	Consolidated Entity 2009 $	Company 2009 $	Company 2008 $
CASH FLOWS FROM OPERATING ACTIVITIES				
Dividends received		163,987	163,987	102,119
Interest received		430,323	417,119	15,768
Other income received		1,217	362	7,388
Investment manager's fees paid		(197,832)	(197,832)	(174,873)
Other expenses paid		(570,393)	(674,826)	(495,700)
Interest paid		(1)	(1)	(1)
Income taxes refunded/(paid)		87	87	19,896
Proceeds from sale/redemption of investments		15,354,500	15,354,500	296,770
Investment purchased		(56,556)	(56,556)	(10,070)
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	9 a	15,125,332	15,006,840	(238,703)
CASH FLOWS FROM INVESTING ACTIVITIES				
Payments for plant and equipment		(6,157)	(349)	(604)
Net cash inflow from subsidiary	5	103,548	-	-
NET CASH INFLOW/(OUTFLOW) FROM INVESTING ACTIVITIES		97,391	(349)	(604)
CASH FLOWS FROM FINANCING ACTIVITIES				
Dividends paid		-	-	(214,458)
NET CASH OUTFLOW FROM FINANCING ACTIVITIES		-	-	(214,458)
NET INCREASE/(DECREASE) IN CASH HELD		15,222,723	15,006,491	(453,765)
Cash at beginning of the financial year		333,566	333,566	761,486
Effect of exchange rate changes on cash		(905,982)	(905,982)	25,845
CASH AT THE END OF THE FINANCIAL YEAR	9	14,650,307	14,434,075	333,566

The accompanying notes form part of this financial report

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

1. SUMMARY OF ACCOUNTING POLICIES

The financial report (comprising the financial statements and notes thereto) is a general purpose financial report that has been prepared in accordance with Australian Accounting Standards, Australian Accounting Interpretations, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

Bentley Capital Limited (the **Company**) is a company limited by shares incorporated in Australia and whose shares are publicly traded on the Australian Securities Exchange (**ASX**). The Company does not have any controlled entities.

Compliance with IFRS

The financial report complies with all Australian equivalents to International Financial Reporting Standards (**AIFRS**). Compliance with AIFRS ensures that the financial statements of Bentley Capital Limited comply with International Financial Reporting Standards (**IFRS**).

The following is a summary of the material accounting policies adopted by the Company in the preparation of the financial report. The accounting policies have been consistently applied to all years presented, unless otherwise stated.

Reporting Basis and Conventions

The financial report has been prepared on an accruals basis and is based on historical costs modified by the revaluation of financial assets and financial liabilities for which the fair value basis of accounting has been applied.

1.1. Principles of Consolidation

A controlled entity is any entity the Company has the power to control the financial and operating policies of so as to obtain benefits from its activities. A list of controlled entities is contained in note 14 to the financial statements. All controlled entities have a June financial year-end. All inter-company balances and transactions between entities in the consolidated entity, including any unrealised profits or losses, have been eliminated on consolidation. Accounting policies of subsidiaries have been changed where necessary to ensure consistencies with those policies applied by the Company.

1.2. Investments and Other Financial Assets

Financial instruments are initially measured at cost on trade date, which includes transaction costs, when the related contractual rights or obligations exist. Subsequent to initial recognition, these instruments are measured as set out below.

Financial assets at fair value through profit and loss - A financial asset is classified in this category if acquired principally for the purpose of selling in the short term or if so designated by management and within the requirements of *AASB 139: Recognition and Measurement of Financial Instruments*. Realised and unrealised gains and losses arising from changes in the fair value of these assets are included in the income statement in the period in which they arise.

Loans and receivables - Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market and are stated at amortised cost using the effective interest rate method.

Financial liabilities - Non-derivative financial liabilities are recognised at amortised cost, comprising original debt less principal payments and amortisation.

At each reporting date, the Company assesses whether there is objective evidence that a financial risk has been impaired. Impairment losses are recognised in the income statement.

The Company's investment portfolio (comprising listed securities) is accounted for as "financial assets at fair value through profit and loss".

1.3. Fair value estimation

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes. The fair value of financial instruments traded in active markets (such as publicly traded derivatives, and trading and available-for-sale securities) is based on quoted market prices at the balance sheet date. The quoted market price used for financial assets held by the Company is the current bid price; the appropriate quoted market price for financial liabilities is the current ask price.

The fair value of financial instruments that are not traded in an active market (for example over-the-counter derivatives) is determined using valuation techniques, including but not limited to recent arm's length transactions, reference to similar instruments and option pricing models. The Company may use a variety of methods and makes assumptions that are based on market conditions existing at each balance date. Other techniques, such as estimated discounted cash flows, are used to determine fair value for other financial instruments.

The nominal value less estimated credit adjustments of trade receivables and payables are assumed to approximate their fair values. The fair value of financial liabilities for disclosure purposes is estimated by discounting the future contractual cash flows at the current market interest rate that is available to the Company for similar financial instruments.

The Company's investment portfolio (comprising listed securities) is accounted for as a "financial assets at fair value through profit and loss" and is carried at fair value based on the quoted last bid prices at reporting date (refer to Note 12).

1.4. Revenue Recognition

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. All revenue is stated

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

net of the amount of goods and services tax (**GST**). The following specific recognition criteria must also be met before revenue is recognised:

Sale of Goods and Disposal of Assets - Revenue from the sale of goods and disposal of other assets is recognised when the Company has passed control of the goods or other assets to the buyer.

Interest Revenue - Interest revenue is recognised on a proportional basis taking into account the interest rates applicable to the financial assets.

Dividend Revenue - Dividend revenue is recognised when the right to receive a dividend has been established. The Company brings dividend revenue to account on the applicable ex-dividend entitlement date.

Other Revenues - Other revenues are recognised on a receipts basis.

1.5. Income Tax

The income tax expense or revenue for the period is the tax payable on the current period's taxable income based on the national income tax rate for each taxing jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax bases of assets and liabilities and their carrying amounts in the financial statements, and to unused tax losses (if applicable).

Deferred tax assets and liabilities are recognised for temporary differences at the tax rates expected to apply when the assets are recovered or liabilities are settled, based on those tax rates which are enacted or substantively enacted for each taxing jurisdiction. The relevant tax rates are applied to the cumulative amounts of deductible and taxable temporary differences to measure the deferred tax asset or liability. An exception is made for certain temporary differences arising from the initial recognition of an asset or a liability. No deferred tax asset or liability is recognised in relation to these temporary differences if they arose in a transaction, other than a business combination, that at the time of the transaction did not affect either accounting profit or taxable profit or loss.

Deferred tax assets are recognised for deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. The amount of deferred tax assets benefits brought to account or which may be realised in the future, is based on the assumption that no adverse change will occur in income taxation legislation and the anticipation that the Company will derive sufficient future assessable income to enable the benefit to be realised and comply with the conditions of deductibility imposed by the law.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax balances attributable to amounts recognised directly in equity are also recognised directly in equity.

1.6. Goods and Services Tax (GST)

Revenues, expenses and assets are recognised net of the amount of GST, except where the amount of GST incurred is not recoverable from the Australian Tax Office. In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of the expense. Receivables and payables in the balance sheet are shown inclusive of GST. Cash flows are presented in the cash flow statement on a gross basis, except for the GST component of investing and financing activities, which are disclosed as operating cash flows.

1.7. Receivables

Trade receivables and other receivables are recorded at amounts due less any provision for doubtful debts. An estimate for doubtful debts is made when collection of the full amount is no longer probable. Bad debts are written off when considered non-recoverable.

1.8. Property, Plant and Equipment

All property, plant and equipment are stated at historical cost less accumulated depreciation and impairment losses. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

The carrying amount of plant and equipment is reviewed annually by directors to ensure it is not in excess of the recoverable amount from these assets. The recoverable amount is assessed on the basis of the expected net cash flows that will be received from the assets employment and subsequent disposal. The expected net cash flows have been discounted to their present value in determining recoverable amount.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

The depreciation rates used for each class of depreciable assets are:

Class of Fixed Asset	Depreciation Rate	Depreciation Method
Computer Equipment	25%-40%	Straight Line

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each balance sheet date. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the income statement.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

1.9. Impairment of Assets

At each reporting date, the Company reviews the carrying values of its tangible and intangible assets (where applicable) to determine whether there is any indication that those assets have been impaired. If such an indication exists, the recoverable amount of the asset, being the higher of the asset's fair value less costs to sell and value in use, is compared to the asset's carrying value. Any excess of the asset's carrying value over its recoverable amount is expensed to the income statement. Impairment testing is performed annually for goodwill and intangible assets (where applicable) with indefinite lives. Where it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

1.10. Payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial period which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition.

1.11. Issued Capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new securities are shown in equity as a deduction, net of tax, from the proceeds. Incremental costs directly attributable to the issue of new securities for the acquisition of assets are included in the cost of the acquisition as part of the purchase consideration.

1.12. Earnings Per Share

***Basic Earnings per Share* -** is determined by dividing the operating result after income tax by the weighted average number of ordinary shares on issue during the financial period.

***Diluted Earnings per Share* -** adjusts the figures used in the determination of basic earnings per share by taking into account amounts unpaid on ordinary shares and any reduction in earnings per share that will probably arise from the exercise of options outstanding during the financial period.

1.13. Employee Entitlements

Provision is made for the Company's liability for employee benefits arising from services rendered by employees to balance date. Employee benefits that are expected to be settled within one year have been measured at the amounts expected to be paid when the liability is settled, plus related on-costs. Employee benefits payable later than one year have been measured at the present value of the estimated future cash outflows to be made for those benefits. Employer superannuation contributions are made by the Company in accordance with statutory obligations and are charged as an expense when incurred.

The liability for long service leave is recognised in the provision for employee benefits and measured as the present value of expected future payments to be made in respect of services provided by employees up to the reporting date. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service.

1.14. Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts (if any) are shown within short-term borrowings in current liabilities on the balance sheet.

1.15. Leases

Leases in which a significant portion of the risks and rewards of ownership are not transferred to the Group as lessee are classified as operating leases. Payments made under operating leases (net of any incentives received from the lessor) are charged to the income statement on a straight-line basis over the period of the lease.

1.16. Segment reporting

A business segment is a group of assets and operations engaged in providing products or services that are subject to risks and returns that are different to those of other business segments. A geographical segment is engaged in providing products or services within a particular economic environment and is subject to risks and returns that are different from those of segments operating in other economic environments. The Company's segment reporting is contained in note 20 of the notes to the financial statements.

1.17. Dividends Policy

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the financial year but not distributed at balance date.

