

MID CAP VALUE

Prepared for:

The City of Alexandria, Virginia, Police
and Firefighters' Pension Plan

Alexandria, VA

July 14th, 2011

**All data is presented as of 3/31/2011 unless
specified.**

For Use in One-on-One Presentations Only

Representing Kennedy Capital Management, Inc.

Frank Latuda, Jr., CFA

Vice President, Portfolio Manager, and CIO

- 19 years investment management experience.
- Joined KCM as equity analyst in 1997. Served as Director of Research from 1/1/1998 to 12/31/2000.
- Portfolio Manager of Small Cap Value I, Mid Cap Value, and All Cap Value products.
- Named Chief Investment Officer in October 2006.
- Passed *Uniform Investment Advisor Law* and *Uniform Securities Agent State Law* examinations.
- B.S. in Electrical Engineering from the University of Notre Dame.
- M.S. in Electrical Engineering and M.B.A from the University of Illinois.

Chuck Bryant

Managing Director

- 17 years of investing experience, 3 years as an Equity Analyst at KCM.
- B.S. Finance from Stetson University.
- M.B.A. from Saint Louis University.
- Former United States Army Airborne Ranger.
- Passed *Uniform Investment Advisor Law* Examinations.

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Kennedy Capital Management, Inc. (KCM)

We are...

INDEPENDENT:

- The firm is independent and entrepreneurial. KCM is 100% owned by its employees and directors.
 - Over 65% of investment professionals at KCM own stock.
 - The largest ownership position is less than 20%.
- Strong balance sheet with cash reserves.
- Not “up-streaming” revenue to controlling interest.

EXPERIENCED:

- Celebrating our 30th year, KCM has strived to generate superior small and mid cap equity returns for our clients since 1980.
- 26 Investment Professionals – all focused on small/mid cap stocks.
- 6 Portfolio Managers and 2 Assistant Portfolio Managers with over 150 years of combined industry experience.
- 3 Full-time Equity Traders with over 35 years of industry experience.

RESEARCH DRIVEN:

- Process is bottom-up and labor intensive. We commit the resources necessary to consistently uncover and exploit opportunities unique to the small and mid cap universes.
- Full-time Director of Research with 10 years of industry experience.
- 15 Sector-Specific Equity Analysts.

PERFORMANCE DRIVEN:

- Compensation structure for all investment professionals focused on alignment with clients’ interests.

Compliance Program:

CULTURE OF COMPLIANCE:

- Reporting Structure – Chief Compliance Officer reports directly to the Board of Directors.
- Tone at the Top – Senior management is fully supportive.

RISK MANAGEMENT:

- Investment Policy Committee provides oversight to all KCM products.
- Surveillance & Testing – Ongoing internal vigilance.
- Charles River Development (CRD) – Used by Traders & Compliance.

COMPLIANCE STAFF:

- Qualified & Experienced.
- 3 Full-time compliance professionals, with over 50 years of combined compliance experience.
- Our COO is also an attorney with a background in Compliance.

Representative Clients

Kennedy Capital Management, Inc. manages assets for large pension funds, endowments, foundations and high-net worth individuals.

The following is a sampling of our clients: ²

Corporate

American Electric Power, OH
 AT&T Investment Management Co., TX
 BAE Systems, MD
 Donaldson Company, Inc., MN
 Metropolitan Sewer District, MO
 Northeast Utilities Service Company, CT
 Prudential Retirement Ins. & Ann. Company, CT
 The Clariant Corporation, NC

Colleges/Universities

Earlham College, IN
 Hamline University, MN
 Iowa State University Endowment, IA
 Loyola University New Orleans, LA
 Webster University, MO

Taft-Hartley

Iron Workers, St. Louis District, MO
 The Union Labor Life Insurance Co., Inc. (Ullico), DC

Public

Arkansas Teacher Retirement System, AR
 City of Fresno Fire & Police Retirement System, CA
 Daytona Police & Fire Pension Fund, FL
 Oklahoma Law Enforcement Retirement System, OK
 Prince George's County Police & Fire Pension, MD
 Pontiac General Employees' Retirement System, MI
 Miami Fire Fighter's Relief & Pension Fund, FL
 The Police & Fire Retirement System of Detroit, MI
 The Municipal Employees' Retirement System of Michigan, MI

Foundations

The Bush Foundation, MN
 Lyndhurst Foundation, TN

Other

Catholic Health Association of the United States, MO
 Dominican Sisters of Springfield, IL
 Gottex Fund Management, Switzerland
 Oglethorpe Power NDT, GA
 RBC Asset Management, Inc., Canada
 Sisters of St. Joseph of Carondelet, MN
 Society of Manufacturing Engineers, MI
 The Sisters of St. Joseph of the Third Order of St. Francis, WI

²Please see disclosure #'s 1, 2 in the Disclosure Glossary in Section V.

