

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)

The last quarter has been a positive one in financial markets. Central bankers in the US, Europe, the UK and Japan reiterated their support for current policy; low official interest rates and support for bond markets. The US Federal Reserve, in what is termed QE3, expanded its policy to buy residential mortgages and agreed to keep interest rates low, for at least another three years. The long-term effects of these efforts are not certain; what is certain is that money on deposit will give no return after inflation and tax. As we wrote in March, this means, "If you are concerned to protect your capital over the long term we don't see how 'low risk' investments can help. Sadly, we see no other way than by investing in 'high risk' investments as we do."

There were no changes to the underlying holdings over the last quarter and while the fund rose it trailed the market. The strongest performance came from financial companies that benefitted from the support mentioned above. The weakest performance came from UTV. We met this company during the quarter and continue to believe that the strength of its business and the quality of its management is not reflected in the valuation in the market.

I'd like to finish this letter by commenting on where the companies make their money. This quarterly fact sheet includes a pie chart showing the Asset Allocation of the portfolio. This shows that 44% of equities are 'UK' and 36% are 'overseas', with the remainder of the portfolio in cash and bonds. This is part of the story but it understates the percentage of profits from overseas markets. For example, Vodafone is a UK company, and as such is part of the 44% in UK equities. However, only 5% of its profits are made in the UK. A different analysis of the portfolio shows where actual profits are made. The split on this basis is roughly 54% 'overseas' with 26% in the 'UK'. Clearly UK profits are important to the companies, but not as much as you might have thought from looking at the Asset Allocation included in the pie chart. This diversification of profit sources is deliberate and I hope gives greater certainty that the income from the fund can grow if the UK economy is not strong.

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

SMARTfund Administration Ltd (6016828) is registered in England at 6 Broad Street Place, EC2M 7JH and is authorised and regulated by the Financial Services Authority under ref. 463566. Reference in this document to specific securities should not be construed as a recommendation to buy or sell these securities, but is included for the purposes of illustration only. Investors should also note that the views expressed may no longer be current and may have already been acted upon by the Investment Adviser and/or Manager. The investment service may not be suitable for all Investors and if you have any doubts you should contact your Financial Adviser. The full prospectus for this fund is available on request or at www.smartfund.co.uk. ph: 0844 801 0700



SUB-FUND DETAILS

| | |
|--------------------------|---------------------------------------|
| Fund Manager | SMARTfund Administration Ltd |
| Investment Adviser | Thistledown Investment Management Ltd |
| Number of Holdings | 23 |
| Fund Type | Authorised Unit Trust |
| Initial Charge | 0.5% + Adviser Charging* |
| Switching Charge | 0% |
| Exit Charge | 0% |
| Annual Management Charge | 1% + Adviser Charging*% |

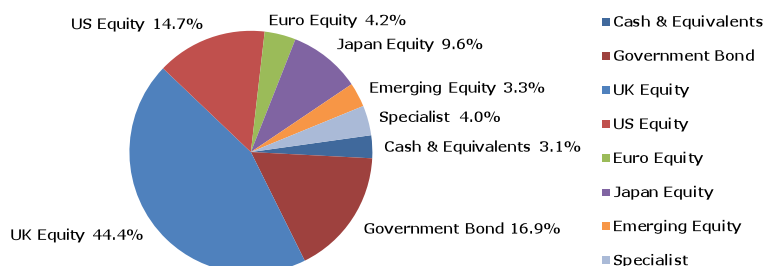
*Adviser Charging: the amount of remuneration that the Investor agrees with their Adviser that the Manager will pay the Adviser for advice provided.

TOP TEN SECURITIES

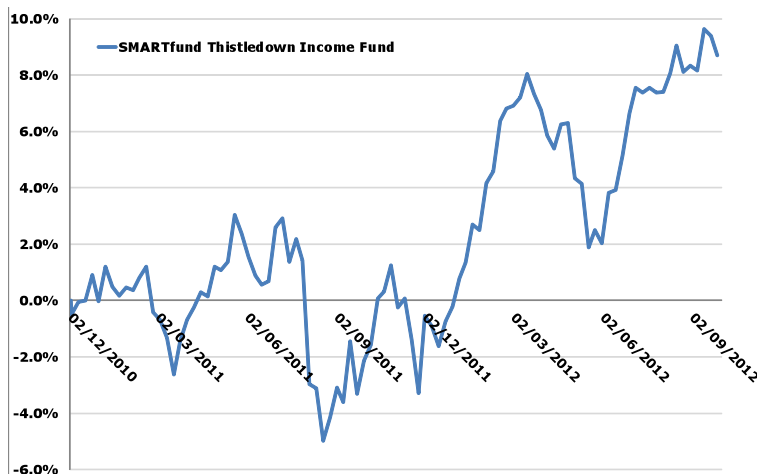
| | |
|-------------------------------|-------|
| iShares FTSE UK Gilts 0-5 | 16.9% |
| CF Morant Wright Nippon Yield | 9.6% |
| AT&T | 4.3% |
| UTV Media | 4.2% |
| Svenska Handelsbanken | 4.2% |
| Phaunos Timber Fund | 4.0% |
| Wal-mart Stores | 4.0% |
| Scottish and Southern Energy | 3.9% |
| BAE Systems | 3.8% |
| iShares FTSE UK Dividend Plus | 3.7% |

As at 30 September 2012. The actual investment held by the fund at any other date may differ. Once invested, both Adviser and Investor can logon to the SMARTfund Platform to view an up-to-date list of notionally allocated holdings.

ASSET ALLOCATION (AT 30 SEPTEMBER 2012)



FUND PERFORMANCE (UP TO 30 SEPTEMBER 2012)



Performance Growth

| | Q3 2011 - Q3 2012* | Q3 2010 - Q3 2011* | Q3 2009 - Q3 2010* | Q3 2008 - Q3 2009* | Q3 2007 - Q3 2008* |
|--------------------|--------------------|--------------------|--------------------|--------------------|--------------------|
| Thistledown Income | 11.1% | - | - | - | - |

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

SMARTfund Thistledown Income Fund

| | |
|-------------------------|------|
| Inception to 30.09.2012 | 8.7% |
|-------------------------|------|

Annualised volatility of investor returns since inception

| | |
|-------------------------|------|
| Inception to 30.09.2012 | 8.6% |
|-------------------------|------|

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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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

or email:

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

or email:

funds@thisim.com

INVESTMENT OPPORTUNITIES

- Unit Trust
- ISA
- ISA Transfer
- SIPP (via 3rd party links)
- Offshore Bonds (via 3rd 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.

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

Email: clientservicesUK@praemium.com