

Prospectus of **SCOTTISH WIDOWS TRACKER AND SPECIALIST INVESTMENT FUNDS ICVC**

(an investment company with variable capital incorporated with limited liability
and registered by the Financial Services Authority under registered number SI000014)

Important: if you are in any doubt about the contents of this Prospectus you should consult your financial adviser.

This document constitutes the Prospectus for Scottish Widows Tracker and Specialist Investment Funds ICVC ("the Company") and has been prepared in accordance with the rules contained in the Collective Investment Schemes Sourcebook ("the FSA Rules") issued by the Financial Services Authority pursuant to the Financial Services and Markets Act 2000.

The authorised corporate director of the Company, Scottish Widows Unit Trust Managers Limited ("the ACD"), is the person responsible for the information contained in this Prospectus. To the best of the knowledge and belief of the ACD (having taken all reasonable care to ensure that such is the case) the information contained herein does not contain any untrue or misleading statement or omit any matters required by the FSA Rules to be included in it. It accepts responsibility accordingly.

A copy of this Prospectus has been sent to each of the Financial Services Authority and State Street Trustees Limited.

No person has been authorised by the Company to give any information or to make any representations in connection with the offering of Shares other than those contained in this Prospectus or any key features leaflet and Simplified Prospectus prepared by the ACD and, if given or made, such information or representations must not be relied on as having been made by the Company. The delivery of this Prospectus (whether or not accompanied by any reports) or the issue of Shares shall not, under any circumstances, create any implication that the affairs of the Company have not changed since the date hereof.

The distribution of this Prospectus and the offering of Shares in certain jurisdictions may be restricted. Persons into whose possession this Prospectus comes are required by the Company to inform themselves about and to observe any such restrictions. This Prospectus does not constitute an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation.

Potential investors should not treat the contents of this Prospectus as advice relating to legal, taxation, investment or any other matters and are recommended to consult their own professional advisers concerning the acquisition, holding or disposal of Shares.

The provisions of the Company's Instrument of Incorporation are binding on each of its Shareholders (who are taken to have notice of them). This Prospectus has been approved for the purpose of section 21 of the Financial Services and Markets Act 2000 by the ACD.

This Prospectus is dated, and is valid as at, 9 April 2010. This Prospectus may at any time be replaced by a new Prospectus or extended by a supplement issued by the Company; investors should, therefore, check with the ACD that this is the most recently published Prospectus and that they have all (if any) supplements to it issued by the Company.

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Directory

The Company and Head Office	Scottish Widows Tracker and Specialist Investment Funds ICVC 15 Dalkeith Road Edinburgh EH16 5WL
Authorised Corporate Director	Scottish Widows Unit Trust Managers Limited Registered Office: Charlton Place Andover Hampshire SP10 1RE Head Office: 15 Dalkeith Road Edinburgh EH16 5WL
Investment Adviser	Scottish Widows Investment Partnership Limited 33 Old Broad Street London EC2N 1HZ
Depository	State Street Trustees Limited 20 Churchill Place London E14 5HJ
Registrar	Scottish Widows Unit Trust Managers Limited Registered Office: Charlton Place Andover Hampshire SP10 1RE Head Office: 15 Dalkeith Road Edinburgh EH16 5WL
Legal Advisers	Dundas & Wilson CS LLP Saltire Court 20 Castle Terrace Edinburgh EH1 2EN
Auditors	PricewaterhouseCoopers LLP Erskine House 68-73 Queen Street Edinburgh EH2 4NH

Definitions

In this Prospectus each of the words and expressions in the left-hand column of the table set out below has the meaning set opposite it in the right-hand column of that table:-

"ACD"	the authorised corporate director of the Company, being Scottish Widows Unit Trust Managers Limited;
"ACD Agreement"	the Agreement dated 8 May 2002 as amended by which the ACD was appointed by the Company to act as such;
"ACD's Group"	the group of companies consisting of the ultimate holding company of the ACD and each of the subsidiaries of that holding company;
"Act"	the Financial Services and Markets Act 2000 as amended or replaced from time to time;
"Class"	a class of Share relating to a Fund;
"COBS"	the Conduct of Business Sourcebook published by the FSA as part of their Handbook of rules made under the Act;
"Company"	Scottish Widows Tracker and Specialist Investment Funds ICVC;
"Dealing Day"	Monday to Friday (except for a bank holiday in England and Wales and other days at the ACD's discretion) being a day on which the London Stock Exchange is open for trading and other days at the ACD's discretion;
"Depositary"	the depositary of the Company, being State Street Trustees Limited;
"EEA State"	a state which is a contracting party to the agreement on the European Economic Area signed at Oporto on 2 May 1992, as it has effect for the time being;
"FSA"	the Financial Services Authority;
"FSA Rules"	the rules contained in the Collective Investment Schemes Sourcebook ("COLL") published by the FSA as part of their Handbook of rules made under the Act as amended or replaced from time to time which shall, for the avoidance of doubt, not include guidance or evidential provisions contained in the said Sourcebook;
"Fund"	a sub-fund of the Company (being a part of the Scheme Property which is pooled separately from each other part) to which specific assets and liabilities of the Company may be allocated and which is invested in accordance with its own investment objective;
"holding company"	the meaning ascribed thereto in the Companies Act 2006;
"HMRC"	means Her Majesty's Revenue and Customs;

"ICVC"	investment company with variable capital;
"Investment Adviser"	Scottish Widows Investment Partnership Limited, the investment adviser appointed by the ACD;
"Instrument of Incorporation"	the Instrument of Incorporation of the Company;
"Net Asset Value"	the value of the Scheme Property of the Company (or of any Fund or Class of Shares as the context requires) less the liabilities of the Company (or of the Fund or Class of Shares concerned) as calculated in accordance with the FSA Rules and the Instrument of Incorporation (the relevant provisions of which are set out below under "Calculation of the Net Asset Value" in Appendix C);
"OEIC Regulations"	The Open-Ended Investment Companies Regulations 2001 as amended or replaced from time to time;
"Prospectus"	a prospectus of the Company prepared pursuant to the requirements of the FSA Rules, including a prospectus consisting of an existing version of a prospectus as extended by a supplement issued by the Company;
"Register"	the register of Shareholders kept on behalf of the Company;
"Registrar"	the registrar of the Company, being Scottish Widows Unit Trust Managers Limited;
"Scheme Property"	the property of the Company subject to the collective investment scheme constituted by the Company or (as the context may require) the part of that property attributable to a particular Fund;
"SDRT"	Stamp duty reserve tax;
"Share"	a share in the Company (including both a larger and a smaller denomination share);
"Shareholder"	the holder of a Share (whether in registered or bearer form);
"subsidiary"	the meaning ascribed thereto in the Companies Act 2006;
"Switch"	exchange of Shares for either Shares of another Class relating to the same Fund or for Shares relating to another Fund or (as the context may require) the act of so exchanging.

1. The Company and its Structure

Scottish Widows Tracker and Specialist Investment Funds ICVC is an investment company with variable capital incorporated in Scotland under registered number SI000014 and authorised by the FSA with effect from 28 August 2001. The Company has been certified by the FSA as complying with the conditions necessary for it to enjoy rights conferred by the EU Directive on Undertakings for Collective Investment in Transferable Securities.

The head office of the Company is at 15 Dalkeith Road, Edinburgh EH16 5WL, which is also the address of the place in the United Kingdom for service on the Company of notices or other documents required or authorised to be served on, or given to, it (including any such notice or document to be given to the Company pursuant to the Instrument of Incorporation). Any such notice or document must be given to or served on the Company in hard copy by delivering it or by sending it by post to that address, unless otherwise specified in this Prospectus in relation to any specific notice or document.

The ACD is the sole director of the Company.

The Company is a UCITS scheme which is structured as an umbrella so that the Scheme Property of the Company may be divided among two or more Funds. The assets of each Fund will generally be treated as separate from those of every other Fund and will be invested in accordance with the investment objective and investment policy applicable to that Fund. New Funds may be established from time to time by the ACD with the approval of the FSA and the agreement of the Depositary. If a new Fund is introduced, a new Prospectus will be prepared to set out the required information in relation to that Fund.

The only Funds which have been established are:-

American Smaller Companies Fund
Emerging Markets Fund,
International Bond Fund,
Latin American Fund,
Overseas Fixed Interest Tracker Fund,
UK All Share Tracker Fund,
UK Fixed Interest Tracker Fund,
UK Index-Linked Tracker Fund,
UK Smaller Companies Fund,
UK Tracker Fund,

Each Fund would, if it were a separate investment company with variable capital, be a UCITS scheme.

So far as the Shareholders are concerned, each Fund will generally be treated as a separate entity. Creditors of the Company may nevertheless look to all the assets of the Company for payment regardless of the Fund in respect of which that creditor's debt has arisen. Individual Funds are not "ring-fenced" and, in the event of a Fund being unable to meet its liabilities, the ACD is permitted to re-allocate assets to and from other Funds if it is necessary to do so to satisfy any creditor proceeding against the Company. Notwithstanding this power available to the ACD, the present ACD undertakes to ensure, while it is in office, that each Fund will be treated as having only the liabilities, expenses, costs and charges attributable to it, plus a share (referred to in the following paragraph) of any liabilities, expenses, costs and charges which are not attributable to a particular Fund.

Each Fund will be charged with the liabilities, expenses, costs and charges of the Company attributable to that Fund. Within the Funds, charges will be allocated between Classes in accordance

with the terms of issue of Shares of those Classes. Any expenses specific to a Class will be allocated to that Class. Any assets, liabilities, expenses, costs or charges not attributable to a particular Class within a Fund or to a particular Fund (as the case may be) may be allocated by the ACD in a manner which is fair to the Shareholders generally but they will normally be allocated to all Classes within a Fund or all Funds (as the case may be) pro rata to their Net Asset Values.

The base currency of the Company is Sterling, but a Class of Shares in respect of any Fund may be designated in any currency other than Sterling.

The Shares have no par value and, therefore, the share capital of the Company will at all times equal the sum of the Net Asset Values of each of the Funds. The minimum share capital of the Company will be £100 and the maximum share capital will be £100,000,000,000.

Shareholders are not liable for the debts of the Company.

2. Management and Administration

Authorised Corporate Director

The authorised corporate director of the Company is Scottish Widows Unit Trust Managers Limited, a private company limited by shares which was incorporated in England and Wales on 19 April 1982. Its ultimate holding company is Lloyds Banking Group plc, which is incorporated in Scotland.

The registered office of the ACD is Charlton Place, Andover, Hampshire SP10 1RE and the head office of the ACD is 15 Dalkeith Road, Edinburgh EH16 5WL. The issued share capital of the ACD is 50,000 ordinary shares of £1 each all of which are fully paid up. Its principal business activity is acting as ACD to authorised open ended investment companies.

The ACD is an authorised person for the purposes of the Act to carry on investment business in the United Kingdom and is authorised and regulated by the FSA.

The ACD is responsible for managing and administering the Company's affairs in compliance with the FSA Rules.

The appointment of the ACD has been made on the terms of the ACD Agreement dated 8 May 2002 between the Company and the ACD. The ACD Agreement provides that the appointment of the ACD may be terminated (a) after a three year initial period by the Company giving 12 months' written notice to the ACD or (b) by the ACD giving 12 months' written notice to the Company, although in certain circumstances the ACD Agreement may be terminated by the Depositary or the Company forthwith by notice in writing to the ACD or by the ACD forthwith by notice in writing to the Company. Termination cannot take effect until the FSA has approved the change of director.

The ACD is entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily incurred in settling or realising any outstanding obligations. No compensation for loss of office is provided for in the ACD Agreement. To the extent permitted by the OEIC Regulations and the FSA Rules, the ACD Agreement provides indemnities to the ACD other than for matters arising by reason of its negligence, default, breach of duty or breach of trust in the performance of its duties and obligations.

The ACD may delegate investment management, administration and marketing functions in accordance with the FSA Rules. Notwithstanding such delegation the ACD remains responsible for any functions so delegated. At present, certain functions are delegated as detailed below.

The ACD is under no obligation to account to the Company, the Depositary or the Shareholders for any profit it makes on the issue or re-issue of Shares or cancellation of Shares which it has redeemed. The fees to which the ACD is entitled are set out in Part 7 below.

Appendix E sets out the details of the capacity, if any, in which the ACD acts in relation to any other collective investment schemes and the name of such schemes.

The names of the directors of Scottish Widows Unit Trust Managers Limited, together with a note of any significant activities of the directors not connected with the business of the ACD, are set out in Appendix G.

The Depositary

The depositary of the Company is State Street Trustees Limited, a private company limited by shares (registered number 2982384) which was incorporated in England and Wales on 24 October 1994. The registered office of the Depositary is at 20 Churchill Place, London E14 5HJ. Its Head Office (and the address which should be used for correspondence) is 525 Ferry Road, Edinburgh EH3 9BD. Its principal business activity is acting as trustee and depositary of collective investment schemes. The Depositary is an authorised person for the purposes of the Act and is regulated by the FSA.

The Depositary is responsible for the safekeeping of all the Scheme Property of the Company and has a duty to take reasonable care to ensure that the Company is managed in accordance with the provisions of the FSA Rules relating to the pricing of, and dealing in, Shares and the allocation and distribution of income of the Company and that decisions about the investment of the Scheme Property of each Fund do not infringe any of the investment restrictions set out in the FSA Rules.

The appointment of the Depositary was effected under the Depositary Agreement dated 14 May 2002 between the Company, the ACD and the Depositary. Subject to and in compliance with the Agreement, the FSA Rules, the OEIC Regulations and COBS the Depositary has full power under the Depositary Agreement to delegate (and authorise its delegate to sub-delegate) all or any part of its duties as Depositary.

The Depositary Agreement provides that where the ACD and Depositary of the Company are members of the respective parent groups of the current ACD and Depositary, the Depositary Agreement shall not be terminated until the expiry of a fixed term of approximately five years. Subject to that fixed term, the Depositary Agreement may be terminated by the Company or the Depositary giving not less than twelve months' written notice where the ACD remains a member of its current parent group or not less than 3 months' written notice in any other circumstances. It also provides that in certain circumstances, the Depositary Agreement can be terminated forthwith on giving notice. No notice of termination shall take effect until the appointment of a successor depositary. The Depositary Agreement provides indemnities to the Depositary (except (a) in respect of the negligence, fraud, wilful default, certain breaches of the Depositary Agreement or failure to exercise due care and diligence by the Depositary, or any of its officers, directors, employees or associates or, in certain circumstances, agents or delegates and (b) where recovery is made from another person) and (to the extent permitted by the OEIC Regulations and the FSA Rules) exempts it from, inter alia, liability for special, indirect or consequential loss or damage and any loss in connection with any assets of the Company where it has exercised due care and diligence and has not committed fraud or wilful default.

The fees to which the Depositary is entitled are set out in Part 7 below.

The Investment Adviser

Scottish Widows Investment Partnership Limited is the Investment Adviser of the Company, providing investment management and advice to the ACD. The registered office of Scottish Widows

Investment Partnership Limited is 33 Old Broad Street, London EC2N 1HZ and its business address is Edinburgh One, 60 Morrison Street, Edinburgh EH3 8BE. It is in the same group of companies as the ACD. Its principal business activity is investment management. The Investment Adviser is authorised and regulated by the FSA.

The significant activities of the Investment Adviser, other than providing services to the Company as investment adviser, are providing investment management services to various clients including open-ended investment companies, unit trusts, investment trusts, insurance companies, pension funds, charities, local authorities, off-shore and specialist funds, together with providing marketing and administration services in connection with such investment management services.

The Investment Adviser was appointed by an Investment Management Agreement dated 24 May 2002 between the ACD and the Investment Adviser. The Investment Management Agreement may be terminated by the Investment Adviser or the ACD giving three months' written notice to the other and with immediate effect by the ACD where such termination is in the interest of the Shareholders.

The Investment Adviser has responsibility for and has full discretion in making all investment decisions in relation to each of the Funds in accordance with the investment objectives and policies of the Funds as varied from time to time, the Instrument of Incorporation, the FSA Rules and any directions or instructions from time to time given by the ACD.

No commission is payable to the Investment Adviser for any deal done or which could be done on behalf of the Company. Instead, the fees payable to the Investment Adviser will be calculated in accordance with a scale of charges agreed from time to time between the Managing Directors of the Investment Adviser and the ACD. Those fees will be paid by the ACD and will not be charged to the Company.

The Investment Adviser is authorised to enter into fee sharing arrangements with third parties.

Registrar

The ACD has been appointed to act as the registrar of the Company (in this capacity "the Registrar").

The Register and any plan registers are maintained by the Registrar at its office at 15 Dalkeith Road, Edinburgh EH16 5WL and may be inspected at that address during normal business hours by any Shareholder or any Shareholder's duly authorised agent.

Administration

Administration is delegated to Scottish Widows Investment Partnership Investment Services and Scottish Widows Services Limited.

Marketing

The drawing up and distribution of marketing literature is not outsourced to a third party and is carried out by Scottish Widows marketing department (part of Scottish Widows Services Limited, a group company).

Auditors

The Auditors of the Company are PricewaterhouseCoopers LLP Erskine House, 68-73 Queen Street, Edinburgh EH2 4NH.

Custodian

The Depository has delegated the custody of the assets of the Funds to State Street Bank and Trust Company. The arrangements prohibit State Street Bank and Trust Company as such Custodian from releasing documents evidencing title to such assets into the possession of a third party without the consent of the Depository.

Conflicts of Duty or Interest

The ACD, the Investment Adviser and other companies within the Lloyds Banking Group may, from time to time, act as investment managers or advisers to other collective investment schemes (or sub-funds thereof), which follow similar investment objectives, policies or strategies to those of the Company or the Funds. It is therefore possible that the ACD and/or the Investment Adviser may in the course of its business have potential conflicts of duty or interest with the Company or a particular Fund. Each of the ACD and the Investment Adviser will, however, have regard in such event to its obligations under the ACD Agreement and the Investment Management Agreement respectively and, in particular, to its obligation to act in the best interests of the Company so far as practicable, having regard to its obligations to other clients when undertaking any investment where potential conflicts of interest may arise.

3. Investment Objectives and Policies of the Funds

Investment of the assets of each Fund must be in accordance with the investment objective and policy of the relevant Fund and must comply with the investment restrictions and requirements set out in the FSA Rules. Details of the investment objectives and policies are set out in Appendix D in respect of each Fund and the eligible securities and derivatives markets through which the Funds may invest are set out in Appendix A. A summary of the general investment and borrowing restrictions and the extent to which the Company may invest in derivatives is set out in Appendix B. Such investment in derivatives is not intended to increase the risk profile of the Funds.

