

26 August 2015



**Westfield Corporation**

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The Manager  
Company Announcements Office  
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Level 4, Exchange Centre  
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SYDNEY NSW 2000

Dear Sir/Madam

**WESTFIELD CORPORATION (ASX: WFD)  
WESTFIELD AMERICA TRUST AND WFD TRUST HALF-YEAR FINANCIAL REPORTS**

Attached are half-year financial reports for Westfield America Trust and WFD Trust for the 6 months ended 30 June 2015.

Yours faithfully

**WESTFIELD CORPORATION**

A handwritten signature in blue ink, consisting of a stylized 'S' followed by a horizontal line and a small dot.

**Simon Tuxen  
Company Secretary**

Encl.

# WESTFIELD AMERICA TRUST HALF-YEAR FINANCIAL REPORT

For the half-year ended 30 June 2015

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# WESTFIELD AMERICA TRUST

## INCOME STATEMENT

for the half-year ended 30 June 2015

	Note	30 Jun 15 US\$million	30 Jun 14 US\$million
<b>Revenue</b>			
Property revenue		207.8	240.1
Property development and project management revenue		38.8	86.8
Property management income		27.2	24.8
		<b>273.8</b>	<b>351.7</b>
<b>Share of after tax profits of equity accounted entities</b>			
Property revenue		263.8	246.5
Property revaluations		116.1	158.0
Property expenses, outgoings and other costs		(81.5)	(73.4)
Net interest expense		(34.3)	(29.1)
Tax expense		(0.2)	(0.2)
		<b>263.9</b>	<b>301.8</b>
<b>Expenses</b>			
Property expenses, outgoings and other costs		(83.1)	(93.8)
Property development and project management costs		(29.4)	(72.9)
Property management costs		(14.0)	(15.6)
Overheads		(41.0)	(33.7)
		<b>(167.5)</b>	<b>(216.0)</b>
Interest income		4.3	3.5
Currency gain/(loss)		16.2	(116.8)
Financing costs	12	(7.4)	(260.1)
Gain/(loss) in respect of capital transactions			
- asset dispositions		(3.8)	(7.6)
Property revaluations		42.8	25.3
Charges and credits in respect of the Restructure and Merger	6	-	(800.8)
<b>Profit / (loss) before tax for the period</b>		<b>422.3</b>	<b>(719.0)</b>
Tax expense	5	(74.8)	(78.3)
<b>Profit / (loss) after tax for the period</b>		<b>347.5</b>	<b>(797.3)</b>
<b>Profit / (loss) after tax for the period attributable to:</b>			
- Members of Westfield America Trust (WAT)		317.9	(746.8)
- Non controlling interests		29.6	(50.5)
<b>Profit / (loss) after tax for the period</b>		<b>347.5</b>	<b>(797.3)</b>
		cents	cents
<b>Basic earnings/(loss) per unit</b>	4(a)	<b>15.30</b>	<b>(35.94)</b>
<b>Diluted earnings/(loss) per unit</b>	4(a)	<b>13.42</b>	<b>(35.94)</b>

# WESTFIELD AMERICA TRUST

## STATEMENT OF COMPREHENSIVE INCOME

for the half-year ended 30 June 2015

	30 Jun 15 US\$million	30 Jun 14 US\$million
<b>Profit / (loss) after tax for the period</b>	<b>347.5</b>	<b>(797.3)</b>
<b>Other comprehensive income / (loss)</b>		
<i>Movement in foreign currency translation reserve <sup>(i)</sup></i>		
- Net exchange difference from the use of a presentation currency other than the functional currency	127.6	(19.5)
<b>Total comprehensive income / (loss) for the period</b>	<b>475.1</b>	<b>(816.8)</b>
<b>Total comprehensive income / (loss) attributable to:</b>		
- Members of WAT	445.5	(766.3)
- Non controlling interests	29.6	(50.5)
<b>Total comprehensive income / (loss) for the period</b>	<b>475.1</b>	<b>(816.8)</b>

<sup>(i)</sup> These items may be subsequently recycled to the profit and loss.

# WESTFIELD AMERICA TRUST

## BALANCE SHEET

as at 30 June 2015

	Note	30 Jun 15 US\$million	31 Dec 14 US\$million
<b>Current assets</b>			
Cash and cash equivalents		126.5	149.7
Trade debtors		7.9	16.3
Investment properties held for sale		-	438.7
Derivative assets		0.6	5.7
Receivables	10	592.4	255.8
Inventories		31.4	18.4
Prepayments and deferred costs		15.7	19.1
<b>Total current assets</b>		<b>774.5</b>	<b>903.7</b>
<b>Non current assets</b>			
Investment properties		5,751.3	6,155.9
Equity accounted investments		6,087.1	5,592.5
Other investments		146.4	116.8
Derivative assets		143.3	159.2
Receivables	10	68.2	67.9
Plant and equipment		38.7	39.9
Deferred tax assets		5.2	-
Prepayments and deferred costs		25.6	27.8
<b>Total non current assets</b>		<b>12,265.8</b>	<b>12,160.0</b>
<b>Total assets</b>		<b>13,040.3</b>	<b>13,063.7</b>
<b>Current liabilities</b>			
Trade creditors		35.9	33.0
Payables and other creditors	11	2,720.0	3,052.2
Interest bearing liabilities		3.4	180.9
Other financial liabilities		2.9	2.7
Tax payable		60.8	53.1
Derivative liabilities		0.2	2.2
<b>Total current liabilities</b>		<b>2,823.2</b>	<b>3,324.1</b>
<b>Non current liabilities</b>			
Payables and other creditors	11	131.1	124.4
Interest bearing liabilities		4,202.4	4,133.6
Other financial liabilities	12	1,279.6	1,303.7
Deferred tax liabilities		2,797.8	2,779.2
Derivative liabilities		5.6	-
<b>Total non current liabilities</b>		<b>8,416.5</b>	<b>8,340.9</b>
<b>Total liabilities</b>		<b>11,239.7</b>	<b>11,665.0</b>
<b>Net assets</b>		<b>1,800.6</b>	<b>1,398.7</b>
<b>Equity attributable to members of WAT</b>			
Contributed equity	7	4,957.5	4,957.5
Reserves		496.2	366.2
Accumulated losses		(3,835.8)	(4,078.1)
<b>Total equity attributable to members of WAT</b>		<b>1,617.9</b>	<b>1,245.6</b>
<b>Equity attributable to non controlling interests</b>			
Contributed equity		228.1	228.1
Retained profits		(45.4)	(75.0)
<b>Total equity attributable to non controlling interests</b>		<b>182.7</b>	<b>153.1</b>
<b>Total equity</b>		<b>1,800.6</b>	<b>1,398.7</b>

**WESTFIELD AMERICA TRUST**  
**STATEMENT OF CHANGES IN EQUITY**  
for the half-year ended 30 June 2015

	Comprehensive Income 30 Jun 15 US\$million	Equity and Reserves 30 Jun 15 US\$million	Total 30 Jun 15 US\$million	Total 30 Jun 14 US\$million
<b>Changes in equity attributable to members of WAT</b>				
Opening balance of contributed equity	-	4,957.5	4,957.5	4,957.5
Closing balance of contributed equity	-	4,957.5	4,957.5	4,957.5
Opening balance of reserves	-	366.2	366.2	39.7
- Movement in foreign currency translation reserve <sup>(i) (ii)</sup>	127.6	-	127.6	(19.5)
- Movement in employee share plan benefits reserve <sup>(i)</sup>	-	2.4	2.4	0.8
Closing balance of reserves	127.6	368.6	496.2	21.0
Opening balance of accumulated losses	-	(4,078.1)	(4,078.1)	(2,966.2)
- Profit / (loss) after tax for the period <sup>(ii)</sup>	317.9	-	317.9	(746.8)
- Distributions paid or provided for	-	(75.6)	(75.6)	(553.7)
Closing balance of accumulated losses	317.9	(4,153.7)	(3,835.8)	(4,266.7)
<b>Closing balance of equity attributable to members of WAT</b>	<b>445.5</b>	<b>1,172.4</b>	<b>1,617.9</b>	<b>711.8</b>
<b>Changes in equity attributable to non controlling interests</b>				
Opening balance of equity	-	153.1	153.1	203.8
Total comprehensive income / (loss) attributable to non controlling interests <sup>(ii)</sup>	29.6	-	29.6	(50.5)
<b>Closing balance of equity attributable to non controlling interests</b>	<b>29.6</b>	<b>153.1</b>	<b>182.7</b>	<b>153.3</b>
<b>Total equity</b>	<b>475.1</b>	<b>1,325.5</b>	<b>1,800.6</b>	<b>865.1</b>

<sup>(i)</sup> Movement in reserves attributable to members of WAT consists of the net exchange gain on translation of foreign operations of US\$127.6 million (30 June 2014: loss of US\$19.5 million) and net credit to the employee share plan benefits reserve of US\$2.4 million (30 June 2014: US\$0.8 million).

<sup>(ii)</sup> Total comprehensive income for the period amounts to a gain of US\$482.6 million (30 June 2014: loss of US\$816.8 million).