1.18. Comparative Figures

Where required by Accounting Standards comparative figures have been adjusted to conform to changes in presentation for the current financial period.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

1.19. Business Combinations

The purchase method of accounting is used to account for all business combinations, including business combinations involving entities or businesses under common control, regardless of whether equity instruments or other assets are acquired. Cost is measured as the fair value of the assets given, equity instruments issued or liabilities incurred or assumed at the date of exchange plus costs directly attributable to the acquisition. Where equity instruments are issued in an acquisition, the fair value of the instruments is their published market price as at the date of exchange unless, in rare circumstances, it can be demonstrated that the published price at the date of exchange is an unreliable indicator of fair value and that other evidence and valuation methods provide a more reliable measure of fair value. Transaction costs arising on the issue of equity instruments are recognised directly in equity.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date, irrespective of the extent of any minority interest. The excess of the cost of acquisition over the fair value of the Group's share of the identifiable net assets acquired is recorded as goodwill. If the cost of acquisition is less than the Group's share of the fair value of the identifiable net assets of the subsidiary acquired, the difference is recognised directly in the income statement, but only after a reassessment of the identification and measurement of the net assets acquired.

Where settlement of any part of cash consideration is deferred, the amounts payable in the future are discounted to their present value as at the date of exchange. The discount rate used is the entity's incremental borrowing rate, being the rate at which a similar borrowing could be obtained from an independent financier under comparable terms and conditions.

1.20 New Standards and Interpretations Released But Not Yet Adopted

The following new Accounting Standards and Interpretations (which have been released but not yet adopted) have no material impact (except where stated below) on the Company's accounts/financial statements or the associated notes therein.

AASB reference	Title and Affected Standard(s):	Applies to:	Application date:
AASB 123 (revised Jun 2007)	Borrowing Costs	To the extent that borrowing costs are directly attributable to the acquisition, construction or production of a qualifying asset, the option of recognising borrowing costs immediately as an expense has been removed. Consequently all borrowing costs for qualifying assets will have to be capitalised.	Periods commencing on or after 1 January 2009
AASB 3 (reissued March 2008)	Business Combinations	Released as part of long term international convergence project between IASB and FASB. The revised standard introduces more detailed guidance on accounting for step acquisitions, adjustments to contingent consideration, assets acquired that the purchaser does not intend to use, reacquired rights and share-based payments as part of purchase consideration. Also, all acquisition costs will have to be expensed instead of being recognised as part of goodwill.	Business combinations where the acquisition date is on or after the beginning of the first reporting period that commences 1 July 2009 or later
AASB 127 (reissued March 2008)	Consolidated and Separate Financial Statements	The revised standard clarifies that changes in ownership interest which result in control being retained are accounted for within equity as transactions with owners. Losses will be attributed to the non-controlling interest even if this results in a debit balance for the non-controlling interest. Investments retained where there has been a loss of control will be recognised at fair value at date of sale.	Periods commencing on or after 1 July 2009

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

1.20 New Standards and Interpretations Released But Not Yet Adopted (continued)

AASB reference	Title and Affected Standard(s):	Applies to:	Application date:
AASB 2008-3 (issued March 2008)	Amendments to Australian Accounting Standards arising from AASB 3 and AASB 127 [AASB 1, AASB 2, AASB 4, AASB 5, AASB 7, AASB 101, AASB 107, AASB 112, AASB 114, AASB 116, AASB 121, AASB 128, AASB 131, AASB 132, AASB 133, AASB 134, AASB 136, AASB 137, AASB 138, AASB 139, Interpretation 9 and Interpretation 107]	Makes consequential amendments to 20 standards and 2 interpretations arising from the reissue of AASB 3 and AASB 127, including to AASB 128: Investments in Associates and AASB 131: Interests in Joint Ventures. When an investment ceases to be an associate or jointly controlled entity and is subsequently accounted for under AASB 139, the fair value of the investment at the date when it ceases to be an associate or jointly controlled entity is its fair value.	Periods commencing on or after 1 July 2009
AASB 2008-5 and AASB 2008-6 (issued July 2008)	Improvements to IFRSs	Accounting changes for presentation, recognition and measurement, as well as terminology and editorial changes.	Periods commencing on or after 1 July 2009
AASB 8 (Issued Feb 2007)	Operating Segments	Replaces the disclosure requirements of AASB 114: *Segment Reporting*. The adoption of this standard will result in changes to the nature and extent of segment reporting for the entity. The full impact has not yet been quantified.	Periods commencing on or after 1 January 2009
AASB 101 (Revised Sep 2007)	Presentation of Financial Statements	Amendments to presentation and naming of the financial statements.	Annual reporting periods commencing on or after 1 January 2009
AASB 2009-2 Improving Disclosures about financial instruments	Financial Instruments	Additional disclosures required about fair values of financial instruments are the company's liquidity risk.	Periods commencing on or after 1 January 2009
AASB 2007-3 (issued Feb 2007)	Amendments to Australian Accounting Standards arising from AASB 8 [AASB 5, AASB 6, AASB 102, AASB 107, AASB 119, AASB 127, AASB 134, AASB 136, AASB 1023 & AASB 1038]	Mainly editorial changes	Periods commencing on or after 1 January 2009
AASB 2007-6 (issued Jun 2007)	Amendments to Australian Accounting Standards arising from AASB 123 [AASB 1, AASB 101, AASB 107, AASB 111, AASB 116 & AASB 138 and Interpretations 1 & 12]	Mainly editorial changes.	Periods commencing on or after 1 January 2009
AASB 2007-8 (issued Sep 2007)	Amendments to Australian Accounting Standards arising from AASB 101	Mainly editorial changes.	Periods commencing on or after 1 January 2009
AASB 2007-10 (issued Dec 2007)	Further Amendments to Australian Accounting Standards Arising from AASB 101	Replaces the term 'financial report' with the term used in the corresponding IFRS	Periods commencing on or after 1 January 2009

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2009

2. PROFIT/(LOSS) FOR THE YEAR

The operating profit/(loss) before income tax includes the following items of revenue and expense:

	Consolidated Entity	Company	
	2009	**2009**	**2008**
(a) Revenue	$	$	$
Interest received	484,471	398,532	15,768
Dividends	500,286	197,006	420,221
	984,757	595,538	435,989
Other Income			
Net reversal of prior year unrealised loss/current year unrealised loss on financial assets held at fair value through profit or loss	4,511,689	3,007,734	-
Other income	42,173	362	7,388
Total revenue	5,538,619	3,603,634	443,377
(b) Expenses			
Investment expenses			
- Realised (gain)/loss on financial assets held at fair value through profit or loss	3,628,490	3,628,490	(10,421)
- Unrealised loss on financial assets held at fair value through profit or los	-	-	3,631,830
- Foreign exchange losses	838,540	838,540	11,827
- Withholding tax	22,586	22,586	52,690
- Merger costs	224,836	223,920	
Occupancy expenses	55,855	52,143	19,404
Finance expenses	1,002	818	651
Borrowing cost	1	1	1
Corporate expenses			
- Investment management fees	155,904	155,904	174,873
- Custodian fees	32,330	32,330	45,374
- Reversal of provision for realisation cost in investment portfolio	(55,479)	(55,479)	(13,811)
- Share registry	10,812	7,627	14,273
- ASX fees	20,273	19,105	20,498
- Other corporate expenses	20,458	24,580	(1,827)
Administration expenses			
- Communications	6,286	5,305	7,508
- Consultants	16,204	16,204	4,181
- Accountant	91,229	55,282	41,810
- Audit	27,232	26,235	23,316
- Office administration	38,452	19,226	23,281
- Personnel	104,418	172,284	153,745
- Personnel- employee benefits	21,568	11,590	(760)
- Depreciation	2,082	1,563	2,310
- Travel	13,649	10,169	2,826
- Other administration expenses	85,653	47,302	41,109
	5,362,381	5,315,725	4,244,688

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2009

3. INCOME TAX EXPENSE

	Consolidated Entity	Company	
	2009	2009	2008
(a) The major components of income tax expense are:	$	$	$
Current tax			
Current year	-	-	(1,369)
Deferred tax			
Current year deferred tax expense/(benefit)	901,403	901,403	(901,403)
Total income tax expense/(income) per income statement	901,403	901,403	(902,772)
(b)			
The prima facie income tax on profit/(loss) before income tax is reconciled to the income tax provided in the accounts as follows:			
Profit/(loss) before income tax	**176,238**	**(1,712,091)**	**(3,801,311)**
Prima facie tax payable on profit from ordinary activities before income tax at 30% (2008: 30%)	52,872	(513,627)	(1,140,393)
Tax effect of permanent differences			
Non-deductible expenses	8,196	7,806	146,701
Taxable income in excess of accounting income	193,819	-	-
Franking credits & tax offsets	(187,646)	-	-
Utilisation of subsidiary current year tax losses derived prior to merger	(116,464)	-	-
Non recognition of current year revenue losses	1,306,387	1,306,387	992,323
Net deferred tax movements	-	-	(901,403)
Current period unrecognised deferred tax movements	(355,761)	100,837	-
	901,403	901,403	(902,772)
Under/(over) provision in respect to prior years	-	-	-
Income tax expense (benefit)	901,403	901,403	(902,772)
The applicable weighted average effective tax rates are	511%	-53%	24%
(c) Deferred tax assets not brought to account at 30%:			
- Revenue losses	3,277,567	(3,273,368)	-
- Temporary differences	1,708,212	(124,196)	2,813,719
	4,985,779	(3,397,564)	2,813,719

The Deferred Tax Asset not brought to account for the period will only be obtained if:

(i) the Company derives future assessable income of a nature and of an amount sufficient to enable the benefit to be realised;

(ii) the Company continues to comply with the conditions for deductibility imposed by tax legislation; and

(iii) the Company is able to meet the continuity of ownership and/or continuity of business tests.

4. KEY MANAGEMENT PERSONNEL DISCLOSURES (Consolidated Entity and Company)

(a) Details of key management personnel

Farooq Khan	*Executive Chairman*	Christopher Ryan	*Non-Executive Director*
William Johnson	*Executive Director (Appointed on 13 March 2009)*	Peter Simpson	*Non-Executive Director*
Simon Cato	*Non-Executive Director*	Victor Ho	*Company Secretary*

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

4. KEY MANAGEMENT PERSONNEL DISCLOSURES (Consolidated Entity and Company) (continued)

	Consolidated Entity	Company	
	2009	**2009**	**2008**
Number of employees (including key management personnel)	6	6	5

(b) Compensation of key management personnel

	Consolidated Entity	Company	
	2009	**2009**	**2008**
Directors	$	$	$
Short-term employee benefits - cash fees	223,722	122,235	102,518
Post-employment benefits - superannuation	14,544	7,192	6,315
	238,266	129,427	108,833
Other key management personnel			
Short-term employee benefits - cash salaries	69,186	40,000	40,750
Post-employment benefits - superannuation	6,227	3,600	3,600
	75,413	43,600	44,350

Key management personnel remuneration has been included in the Remuneration Report section of the Directors' Report.

(b) Options, rights and equity instruments provided as remuneration

There were no options, rights and equity instruments provided as remuneration to key management personnel and no shares issued on the exercise of any such instruments, during the financial year.