Whilst it is intended that each Fund will normally remain fully invested, the Investment Adviser will, subject to the FSA Rules, increase the level of liquidity of any Fund in the short term where it considers that market conditions so require.

It is not at present intended that the Company will have an interest in any immovable property (e.g. its office premises) or tangible movable property (e.g. office equipment).

4. Shares and Classes

More than one Class of Share may be issued in respect of each Fund. The ACD may make available the following Classes of Share in respect of each Fund:-

Class A net accumulation shares
Class A net income shares
(together "Class A Share Classes")

All Class A Share Classes share the following feature:-

- designated in Sterling.

Class B net accumulation shares
Class B net income shares
(together "Class B Share Classes")

All Class B Share Classes share the following features:-

- designated in Sterling; and
- not available to any person other than:-
 - (a) a person who acquires Shares of this Class pursuant to the terms of any scheme of conversion, amalgamation or reconstruction of a unit trust but only to the extent that that person acquires such Shares pursuant to the terms of any such scheme; or
 - (b) a person, not being a person of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has decided that such Shares may be made available.

Class C net accumulation shares
Class C net income shares
(together "Class C Share Classes")

All Class C Share Classes share the following features:-

- designated in Sterling; and
- not available to any person other than:-
 - (a) a person who acquires Shares of this Class pursuant to the terms of any scheme of conversion, amalgamation or reconstruction of a unit trust but only to the extent that that person acquires such Shares pursuant to the terms of any such scheme; or
 - (b) a person, not being a person of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has decided that such Shares may be made available.

Class I net accumulation shares
Class I net income shares
(together "Class I Share Classes")

All Class I Share Classes share the following feature:-

- designated in Sterling.

Class X net accumulation shares
Class X net income shares
(together "Class X Share Classes")

All Class X Share Classes share the following features:-

- designated in Sterling; and
- not available to any person other than:-
 - (a) a company which is in the group of companies consisting of the ultimate holding company of the ACD and each of the subsidiaries of that holding company; or
 - (b) a person, not being a company of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has determined that such Shares may be made available.

Appendix D contains a description of the Classes currently available (or currently intended to be made available at a later date) in respect of each of the Funds. New Share Classes (including gross accumulation shares and gross income shares) may be established by the ACD from time to time, subject to compliance with the FSA Rules. If a new Class of Share is introduced, a new Prospectus will be prepared to set out the required information in relation to that Class.

Where a Fund has different Classes, each Class may attract different charges and expenses and so monies may be deducted from Classes in unequal proportions. In these circumstances the proportionate interests of the Classes within a Fund will be adjusted in accordance with the terms of issue of Shares of those Classes. Also, each Class may have its own investment minima or other features, at the discretion of the ACD. Any such different charges or features are set out above and in Appendix D in relation to each of the funds.

A net income Share is one where income is distributed periodically to Shareholders net of any tax deducted or accounted for by the Fund. A net accumulation Share is one in respect of which income (net of any tax deducted or accounted for by the Fund) is credited periodically to capital within the relevant Fund. A gross income Share (if available) is one in respect of which income is distributed periodically to shareholders but, in accordance with UK tax law, is distributed without deduction by the Fund of any UK income tax. A gross accumulation Share (if available) is one in respect of which income is credited periodically to capital of the relevant Fund but, in accordance with UK tax law, is credited without deduction by the Fund of any UK income tax.

UK income tax must normally be deducted from interest distributions paid in respect of an income Share in a Fund which is treated as a Bond fund for UK tax purposes. Likewise, UK income tax must normally be deducted from interest distributions credited to capital in respect of an accumulation Share. However, as noted in the UK taxation section (below), certain categories of Shareholders are entitled to receive such interest distributions without deduction of UK income tax. Gross shares (where available) will be offered to these categories of Shareholders in respect of any Funds that are Bond funds (refer Appendix D for details of Funds that are Bond funds). Funds that are not Bond funds can only make dividend distributions and UK income tax is not deducted from dividend distributions paid to any Shareholders.

Holders of income Shares of a Fund are entitled to be paid the income of that Fund which is attributed to such Shares on the relevant interim and annual allocation dates. Holders of accumulation Shares are not entitled to be paid the income attributable to such Shares, but that income is automatically added to (and retained as part of) the capital assets of the relevant Fund on the relevant interim and/or annual allocation dates.

Shareholders are entitled (subject to certain restrictions) to Switch all or part of their Shares of one Class for Shares of another Class in respect of the same Fund or to Switch all or part of their Shares in relation to one Fund for Shares in relation to a different Fund. Details of this Switching facility and the restrictions are set out below under "Switching" in Part 6 below.

The Instrument of Incorporation provides the power to issue bearer Shares. However, currently the Company does not issue bearer Shares. If these were to be issued, they would be issued subject to the discretion of the ACD and subject to such conditions as the ACD may from time to time decide.

5. Pricing of Shares

The price of each Share of any Class will be calculated by reference to the proportion attributable to a Share of that Class of the Net Asset Value of the Fund to which it relates by:-

- taking the proportion attributable to the Shares of the Class concerned of the Net Asset Value of the relevant Fund as at the relevant valuation point of that Fund;
- dividing the result by the number of Shares of the relevant Class in issue immediately before the valuation point concerned; and
- increasing or decreasing the result by any dilution adjustment determined by the ACD (as described on pages 18 & 19)

The Net Asset Value of each Fund will be calculated as at the valuation point (being 8.00 am) on each Dealing Day in respect of that Fund. The ACD may at any time carry out an additional valuation if the ACD considers it desirable to do so. There will only be a single price for any share as determined from time to time by reference to the valuation point.

In the event that, for any reason, the ACD is unable to calculate the Net Asset Value of any Fund at the normal time, the prices effective from that time will be calculated using the earliest available valuation thereafter.

Information regarding the calculation of the Net Asset Value of each Fund and the apportionment of that Net Asset Value between each Class of Shares in relation to that Fund is set out below in Appendix C.

Shares of each Class in relation to each Fund will be sold and redeemed on the basis of forward prices, being prices calculated by reference to the next valuation point after the sale or redemption is agreed.

The amount payable on the purchase of a Share will equal the sum of the price of the Share calculated on the basis set out above, any preliminary charge, and any SDRT provision. The amount received on the redemption of a Share will equal the price per Share calculated on the basis set out above less the aggregate of any redemption charge and any SDRT provision.

Information regarding the preliminary charge, redemption charge, dilution adjustment and SDRT provision is set out below under "Dealing Charges, Dilution Adjustment and SDRT" in Part 6 below.

The prices of each Class of the Class A, Class B and Class C Share Classes in relation to each Fund will be published daily on the Scottish Widows website at www.scottishwidows.co.uk and on such other media that the ACD shall in its discretion decide in accordance with the FSA Rules. Prices of all Share Classes are also available daily by telephoning the ACD on lo-call number 0845 300 2244. Further details of where the prices are published are available from the ACD. Shares are, however, issued on a forward pricing basis and not on the basis of the published prices.

6. Sale, Redemption and Switching of Shares

The dealing office of the ACD is open from 9 a.m. until 5 p.m. (UK time) on each Dealing Day in respect of a Fund to receive requests for the sale, redemption and Switching of Shares in relation to that Fund. The ACD may, in accordance with the FSA Rules, identify a point in time in advance of a valuation point ("a cut-off point") after which it will not accept instructions to sell or redeem Shares at that valuation point. For requests made by telephone, dealing on the last working day before Christmas Day and New Year's Day will cease at 12.00 noon.

Sale of Shares

Shares can be bought either by sending a completed application form to the ACD at 15 Dalkeith Road, Edinburgh EH16 5WL or by telephoning the ACD on 0845 845 0066. Application forms may be obtained from the ACD. The ACD may in future introduce the facility to apply for Shares on-line.

The ACD has the right to reject, on reasonable grounds relating to the circumstances of the applicant, any application for Shares in whole or part and in this event the ACD will return any application monies sent, or the balance of such monies, at the risk of the applicant. The ACD is also not obliged to sell Shares where payment is not received with an application for shares.

Any application monies remaining after a whole number of Shares has been issued will not be returned to the applicant. Instead, smaller denomination shares will be issued in such circumstances. Each smaller denomination share is equivalent to one thousandth of a Share.

A contract note giving details of the Shares purchased and the price used will be issued by the end of the business day following the later of receipt of the application to purchase Shares or the valuation point by reference to which the purchase price is determined, together with, where appropriate, a notice of the applicant's right to cancel.

If payment has not already been made, settlement will be due on receipt by the purchaser of the contract note.

Share certificates will not be issued in respect of Shares. Ownership of Shares will be evidenced by an entry on the Register. Periodic statements issued once a year will show the number of Shares held by the recipient. Individual valuations of a Shareholder's Shares will also be issued at any time on request from the registered Shareholder.

Details of the minimum initial lump sum investment in each Class of each Fund and the minimum amount of any lump sum addition to a holding in the same Class of the same Fund are set out in Appendix D (in the sections "Minimum Initial Investment" and "Minimum Subsequent Investment" respectively) but the ACD may, at its absolute discretion, accept investments lower than the relevant minimum. These minimum limits are modified where there is a regular savings arrangement (in respect of which see below). If the value of a Shareholder's holding of Shares of a Class falls below the minimum holding (which is set out in Appendix D in respect of each Fund), his entire holding may be redeemed compulsorily by the ACD.

Market Timing

The ACD may refuse to accept applications for subscriptions or switches of Shares in a Fund which it knows or in its absolute discretion considers to be associated with market timing activities.

In general terms, market timing activities are strategies which may include frequent purchase and sales of Shares with a view to profiting from anticipated changes in market prices between valuation points or arbitraging on the basis of market price changes subsequent to those used in the valuation of a Fund.

Such market timing activities are disruptive to fund management, may lead to additional dealing charges which cause losses/dilution to a Fund and may be detrimental to performance and to the interests of long term Shareholders.

Accordingly, the ACD may in its absolute discretion reject any application for subscription or switching of Shares from applicants that it considers to be associated with market timing activities.

Cancellation Rights

An investor entering into a contract to purchase Shares from the ACD does not have any rights of cancellation under COBS (Chapter 15), unless the contract was arranged via a Lloyds Banking Group authorised representative, Scottish Widows direct sales adviser or intermediary. In this case there is a 30 day option to cancel the investment. The ACD may offer other investors the right to cancel their contract - in which case there is generally a 30-day option to cancel. Investors opting to cancel may receive less than their original investment if the Share price had fallen subsequent to their initial purchase.

Regular Savings

Monthly contributions of £50 or more are payable under regular savings arrangements operated by the ACD in respect of certain Classes of Share within certain of the Funds (as specified below) by direct debit each month and, subject to the minimum monthly contribution of £50 per Class per month (and a minimum increase to those monthly contributions of not less than £10 per Class per month), can be varied or terminated at any time by the investor notifying the ACD. However, the ACD reserves the right on termination of the arrangements or cessation of monthly contributions for any reason other than termination of the arrangements to repurchase the Shares held under the arrangements, if the then total value of such Shares is less than the minimum holding specified in Appendix D in respect of the relevant Class of Shares. The ACD may, at its absolute discretion, accept monthly contributions lower than the minima stated above. An additional lump sum contribution of no less than the "Minimum Subsequent Investment" figure set out in Appendix D in respect of the relevant Class may be made at any time.

Shares under a regular savings arrangement will be purchased (on a forward price basis) on the day on which the direct debit operates. Where this falls on a Saturday, Sunday, public holiday or other non-Dealing Day or any other day on which the Net Asset Value of the Fund is not calculated, the price will be the next price calculated on the first working day thereafter. Twice every year, a communication detailing contributions and new Shares allocated will be sent to all investors under such a regular savings arrangement. Further, every year (but not necessarily at the same time as the communication referred to in the foregoing sentence), a tax certificate detailing allocations of income will be sent to all investors under such a regular savings arrangement.

In respect of each Fund, the Classes of Share which are available for regular savings arrangements are:-

American Smaller Companies Fund, Emerging Markets Fund, International Bond Fund, Latin American Fund and UK Smaller Companies Fund:-
Class A net accumulation shares

The other Share Classes of these Funds will not normally be available for regular savings arrangements.

Overseas Fixed Interest Tracker Fund, UK All Share Tracker Fund, UK Index-Linked Tracker, UK Fixed Interest Tracker:-
No Classes available for regular savings.

UK Tracker Fund

Class A net accumulation shares (but these are only available for regular savings arrangements through individual savings accounts).

The preceding paragraphs give only a brief summary of the regular savings arrangements offered by the ACD. Further details and an application form are available from the ACD on request.

Redemption of Shares

Subject as mentioned below under "Suspension of Dealings in Shares" in this Part 6, every Shareholder has the right on any Dealing Day in respect of a particular Fund to require that the Company redeems all or (subject as mentioned below) some of his Shares of a particular Class in relation to that Fund.

Requests to redeem Shares must be made to the ACD by telephone on 0845 845 0066 (in which case the identification procedures and controls required by the ACD from time to time must be satisfied) or

in writing signed by the Shareholder (or, in the case of joint Shareholders, each of them) sent to the ACD at 15 Dalkeith Road, Edinburgh EH16 5WL and must specify the number and Class of the Shares to be redeemed and the Fund to which they relate. Redemption requests made by telephone must be confirmed in writing, signed by the Shareholder (or, in the case of joint Shareholders, each of them), sent to the ACD at the address stated in this paragraph. The ACD may in future introduce the facility to request the redemption of Shares on-line.

Where the Shareholder wishes to redeem some only of those Shares, the ACD may decline to redeem those Shares (and the Shareholder may, therefore, be required to redeem his entire holding of those Shares) if either (1) the number or value of Shares which he wishes to redeem would result in the Shareholder holding Shares in a Fund with a value less than the minimum holding specified in Appendix D in respect of that Fund or (2) the value of the Shares in a Fund which the Shareholder wishes to redeem is less than the minimum partial redemption (if any) specified in Appendix D in respect of that Fund.

Not later than the end of the business day following the later of the receipt of the written redemption request or the telephone redemption request and the valuation point by reference to which the redemption price is determined, a contract note giving details of the number, Class and price of the Shares redeemed will be sent to the redeeming Shareholder (or the first-named, in the case of joint Shareholders) together with (if sufficient written instructions have not already been given) a form of renunciation for completion and execution by the Shareholder (or, in the case of joint Shareholders, by all of them).

Payment of the redemption monies will be made:-

- (a) in the case of a written redemption request, within four business days after the later of (1) receipt by the ACD of the written redemption request and (2) the valuation point following receipt by the ACD of the request to redeem; and
- (b) in the case of a telephone redemption request, within four business days after receipt by the ACD of written confirmation of the telephone redemption request.

Please note however that the ACD reserves the right to request additional information or proof of identity, in order to validate elements of the transaction and to comply with any relevant money laundering regulations. This may delay the despatch of any redemption proceeds to the shareholder. Until this proof is provided the ACD reserves the right to refuse to redeem shares or to delay processing and/or withhold any payments due to investors in respect of their investment and to discontinue any deals it is conducting on behalf of those investors.

Payment will be made by cheque or by direct credit via the BACS system.

Switching

A holder of Shares may, subject as mentioned below, at any time Switch all or some of those Shares (the "Original Shares") for Shares of another Class in relation to the same Fund or for Shares in relation to another Fund (in either case, the "New Shares"). No Switch will be effected during any period when the right of Shareholders to require the redemption of their Shares is suspended.

Switching requests must be made to the ACD by telephone on 0845 845 0066 (in which case the identification procedures and controls required by the ACD from time to time must be satisfied) or in writing sent to the ACD at 15 Dalkeith Road, Edinburgh EH16 5WL and must specify (1) the number and Class of the Original Shares to be Switched, (2) the Fund to which the Original Shares relate and (3) the Class of the New Shares and the Fund to which they relate. Switching requests made by telephone must be confirmed in writing sent to the ACD at the address stated in this paragraph.

Switching forms may be obtained from the ACD and the Shareholder may be required to complete a Switching form (which, in the case of joint Shareholders, must be signed by all the joint holders) and receipt by the ACD of a duly completed and signed Switching form may be required by the ACD before the Switch will be effected. The ACD may in future introduce the facility to request a Switch on-line.

Subject as mentioned above, a Switch will be effected as at the valuation point next following the time at which the Switching request or (if required by the ACD) the duly completed and signed Switching form is received by the ACD or as at such other valuation point as the ACD may agree at the request of the Shareholder. Where the Switch is between Shares of Funds that have different valuation points, the cancellation or redemption of the Original Shares shall take place at the next valuation point of the Fund to which the Original Shares relate following receipt (or deemed receipt) by the ACD of the Switching request or (if required by the ACD) the duly completed and signed Switching form and the issue or sale of the New Shares shall take place at the next subsequent valuation point of the Fund to which the New Shares relate.

On a Switch between Funds the ACD may at its discretion charge a fee, which is described below under "Switching Fee". There is currently no fee on a Switch between Classes in relation to the same Fund but the ACD reserves the right to introduce such a fee, at its discretion, in the future, subject always to compliance with the FSA Rules.

If the Switch would result in the Shareholder holding a number of Original Shares or New Shares of a value which is less than the minimum holding specified in Appendix D in respect of the Fund concerned, the ACD may, if it thinks fit, convert the whole of the Shareholder's holding of Original Shares into New Shares or refuse to effect the requested Switch of the Original Shares. The ACD shall refuse to effect a requested switch by a shareholder if any other conditions attached to the purchase or holding of New Shares are not satisfied with respect to that shareholder.

The number of New Shares to which the Shareholder will become entitled on a Switch will be determined by reference to the respective prices of New Shares and Original Shares at the valuation point applicable at the time the Original Shares are cancelled or redeemed or, where the Switch is between Shares of Funds that have different valuation points, by reference to the price of Original Shares at the valuation point applicable at the time the Original Shares are cancelled or redeemed and by reference to the price of New Shares at the valuation point applicable at the time of the issue or sale of the New Shares.

The ACD may at its discretion adjust the number of New Shares to be issued to reflect the imposition of any Switching fee (see below) together with any other charges or levies (including for the avoidance of doubt dilution adjustment) or SDRT provision in respect of the issue or sale of the New Shares or repurchase or cancellation of the Original Shares as may be permitted pursuant to the FSA Rules and this Prospectus.