# WESTFIELD AMERICA TRUST

## CASH FLOW STATEMENT

for the half-year ended 30 June 2015

	30 Jun 15 US\$million	30 Jun 14 US\$million
<b>Cash flows from operating activities</b>		
Receipts in the course of operations	288.6	366.7
Payments in the course of operations	(158.0)	(215.5)
Settlement of income hedging currency derivatives	-	9.0
Dividends / distributions received from equity accounted associates	116.3	125.8
Income and withholding taxes paid	(22.4)	(11.4)
<b>Net cash flows from operating activities</b>	<b>224.5</b>	<b>274.6</b>
<b>Cash flows from investing activities</b>		
Capital expenditure on property investments - consolidated	(151.7)	(156.0)
Capital expenditure on property investments - equity accounted	(86.6)	(62.5)
Acquisition of property investments - consolidated	(5.0)	(626.5)
Acquisition of property investments - equity accounted	(60.8)	-
Proceeds from the disposition of property investments - consolidated	436.4	255.2
Capital distribution from equity accounted associates	268.7	-
Tax paid on disposition of property investments	(31.0)	(46.1)
Purchase of plant and equipment	(1.9)	(1.6)
Financing costs capitalised to qualifying development projects and construction in progress	(32.9)	(21.5)
<b>Net cash flows from investing activities</b>	<b>335.2</b>	<b>(659.0)</b>
<b>Cash flows used in financing activities</b>		
Net repayment of interest bearing liabilities and other financial liabilities	(50.9)	(143.3)
Loans (advanced to)/received from related entities	(420.7)	379.7
Net payments of interest on borrowings and derivatives (excluding interest capitalised)		
- normal course of operations	(27.6)	(148.5)
- accelerated upon repayment of bonds and facilities on implementation of Restructure and Merger	-	(61.1)
Interest received	4.3	6.2
Distributions paid	(75.6)	(145.7)
Dividends/distributions paid by controlled entities to non controlling interests	(9.6)	(41.7)
Charges in respect of the restructure and merger		
- Drawdown from bridging facilities	-	3,000.0
- Loans received from related entities	-	2,286.4
- Repayment of bonds and banking facilities	-	(4,584.6)
- Refinancing costs	-	(733.8)
<b>Net cash flows used in financing activities</b>	<b>(580.1)</b>	<b>(186.4)</b>
Net increase / (decrease) in cash and cash equivalents held	(20.4)	(570.8)
Add opening cash and cash equivalents brought forward	149.7	749.9
Effects of exchange rate changes on opening cash and cash equivalents brought forward	(2.8)	0.2
<b>Cash and cash equivalents at the end of the period</b>	<b>126.5</b>	<b>179.3</b>

# **WESTFIELD AMERICA TRUST**

## **NOTES TO THE FINANCIAL STATEMENTS**

for the half-year ended 30 June 2015

### **1 Corporate information**

This financial report of Westfield America Trust (**WAT**) and its controlled entities (**the WAT Group**) for the half-year ended 30 June 2015 was approved on 26 August 2015, in accordance with a resolution of the Board of Directors of Westfield America Management Limited, as responsible entity of WAT (**Responsible Entity**).

The nature of the operations and principal activities of WAT are described in the Directors' Report.

### **2 Basis of preparation of the financial report**

The half-year financial report does not include all notes of the type normally included in the annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of WAT and its controlled entities as the annual financial report.

The half-year financial report should be read in conjunction with the annual financial report of WAT as at 31 December 2014.

It is also recommended that the half-year financial report be considered together with any public announcements made by the Westfield Group and Westfield Corporation during the half-year ended 30 June 2015 in accordance with the continuous disclosure obligations arising under the Corporations Act 2001.

#### **(a) Basis of accounting**

The half-year financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Regulations 2001 and AASB 134 "Interim Financial Reporting".

The half-year financial report has been prepared on a historical cost basis, except for investment properties, investment properties within equity accounted investments, derivative financial instruments, financial assets at fair value through profit and loss and other financial liabilities. The carrying value of recognised assets and liabilities that are hedged with fair value hedges and are otherwise carried at cost are adjusted to record changes in the fair values attributable to the risks that are being hedged.

For the purpose of preparing the half-year financial report, the half-year has been treated as a discrete reporting period.

The half-year financial report has been prepared using the same accounting policies as used in the annual financial report for the year ended 31 December 2014 except for the changes required due to amendments to the accounting standards noted below.

This financial report is presented in Australian dollars.

#### **(b) Detail on the Restructure and Merger**

On 30 June 2014, the Westfield Group implemented the restructure of the Group (Restructure and Merger), under which Westfield Group's Australian and New Zealand business including its vertically integrated retail operating platform, held through Westfield Holdings Limited and Westfield Trust, was separated from the Westfield Group's international business and merged with Westfield Retail Trust to create two new listed groups:

- (i) Scentre Group – comprising the merged Australian and New Zealand business of Westfield Group and Westfield Retail Trust; and
- (ii) Westfield Corporation – comprising Westfield Group's international business.

The Restructure and Merger was approved by Westfield Group securityholders on 29 May 2014, Westfield Retail Trust securityholders on 20 June 2014 and by the Supreme Court of New South Wales on 23 June 2014.

The Restructure and Merger was implemented in three main stages:

- A restructure stage, where Westfield Group's international business was transferred to Westfield Corporation Limited (WCL) and WFD Trust (WFDT), and shares in WCL and units in WFDT were distributed in-specie to Westfield Group securityholders and stapled to Westfield Group;
- A destapling stage, where the shares in Westfield Holdings Limited and the units in Westfield Trust were each destapled from the Westfield Group and from each other resulting in the formation of Westfield Corporation; and
- A merger stage, where the shares in Westfield Holdings Limited and the units in Westfield Trust were stapled to the units in each of Westfield Retail Trust 1 and Westfield Retail Trust 2, resulting in the formation of Scentre Group.

As part of the Restructure and Merger, the WAT Group retired US\$4.5 billion of outstanding bonds and notes payable with the proceeds of a loan from WFDT.



# **WESTFIELD AMERICA TRUST**

## **NOTES TO THE FINANCIAL STATEMENTS**

for the half-year ended 30 June 2015

### **2\_Basis of preparation of the financial report (continued)**

#### **(c)\_New accounting standards and interpretations**

The WAT Group has adopted the following new or amended standards which became applicable on 1 January 2015.

- AASB 2014-1 Part A Annual Improvements to IFRS 2010-2012 Cycle; and
- AASB 2014-1 Part A Annual Improvements to IFRS 2011-2013 Cycle.

For the financial period, the adoption of these amended standards has no material impact on the financial statements of the WAT Group.

Certain Australian Accounting Standards and Interpretations have recently been issued or amended but are not yet effective and have not been adopted by the WAT Group for the half year ended 30 June 2015. The impact of these new standards (to the extent relevant to the WAT Group) and interpretations is as follows:

- AASB 9 Financial Instruments (effective from 1 January 2018)

This standard includes requirements to improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139 Financial Instruments: Recognition and Measurement. The WAT Group is currently assessing the impact of this standard.

- AASB 15 Revenue from Contracts with Customers (expected to be effective from 1 January 2018)

This standard determines the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. The WAT Group is currently assessing the impact of this standard.

In addition to the above, further amendments to accounting standards have been proposed as a result of the revision of related standards and the Annual Improvement Projects (for non-urgent changes). These amendments are set out below:

- AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 (effective from 1 January 2018);
- AASB 2013-9 Amendments to Australian Accounting Standards - Conceptual framework, Materiality and Financial Instruments (effective from 1 January 2018);
- AASB 2014-1 Amendments to Australian Accounting Standards - Part E: Financial Instruments (effective from 1 January 2018);
- AASB 2014-3 Amendments to Australian Accounting Standards- Accounting for Acquisitions of Interest in Joint Operations. (AASB 1 & AASB 11) (effective from 1 January 2016);
- AASB 2014-10 Amendments to Australian Accounting Standards-Sale of Contribution of Assets between an Investor and its Associate and Joint Venture (effective from 1 January 2016);
- AASB 2015-1 Amendments to Australian Accounting Standards- Annual Improvements to Australian Accounting Standards 2012-2014 Cycle. (effective from 1 January 2016);
- AASB 2015-2 Amendments to Australian Accounting Standards- Disclosure Initiative: Amendments to AASB 101 (effective from 1 January 2016); and
- AASB 2015-3 Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 Materiality (effective from 1 July 2015).

These recently issued or amended standards are not expected to have a significant impact on the amounts recognised in these financial statements when they are restated on application of these new accounting standards, except where disclosed above.

#### **(d)\_Rounding**

In accordance with ASIC Class Order 98/100, the amounts shown in the financial report have, unless otherwise indicated, been rounded to the nearest tenth of a million dollars. Amounts shown as 0.0 represent amounts less than \$50,000 that have been rounded down.

# **WESTFIELD AMERICA TRUST**

## **NOTES TO THE FINANCIAL STATEMENTS**

for the half-year ended 30 June 2015

### **3\_Segment reporting**

#### **Operating segments**

The WAT Group's operating segments are as follows:

a) The WAT Group's operational segment comprises the property investment and property and project management segments.

i) Property investments

Property investments segment includes net property income from existing shopping centres and completed developments, revaluation of existing centres and other operational expenses.

ii) Property and project management

Property and project management segment includes external fee income from third parties, primarily property management and development fees, and associated business expenses.

b) Corporate

The corporate business unit includes unallocated corporate entity expenses.

Transactions such as the change in fair value of investment properties, change in fair value of financial instruments, impact of currency hedging, interest income, financing costs, taxation, gain/(loss) and financing costs in respect of capital transactions and the corporate business unit are not allocated to the above segments and are included in order to facilitate a reconciliation to the WAT Group's net profit attributable to its members.

The WAT Group's operating segments' income and expenses as well as the details of segment assets and liabilities have been prepared on a proportionate format. The proportionate format presents the net income from and net assets in equity accounted properties on a gross format whereby the underlying components of net income and net assets are disclosed separately as revenues and expenses, assets and liabilities.

The proportionate format is used by management in assessing and understanding the performance and results of operations of the WAT Group as it allows management to observe and analyse revenue and expense results and trends on a portfolio-wide basis. Management considers that, given that the assets underlying both the consolidated and the equity accounted components of the statutory income statement are similar (that is, United States shopping centres) most of the centres are under common management, and therefore the drivers of their results are similar, the proportionate format provides a more useful way to understand the performance of the portfolio as a whole than the statutory format. This is because the proportionate format aggregates both revenue and expense items across the whole portfolio, rather than netting the income and expense items for equity accounted shopping centres and only reflecting their performance as a single item of profit or loss, as the statutory format requires.

