

Sandon Capital Activist Fund

April 2011 Monthly Report

Entry/Exit Prices: \$1.2153/\$1.2056

Fund Description

The objective of the Fund is to deliver returns to investors through a combination of capital growth and distributions. The Fund aims to achieve this objective by seeking to invest in opportunities that are considered by Sandon Capital to be trading below their intrinsic value and that offer the potential of being positively influenced by investors taking an active role in proposing changes in the areas of corporate governance, capital management, strategic and operational issues, management arrangements and other related activities. Neither returns nor capital are guaranteed.

Fund Details

Structure	Wholesale unit trust	Minimum Investment	\$250,000 (or as agreed with trustee)
Trustee	Fundhost Ltd	Trustee Fees	0.21%
Custodian	National Australia Bank	Management Fees	1.33%
Investment Manager	Sandon Capital Pty Ltd	Performance Fees	15.375% of returns above cash
Website	www.sandoncapital.com.au	Buy/Sell Spread	±0.40%
Inception	4 Sep 2009	Applications	Monthly
		Withdrawals	Quarterly

Fund Performance (calculated net of all fees, assuming reinvestment of distributions and using unit mid-price. YTD figure is compound)

	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	YTD
2009									2.5%	2.4%	-0.9%	1.0%	5.0%
2010	1.0%	-0.3%	-0.7%	2.9%	-4.2%	4.2%	4.4%	-0.6%	2.3%	2.4%	3.5%	-0.9%	14.5%
2011	1.3%	0.6%	0.5%	1.3%									3.7%

Fund Commentary

The Fund delivered a 1.3% return this month. The main contributor to this month's return was RHG Limited (~1.8%). The main detractor was Gunns Ltd (~-1.1%). No other holdings affected the portfolio return by more than ±0.4%

RHG Ltd announced details in March of its proposed off-market buy-back at 88 cents per share (including a fully franked dividend of 70 cents per share). The details also included a sting in the tail, which was a stated intention by the Company to delist following the completion of the buy back. Sandon Capital was retained by two RHG shareholders to help formulate and execute an engagement strategy. The Fund, once the strategy was made public, once again bought RHG shares, this time at 98.5 cents per share. An intense month of "hands on" activism ensued, during which time the Company stepped back from its delisting intentions, culminating in the resounding defeat of the proposed buy-back on 28 April. Immediately following the announcement of the defeat of the buy-back proposal at the general meeting, the Company announced a 79 cent fully franked dividend, plans to appoint new independent directors and to conduct an orderly wind-down of the Company by the end of next year. The share price responded to this news by closing the day at \$1.285. One month of activism led to a ~30% increase in the share price, which equated to more than \$80 million in shareholder value.

Gunns Ltd (GNS) fell 15% over the month. We expect much of this decline is due to the impact of the rising Australian dollar. We remain confident with our thesis on GNS, but we are reviewing it given the share price decline.

The Fund held ~15% of its assets in cash and was unhedged against market movements. We remain cautious about the global macro outlook. There are significant macro factors at play globally, the consequences of which are difficult to predict or quantify.

We remain focused on opportunities that have high levels of tangible assets, marketable securities or cash, as we believe these offer the best risk-adjusted returns in the current environment.

Portfolio Exposures

Long Exposure	85%	Long Positions	15
Cash	15%		

Fundhost Limited (ABN 69 092 517 087) (AFSL 233045) ("Fundhost") as trustee of, and issuer of units in, the Sandon Capital Activist Fund ("Fund"). Sandon Capital Pty Limited (ABN 98 130 853 691) (AFSL 331 663) ("Sandon Capital") is the Investment Manager of the Fund.

Fund performance is after fees and assumes distributions are reinvested. Past performance is not a reliable guide to future performance. This information has been prepared without taking into account your investment objectives, financial situation, or needs. Before making an investment decision you should consider the appropriateness of the information having regard to these matters. Before you invest it is important that you read and understand the terms set out in the Sandon Capital Activist Fund Information Memorandum ("IM") dated 18 December 2009. In particular, it is important that you understand the risks associated with an investment in the Fund set out on page 9 of the IM.

Information provided by the Investment Manager are views of the Investment Manager only and can be subject to change. While information in this report is given in good faith and is believed to be accurate, Fundhost and Sandon Capital give no warranty as to the reliability or accuracy of the information, nor accept any responsibility for any errors or omissions of third parties. To the extent permitted by law, neither Fundhost nor Sandon Capital, including their employees, consultants, advisors, officers or authorised representatives are liable for any loss or damage arising as a result of reliance placed on the contents of this report.