A Switch of Shares in one Fund for Shares in another Fund is treated as a redemption and sale and will, for persons subject to United Kingdom taxation, be a realisation for the purposes of capital gains taxation.

A Shareholder who Switches Shares in one Fund for Shares in another Fund will not, in any circumstances, be given a right by law to withdraw from or cancel the transaction.

Dealing Charges, Dilution Adjustment and SDRT

Preliminary Charge

The ACD may make (and retain) a preliminary charge on the sale of Shares to be borne by the Shareholders. The current level of the preliminary charge is calculated as a percentage of the amount invested and the maximum level of the preliminary charge is calculated as a percentage of the single price. The current level and the maximum permitted level of the preliminary charge in respect of each Class of each Fund are set out in Appendix D. The ACD may only increase the preliminary charge in accordance with the FSA Rules.

Redemption Charge

The ACD may make (and retain) a charge on the redemption of Shares to be borne by the Shareholders. At present no redemption charge is levied.

The ACD may not introduce a redemption charge on the Shares or a change to the rate or method of calculation of a redemption charge once introduced which is adverse to shareholders unless in accordance with the FSA Rules.

Any redemption charge introduced will apply only to Shares sold since its introduction.

Switching Fee

On the Switching of Shares for Shares relating to another Fund the ACD may impose a Switching fee. The fee will not exceed an amount equal to the preliminary charge then applicable to the New Shares being acquired as a result of the Switch. The Switching fee is payable to the ACD.

There is currently no fee charged on a Switch to another Class of Share in the same Fund but the ACD reserves the right to introduce such a fee, at its discretion, in the future, subject always to compliance with the FSA Rules.

Dilution Adjustment

To mitigate the effects of dilution the ACD has the discretion to make a "dilution adjustment" on the sale and/or redemption of shares in a Fund. A dilution adjustment is an adjustment to the Share price. If there are net inflows into a Fund the dilution adjustment will increase the share price and if there are net outflows the Share price will be decreased.

The ACD may, at its discretion, make a dilution adjustment on the sale and/or redemption of Shares (including Switches) if, in its opinion, the existing Shareholders (for sales) or remaining Shareholders (for redemptions) might otherwise be materially affected. In particular, the ACD may make a dilution adjustment under the following circumstances:

- on a Fund experiencing net inflows or net outflows on any day equivalent to 2% or more of the Net Asset Value of that Fund;
- on a Fund experiencing large levels of net inflows relative to its size;
- where a Fund is in continual decline (is suffering a net outflow of investment);
- in any other case where the ACD believes that the imposition of a dilution adjustment is required to safeguard the interests of continuing shareholders.

On the occasions when the dilution adjustment is not made there may be an adverse impact on the total assets of a Fund.

As dilution is directly related to the inflows and outflows of monies from the relevant Fund it is not generally possible to predict accurately whether dilution will occur at any future point in time. Consequently it is also not generally possible to predict accurately how frequently the ACD will need to make such a dilution adjustment. However, for illustrative purposes, it is likely that if the ACD were applying dilution adjustment over the period from 1 December 2007 to 30 November 2009, a dilution adjustment may have been made overall on 367 occasions and this would have been broken down as follows:-

Fund	Frequency of occasions on which dilution adjustment would have applied
UK Smaller Companies Fund	23
Overseas Fixed Interest Tracker Fund	6
UK All Share Tracker Fund	60
UK Fixed Interest Tracker Fund	8
UK Index-Linked Tracker Fund	49
International Bond Fund	50
Latin American Fund	47
Emerging Markets Fund	14
UK Tracker	84
American Smaller Companies	26

The amount of any dilution adjustment may vary over time and may differ for each Fund. Should the ACD at its discretion make a dilution adjustment it is estimated that a typical dilution adjustment may range from between 0.00% and 1.32%. This estimated range is based on future projections of movements within the Funds, and this can vary with underlying market conditions. Estimates of the amount of dilution adjustment based on securities held can be found in Appendix F.

SDRT and SDRT provision

The SDRT provision to be borne by the Shareholders relates to the liability of the Company (for which the ACD is accountable) in certain circumstances to pay SDRT, currently at the rate of 0.5%, on the value of redeemed Shares. Under the FSA Rules, the ACD has the power to require either or both of:-

- (i) the payment of an SDRT provision in respect of the issue or sale of Shares or any Class of Shares, and
- (ii) the deduction of an SDRT provision in respect of the redemption or cancellation of Shares or any Class of Shares, other than a cancellation of Shares resulting in a transfer of property that is such part of each description of asset in the Scheme Property of any Fund as is proportionate to, or as nearly as practicable proportionate to, the Shareholder's share in the relevant Fund.

If the ACD receives an SDRT provision in respect of any Share sold or to be sold by it or deducts an SDRT provision from the proceeds of redemption of a Share redeemed or cancelled by it, it will forthwith upon receipt pay it to the Depositary to become part of the Scheme Property of the Fund to which that Share relates.

The exercise of such a power would affect investors by increasing the payment required on the purchase of Shares and by decreasing the redemption proceeds received on the redemption or cancellation of Shares.

Except as mentioned below in the case of a large deal (meaning in this context a deal or group of connected deals which has a total value which represents 2% or more of the Net Asset Value of the relevant Fund) or a transfer of Shares between third parties, the ACD's current policy on the recovery of SDRT is for the amount of SDRT payable upon the redemption or cancellation of a Share to be met from the Scheme Property. In respect of a large deal or a transfer of Shares between third parties (which in either case is not exempt from SDRT), the ACD's current policy is that, at its discretion, it may require payment of an SDRT provision of such amount as is determined by the ACD but not exceeding the amount that would be derived by applying the prevailing rate of SDRT (currently 0.5%) to the market value of the Shares involved in the large deal or being transferred. Amounts so collected will be paid to the Depository to become part of the Scheme Property of the Fund to which those Shares relate.

Since launch of the Company, an SDRT provision was not made on any occasion and the ACD would not expect that such a provision would be applied in the future.

Other Dealing Information

Money Laundering

As a result of legislation in force in the United Kingdom to prevent money laundering, persons conducting investment business are responsible for compliance with money laundering regulations. Accordingly, in certain circumstances individuals may be asked to provide proof of identity when buying or selling Shares and, until satisfactory proof of identity is provided, the ACD reserves the right to refuse to issue or redeem Shares or to delay processing and/or withhold any payments due to individuals in respect of their investment and to discontinue any deals it is conducting on behalf of those individuals. The ACD also reserves the right to request additional information or proof of identity, in order to validate any element of a transaction(s) and to comply with any relevant money laundering regulations. In applying to buy Shares an individual gives permission to access this information in accordance with the Data Protection Act 1998.

In order to meet this requirement and for the prevention and detection of fraud, the ACD will access information from a credit reference agency* to confirm an individual's identity. They will authenticate an individual's name and address, which involves checking the details an individual supplies against those held on any databases that the company carrying out the checks on the ACD's behalf (or any similar company) has access to. This includes information from the Electoral Register. The ACD will use scoring methods to authenticate an individual's identity. Any search will not be used by lenders or insurers when assessing lending or insurance risks. Information may also be passed to financial and other organisations involved in money laundering and fraud prevention to protect the ACD and customers from theft and fraud. If false or inaccurate information is given and fraud is suspected, this will be recorded and shared with other organisations.

If an individual provides the ACD with information about another person, the individual providing the information confirms that they have been appointed to act for that person to consent to the processing of their personal data. This means that the other person will have been informed of the ACD's identity and the purpose for which their personal data will be processed, namely to verify their name and address. Where the ACD receives notification affecting the legal ownership of the plan, or the appointment of an attorney under a Power of Attorney or other circumstances where there are new parties associated with the contract, the same process as set out above will apply.

Please note that if an individual's name and address cannot be confirmed by using a credit reference agency the ACD may contact that individual to ask them to supply certain documents to verify their name and address. If asked, the ACD will advise which credit reference agency has been used to enable that individual to get a copy of their details from them.

*** please note the ACD only uses this agency to verify identity to fulfil anti-money laundering regulations and not to check credit worthiness.**

Restrictions and Compulsory Transfer and Redemption

Shares may not be acquired or held by any person in circumstances ("relevant circumstances") which constitute a breach of the law or governmental regulation (or any interpretation thereof by a competent authority) of any country or territory or which would (or would if other Shares were acquired or held in like circumstances) result in the Company incurring any liability to taxation or suffering any other adverse consequence (including a requirement to register under any securities or investment or similar laws or governmental regulation of any country or territory). In this connection, the ACD may from time to time impose such restrictions as it may think necessary for the purpose of ensuring that no Shares are so acquired or held and may, inter alia, reject in its discretion any application for the purchase, sale or Switching of Shares.

If it comes to the notice of the ACD that any Shares ("affected Shares") are owned whether beneficially or otherwise in any of the relevant circumstances or if it reasonably believes this to be the case, the ACD may give notice to the holder(s) of the affected Shares requiring the transfer of such Shares to a person who is qualified or entitled to own them or the Switch, where possible, of the affected Shares for other Shares the holding or acquisition of which would not fall within any of the relevant circumstances ("non-affected Shares") or that a request in writing be given for the redemption or cancellation of such Shares in accordance with the FSA Rules. If any person upon whom such a notice is served does not within 30 days after the date of such notice transfer his affected Shares to a person qualified to own them or Switch his affected Shares for non-affected Shares or establish to the satisfaction of the ACD (whose judgement is final and binding) that he and any person on whose behalf he holds the affected Shares are qualified and entitled to own the affected Shares, he shall be deemed upon the expiration of that 30 day period to have given a request in writing for the redemption or cancellation of all the affected Shares pursuant to the FSA Rules.

A person who becomes aware that he is holding or owns affected Shares in any of the relevant circumstances shall forthwith, unless he has already received a notice as aforesaid, either transfer all his affected Shares to a person qualified to own them or, where possible, Switch the affected Shares for non-affected Shares or give a request in writing for the redemption or cancellation (at the discretion of the ACD) of all his affected Shares pursuant to the FSA Rules.

If:-

- (a) at any time when Shares in respect of which income is allocated or paid without deduction of UK income tax ("gross paying shares") are in issue, the Company or the ACD becomes aware that the holder of such gross paying shares has failed or ceased to be entitled to have income so allocated or paid; or
- (b) at any time the Company or the ACD becomes aware that the holder of any Shares has failed or ceased for whatever reason to be entitled to hold those Shares;

the Company shall, without delay, treat the Shareholder concerned as if he had served on the Company a switching notice requesting Switching of all such Shares owned by such Shareholder for Shares (which in the case of a holder referred to in (a) above shall be Shares in respect of which income is allocated or paid net of tax ("net paying shares")) of the Class or Classes which, in the opinion of the ACD, most nearly equates to the Class or Classes of Shares originally held by that Shareholder.

If:-

- (a) at any time when gross paying shares are in issue, a Shareholder who holds gross paying shares fails or ceases to be entitled to have income so allocated or paid without deduction of UK income tax; or
- (b) at any time the holder of any Shares fails or ceases for whatever reason to be entitled to hold those Shares;

he shall, without delay, give notice thereof to the Company and the Company shall, upon receipt of such a notice (if no request has been made for the transfer or repurchase of such Shares) treat the Shareholder concerned as if he had served on the Company a switching notice requesting Switching of all such Shares owned by such Shareholder for Shares (which in the case of a Shareholder referred to in (a) above shall be net paying shares) of the Class or Classes which, in the opinion of the ACD, most nearly equates to the Class or Classes of Shares originally held by that Shareholder.

Issue of Shares in Exchange for In Specie Assets

On request, the ACD may, at its discretion, arrange for the Company to issue Shares in exchange for assets other than money, but will only do so where the Depositary has taken reasonable care to ensure that the Company's acquisition of those assets in exchange for the Shares concerned is not likely to result in any material prejudice to the interests of Shareholders.

The ACD will ensure that the beneficial interest in the assets is transferred to the Company with effect from the issue of the Shares.

The ACD will not issue Shares relating to any Fund in exchange for assets the holding of which would be inconsistent with the investment objective of that Fund.

In Specie Redemptions

If a Shareholder requests the redemption or cancellation of Shares and the ACD considers the same to be substantial in relation to the total size of the Fund concerned, the ACD may arrange that, instead of payment of the price of the Shares in cash, the Company cancels the Shares and transfers to the Shareholder assets out of the Scheme Property of the relevant Fund or, if required by the Shareholder, the net proceeds of sale of those assets.

Before the proceeds of the redemption of Shares become payable, the ACD must give written notice to the Shareholder that assets out of the Scheme Property of the relevant Fund (or the net proceeds of sale thereof) will be transferred to that Shareholder.

The ACD will select in consultation with the Depositary the assets within the Scheme Property of the relevant Fund to be transferred or sold. The Depositary may pay out of the Scheme Property assets other than cash as payment for cancellation of Shares only if it has taken reasonable care to ensure that the property concerned would not be likely to result in any material prejudice to the interests of Shareholders.

The assets within the Scheme Property of the relevant Fund to be transferred (or the proceeds of sale thereof) shall be subject to the retention by the Depositary of Scheme Property including cash) of a value or amount equivalent to any redemption charge, dilution adjustment or SDRT provision to be paid in relation to the redemption of shares.

Suspension of Dealings in Shares

The ACD may, with the prior agreement of the Depositary, and must without delay if the Depositary so requires temporarily suspend the issue, cancellation, sale and redemption of Shares in any or all of the Funds where due to exceptional circumstances it is in the interests of all the Shareholders in the relevant Fund or Funds. The ACD and the Depositary must ensure that the suspension is only allowed to continue for as long as is justified having regard to the interests of Shareholders.

The ACD will notify Shareholders as soon as is practicable after the commencement of the suspension, including details of the exceptional circumstances which have led to the suspension, in a clear, fair and not misleading way and giving Shareholders details of how to find further information about the suspensions.

Where such suspension takes place, the ACD will publish details on its website or other general means, sufficient details to keep Shareholders appropriately informed about the suspension, including, if known, its possible duration.

During the suspension, none of the obligations in COLL 6.2 (Dealing) will apply but the ACD will comply with as much of COLL 6.3 (Valuation and Pricing) during the period of suspension as is practicable in light of the suspension.

Suspension will cease as soon as practicable after the exceptional circumstances leading to the suspension have ceased but the ACD and the Depositary will formally review the suspension at least every 28 days and will inform the FSA of the review and any change to the information given to Shareholders.

The ACD may agree during the suspension to deal in Shares in which case all deals accepted during and outstanding prior to the suspension will be undertaken at a price calculated at the first Valuation Point after the restart of dealings in Shares.

Governing Law

All dealings in Shares will be governed by Scots law.

Electronic Communications

Currently, transfers of title to Shares may not be effected on the authority of an electronic communication.

7. Fees and Expenses

The Company, the Depositary, the Custodian, the ACD, the Investment Adviser, the Auditor (or any other "affected person") are not liable to account to each other or to Shareholders for any profits or benefits made or received which derive from or in connection with dealings in the shares, or any transaction in the Scheme Property or the supply of services to the Company.

Expenses

Each Fund formed after the date of the Prospectus may bear its own direct authorisation and establishment costs.

The Company may also pay the following expenses (including value added tax, where applicable) out of the property of any one or more of the Funds (although UK Tracker Fund is currently treated differently in respect of which see below):-

- (a) the fees and expenses payable to the ACD and to the Depositary (further details of these fees and expenses are given below);
- (b) fees and expenses in respect of establishing and maintaining the Register and any plan registers and related functions (whether payable to the ACD or any other person);
- (c) expenses incurred in acquiring and disposing of investments;
- (d) expenses incurred in distributing income to Shareholders;
- (e) fees in respect of the publication and circulation of details of the Net Asset Value of each Fund and each Class of Shares of each Fund;
- (f) the fees and expenses of the auditors and legal, tax and other professional advisers of the Company and of the ACD;
- (g) the costs of convening and holding meetings of Shareholders (including meetings of Shareholders in any particular Fund or in any particular Class within a Fund);
- (h) the costs of printing and distributing reports, accounts and any Prospectus (except for the distribution of any Simplified Prospectus);
- (i) the costs of publishing prices and other information which the ACD is required by law to publish and any other administrative expenses;
- (j) taxes and duties payable by the Company;
- (k) interest on and charges incurred in relation to borrowings;
- (l) any amount payable by the Company under any indemnity provisions contained in the Instrument of Incorporation or any agreement with any of the persons mentioned above under Part 2 above ("Management and Administration");
- (m) fees of the FSA under Schedule 1, Part III of the Act and the corresponding periodic fees of any regulatory authority in a country or territory outside the United Kingdom in which Shares are or may be marketed;
- (n) fees and expenses in connection with the listing of Shares on any stock exchange;
- (o) any costs incurred in modifying the Instrument of Incorporation or the Prospectus;
- (p) any expenses properly incurred by the Depositary in performing duties imposed upon it (or exercising powers conferred on it) by the FSA Rules or the OEIC Regulations. The relevant duties include (but are not limited to) the delivery of stock to the Depositary or the Custodian, the custody of assets, the collection of income, the submission of tax returns, the handling of tax claims, the preparation of the Depositary's annual report and any other duties the Depositary is required to perform by law;
- (q) insurance which the Company may purchase and/or maintain for the benefit of and against any liability incurred by any directors of the Company in the performance of their duties;
- (r) liabilities on amalgamation or reconstruction arising where the property of a body corporate or another collective investment scheme is transferred to the Depositary in consideration for the issue of Shares to the shareholders in that body or to participants in that other scheme, provided that any liability arising after the transfer could have been paid out of that other property had it arisen before the transfer and, in the absence of any express provision in the Instrument of Incorporation forbidding such payment, the ACD is of the opinion that proper provision was made for meeting such liabilities as were known or could reasonably have been anticipated at the time of transfer;
- (s) any costs incurred in forming a Fund or a Class of Shares; and
- (t) any other costs or expenses that may be taken out of the Company's property in accordance with the FSA Rules.

In the case of UK Tracker Fund, the expenses referred to in points (a), (b), (d)-(i), (m)-(q), (s) and (t) are not currently paid out of the property of that Fund, with the exception of the annual management charge referred to below which is paid out of the property of that Fund.

Expenses will be allocated between capital and income in accordance with the FSA Rules.

In the event that any expense, cost, charge or liability which would normally be payable out of income property attributable to a Class or Fund cannot be so paid because there is insufficient income property available for that purpose, such expense, cost, charge or liability may be paid out of the capital property attributable to that Class or Fund.