# WESTFIELD AMERICA TRUST

## NOTES TO THE FINANCIAL STATEMENTS

for the half-year ended 30 June 2015

### 3. Segment reporting (continued)

#### (a) Income and expenses

30 June 2015	Operational		Corporate US\$million	Total US\$million
	Property investments US\$million	Property and project management US\$million		
<b>Revenue</b>				
Property revenue	471.6	-	-	471.6
Property development and project management revenue	-	38.8	-	38.8
Property management income	-	27.2	-	27.2
	<b>471.6</b>	<b>66.0</b>	<b>-</b>	<b>537.6</b>
<b>Expenses</b>				
Property expenses, outgoings and other costs	(164.6)	-	-	(164.6)
Property development and project management costs	-	(29.4)	-	(29.4)
Property management costs	-	(14.0)	-	(14.0)
Overheads	-	-	(41.0)	(41.0)
	<b>(164.6)</b>	<b>(43.4)</b>	<b>(41.0)</b>	<b>(249.0)</b>
<b>Segment result</b>	<b>307.0</b>	<b>22.6</b>	<b>(41.0)</b>	<b>288.6</b>
Revaluation of properties and development projects				42.8
Equity accounted - revaluation of properties and development projects				116.1
Currency gain/(loss)				16.2
Gain/(loss) in respect of capital transactions				
- asset dispositions				(3.8)
Interest income				4.3
Financing costs				(41.7)
Tax expense				(75.0)
Non controlling interest				(29.6)
<b>Net loss attributable to members of WAT</b>				<b>317.9</b>

#### (b) Assets and liabilities

As at 30 June 2015	Operational		Corporate US\$million	Total US\$million
	Property investments US\$million	Property and project management US\$million		
Total segment assets	14,121.9	31.3	670.9	14,824.1
Total segment liabilities	593.3	-	12,430.2	13,023.5
Total segment net assets	13,528.6	31.3	(11,759.3)	1,800.6
Equity accounted associates included in segment assets	7,870.9	-	-	7,870.9
Equity accounted associates included in segment liabilities	103.2	-	1,680.6	1,783.8
Additions to segment non current assets during the period	143.0	-	-	143.0

# WESTFIELD AMERICA TRUST

## NOTES TO THE FINANCIAL STATEMENTS

for the half-year ended 30 June 2015

### 3. Segment reporting (continued)

#### (c) Reconciliation of segmental results

The WAT Group's operating segments' income and expenses as well as the details of segment assets and liabilities have been prepared on a proportionate format. The composition of the WAT Group's consolidated and equity accounted details are provided below:

	Consolidated	Equity Accounted	Total
30 June 2015	US\$million	US\$million	US\$million
<b>Revenue</b>			
Property revenue	207.8	263.8	471.6
Property development and project management revenue	38.8	-	38.8
Property management income	27.2	-	27.2
	<b>273.8</b>	<b>263.8</b>	<b>537.6</b>
<b>Expenses</b>			
Property expenses, outgoings and other costs	(83.1)	(81.5)	(164.6)
Property development and project management costs	(29.4)	-	(29.4)
Property management costs	(14.0)	-	(14.0)
Overheads	(41.0)	-	(41.0)
	<b>(167.5)</b>	<b>(81.5)</b>	<b>(249.0)</b>
<b>Segment result</b>	<b>106.3</b>	<b>182.3</b>	<b>288.6</b>
Revaluation of properties and development projects	42.8	-	42.8
Equity accounted - revaluation of properties and development projects	-	116.1	116.1
Currency gain/(loss)	16.2	-	16.2
Gain/(loss) in respect of capital transactions			
- asset dispositions	(3.8)	-	(3.8)
Interest income	4.3	-	4.3
Financing costs	(7.4)	(34.3)	(41.7)
Tax expense	(74.8)	(0.2)	(75.0)
Non controlling interest	(29.6)	-	(29.6)
<b>Net profit / (loss) attributable to members of WAT</b>	<b>54.0</b>	<b>263.9</b>	<b>317.9</b>
<b>As at 30 June 2015</b>			
Cash	126.5	59.6	186.1
Shopping centre investments	4,410.2	7,460.9	11,871.1
Development projects and construction in progress	1,341.1	323.4	1,664.5
Inventories	31.4	-	31.4
Other assets	1,044.0	27.0	1,071.0
<b>Total segment assets</b>	<b>6,953.2</b>	<b>7,870.9</b>	<b>14,824.1</b>
Interest bearing liabilities	4,205.8	1,680.6	5,886.4
Other financial liabilities	1,282.5	-	1,282.5
Deferred tax liabilities	2,797.8	-	2,797.8
Other liabilities	2,953.6	103.2	3,056.8
<b>Total segment liabilities</b>	<b>11,239.7</b>	<b>1,783.8</b>	<b>13,023.5</b>
<b>Total segment net assets</b>	<b>(4,286.5)</b>	<b>6,087.1</b>	<b>1,800.6</b>

# WESTFIELD AMERICA TRUST

## NOTES TO THE FINANCIAL STATEMENTS

for the half-year ended 30 June 2015

### 3. Segment reporting (continued)

#### (a) Income and expenses

30 June 2014	Operational		Corporate US\$million	Total US\$million
	Property investments US\$million	Property and project management US\$million		
<b>Revenue</b>				
Property revenue	486.6	-	-	486.6
Property development and project management revenue	-	86.8	-	86.8
Property management income	-	24.8	-	24.8
	<b>486.6</b>	<b>111.6</b>	<b>-</b>	<b>598.2</b>
<b>Expenses</b>				
Property expenses, outgoings and other costs	(167.2)	-	-	(167.2)
Property development and project management costs	-	(72.9)	-	(72.9)
Property management costs	-	(15.6)	-	(15.6)
Overheads	-	-	(33.7)	(33.7)
	<b>(167.2)</b>	<b>(88.5)</b>	<b>(33.7)</b>	<b>(289.4)</b>
<b>Segment result</b>	<b>319.4</b>	<b>23.1</b>	<b>(33.7)</b>	<b>308.8</b>
Revaluation of properties and development projects				25.3
Equity accounted - revaluation of properties and development projects				158.0
Currency gain/(loss)				(116.8)
Gain/(loss) in respect of capital transactions				
- asset dispositions				(7.6)
Interest income				3.5
Financing costs				(289.2)
Tax expense				(78.5)
Charges and credits in respect of the Restructure and Merger				(800.8)
Non controlling interest				50.5
<b>Net profit attributable to members of WAT</b>				<b>(746.8)</b>

#### (b) Assets and liabilities

As at 31 December 2014	Operational		Corporate US\$million	Total US\$million
	Property investments US\$million	Property and project management US\$million		
Total segment assets	14,211.2	18.4	351.5	14,581.1
Total segment liabilities	724.3	-	12,458.1	13,182.4
Total segment net assets	13,486.9	18.4	(12,106.6)	1,398.7
Equity accounted associates included in segment assets	7,109.9	-	-	7,109.9
Equity accounted associates included in segment liabilities	103.9	-	1,413.5	1,517.4
Additions to segment non current assets during the period	1,209.6	-	-	1,209.6

# WESTFIELD AMERICA TRUST

## NOTES TO THE FINANCIAL STATEMENTS

for the half-year ended 30 June 2015

### 3. Segment reporting (continued)

#### (c) Reconciliation of segmental results

The WAT Group's operating segments' income and expenses as well as the details of segment assets and liabilities have been prepared on a proportionate format. The composition of the WAT Group's consolidated and equity accounted details are provided below:

	Consolidated	Equity Accounted	Total
	US\$million	US\$million	US\$million
<b>30 June 2014</b>			
<b>Revenue</b>			
Property revenue	240.1	246.5	486.6
Property development and project management revenue	86.8	-	86.8
Property management income	24.8	-	24.8
	<b>351.7</b>	<b>246.5</b>	<b>598.2</b>
<b>Expenses</b>			
Property expenses, outgoings and other costs	(93.8)	(73.4)	(167.2)
Property development and project management costs	(72.9)	-	(72.9)
Property management costs	(15.6)	-	(15.6)
Overheads	(33.7)	-	(33.7)
	<b>(216.0)</b>	<b>(73.4)</b>	<b>(289.4)</b>
<b>Segment result</b>	<b>135.7</b>	<b>173.1</b>	<b>308.8</b>
Revaluation of properties and development projects	25.3	-	25.3
Equity accounted - revaluation of properties and development projects	-	158.0	158.0
Currency gain/(loss)	(116.8)	-	(116.8)
Gain/(loss) in respect of capital transactions			
- asset dispositions	(7.6)	-	(7.6)
Interest income	3.5	-	3.5
Financing costs	(260.1)	(29.1)	(289.2)
Tax expense	(78.3)	(0.2)	(78.5)
Charges and credits in respect of the Restructure and Merger	(800.8)	-	(800.8)
Non controlling interest	76.0	(25.5)	50.5
<b>Net profit attributable to members of WAT</b>	<b>(1,023.1)</b>	<b>276.3</b>	<b>(746.8)</b>
<b>As at 31 December 2014</b>			
Cash	149.7	59.3	209.0
Shopping centre investments	5,238.5	6,825.5	12,064.0
Development projects and construction in progress	1,356.1	203.4	1,559.5
Inventories	18.4	-	18.4
Other assets	708.5	21.7	730.2
<b>Total segment assets</b>	<b>7,471.2</b>	<b>7,109.9</b>	<b>14,581.1</b>
Interest bearing liabilities	4,314.5	1,413.5	5,728.0
Other financial liabilities	1,306.4	-	1,306.4
Deferred tax liabilities	2,779.2	-	2,779.2
Other liabilities	3,264.9	103.9	3,368.8
<b>Total segment liabilities</b>	<b>11,665.0</b>	<b>1,517.4</b>	<b>13,182.4</b>
<b>Total segment net assets</b>	<b>(4,193.8)</b>	<b>5,592.5</b>	<b>1,398.7</b>

# WESTFIELD AMERICA TRUST

## NOTES TO THE FINANCIAL STATEMENTS

for the half-year ended 30 June 2015

	30 Jun 15 US cents	30 Jun 14 US cents
<b>4_Earnings per unit</b>		
<b>(a)_Summary of earnings per unit</b>		
<i>Earnings per unit</i>		
Basic earnings per unit attributable to members of Westfield America Trust	15.30	(35.94)
Diluted earnings per unit attributable to members of Westfield America Trust	13.42	(35.94)

### (b)\_Income and unit data

The following reflects the income data used in the calculations of basic and diluted earnings per unit:

	US\$million	US\$million
Earnings used in calculating basic earnings per unit	317.9	(746.8)
Adjustment to earnings on options which are considered dilutive <sup>(i)</sup>	(27.0)	-
	290.9	(746.8)

The following reflects the unit data used in the calculations of basic and diluted earnings per unit:

	No. of units	No. of units
Weighted average number of ordinary units used in calculating basic earnings per unit <sup>(ii)</sup>	2,078,089,686	2,078,089,686
Weighted average of potential employee awards scheme unit options which, if issued would be dilutive	10,942,625	11,138,476
Bonus element of options which if issued, would be dilutive <sup>(i)</sup>	78,266,655	-
Adjusted weighted average number of ordinary units used in calculating diluted earnings per unit	2,167,298,966	2,089,228,162

<sup>(i)</sup> Bonus element of options relating to other financial liabilities issued to Westfield Corporation Limited that are dilutive for the current period were 78.3 million (30 June 2014: nil), earnings in respect of the options were US\$27.0 million (30 June 2014: US\$nil).

