

Sandhurst Investment Common Fund

Investment Objective

The objective of the Fund is to provide a fixed term investment with capital stability and a choice of investment terms and interest rates by investment of the Fund in a selected portfolio of Australian first registered mortgages and other securities.

A complete list of our current rates is available on our website www.sandhursttrustees.com.au, at any Bendigo Bank branch or by contacting our Customer Service Centre on 1800 803 173.

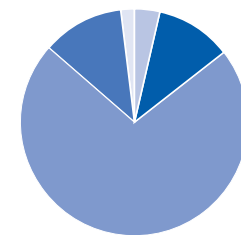
Fund Performance

Since its inception the Fund has always achieved the anticipated rate of return on investment, however Sandhurst does not guarantee the payment of the anticipated rate of return to investors in the future.

Assets and performance as at 30 September 2011

Investment profile as at 30 September 2011	
Cash at bank	\$6,421,398
Bank bills	\$2,989,275
Negotiable certificates of deposit	\$18,829,959
Mortgage backed securities	\$2,004,136
Mortgage loans	\$125,869,582
Total assets	\$156,114,350
Mortgage analysis	
Number of loans	275
Average loan size	\$457,708
Largest loan	\$8,918,797
Average loan to value ratio	49.2%
Number of investors	4,881
Low-documentation loans % to total loans	23.8%
Fixed/variable loan interest rate split	
Fixed	\$105,418,951
Variable	\$20,450,631

Fund Investment Portfolio



Cash at Bank	4.1%
Negotiable Certificates of Deposit	12.1%
Australian First Registered Mortgages	80.6%
Mortgage Backed Securities	1.3%
Bank Bills	1.9%

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Quarterly disclosure update

The Australian Securities and Investment Commission (ASIC) Regulatory Guide 45 - "Mortgage schemes – improving disclosure for retail investors" sets out 8 benchmarks which ASIC has formulated to improve disclosure to retail investors participating in unlisted mortgage schemes. Issuers, like Sandhurst, are not required to meet the benchmarks provided that reasons for not meeting the benchmarks are disclosed on an "if not, why not" basis. Sandhurst addresses each of these benchmarks in the Update to Sandhurst Common Funds Product Disclosure Statement dated 28 September 2011. Sandhurst continually reviews its position with regards to the benchmarks, as some of the information disclosed will change over time.

The following information identifies changes to our previous disclosure under each benchmark and should be read in conjunction with the Sandhurst Common Funds Product Disclosure Statement dated 25 May 2007, the Update to the Sandhurst Common Funds Product Disclosure Statement dated 28 September 2011 and any other updates to the Product Disclosure Statement available on our website.

Benchmark 1 - Liquidity

Sandhurst complies with Benchmark 1

As at 30 September 2011, the Investment Common Fund had liquidity, as defined under the ASIC benchmark (i.e. cash or cash equivalents) of \$28,240,632 or 18.1% of total assets. The composition and level of liquidity may change over time.

The Investment Common Fund has a standby facility in place with Bendigo and Adelaide Bank (the Bank) to assist with the management of short term liquidity should the need arise. This facility is repayable on the 23 June 2012 or earlier if required by the Bank. As at 30 September 2011 no funds have been drawn down on this facility and the aggregate undrawn amount is \$12,000,000.

Investment Types	Amount (\$)	% of portfolio
Cash	6,421,398	4.1
Bank Bills	2,989,275	1.9
Negotiable Certificates of Deposit	18,829,959	12.1

The maturity date of all such deposits and investments is not greater than 200 days.

Benchmark 2 - Scheme Borrowing

Sandhurst complies with Benchmark 2

Refer to Benchmark 1 for details of the standby facility.

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Benchmark 3 - Portfolio Diversification

Sandhurst complies with Benchmark 3

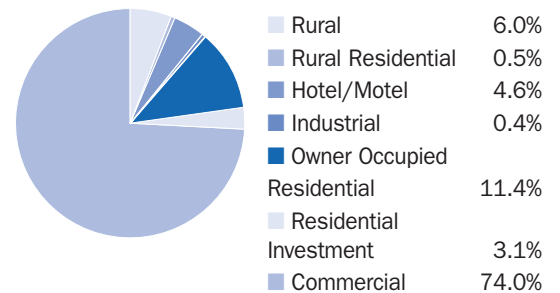
Number and value of loans

As at 30 September 2011, there were 275 mortgage loans totalling \$125,869,582. The total number of mortgagors is 254.