Charges payable to the ACD

In payment for carrying out its duties and responsibilities the ACD is entitled to receive out of the assets of each Fund an annual management charge which accrues daily in respect of successive daily accrual intervals, is reflected in the value of the Shares on a daily basis and is paid out of each Fund at monthly intervals. The annual management charge is calculated separately in respect of each Class of Shares in relation to a Fund as a percentage rate per annum of the proportion attributable to that Class of the Net Asset Value of that Fund. It is calculated on a daily basis by reference to that proportion of the Net Asset Value of that Fund at the first or only valuation point on the previous Dealing Day in respect of that Fund (but, in respect of the first day on which there is property in that Fund, there will be no annual management charge). The current rate of annual management charge and the maximum rate of annual management charge permitted in respect of each Class of Share in relation to each Fund are set out in Appendix D. Any value added tax on the annual management charge will be added to that charge.

On a winding up of the Company or a Fund or on the redemption of a Class of Shares of a Fund, the ACD is entitled to its pro rata fees and expenses to the date of termination and any additional expenses necessarily realised in settling or receiving any outstanding obligations.

The ACD is also entitled to all reasonable, properly vouched out-of-pocket expenses incurred in the performance of its duties.

The ACD may only increase its remuneration for its services in accordance with the FSA Rules

Depositary's Fee

The Depositary is entitled to receive out of the property of each Fund (although UK Tracker Fund is currently treated differently, in respect of which see below), by way of remuneration, a periodic charge which will accrue daily and will be paid monthly. The rate or rates of the Depositary's periodic charge in respect of each Fund shall be agreed between the ACD and Depositary from time to time in accordance with the FSA Rules and shall not exceed a rate of 0.5% per annum of the Net Asset Value plus VAT. The rate of periodic charge may in respect of each fund be subject to a minimum annual charge of £25,000 per annum plus VAT.

The current rate is 0.008% per annum, charged on the value of the relevant Fund, represented by the net asset value of the Fund calculated on each business day.

The valuation used for each day which is not a Dealing Day in respect of that Fund will be the value calculated on the previous Dealing Day in respect of that Fund. Value Added Tax on the amount of the periodic charge will be paid out of each Fund in addition.

The Depositary Agreement between the Company and the Depositary provides that in addition to a periodic charge the Depositary may also be paid by way of remuneration custody fees where it acts as Custodian and other transaction and bank charges. The amount of such fees and charges shall be as agreed from time to time by the Company and the Depositary in accordance with the FSA Rules. At present the Depositary does not itself act as Custodian.

In the case of UK Tracker Fund, the Depositary's periodic charge is not currently paid out of the property of that Fund but will be borne by the ACD.

In addition to the remuneration referred to above, the Depositary is entitled to receive reimbursement for expenses properly and reasonably incurred by it in discharge of its duties or exercising any powers conferred upon it in relation to the Company and each Fund. Such expenses include, but are not restricted to:

- (i) the charges and expenses payable to State Street Bank & Trust Company ("SSBTC") to whom the Depositary has delegated the function of custody of the scheme property, such charges being the subject of agreement between the Depositary, the Company and SSBTC (subject to the FSA Rules) from time to time. The remuneration for acting as custodian is calculated at such rate and/or amount as the ACD, the Depositary and the Custodian may from time to time agree which will not in respect of each Fund exceed 2% per annum based on the market value of the stock involved plus VAT (if any) (subject to a minimum amount of £30,000 per annum plus VAT, (if any)). In addition the custodian makes a transaction charge determined by the territory, or country in which the transaction is effected which will not in respect of each Fund exceed £400 per transaction plus VAT (if any).

The cost of custody generally depends upon the market value of the stock involved. As at 31 December 2005 the cost of custody ranges from 0.0025% per annum to 0.4% per annum of the market value of the stock involved plus VAT (if any) and the range of transaction charges was between £10 and £150 plus VAT (if any). With effect from 1 January 2006 the custody and transaction charges will be modified over time (which will be a reduction over time) so that by 1 January 2008 the range of custody charges applicable to each Fund will range from 0.002% to 0.5% per annum plus VAT (if any) and the range of transaction charges applicable to each Fund will range from between £5 and £100 plus VAT (if any).

- (ii) all charges imposed by, and any expenses payable to, any agents appointed by the Depositary to assist in the discharge of its duties.
- (iii) all charges and expenses incurred in connection with the collection and distribution of income.
- (iv) all charges and expenses incurred in relation to the preparation of the Depositary's annual report to Shareholders.
- (v) all charges and expenses incurred in relation to stocklending or other transactions.
- (vi) fees and expenses payable to any professional adviser advising or assisting the Depositary, when deemed necessary in connection with the proper performance of its duties (except to the extent that such advice is required as a result of any failure by the Depositary or its officers, directors, employees or delegates to perform its duties under the Depositary Agreement or applicable law or regulation).

Introduction or increase of remuneration of Depositary or Custodian

Remuneration payable out of the Scheme Property to the Depositary or Custodian can only be introduced or increased in accordance with the FSA Rules.

Investment Adviser's Fee

The Investment Adviser will be paid by the ACD out of its annual management fee.

Registrar's Fee

In addition to its annual management charge, the ACD is entitled to a fee out of the Scheme Property of the Funds (although UK Tracker Fund is currently treated differently, in respect of which see below) for acting as Registrar, which will accrue daily and will be paid monthly.

The amount of the said fee in respect of each Fund shall be 0.1% per annum of the Net Asset Value plus VAT (if any).

In the case of UK Tracker Fund, the Registrar's fee is not currently paid out of the property of that Fund but is borne by the ACD.

Auditor's Fee

The Auditors will be paid a fee for each Fund in payment for carrying out its duties as Auditor. Any such fees are subject to annual review which is carried out in November each year. For the accounting year 1st April 2006 - 31 March 2007 the fee for UK Smaller Companies, UK Index Linked Tracker, UK All Share Tracker and UK Fixed Interest Tracker Funds is £6,490, plus VAT (if any); the fee for Overseas Fixed Interest Tracker and American Smaller Companies Funds is £7,620, plus VAT (if any); the fee for International Bond, Emerging Markets and Latin American Funds is £8,480, plus VAT (if any). These fees are payable per Fund out of the Scheme Property. The ACD will bear the Auditor's fee in relation to the UK Tracker Fund. The ACD may, at its discretion from time to time, choose whether or not to bear the Auditors' fees for any of the Funds in whole or in part. The Auditors' fee accrues daily and is paid annually.

8. Accounting and Income

Accounting Periods

The annual accounting period of the Company will end on 31 March ("the accounting reference date") in each year. The half-yearly accounting period will end on 30 September in each year.

Annual Reports

Annual long and short reports of the Company will be published within four months following the end of the annual accounting period. Half-yearly long and short reports will be published within two months following the end of the half-yearly accounting period. The ACD will prepare both the annual and the half-yearly reports in long and short form and all Shareholders who are shareholders at close of business on the last day of the relevant accounting period shall receive a copy of the relevant short report.

Copies may be inspected at the offices of the ACD at 15 Dalkeith Road, Edinburgh, EH16 5WL. Copies may also be obtained from the ACD at that address. Shareholders are entitled to apply for and receive the long form reports.

Income

Allocations of income are made in respect of the income available for allocation in each accounting period (whether annual or interim). The annual and interim income allocation dates, if any, for each Fund are given in Appendix D. Allocations of income for each Fund will be made on or before the relevant income allocation date. Payment of income distributions will normally be made by bank transfer (BACS) but may be made by cheque.

The amount available for allocation in respect of any Fund in any accounting period will be calculated in accordance with the FSA Rules by taking the aggregate of the income received or receivable for the account of the relevant Fund in respect of that period and deducting the charges and expenses of the relevant Fund paid or payable out of income in respect of that accounting period and adding the ACD's best estimate of any relief from tax on such charges and expenses. The ACD will then make such other adjustments as it considers appropriate (and after consulting the Company's auditors as appropriate) in relation to taxation, income equalisation, income unlikely to be received within 12 months following the relevant income allocation date, income which should not be accounted for on an accrual basis because of lack of information as to how it accrues, transfers between the income and capital account and any other adjustments (including for reimbursement of set up costs) which the ACD considers appropriate after consulting the Company's auditors. The ACD does not currently intend to operate smoothing of income distributions.

The Company will allocate the amount available for allocation between the Classes of Shares in issue relating to a Fund in accordance with the respective proportionate interests of each such Class of Shares calculated in the manner described in Appendix C.

If a distribution payment of a Fund remains unclaimed for a period of six years after it has become due, it will be forfeited and will revert to and become part of the Scheme Property of that Fund. Thereafter neither the shareholder nor his successor will have any right to it except as part of the capital property of the Fund.

Income Equalisation

Income equalisation is currently distributed in relation to each Fund.

Part of the purchase price of a Share reflects the relevant share of accrued income received or to be received by the Company. This capital sum ("income equalisation"), where distributed, is returned to a Shareholder with the first allocation of income to the Share in question in respect of the accounting period in which it was issued or sold.

The amount of income equalisation in respect of an accounting period is calculated by dividing the aggregate of the amounts of income included in the prices of all Shares issued or sold to Shareholders during that accounting period by the number of those Shares and applying the resultant average to each of those Shares.

In the two preceding paragraphs, "accounting period" means any interim accounting period, the period between the end of the last interim accounting period in an annual accounting period and the end of that annual accounting period and, where there is no interim accounting period in an annual accounting period, the annual accounting period itself.

The ACD may, subject to compliance with the FSA Rules and the OEIC Regulations, decide that income equalisation is to cease to be distributed in respect of any Fund, in which case, it shall instead be accumulated as part of the capital property of the Fund.

9. UK Taxation

The information given under this heading is for general guidance only and does not constitute legal or tax advice. Prospective investors should consult their own professional advisers as to the implications of subscribing for, purchasing, holding, Switching or disposing of Shares under the laws of the jurisdiction in which they are resident for tax purposes.

The Company

Each Fund is exempt from UK tax on dividends received from UK companies and, with effect from 1 July 2009, this exemption has been extended to dividends received from overseas companies (subject to certain conditions). Each Fund can choose to elect to tax particular overseas dividends and, where it makes such an election, these dividends will be included in the taxable income of the Fund. Most other sources of income (e.g. interest income) will also constitute taxable income of each Fund. Each Fund will be subject to corporation tax at 20% on its taxable income after deducting allowable expenses and interest distributions (see below) and subject to relief for any foreign tax suffered in respect of that taxable income.

Gains and losses on creditor relationships (e.g. loan stocks, corporate bonds, gilts) will not be taxable if they are included in the accounts as 'net gains/losses on investments' or 'other gains/losses'.

Capital gains realised on the disposal of the investments held by any of the Funds are not subject to UK corporation tax. However, in certain circumstances, income may be deemed to arise for tax purposes in respect of certain investments (e.g. interests in limited partnerships and material interests in offshore funds) notwithstanding that the income concerned has not been received as such by the Fund.

Stamp Duty/SDRT

Stamp duty or SDRT may be payable by the Company on the purchase of investments or in respect of any transfers of assets between Funds.

Shareholders

Allocations of income to Shareholders are treated as taxable distributions regardless of whether the income is retained within the Fund or actually paid to Shareholders.

Income – dividend distributions

Any dividend distribution made by the Fund will be treated as if it were a dividend from a UK company. No deduction of UK income tax is made from a dividend distribution, but the dividend distribution will come with an associated tax credit of one-ninth of the amount of the dividend. This tax credit will satisfy the tax liability of UK resident individual Shareholders subject to basic rate income tax.

- Individual Shareholders who are liable to income tax at the higher rate must pay further tax of 22.5% of the aggregate of the dividend plus the associated tax credit, equivalent to 25% of the actual dividend receipt. From 6 April 2010, shareholders whose income exceeds £150,000 per year will be subject to the new additional rate of income tax at 50%. These individual Shareholders must pay further tax of 32.5% of the aggregate of the dividend plus the associated tax credit, equivalent to 36.1% of the actual dividend receipt.
- Shareholders who are UK resident non-taxpayers will be unable to reclaim any part of the tax credit. Likewise, no reclaim can be made in respect of Shares held through an ISA or Child Trust Fund.

Corporate Shareholders within the charge to UK corporation tax receive this income distribution and associated tax credit as franked investment income to the extent that the distribution relates to underlying franked investment income (before deduction of expenses, but net of UK corporation tax) for the period in respect of which the distribution is made. Any part of the distribution which is not received as franked investment income is deemed to be an annual payment from which income tax at a rate of 20% has been deducted. Any repayment of the tax deemed to have been deducted is

restricted by reference to the Shareholder's proportion of the UK corporation tax liability of the Fund for the period.

Non-UK resident Shareholders will generally not be entitled to a refund from HMRC of the tax credit (or any proportion of it) in respect of dividend income allocations although this tax credit will usually satisfy their UK income tax liability (if any) on that income. They may also be assessable on this dividend income in their country of residence but this liability may depend on the terms of any double taxation agreement which exists between their country of residence and the UK. In certain circumstances the tax credit may be offset against any liability to income tax in their country of residence.

Income – interest distributions

A Fund for which the market value of its "qualifying investments" (mainly interest generating assets) exceeds 60% of the market value of all its investments throughout the distribution period (a "Bond" fund for UK tax purposes) may make an interest distribution instead of a dividend distribution. The amount of the interest distribution is deductible in computing the Fund's income for corporation tax purposes. The type of distribution currently paid by each Fund is detailed below and details of whether a particular Fund is currently a Bond fund for UK tax purposes are set out in Appendix D.

Interest distributions are normally paid after deduction of UK income tax at the rate of 20%. However, income tax will not need to be deducted from interest distributions to certain categories of Shareholders, including individuals not ordinarily resident in the UK, non-resident companies (provided certain conditions are met), ISA investors, Child Trust Fund investors, charities, pension funds, companies within the charge to UK corporation tax and partnerships where every partner would be entitled to gross payment. Investors who demonstrate that they fall within one of these categories may hold gross paying Shares in the relevant Fund, if available.

For individual UK resident Shareholders, the gross interest distributions will be subject to UK income tax at 20% in the case of basic rate taxpayers or 40% in the case of higher rate taxpayers. The tax deducted will therefore satisfy in full the tax liability on the interest distributions of Shareholders subject to basic rate income tax, but higher rate taxpayers will have extra tax to pay, equal to a further 20% of the gross interest distribution, equivalent to 25% of the net receipt. From 6 April 2010, shareholders whose income exceeds £150,000 per year will be subject to the new additional rate of income tax at 50%. These individual Shareholders must pay further tax of 30% of the gross interest distribution, equivalent to 37.5% of the net receipt.

Shareholders eligible for the starting rate of tax for savings income will be subject to income tax at 10% on interest distributions. Part of the tax deducted will satisfy their liability leaving part to be reclaimed from HMRC. UK resident non-taxpayers may also claim a refund of the UK income tax deducted from HMRC. In the case of Shares held through an ISA or Child Trust Fund, the account manager may claim a refund from HMRC of any UK income tax deducted. A non-resident Shareholder may also be entitled to receive a repayment of any UK income tax deducted, under a relevant double taxation agreement.

UK companies are subject to UK corporation tax on gross interest distributions, whether paid or allocated to them.

The type of distribution currently paid by each Fund is as follows:

Fund Name	Interest/Dividend Distribution
American Smaller Companies Fund	Dividend

Emerging Markets Fund,	Dividend
International Bond Fund,	Interest
Latin American Fund,	Dividend
Overseas Fixed Interest Tracker Fund,	Interest
UK All Share Tracker Fund,	Dividend
UK Fixed Interest Tracker Fund,	Interest
UK Index-Linked Tracker Fund,	Interest
UK Smaller Companies Fund,	Dividend
UK Tracker Fund	Dividend

Capital Gains

Shareholders who are resident in the UK for tax purposes may be liable to capital gains tax or, where the Shareholder is a company, corporation tax in respect of gains arising from the sale, exchange or other disposal of Shares (including Switches between Funds but not Switches between Classes in respect of the same Fund).

Capital gains made by individual Shareholders on disposals from all chargeable sources of investment will be tax free if the net gain (after deduction of allowable losses) falls within an individual's annual capital gains exemption. For the tax year 2009/2010 the first £10,100 of an individual's net chargeable gains are exempt from capital gains tax; gains in excess of this amount are taxed at a flat rate of tax of 18%.

Shareholders chargeable to UK corporation tax must include all chargeable gains realised on the disposal of Shares in their taxable profits. The amount chargeable will be reduced by indexation allowance.

Special provisions apply to a UK corporate Shareholder which invests in a Bond Fund (see "Income - interest distributions" above). Where this is the case, the corporate Shareholder's Shares in the Fund are treated for tax purposes as rights under a creditor loan relationship. This means that the increase or decrease in value of the Shares during each accounting period of the corporate shareholder is treated as a loan relationship credit or debit, as appropriate, and constitutes income (as opposed to a capital gain) for tax purposes and, as such, is taxed in the year it arises.

A life insurance company investing in a Fund may in certain circumstances be treated as realising an annual chargeable gain based on the deemed disposal of its Shares for the purposes of corporation tax on capital gains. Any gain or allowable loss arising on the deemed disposal is brought into account for tax purposes as to one-seventh in the accounting period of disposal, and one-seventh (reduced pro rata if an accounting period is less than 12 months) in respect of each of the six subsequent accounting periods.

The amount representing the income equalisation element of the Share price is a return of capital and is not taxable as income in the hands of Shareholders. This amount should be deducted from the cost of Shares in computing any capital gain realised on a subsequent disposal.

EU Savings Directive

Following implementation of the EU Savings Directive into UK law, details of "savings income payments" made to individuals resident in another member state within the European Union or resident within certain other jurisdictions, must be reported to HMRC. In the context of the Company and a UK established paying agent, a distribution from a Fund will be a "savings income payment" if the Fund holds more than 15% of its assets in money debts. In addition, income realised upon the sale or redemption of Shares will be a savings income payment if the Fund holds more than 40% of its assets in money debts.

The foregoing statements are based on UK law and HMRC practice as known at the date of this Prospectus and are intended to provide general guidance only. Shareholders and applicants for Shares are recommended to consult their professional advisers if they are in any doubt about their tax position.

10. Meetings of Shareholders, Voting Rights and Changes to the Scheme

In this section "relevant Shareholder" in relation to a general meeting of Shareholders means a person who is a Shareholder on the date seven days before the notice of that general meeting is sent out but excludes any person who is known to the ACD not to be a Shareholder at the time of the general meeting.