<sup>(ii)</sup> 2,078.1 million (30 June 2014: 2,078.1 million) weighted average number of units on issue for the period has been included in the calculation of basic and diluted earnings per unit as reported in the income statement.

**WESTFIELD AMERICA TRUST**  
**NOTES TO THE FINANCIAL STATEMENTS**

for the half-year ended 30 June 2015

	30 Jun 15 US\$million	30 Jun 14 US\$million
<b>5_Tax expense</b>		
Current underlying operations	(13.9)	(14.9)
Deferred tax	(60.9)	(63.4)
	<b>(74.8)</b>	<b>(78.3)</b>

**6\_Charges and credits in respect of the Restructure and Merger**

Refinancing costs in respect of the Restructure and Merger	-	(770.8)
Transaction costs in respect of the Restructure and Merger	-	(30.0)
	<b>-</b>	<b>(800.8)</b>

	30 Jun 15 Units	31 Dec 14 Units
<b>7_Contributed equity</b>		
<b>(a)_Number of units on issue</b>		
Balance at the beginning of the period	2,078,089,686	2,078,089,686
Balance at the end of the period	<b>2,078,089,686</b>	<b>2,078,089,686</b>

Westfield Corporation stapled securities have the right to receive declared dividends from WCL and distributions from WFDT and WAT and, in the event of winding up WCL, WFDT and WAT, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on Westfield Corporation stapled securities held.

Holders of Westfield Corporation stapled securities can vote their shares and units in accordance with the Corporations Act, either in person or by proxy, at a meeting of either WCL, WFDT and WAT (as the case may be).

	30 Jun 15 US\$million	31 Dec 14 US\$million
<b>(b)_Movement in contributed equity attributable to members of WAT</b>		
Balance at the beginning of the period	4,957.5	4,957.5
Balance at the end of the period	<b>4,957.5</b>	<b>4,957.5</b>

	30 Jun 15 US\$million	30 Jun 14 US\$million
<b>8_Distributions</b>		
<b>(a)_Interim distribution in respect of the six months to 30 June 2015</b>		
Ordinary units: US\$9.00 cents per unit <sup>(i)</sup>	187.0	-
<i>Distribution in respect of the six months to 30 June 2014</i>		
WAT: US\$19.63 cents (A\$21.00 cents) per unit, 2% tax deferred		408.0
	<b>187.0</b>	<b>408.0</b>

<sup>(i)</sup> The tax deferred amount of the distribution paid by the WAT is determined on an annual basis and will be advised in February 2016 when the full year results are released.

Interim distribution is to be paid on 31 August 2015. The record date for entitlement to this distribution was 5pm, 17 August 2015. Westfield Corporation does not operate a distribution reinvestment plan.

**(b)\_Distributions paid**

*Distribution in respect of the six months to 31 December 2014*

WAT: US\$3.64 cents per unit, 2% tax deferred	75.6	-
<i>Distribution in respect of the six months to 31 December 2013</i>		
WAT: US\$7.01 cents (A\$7.84 cents) per unit, 27% tax deferred	-	145.7
	<b>75.6</b>	<b>145.7</b>



**WESTFIELD AMERICA TRUST**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the half-year ended 30 June 2015

	30 Jun 15 US\$million	Fair value 31 Dec 14 US\$million	30 Jun 15 US\$million	Carrying amount 31 Dec 14 US\$million
<b>9 Fair value of financial assets and liabilities</b>				
Set out below is a comparison by category of carrying amounts and fair values of all the WAT Group's financial instruments.				
<b>Consolidated assets</b>				
Cash and cash equivalents	<b>126.5</b>	149.7	<b>126.5</b>	149.7
Trade debtors <sup>(i)</sup>	<b>7.9</b>	16.3	<b>7.9</b>	16.3
Receivables <sup>(i)</sup>	<b>592.4</b>	323.7	<b>592.4</b>	323.7
Other investments <sup>(ii)</sup>	<b>146.4</b>	116.8	<b>146.4</b>	116.8
Derivative assets <sup>(ii)</sup>	<b>143.9</b>	164.9	<b>143.9</b>	164.9
<b>Consolidated liabilities</b>				
Trade creditors <sup>(i)</sup>	<b>35.9</b>	33.0	<b>35.9</b>	33.0
Payables and other creditors <sup>(i)</sup>	<b>2,851.1</b>	3,176.6	<b>2,851.1</b>	3,176.6
Interest bearing liabilities <sup>(ii)</sup>				
- Fixed rate debt	<b>4,089.7</b>	4,285.3	<b>4,052.3</b>	4,173.7
- Floating rate debt	<b>155.4</b>	140.8	<b>153.5</b>	140.8
Other financial liabilities <sup>(ii)</sup>	<b>1,282.5</b>	1,306.4	<b>1,282.5</b>	1,306.4
Derivative liabilities <sup>(ii)</sup>	<b>5.8</b>	2.2	<b>5.8</b>	2.2

<sup>(i)</sup> These financial assets and liabilities are not subject to interest rate risk and the fair value approximates carrying amount.

<sup>(ii)</sup> These financial assets and liabilities are subjected to interest rate and market risks, the basis of determining the fair value is set out in the fair value hierarchy below.

**Determination of fair value**

The WAT Group uses the following hierarchy for determining and disclosing the fair value of a financial instrument. The valuation techniques comprise:

Level 1: the fair value is calculated using quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: the fair value is estimated using inputs other than quoted prices that are observable, either directly (as prices) or indirectly (derived from prices).

Level 3: the fair value is estimated using inputs that are not based on observable market data.

# WESTFIELD AMERICA TRUST

## NOTES TO THE FINANCIAL STATEMENTS

for the half-year ended 30 June 2015

	30 Jun 15 US\$million	Level 1 US\$million	Level 2 US\$million	Level 3 US\$million
<b>9_Fair value of financial assets and liabilities (continued)</b>				
<b>Consolidated assets measured at fair value</b>				
Other investments				
- Unlisted investments	146.4	-	-	146.4
Derivative assets				
- Interest rate derivatives	143.9	-	143.9	-
<b>Consolidated liabilities measured at fair value</b>				
Interest bearing liabilities				
- Fixed rate debt	4,089.7	-	4,089.7	-
- Floating rate debt	155.4	-	155.4	-
Other financial liabilities				
- Redeemable preference shares/units	1,282.5	-	1,048.6	233.9
Derivative liabilities				
- Interest rate derivatives	5.8	-	5.8	-

During the financial period, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

	31 Dec 14 US\$million	Level 1 US\$million	Level 2 US\$million	Level 3 US\$million
<b>Consolidated assets measured at fair value</b>				
Other investments				
- Unlisted investments	116.8	-	-	116.8
Derivative assets				
- Interest rate derivatives	164.9	-	164.9	-
<b>Consolidated liabilities measured at fair value</b>				
Interest bearing liabilities				
- Fixed rate debt	4,285.3	-	4,285.3	-
- Floating rate debt	140.8	-	140.8	-
Other financial liabilities				
- Redeemable preference shares/units	1,306.4	-	1,071.8	234.6
Derivative liabilities				
- Interest rate derivatives	2.2	-	2.2	-

During the financial period, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

	Unlisted investments <sup>(i)</sup> 30 Jun 15 US\$million	Redeemable preference shares/units <sup>(ii)</sup> 30 Jun 15 US\$million	Unlisted investments <sup>(i)</sup> 31 Dec 14 US\$million	Redeemable preference shares/units <sup>(ii)</sup> 31 Dec 14 US\$million
<b>Level 3 fair value movement</b>				
Balance at the beginning of the year	116.8	234.6	101.6	347.6
Additions	-	-	15.7	-
Disposals	-	(7.5)	(0.5)	(160.4)
Net fair value gain/loss to income statement	29.6	6.8	-	47.4
Balance at the end of the year	146.4	233.9	116.8	234.6

<sup>(i)</sup> The fair value of the unlisted investments has been determined by reference to the fair value of the underlying investment properties which are valued by independent appraisers.

<sup>(ii)</sup> The fair value of the redeemable preference shares/units has generally been determined by applying the relevant earnings yield to the underlying net income of the relevant securities. At 30 June 2015, an increment of 1% to the earnings yield would result in an additional gain of US\$36.3 million (31 December 2014: US\$37.4 million) in the income statement. Similarly, a decrement of 1% to the yield would result in an additional loss of US\$54.5 million (31 December 2014: US\$57.0 million) in the income statement.