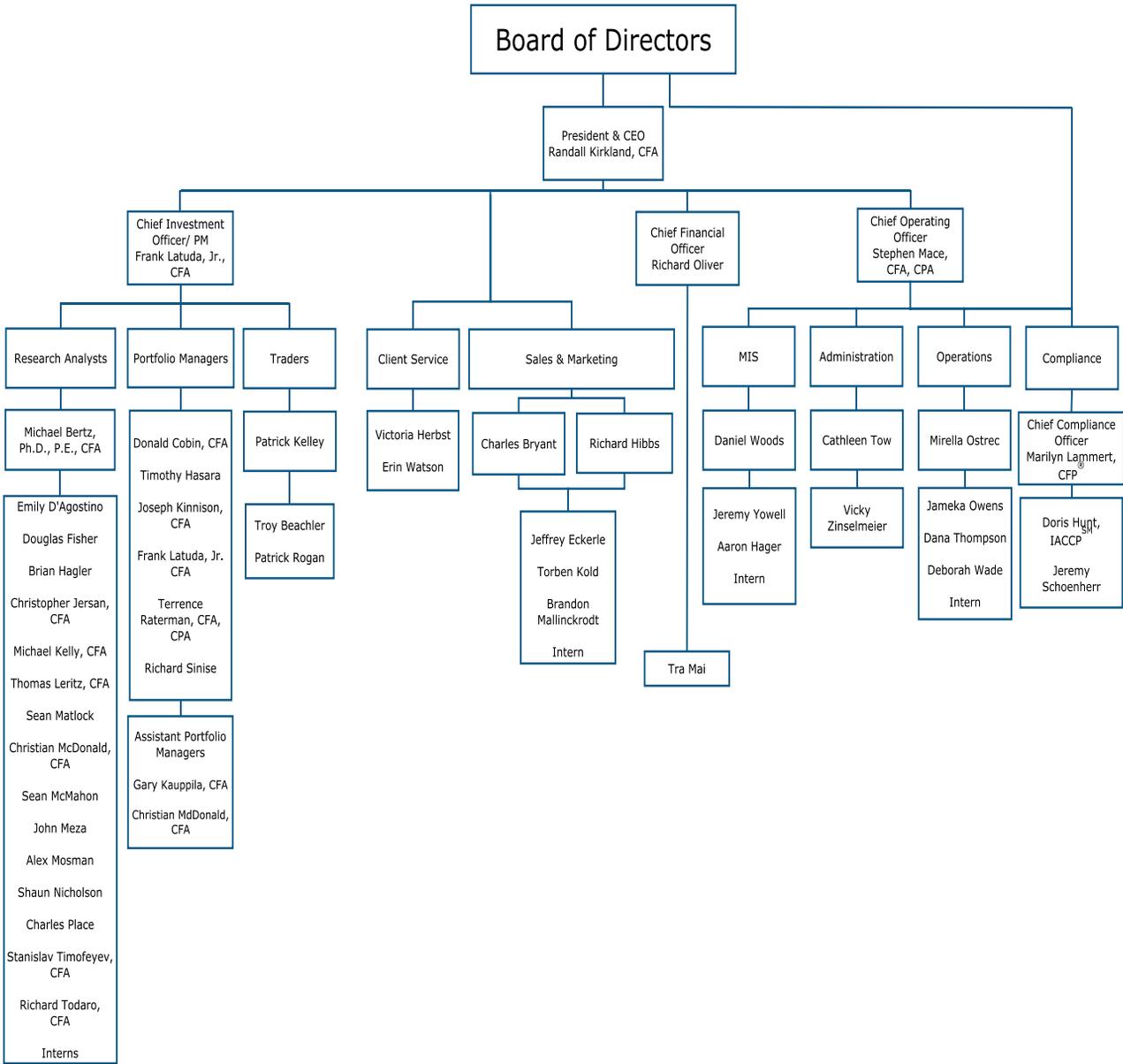


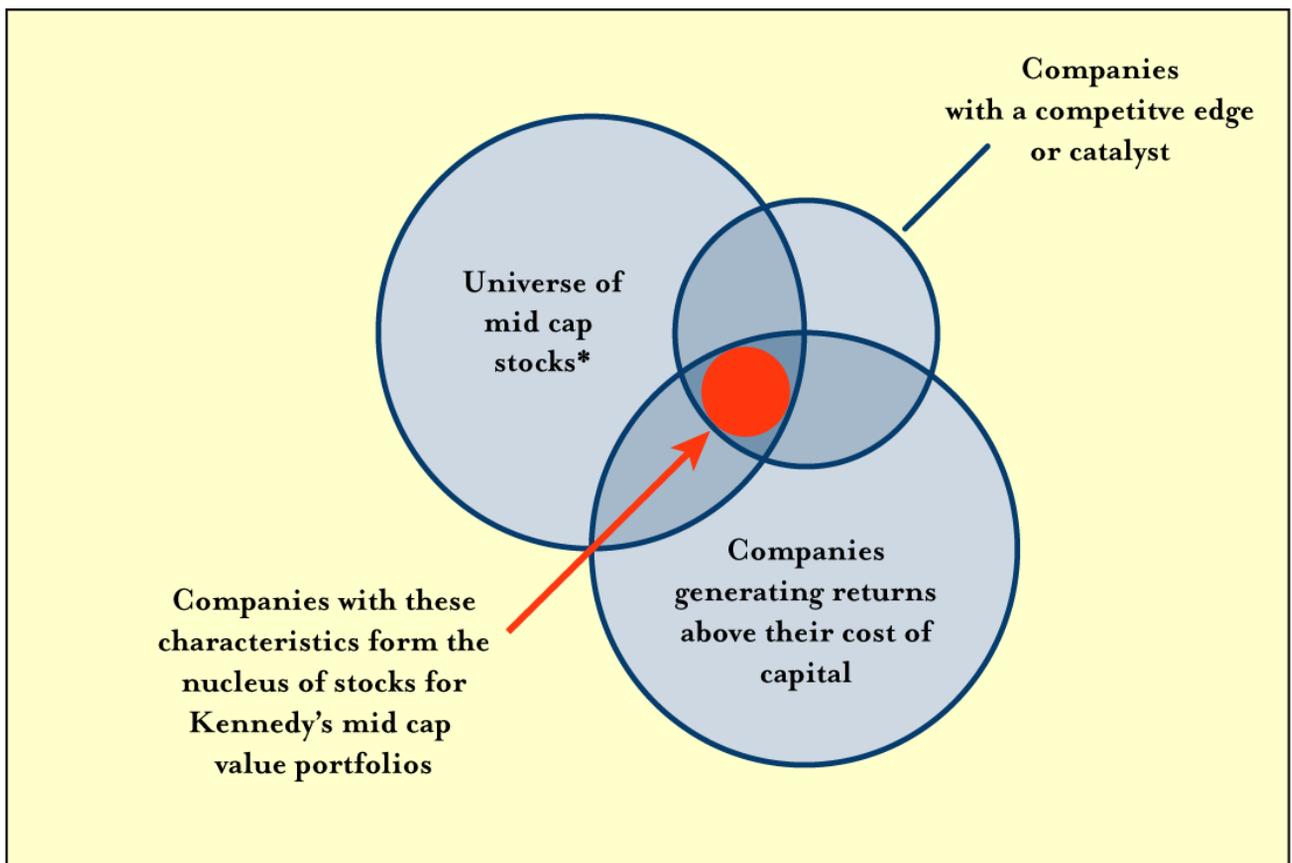
Illustration by Kennedy Capital Management, Inc. Please see disclosure # 1 in the Disclosure Glossary in Section V.

Kennedy Capital Management, Inc. – Investment Philosophy

At KCM, we are first and foremost *fundamental stock pickers* focused on the small and mid cap equity markets.

Our initial research focuses on identifying companies generating superior returns on invested capital (ROIC)†.