Convening and Requisition of Meetings

The ACD may convene a general meeting of Shareholders at any time. The ACD has dispensed with the requirement to hold an annual general meeting of Shareholders by resolution dated May 2005 pursuant to Regulation 37A of the OEIC Regulations. This means there will be no further annual general meetings of Shareholders.

Shareholders may also requisition a general meeting of the Company. A requisition by Shareholders must be deposited at the head office of the Company, state the objects of the meeting, be dated and be signed by Shareholders who, at the date of the requisition, are registered as holding not less than one-tenth in value of all Shares then in issue. The ACD must convene a general meeting of Shareholders for a date no later than eight weeks after the receipt of the requisition.

Service of Notice to Shareholders

Any notice or documents will be served on Shareholders in writing by post to the Shareholders' postal address as recorded in the Register.

Notice and Quorum

All relevant Shareholders will be given at least 14 days' notice of a general meeting of Shareholders and, except as mentioned below, are entitled to be counted in the quorum and vote at such meeting either in person or by proxy. The quorum for a meeting is two Shareholders, present in person or by proxy.

Voting rights

At a meeting of Shareholders, on a show of hands every relevant Shareholder who (being an individual) is present in person or (being a body corporate) is present by its representative properly authorised in that regard has one vote.

On a poll vote, a relevant Shareholder may vote either in person or by proxy. The voting rights attaching to each Share are such proportion of the voting rights attached to all the Shares in issue as the price of the Share bears to the aggregate price(s) of all the Shares in issue at the date seven days before the notice of meeting is sent out.

A relevant Shareholder entitled to more than one vote need not, if he votes, use all his votes or cast all the votes he uses in the same way.

Except where the FSA Rules or the Instrument of Incorporation require an extraordinary resolution (which needs 75% of the votes validly cast at the meeting to be in favour in order for the resolution to be passed), any resolution required by the FSA Rules or the OEIC Regulations will be passed by a simple majority of the votes validly cast for and against the resolution.

In the case of joint holders of a Share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the Register.

The ACD may not be counted in the quorum for, and neither the ACD nor any associate (as defined for the purposes of the FSA Rules) of the ACD is entitled to vote at, any meeting of Shareholders except in respect of Shares which the ACD or associate holds on behalf of or jointly with a person who, if himself the registered Shareholder, would be entitled to vote and from whom the ACD or associate has received voting instructions.

Where a resolution (including an extraordinary resolution) is required to conduct business at a meeting of Shareholders and every Shareholder is prohibited under the FSA Rules from voting, a resolution may, with the prior written agreement of the Depositary, instead be passed with the written consent of Shareholders representing 50% or more, or for an extraordinary resolution 75% or more, of the Shares in issue.

Class Meetings and Fund Meetings

The provisions described above, unless the context otherwise requires, apply both to Class meetings and to meetings of holders of Shares relating to a particular Fund as they apply to general meetings of Shareholders but by reference to Shares of the Class or relating to the relevant Fund and the holders and prices of such Shares.

Variation of Class Rights

The rights attached to a Class or a Fund may not be varied without the sanction of a resolution passed at a meeting of holders of Shares of that Class or relating to that Fund by a simple majority of the votes validly cast for and against that resolution.

Notifying Shareholders of Changes

The ACD is required to seek Shareholder approval to, or notify Shareholders of, various types of changes to the Funds. The form of notification, and whether Shareholder approval is required, depends upon the nature of the proposed change.

A fundamental change is a change or event which changes the purpose or nature of a Fund, which may materially prejudice a shareholder; or alter the risk profile of the Fund; or which introduces any new type of payment out of the scheme property of the Fund. For fundamental changes, the ACD must obtain Shareholder approval, normally by way of an extraordinary resolution (which needs 75% of the votes cast to be in favour if the resolution is to be passed).

A significant change is a change or event which is not fundamental but which affects a Shareholder's ability to exercise his rights in relation to his investment; which would reasonably be expected to cause the Shareholder to reconsider his participation in a Fund; or which results in any increased payments out of the Fund to the ACD or its associates; or which materially increases payments of any other type out of a Fund. The ACD must give reasonable prior notice (not less than sixty days) in respect of any such proposed significant change.

A notifiable change is a change or event of which a Shareholder must be made aware but, although not considered by the ACD to be insignificant, it is not a fundamental change or a significant change.

The ACD must inform Shareholders in an appropriate manner and time scale of any such notifiable changes.

11. Winding Up of the Company or any Fund

The Company may be wound up as an unregistered company under Part V of the Insolvency Act 1986 or under the FSA Rules. A Fund may be wound up only under the FSA Rules.

The Company or a Fund may be wound up under the FSA Rules:-

- (a) if an extraordinary resolution to that effect is passed at a meeting of the Company or of the holders of Shares of all Classes relating to that Fund; or
- (b) if the period (if any) fixed for the duration of the Company or a particular Fund by the Instrument of Incorporation expires; or
- (c) if the event (if any) occurs on the occurrence of which the Instrument of Incorporation provides that the Company or a Fund is to be wound up – an example of such an event in relation to any Fund is the ACD deciding in its absolute discretion to terminate that Fund if at, or at any time after, the first anniversary of the date of the first issue of Shares relating to that Fund the Net Asset Value of that Fund is less than £10 million or if a change in the laws or regulations of any country means that, in the opinion of the ACD, is desirable to terminate the Fund; or
- (d) on the date of effect stated in any agreement by the FSA to a request by the ACD for the revocation of the authorisation order in respect of the Company or for the termination of the Fund.

Where the Company or a Fund is to be wound up under the FSA Rules, notice of the proposals for winding up the Company or the relevant Fund must be given to the FSA for approval (or deemed approval). This notice cannot be given to the FSA unless the ACD provides a statement (following an investigation into the affairs of the Company) which either confirms that the Company will be able to meet all its liabilities within 12 months of the date of the statement or states that such confirmation cannot be given. The Company may not be wound up under the FSA Rules if there is a vacancy in the position of the ACD at the relevant time.

On the winding up commencing:-

- (a) COLL 6.2, COLL 6.3 and COLL 5 of the FSA Rules (which relate to the dealing in and the valuation and pricing of Shares and to investment and borrowing powers respectively) will cease to apply to the Company or the relevant Fund;
- (b) the Company will cease to issue and cancel Shares of all Classes or (where a particular Fund is to be wound up) Shares of all Classes relating to that Fund and the ACD will cease to sell or redeem such Shares or arrange for the Company to issue or cancel them;
- (c) no transfer of a Share or (where a particular Fund is to be wound up) a Share in that Fund will be registered and no other change to the Register will be made without the sanction of the ACD; and
- (d) where the Company is being wound up, the Company will cease to carry on its business except in so far as may be required for the beneficial winding up of the Company;

- (e) the corporate status and powers of the Company and (subject as mentioned above) the ACD shall continue until the Company is dissolved.

The ACD shall, as soon as practicable after the Company or a Fund falls to be wound up, realise the assets of the Company or (as the case may be) the relevant Fund and, after paying out or retaining adequate provision for all liabilities properly payable and retaining provision for the costs of winding up, may make one or more interim distributions of the proceeds to Shareholders proportionately to their rights to participate in the Scheme Property of the Company or the relevant Fund. On or prior to the date on which the final account is sent to Shareholders, the ACD will also make a final distribution to Shareholders of any remaining balance in the same proportions as mentioned above.

Following the completion of the winding up of the Company, the Depositary must as soon as is reasonably practicable notify the FSA of that fact.

Following the completion of a winding up of either the Company or a Fund, the ACD must prepare a final account showing how the winding up was conducted and how the Scheme Property was disposed of. The auditors of the Company will make a report in respect of the final account and will state their opinion as to whether the final account has been properly prepared. This final account and the auditors' report must be sent to the FSA and to each Shareholder within two months of the termination of the winding up.

As the Company is structured as an umbrella, any liabilities attributable or allocated to a particular Fund under the FSA Rules will be met first out of the Scheme Property attributable or allocated to that particular Fund. If the liabilities of a particular Fund are greater than the proceeds of the realisation of the Scheme Property attributable or allocated to that Fund, the deficit will be met out of the Scheme Property attributable or allocated to Funds in respect of which the proceeds of realisation exceed liabilities and will be divided between those Funds in a manner which is fair to Shareholders in those Funds.

12. Risk Factors

Potential investors should consider the following risk factors before investing in the Company.

1. General

The investments of the Company are subject to normal market fluctuations and other risks inherent in investing in securities. There can be no assurance that any appreciation in value of investments will occur. The value of investments and the income derived from them may fall as well as rise and investors may not recoup the original amount invested in the Company. There is no assurance that the investment objective of any Fund will actually be achieved.

The levels, bases and reliefs from taxation can change. Any rates of tax to which this Prospectus refers are those which are currently available.

Past performance is not necessarily a guide to future growth or rates of return.

2. Effect of Preliminary Charge

Where a preliminary charge is imposed, an investor who realises his Shares after a short period may not (even in the absence of a fall in the value of the relevant investments) realise the amount originally invested. Therefore, the Shares should be viewed as a long-term investment.

3. Suspension of Dealings in Shares

Investors are reminded that in certain circumstances their right to redeem Shares may be suspended as described above under "Suspension of Dealings in Shares".

4. Currency Exchange Rates

Depending on an investor's currency of reference, currency fluctuations may adversely affect the value of an investment.

5. Markets

Investment in some markets, particularly emerging markets, may carry risks associated with failed or delayed settlement of market transactions and with the registration and custody of securities. Investment in such markets may involve a higher than average risk. Investors should consider whether or not investment in such Funds is either suitable for or should constitute a substantial part of an investor's portfolio.

Companies in emerging markets may not be subject:-

- (a) to accounting, auditing and financial reporting standards, practices and disclosure requirements comparable to those applicable to companies in major markets;
- (b) to the same level of government supervision and regulation of stock exchanges as countries with more advanced securities markets.

Accordingly, certain emerging markets may not afford the same level of investor protection as would apply in more developed jurisdictions.

Restrictions on foreign investment in emerging markets may preclude investment in certain securities by certain Funds and, as a result, limit investment opportunities for such Funds. Substantial government involvement in, and influence on, the economy may affect the value of securities in certain emerging markets.

The reliability of trading and settlement systems in some emerging markets may not be equal to that available in more developed markets, which may result in delays in realising investments.

Lack of liquidity and efficiency in certain of the stock markets or foreign exchange markets in certain emerging markets may mean that from time to time the ACD may experience more difficulty in purchasing or selling holdings of securities than it would in a more developed market.

6. Smaller Companies

Where Funds invest in smaller companies, the nature and size of these companies means that their shares may be less liquid than those of larger companies and that their share prices may, from time to time, be more volatile. Investment in such companies is likely, therefore, to involve greater risk than investment in larger companies. Investors should consider whether or not investment in such Funds is either suitable for or should constitute a substantial part of an investor's portfolio.

7. Charges to Capital

Where the ACD and the Depositary so agree all or part of the payments to the ACD and any other charges and expenses of the Company may, subject to the FSA Rules, be charged against capital instead of income. This may constrain capital growth.

8. Investments issued by one issuer

Where a Fund has power to invest more than 35% in value of the Fund in government and public securities issued by any one issuer, this represents an increased risk should the issuer default in meeting its obligations.

9. Interest rate fluctuations

In relation to Funds with a high concentration of fixed interest or index linked securities, fluctuations in interest rates are likely to affect the capital value of investments. If long term interest rates rise, the capital value of an investor's Shares is likely to fall and vice versa. The value of an investment will fall should an issuer default or receive a reduced credit rating.

10. Liabilities of the Company

Although each Fund so far as possible will be treated as bearing the liabilities, expenses, costs and charges attributable to it, if its assets are not sufficient the ACD is permitted to re-allocate assets, liabilities, expenses, costs and charges between the Funds in a manner which is fair to the Shareholders of the Company generally. Notwithstanding this power available to the ACD, the present ACD undertakes to ensure, while it is in office, that each Fund will be treated as having only the liabilities, expenses, costs and charges attributable to it, plus a share of any liabilities, expenses, costs and charges which are not attributable to a particular Fund.

Shareholders are not, however, liable for the debts of the Company. A Shareholder is not liable to make any further payment to the Company after he has paid the purchase price for his Shares.

13. General Information

Types of investor in Scottish Widows Tracker and Specialist Investment Funds ICVC

The funds within this ICVC (detailed in Appendix D) are marketable to all retail investors.

Risk Management Information

On request, the ACD will provide a Shareholder with information supplementary to this Prospectus relating to:-

- (a) the quantitative limits applying in the risk management of the Company;
- (b) the methods used in relation to (a); and
- (c) any recent development of the risk and yields of the main categories of investment.

Documents Available for Inspection

Copies of the following documents may be inspected free of charge between 9 am and 5 pm on every Dealing Day at the offices of the ACD at 15 Dalkeith Road, Edinburgh EH16 5WL:-

- (a) the Instrument of Incorporation (and any document by which it is amended);
- (b) the ACD Agreement; and
- (c) following their issue, the most recent annual and half-yearly long and short reports of the Company.

Shareholders may obtain copies of the above documents from the same address. The ACD may make a charge at its discretion for copies of documents listed at (a) and (b) above. Any person may request a copy of the annual and half-yearly long and short reports free of charge.

Material Contracts

The following contracts, not being contracts entered into in the ordinary course of business, have been entered into by the Company and are, or may be, material:-

- (a) the ACD Agreement; and
- (b) the Depositary Agreement regulating the relationship between the Company, the ACD and the Depositary;

Information regarding those contracts is set out above under the heading "Management and Administration".

Box management policy

The ACD may hold Shares as principal, however, it currently does not intend to make any profit from the sale and purchase of shares, but, any profits and/or losses which the ACD makes in connection with the sales and repurchase of shares will be retained by the ACD. The ACD is under no obligation to account to Shareholders or the Depositary (or any other affected person (as set out in the COLL sourcebook) for any profits made by it on the issue of Shares or on the re-issue or cancellation of Shares previously redeemed by the ACD.

Complaints

Complaints concerning the operation or marketing of the Company or any Fund should first of all be referred to:

Scottish Widows Unit Trust Managers Limited
Customer Relations Department
15 Dalkeith Road
Edinburgh
EH16 5WL

All complaints will be investigated and, unless the complaint is resolved to the satisfaction of the complainant within 8 weeks after its receipt by the ACD, the complainant in most cases will have a right to refer the complaint to the Financial Ombudsman Service.

The Financial Ombudsman Service will normally only consider a complaint after having given the ACD the opportunity to resolve the complaint to the satisfaction of the customer.

The address for the Financial Ombudsman is:

The Financial Ombudsman Service
South Quay Plaza
183 Marsh Wall
London
E14 9SR

Appendix A

Eligible Securities Markets and Eligible Derivatives Markets

Securities markets established in any EEA State on which transferable securities admitted to official listing in that EEA State are dealt in or traded are eligible securities markets for all Funds.

In addition, each Fund may deal through any other eligible securities market and any eligible derivatives market being, in either case, a market which the ACD, after consultation with and notification to the Depositary, has decided to choose as one which is appropriate for the purpose of investment of or dealing in the property of that Fund. Any such market must operate regularly and be regulated, recognised and open to the public, be adequately liquid and have adequate arrangements for unimpeded transmission of income and capital to or to the order of investors.

A list of those other eligible securities markets and eligible derivatives markets for each Fund is set out below in this Appendix. A securities or derivatives market may be added to any of those lists only in accordance with the FSA Rules.

No market shall be an eligible securities or eligible derivatives market unless it would be eligible in terms of Chapter 5 of the FSA Rules.

Other Eligible Securities Markets

American Smaller Companies Fund

United States	-	NASDAQ
	-	American Stock Exchange
	-	New York Stock Exchange
	-	Pacific Exchange
	-	Philadelphia Stock Exchange
	-	Boston Stock Exchange
Canada	-	Toronto Stock Exchange

Emerging Markets Fund

Australia	-	Australian Stock Exchange
Brazil	-	BM&F Bovespa Rio de Janeiro Stock Exchange
Canada	-	Toronto Stock Exchange
Chile	-	The Santiago Stock Exchange
China	-	Shanghai Stock Exchange Shenzhen Stock Exchange
Colombia	-	Bolsa de Valores de Colombia
Czech Republic	-	Prague Stock Exchange

Dubai	-	NASDAQ Dubai Dubai Financial Market
Egypt	-	Cairo & Alexandria Stock Exchange
Hong Kong	-	Stock Exchange of Hong Kong
Hungary	-	Budapest Stock Exchange
India	-	The Bombay Stock Exchange The National Stock Exchange of India Ltd
Indonesia	-	Indonesia Stock Exchange
Israel	-	Tel Aviv Stock Exchange
Japan	-	Tokyo Stock Exchange JASDAQ Osaka Securities Exchange Fukuoka Stock Exchange Nagoya Stock Exchange Sapporo Securities Exchange
Korea	-	Korea Stock Exchange
Malaysia	-	Bursa Malaysia
Mexico	-	Bolsa Mexicana de Valores
New Zealand	-	New Zealand Stock Exchange
Peru	-	Bolsa de Valores de Lima
Philippines	-	Philippine Stock Exchange
Poland	-	Warsaw Stock Exchange
Romania	-	Bucharest Stock Exchange
Russia	-	Russian RTS Stock Exchange
Singapore	-	Singapore Exchange
South Africa	-	Johannesburg Stock Exchange
Switzerland	-	SIX – Swiss Exchange
Taiwan	-	Taiwan Stock Exchange
Thailand	-	Stock Exchange of Thailand
Turkey	-	Istanbul Stock Exchange

United Kingdom	-	Alternative Investment Market (AIM)
USA	-	American Stock Exchange
	-	New York Stock Exchange
	-	Pacific Exchange
	-	Philadelphia Stock Exchange
	-	NASDAQ
	-	National Stock Exchange
	-	Boston Stock Exchange

International Bond Fund and Overseas Fixed Interest Tracker Fund

EU/EEA	-	Alternative Investment Market (AIM)
Australia	-	Australian Stock Exchange
Canada	-	Toronto Stock Exchange
Japan	-	Tokyo Stock Exchange
	-	JASDAQ
	-	Osaka Securities Exchange
	-	Fukuoka Stock Exchange
	-	Nagoya Stock Exchange
	-	Sapporo Stock Exchange
Mexico	-	Bolsa Mexicana de Valores
New Zealand	-	New Zealand Stock Exchange
South Africa	-	Johannesburg Stock Exchange
Switzerland	-	SIX - Swiss Exchange
USA	-	American Stock Exchange
	-	New York Stock Exchange
	-	Pacific Exchange
	-	Philadelphia Stock Exchange
	-	NASDAQ
	-	National Stock Exchange
	-	Boston Stock Exchange

Latin American Fund

EU/EEA	-	Alternative Investment Market (AIM)
Brazil	-	BM&F Bovespa Rio de Janeiro Stock Exchange
Canada	-	Toronto Stock Exchange
Chile	-	Santiago Stock Exchange
Mexico	-	Bolsa Mexicana de Valores

Peru	-	Bolsa de Valore de Lima
Switzerland	-	SIX - Swiss Exchange
USA	-	American Stock Exchange
	-	New York Stock Exchange
	-	Pacific Exchange
	-	Philadelphia Stock Exchange
	-	NASDAQ
	-	Boston Stock Exchange
	-	National Stock Exchange

UK All Share Tracker Fund and UK Tracker Fund

EU/EEA	-	Alternative Investment Market (AIM)
Switzerland	-	SIX – Swiss Exchange
USA	-	American Stock Exchange
	-	New York Stock Exchange
	-	Pacific Exchange
	-	Philadelphia Stock Exchange
	-	NASDAQ
	-	National Stock Exchange
	-	Boston Stock Exchange

UK Fixed Interest Tracker Fund and UK Index-Linked Tracker Fund

There are no other eligible securities markets.