(c) Shareholdings of key management personnel (Consolidated Entity and Company)

2009 **Directors**	**Balance at 1 July 2008**	**Net Changes**	**Balance at 30 June 2009**
Farooq Khan	11,587,938	8,925,845	20,513,783
William Johnson	-	-	-
Simon Cato	-	-	-
Christopher Ryan	-	-	-
Peter Simpson	1,782,256	6,805,880	8,588,136
Other key management personnel			
Victor Ho	5,945	-	5,945

2008 **Directors**	**Balance at 1 July 2007**	**Net Changes**	**Balance at 30 June 2008**
Farooq Khan	5,475,551	144,094	5,619,645
William Johnson	-	-	-
Simon Cato	-	-	-
Christopher Ryan	-	-	-
Peter Simpson	1,734,279	47,977	1,782,256
Other key management personnel			
Victor Ho	5,945	-	5,945

The disclosures of equity holdings above are in accordance with the accounting standards which requires a disclosure of direct and indirect holdings of spouses, relatives, spouses of relatives and entities under the control or significant influence of each of the same.

(d) Option holdings of key management personnel (Consolidated Entity and Company)

The Company does not have any options on issue.

(e) Loans to key management personnel

There were no loans to key management personnel (or their personally related entities) during the financial year.

(f) Other transactions with key management personnel

There were no other transactions with key management personnel (or their personally related entities) during the financial year.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

5. GAINS IN CONTROLLED ENTITY

Business combination

The Company issued 31,350,322 new shares to eligible Scarborough Equities Limited (**Scarborough**) shareholders on 13 March 2009 in consideration for the acquisition of Scarborough via a scheme of arrangement merger (**Scheme**). Scarborough has become a wholly owned subsidiary of the Company. The merger involved Scarborough shareholders exchanging their Scarborough shares for shares in Bentley on a NTA for NTA valuation basis. The applicable NTA's were as follows:

• Bentley – $14,740,505, which included $10,654,030 cash and $4,122,438 invested in international securities;

• Scarborough - $11,485,743, which included $11,254,654 invested in the unlisted wholesale FSP Equities Leaders Fund (**FSP Fund**), which is managed by investment manager, FSP Equities Management Limited (**FSP**).

Based upon these NTAs and the Scheme consideration formula:

• Eligible Scarborough shareholders receive 1.588329 new Bentley shares for each Scarborough share held as at the Scheme record date (6 March 2009);

• Bentley issued 31,350,322 shares to acquire all of Scarborough's shares, increasing its total issued share capital to 71,584,465 shares;

Through the combination of these companies, Scarborough and Bentley shareholders became shareholders in a single listed investment company with larger net assets of approximately $26.2 million (with no borrowings) and a larger shareholder base of approximately 2,400 shareholders.

The acquisition had the following effect on the Consolidated Entity's assets and liabilities as at the date of acquisition:

	$
Consideration paid, satisfied in shares	11,485,755
Fair value of net identifiable assets acquired	(11,485,755)
Acquisition interest	-

Assets and liabilities arising from the acquisition are as follows:	**Controlled Entity's Carrying Amount** $
Cash and cash equivalents	103,548
Trade and other receivables	200,992
Financial assets held at fair value through profit and loss	11,254,654
Property, plant and equipment	5,808
Current tax asset	96,427
Trade and other payables	(175,674)
	11,485,755

	Consolidated Entity	
Purchase consideration	**2009**	**2008**
Outflow of cash to acquire controlled entity, net of cash acquired:	$	$
Cash consideration paid	-	-
Less balances acquired		
Cash and cash equivalents	103,548	-
Net Inflow/(Outflow) of cash	103,548	-

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2009

6. AUDITORS' REMUNERATION

	Consolidated Entity	Company	
	2009	2009	2008
Amounts received or due and receivable by	$	$	$
Auditors (BDO Kendalls (WA) Audit and Assurance Pty Ltd)			
Audit and review of financial reports	19,463	9,860	23,316
Non-audit services (BDO Kendalls (WA) Audit and Assurance Pty Ltd)			
Taxation services	3,245	1,375	1,761
	22,708	11,235	25,077

7. DIVIDENDS

Declared and paid during the year			
Dividends on ordinary shares			
One cent per share fully franked paid on 28 September 2007	-	-	397,283
Franking credit balance		3,972,242	3,972,242
		3,972,242	3,972,242

8. LOSS PER SHARE

	Consolidated Entity	Company	
	2009	2009	2008
Basic loss per share (cents)	(1.46)	(5.27)	(7.23)
Loss used to calculate earnings per share ($)	(725,165)	(2,613,494)	(2,898,539)
Weighted average number of ordinary shares during the period used in calculation of basic earnings per share	49,596,294	49,596,294	40,110,801

Diluted earnings per share has not been disclosed, as it does not show a position which is inferior to basic earnings per share. The Company has no securities outstanding which have the potential to convert to ordinary shares and dilute the basic earning per share.

9. CASH AND CASH EQUIVALENTS

	Consolidated Entity	Company	
	2009	2009	2008
	$	$	$
Cash at bank	1,456,758	1,240,526	333,566
Term Deposits	13,193,549	13,193,549	-
	14,650,307	14,434,075	333,566

(a) Reconciliation of Net Profit after Tax to Net Cash Flows from Operations

	Consolidated Entity 2009	Company 2009	Company 2008
Net Profit after income tax	(725,165)	(2,613,494)	(2,898,539)
Depreciation and amortisation	2,082	1,563	2,310
Provision of employee benefits	10,331	10,331	-
Net reversal of prior year unrealised loss/current year unrealised loss on financial assets held at fair value through profit or loss	(4,511,689)	(3,007,734)	3,621,409
Realised loss on financial assets held at fair value through profit or loss	3,628,490	3,628,490	-
Foreign exchange loss	838,540	838,540	11,827
(Increase)/decrease in assets:			
Current receivables	(402,978)	16,100	(37,680)
Prepayment	(6,518)	(6,518)	-
Investments	15,297,944	15,297,944	286,700
Increase/(decrease) in liabilities:			
Current payables	92,892	(59,785)	(323,327)
Tax liabilities	901,403	901,403	(901,403)
Net cash flows from/(used in) operating activities	15,125,332	15,006,840	(238,703)

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

9. CASH AND CASH EQUIVALENTS (continued)

(b) Disclosure of non-cash financing and investing activities
On 13 March 2009, the Company merged with Scarborough Equities Limited under a scheme of arrangement. The Company issued 31,350,322 new shares to eligible Scarborough shareholders and acquired Scarborough as a wholly-owned subsidiary.

10. TRADE AND OTHER RECEIVABLES

	Consolidated Entity	Company	
<u>Current</u>	**2009**	**2009**	**2008**
Amounts receivable from	$	$	$
deposit	500	-	-
income distributions	416,972	-	-
dividends and interest receivable	23,247	23,247	37,680
	440,719	23,247	37,680

Information about the Consolidated Entity's and the Company's exposure to credit risk, foreign exchange risk and interest rate risk is in Note 21.

Impaired receivables and receivables
None of the receivables are impaired or past due.

	Consolidated Entity	Company	
11. OTHER CURRENT ASSETS	**2009**	**2009**	**2008**
	$	$	$
Prepayments	6,518	6,518	-

12. FINANCIAL ASSETS HELD AT FAIR VALUE THROUGH PROFIT AND LOSS

<u>Current</u>			
Investment Portfolio (international securities)	-	-	15,851,257
Units in unlisted FSP Equities Leaders Fund - at fair value	12,758,609	-	-
	12,758,609	-	15,851,257

All financial assets held at fair value through profit or loss were designated as such upon initial recognition.

Net gain/(loss) on financial assets held at fair value through profit or loss	883,199	(620,756)	(3,621,409)

Risk Exposure
Information about the Consolidated Entity's exposure to market and price risk is in Note **21**.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

13. PROPERTY, PLANT AND EQUIPMENT

	Office Furniture	Leasehold Improvement	Computer Equipment	Total
CONSOLIDATED ENTITY				
At 1 July 2008, net of accumulated depreciation	-	331	4,126	4,457
Additions	-	-	349	349
Additions through acquisition of SCB	3,227	315	2,266	5,808
Depreciation expense	(131)	(33)	(1,918)	(2,082)
At 30 June 2009, net of accumulated depreciation	3,096	613	4,823	8,532
At 1 July 2008				
Cost or fair value	-	382	16,108	16,490
Accumulated depreciation	-	(51)	(11,982)	(12,033)
Net carrying amount	-	331	4,126	4,457
At 30 June 2009				
Cost or fair value	3,227	697	18,723	22,647
Accumulated depreciation	(131)	(84)	(13,900)	(14,115)
Net carrying amount	3,096	613	4,823	8,532
COMPANY				
At 1 July 2008, net of accumulated depreciation		331	4,125	4,456
Additions		-	349	349
Depreciation expense		(25)	(1,538)	(1,563)
At 30 June 2009, net of accumulated depreciation		306	2,936	3,242
At 1 July 2008				
Cost or fair value		382	16,108	16,490
Accumulated depreciation		(51)	(11,982)	(12,033)
Net carrying amount		331	4,126	4,457
At 30 June 2009				
Cost or fair value		382	16,457	16,839
Accumulated depreciation		(76)	(13,521)	(13,597)
Net carrying amount		306	2,936	3,242
At 1 July 2007, net of accumulated depreciation		358	5,805	6,163
Additions		-	604	604
Depreciation expense		(27)	(2,283)	(2,310)
At 30 June 2008, net of accumulated depreciation		331	4,126	4,457
At 1 July 2007				
Cost or fair value		382	15,504	15,886
Accumulated depreciation		(24)	(9,699)	(9,723)
Net carrying amount		358	5,805	6,163
At 30 June 2008				
Cost or fair value		382	16,108	16,490
Accumulated depreciation		(51)	(11,982)	(12,033)
Net carrying amount		331	4,126	4,457

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2009

14. OTHER FINANCIAL ASSETS

	Company	
	2009	**2008**
<u>Non Current</u>	$	$
Shares in controlled entity - at cost	11,485,743	-

	Ownership interest	
	2009	**2008**
Scarborough Equities Pty Ltd (formerly Scarborough Equities Limited) (Incorporated in Australia)	100%	-

15. TRADE AND OTHER PAYABLES

	Consolidated Entity	Company	
	2009	**2009**	**2008**
	$	$	$
Trade creditors	6,656	6,656	46,928
Amounts payable to subsidiary	-	1,668	-
Other creditors and accruals (a)	103,954	78,755	90,259
	110,610	87,079	137,187

(a) Amounts not expected to be settled within the next 12 months

Other creditors and accruals include accruals for annual leave. The entire obligation is presented as current, since the Consolidated Entity does not have an unconditional right to defer settlement. However based on past experience, the Consolidated Entity does not expect all employees to take the full amount of the accrued leave within the next 12 months. The following amounts reflect leave that is not expected to be taken within the next 12 months.

	Consolidated Entity	Company	
	2009	**2009**	**2008**
	$	**$**	**$**
Annual leave obligation expected to be settled after 12 months	8,622	8,622	613

(b) Risk exposure

Details of the Consolidated Entity's exposure to risks arising from current payables are set out in Note **21**.