Loans by class of activity

Activity	Amount (\$)	No. of Loans	% by No.
Rural	7,610,755	29	10.5
Rural Residential	608,948	5	1.8
Hotel/Motel	5,744,007	16	5.9
Industrial	520,835	2	0.7
Owner Occupied Residential	14,290,819	53	19.3
Residential Investment	3,920,563	20	7.3
Commercial	93,173,655	150	54.5
Total	125,869,582	275	100.0

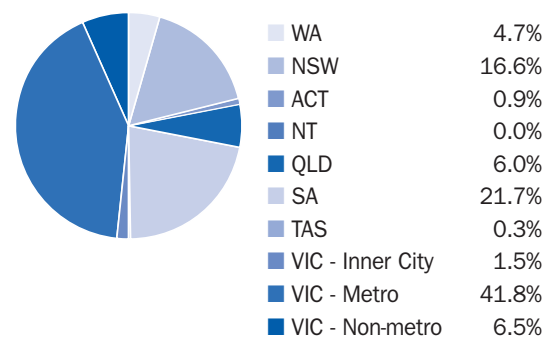
Loans by class of activity (% by \$)



Loans by geographic region

Geographical profile	Amount (\$)	No. of Loans	% by No.
Victoria			
Inner City	1,898,116	2	0.7
Metro	52,595,707	55	20.0
Non-metro	8,172,521	52	18.9
Australian Capital Territory			
Metro	1,140,291	6	2.2
New South Wales			
Metro	14,791,598	46	16.7
Non-metro	6,085,040	27	9.8
Northern Territory			
Metro	0	0	0
Non-metro	0	0	0
Queensland			
Metro	3,549,940	13	4.7
Non-metro	4,023,699	16	5.8
South Australia			
Inner City	9,959,521	3	1.1
Metro	15,746,817	29	10.5
Non-metro	1,589,198	7	2.5
Tasmania			
Inner City	114,842	1	0.4
Metro	302,225	1	0.4
Western Australia			
Inner City	151,192	1	0.4
Metro	5,126,425	13	4.8
Non-metro	622,450	3	1.1
Total	125,869,582	275	100.0

Loans by geographic region (% by \$)



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Benchmark 3 - Portfolio Diversification continued

Loans in arrears

As at 30 September 2011, there were 3 loans totalling \$742,802 in arrears greater than 30 days. This represents 0.6% of the total loan portfolio by dollar value.

Days in Arrears	Principal (\$)	Payments in Arrears (\$)	No. of Loans
30 - 60 days	214,781	3,190	1
60 - 90 days	0	0	0
90 days and over	528,021	16,785	2

All the above payments in arrears are considered to be recoverable.

Security type

As at 30 September 2011, all of the 275 loans were secured by way of first registered mortgage over Australian property. No loans were unsecured.

Largest borrower(s)

As at 30 September 2011, the total loan monies lent to the 10 largest borrowers was \$41,834,772. This represents 3.6% of the number of loans of the portfolio and 33.2% of the value of the portfolio.

The largest borrower had 1 loan of \$8,918,797 representing 7.1% of the value of the portfolio.

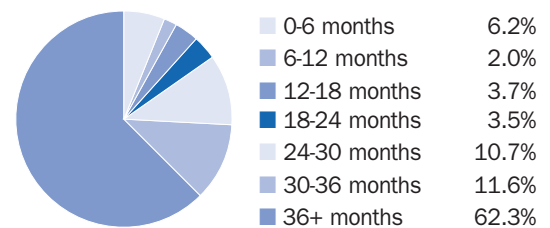
Undrawn loan commitments

As at 30 September 2011, the Investment Common Fund had 2 loans totalling \$493,000 that were approved, but not yet advanced.