UK Smaller Companies Fund

EU/EEA	-	Alternative Investment Market (AIM)
Switzerland	-	SIX – Swiss Exchange
USA	-	American Stock Exchange
	-	New York Stock Exchange
	-	Pacific Exchange
	-	Philadelphia Stock Exchange
	-	NASDAQ
	-	Boston Stock Exchange
	-	National Stock Exchange

Eligible Derivatives Markets

For each Fund, subject to the investment objective of that Fund, the following markets are eligible derivatives markets:

UK:	Euronext LIFFE
Australia	Sydney Futures Exchange

Austria:	Austrian Futures and Options Exchange
Belgium:	Euronext
Canada:	Montreal Exchange
Europe:	Euronext EUREX
Finland:	EUREX
France:	Euronext
Germany:	EUREX
Hong Kong:	Hong Kong Futures Exchange
Italy:	Milan Stock Exchange
Japan:	Osaka Securities Exchange Tokyo Stock Exchange Tokyo Futures Exchange
Luxembourg:	Euronext
Netherlands:	Euronext
New Zealand:	New Zealand Futures Exchange
Singapore:	Singapore Exchange
South Africa:	South African Futures Exchange
Spain:	MEFF Renta Fija MEFF Renta Variable
Sweden:	OM Stockholm Exchange
Switzerland:	EUREX
United States:	Chicago Board Options Exchange Chicago Board of Trade Chicago Mercantile Exchange New York Futures Exchange New York Stock Exchange NASDAQ Philadelphia Stock Exchange American Stock Exchange

Appendix B

Investment and Borrowing Powers of the Company

This Appendix sets out the investment restrictions, use of derivatives, borrowing and stocklending powers applicable in terms of the FSA Rules to each Fund which would, if a separate investment company with variable capital, be a UCITS scheme.

Investment restrictions

The property of each Fund will be invested with the aim of achieving the investment objective of that Fund but subject to the limits on investment set out in the FSA Rules and in this Prospectus.

The investment policy of a Fund may mean that at times it is appropriate not to be fully invested but to hold cash or near cash. This will only occur in relation to a Fund when it may reasonably be regarded as necessary to enable Shares to be redeemed or for the efficient management of that Fund in accordance with its investment objectives or a purpose which may reasonably be regarded as ancillary to the investment objectives of that Fund.

The following are the restricted limits on investment which apply to each Fund:-

- (1) up to 10% of the Net Asset Value of a Fund may be invested in transferable securities (including warrants) which are not approved securities. Approved securities are transferable securities which are (i) admitted to official listing in an EEA State or traded on or under the rules of one of the eligible securities markets named or referred to in Appendix A in relation to that Fund (otherwise than by the specific permission of the market authority) or (ii) recently issued and the terms of issue include an undertaking that application will be made to be admitted to an eligible market and such admission is secured within a year of issue;
- (2) up to 5% of the Net Asset Value of a Fund may be invested in transferable securities (including warrants) issued by any one single body, except that (i) the figure of 5% may be increased to 10% in respect of up to 40% of the Net Asset Value of a Fund and (ii) the figure of 5% may be increased to 25% in respect of covered bonds provided that when a fund invests more than 5% in covered bonds issued by a single body, the total value of covered bonds must not exceed 80% of the value of the relevant Fund (and in applying these limits certificates representing certain securities are to be treated as equivalent to the underlying security). The ACD does not intend to invest any of the current funds in covered bonds. These limitations do not apply to government and public securities (as defined below);
- (3) up to 35% of the Net Asset Value of a Fund may be invested in government and public securities issued by any one single body. Subject to this restriction, there is no limit on the amount of the Scheme Property of a Fund which may be invested in government and public securities or such securities issued by any one single body or in any one issue;
- (4) More than 35% of the Net Asset Value of a Fund can be invested in government and public securities issued by any one single body provided the ACD, after consultation with the Depositary, considers the issuer of such securities as one which is appropriate in accordance with the investment objectives of the Fund;
- (5) in respect of each of the Funds which are stated in Appendix D to be so permitted, subject to the investment objective and policy of each such Fund, more than 35% and up to 100% of the

Net Asset Value of the Fund may be invested in government and public securities issued by any one body, in which case, not more than 30% of the Net Asset Value of that Fund may consist of such securities of any one issue and the Scheme Property of that Fund must include such securities of at least six different issues (whether of that issuer or another issuer) and provided certain details have been disclosed in the instrument of incorporation and this Prospectus. The names of the States, local authorities and public international bodies in whose government and public securities each Fund may invest over 35% of its assets are set out in Table 1 at the end of this Appendix B;

- (6) in and for the purposes of paragraphs (3), (4) and (5) above, "issue", "issued" and "issuer" include "guarantee", "guaranteed" and "guarantor";
- (7) paragraphs (2), (3), (4) and (5) above do not apply until the expiry of a period of 6 months after the effective date of the authorisation order of the Fund (or the date on which the initial offer commenced (if later)) provided that the rules on prudent spread of risk are complied with;
- (8) up to 10% of the Net Asset Value of a Fund may be invested in units or shares in collective investment schemes which are UCITS schemes equivalent to securities schemes (being a scheme which is dedicated to investment in transferable securities and which can invest not more than 10% in value of the scheme property in unapproved securities, not more than 5% in warrants and not more than 10% in other collective investment schemes and which restricts the use of derivatives to efficient portfolio management) or warrant schemes (being a scheme which invests entirely in warrants but which may also invest in other transferable securities provided that not more than 10% in value of the scheme property is invested in unapproved securities, not more than 10% is invested in other collective investment schemes and which restricts the use of derivatives to efficient portfolio management) or which meet certain conditions set out in the FSA Rules provided in any case that the second collective investment scheme has terms which prohibit not more than 10% in value of the scheme property consisting of units in collective investment schemes. Where the second collective investment scheme is an umbrella, this paragraph applies to each sub-fund as if it were a separate scheme. Investment may be made in another collective investment scheme managed or operated by, or the authorised corporate director of which is, the ACD or an associate of the ACD provided that certain provisions of the FSA Rules against double charging of preliminary and exit charges are complied with. Notwithstanding the foregoing, no Fund may invest in another Fund of the Company;
- (9) up to 5% of the Net Asset Value of a Fund may consist of transferable securities which are warrants. Call options are not deemed to be warrants for the purposes of this 5% restriction; and
- (10) transferable securities on which any sum is unpaid may be held only if it is reasonably foreseeable that the amount of any existing or potential call for any sum unpaid could be paid by the relevant Fund at any time when the payment is required without contravening the FSA Rules.

For the purposes of the above "government and public securities" means investments which are specified in article 78 of the Financial Services and Markets Act 2000 (Regulated Activities) Order 2001 ("the Order") (Government and public securities), issued by or on behalf of:

- (a) the government of the United Kingdom; or
- (b) the Scottish Administration; or

- (c) the Executive Committee of the Northern Ireland Assembly; or
- (d) the National Assembly of Wales; or
- (e) the government of any country or territory outside the United Kingdom; or
- (f) a local authority in the United Kingdom or elsewhere; or
- (g) a body the members of which comprise:
 - (i) States including the United Kingdom or another EEA State; or
 - (ii) bodies whose members comprise States including the United Kingdom or another EEA State;but excluding:
 - (A) the instruments specified in article 77(2)(a) to (d) of the Order;
 - (B) any instrument creating or acknowledging indebtedness in respect of:
 - (I) money received by the Director of Savings as deposits or otherwise in connection with the business of the National Savings Bank; or
 - (II) money raised under the National Loans Act 1968 under the auspices of the Director of Savings or treated as so raised under section 11(3) of the National Debt Act 1972.

Further, the Company must not hold:-

- transferable securities (other than debt securities) which do not carry a right to vote at a general meeting of the body corporate that issued them and which represent more than 10% of those securities issued by that body corporate;
- more than 10% of the debt securities issued by any single issuing body; and
- more than 10% of the units in a collective investment scheme.

Further, the Company may only acquire transferable securities issued by a body corporate carrying rights to vote at a general meeting of that body corporate if the aggregate number of such securities held by the Company does not give the Company power significantly to influence the conduct of business of that body immediately before the acquisition and the acquisition will not give the Company such power. The power significantly to influence is assumed if such securities allow the Company to exercise or control the exercise of 20% or more of the voting rights in that body corporate.

As aforementioned, the above represents a summary of limits on investment in respect of each of the Funds. There are some additional restrictions in COLL 5 which also apply to the Funds, and therefore the investment powers of these Funds are subject to those additional restrictions.

What would otherwise be a breach of any of the above limits will not be treated as such where it arises from the exercise of a right attributable to an investment acquired by the Company in certain circumstances and the prior written consent of the Depositary is obtained to its exercise but, in that event and in the event of any breach of any of the above investment limits which was beyond the

control of the ACD and the Depositary, the ACD must take such steps as are necessary to restore compliance with the relevant investment limits as soon as is reasonably practicable having regard to the interests of holders of Shares relating to the relevant Fund and, in any event, within a period of six months (or, in the case of a derivative or forward transaction, within 5 business days unless such period can be extended pursuant to the FSA Rules) after the date of discovery of the relevant circumstance.

Use of derivatives

The Company may, in relation to a Fund, use derivative transactions for the purposes of efficient portfolio management ("EPM"), a summary of which is set out below, including hedging. **In the opinion of the ACD, at no time does the use of derivatives increase the risk profile of any of the Funds.**

Efficient portfolio management

Permitted transactions for those purposes (excluding stock lending transactions) are forward currency transactions with approved counterparties and transactions in (i) approved derivatives (i.e. options, futures or contracts for differences which are dealt in or traded on an eligible derivatives market), (ii) off-exchange derivatives (i.e. futures, options or contracts for differences resembling options with a counterparty falling within certain specified categories and meeting certain other criteria) or (iii) synthetic futures (i.e. derivatives transactions in the nature of composite derivatives created out of two options bought and written on the same eligible derivatives market and having certain characteristics in common) which meet detailed requirements set out in the FSA Rules.

The initial eligible derivatives markets for each Fund are listed in Appendix A and a new eligible derivatives market may be added to any of those lists in the manner described in that Appendix.

Not more than 5% of the value of the scheme property of a Fund is to be directed to initial outlay in respect of over the counter transactions with any one counterparty.

A derivatives or forward transaction which will or could lead to delivery of property to the Depositary or to the Company may be entered into only if such property can be held by the Company and the ACD has taken reasonable care to determine that delivery of the property pursuant to the transaction will not occur or will not lead to a breach of the FSA Rules.

There is no limit on the amount of the Scheme Property of any Fund which may be used for transactions for the purposes of efficient portfolio management but each transaction for the account of any Fund must satisfy three broadly based requirements:-

- (1) the transaction must be one which the ACD has ascertained with reasonable care to be economically appropriate to the efficient portfolio management of the relevant Fund in that it is realised in a cost effective way. Also the ACD will take reasonable care to determine that, for a transaction undertaken to reduce risk or cost (or both), the transaction (alone or in combination) will diminish a risk or cost of a kind or level which it is sensible to reduce and, for a transaction undertaken to generate additional capital or income, the relevant Fund is certain (or certain barring events which are not reasonably foreseeable) to derive a benefit from the transaction. A transaction may not be entered into if its purpose could reasonably be regarded as speculative. Where the transaction relates to the actual or potential acquisition of transferable securities, then the ACD must intend that the Fund should invest in transferable securities within a reasonable time; and it must thereafter ensure that, unless the position has itself been closed out, that intention is realised within that reasonable time;

- (2) the purpose of the transaction must be to achieve one of the following in respect of the Fund in question:-
- (a) **reduction of risk** – this, for example, allows for the use of the technique of cross-currency hedging in order to switch all or part of the Scheme Property of the Fund away from a currency the ACD considers unduly prone to risk into another currency. This aim also permits the use of tactical asset allocation described in sub-paragraph (b) below;
 - (b) **reduction of cost** – for example, the aims of reduction of risk and reduction of cost, together or separately, allow the ACD on a temporary basis to use the technique of tactical asset allocation. Tactical asset allocation permits the ACD to undertake a switch in the Fund's exposure by the use of derivatives rather than through the sale and purchase by the Fund of transferable securities. If a transaction for the Fund relates to the acquisition or potential acquisition of transferable securities, the ACD must intend that the Fund should invest in transferable securities within a reasonable time and the ACD must thereafter ensure that, unless the position has itself been closed out, that intention is realised within that reasonable time.
 - (c) **generation of additional capital or income for the Company with an acceptably low level of risk which is consistent with the Fund's risk profile and the risk diversification rules laid down in the FSA Rules** – there is an acceptably low level of risk in any case where the ACD has taken reasonable care to determine that the Fund is certain (or certain barring events which are not reasonably foreseeable) to derive a benefit from stocklending (which is described below under “Stocklending”) or on the basis either of taking advantage of pricing imperfections in relation to the acquisition and disposal (or vice versa) of rights in relation to property the same as, or equivalent to property which the authorised fund holds or may properly hold or of receiving premiums for the writing of covered put or call options.

The relevant purpose must relate to the Scheme Property of the Fund in question, property (whether precisely identified or not) which is to be or is proposed to be acquired for that Fund or anticipated cash receipts of that Fund if due to be received at some time and likely to be received within one month; and

- (3) the maximum potential exposure created by each transaction must be covered "individually" by assets of the right kind within the Fund's Scheme Property (i.e., in the case of an exposure in terms of property, appropriate transferable securities or other property; and, in the case of an exposure in terms of money, cash, near cash, borrowed cash or transferable securities which can be sold to realise the appropriate cash) and "globally" (i.e. after providing cover for existing transactions there is adequate cover from within the Scheme Property of the Fund for the new transaction to be entered into). Property and cash can be used only once for cover and, generally, property is not available for cover if it is the subject of a stocklending transaction. The lending transaction in a back to back currency borrowing does not require cover.

Stocklending

The Company (or the Depositary at the request of the Company) may enter into certain stocklending transactions in respect of any Fund. Briefly, such transactions are those where the Depositary (at the request of the Company) delivers securities which are the subject of the transaction in return for which it is agreed that securities of the same kind and amount should be redelivered to the Depositary at a later date and, at the time of initial delivery, the Depositary receives collateral to cover against the

risk of the future redelivery not being completed. There is no limit on the value of the property of any Fund which may be the subject of stocklending transactions.

Such transactions must always comply with the relevant requirements of the Taxation of Chargeable Gains Act 1992 and the relevant requirements of the FSA Rules as amended from time to time.

Agreements and understandings with regard to the underwriting and sub-underwriting of securities or the acceptance of placing commitments may also, subject to certain conditions set out in the FSA Rules, be entered into for the account of any Fund.

Any additional restrictions in COLL 5 of the FSA Rules also apply to these Funds.

Borrowing powers

The Company may, in accordance with the FSA Rules, borrow money from an Eligible Institution or Approved Bank (both as defined for the purposes of the FSA Rules) for the use of any Fund on terms that the borrowing is to be repayable out of the Scheme Property of that Fund.

Borrowings must not be persistent. Each borrowing must be on a temporary basis and in any event must not be for a period exceeding three months without the prior consent of the Depositary, which may be given only on such conditions as appear appropriate to the Depositary to ensure that the borrowing does not cease to be on a temporary basis.

The ACD must ensure that a Fund's borrowing does not, on any business day, exceed 10% of the Net Asset Value of the Scheme Property that Fund.

Any additional restrictions in COLL 5 of the Rules also apply to these Funds.

These borrowing restrictions do not apply to "back to back" borrowing for currency hedging purposes (i.e. borrowing permitted in order to reduce or eliminate risk arising by reason of fluctuations in exchange rates).

Table 1

The following is a list of the names of the States, local authorities and public international bodies ("issuers") in whose government and public securities any one or more of the Funds can invest more than 35% of its assets:-

1. The government of The United Kingdom.
2. The government of Austria.
3. The government of Belgium.
4. The government of Denmark.
5. The government of Finland.
6. The government of France.
7. The government of Germany.
8. The government of Greece.
9. The government of Iceland.
10. The government of Ireland.
11. The government of Italy.
12. The government of Liechtenstein.
13. The government of Luxembourg.
14. The government of The Netherlands.
15. The government of Norway.
16. The government of Portugal.
17. The government of Spain.
18. The government of Sweden.
19. The government of The United States of America.
20. The government of Japan.

