

## INVESTMENT OBJECTIVE

To provide income while investing to provide some capital growth over the medium to long term.

## INVESTMENT POLICY

To achieve the investment objective, the sub-fund will seek to invest principally in equities. The Fund may also invest in exchange traded funds (ETFs), fixed income securities (bonds) and collective investment schemes (CISs). When selecting equities for the sub-fund's portfolio the Manager will apply a 'value' based policy - including an asset in the portfolio when Thistledown's analysis and expertise suggests that a total return over the full investment cycle or longer of at least 2% over the total return that could be expected from UK equity investments over the same period (i.e. between 5 and 10 year horizons) is achievable from that asset. Achieving these target returns for each equity investment or for the sub-fund's portfolio as a whole is highly uncertain as equities are volatile assets and are expected to be the principal portfolio investment. The Manager will hold ETFs, bonds, CISs and cash when it cannot identify enough opportunities to achieve a suitable spread of equity investments with the appropriate 'value' characteristics.

The Manager will also seek to reduce investment risk by diversifying the Sub-Fund's investments across industries and countries. It will not consider the size of company or market important to its investment decision provided Thistledown and it believe the investment helps to diversify risk. Investments in assets denominated in foreign currencies will not be hedged into sterling.

The Manager must ensure that the Sub-Fund maintains sufficient cash for the purposes of maintaining liquidity. This portion of the sub-fund's assets must be represented by cash or similarly liquid assets (which may include money market instruments, deposits or units in collective investment schemes) at all times.

The Sub-Fund's portfolio and mix of asset classes will be rebalanced from time to time at the absolute discretion of the Manager.

## RISK PROFILE

The fund should be considered high risk.

## FUND COMMENTARY (PROVIDED BY THISTLEDOWN)

Equity markets rose over the last three months, and, your fund has risen too – in fact it rose slightly under 12% compared to London Equity markets that rose 10%. This return comes despite holding nearly 20% in cash.

The reason for this good quarter is that a number of companies whose price had fallen in 2012 perked up, notably Svenska Handelsbanken, UTV and Vodafone. We wrote last quarter that we had been surprised by the poor performance of a number of companies and could not really explain it. The strong recovery, with prices up over 20% for all three companies is more understandable given company announcements. Handelsbanken announced good results and confirmed that it continued to see opportunities to grow in both the UK and Holland. UTV announced results that, while weaker than last year, showed that its strong market shares in Ireland and the UK remained and as a result it still achieves high margins.

But, it is Vodafone that we find most intriguing. We have felt that Vodafone was much too cheap when proper account was taken of its 45% ownership of Verizon wireless, the largest mobile telecoms business in the US, and have struggled to understand why. This is hardly a hidden asset. Recent speculation suggests that we were right, with rumours that a 40% premium would be required to buy the company. Despite our crowing, Vodafone has not been taken over, nor have the problems surrounding its ownership of Verizon Wireless been resolved, but at least commentators now see what we have thought for some time. We think that the other large companies that we own are also undervalued, despite the level of disclosure that exists and, fortified by the Vodafone experience, we are slightly more confident we are right.

We started this report by noting the performance of the fund last quarter. But what does performance tell the investor? Just consider the performance of the fund in the table.

### Performance Growth

	SMARTfund Thistledown Income Fund
<b>3 months to 31.03.2013</b>	<b>11.6%</b>
<b>12 months to 31.03.2013</b>	<b>13.2%</b>
<b>24 months to 31.03.2013</b>	<b>22.4%</b>
<b>Inception to 31.03.2013</b>	<b>20.9%</b>

*The performance figures above are based on the total investor returns from a notional unit as defined below.*

Which period counts for most? Clearly it depends when you invested. We focus on the longer periods and these begin to suggest that the strategy delivers a return in line with the market, which is not that exciting. Yet for two reasons we find the returns a little better than this suggests – 'He would, wouldn't he?' First, the fund's aim is to return around 10% per annum to investors. The annualised return since inception is 9.3%; this is near enough to seem like success, particularly as it comes after expenses of 1.2% per annum. Second the fund returns have been better in weak markets than strong. Looking at the admittedly small number of monthly returns since the fund started, there have been 11 months when the market fell and on average the fund return was 1.5% a month better than the market. This does not mean that the fund did not fall, it did, but the fall was less than the market, while when the market rose the fund lagged. This result is a product of our diversification and approach to asset allocation. In summary, we have kept pace with the market but delivered a less bumpy ride (technically, the fund volatility has been about half that of the market) – if we can continue to do this we will be happy but not delighted.