Loans by maturity profile

Maturity Profile	Amount (\$)	No. of Loans	% by No.
0-6 months	7,821,431	16	5.8
6-12 months	2,503,768	9	3.3
12-18 months	4,647,665	8	2.9
18-24 months	4,459,912	10	3.6
24-30 months	13,408,169	14	5.1
30-36 months	14,654,342	17	6.2
36+ months	78,374,295	201	73.1
Total	125,869,582	275	100.0

Loans by maturity profile (% by \$)



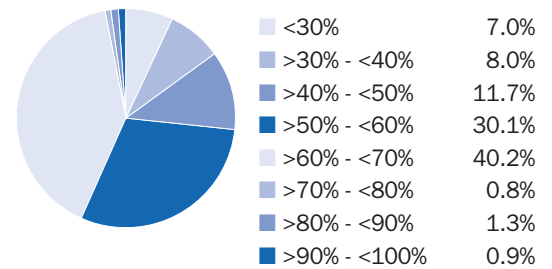
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Benchmark 3 - Portfolio Diversification continued

Loans by loan to valuation ratios

Loan to valuation ratio (LVR)	Amount (\$)	No. of Loans	% by No.
<30%	8,766,221	53	19.3
30-40%	10,123,307	32	11.6
40-50%	14,764,647	40	14.5
50-60%	37,934,653	54	19.6
60-70%	50,595,124	82	29.8
70-80%	972,532	4	1.5
80-90%	1,599,512	6	2.2
90-100%	1,113,586	4	1.5
Total	125,869,582	275	100.0

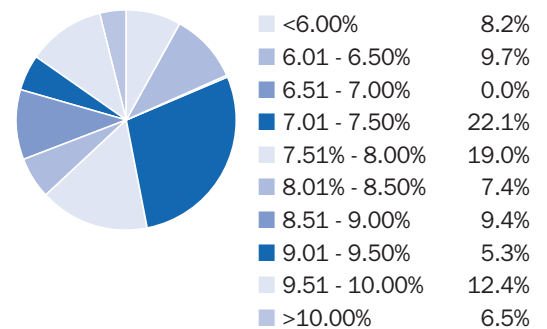
Loans by loan to valuation ratios (% by \$)



Loans by interest rate

Mortgage Split by Interest Rate	Amount (\$)	No. of Loans	% by No.
<6.00%	10,264,111	3	1.1
6.01-6.50%	12,225,673	60	21.8
6.51-7.00%	0	0	0.0
7.01-7.50%	27,806,733	20	7.3
7.51-8.00%	23,962,015	19	6.9
8.01-8.50%	9,342,047	21	7.6
8.51-9.00%	11,815,697	72	26.2
9.01-9.50%	6,719,389	16	5.8
9.51-10.00%	15,532,348	41	14.9
>10.00%	8,201,569	23	8.4
Total	125,869,582	275	100.0

Loans by interest rate (% by \$)



Benchmark 4 - Related Party Transactions

Sandhurst complies with Benchmark 4

The Fund has a standby facility in place with the Bank. As at 30 September 2011, no funds have been drawn on this facility.

Benchmark 5 - Valuation Policy

Sandhurst complies with Benchmark 5

The Investment Common Fund has 1 loan that accounts for 7.1% of the loan book as at 30 September 2011. The LVR of this loan is 65.3%. The valuation of the secured property is on an "as is" basis and is dated 26 March 2009.

Benchmark 6 - Lending Principles - loan to valuation ratios (LVR)

Sandhurst complies with Benchmark 6(a)

Sandhurst does not comply with Benchmark 6(b)

Sandhurst has elected to continue to hold residential mortgages with LVR's up to 95%, where lender's mortgage insurance is in place. Sandhurst is satisfied in these cases that the loans are adequately insured against loss.

Benchmark 7 - Distribution Practices

Sandhurst complies with Benchmark 7

There has been no change to our response in the Update to Sandhurst Common Funds Product Disclosure Statement dated 28 September 2011 for Benchmark 5 to Benchmark 7.

Benchmark 8 - Withdrawal Arrangements

Sandhurst complies with Benchmark 8

Refer to Benchmark 1 for details of the standby facility.

**For further information, contact our Customer Service Centre on 1800 803 173
or visit our website: www.sandhursttrustees.com.au**

The information contained in this update is current as at 30 September 2011 and is provided by Sandhurst Trustees Limited (Sandhurst), ABN 16 004 030 737 AFSL 237906, a subsidiary of Bendigo and Adelaide Bank Limited (the Bank) ABN 11 068 049 179. Investments in this Fund are not deposits with, guaranteed by, or liabilities of the Bank, or any of its subsidiaries. There is a risk that investors may lose some or all of their principal investment, that the Fund may achieve lower than expected returns and that withdrawal proceeds may not be paid within a reasonable period after the end of the fixed term. Please consider your situation and read the Product Disclosure Statement, available from any Bendigo Bank branch or by phoning 1800 803 173, before making an investment decision. (S37757) (11/11)