16. PROVISIONS

	Consolidated Entity	Company	
	2009	**2009**	**2008**
	$	**$**	**$**
Employee benefits - long service leave	6,277	6,277	3,956

The non-current provision for long service leave is a provision towards the future entitlements of employees who have completed the required period of long service. The following amounts reflect a provision for leave that is not expected to be taken or paid within the next 12 months.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

17. TAX

	Consolidated Entity 2009 $	Company 2009 $	Company 2008 $
(a) Assets - Non Current			
Deferred tax asset comprises:			
Market Decrement	-	-	912,991
Other	6,975	6,975	-
	6,975	6,975	912,991
(b) Liabilities - Non Current			
Deferred tax liability comprises:			
Fair Value Gain Adjustments	-	-	(11,588)
Other	(6,975)	(6,975)	-
	(6,975)	(6,975)	(11,588)
(c) Reconciliations			
(i) Gross movements			
The overall movement in the deferred tax account is as follows:			
Opening balance	901,403	901,403	-
(Charged)/credited to income statement	(901,403)	(901,403)	901,403
Closing balance	-	-	901,403
(ii) Deferred tax asset:			
The movement in deferred tax asset for each temporary difference during the year is as follows:			
Market Decrement			
Opening balance	912,991	912,991	187,015
Charged to income statement	(912,991)	(912,991)	725,976
Closing balance	-	-	912,991
Other			
Opening balance	-	-	-
Charged to income statement	6,975	6,975	-
Closing balance	6,975	6,975	-
Total	6,975	6,975	912,991
(iii) Deferred tax liability:			
The overall movement in recognised deferred tax liabilities for each temporary difference is as follows:			
Fair Value Gain Adjustments			
Opening balance	(11,588)	(11,588)	(187,015)
Charged to income statement	11,588	11,588	175,427
Closing balance	-	-	(11,588)
Other			
Opening balance	-	-	-
Charged to income statement	(6,975)	(6,975)	-
Closing balance	(6,975)	(6,975)	-
Total	(6,975)	(6,975)	(11,588)

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

18. ISSUED CAPITAL

	Consolidated Entity	Company	
	2009	2009	2008
	$	$	$
71,584,465 (30 June 2008: 40,234,143) fully paid ordinary shares	29,663,934	29,663,934	18,178,191

Movement in Ordinary Share Capital	Date of movement	Number of shares	Company 2009 $	Company 2008 $
At 1 July 2007		39,728,303	17,995,366	17,995,366
Issue under Dividend Reinvestment Plan	28-Sep-07	505,840	182,825	182,825
At 30 June 2008		40,234,143	18,178,191	18,178,191
Issue under scheme of arrangement	13-Mar-09	31,350,322	11,485,743	
As 30 June 2009		71,584,465	29,663,934	

Fully paid ordinary shares carry one vote per share and carry the right to dividends.

(a) Capital risk management

The Company's objectives when managing its capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders and to maintain a capital structure balancing the interests of all shareholders.

The Board will consider capital management initiatives as is appropriate and in the best interests of the Company and shareholders from time to time, including undertaking capital raisings, share buy backs, capital reductions and the payment of dividends.

The Consolidated Entity has no borrowings. The Consolidated Entity's non-cash investments can be realised to meet accounts payable arising in the normal course of business.

19. RELATED PARTY DISCLOSURES

The following table provides the total amount of transactions that were entered into with related parties for the financial year.

Company	Note	Amount owed to related parties
Subsidiary of Company		**$**
Scarborough Equities Pty Ltd	15	**(1,668)**

Details of the percentage of ordinary shares held in controlled entity are disclosed in Note **14** to the financial statements. The above amount comprises payments made on behalf of the Company by its subsidiary, which remains outstanding at balance date. Interest is not charged on such outstanding amounts.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

20. SEGMENT REPORTING

The Consolidated Entity is incorporated in Australia. As at the balance date, the Consolidated Entity's principal activity is the management of its investments. As at the previous balance date, the Company's principal activity was the management of its investments in equity securities listed on overseas stock markets.

Geographical exposures
During the year, the Consolidated Entity's investment portfolio (comprising investments in listed securities, cash assets, accrued interest and dividends, net of unsettled trades) was exposed to different countries . The geographical locations of these exposures are outlined below:

	Segment Revenues		Carrying Amount of Segment Assets		Acquisitions of Investments	
	2009	**2008**	**2009**	**2008**	**2009**	**2008**
Country	**$**	**$**	**$**	**$**	**$**	**$**
Australia	2,333,416	15,654	27,871,660	1,216,484	-	-
Europe	571,058	106,860	-	2,915,749	36,560	-
United Kingdom	223,012	64,492	-	1,535,591	867	-
North America	1,845,744	171,106	-	8,889,572	(35,329)	-
Asia	54,250	45,877	-	721,080	23,427	10,070
Japan	511,139	39,388	-	1,861,475	23,877	-
	5,538,619	443,377	27,871,660	17,139,951	49,402	10,070

21. FINANCIAL INSTRUMENTS

Financial Risk Management
The Consolidated Entity's financial instruments mainly consist of deposits with banks, accounts receivable and payable, loans to related parties and investments in listed securities and the unlisted FSP Equities Leaders Fund. The principal activity of the Consolidated Entity is the management of these investments - "financial assets held at fair value" (refer to Note 12). The Consolidated Entity's investments are subject to price (which includes interest rate and market risk), credit and liquidity risks.

The Board of Directors is responsible for the overall internal control framework (which includes risk management) but no cost-effective internal control system will preclude all errors and irregularities. The system is based, in part, on the appointment of suitably qualified management personnel. The effectiveness of the system is continually reviewed by management and at least annually by the Board.

The financial receivables and payables of the Consolidated Entity and Company in the table below are due or payable within 30 days. The financial investments are held for trading and are realised at the discretion of the Board of Directors

<u>Consolidated Entity</u>	Weighted Average Interest Rate	Variable Interest Rate	Fixed Interest Rate	Non-Interest Bearing	Total
30 June 2009					
Financial Assets		$	$	$	$
Cash and cash equivalents	4.20%	1,180,269	13,193,549	276,489	14,650,307
Receivables		-	-	440,719	440,719
Investments		-	-	12,758,609	12,758,609
Total Financial Assets		1,180,269	13,193,549	13,475,817	27,849,635
Financial Liabilities					
Payables		-	-	(110,610)	(110,610)
Total Financial Liabilities		-	-	(110,610)	(110,610)
Net Financial Assets		1,180,269	13,193,549	13,365,207	27,739,025

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 30 June 2009

21. FINANCIAL INSTRUMENTS (continued)

Company	Weighted Average Interest Rate	Variable Interest Rate	Fixed Interest Rate	Non-Interest Bearing	Total
30 June 2009					
Financial Assets		$	$	$	$
Cash and cash equivalents	4.20%	1,180,269	13,193,549	60,257	14,434,075
Receivables		-	-	23,247	23,247
Investments		-	-	-	-
Total Financial Assets		1,180,269	13,193,549	83,504	14,457,322
Financial Liabilities					
Payables		-	-	(87,079)	(87,079)
Total Financial Liabilities		-	-	(87,079)	(87,079)
Net Financial Assets		1,180,269	13,193,549	(3,575)	14,370,243
30 June 2008					
Financial Assets					
Cash and cash equivalents	4.50%	167,248	-	166,318	333,566
Receivables		-	-	37,860	37,860
Investments		-	-	15,851,257	15,851,257
Total Financial Assets		167,248	-	16,055,435	16,222,683
Financial Liabilities					
Payables		-	-	(137,187)	(137,187)
Total Financial Liabilities		-	-	(137,187)	(137,187)
Net Financial Assets		167,248	-	15,918,248	16,085,496

(a) Interest Rate Risk Exposure

Interest rate risk is the risk that the value of a financial instrument will fluctuate due to changes in market interest rates. The Consolidated Entity's exposure to market risk for changes in interest rates relate primarily to investments held in interest bearing instruments. The Consolidated Entity has no borrowings.

	Consolidated Entity	Company	
	2009	2009	2008
	$	$	$
Cash at bank	1,456,758	1,240,526	333,566
Term Deposits	13,193,549	13,193,549	-
	14,650,307	14,434,075	333,566

(b) Liquidity Risk Exposure

Liquidity risk is the risk that the Consolidated Entity and the Company will encounter difficulty in meeting obligations associated with financial liabilities. The Consolidated Entity has no borrowings. The Consolidated Entity's non-cash investments can be realised to meet accounts payable arising in the normal course of business. The financial liabilities disclosed in the above table have a maturity obligation of not more than 30 days.

(c) Credit Risk Exposure

Credit risk refers to the risk that a counterparty under a financial instrument will default (in whole or in part) on its contractual obligations resulting in financial loss to the Consolidated Entity and the Company. Concentrations of credit risk are minimised primarily by the investment manager/custodian carrying out all market transactions through recognised and creditworthy brokers and the monitoring of receivable balances. The Consolidated Entity's business activities do not necessitate the requirement for collateral as a means of mitigating the risk of financial loss from defaults.

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

21. FINANCIAL INSTRUMENTS (continued)

(c) Credit Risk Exposure (continued)

The Consolidated Entity measures credit risk on a fair value basis. The carrying amount of financial assets recorded in the financial statements, net of any provision for losses, represents the Consolidated Entity's and Company's maximum exposure to credit risk. The maximum exposure to credit risk at the reporting date is summarised below:

	Consolidated Entity	Company	
	2009	2009	2008
	$	$	$
Cash and cash equivalents	14,650,307	14,434,075	333,566
Receivables	440,719	23,247	37,680
	15,091,026	14,457,322	371,246

All receivables noted above are due within 30 days. None of the above receivables are past due.

(d) Currency Risk Exposure

The Consolidated Entity and Company has financial instruments (term deposits) denominated in US dollar currency which can significantly affect the balance sheet through foreign currency exchange rate movements. The Consolidated Entity's current policy is not to hedge its overseas currency exposure. The Consolidated Entity's exposure to foreign exchange rate movements on its financial instruments is as follows:

	Consolidated Entity	Company	
	2009	2009	2008
	USD	USD	USD
Term deposits	1,603,870	1,603,870	8,286,600

(e) Market Price Risk Exposure

Market price risk represents the risk that the value of a financial instrument will fluctuate as a result of changes in market prices, whether those changes are caused by factors specific to the individual instrument or its issuer or factors affecting all instruments in the market. By its nature as a listed investment Consolidated Entity, the Consolidated Entity will always be subject to market risk as it invests its capital in securities that are not risk free - the market price of these securities can and will fluctuate. The Consolidated Entity does not manage this risk through entering into derivative contracts, futures, options or swaps. Equity securities price risk arises on the financial assets held at fair value through profit or loss. The Consolidated Entity is advised by investment manager, FSP Equities Management Limited, that the unlisted FSP Equities Leaders Fund comprise underlying investments in a diversified portfolio both in terms of number of securities held and exposure to a wide range of industry sectors.