The following table indicates (by reference to the numbers used in the above list), in relation to each Fund, those of the issuers listed above in whose government and public securities that Fund can invest more than 35% of its assets:-

Fund	Reference numbers
International Bond Fund	1-20 (inclusive)
Overseas Fixed Interest Tracker Fund	1-20 (inclusive)
UK Fixed Interest Tracker Fund	1
UK Index-Linked Tracker Fund	1

Appendix C

Determination of Net Asset Value

Calculation of the Net Asset Value

The Net Asset Value of the Company or each Fund (as the case may be) will be the value of the assets comprised in its Scheme Property less the value of its liabilities (or in the case of a Fund, the liabilities attributable to it) and will be determined in accordance with the following provisions:-

1. all the Scheme Property (including receivables) is to be included, subject to the following provisions;
2. property which is neither an asset dealt with in paragraph 3 below nor a contingent liability transaction shall be valued as set out below and the prices used shall (subject as set out below) be the most recent prices which it is practicable to obtain:-
 - (a) units or shares in a collective investment scheme:-
 - (i) if a single price for buying and selling units or shares is quoted, at that price; or
 - (ii) if separate buying and selling prices are quoted, at the average of the two prices provided the buying price has been reduced by any initial charge included therein and the selling price has been increased by any exit or redemption charge attributable thereto; or
 - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no recent price exists or the most recent price available does not reflect the ACD's best estimate of the value of the units or shares, at a value which, in the opinion of the ACD, is fair and reasonable;
 - (b) any other transferable security:-
 - (i) if a single price for buying and selling the security is quoted, at that price; or
 - (ii) if separate buying and selling prices are quoted, at the average of the two prices; or
 - (iii) if, in the opinion of the ACD, the price obtained is unreliable or no recent traded price is available or if no price exists or the most recent price available does not reflect the ACD's best estimate of the value of the security, at a value which, in the opinion of the ACD, is fair and reasonable;
 - (c) property other than that described in sub-paragraphs (a) and (b) above, at a value which, in the opinion of the ACD, represents a fair and reasonable mid-market price;
3. cash and amounts held in current, deposit and margin accounts and in other time-related deposits shall be valued at their nominal values;
4. property which is a contingent liability transaction shall be treated as follows:-
 - (a) if a written option (and the premium for writing the option has become part of the Scheme Property), deduct the amount of the net valuation of premium receivable. If the property is an off-exchange derivative the method of valuation shall be agreed between the ACD and Depositary;

- (b) if an off-exchange future, include at the net value of closing out in accordance with a valuation method agreed between the ACD and the Depositary; and
 - (c) if any other form of contingent liability transaction, include at the net value of margin on closing out (whether as a positive or negative value). If the property is an off exchange derivative, the method of valuation shall be agreed between the ACD and the Depositary;
5. all instructions given to issue or cancel Shares shall be assumed to have been carried out (and any cash paid or received) whether or not this is the case;
 6. subject to paragraph 7 below, agreements for the unconditional sale or purchase of property (excluding futures or contracts for differences which are not yet due to be performed and unexpired and unexercised written or purchased options) which are in existence but uncompleted shall be assumed to have been completed and all consequential action required to have been taken. Such unconditional agreements need not be taken into account if they are made shortly before the valuation takes place and, in the opinion of the ACD, their omission will not materially affect the final net asset amount;
 7. all agreements are to be included under paragraph 6 which are, or ought reasonably to have been, known to the person valuing the property;
 8. deduct an estimated amount for anticipated tax liabilities at that point in time including (as applicable and without limitation) any liability for capital gains tax, income tax, corporation tax, value added tax, stamp duty and SDRT;
 9. deduct an estimated amount for any liabilities payable out of the Scheme Property and any tax thereon, for this purpose treating periodic items as accruing from day to day;
 10. deduct the principal amount of any outstanding borrowings whenever payable and any accrued but unpaid interest on borrowings;
 11. add an estimated amount for accrued claims for tax of whatever nature which may be recoverable;
 12. add any other credits or amounts due to be paid into the Scheme Property;
 13. add a sum representing any interest or income accrued due or deemed to have accrued but not received;
 14. currencies or values in currencies other than base currency of the Company or (as the case may be) the designated currency of a Fund shall be converted at the relevant valuation point at a rate of exchange that is not likely to result in any material prejudice to the interests of shareholders or potential shareholders.

Proportionate Interests

1. If there is more than one Class in issue in respect of a Fund, the proportionate interests of each Class in the assets and income of the Fund shall be ascertained as follows:
 - (i) A notional account will be maintained for each Class. Each account will be referred to as a "**Proportion Account**".
 - (ii) The word "proportion" in the following paragraphs means the proportion which the balance on a Proportion Account at the relevant time bears to the balance on all the Proportion Accounts of a Fund at that time. The proportionate interest of a Class of share in the assets and income of a Fund is its "proportion".
 - (iii) There will be credited to a Proportion Account:
 - the subscription money (excluding any initial charges or SDRT provision) for the issue of Shares of the relevant Class;
 - that Class's proportion of any SDRT provision paid in respect of the issue, sale and/or redemption of Shares in the Fund;
 - that Class's proportion of the amount by which the Net Asset Value of the Fund exceeds the total subscription money for all Shares in the Fund;
 - the Class's proportion of the Fund's income received and receivable; and
 - any notional tax benefit under paragraph (v) below.
 - (iv) There will be debited to a Proportion Account:
 - the redemption payment (including any exit charges payable to the ACD but excluding any SDRT provision) for the cancellation of Shares of the relevant Class;
 - the Class's proportion of the amount by which the Net Asset Value of the Fund falls short of the total subscription money for all Shares in the Fund;
 - all distributions of income (including equalisation if any) made to Shareholders of that Class;
 - all costs, charges and expenses incurred solely in respect of that Class;
 - that Class's proportion of the costs, charges and expenses incurred in respect of that Class and one or more other Classes in the Fund, but not in respect of the Fund as a whole;
 - that Class's proportion of the costs, charges and expenses incurred in respect of or attributable to the Fund as a whole; and
 - any notional tax liability under paragraph (v).

- (v) Any tax liability in respect of the Fund and any tax benefit received or receivable in respect of the Fund will be allocated between Classes in order to achieve, so far as possible, the same result as would have been achieved if each Class were itself a Fund so as not materially to prejudice any Class. The allocation will be carried out by the ACD after consultation with the Company's auditors.
 - (vi) Where a Class is denominated in a currency which is not the base currency of the Company, the balance on the Proportion Account shall be converted into the base currency of the Company in order to ascertain the proportions of all Classes. Conversions between currencies shall be at a rate of exchange decided by the ACD as being a rate that is not likely to result in any material prejudice to the interests of Shareholders or potential Shareholders.
 - (vii) The Proportion Accounts are notional accounts maintained for the purpose of calculating proportions. They do not represent debts from the Company to Shareholders or the other way round.
2. Each credit and debit to a Proportion Account shall be allocated to that account on the basis of that Class's proportion immediately before the allocation. All such adjustments shall be made as are necessary to ensure that on no occasion on which the proportions are ascertained is any amount counted more than once.
 3. When Shares are issued thereafter each such Share shall represent the same proportionate interest in the property of the relevant Fund as each other Share of the same category and Class then in issue in respect of that Fund.
 4. The Company shall allocate the amount available for income allocation (calculated in accordance with the FSA Rules) between the Shares in issue relating to the relevant Fund according to the respective proportionate interests in the property of the Fund represented by the Shares at the valuation point in question.
 5. The Company may adopt a different method of calculating the proportionate interests of each Class in the assets and income of a Fund from that set out in this part of Appendix C provided that the Directors are satisfied that such method is fair to Shareholders and that it is reasonable to adopt such method in the given circumstances.
 6. For Shares of each Class a smaller denomination share of that Class shall represent such proportion of a larger denomination share of that Class for the purposes of calculating the proportionate interests of such Shares in the assets and income of a Fund as the proportion which a smaller denomination share bears to a larger denomination share in accordance with this Prospectus and the Instrument of Incorporation.

Appendix D

Fund Details

Name:	American Smaller Companies Fund		
Investment Objective:	To provide long term capital growth through investment in a portfolio of primarily North American smaller companies securities with the emphasis on the USA.		
Investment Policy:	The Fund will invest in a diversified portfolio of primarily North American smaller companies securities which may include directly or indirectly convertible securities and, as appropriate, warrants and traded options. However, the Fund may invest in other types of investment at the discretion of the ACD.		
Share Classes:	Class A net accumulation shares Class B net accumulation shares (See Note 1 below) Class X net accumulation shares (See Note 2 below)		
Minimum Initial Investment:	Class A share class:	£1,000	
	Class B share class:	£100,000	
	Class X share class:	£1,000,000	
Minimum Subsequent Investment:	Class A share class:	£100	
	Class B share class:	not applicable	
	Class X share class:	£500,000	
Minimum Holding:	Class A share class:	£500	
	Class B share class:	£500	
	Class X share class:	£500,000	
Preliminary Charge:	Class A share class:	5% (current)	7% (maximum)
	Class B share class:	5% (current)	7% (maximum)
	Class X share class:	0% (current)	7% (maximum)
Annual Management Charge:	Class A share class:	1.5% (current)	2.5% (maximum)
	Class B share class:	1.25% (current)	2.5% (maximum)
	Class X share class:	0% (current)	2.5% (maximum)
Interim Accounting Period(s):	None		
Income Allocation Date(s):	31 May (Annual)		
Additional power re government & public securities:	Not applicable		
Historical Past Performance:	Details are set out in Appendix H		
Status of Fund for UK tax purposes:	The Fund is not a Bond fund for UK tax purposes and therefore any income allocations will constitute a dividend distribution.		

- Note 1:** Class B share classes are not available to any person other than:-
- (a) a person who acquires Shares of this Class pursuant to the terms of any scheme of conversion, amalgamation or reconstruction of a unit trust but only to the extent that that person acquires such Shares pursuant to the terms of any such scheme; or
 - (a) a person, not being a person of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has decided that such Shares may be made available.

- Note 2:** Class X share classes are not available to any person other than:-
- (a) a company which is in the group of companies consisting of the ultimate holding company of the ACD and each of the subsidiaries of that holding company; or
 - (b) a person, not being a company of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has determined that such Shares may be made available.

Name:	Emerging Markets Fund		
Investment Objective:	To provide long term capital growth through investment primarily in listed securities of companies based in developing countries or having a significant proportion of their business activities in one or more of those developing countries.		
Investment Policy:	The Fund will invest in a portfolio of investments, which may include equities, equity backed depository receipts, convertible securities and warrants listed on any eligible securities market. Investment in the Fund will be restricted to securities registered in or securities of companies having the majority of their business activities in the constituent countries of the MSCI Emerging Market Index (or such other similar index as the ACD shall consider appropriate).		
Share Classes:	Class A net accumulation shares Class X net accumulation shares (See Note 1 below)		
Minimum Initial Investment:	Class A share class:	£1,000	
	Class X share class:	£1,000,000	
Minimum Subsequent Investment:	Class A share class:	£100	
	Class X share class:	£500,000	
Minimum Holding:	Class A share class:	£500	
	Class X share class:	£500,000	
Preliminary Charge:	Class A share class:	5% (current)	7% (maximum)
	Class X share class:	0% (current)	7% (maximum)
Annual Management Charge:	Class A share class:	1.5% (current)	2.5% (maximum)
	Class X share class:	0% (current)	2.5% (maximum)
Interim Accounting Period(s):	None		
Income Allocation Date(s):	31 May (Annual)		
Additional power re government & public securities:	Not applicable		
Historical Past Performance:	Details are set out in Appendix H		
Status of Fund for UK tax purposes:	The Fund is not a Bond fund for UK tax purposes and therefore any income allocations will constitute a dividend distribution.		

- Note 1:** Class X share classes are not available to any person other than:-
- (a) a company which is in the group of companies consisting of the ultimate holding company of the ACD and each of the subsidiaries of that holding company; or
 - (b) a person, not being a company of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has determined that such Shares may be made available.

Name:	International Bond Fund
Investment Objective:	To provide a high level of income and also capital growth by investing in any geographic area excluding South East Asia (not including Japan) in investments in which a securities scheme (see Note below) is authorised to invest.
Investment Policy:	<p>The portfolio may be comprised of investments in which a UCITS scheme equivalent to a securities scheme (see Note below) is authorised to invest, including loan stock, bonds and other instruments creating or acknowledging indebtedness, but the ACD intends to place investment emphasis on Government and other fixed interest securities.</p> <p>Note: Being a scheme which is dedicated to investment in transferable securities and which can invest not more than 10% in value of the scheme property in unapproved securities, not more than 5% in warrants and not more than 10% in other collective investment schemes. The use of derivatives for this type of scheme is restricted to efficient portfolio management.</p>
Share Classes:	Class A net accumulation shares Class A net income shares Class B net accumulation shares (see Note 1 below) Class B net income shares (see Note 1 below) Class C net income shares (see Note 1 below)
Minimum Initial Investment:	Both Class A share classes £1,000 Both Class B share classes £100,000 Class C share class £100,000
Minimum Subsequent Investment:	Both Class A share classes: £100 Both Class B share classes not applicable Class C share class not applicable
Minimum Holding:	Both Class A share classes: £500 Both Class B share classes £500 Class C share class £500
Preliminary Charge:	Both Class A share classes: 5% (current) 7% (maximum) Both Class B share classes: 5% (current) 7% (maximum) Class C share class: 5% (current) 7% (maximum)
Annual Management Charge:	Both Class A share classes: 1.25% (current) 2.5% (maximum) Both Class B share classes: 1% (current) 2.5% (maximum) Class C share class: 0.75% (current) 2.5% (maximum)
Interim Accounting Period(s):	1 April – 30 September
Income Allocation Date(s):	31 May (Annual) 30 November (Interim)

Additional power re government & public securities: Subject always to the investment objective of and any investment restrictions applicable to this Fund, more than 35% and up to 100% of the Scheme Property of this Fund may be invested in government and public securities issued or guaranteed by any one of the issuers indicated in Table 1 of Appendix B in relation to this Fund.

Historical Past Performance: See Appendix H

Status of Fund for UK tax purposes: The Fund is currently a Bond fund for UK tax purposes and therefore any income allocations will constitute an interest distribution.

- Note 1:** Class B and Class C share classes are not available to any person other than:-
- (a) a person who acquires Shares of the relevant Class pursuant to the terms of any scheme of conversion, amalgamation or reconstruction of a unit trust but only to the extent that that person acquires such Shares pursuant to the terms of any such scheme; or
 - (b) a person, not being a person of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has decided that such Shares may be made available.

Name:	Latin American Fund		
Investment Objective:	To provide long term capital growth from a balanced portfolio of investments in the listed securities of companies based in Latin America or having a significant proportion of their business activities in one or more countries in Latin America.		
Investment Policy:	It is intended that the purpose of the Fund be achieved by active investment management, to take advantage of changing economic conditions, of a portfolio of investments which may include shares, American depository receipts, Latin American bonds, global and other equity backed depository receipts, convertible securities and listed warrants, listed on any eligible securities market.		
Share Classes:	Class A net accumulation shares Class B net accumulation shares (see Note 1 below) Class X net accumulation shares (see Note 2 below)		
Minimum Initial Investment:	Class A share class:	£1,000	
	Class B share class:	£100,000	
	Class X share class:	£1,000,000	
Minimum Subsequent Investment:	Class A share class:	£100	
	Class B share class:	not applicable	
	Class X share class:	£500,000	
Minimum Holding:	Class A share class:	£500	
	Class B share class:	£500	
	Class X share class:	£500,000	
Preliminary Charge:	Class A share class:	5% (current)	7% (maximum)
	Class B share class:	5% (current)	7% (maximum)
	Class X share class:	Nil (current)	7% (maximum)
Annual Management Charge:	Class A share class:	1.5% (current)	2.5% (maximum)
	Class B share class:	1.25% (current)	2.5% (maximum)
	Class X share class:	0% (current)	2.5% (maximum)
Interim Accounting Period(s):	None		
Income Allocation Date(s):	31 May (Annual)		
Additional power re government & public securities:	Not Applicable		
Historical Past Performance:	Details are set out in Appendix H.		
Status of Fund for UK tax purposes:	The Fund is not a Bond fund for UK tax purposes and therefore any income allocations will constitute a dividend distribution.		

Note 1: Class B share classes are not available to any person other than:-
(a) a person who acquires Shares of this Class pursuant to the terms of any scheme of conversion, amalgamation or reconstruction of a unit trust but only

to the extent that that person acquires such Shares pursuant to the terms of any such scheme; or

- (b) a person, not being a person of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has decided that such Shares may be made available.

Note 2:

Class X share classes are not available to any person other than:-

- (a) a company which is in the group of companies consisting of the ultimate holding company of the ACD and each of the subsidiaries of that holding company; or
- (b) a person, not being a company of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has determined that such Shares may be made available.

Name: **Overseas Fixed Interest Tracker Fund**

Investment Objective: To provide a total return based on the performance of the overseas fixed interest market as represented by the JP Morgan Global Government Bond (non UK) Traded Index (or such similar index as the ACD shall consider appropriate) by investment in a portfolio which will primarily consist of overseas government fixed interest securities.

Investment Policy: The objective of the Fund is to be achieved by investing in a portfolio of overseas government fixed interest securities, other overseas fixed interest securities and other investments in which a UCITS scheme equivalent to a securities scheme (see Note 1) is authorised to invest. The ACD will normally use a range of recognised indexation techniques to achieve the objective of tracking the JP Morgan Global Government Bond (non UK) Traded Index. In so doing, the ACD may use discretion in deciding which investments included in the said index are to be included in the portfolio. The number of investments so included may vary and this may result in only a small number of such investments being included in the portfolio. The ACD reserves the right to exercise the full powers of the Fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so.

If the said Index is replaced by a successor index using (in the opinion of the ACD) the same or a substantially similar formula for (and method of) calculating the said Index then the ACD shall be entitled to determine (at its entire discretion) that such successor index will be from the date of such determination substituted for the JP Morgan Global Government Bond (non UK) Traded Index for the purposes of the investment objective and policy of the Fund.

Note 1: Being a scheme which is dedicated to investment in transferable securities and which can invest not more than 10% in value of the scheme property in unapproved securities, not more than 5% in warrants and not more than 10% in other collective investment schemes. The use of derivatives for this scheme type is restricted to efficient portfolio management.

Share Classes: Class I net accumulation shares
Class I net income shares

Minimum Initial Investment: Both Class I share classes: £1,000,000

Minimum Subsequent Investment: Both Class I share classes: £500,000

Minimum Holding: Both Class I share classes: £500,000

Preliminary Charge: Both Class I share classes: 0.5% (current) 7% (maximum)

Annual Management Charge:	Both Class I share classes: 0.5% (current) 2.5% (maximum)
Interim Accounting Period(s):	1 April – 30 June 1 July – 30 September 1 October – 31 December
Income Allocation Date(s):	31 May (Annual) 31 August, 30 November, 28 February (Interim)
Additional power re government and public securities:	Subject always to the investment objective of and any investment restrictions applicable to this Fund, more than 35% and up to 100% of the Scheme Property of this Fund may be invested in government and public securities issued or guaranteed by any one of the issuers indicated in Table 1 of Appendix B in relation to this Fund.
Historical Past Performance:	Details are set out in Appendix H
Status of Fund for UK tax purposes:	The Fund is currently a Bond fund for UK tax purposes and therefore any income allocations will constitute an interest distribution.