Digging deeper, we ultimately look to allocate capital to companies that can reinvest those cash-flows into other high-return projects, creating a powerful compounding effect that builds wealth for shareholders.



* WE DEFINE MID CAP COMPANIES AS THOSE WITH MARKET CAPITALIZATIONS WITHIN 80% OF THE WEIGHTED AVERAGE MARKET CAPITALIZATION OF THE RUSSELL MIDCAP® VALUE INDEX.³

†ROIC – RETURN ON INVESTED CAPITAL.

Illustration by Kennedy Capital Management, Inc. Please see disclosure #'s 1, 3 in the Disclosure Glossary in Section V.

Identifying the Right Companies

4, 14, 15

WE SCREEN EARNINGS!

- Labor intensive, but worth it.
- Reveals stocks with little or no analyst coverage.

06-29-10 Earnings Screen														Actual				Est.				Sales				% To		Adj	
19	Div	Mcap	#of	KCM	IND			Cur	Event	EPS	Est.	EPS	EPS	Actual	Est.	Sales	EPS	EPS	Sales	Sales	% To	Adj							
Ticker	Yld	\$M	Ana	PM	INI	INI	Sector	Industry Name	Price	Cur Q	Cur Q	Surprise	Surprise	Cur Q	Cur Q	Surprise	1 Yr	1 Yr	1 Yr	1 Yr	Best	Value							
										%	%	%	%	%	%	%	%chg	%chg	%chg	%chg	Target	Targ							
STT	0.1%	17,020	22	1:FL	FLAT	BHAG	Finan	Asset Management &	33.95	-	-	0.73	-	-	-	2,212.6	-	1.04	-	2,153.0	-	-3.6	-0.1						
EV	2.2%	3,303	16	-	-	BHAG	Finan	Asset Management &	27.86	-	-	0.40	-	-	-	288.0	-	0.26	-	228.4	-	20.9	0.2						
BKS	6.1%	909	7	-	-	CJER	Cndis	Specialty Stores	16.41	rep	-0.89	-0.81	-9.9%	-0.49	1,319.5	1,283.0	2.8%	-	-	1,631.6	-19.1%	-41.3	-0.7						
GIS	2.6%	24,472	19	-	-	CJER	Cnstp	Packaged Foods & Me	36.90	rep	0.41	0.41	0.0%	0.00	3,570.4	3,546.6	0.7%	0.64	-35.9%	3,645.7	-2.1%	-46.7	-2.6						
PARL	-	35	-	-	-	CJER	Cnstp	Personal Products	1.73	rep	-0.48	-	na	na	17.7	-	na	0.17	-382.4%	28.2	-37.1%	-	-						
CACI	-	1,258	18	1:DC	CMCD	CMCD	Intech	It Consulting & Oth	41.62	guid	-	0.93	-	-	-	803.5	-	0.95	-	728.9	-	50.9	0.7						
AIZ	1.7%	3,963	12	-	-	CPLA	Finan	Multi-Line Insuranc	34.89	pre	-	1.17	-	-	-	2,134.3	-	0.84	-	2,273.6	-	79.0	1.0						
EXFO	-	315	7	-	-	JMEZ	Intech	Communications Equi	5.30	rep	0.04	0.04	0.0%	0.00	63.2	62.9	0.5%	-0.02	300.0%	43.6	44.8%	99.1	1.3						
OCZ	-	64	1	-	-	JMEZ	Intech	Computer Storage &	3.00	rep	-0.11	-	na	na	34.3	-	na	-0.20	45.0%	35.8	-4.2%	-	-						
SVR	-	1,391	14	4:TH,DS,DC,JK	RTOD	JMEZ	Telsrv	Wireless Telecommun	19.96	-	-	0.46	-	-	-	152.4	-	0.37	-	113.5	-	100.8	1.0						
LPS	1.2%	2,958	9	-	-	RTOD	Intech	Data Processing & O	31.07	-	-	0.89	-	-	-	646.5	-	0.83	-	613.2	-	117.0	1.8						
ZZ	-	278	8	-	-	SMAT	Cndis	Home Furnishings	2.94	rep	0.02	0.02	0.0%	0.00	316.5	319.9	-1.1%	0.05	-60.0%	298.5	6.0%	34.7	0.3						
BIIB	-	13,235	23	1:ST	FLAT	SMCM	Health	Biotechnology	49.57	ann	-	1.12	-	-	-	1,126.4	-	0.75	-	1,093.3	-	113.7	1.7						
PDCO	1.3%	3,548	14	1:FL	SMCM	SMCM	Health	Health Care Distrib	28.74	-	-	0.44	-	-	-	850.6	-	0.38	-	789.6	-	12.4	0.3						
AET	0.1%	11,430	21	-	-	SMCM	Health	Managed Health Care	26.90	-	-	0.70	-	-	-	8,494.1	-	0.68	-	8,670.8	-	86.6	1.2						
WOR	3.1%	1,036	6	-	-	SNIC	Mater	Steel	13.08	rep	0.42	0.28	50.0%	1.07	626.4	527.4	18.8%	-0.17	347.1%	471.6	32.8%	-11.1	-0.2						
FRD	2.9%	38	-	-	-	SNIC	Mater	Steel	5.55	rep	0.16	-	na	na	23.3	-	na	0.80	-80.0%	21.9	6.4%	-	-						
ZEP	0.9%	366	4	-	-	TLER	Mater	Specialty Chemicals	17.19	rep	0.30	0.26	15.4%	0.23	153.0	153.1	-0.0%	0.25	20.0%	123.0	24.5%	-24.7	-0.8						
OMN	-	325	4	2:DS,DC	TLER	TLER	Mater	Specialty Chemicals	7.27	rep	0.28	0.19	47.4%	1.24	226.4	207.0	9.4%	0.12	133.3%	161.3	40.4%	20.1	0.3						