(f) Sensitivity Analysis

The Consolidated Entity has no borrowings, therefore no liability exposure to interest rate risk. The revenue exposure is immaterial in terms of the possible impact on profit or loss or total equity. It has therefore not been included in the sensitivity analysis.

(i) Equity Price risk

The Consolidated Entity has performed a sensitivity analysis on its exposure to equity securities price risk at balance date. The analysis demonstrates the effect on the current year results and equity which could result from a change in these risks. The S&P 200 Accumulation Index was utilised as the benchmark for the portfolio which are available for sale assets or at fair value through profit or loss.

	Consolidated Entity	Company	
	2009	2009	2008
Change in profit	$	$	$
Increase by 1%	627,783	627,783	692,409
Decrease by 1%	(627,783)	(627,783)	(692,409)
Change in equity			
Increase by 1%	627,783	627,783	692,409
Decrease by 1%	(627,783)	(627,783)	(692,409)

NOTES TO THE FINANCIAL STATEMENTS
for the year ended 30 June 2009

21. FINANCIAL INSTRUMENTS (continued)

(f) Sensitivity Analysis (continued)

(ii) Currency Risk Analysis

The Company has performed a sensitivity analysis on its exposure to currency risk. The analysis demonstrates the effect on the current year results and equity when the Australian dollar strengthened or weakened by 5% (2008: 5%) against the foreign currencies detailed in Note 21(d) with all the other variables held constant.

	Consolidated Entity	Company	
	2009	**2009**	**2008**
Change in profit	$	$	$
Increase by 5%	(94,931)	(94,931)	(758,260)
Decrease by 5%	94,931	94,931	838,077
Change in equity			
Increase by 5%	(94,931)	(94,931)	(758,260)
Decrease by 5%	94,931	94,931	838,077

22. LEASE COMMITMENTS

Not longer than one year	91,772	91,772	26,002
Between 12 months and 5 years	219,001	219,001	131,109
	310,773	310,773	157,111

The non-cancellable operating lease commitment is the Consolidated Entity's share of the office premises at Level 14, The Forrest Centre, 221 St Georges Terrace, Perth, Western Australia, and includes all outgoings (exclusive of GST). The lease is for a 7 year term expiring 30 June 2013 and contains a rent review increase each year alternating between 5% and the greater of market rate or CPI + 1%.

23. CONTINGENT ASSETS AND LIABILITIES

The Consolidated Entity does not have any contingent assets or liabilities.

24. EVENTS AFTER BALANCE SHEET DATE

(a) On 3 August 2009, the Board reviewed market conditions and determined to rebalance the Bentley investment portfolio from a ~47% Australian equities weighting to a ~90% Australian equities weighting. It has accordingly invested a further $11.5 million with its investment manager, FSP Equities Management Limited (FSP), in the FSP Equities Leaders Fund (FSP Fund). The FSP Fund comprise investments in Australian equities, predominantly in companies within the ASX/S&P 200 Index. As at 30 June 2009, Bentley had a total of $12.8 million (approximately 47% of the Company's net assets) invested in the FSP Fund. This has now increased by $11.5 million.

(b) On 14 August 2009, the Board announced that it would seek shareholder approval for the Company to undertake an off market buy-back of up to 25 million shares at $0.35 per share, at a total cost to the Company of up to approximately $8.75 million (Buy-Back).

The Buy-Back is subject to shareholder approval which will be sought at a general meeting that is anticipated will be held in October 2009 and to ASIC (and ASX if required) granting typical waivers to enable the Buy-Back to be conducted in the proposed manner.

If shareholders approve the Buy-Back, a separate Buy-Back booklet will be sent to all eligible shareholders after the General Meeting, which will set out the full terms and conditions and further details of the Buy-Back as well as a tender form.

No other matter or circumstance has arisen since the end of the financial year that significantly affected, or may significantly affect, the operations of the Consolidated Entity, the results of those operations, or the state of affairs of the Consolidated Entity in future financial years.

DIRECTORS' DECLARATION

The Directors of the Company declare that:

1. The financial statements and accompanying notes as set out on pages 31 to 53 are in accordance with the *Corporations Act 2001* and:
    (a) comply with Accounting Standards, the Corporations Regulations 2001 and other mandatory professional reporting; and
    (b) give a true and fair view of the Company's and Consolidated Entity's financial position as at 30 June 2009 and of their performance for the year ended on that date;
2. In the Directors' opinion there are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable.
3. The remuneration disclosures set out in the Directors' Report on page 26 to 28 (as the audited Remuneration Report) comply with section 300A of the Corporate Act 2001; and
4. The Directors have been given the declarations required by section 295A of the *Corporations Act 2001* by the Chairman (the person who, in the opinion of the Directors, performs the chief executive functions) and Company Secretary (the person who, in the opinion of the Directors, performs the chief financial officer function).

This declaration is made in accordance with a resolution of the Directors made pursuant to section 295(5) of the *Corporations Act 2001*.

Farooq Khan
Chairman

Simon Cato
Director

1 September 2009

BDO Kendalls

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INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF BENTLEY CAPITAL LIMITED

Report on the Financial Report

We have audited the accompanying financial report of Bentley Capital Limited, which comprises the balance sheet as at 30 June 2009, and the income statement, statement of changes in equity and cash flow statement for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration of the consolidated entity comprising the disclosing entity and the entities it controlled at the year's end or from time to time during the financial year.

Directors' Responsibility for the Financial Report

The directors of the disclosing entity are responsible for the preparation and fair presentation of the financial report in accordance with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Act 2001*. This responsibility includes establishing and maintaining internal controls relevant to the preparation and fair presentation of the financial report that is free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances. In Note 1, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements,* that compliance with the Australian equivalents to International Financial Reporting Standards ensures that the financial report, comprising the financial statements and notes, complies with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. These Auditing Standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

Independence

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001* would be in the same terms if it had been given to the directors at the time that this auditor's report was made.

Auditor's Opinion

In our opinion:

(a) the financial report of Bentley Capital Limited is in accordance with the *Corporations Act 2001*, including:

   (i) giving a true and fair view of the disclosing entity's and consolidated entity's financial position as at 30 June 2009 and of their performance for the year ended on that date; and

   (ii) complying with Australian Accounting Standards (including the Australian Accounting Interpretations) and the *Corporations Regulations 2001*; and

(b) the financial report also complies with International Financial Reporting Standards as disclosed in Note 1.

Report on the Remuneration Report

We have audited the Remuneration Report included in the directors' report for the year ended 30 June 2009. The directors of the Bentley Capital Limited are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001.* Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Auditor's Opinion

In our opinion, the Remuneration Report of Bentley Capital Limited for the year ended 30 June 2009, complies with section 300A of the *Corporations Act 2001.*

BDO Kendalls Audit & Assurance (WA) Pty Ltd

BDO Kendalls

Brad McVeigh
Director

Dated this 1st day of September 2009
Perth, Western Australia

CORPORATE GOVERNANCE

Compliance with Corporate Governance Council's Principles

The extent to which the Company has followed the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations is as follows:

Principle	**Compliance**	**CGS References / Comments**
Principle 1: Lay solid foundations for management and oversight		
1.1 Companies should establish the functions reserved to the board and those delegated to senior executives and disclose those functions.	Yes	2, 3.3, 4.1, 4.2
1.2 Companies should disclose the process for evaluating the performance of senior executives.	Yes	3.11
1.3 Companies should provide the information indicated in the Guide to Reporting on Principle 1. The following material should be included in the corporate governance section of the annual report: • an explanation of any departure from Recommendation 1.1, 1.2 or 1.3. • whether a performance evaluation for senior executives has taken place in the reporting period and whether it was in accordance with the process disclosed. The following material should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section: • a statement of matters reserved for the board or the board charter or the statement of areas of delegated authority to senior executives.	Yes	Annual Report Website CGS
Principle 2: Structure the board to add value		
2.1 A majority of the board should be independent directors.	Yes	3.5
2.2 The chair should be an independent director.	No	3.2, 3.5
2.3 The roles of chair and chief executive officer should not be exercised by the same individual.	Not applicable	3.2
	The Company has an Executive Chairman but does not have a Chief Executive Officer or Managing Director	
2.4 The board should establish a nomination committee.	No	4.2
2.5 Companies should disclose the process for evaluating the performance of the board, its committees and individual directors.	Yes	3.11
2.6 Companies should provide the information indicated in the Guide to Reporting on Principle 2. The following material should be included in the corporate governance statement in the annual report: • the skills, experience and expertise relevant to the position of director held by each director in office at the date of the annual report. • the names of the directors considered by the board to constitute independent directors and the company's materiality thresholds. • the existence of any of the relationships listed in Box 2.1 and an explanation of why the board considers a director to be independent, notwithstanding the existence of these relationships. • a statement as to whether there is a procedure agreed by the board for directors to take independent professional advice at the expense of the company. • the period of office held by each director in office at the date of the annual report. • the names of members of the nomination committee and their attendance at meetings of the committee, or where a company does not have a nomination committee, how the functions of a nomination committee are carried out. • whether a performance evaluation for the board, its committees and directors has taken place in the reporting period and whether it was in accordance with the process disclosed. • an explanation of any departures from Recommendations 2.1, 2.2, 2.3, 2.4, 2.5 or 2.6.	Yes	Annual Report Website CGS

CORPORATE GOVERNANCE

Principle	Compliance	CGS References / Comments
The following material should be made publicly available, ideally by posting it to the company's website in a clearly-marked corporate governance section: • a description of the procedure for the selection and appointment of new directors and the re-election of incumbent directors. • the charter of the nomination committee or a summary of the role, rights, responsibilities and membership requirements for that committee. • the board's policy for the nomination and appointment of directors.		
Principle 3: Promote ethical and responsible decision making		
3.1 Companies should establish a code of conduct and disclose the code or a summary of the code as to:	Being developed	6
3.1.1 the practices necessary to maintain confidence in the company's integrity.		
3.1.2 the practices necessary to take into account their legal obligations and the reasonable expectations of their stakeholders.	The principal matters covered by a code of conduct are addressed by other policies	
3.1.3 the responsibility and accountability of individuals for reporting and investigating reports of unethical practices.		
3.2 Companies should establish a policy concerning trading in company securities by directors officers and employees and disclose the policy or a summary of that policy.	Yes	3.8
3.3 Companies should provide the information indicated in the Guide to Reporting on Principle 3. The following material should be included in the corporate governance statement in the annual report: • an explanation of any departures from Recommendations 3.1, 3.2 or 3.3 should be included in the corporate governance statement in the annual report. The following material should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section: • any applicable code of conduct or a summary. • the trading policy or a summary of its main provisions.	Yes	Annual Report Website CGS
Principle 4: Safeguard integrity in financial reporting		
4.1 The board should establish an audit committee.	Yes	4.2
4.2 Structure the audit committee so that it: • consists only of non-executive directors. • consists of a majority of independent directors. • is chaired by an independent chair, who is not chair of the board. • has at least three members.	Yes	CGS 4.2
4.3 The audit committee should have a formal charter.	Being developed	CGS 4.2
4.4 Companies should provide the information indicated in the Guide to Reporting on Principle 4. The following material should be included in the corporate governance statement in the annual report: • details of the names and qualifications of those appointed to the audit committee and their attendance at meetings of the committee or, where a company does not have an audit committee, how the functions of an audit committee are carried out. • the number of meetings of the audit committee and the names of the attendees. • explanation of any departures from Recommendations 4.1, 4.2, 4.3 or 4.4. The following material should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section: • the audit committee charter. • information on procedures for the selection and appointment of the external auditor, and for the rotation of external audit engagement partners.	Yes	Annual Report Website CGS