**WESTFIELD AMERICA TRUST**  
**NOTES TO THE FINANCIAL STATEMENTS**

for the half-year ended 30 June 2015

	30 Jun 15 US\$million	31 Dec 14 US\$million
<b>10_Receivables</b>		
<b>Current</b>		
Sundry debtors	123.2	117.3
Loan receivables from related entities	469.2	110.9
Other receivables from related entities	-	27.6
	<b>592.4</b>	<b>255.8</b>
<b>Non Current</b>		
Other receivables	68.2	67.9
	<b>68.2</b>	<b>67.9</b>
<b>11_Payables</b>		
<b>Current</b>		
Payables and other creditors	357.3	535.6
Loan payables to related entities	2,347.2	2,497.0
Other payables to related entities	15.5	19.6
	<b>2,720.0</b>	<b>3,052.2</b>
<b>Non Current</b>		
Sundry creditors and accruals	131.1	124.4
	<b>131.1</b>	<b>124.4</b>

**12\_Intergroup transactions**

(a) During the financial period, total financing costs in the income statement include interest expense and net fair value gain/loss on other financial liabilities from subsidiary entities of WCL. The balance of the other financial liabilities attributable to these entities is included in non current other financial liabilities on the balance sheet.

(b) During the financial period, WAT had an A\$ interest bearing loan to WCL. The balance of the loan at period end is a receivable of US\$334.3 million (31 December 2014: US\$110.9 million).

(c) During the financial period, WAT had an A\$ interest bearing loan to WFDT. The balance of the loan at period end is a receivable of US\$134.9 million (31 December 2014: nil).

(d) During the financial period, WAT had an A\$ non interest bearing loan from WFDT. The balance of the loan at period end is a payable of US\$2,347.2 million (31 December 2014: US\$2,497.0 million).

## WESTFIELD AMERICA TRUST

### DIRECTORS' DECLARATION

The Directors of Westfield America Management Limited, the Responsible Entity of Westfield America Trust (**Trust**) declare that:

- (a) in the Directors' opinion, there are reasonable grounds to believe that the Trust will be able to pay its debts as and when they become due and payable;
- (b) in the Directors' opinion, the Financial Statements and Notes of the consolidated entity are in accordance with the *Corporations Act 2001*, including:
  - (i) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*; and
  - (ii) giving a true and fair view of the financial position as at 30 June 2015 and the performance of the Trust for the half-year ended on that date in accordance with section 305 of the *Corporations Act 2001*.

Made on 26 August 2015 in accordance with a resolution of the Board of Directors.



Frank Lowy AC  
Chairman



Brian Schwartz AM  
Director

## Independent auditor's report to the members of Westfield America Trust

### Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of Westfield America Trust (the Trust), which comprises the balance sheet as at 30 June 2015, the income statement, the statement of comprehensive income, statement of changes in equity and cash flow statement for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the Trust and the entities it controlled at the half-year end or from time to time during the half-year.

### Directors' Responsibility for the Half-Year Financial Report

The directors of Westfield America Management Limited, the Responsible Entity of the Trust, are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal controls as the directors determine are necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 *Review of a Financial Report Performed by the Independent Auditor of the Entity*, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the *Corporations Act 2001* including: giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*. As the auditor of Westfield America Trust and the entities it controlled during the half-year, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

### Independence

In conducting our review, we have complied with the independence requirements of the *Corporations Act 2001*. We have given to the directors of Westfield America Management Limited a written Auditor's Independence Declaration, a copy of which is included in the Directors' Report. We confirm that the Auditor's Independence Declaration would be in the same terms if given to the directors as at the time of this auditor's report.

### Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of Westfield America Trust is not in accordance with the *Corporations Act 2001*, including:

- (a) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the half-year ended on that date; and
- (b) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*.



Graham Ezzy  
Partner  
Sydney  
26 August 2015



Ernst & Young

# WESTFIELD AMERICA TRUST

## DIRECTORS' REPORT

The Directors of Westfield America Management Limited (**the Responsible Entity**), the responsible entity of Westfield America Trust (**Trust**) submit the following report for the half-year ended 30 June 2015 (**Financial Period**).

### Directors

The Directors of the Responsible Entity as at the date of the report are set out below.

Directors	Position	Appointment date
Frank Lowy AC	Chairman	20 February 1996
Brian Schwartz AM	Deputy Chairman/Lead Independent Director	6 May 2009
Ilana Atlas	Non-Executive Director	25 May 2011
Roy Furman	Non-Executive Director	29 May 2002
The Right Hon. Lord Peter Goldsmith QC PC	Non-Executive Director	28 August 2008
Michael Gutman OBE	Executive Director/President and Chief Operating Officer	28 August 2014
Mark G Johnson	Non-Executive Director	29 May 2013
Mark R Johnson AO	Non-Executive Director	27 May 2010
Don Kingsborough	Non-Executive Director	28 August 2014
Peter Lowy	Co-Chief Executive Officer	20 February 1996
Steven Lowy AM	Co-Chief Executive Officer	20 February 1996
John McFarlane	Non-Executive Director	26 February 2008

Professor Judith Sloan retired at the conclusion of the Annual General Meeting of Westfield Corporation Limited held on 14 May 2015.

### Review and Results of Operations

The Trust's strategy is to create and operate flagship assets in leading markets that deliver great experiences for retailers and consumers. The Trust is focused on innovation and is creating a digital platform to converge with the physical portfolio in order to connect retailers and consumers both physically and digitally.

Results from operations include profit after tax of \$347.5 million for the half year ended 30 June 2015, an increase of \$1,144.8 million from a loss of \$797.3 million for the half year ended 30 June 2014. Excluding charges and credits in respect of the Restructure and Merger, profit after tax increased by \$344.0 million, from \$3.5 million for the half year ended 30 June 2014 to \$347.5 million for the half year ended 30 June 2015.

The distribution for the period is 9.00 cents per unit. The interim distribution will be paid on 31 August 2015.

As at 30 June 2015, the Trust has total assets of \$14.8 billion and property investments of \$13.5 billion.

To date in 2015, the Trust has commenced the \$800 million redevelopment of Century City in Los Angeles, the \$585 million expansion (Trust share: \$293 million) of UTC in San Diego, and the \$120 million (Trust share: \$60 million) first stage of the expansion at Valley Fair in Silicon Valley.

Of the projects already underway, the \$250 million development of The Village at Topanga in Los Angeles is now over 95% leased. The project is opening in September 2015 within our forecast yield range of 7% - 8%.

The \$1.4 billion Westfield World Trade Center is now fully leased and committed. This will be a spectacular shopping, dining, event and entertainment destination integrated into the World Trade Center Transportation Hub in Lower Manhattan. The project will showcase a diverse mix of over 100 domestic and international fashion, dining, beauty, entertainment and technology retailers as well as a world class food offering, led by Eataly, a unique global Italian dining experience. The project is now expected to open in the first half of 2016.

The Century City project will comprise new flagship stores for Nordstrom and Macy's, a refurbished Bloomingdales, 230 premium specialty retail shops and world-class restaurants, led by Eataly. On completion, Century City will become the landmark retail destination for the west side of Los Angeles. The project is expected to open in stages through the end of 2017 and is expected to generate significant value and earnings accretion.

The UTC project will comprise a new relocated flagship Nordstrom department store, 250,000 square feet of additional retail shops as well as world class restaurants and event space. On completion, expected in 2017, UTC will be our flagship retail destination in San Diego.

The Trust continues to progress predevelopment activity for the major stage of the redevelopment at Valley Fair, expected to commence in 2016, to be anchored by a new flagship Bloomingdales department store.

## WESTFIELD AMERICA TRUST

### DIRECTORS' REPORT (continued)

#### Principal Activities

The principal activity of the Trust is to hold investments in Westfield America, Inc., which invests in Westfield Corporation's US property assets. There were no significant changes in the nature of that activity during the Financial Period.

#### Rounding

The Trust is of a kind referred to in the Australian Securities and Investments Commission Class Order 98/100 dated 10 July 1998. Accordingly, amounts in the Directors' Report, the Financial Statements and the Notes thereto have been rounded to the nearest tenth of a million dollars.

#### Auditor's Independence Declaration

The Directors have obtained the following independence declaration from the auditors, Ernst & Young.



Ernst & Young  
680 George Street  
Sydney NSW 2000 Australia  
GPO Box 2646 Sydney NSW 2001

Tel: +61 2 9248 5555  
Fax: +61 2 9248 5959  
ey.com/au

#### Auditor's Independence Declaration to the Directors of Westfield America Management Limited

In relation to our review of the financial report of Westfield America Trust for the half-year ended 30 June 2015, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the *Corporations Act 2001* or any applicable code of professional conduct.

Graham Ezzy  
Partner  
26 August 2015

Ernst & Young

A member firm of Ernst & Young Global Limited  
Liability limited by a scheme approved under Professional Standards Legislation

This report is made on 26 August 2015 in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors.