**THE VALUE OF INVESTMENTS CAN FALL AS WELL AS RISE – YOU MAY GET BACK LESS THAN YOU PAY IN**

## SUB-FUND DETAILS

Fund Manager	SMARTfund Administration Ltd
Investment Adviser	ThistleDown Investment Management Ltd
Number of Holdings	21
Fund Type	Authorised Unit Trust
Initial Charge	0.0% + Adviser Charging*
Switching Charge	0%
Exit Charge	0%
Annual Management Charge	1% + Adviser Charging*%

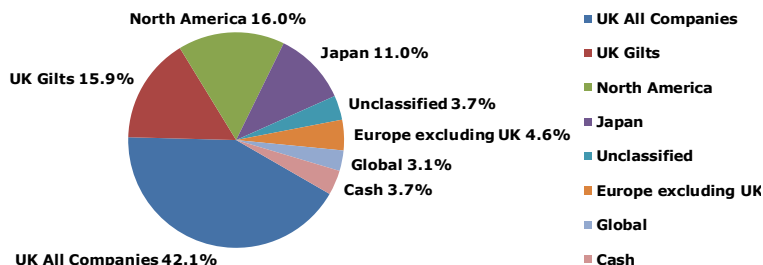
\*Adviser Charging: the amount of remuneration that the Investor agrees with their Adviser that the Manager will pay the Adviser for advice provided.

## TOP TEN SECURITIES

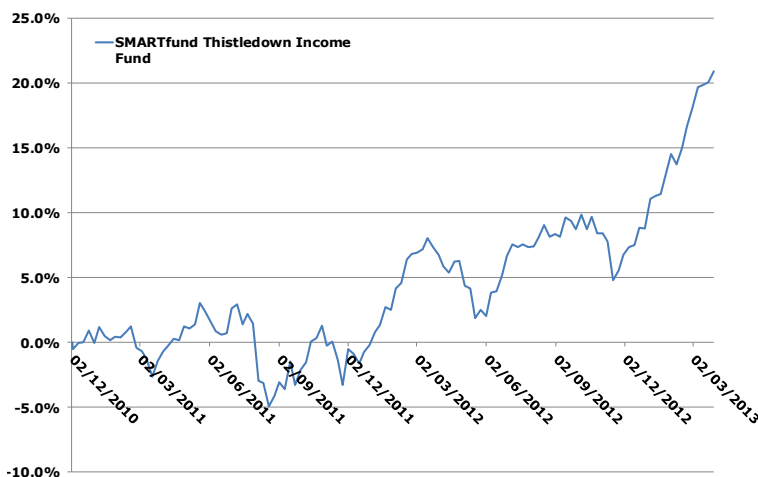
iShares FTSE UK Gilts 0-5	15.85%
CF Morant Wright Nippon Yield	11.04%
Hewlett-Packard	4.64%
Svenska Handelsbanken	4.58%
UTV Media Plc	4.44%
BAE SYSTEMS ORD	4.22%
AT&T	4.06%
Aberforth Smaller Companies Trust	4.02%
Wal-mart Stores	3.85%
Charles Stanley	3.79%

As at 31 March 2013. The actual investment held by the fund at any other date may differ. Once invested, both Adviser and Investor can log on to the SMARTfund Platform to view an up-to-date list of notionally allocated holdings.

## ASSET ALLOCATION (AT 31 MARCH 2013)



## FUND PERFORMANCE (UP TO 31 MARCH 2013)



### Performance Growth

	Q1 2012 - Q1 2013*	Q1 2011 - Q1 2012*	Q1 2010 - Q1 2011*	Q1 2009 - Q1 2010*	Q1 2008 - Q1 2009*
ThistleDown Income	13.2%	8.1%	-	-	-

\*percentage growth for the 12 month period up to the end of the full quarter

SMARTfund ThistleDown Income Fund	
Inception to 31.03.2013	20.9%

### Annualised volatility of investor returns since inception

Inception to 31.03.2013	8.0%
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### PAST PERFORMANCE SHOULD NOT BE SEEN AS A GUIDE TO FUTURE PERFORMANCE

The performance figures above are based on the total investor returns from a notional unit issued on the date of inception of the sub-fund, with an initial capital value the same as the minimum investment amount for that fund. The notional unit is based on the AMC including zero (0%) Adviser Charging and therefore reflects performance after all other expenses that would be included in the TER.