CORPORATE GOVERNANCE

Principle	Compliance	CGS References / Comments
Principle 5: Make timely and balanced disclosure		
5.1 Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies.	Yes	7.1, 8.2
5.2 Companies should provide the information indicated in the Guide to Reporting on Principle 5. The following material should be included in the corporate governance statement in the annual report: • an explanation of any departures from Recommendation 5.1 or 5.2. The following material should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section: • the policies or a summary of those policies designed to guide compliance with Listing Rule disclosure requirements should be made publicly available, ideally by posting them to the company's web site in a clearly marked corporate governance section.	Yes	Annual Report Website CGS
Principle 6: Respect the rights of shareholders		
6.1 Companies should design and disclose a communications policy for promoting effective communication with shareholders and encouraging their participation at general meetings and disclose their policy or a summary of that policy.	Yes	8.1
6.2 Companies should provide the information indicated in Guide to Reporting on Principle 6. • an explanation of any departures from best practice recommendations 6.1 or 6.2 should be included in the corporate governance statement in the annual report. • the company should describe how it will communicate with its shareholders publicly, ideally by posting the information on the company's website in a clearly marked corporate governance section. • a description of the arrangements the company has to promote communication with shareholders.	Yes	Annual Report Website CGS
Principle 7: Recognise and manage risk		
7.1 Companies should establish policies for oversight and management of material business risks and disclose a summary of those policies.	Yes	7.1
7.2 The board should require management to design and implement the risk management and internal control system to manage the company's material business risks and report to it on whether those risks are being managed effectively. The board should disclose that management has reported to it as to the effectiveness of the company's management of its material business risks.	Yes	7.1
7.3 The board should disclose whether it has received assurance from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.	Yes	7.1
7.4 Companies should provide the information indicated in the Guide to Reporting on Principle 7. The following material should be included in the corporate governance section of the annual report: • an explanation of any departures from best practice recommendations 7.1, 7.2, 7.3 or 7.4. • whether the board has received the report from management under Recommendation 7.2. • whether the board has received assurances from the chief executive officer (or equivalent) and the chief financial officer (or equivalent) under Recommendation 7.3. The following material should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section: • a summary of the company's policies on risk oversight and management of material business risks.	Yes	Annual Report Website CGS

CORPORATE GOVERNANCE

Principle	Compliance	CGS References / Comments
Principle 8: Remunerate fairly and responsibly		
8.1 The board should establish a remuneration committee.	No	4.2
8.2 Companies should clearly distinguish the structure of non-executive directors' remuneration from that of executive directors and senior executives.	Yes	Remuneration Report in the Directors' Report
8.3 Companies should provide the information indicated in the Guide to Reporting on Principle 8. The following material or a clear cross-reference to the location of the material should be included in the corporate governance statement in the annual report: • the names of the members of the remuneration committee and their attendance at meetings of the committee or, where a company does not have a remuneration committee, how the functions of a remuneration committee are carried out. • the existence and terms of any schemes for retirement benefits, other than superannuation, for non-executive directors. • an explanation of any departure from Recommendations 8.1, 8.2 or 8.3. The following material should be made publicly available, ideally by posting it to the company's website in a clearly marked corporate governance section: • the charter of the remuneration committee or a summary of the role, rights, responsibilities and membership requirements for that committee. • a summary of the company's policy on prohibiting entering into transactions in associated products which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.	Yes	Annual Report Website CGS

CORPORATE GOVERNANCE

CORPORATE GOVERNANCE STATEMENT (CGS)

1. Framework and Approach to Corporate Governance and Responsibility

The Board is committed to maintaining the highest standards of corporate governance. Good corporate governance is about having a set of core values and behaviours that underpin the Company's activities and ensure transparency, fair dealing and protection of the interests of stakeholders.

The Board of Directors supports the Corporate Governance Principles and Recommendations developed by the ASX Corporate Governance Council ("**Council**"). The Company's practices are largely consistent with the Council's guidelines - the Board considers that the implementation of some recommendations are not appropriate having regard to the nature and scale of the Company's activities and size of the Board. The Board uses its best endeavours to ensure exceptions to the Council's guidelines do not have a negative impact on the Company and the best interests of shareholders as a whole.

Details of the Council's recommendations can be found on the ASX website at:
http://www.asx.com.au/about/corporate_governance/revised_corporate_governance_principles_recommendations.htm

2. Board of Directors - Role and Responsibilities

In general the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. The Board is also responsible for the overall corporate governance of the Company, and recognises the need for the highest standards of behaviour and accountability in acting in the best interests of the Company as a whole. The Board also ensures that the Company complies with all of its contractual, statutory and any other legal or regulatory obligations. The Board has the final responsibility for the successful operations of the Company.

Where the Board considers that particular expertise or information is required, which is not available from within their number, appropriate external advice may be taken and reviewed prior to a final decision being made by the Board.

Without intending to limit the general role of the Board, the principal functions and responsibilities of the Board include the matters set out below, subject to delegation as specified elsewhere in this Statement or as otherwise appropriate:

(1) formulation and approval of the strategic direction, objectives and goals of the Company;

(2) the prudential control of the Company's finances and operations and monitoring the financial performance of the Company;

(3) the resourcing, review and monitoring of executive management and the Investment Committee;

(4) ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;

(5) the identification of significant business risks and ensuring that such risks are adequately managed;

(6) the timeliness, accuracy and effectiveness of communications and reporting to shareholders and the market;

(7) the establishment and maintenance of appropriate ethical standards;

(8) Until the formation of an Audit Committee in October 2009, responsibilities typically assumed by an audit committee including:
   (a) reviewing and approving the audited annual and reviewed half-yearly financial reports; and
   (b) reviewing the appointment of the external auditor, their independence, the audit fee, and any questions of resignation or dismissal;

(9) responsibilities typically assumed by a remuneration committee including:
   (a) reviewing the remuneration and performance of Directors;
   (b) setting policies for Executives' remuneration, setting the terms and conditions of employment for Executives, undertaking reviews of Executives' performance, including setting goals and reviewing progress in achieving those goals; and
   (c) reviewing the Company's Executive and employee incentive schemes and making recommendations on any proposed changes; and

(10) responsibilities typically assumed by a nomination committee including:
   (a) devising criteria for Board membership, regularly reviewing the need for various skills and experience on the Board and identifying specific individuals for nomination as Directors; and
   (b) oversight of Board and Executive succession plans.

3. Board of Directors – Composition, Structure and Process

The Board has been formed so that it has effective composition, size and commitment to adequately discharge its responsibilities and duties given its current size and the scale and nature of the Company's activities. The names of the Directors in office currently and during the 2008/2009 year and their qualifications and experience are stated in the Directors' Report for the year ended 30 June 2009.

3.1. Skills, Knowledge and Experience

Directors are appointed based on the specific corporate and governance skills and experience required by the Company. The Board recognises its need to contain Directors with a relevant blend of personal experience in accounting and finance, law, financial and investment markets, financial management and public company administration and Director-level business or corporate experience, having regard to the scale and nature of the Company's activities.

CORPORATE GOVERNANCE

A Director is initially appointed by the Board and retires (and may stand for re-election) at the next Annual General Meeting after their appointment.

3.2. Executive Chairman

The Executive Chairman leads the Board and has responsibility for ensuring that the Board receives accurate, timely and clear information to enable Directors to perform their duties as a Board. The Executive Chairman of the Company is Mr Farooq Khan, whose qualifications and experience are stated in the Directors' Report for the year ended 30 June 2009. The Company does not have a Managing Director or Chief Executive Officer.

3.3. Non-Executive Directors

The Company recognises the importance of Non-Executive Directors and the external perspective and advice that Non-Executive Directors can offer. Messrs Simon Cato, Christopher Ryan and Peter Simpson are the Non-Executive Directors. Their qualifications and experience are stated in the Directors' Report for the year ended 30 June 2009.

3.4. Company Secretary

The Company Secretary is appointed by the Board and is responsible for developing and maintaining the information systems and processes that are appropriate for the Board to fulfil its role and is responsible to the Board for ensuring compliance with Board procedures and governance matters. The Company Secretary is also responsible for overseeing and coordinating disclosure of information to the ASX as well as communicating with the ASX. The Company Secretary is Mr Victor Ho, whose qualifications and experience are stated in the Directors' Report for the year ended 30 June 2009.

3.5. Independence

An independent Director, in the view of the Company, is a Non-Executive Director who:

(1) is not a substantial shareholder of the Company or an officer of, or otherwise associated directly with, a substantial shareholder of the Company;

(2) within the last 3 years has not been employed in an Executive capacity by the Company;

(3) within the last 3 years has not been a principal of a material professional adviser or a material consultant to the Company, or an employee materially associated with the provision of material professional or consulting services;

(4) is not a material supplier or customer of the Company, or an officer of or otherwise associated directly or indirectly with a material supplier or customer;

(5) has no material contractual relationship with the Company other than as a Director of the Company; and

(6) is free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the Director's ability to act in the best interests of the Company.

Messrs Farooq Khan and William Johnson are not regarded as independent Directors as they are Executive Directors of the Company.

Messrs Simon Cato, Christopher Ryan and Peter Simpson are regarded as independent Non-Executive Directors.

3.6. Conflicts of Interest

To ensure that Directors are at all times acting in the interests of the Company, Directors must:

(1) disclose to the Board actual or potential conflicts of interest that may or might reasonably be thought to exist between the interests of the Director or his duties to any other parties and the interests of the Company in carrying out the activities of the Company; and

(2) if requested by the Board, within 7 days or such further period as may be permitted, take such necessary and reasonable steps to remove any conflict of interest.

If a Director cannot or is unwilling to remove a conflict of interest then the Director must, as per the Corporations Act, absent himself from the room when Board discussion and/or voting occurs on matters to which the conflict relates (save with the approval of the remaining Directors and subject to the Corporations Act).

3.7. Related-Party Transactions

Related party transactions include any financial transaction between a Director and the Company as defined in the Corporations Act or the ASX Listing Rules. Unless there is an exemption under the Corporations Act from the requirement to obtain shareholder approval for the related party transaction, the Board cannot approve the transaction. The Company also discloses related party transactions in its financial report as required under relevant Accounting Standards.