Frank Lowy AC  
Chairman

Brian Schwartz AM  
Director

## DIRECTORY

### Westfield Corporation

Westfield Corporation Limited  
ABN 12 166 995 197

### WFD Trust

ARSN 168 765 875  
(responsible entity Westfield America Management Limited  
ABN 66 072 780 619, AFS Licence No 230324)

### Westfield America Trust

ARSN 092 058 449  
(responsible entity Westfield America Management Limited  
ABN 66 072 780 619, AFS Licence No 230324)

### Registered Office

Level 29  
85 Castlereagh Street  
Sydney NSW 2000  
Telephone: +61 2 9273 2000  
Facsimile: +61 2 9358 7241

### United States Office

2049 Century Park East  
41st Floor  
Century City, CA 90067  
Telephone: +1 310 478 4456  
Facsimile: +1 310 481 9481

### United Kingdom Office

6<sup>th</sup> Floor, MidCity Place  
71 High Holborn  
London WC1V 6EA  
Telephone: +44 20 7061 1400  
Facsimile: +44 20 7061 1401

### Secretaries

Simon J Tuxen  
Maureen T McGrath

### Auditors

Ernst & Young  
The Ernst & Young Centre  
680 George Street  
Sydney NSW 2000

### Investor Information

Westfield Corporation  
Level 29  
85 Castlereagh Street  
Sydney NSW 2000  
Telephone: +61 2 9273 2010  
Facsimile: +61 2 9273 2011  
E-mail: [investor@au.westfield.com](mailto:investor@au.westfield.com)  
Website: [www.westfieldcorp.com](http://www.westfieldcorp.com)

### Principal Share Registry

Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street  
Sydney NSW 2000  
GPO Box 2975  
Melbourne VIC 3001  
Telephone: +61 3 9415 4070  
Enquiries: 1300 132 211  
Facsimile: +61 3 9415 2500  
E-mail: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)  
Website: [www.computershare.com](http://www.computershare.com)

### ADR Registry

Bank of New York Mellon  
Depository Receipts Division  
101 Barclay Street  
22nd Floor  
New York, New York 10286  
Telephone: +1 212 815 2293  
Facsimile: +1 212 571 3050  
Website: [www.adrbny.com](http://www.adrbny.com)  
Code: WFGPY

### Listing

Australian Securities Exchange – WFD

### Website

[westfieldcorp.com](http://westfieldcorp.com)



# WFD TRUST

## HALF-YEAR FINANCIAL REPORT

For the half-year ended 30 June 2015

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# WFD TRUST

## INCOME STATEMENT

for the half-year ended 30 June 2015

	Note	30 Jun 15 US\$million	30 Jun 14 <sup>(i)</sup> US\$million
<b>Revenue</b>			
Investment income		12.9	-
<b>Expenses</b>			
Overheads		(1.4)	-
Interest income		0.3	-
Currency gain		0.4	-
Financing costs		(3.9)	-
Revaluation of investments		211.3	-
Charges in respect of the Restructure and Merger	4	-	(29.0)
<b>Profit/(loss) before tax for the period</b>		<b>219.6</b>	<b>(29.0)</b>
Tax expense		-	-
<b>Profit/(loss) after tax for the period attributable to members of WFD Trust</b>		<b>219.6</b>	<b>(29.0)</b>
		US cents	US cents
<b>Basic earnings/(loss) per WFD Trust unit</b>	5	<b>10.57</b>	<b>(1.40)</b>
<b>Diluted earnings/(loss) per WFD Trust unit</b>	5	<b>10.57</b>	<b>(1.40)</b>

<sup>(i)</sup> Comprised of earnings for the period from 9 April 2014 to 30 June 2014.

**WFD TRUST****STATEMENT OF COMPREHENSIVE INCOME**

for the half-year ended 30 June 2015

	30 Jun 15 US\$million	30 Jun 14 <sup>(i)</sup> US\$million
<b>Profit/(loss) after tax for the period</b>	219.6	(29.0)
<b>Other comprehensive income/(loss)</b>		
<i>Movement in foreign currency translation reserve</i>		
- Net exchange difference from the use of a presentation currency other than the functional currency	(312.2)	(733.8)
<b>Total comprehensive income/(loss) for the period</b>	<b>(92.6)</b>	<b>(762.8)</b>

<sup>(i)</sup> Comprised of earnings for the period from 9 April 2014 to 30 June 2014.

**WFD TRUST**  
**BALANCE SHEET**  
as at 30 June 2015

	Note	30 Jun 15 US\$million	31 Dec 14 US\$million
<b>Current assets</b>			
Cash and cash equivalents		5.9	6.4
Receivables	6	3,074.3	3,374.7
<b>Total current assets</b>		<b>3,080.2</b>	<b>3,381.1</b>
<b>Non current assets</b>			
Investments		2,164.7	1,787.2
<b>Total non current assets</b>		<b>2,164.7</b>	<b>1,787.2</b>
<b>Total assets</b>		<b>5,244.9</b>	<b>5,168.3</b>
<b>Current liabilities</b>			
Payables and other creditors	7	349.2	-
<b>Total current liabilities</b>		<b>349.2</b>	<b>-</b>
<b>Total liabilities</b>		<b>349.2</b>	<b>-</b>
<b>Net assets</b>		<b>4,895.7</b>	<b>5,168.3</b>
<b>Equity</b>			
Contributed equity	8(b)	5,643.2	5,643.2
Reserves		(1,046.0)	(733.8)
Retained profits		298.5	258.9
<b>Total equity attributable to members of WFD Trust</b>		<b>4,895.7</b>	<b>5,168.3</b>

# WFD TRUST

## STATEMENT OF CHANGES IN EQUITY

for the half-year ended 30 June 2015

	Comprehensive Income 30 Jun 15 US\$million	Equity and Reserves 30 Jun 15 US\$million	Total 30 Jun 15 US\$million	Total 30 Jun 14 US\$million
<b>Changes in equity attributable to members of WFD Trust</b>				
Opening balance of contributed equity	-	5,643.2	5,643.2	-
- Initial equity contributed to WFDT pursuant to the establishment of Westfield Corporation	-	-	-	5,643.2
Closing balance of contributed equity	-	5,643.2	5,643.2	5,643.2
Opening balance of reserves	(733.8)	-	(733.8)	-
- Movement in foreign currency translation reserve	(312.2)	-	(312.2)	(0.8)
Closing balance of reserves	(1,046.0)	-	(1,046.0)	(0.8)
Opening balance of retained profits	258.9	-	258.9	-
- Profit/(loss) after tax for the period	219.6	-	219.6	(29.0)
- Distributions paid or provided for	-	(180.0)	(180.0)	-
Closing balance of retained profits/(accumulated losses)	478.5	(180.0)	298.5	(29.0)
<b>Closing balance of equity attributable to members of WFD Trust</b>	<b>(567.5)</b>	<b>5,463.2</b>	<b>4,895.7</b>	<b>5,613.4</b>

# WFD TRUST

## CASH FLOW STATEMENT

for the half-year ended 30 June 2015

	30 Jun 15 US\$million	30 Jun 14 <sup>(i)</sup> US\$million
<b>Cash flows from/(used in) operating activities</b>		
Distributions received from investments	1.9	-
Payments in the course of operations (including sales tax)	(25.9)	-
<b>Net cash flows used in operating activities</b>	<b>(24.0)</b>	<b>-</b>
<b>Cash flows from/(used in) investing activities</b>		
Payments for investments	(189.2)	-
<b>Net cash flows used in investing activities</b>	<b>(189.2)</b>	<b>-</b>
<b>Cash flows from/(used in) financing activities</b>		
Loans received from/(advanced to) related entities	392.8	(3,888.1)
Receipts from Restructure and Merger	-	3,898.9
Interest paid	(0.1)	-
Distributions paid	(180.0)	-
<b>Net cash flows from financing activities</b>	<b>212.7</b>	<b>10.8</b>
Net (decrease)/increase in cash and cash equivalents held	(0.5)	10.8
Add opening cash and cash equivalents brought forward	6.4	-
Effects of exchange rate changes on opening cash and cash equivalents brought forward	-	-
<b>Cash and cash equivalents at the end of the period</b>	<b>5.9</b>	<b>10.8</b>

<sup>(i)</sup> Comprised of cash flows for the period from 9 April 2014 to 30 June 2014.

# **WFD TRUST**

## **NOTES TO THE FINANCIAL STATEMENTS**

### **for the half-year ended 30 June 2015**

#### **1\_Corporate information**

This financial report of the WFD Trust (WFDT), comprising WFDT and its controlled entities (the Trust), for the half-year ended 30 June 2015 was approved in accordance with a resolution of the Board of Directors of Westfield America Management Limited as responsible entity of WFDT (Responsible Entity) on 26 August 2015.

WFDT was established on 9 April 2014 as part of the Westfield Group restructure and merger.

The nature of the operations and principal activities of WFDT are described in the Directors' Report.

#### **2\_Basis of preparation of the financial report**

The half-year financial report does not include all notes of the type normally included in the annual financial report and therefore cannot be expected to provide as full an understanding of the financial performance, financial position and financing and investing activities of the consolidated entity as the annual financial report.

The half-year financial report should be read in conjunction with the annual financial report of the Trust as at 31 December 2014.

It is also recommended that the half-year financial report be considered together with any public announcements made by Westfield Corporation during the half-year ended 30 June 2015 in accordance with the continuous disclosure obligations arising under the Corporations Act 2001.

#### **(a)\_Basis of accounting**

The half-year financial report is a general purpose financial report, which has been prepared in accordance with the requirements of the Corporations Regulations 2001 and AASB 134 'Interim Financial Reporting'.

The half-year financial report has been prepared on a historical cost basis, except for financial assets at fair value through profit and loss and other financial liabilities.

For the purpose of preparing the half-year financial report, the half-year has been treated as a discrete reporting period.

The half-year financial report has been prepared using the same accounting policies as used in the annual financial report for the year ended 31 December 2014 except for the changes required due to amendments to the accounting standards noted below.

This financial report is presented in United States dollars.

#### **(b)\_Detail on the Restructure and Merger**

On 30 June 2014, the Westfield Group implemented the restructure (Restructure and Merger), under which Westfield Group's Australian and New Zealand business including its vertically integrated retail operating platform, held through Westfield Holdings Limited and Westfield Trust, was separated from the Westfield Group's international business and merged with Westfield Retail Trust to create two new listed groups:

- (i) Scentre Group – comprising the merged Australian and New Zealand business of Westfield Group and Westfield Retail Trust; and
- (ii) Westfield Corporation – comprising Westfield Group's international business.

The Restructure and Merger was approved by Westfield Group securityholders on 29 May 2014, Westfield Retail Trust securityholders on 20 June 2014 and by the Supreme Court of New South Wales on 23 June 2014.

The Restructure and Merger was implemented in three main stages:

- A restructure stage, where Westfield Group's international business was transferred to Westfield Corporation Limited (WCL) and WFDT, and shares in WCL and units in WFDT were distributed in-specie to Westfield Group securityholders and stapled to Westfield Group;
- A destapling stage, where the shares in Westfield Holdings Limited and the units in Westfield Trust were each destapled from the Westfield Group and from each other resulting in the formation of Westfield Corporation; and
- A merger stage, where the shares in Westfield Holdings Limited and the units in Westfield Trust were stapled to the units in each of Westfield Retail Trust 1 and Westfield Retail Trust 2, resulting in the formation of Scentre Group.