Data Source: FactSet Research Systems Inc., Credit Suisse HOLT ValueSearch™, Zack Investment Research and KCM Research Department

- We screen earnings and news releases in real time. We are able to do this because of the size and depth of our research staff:
 - 15 analysts— each focused on specific industry sectors
 - 1 Director of Research
 - 6 Portfolio Managers
 - 2 Assistant Portfolio Managers
 - 3 Equity Traders
 - 8 Research Interns
- Our proprietary information system allows us to screen for new ideas and monitor news and information on virtually all the companies in our research universe.
 - This system aggregates data from multiple data sources, feeding us both historical and real-time data.
- The size and depth of our investment staff combined with proprietary research tools gives us an information edge that we are often able to exploit for the benefit of our clients.

This information is supplemental to the Mid Cap Value Composite Disclosure Presentation located in section VI. Illustration by Kennedy Capital Management, Inc. Please see disclosure #'s 1, 4, 14, 15 in the Disclosure Glossary in Section V.

The Next Step...analysts turn their focus to Fundamental Research. This process typically involves...

DUE DILIGENCE

- Interaction with senior management (calls, visits, channel checks).
- Review annual reports, 10-K/10-Q's, press releases, and published sell side research (if any).
- Build cash-flow/earnings models.
- Industry conferences and trade shows.
- Competitive analysis.

BUY RECOMMENDATION

- Analyst presents research to PM.
- Final buy/sell decisions rest solely with the PM.
- PM and trader work to accumulate a position in the stock.

Monitoring analysts output and performance...

SHADOW PORTFOLIOS

- New buys are mirrored in analysts' "shadow portfolios."
 - Proprietary system tracks performance dollar-for-dollar, trade-for-trade.
- Customized benchmark unique to each analyst.
- Bonus compensation tied directly to client performance.

Trading

Given the liquidity constraints inherent in the small cap universe, we dedicate extensive resources to seek the best possible execution on every transaction.

- KCM employs a staff of 3 full-time traders, who combined have over 35 years of experience trading domestic small cap equities.
- Our traders utilize numerous trading venues, including market makers, agency traders, ECNs and crossing networks.
- With an experienced staff of traders using numerous tools, KCM seeks to enhance performance by exploiting trading inefficiencies in our stocks.



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April 20, 2011

Mr. Randy Kirkland
President & Chief Executive Officer
Kennedy Capital Management, Inc.
10829 Olive Blvd.
St. Louis, MO 63141

Dear Mr. Kirkland,

We have examined all of the trading of Kennedy Capital for the 1st quarter of 2011 to help the firm determine total aggregate and average transaction costs for that period. Kennedy Capital traded approximately 97.2 million shares of domestic equities representing approximately \$1.4 billion in principal.