3.8. Share Dealings and Disclosures

The Company's policy regarding Directors, Executives and employees dealing in its securities is set by the Board. The Board prohibits Directors, Executives and employees from acting on material information until it has been released to the market and adequate time has been given for this to be reflected in the prices of the Company's securities. Executives and employees and Directors are required to consult the Executive Chairman and the Board respectively, prior to dealing in securities in the Company or other companies with which the Company has a relationship. Dealings in the Company's securities by officers and employees are not permitted at any time whilst they are in the possession of price-sensitive information not already available to the market.

3.9. Board Nominations

The Board will consider nominations for appointment or election of Directors that may arise from time to time having regard to the corporate and governance skills required by the Company and procedures outlined in the Constitution and the Corporations Act.

CORPORATE GOVERNANCE

3.10. Terms of Appointment as a Director

The current Directors of the Company have not been appointed for fixed terms. The constitution of the Company provides that a Director (other than any Managing Director) may not retain office for more than three calendar years or beyond the third Annual General Meeting following their election, whichever is longer, without submitting himself or herself for re-election. One third of the Directors (save for any Managing Director) must retire each year and are eligible for re-election. The Directors who retire by rotation at each Annual General Meeting are those with the longest length of time in office since their appointment or last election.

The initial appointment and last re-election dates of each Director are listed below.

Director	Appointed	AGM Last Re-elected
Farooq Khan	2 December 2003	17 November 2006
Peter Simpson	6 September 2005	24 November 2005 - standing for re-election at 2009 AGM
Christopher Ryan	5 February 2004	29 November 2007
Simon Cato	5 February 2004	28 November 2008
William Johnson	13 March 2009	Standing for re-election at 2009 AGM

3.11. Performance Review and Evaluation

It is the policy of the Board to ensure that the Directors and Executives of the Company be equipped with the knowledge and information they need to discharge their responsibilities effectively and that individual and collective performance is regularly and fairly reviewed. Although the Company is not of a size to warrant the development of formal processes for evaluating the performance of its Board, individual Directors and Executives, there is on-going monitoring by the Executive Chairman and the Board. The Non-Executive Directors are responsible for reviewing the performance and remuneration of Executive Directors. The Executive Chairman also speaks to Directors individually regarding their role as a Director.

3.12. Meetings of the Board

The Executive Chairman and Company Secretary schedule formal Board meetings at least bi-monthly and whenever necessary to deal with specific matters requiring attention. Circulatory Resolutions are also utilised where appropriate either in place of or in addition to formal Board meetings. Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director of the Company.

It is recognised and accepted that Board members may also concurrently serve on other boards, either in an executive or non-executive capacity.

3.13. Independent Professional Advice

Subject to prior consultation with the Executive Chairman, each Director has the right to seek independent legal and other professional advice at the Company's expense concerning any aspect of the Company's operations or undertakings in order to fulfil their duties and responsibilities as Directors.

3.14. Company Information and Confidentiality

All Directors have the right of access to all relevant Company books and to the Company's Executive. In accordance with legal requirements and agreed ethical standards, Directors and Executives of the Company have agreed to keep confidential all information received in the course of the exercise of their duties and will not disclose non-public information except where disclosure is authorised or legally mandated.

3.15. Directors' Deeds

The Company has also entered into a deed with each of the current Directors to regulate certain matters between the Company and each Director, both during the time the Director holds office and after the Director ceases to be an officer of the Company (or of any of its wholly-owned subsidiaries). A summary of the terms of such deeds is contained within the Remuneration Report in the Director's Report for the year ended 30 June 2009. The Company's shareholders will vote at the 2009 Annual General Meeting on a resolution to enter into updated Director's Deeds with each Director.

4. Management

4.1. Executives

The Company does not presently have a Managing Director, Chief Executive Officer or Chief Financial Officer.

The Board has determined that the Executive Chairman is the appropriate person to make the Chief Executive Officer equivalent declaration and the Company Secretary is the appropriate person to make the Chief Financial Officer equivalent declaration in respect of the year ended 30 June 2009, as required under section 295A of the Corporations Act and recommended by the Council.

4.2. Board and Management Committees

Investment Committee: In March 2009, the Board established an Investment Committee comprised of the Executive Chairman, Mr Farooq Khan, Executive Director, Mr William Johnson and the Company Secretary, Mr Victor Ho. The Investment Committee's role is to implement the Company's Investment Mandate, approved by shareholders in February 2009. The Investment Committee's authority is subject to limits on the categories of investments it can make (imposed by the Investment Mandate) and financial limits within those categories, imposed by the Board. The Investment Committee reports regularly to the Board.

Audit Committee: In October 2009, the Board established an Audit Committee comprised of the independent Non-Executive Directors, Messrs Simon Cato, Christopher Ryan and Peter Simpson. Their qualifications and experience are stated in the Directors' Report for the year ended 30 June 2009. The Audit Committee is currently developing a formal charter to govern its operation, which will include reviewing and approving the audited annual and reviewed half-yearly financial reports and reviewing the appointment of the external auditor, their independence, the audit fee, and any questions of resignation or dismissal.

CORPORATE GOVERNANCE

Nomination and Remuneration Committees: In view of the current composition of the Board (which comprises three Non-Executive Directors and two Executive Directors) and the nature and scale of the Company's activities, the Board has considered that establishing formally-constituted committees for board nominations and remuneration would contribute little to its effective management.

Accordingly, the nomination of new Directors and the setting, or review, of remuneration levels of Directors and Executives are reviewed by the Board as a whole and approved by resolution of the Board (with abstentions from relevant Directors where there is a conflict of interest). That is, matters typically dealt with by nominations and remuneration committees are dealt with by the full Board.

4.3. Investment Managers

The Company had two Investment Managers during the year ended 30 June 2009. Constellation Capital Management Limited (**Constellation**), initially appointed in 2004, acted as an Investment Manager to the Company until April 2009. In March 2009, FSP Equities Management Limited (**FSP**) – then Investment Manager to Scarborough Equities Limited (**Scarborough**) – became an Investment Manager to the Company under the merger with Scarborough. As Investment Manager, FSP will invest Company funds placed with it in its FSP Equities Leaders Fund (**FSP Fund**) – a wholesale fund not open to retail investors. FSP's investment management team is lead by Mr Ronni Chalmers. The Board maintains regular contact with the Investment Manager who provides regular reports in relation to the performance of the FSP Fund.

5. Remuneration Policy

Please refer to the Remuneration Report in the Director's Report for the year ended 30 June 2009. Directors do not currently have any equity-based remuneration.

6. Code of Conduct and Ethical Standards

The Company was not of a size that warranted the establishment of a formal code of conduct that guides compliance with obligations to stakeholders during the year ended 30 June 2009. The Company's policies are focussed on ensuring that all Directors, Executives and employees act with the utmost integrity and objectivity in carrying out their duties and responsibilities, striving at all times to enhance the reputation and performance of the Company. Many of the items commonly found in a code of conduct are covered by the Company's policies designed to deal with compliance risk identified in section 7.1 of this Statement. However, the Board is currently developing a formal code of conduct. This will be posted on to the Company's website when finalised.

7. Internal Control, Risk Management and Audit

7.1. Internal Control and Risk Management

The Board of Directors is responsible for the overall internal control framework (which includes risk management) and oversight of the Company's policies on and management of risks that have the potential to impact significantly on operations, financial performance or reputation.

The Board recognises that no cost-effective internal control system will preclude all errors and irregularities. The system is based, in part, on the appointment of suitably-qualified and experienced service providers such as the Investment Manager (currently FSP) and suitably-qualified and experienced management personnel. The effectiveness of the system is continually reviewed by management and at least annually by the Board. On a day-to-day basis, managing the various risks inherent in the Company's operations is the responsibility of the Executive Directors and the Company Secretary. Risks facing the Company can be divided into the broad categories of operations, compliance and market risks.

Operations risk refers to risks arising from day to day operational activities which may result in direct or indirect loss from inadequate or failed internal processes, people or systems or external events. The Executive Directors and the Company Secretary have delegated responsibility from the Board for identification of operations risks generally, for putting processes in place to mitigate them and monitoring compliance with those processes. The Company has clear accounting and internal control systems to manage risks to the accuracy of financial information and other financial risks.

Compliance risk is the risk of failure to comply with all applicable legal and regulatory requirements and industry standards and the corresponding impact on the Company's business, reputation and financial condition. The Company's compliance risk management strategy ensures compliance with key legislation affecting the Company's activities. The Company's compliance strategy is kept current with advice from senior external professionals and the ongoing training of Executives and other senior personnel involved in compliance management. The Company Secretary has oversight responsibility for managing the Company's compliance risk.

The Company has policies on responsible business practices and ethical behaviour including conflict of interest and share trading policies to maintain confidence in the Company's integrity and ensure legal compliance.

Market risk encompasses risks to the Company's performance from changes in equity prices, interest rates, currency exchange rates, capital markets and economic conditions generally. The Company has appointed an Investment Committee as the first line in managing this risk, under the supervision of the Board. The Board retains final responsibility to assess the Company's exposure to these risks and set the strategic direction for managing them. Further details are in the Note 21 (Financial Instruments) to the financial statements for the year ended 30 June 2009.

The Company's approach to risk management is not stationary; it evolves constantly in response to developments in operations and changing market conditions.

The Board has determined that the Executive Chairman is the appropriate person to make the Chief Executive Officer equivalent declaration and the Company Secretary is the appropriate person to make the Chief Financial Officer equivalent declaration in respect of the year ended 30 June 2009, on the risk management and internal compliance and

CORPORATE GOVERNANCE

control systems recommended by the Council. The Board has received assurances from the Executive Chairman and the Company Secretary that the declarations they provided in accordance with section 295A of the Corporations Act are founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks. Management has reported to the Board as to the effectiveness of the Company's management of its material business risks.

7.2. Audit

The Company's external auditor (**Auditor**) is selected for its professional competence, reputation and the provision of value for professional fees. Within the audit firm, the partner responsible for the conduct of the Company's audits is rotated every three years. The Auditor is invited to attend the Company's annual general meetings to answer shareholder questions about the conduct of the audit and the preparation and content of the Auditor's report.

8. Communications

8.1. Market and Shareholder Communications

The Company is owned by shareholders. Increasing shareholder value is the Company's key mission. Shareholders require an understanding of the Company's operations and performance to enable them to see how that mission is being fulfilled. The Directors are the shareholders' representatives. In order to properly perform their role, the Directors need to be able to ascertain the shareholders' views on matters affecting the Company.

The Board therefore considers it paramount to ensure that shareholders are informed of all major developments affecting the Company and have the opportunity to communicate their views on the Company to the Board. Information is communicated to shareholders and the market through various means including:

(1) monthly NTA Backing announcements released to ASX, which are posted on the Company's website;

(2) the Annual Report which is distributed to shareholders if they have elected to receive a printed version and is otherwise available for viewing and downloading from the Company's website;

(3) the Annual General Meeting (**AGM**) and other general meetings called to obtain shareholder approvals as appropriate. The Executive Chairman and the Investment Manager give addresses at the AGM updating shareholders on the Company's investment activities;

(4) Half-Yearly Directors' and Financial Reports which are posted on the Company's website; and

(5) other announcements released to ASX as required under the continuous disclosure requirements of the ASX Listing Rules and other information that may be mailed to shareholders, which is also posted on the Company's website.