Name:	UK All Share Tracker Fund
Investment Objective:	To provide a return based on the performance of the UK Equity Market as represented by the FTSE All Share Index (or such other similar index as the ACD shall consider to be appropriate) by investment in a portfolio which will primarily consist of equities.
Investment Policy:	<p>The objective of the Fund is to be achieved by investing in a portfolio of equities, bonds, and other investments in which a UCITS scheme equivalent to a securities scheme (see Note 1) is authorised to invest. The ACD will normally use various sampling techniques to achieve the objective of tracking the FTSE All Share Index. In so doing, the ACD may use discretion in deciding which investments are to be included in the portfolio.</p> <p>If the said Index is replaced by a successor index using (in the opinion of the ACD) the same or a substantially similar formula for (and method of) calculating the said Index then the ACD shall be entitled to determine (at its entire discretion) that such successor index will be from the date of such determination substituted for the FTSE All Share Index for the purposes of the investment objective and policy of the Fund.</p> <p>Note 1: Being a scheme which is dedicated to investment in transferable securities and which can invest not more than 10% in value of the scheme property in unapproved securities, not more than 5% in warrants and not more than 10% in other collective investment schemes. The use of derivatives for this scheme type is restricted to efficient portfolio management.</p>
Share Classes:	Class I net accumulation shares Class I net income shares
Minimum Initial Investment:	Both Class I share classes: £1,000,000
Minimum Subsequent Investment:	Both Class I share classes: £500,000
Minimum Holding:	Both Class I share classes: £500,000
Preliminary Charge:	Both Class I share classes: 0.5% (current) 7% (maximum)
Annual Management Charge:	Both Class I share classes: 0.25% (current) 2.5% (maximum)
Interim Accounting Period(s):	1 April – 30 September
Income Allocation Date(s):	31 May (annual) 30 November (interim)
Additional power re government and public securities:	Not Applicable
Historical Past Performance:	Details are set out in Appendix H

Status of Fund for UK tax purposes: The Fund is not a Bond fund for UK tax purposes and therefore any income allocations will constitute a dividend distribution.

The UK All Share Tracker Fund is not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("FTSE") or by the London Stock Exchange Plc (the "Exchange") or by The Financial Times Limited ("FT") and neither FTSE nor Exchange nor FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE All Share ("the Index") and/or the figure at which the said Index stands at any particular time on any particular day or otherwise. The Index is compiled and calculated by FTSE. However, neither FTSE nor the Exchange nor FT shall be liable (whether in negligence or otherwise) to any person for any error in the Index and neither FTSE or Exchange or FT shall be under any obligation to advise any person of any error therein.

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Name: **UK Fixed Interest Tracker Fund**

Investment Objective: To provide a total return based on the performance of the gilt market as represented by the FTSE A UK Gilts All Stocks index (or such similar index as the ACD shall consider appropriate) by investment in a portfolio which will primarily consist of UK Government Gilts.

Investment Policy: The objective of the Fund is to be achieved by investing in a portfolio of UK Government Gilts, other Sterling Loan Stocks and other investments in which a UCITS scheme equivalent to a securities scheme (see Note 1) is authorised to invest. The ACD will normally use a range of recognised indexation techniques to achieve the aim of tracking the FTSE A UK Gilts All Stocks index. In so doing, the ACD may use discretion in deciding which investments included in the said index are to be included in the portfolio. The number of investments so included may vary and this may result in only a small number of such investments being included in the portfolio. The ACD reserves the right to exercise the full powers of the Fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so.

If the said Index is replaced by a successor index using (in the opinion of the ACD) the same or a substantially similar formula for (and method of) calculating the said Index then the ACD shall be entitled to determine (at its entire discretion) that such successor index will be from the date of such determination substituted for the FTSE A UK Gilts All Stocks index for the purposes of the investment objective and policy of the Fund.

Note 1: Being a scheme which is dedicated to investment in transferable securities and which can invest not more than 10% in value of the scheme property in unapproved securities, not more than 5% in warrants and not more than 10% in other collective investment schemes. The use of derivatives for this scheme type is restricted to efficient portfolio management.

Share Classes: Class I net accumulation shares
Class I net income shares

Minimum Initial Investment: Both Class I share classes: £1,000,000

Minimum Subsequent Investment: Both Class I share classes: £500,000

Minimum Holding: Both Class I share classes: £500,000

Preliminary Charge: Both Class I share classes: 0.5% (current) 7% (maximum)

Annual Management Charge: Both Class I share classes: 0.25% (current) 2.5% (maximum)

Interim Accounting Period(s): 1 April – 30 June
1 July – 30 September

1 October – 31 December

Income Allocation Date(s): 31 May (Annual)
31 August, 30 November, 28 February (Interim)

Additional power re government and public securities: Subject always to the investment objective of and any investment restrictions applicable to this Fund, more than 35% and up to 100% of the Scheme Property of this Fund may be invested in government and public securities issued or guaranteed by any one of the issuers indicated in Table 1 of Appendix B in relation to this Fund.

Historical Past Performance: Details are set out in Appendix H

Status of Fund for UK tax purposes: The Fund is currently a Bond fund for UK tax purposes and therefore any income allocations will constitute an interest distribution.

The UK Fixed Interest Tracker Fund is not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("FTSE") or by the London Stock Exchange Plc (the "Exchange") or by The Financial Times Limited ("FT") and neither FTSE nor Exchange nor FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE A UK Gilts All Stocks ("the Index") and/or the figure at which the said Index stands at any particular time on any particular day or otherwise. The Index is compiled and calculated by FTSE. However, neither FTSE nor the Exchange nor FT shall be liable (whether in negligence or otherwise) to any person for any error in the Index and neither FTSE or Exchange or FT shall be under any obligation to advise any person of any error therein.

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Name: **UK Index-Linked Tracker Fund**

Investment Objective: To provide a total return based on the performance of the gilt market as represented by the FTSE Actuaries Government Securities Index-Linked All Stocks Index (or such similar index as the ACD shall consider appropriate) by investment in a portfolio which will primarily consist of UK Index-Linked government gilts.

Investment Policy: The investment objective of the Fund is to be achieved by investing in a portfolio of UK Index-Linked government gilts, other Sterling Loan Stocks and other investments in which a UCITS scheme equivalent to a securities scheme (see Note 1) is authorised to invest. The ACD will normally use a range of recognised indexation techniques to achieve the objective of tracking the FTSE Actuaries Government Securities Index-Linked All Stocks Index. In so doing, the ACD may use discretion in deciding which investments included in the said index are to be included in the portfolio. The number of investments so included may vary and this may result in only a small number of such investments being included in the portfolio. The ACD reserves the right to exercise the full powers of the Fund in relation to borrowing and efficient portfolio management as and when it considers that the circumstances which then exist make it appropriate to do so.

If the said Index is replaced by a successor index using (in the opinion of the ACD) the same or a substantially similar formula for (and method of) calculating the said Index then the ACD shall be entitled to determine (at its entire discretion) that such successor index will be from the date of such determination substituted for the FTSE Actuaries Government Securities Index-Linked All Stocks Index for the purposes of the investment objective and policy of the Fund.

Note 1: Being a scheme which is dedicated to investment in transferable securities and which can invest not more than 10% in value of the scheme property in unapproved securities, not more than 5% in warrants and not more than 10% in other collective investment schemes. The use of derivatives for this scheme type is restricted to efficient portfolio management.

Share Classes:	Class I net accumulation shares Class I net income shares		
Minimum Initial Investment:	Both Class I share classes:	£1,000,000	
Minimum Subsequent Investment:	Both Class I share classes:	£500,000	
Minimum Holding:	Both Class I share classes:	£500,000	
Preliminary Charge:	Both Class I share classes:	0.5% (current)	7% (maximum)
Annual Management Charge:	Both Class I share classes:	0.25% (current)	2.5% (maximum)

Interim Accounting Period(s):	1 April – 30 June 1 July – 30 September 1 October – 31 December
Income Allocation Date(s):	31 May (Annual) 31 August, 30 November, 28 February (Interim)
Additional power re government and public securities:	Subject always to the investment objective of and any investment restrictions applicable to this Fund, more than 35% and up to 100% of the Scheme Property of this Fund may be invested in government and public securities issued or guaranteed by any one of the issuers indicated in Table 1 of Appendix B in relation to this Fund.
Historical Past Performance:	Details are set out in Appendix H
Status of Fund for UK tax purposes:	The Fund is currently a Bond fund for UK tax purposes and therefore any income allocations will constitute an interest distribution.

The UK Index-Linked Tracker Fund is not in any way sponsored, endorsed, sold or promoted by FTSE International Limited ("FTSE") or by the London Stock Exchange Plc (the "Exchange") or by The Financial Times Limited ("FT") and neither FTSE nor Exchange nor FT makes any warranty or representation whatsoever, expressly or impliedly, either as to the results to be obtained from the use of the FTSE Actuaries Government Securities Index-Linked All Stocks Index ("the Index") and/or the figure at which the said Index stands at any particular time on any particular day or otherwise. The Index is compiled and calculated by FTSE. However, neither FTSE nor the Exchange nor FT shall be liable (whether in negligence or otherwise) to any person for any error in the Index and neither FTSE or Exchange or FT shall be under any obligation to advise any person of any error therein.

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Name:	UK Smaller Companies Fund		
Investment Objective:	To provide long term capital growth through investment in a broad portfolio of primarily UK smaller companies securities.		
Investment Policy:	The Fund will invest in a diversified portfolio of primarily UK smaller company securities which may include, directly or indirectly, convertible securities, and as appropriate, warrants and traded options. Investments will mainly be in UK companies which, at the time of initial investment, are constituents of the Hoare Govett Smaller Companies Index (or such similar index as the ACD shall consider appropriate).		
Share Classes:	Class A net accumulation shares Class B net accumulation shares (see Note 1 below) Class C net accumulation shares (see Note 1 below) Class X net accumulation shares (see Note 2 below)		
Minimum Initial Investment:	Class A share class:	£1,000	
	Class B share class:	£100,000	
	Class C share class:	£100,000	
	Class X share class:	£1,000,000	
Minimum Subsequent Investment:	Class A share class:	£100	
	Class B share class:	not applicable	
	Class C share class:	not applicable	
	Class X share class:	£500,000	
Minimum Holding:	Class A share class:	£500	
	Class B share class:	£500	
	Class C share class:	£500	
	Class X share class:	£500,000	
Preliminary Charge:	Class A share class:	5% (current)	7% (maximum)
	Class B share class:	5% (current)	7% (maximum)
	Class C share class:	5% (current)	7% (maximum)
	Class X share class:	0% (current)	7% (maximum)
Annual Management Charge:	Class A share class:	1.5% (current)	2.5% (maximum)
	Class B share class:	1.25% (current)	2.5% (maximum)
	Class C share class:	0.75% (current)	2.5% (maximum)
	Class X share class:	0% (current)	2.5% (maximum)
Interim Accounting Period(s):	None		
Income Allocation Date(s):	31 May (Annual)		

Additional power re government & public securities: Not applicable

Historical Past Performance: Details are set out in Appendix H

Status of Fund for UK tax purposes: The Fund is not a Bond fund for UK tax purposes and therefore any income allocations will constitute a dividend distribution.

Note 1: Class B and Class C share classes are not available to any person other than: -

- (a) a person who acquires Shares of the relevant Class pursuant to the terms of any scheme of conversion, amalgamation or reconstruction of a unit trust but only to the extent that that person acquires such Shares pursuant to the terms of any such scheme; or
- (b) a person, not being a person of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has decided that such Shares may be made available.

Note 2: Class X share classes are not available to any person other than: -

- (a) a company which is in the group of companies consisting of the ultimate holding company of the ACD and each of the subsidiaries of that holding company; or
- (b) a person, not being a company of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has determined that such Shares may be made available.

Name:	UK Tracker Fund		
Investment Objective:	To track the capital performance of the UK Equity Market as represented by the FTSE-100 Index (or such similar index as the ACD shall consider appropriate) by investing in UK investments.		
Investment Policy:	<p>The Fund will invest in a portfolio that is normally comprised of all the shares of the FTSE-100 Index. Where appropriate, the ACD may also use sampling techniques and derivatives to achieve the objective of tracking the Index. The ACD may use discretion regarding the inclusion of stocks entering or exiting the Index within the Fund.</p> <p>If the said Index is replaced by a successor index using (in the opinion of the ACD) the same or a substantially similar formula for (and method of) calculating the said Index then the ACD shall be entitled to determine (at its entire discretion) that such successor index will be from the date of such determination substituted for the FTSE-100 Index for the purposes of the investment objective and policy of the Fund.</p>		
Share Classes:	Class A net accumulation shares Class A net income shares Class B net accumulation shares (See Note 1 below) Class B net income shares (See Note 1 below) Class X net accumulation shares (See Note 2 below)		
Minimum Initial Investment:	Both Class A share classes:	£100,000	
	Both Class B share classes:	£100,000	
	Class X share class:	£1,000,000	
Minimum Subsequent Investment:	Both Class A share classes:	£100	
	Both Class B share classes:	not applicable	
	Class X share class:	£500,000	
Minimum Holding:	Both Class A share classes:	£500	
	Both Class B share classes:	£500	
	Class X share class:	£500,000	
Preliminary Charge:	Both Class A share classes:	Nil% (current)	7% (maximum)
	Both Class B share classes:	Nil% (current)	7% (maximum)
	Class X share class:	Nil% (current)	7% (maximum)
Annual Management Charge:	Both Class A share classes:	1% (current)	2.5% (maximum)
	Both Class B share classes:	0.5% (current)	2.5% (maximum)
	Class X share class:	0% (current)	2.5% (maximum)
Interim Accounting Period(s):	1 April – 30 September		
Income Allocation Date(s):	31 May (Annual) 30 November (Interim)		

Additional power re government and other public securities: Not applicable.

Historical Past Performance: Details are set out in Appendix H

Status of Fund for UK tax purposes: The Fund is not a Bond fund for UK tax purposes and therefore any income allocations will constitute a dividend distribution.

Note 1: Class B share classes are not available to any person other than:-

- (a) a person who acquires Shares of this Class pursuant to the terms of any scheme of conversion, amalgamation or reconstruction of a unit trust but only to the extent that that person acquires such Shares pursuant to the terms of any such scheme; or
- (b) a person, not being a person of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has decided that such Shares may be made available.

Note 2: Class X share classes are not available to any person other than:-

- (a) a company which is in the group of companies consisting of the ultimate holding company of the ACD and each of the subsidiaries of that holding company; or
- (b) a person, not being a company of the type referred to in the preceding paragraph (a), to whom the ACD at its entire discretion has determined that such Shares may be made available.

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Appendix E

Other Regulated Collective Investment Schemes

The ACD also acts as the ACD of the following authorised investment companies with variable capital:-

Scottish Widows UK and Income Investment Funds ICVC
Scottish Widows Overseas Growth Investment Funds ICVC
Scottish Widows Managed Investment Funds ICVC
Scottish Widows Investment Solutions Funds ICVC

Appendix F Dilution Adjustment Estimates

Scottish Widows Tracker & Specialist Investment Funds ICVC

Dilution adjustment estimates

Fund	Estimate of dilution adjustment applicable to sales (%)	Estimate of dilution adjustment applicable to redemption's (%)
UK Smaller Companies	0.99	0.49
UK Tracker	0.64	0.14
Overseas Fixed Interest Tracker	0.13	0.13
UK All Share Tracker	0.66	0.16
UK Fixed Interest Tracker	0.13	0.13
UK Index-Linked Tracker	0.13	0.13
International Bond	0.13	0.13
Latin American	0.65	0.65
Emerging Markets	0.46	0.47
American Smaller Companies	0.43	0.43

Rates correct as at 30 November 2009.

Appendix G

Directors of Scottish Widows Unit Trust Managers Limited and Significant Activities of the Directors not connected with the Business of the ICVC

Neil Machray

Directorships of:

Dalroad 1 plc

Hill Samuel Investment Services Group Limited
Hill Samuel Investment Services Limited
HSLA Residual Assets Limited
Lloyds Bank Unit Trust Managers Limited - company in liquidation
Scottish Widows Administration Services Limited
Scottish Widows Fund Management Limited
SW (No. 5) Limited - company in liquidation
SW (No. 6) Limited - company in liquidation
Target Holdings Limited
TSB Investment Services Limited - company in liquidation

Andy Briggs

Directorships of:

Lloyds Bank Unit Trust Managers Limited - company in liquidation
Scottish Widows Annuities Limited
Scottish Widows Financial Services Holdings
Scottish Widows Fund Management Limited
Scottish Widows Group Limited
Scottish Widows Plc
SW (No. 6) Limited - company in liquidation
TSB Financial Services Limited

Robert William Fletcher

Directorships of:

Scottish Widows Fund Management Limited

Appendix H

Historical Past Performance

	30/09/2008	28/09/2007	29/09/2006	30/09/2005	30/09/2004
	To	To	To	To	To
	30/09/2009	30/09/2008	28/09/2007	29/09/2006	30/09/2005
Fund Name					
Scottish Widows American Smaller Companies A Acc	1.96	-7.88	10.61	-2.84	33.65
Scottish Widows Emerging Markets A Acc	29.36	-27.38	38.90	4.02	47.00
Scottish Widows International Bond A Acc	19.81	17.08	-1.16	-2.62	5.85
Scottish Widows Latin American A Acc	38.60	-22.13	63.48	18.37	72.76
Scottish Widows Overseas Fixed Int Tracker I Acc	25.37	20.83	-1.60	-5.21	4.67
Scottish Widows UK All Share Tracker I Acc	13.14	-23.85	12.62	13.52	23.93
Scottish Widows UK Fixed Interest Tracker I Acc	9.38	6.59	-1.14	2.62	7.01
Scottish Widows UK Index Linked Tracker I Acc	2.28	11.37	1.29	5.58	7.95
Scottish Widows UK Smaller Companies A Acc	12.99	-35.30	5.99	23.67	21.45
Scottish Widows UK Tracker A Acc	11.43	-23.61	11.21	11.55	22.45

Source: Lipper as at 30 September 2009, on a single pricing basis, with net income reinvested, where available.

Investors should note that the figures refer to the past and past performance is not a reliable indicator of future results.

If you wish to obtain current information regarding fund performance please contact 0845 300 2244, or write to the ACD at 15 Dalkeith Road, Edinburgh, EH16 5WL.

SCOTTISH WIDOWS TRACKER AND SPECIALIST INVESTMENT FUNDS ICVC

Prospectus 9 April 2010