# WFD TRUST

## NOTES TO THE FINANCIAL STATEMENTS

for the half-year ended 30 June 2015

### 2\_Basis of preparation of the financial report (continued)

#### (c)\_New accounting standards and interpretations

WFDT has adopted the following new or amended standards which became applicable on 1 January 2015.

- AASB 2014-1 Part A Annual Improvements to IFRS 2010-2012 Cycle; and
- AASB 2014-1 Part A Annual Improvements to IFRS 2011-2013 Cycle.

For the financial period, the adoption of these amended standards has no material impact on the financial statements of the Trust.

Certain Australian Accounting Standards and Interpretations have recently been issued or amended but are not yet effective and have not been adopted by the Trust for the half-year ended 30 June 2015. The impact of these new standards (to the extent relevant to the Trust) and interpretations is as follows:

- AASB 9 Financial Instruments (effective from 1 January 2018)

This standard includes requirements to improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139 Financial Instruments: Recognition and Measurement. The Trust is currently assessing the impact of this standard.

- AASB 15 Revenue from Contracts with Customers (expected to be effective from 1 January 2018)

This standard determines the principles that an entity shall apply to report useful information to users of financial statements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from a contract with a customer. The Trust is currently assessing the impact of this standard.

In addition to the above, further amendments to accounting standards have been proposed as a result of the revision of related standards and the Annual Improvement Projects (for non-urgent changes). These amendments are set out below:

- AASB 2010-7 Amendments to Australian Accounting Standards arising from AASB 9 (effective from 1 January 2018);
- AASB 2013-9 Amendments to Australian Accounting Standards - Conceptual framework, Materiality and Financial Instruments (effective from 1 January 2018);
- AASB 2014-1 Amendments to Australian Accounting Standards - Part E: Financial Instruments (effective from 1 January 2018);
- AASB 2014-3 Amendments to Australian Accounting Standards - Accounting for Acquisitions of Interest in Joint Operations. ( AASB 1 & AASB 11) (effective from 1 January 2016);
- AASB 2014-10 Amendments to Australian Accounting Standards - Sale of Contribution of Assets between an Investor and its Associate and Joint Venture (effective from 1 January 2016);
- AASB 2015-1 Amendments to Australian Accounting Standards - Annual Improvements to Australian Accounting Standards 2012-2014 Cycle (effective from 1 January 2016);
- AASB 2015-2 Amendments to Australian Accounting Standards - Disclosure Initiative: Amendments to AASB 101 (effective from 1 January 2016); and
- AASB 2015-3 Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 Materiality (effective from 1 July 2015).

These recently issued or amended standards are not expected to have a significant impact on the amounts recognised in these financial statements when they are restated on application of these new accounting standards, except where disclosed above.

#### (d)\_Rounding

In accordance with ASIC Class Order 98/100, the amounts shown in the financial report have, unless otherwise indicated, been rounded to the nearest tenth of a million dollars. Amounts shown as 0.0 represent amounts less than \$50,000 that have been rounded down.



# WFD TRUST

## NOTES TO THE FINANCIAL STATEMENTS

for the half-year ended 30 June 2015

	30 Jun 15 US\$million	30 Jun 14 US\$million
<b>4_Charges in respect of the Restructure and Merger</b>		
Transaction costs in respect of Restructure and Merger	-	(29.0)
	-	<b>(29.0)</b>

	US cents	US cents
<b>5_Earnings per unit</b>		
Basic earnings per unit attributable to members of WFD Trust	10.57	(1.40)
Diluted earnings per unit attributable to members of WFD Trust	10.57	(1.40)

Basic and diluted earnings per unit is calculated by dividing the profit after tax of US\$219.6 million (30 June 2014: Loss of US\$29.0 million) by the number of units on issue of 2,078,089,686 (30 June 2014: 2,078,089,686).

	30 Jun 15 US\$million	31 Dec 14 US\$million
<b>6_Receivables</b>		
Receivables from related entities	3,074.3	3,374.7
	<b>3,074.3</b>	<b>3,374.7</b>

<b>7_Payables and other creditors</b>		
Payables to related entities	347.5	-
Other creditors and accruals	1.7	-
	<b>349.2</b>	-

	30 Jun 15 Units	31 Dec 14 Units
<b>8_Contributed Equity</b>		
<b>(a)_Number of units on issue</b>		
Balance at the beginning of the year	2,078,089,686	-
Initial equity contributed to WFDT	-	2,078,089,686
Balance at the end of the period	<b>2,078,089,686</b>	<b>2,078,089,686</b>

Westfield Corporation stapled securities have the right to receive declared dividends from Westfield Corporation Limited (WCL) and distributions from WFDT and Westfield America Trust (WAT) and, in the event of winding up WCL, WFDT and WAT, to participate in the proceeds from the sale of all surplus assets in proportion to the number of and amounts paid up on Westfield Corporation stapled securities held.

Holders of Westfield Corporation stapled securities can vote their shares and units in accordance with the Corporation Act, either in person or by proxy, at a meeting of either WCL, WFDT and WAT (as the case maybe).

	30 Jun 15 US\$million	31 Dec 14 US\$million
<b>(b)_Amount of contributed equity</b>		
<b>Movement in contributed equity attributable to members of WFD Trust</b>		
Balance at the beginning of the year	5,643.2	-
Initial equity contributed to WFDT	-	5,643.2
Balance at the end of the period	<b>5,643.2</b>	<b>5,643.2</b>

**WFD TRUST**  
**NOTES TO THE FINANCIAL STATEMENTS**  
for the half-year ended 30 June 2015

	30 Jun 15 US\$million	30 Jun 14 US\$million
<b>9_Distributions</b>		
<b>(a)_Interim distribution</b>		
Ordinary units: 3.55 US cents per unit <sup>(i)</sup> (30 June 2014: nil)	73.8	-
	<b>73.8</b>	<b>-</b>

<sup>(i)</sup> The tax deferred amount of the distributions paid by the Trust is determined on an annual basis and will be advised in February 2016 when the full year results are released.

Interim distribution is to be paid on 31 August 2015. The record date for the entitlement to this distribution was 5pm, 17 August 2015. Westfield Corporation does not operate a distribution reinvestment plan.

**(b)\_Distributions paid**

*Distribution in respect of the six months to 31 December 2014*

Ordinary units: 8.66 US cents per unit, 92% tax deferred (includes 8% capital gains tax concession)	180.0	-
	<b>180.0</b>	<b>-</b>

**10\_Segment information**

The Trust holds interests in entities that invest in Westfield Corporation's UK and European property assets and derives distributions from its investment in these entities.

**11\_ Intergroup transactions**

(a) At 30 June 2015, the Trust had an A\$ non-interest bearing loan receivables of US\$2,347.2 million (31 December 2014: US\$2,497.0 million) from Westfield America Trust and US\$727.1 million (31 December 2014: US\$857.3 million) from Westfield Corporation Limited.

At 30 June 2015, the Trust had an A\$ interest bearing loan payables of US\$134.9 million (31 December 2014: nil) from Westfield America Trust and US\$212.6 million (31 December 2014: nil) from Westfield Corporation Limited.

(b) During the period ended 30 June 2014, the Trust incurred transaction costs of US\$29.0 million in respect of the Restructure and Merger. This amount was paid to Westfield Corporation Limited during the period ended 30 June 2015.

# WFD TRUST

## NOTES TO THE FINANCIAL STATEMENTS

for the half-year ended 30 June 2015

		Fair value	Carrying amount
	30 Jun 15	31 Dec 14	30 Jun 15
	US\$million	US\$million	US\$million

### 12 Fair value of financial assets and liabilities

Set out below is a comparison by category of carrying amounts and fair values of all the Trust's financial instruments.

#### Consolidated assets

Cash and cash equivalents	5.9	6.4	5.9	6.4
Receivables <sup>(i)</sup>	3,074.3	3,373.0	3,074.3	3,373.0
Investments <sup>(ii)</sup>	2,164.7	1,787.2	2,164.7	1,787.2
Derivative assets <sup>(ii)</sup>	-	1.7	-	1.7

#### Consolidated liabilities

Payables and other creditors <sup>(i)</sup>	349.2	-	349.2	-
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<sup>(i)</sup> These financial assets and liabilities are not subject to interest rate risk and the fair value approximates carrying amount.

<sup>(ii)</sup> These financial assets and liabilities are subjected to interest rate and market risks, the basis of determining the fair value is set out in the fair value hierarchy

#### Determination of fair value

The Trust uses the following hierarchy for determining and disclosing the fair value of a financial instrument. The valuation techniques comprise:

Level 1: the fair value is calculated using quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2: the fair value is estimated using inputs other than quoted prices that are observable, either directly (as prices) or indirectly (derived from prices).

Level 3: the fair value is estimated using inputs that are not based on observable market data.

	30 Jun 15	Level 1	Level 2	Level 3
	US\$million	US\$million	US\$million	US\$million

#### Consolidated assets measured at fair value

Investments				
- Listed investments	133.5	133.5	-	-
- Unlisted investments	2,031.2	-	-	2,031.2
Derivative assets				
- Interest rate derivatives	-	-	-	-

During the financial period, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

	31 Dec 14	Level 1	Level 2	Level 3
	US\$million	US\$million	US\$million	US\$million

#### Consolidated assets measured at fair value

Investments				
- Listed investments	142.1	142.1	-	-
- Unlisted investments	1,645.1	-	-	1,645.1
Derivative assets				
- Interest rate derivatives - WAT	1.7	-	1.7	-

During the year, there were no transfers between Level 1, Level 2 and Level 3 fair value measurements.

	Unlisted investments <sup>(i)</sup>	Unlisted investments <sup>(i)</sup>
	30 Jun 15	31 Dec 14
	US\$million	US\$million

#### Level 3 fair value movement

Balance at the beginning of the year	1,645.1	-
Additions	189.2	1,399.4
Net fair value gain to income statement	211.3	245.7
Net exchange differences on translation of foreign investments	(14.4)	-
Balance at the end of the period	2,031.2	1,645.1

<sup>(i)</sup> The fair value of the unlisted investments has been determined by reference to the fair value of the underlying independently appraised properties and underlying business.