Our database (known as the Abel/Noser Universe) contains the trading of approximately \$4.5 trillion of principal traded domestically, which includes select or all of the data from 750 domestic money managers. Our Benchmark is the median Total Transaction Cost of all these clients combined. To determine the Total Transaction Cost for a particular trade we sum the commission and the execution cost. The execution cost is the difference between the stock price Kennedy received and the interval volume weighted average price from the time the order is placed until the time of final execution.

We produced a Transaction Measurement Summary for your trading that plots your results against the Universe Benchmark. The results were as follows:

	<u>Kennedy Capital</u>	<u>A/N Universe Benchmark</u>	<u>Difference</u>
Commission	- 2.50¢/share	-2.55¢/share	+0.05¢/share
Execution Cost	+1.13¢/share	-0.57¢/share	+1.70¢/share
Total Cost	- 1.37¢/share	-2.99¢/share	+1.62¢/share

Kennedy Capital beat the Universe Benchmark by 1.62¢/share. On 97.2 million shares this represents savings of approximately \$1.57 million relative to the Benchmark. These results place Kennedy in the top 5th percentile of all data in our Universe.

If you have any questions regarding the reports or methodology used in determining these results, please do not hesitate to call.

Sincerely,

D. Craig Rainey
Vice President

Member NYSE & SIPC

Risk Management

By design, KCM is an entrepreneurial firm that encourages independent, contrarian thinking. At the same time, controls are in place that provide for adherence to client guidelines.

- We have established an Investment Policy Committee (IPC) that meets periodically with each Portfolio Manager.
- The IPC consists of the President, Chief Investment Officer, Chief Operating Officer, Chief Compliance Officer, and the Director of Research.
- Each product is reviewed periodically and critical topics are addressed including:
 - Performance
 - Diversification
 - Factor Characteristics relative to the benchmark
 - Trading and liquidity constraints
 - Adherence to client guidelines

Please see disclosure # 1 in the Disclosure Glossary in Section V.

Mid Cap Value Investment Team

(with years of investment or relevant industry specific experience)