\*Performance data does not exist before the 03 Dec 2010 as the fund had not launched

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smart fund

## INVESTMENT PROCESS

The SMARTfund Thistledown Income Fund aims to provide a reasonable income while preserving the real value of the capital over the long term. The Manager believes this objective is most likely to be met by following a 'value style', and being sensibly contrarian. This means that the fund will try to invest in areas that are demonstrably cheaper than average and where the majority of other investors are not interested. However, the Manager believes it is essential that the investments have strong fundamentals and particularly that companies do not have large debts.

The fund has a bias to UK equities. It will not invest more than 4% in the equity of a single company, with the exception of collective funds. The Manager will hold cash or fixed interest when there are no suitable investments identified. The fund will also hold overseas equities that meet the 'value style' criteria as well as collective or exchange traded funds where the underlying markets meet the same criteria.

Despite the large percentage invested in equity, the process includes a 'margin of safety' to avoid a permanent loss of capital. This is provided by holdings with low valuations and a robust financial position. The Manager believes the investments held will be re-valued by the market and in the meantime provide a reasonable income. The Manager will not chase 'flavour of the month' sectors or companies and as a result is less concerned with stock market fluctuations than fundamental changes in the position of the businesses they have invested in.

Given this investment process the Manager considers their objective will be achieved if the income of the fund grows in-line with or ahead of inflation over time. This means that the fund, particularly if it holds cash in a rising market, is likely to produce returns that are significantly different to the UK equity indices.

**For more information about the investment process, please visit:**

[www.thisim.com](http://www.thisim.com)

**or email:**

[funds@thisim.com](mailto:funds@thisim.com)

## FUND DETAILS

Fund Manager	SMARTfund Administration Ltd
Manager's Details	6 Broad Street Place London EC2M 7JH
Investment Adviser	Thistledown Investment Management Ltd
Depository/Trustee	HSBC Holdings Plc
Investment Adviser Start Date	December 2010
Fund Launch Date	December 2010
Fund Currency	GBP
Fund Sector	Unclassified
Fund Type	Authorised Unit Trust
Minimum Initial	£3,000
Minimum Additional	£500 (£250 for regular payments)
Minimum Withdrawal	£1,000 (£40 for regular withdrawals)
Pricing Method	Forward
Pricing Times	17.00
Dealing Frequency	Daily
Distribution Policy	Monthly

## THISTLEDOWN

Thistledown Investment Management Ltd was founded by Dominic Fisher to provide an investment management service that he would want for himself. He has been joined by Peter Wyatt, who shares a similar philosophy. The firm is an independently owned investment management firm that uses a 'value style' investment approach that it believes has the best chance of producing above market returns over time. The firm's principals, who have worked in financial markets for over 20 years, have a substantial personal investment in the funds managed by Thistledown, including the SMARTfund Thistledown Income Fund. As such they have a strong interest in common with investors in the SMARTfund Thistledown Income Fund.

Prior to Thistledown, Dominic was a Director and portfolio manager at OLIM Ltd for UK charities, individuals and investment trusts with an income bias. The bulk of his career was spent with Mercury Asset Management managing charity portfolios. Dominic is Chairman of the investment sub-committee of Armed Forces Common Investment Fund and a Director of Aberforth Geared Income Trust plc.

Peter trained with KPMG and spent 20 years in Equity Research with Merrill Lynch, Credit Lyonnais and Nomura covering numerous sectors. He then joined Investment Banking, heading up Nomura's EMEA Real Estate Team until April 2009. Peter has worked with Dominic since September 2010 and joined Thistledown in March 2011.

**For more information about the investment adviser, please visit:**

[www.thisim.com](http://www.thisim.com)

**or email:**

[funds@thisim.com](mailto:funds@thisim.com)

## INVESTMENT OPPORTUNITIES

- Unit Trust
- ISA
- ISA Transfer
- SIPP (via 3<sup>rd</sup> party links)
- Offshore Bonds (via 3<sup>rd</sup> party links)

The SMARTfund Thistledown Income Fund is available within a wide range of life and pension products, both onshore and offshore. For full details of where our range of SMARTfunds is available please visit [www.smartfund.co.uk](http://www.smartfund.co.uk).

## CONTACT US

If you would like to find out about how to invest into these funds please contact us at:-

**Telephone: 0844 801 0700**

**Website: [www.smartfund.co.uk](http://www.smartfund.co.uk)**

**Email: [clientservicesUK@praemium.com](mailto:clientservicesUK@praemium.com)**