Shareholders communicate with Directors through various means including:

(1) having the opportunity to ask questions of Directors at all general meetings;

(2) the presence of the external auditor at Annual General Meetings to take shareholder questions on any issue relevant to their capacity as auditor;

(3) the Company rotating shareholder meetings around capital cities to allow as many shareholders as possible to have an opportunity to attend a meeting;

(4) the Company's policy of expecting Directors to be available to meet shareholders at Annual General Meetings; and

(5) the Company making Directors and selected senior employees available to answer shareholder questions submitted by telephone, email and other means.

The Company actively promotes communication with shareholders through a variety of measures, including the use of the Company's website and email. The Company's reports and ASX announcements may be viewed and downloaded from its website: www.bel.com.au or the ASX website: www.asx.com.au under ASX code "BEL". The Company also maintains an email list for the distribution of the Company's announcements via email in a timely manner.

8.2. Continuous Disclosure to ASX

The Board has designated the Company Secretary as the person responsible for overseeing and coordinating disclosure of information to ASX as well as communicating with ASX.

In accordance with the Corporations Act and ASX Listing Rule 3.1 the Company immediately notifies ASX of information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities, subject to exceptions permitted by that rule. A reasonable person is taken to expect information to have a material effect on the price or value of the Company's securities if the information would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of the Company's securities.

All staff are required to inform their reporting manager of any potentially price-sensitive information concerning the Company as soon as they become aware of it. Reporting managers are in turn required to inform the Executive Director to whom they report or, in their absence, another Executive Director of any potentially price-sensitive information. In general, the Company will not respond to market speculation or rumours unless ASX or an applicable law requires it to do so. Only the Directors and employees who have been authorised by them may speak on the Company's behalf to the media, investors and analysts.

The Company may request a trading halt from ASX to prevent trading in its securities if the market appears to be uninformed. The Executive Directors are authorised to determine whether to seek a trading halt.

15 October 2009

INVESTMENT MANDATE

The Investment Objectives of Bentley are to:

- Achieve a high real rate of return over the medium term, ideally comprising both income and capital growth, whilst operating within acceptable risk parameters set by the Board; and
- Deliver a regular income stream for shareholders in the form of franked dividends.

1. INVESTMENT STRATEGY

Bentley will implement an actively managed investment strategy undertaking investments typically into one of two broad investment categories:

- Strategic Investments; and
- Non-strategic Investments.

Bentley will not allocate a fixed proportion of funds into each or any of the above investment categories, as it believes that complete flexibility to invest across these categories is key to maximising medium-term value growth for shareholders.

For each strategic and non-strategic investment, Bentley will expect to receive a level of return that is commensurate with the level of risk associated with such investment. In each investment and for the investment portfolio in aggregate, Bentley will at least aim to achieve a return that is consistently in excess of an appropriate benchmark share index and or a return which could be earned from investments in cash, bills of exchange or negotiable instruments drawn or endorsed by a bank, non-bank financial institution or a government.

(a) Strategic Investments

Bentley will seek to undertake investments in which it can reasonably expect to exert a degree of influence, including board representation or through playing an active role alongside management in order to enhance or realise shareholder value.

Investments will include those that have the potential for turnaround in profitability or capital appreciation through the introduction of new management, capital, improved business practices, industry rationalisation, and/or improved investor relations.

Strategic investments by their nature will rely heavily on Bentley's ability to identify, attract and exploit unique opportunities.

(b) Non-Strategic Investments

Bentley will seek to make non-strategic investments in entities where attractive investment opportunities develop due to market sentiment or mispricing or where Bentley sees other potential for generating positive returns. In contrast to strategic investments, with non-strategic investments Bentley does not envisage that it will take an active role in the management of the investment.

2. PORTFOLIO ALLOCATION

In executing its Investment Strategy, Bentley may, from time to time, hold a high proportion of net assets in cash, preferring to be patient and selective rather than filling its investment portfolio with mediocre or underperforming investments for the sake of becoming "fully-invested".

Bentley will not be limited to the principles of broad diversification; in other words, Bentley may invest a significant proportion of funds in any single investment that represents an exceptional opportunity.

3. INVESTMENTS

Investments may be made by Bentley in Australia and overseas and into any underlying industry, business or sector, in accordance with Bentley's stated Investment Objectives and Strategies.

In pursuit of the Investment Objectives and execution of the Investment Strategies outlined above, Bentley will have absolute discretion in applying its equity and any debt funds to a universe or range of potential investments in assets, businesses, securities, hybrid securities, cash, bills of exchange, other negotiable investments, debentures and other investments and structures.

4. MANAGEMENT OF INVESTMENTS

Bentley's investment decisions are carried out by its Investment Committee which currently comprises Messrs Farooq Khan, William Johnson and Victor Ho (in conjunction with external consultants and advisers where appropriate). If it believes that it is in the best interests of Bentley, the Board may chose to delegate part or all of the responsibility for making investment decisions to an external investment manager, subject to the investment manager having appropriate capabilities, experience and the necessary Australian Financial Services licences(s).

ADDITIONAL ASX INFORMATION
as at 19 October 2009

DISTRIBUTION OF LISTED ORDINARY SHARES

Spread	of	Holdings	Number of Holders	Number of Shares	% of Total Issued Capital
1	-	1,000	291	158,626	0.222
1,001	-	5,000	923	2,904,009	4.057
5,001	-	10,000	452	3,368,971	4.706
10,001	-	100,000	607	15,897,789	22.208
100,001	-	and over	49	49,255,070	68.807
Total			**2,322**	**71,584,465**	**100%**

Unmarketable Parcel

Spread	of	Holdings	Number of Holders	Number of Shares	% of Total Issued Capital
1	-	1,613	411	312,013	0.44%

An unmarketable parcel is considered, for the purposes of the above table, to be a shareholding of 1,786 shares or less, being a value of $500 or less in total, based upon the Company's closing share price on ASX on 19 October 2009 of $0.31 per share.

VOTING RIGHTS

- At any meeting of the members, each member entitled to vote may vote in person or by proxy or by power of attorney or, in the case of a member which is a corporation, by representative.
- Every person who is present in the capacity of member or the representative of a corporate member shall, on a show of hands, have one vote.
- Every member who is present in person, by proxy, by power of attorney or by corporate representative shall, on a poll, have one vote in respect of every fully paid share held by him.

LIST OF INVESTMENTS

As at 30 June 2009, the Company held no investments other than cash on deposit with Australian banks and subsidiary, Scarborough Equities Pty Ltd (**Scarborough**), held 12,953,955 units (2008: 11,952,190 units) in the unlisted wholesale FSP Equities Leaders Fund (**FSP Fund**) with a value of $12,758,609 (2008: $16,736,652).

TRANSACTIONS AND BROKERAGE

During the financial year, the Company entered into 1,230 (2008: ~17) transactions for the purchase and or sale of international securities, incurring brokerage fees totalling ~$28,820 (2008: ~$488)

INVESTMENT MANAGEMENT AGREEMENT

The Investment Management Agreement dated 9 December 2004 (**IMA**) between Scarborough (now a wholly owned subsidiary) and FSP Equities Management Limited (**FSP**) expired on 9 December 2006 and FSP's mandate has continued on a month to month basis in accordance with the terms therein. Under the terms of the IMA: (a) FSP is to invest and manage Scarborough's investment portfolio in the FSP Fund and (b) the management fees normally payable by participants in the FSP Fund is 1% per annum base management fee and a performance fee of 20% of the performance of the fund in excess of the S&P/ASX 200 Accumulation Index benchmark. Scarborough has negotiated a variable fee structure that represents a favourable rebate to the normal fees charged by the FSP Fund, whilst still providing a material incentive to the Investment Manager for investment out performance of the benchmark. The payment of management fees to FSP occur through the deduction by the manager of monies invested within the FSP Fund. The value of the investment in the FSP Fund is therefore net of fees payable to the manager from time to time.

ADDITIONAL ASX INFORMATION
as at 19 October 2009

TOP TWENTY ORDINARY FULLY PAID SHAREHOLDERS

Rank		Shareholder	Shares Held	Total Shares Held	% Issued Capital
1	*	ORION EQUITIES LIMITED		20,513,783	28.657
2	*	ROCHESTER NO 39 PTY LTD	6,826,000		
	*	PENSON HOLDINGS PTY LTD	258,426		
	*	PENSON (MANAGEMENT) PTY LTD	26,609		
	*	ROCHESTER NO 39 PTY LTD	216,464		
	*	ROCHESTER NO 39 PTY LTD	275,777		
			Sub-total	7,603,276	10.621
3	*	DATABASE SYSTEMS LTD		7,481,544	10.451
4		BELLWETHER INVESTMENTS PTY LTD	2,734,526		
		MR MICHAEL CRAIG	81,767		
		MR ROBERT JAMES CRAIG	674,023		
			Sub-total	3,490,316	4.876
5		QUESTE COMMUNICATIONS LIMITED		1,740,625	2.432
6		BARBRIDGE TRUST PTY LTD	453,640		
		BARBRIDGE TRUSTS PTY LTD	341,920		
		MR PETER PENFOLD SIMPSON	8,000		
		MR PETER PENFOLD SIMPSON & MRS CAROLYNNE DENISE SIMPSON	229,300		
		ODDLOT SHARES & SECURITIES PTY LTD	100,000		
			Sub-total	1,132,860	1.583
7		MR JOHN ROBERT DILLON		1,126,045	1.573
8		MR ANDREW GRAEME MOFFAT & MRS ELIZABETH ANN MOFFAT	979,307		
		MRS ELIZABETH ANN MOFFAT	61,242		
			Sub-total	979,307	1.368
9		PATJEN PTY LIMITED		557,441	0.779
10		MR JAMES LAWRENCE HADLEY & MRS MARIA MARENA HADLEY	400,000		
		MR JAMES LAWRENCE HADLEY	62,000		
			Sub-total	462,000	0.645
11		DR SPENCER DAVID		283,951	0.397
12		MCCUE FAMILY HOLDINGS PTY LTD		227,271	0.317
13		SANPEREZ PTY LTD		221,202	0.309
14		MRS LEANNE MAREE ROCKEFELLER		207,962	0.291
15		ADC (INVESTING) PTY LTD		185,834	0.260
16		MS JAN ELIZABETH BURNETT-MCKEOWN		182,970	0.256
17		MRS PENELOPE MARGARET SIEMON		169,539	0.237
18		MRS LENA SOONG		168,756	0.236
19		MR MILTON MELROSE FORSTER		165,000	0.230
20		MR COLIN BRUCE FERABEND		158,833	0.222
TOTAL				**47,058,515**	**65.74%**

* Substantial shareholders

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