## WFD TRUST

### DIRECTORS' DECLARATION

The Directors of Westfield America Management Limited as responsible entity of WFD Trust (WFDT) declare that:

- (a) in the Directors' opinion, there are reasonable grounds to believe that WFDT will be able to pay its debts as and when they become due and payable; and
- (b) in the Directors' opinion, the Financial Statements and Notes of the consolidated entity are in accordance with the *Corporations Act 2001*, including:
  - (i) complying with Accounting Standard AASB 134 *Interim Financial Reporting* and the *Corporations Regulations 2001*; and
  - (ii) giving a true and fair view of the financial position as at 30 June 2015 and the performance of WFDT for the half-year ended on that date in accordance with section 305 of the *Corporations Act 2001*.

Made on 26 August 2015 in accordance with a resolution of the Board of Directors.



Frank Lowy AC  
Chairman



Brian Schwartz AM  
Director

## Independent auditor's report to the members of WFD Trust

### Report on the Half-Year Financial Report

We have reviewed the accompanying half-year financial report of WFD Trust (the Trust) and its controlled entities, which comprises the balance sheet as at 30 June 2015, the income statement, the statement of comprehensive income, statement of changes in equity and cash flow statement for the half-year ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration of the consolidated entity comprising the trust and the entities it controlled at the half-year end or from time to time during the half-year.

### Directors' Responsibility for the Half-Year Financial Report

The directors of Westfield America Management Limited, the Responsible Entity of the Trust, are responsible for the preparation of the half-year financial report that gives a true and fair view in accordance with Australian Accounting Standards and the Corporations Act 2001 and for such internal controls as the directors determine are necessary to enable the preparation of the half-year financial report that is free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

Our responsibility is to express a conclusion on the half-year financial report based on our review. We conducted our review in accordance with Auditing Standard on Review Engagements ASRE 2410 Review of a Financial Report Performed by the Independent Auditor of the Entity, in order to state whether, on the basis of the procedures described, we have become aware of any matter that makes us believe that the financial report is not in accordance with the Corporations Act 2001 including: giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and its performance for the half-year ended on that date; and complying with Accounting Standard AASB 134 Interim Financial Reporting and the Corporations Regulations 2001. As the auditor of WFD Trust and the entities it controlled during the half-year, ASRE 2410 requires that we comply with the ethical requirements relevant to the audit of the annual financial report.

A review of a half-year financial report consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

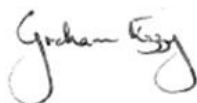
### Independence

In conducting our review, we have complied with the independence requirements of the Corporations Act 2001. We have given to the directors of Westfield America Management Limited a written Auditor's Independence Declaration, a copy of which is included in the Directors' Report. We confirm that the Auditor's Independence Declaration would be in the same terms if given to the directors as at the time of this auditor's report.

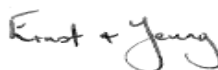
### Conclusion

Based on our review, which is not an audit, we have not become aware of any matter that makes us believe that the half-year financial report of WFD Trust is not in accordance with the Corporations Act 2001, including:

- a) giving a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the half-year ended on that date; and
- b) complying with Accounting Standard AASB 134 Interim Financial Reporting and the *Corporations Regulations 2001*.



Graham Ezzy  
Partner  
Sydney  
26 August 2015



Ernst & Young

## WFD TRUST

### DIRECTORS' REPORT

The Directors of Westfield America Management Limited (the Responsible Entity), the responsible entity of WFD Trust (Trust or WFDT) submit the following report for the half-year ended 30 June 2015 (Financial Period).

#### Directors

The Directors of the Responsible Entity as at the date of the report are set out below.

Directors	Positions	Appointment date
Frank Lowy AC	Chairman	20 February 1996
Brian Schwartz AM	Deputy Chairman/Lead Independent Director	6 May 2009
Ilana Atlas	Non-Executive Director	25 May 2011
Roy Furman	Non-Executive Director	29 May 2002
The Right Hon. Lord Peter Goldsmith QC PC	Non-Executive Director	28 August 2008
Michael Gutman OBE	Executive Director/President and Chief Operating Officer	28 August 2014
Mark G Johnson	Non-Executive Director	29 May 2013
Mark R Johnson AO	Non-Executive Director	27 May 2010
Don Kingsborough	Non-Executive Director	28 August 2014
Peter Lowy	Co-Chief Executive Officer	20 February 1996
Steven Lowy AM	Co-Chief Executive Officer	20 February 1996
John McFarlane	Non-Executive Director	26 February 2008

Professor Judith Sloan retired at the conclusion of the Annual General Meeting of Westfield Corporation Limited held on 14 May 2015.

#### Review and results of operations

The Trust reported a net profit of US\$219.6 million (30 June 2014: Loss of US\$29.0 million). The basic earnings per unit is 10.57 US cents (30 June 2014: Loss of 1.40 US cents) and the distribution per unit is 3.55 US cents (30 June 2014: nil) for the Financial Period.

During the Financial Period, the Trust reported a revaluation gain of US\$211.3 million (30 June 2014: nil) reflecting the capital appreciation in its investments in entities that hold the Westfield Corporation's UK and European property assets. Investment income from the Trust's listed and unlisted investments was US\$12.9 million (30 June 2014: nil) and the transaction costs of US\$29.0 million in respect of the Restructure and Merger was paid to Westfield Corporation Limited during the Financial Period.

A detailed operating and financial review for the Westfield Corporation is contained in the Directors' Report in the Westfield Corporation Half-Year Financial Report which is available at [www.westfieldcorp.com](http://www.westfieldcorp.com).

#### Principal Activities

The principal activity of the Trust is to hold investments in entities that invest in Westfield Corporation's UK and European property assets. There were no significant changes in the nature of that activity during the Financial Period.

#### Rounding

The Company is of a kind referred to in the Australian Securities and Investments Commission Class Order 98/100 dated 10 July 1998. Accordingly, amounts in the Directors' Report, the Financial Statements and the Notes thereto have been rounded to the nearest tenth of a million dollars. Amounts shown as 0.0 represent amounts less than \$50,000 that have been rounded down.

#### ASIC relief from section 323D(5) of the Corporations Act

Westfield America Management Limited as responsible entity of WFDT has obtained ASIC relief from section 323D(5) of the Corporations Act. The effect of the relief is that the first half-year for WFDT is deemed to be the period from its registration on 9 April 2014 until 30 June 2014.

# WFD TRUST

## DIRECTORS' REPORT (continued)

### Auditor's independence declaration

The Directors have obtained the following independence declaration from the auditors, Ernst & Young.

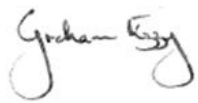


Ernst & Young  
680 George Street  
Sydney NSW 2000 Australia  
GPO Box 2646 Sydney NSW 2001

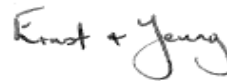
Tel: +61 2 9248 5555  
Fax: +61 2 9248 5959  
ey.com/au

### Auditor's Independence Declaration to the Directors of Westfield America Management Limited

In relation to our review of the half-year financial report of WFD Trust for the period ended 30 June 2015, to the best of my knowledge and belief, there have been no contraventions of the auditor independence requirements of the Corporations Act 2001 or any applicable code of professional conduct.



Graham Ezzy  
Partner  
26 August 2015



Ernst & Young

A member firm of Ernst & Young Global Limited

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This Report is made on 26 August 2015 in accordance with a resolution of the Board of Directors and is signed for and on behalf of the Directors.



Frank Lowy AC  
Chairman



Brian Schwartz AM  
Director

# DIRECTORY

## Westfield Corporation

Westfield Corporation Limited  
ABN 12 166 995 197

## WFD Trust

ARSN 168 765 875  
(responsible entity Westfield America Management Limited  
ABN 66 072 780 619, AFS Licence No 230324)

## Westfield America Trust

ARSN 092 058 449  
(responsible entity Westfield America Management Limited  
ABN 66 072 780 619, AFS Licence No 230324)

## Registered Office

Level 29  
85 Castlereagh Street  
Sydney NSW 2000  
Telephone: +61 2 9273 2000  
Facsimile: +61 2 9358 7241

## United States Office

2049 Century Park East  
41st Floor  
Century City, CA 90067  
Telephone: +1 310 478 4456  
Facsimile: +1 310 481 9481

## United Kingdom Office

6<sup>th</sup> Floor, MidCity Place  
71 High Holborn  
London WC1V 6EA  
Telephone: +44 20 7061 1400  
Facsimile: +44 20 7061 1401

## Secretaries

Simon J Tuxen  
Maureen T McGrath

## Auditors

Ernst & Young  
The Ernst & Young Centre  
680 George Street  
Sydney NSW 2000

## Investor Information

Westfield Corporation  
Level 29  
85 Castlereagh Street  
Sydney NSW 2000  
Telephone: +61 2 9358 7877  
E-mail: [investor@westfield.com](mailto:investor@westfield.com)  
Website: [www.westfieldcorp.com/investor](http://www.westfieldcorp.com/investor)

## Principal Share Registry

Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street  
Sydney NSW 2000  
GPO Box 2975  
Melbourne VIC 3001  
Telephone: +61 3 9415 4070  
Enquiries: 1300 132 211  
Facsimile: +61 3 9473 2500  
E-mail: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)  
Website: [www.computershare.com](http://www.computershare.com)

## ADR Registry

Bank of New York Mellon  
Depository Receipts Division  
101 Barclay Street  
22nd Floor  
New York, New York 10286  
Telephone: +1 212 815 2293  
Facsimile: +1 212 571 3050  
Website: [www.adrbny.com](http://www.adrbny.com)  
Code: WFGPY

## Listing

Australian Securities Exchange – WFD

## Website

[westfieldcorp.com](http://westfieldcorp.com)