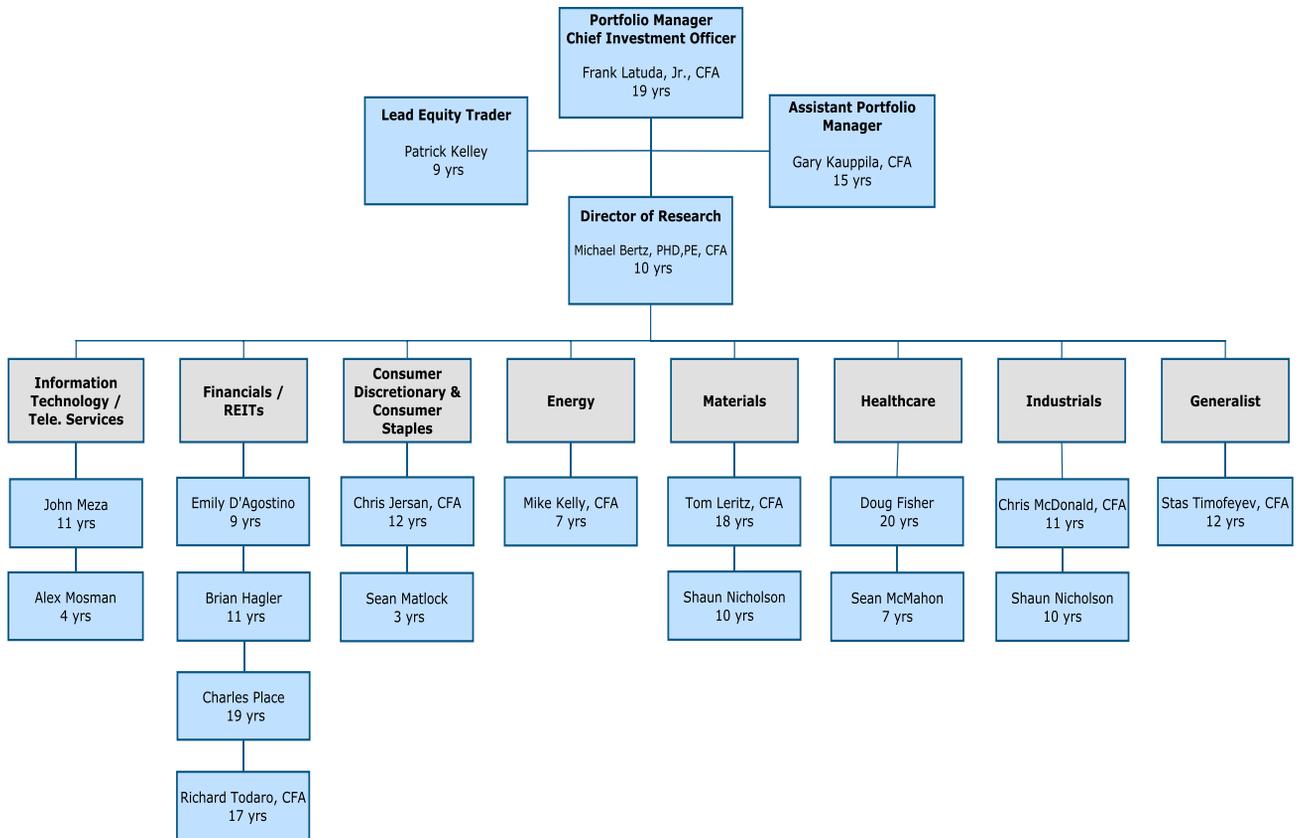


Illustration by Kennedy Capital Management, Inc. Please see disclosure # 1 in the Disclosure Glossary in Section V.



KCM Analyst Team Size/Experience

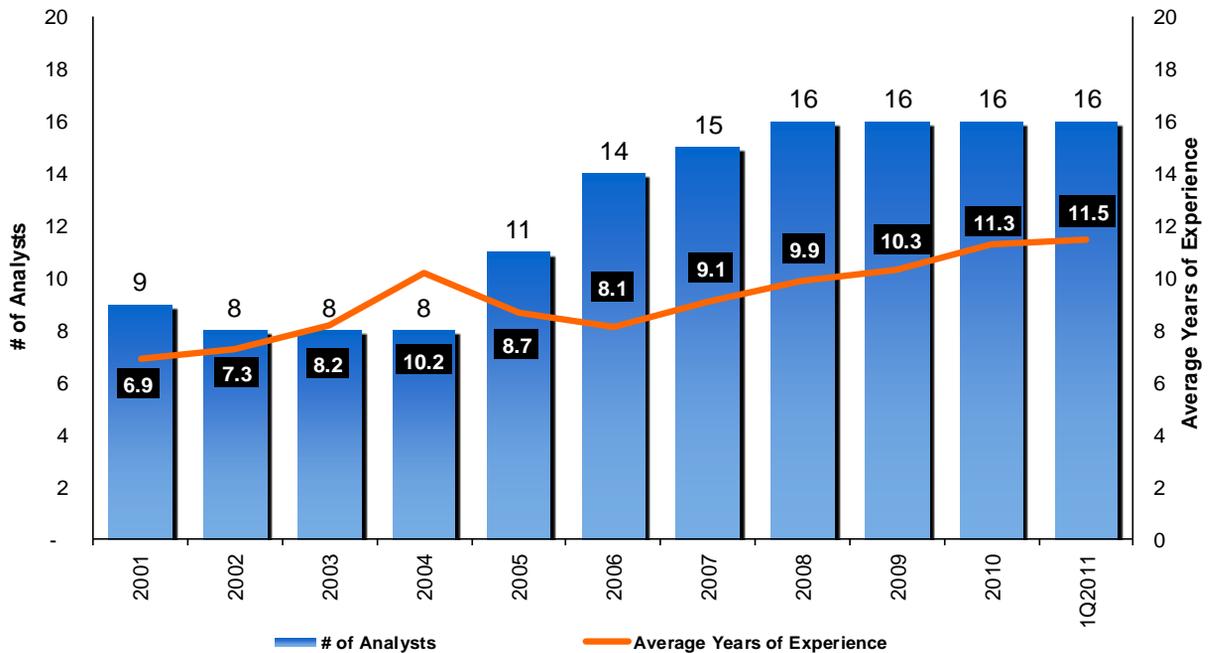


Illustration by Kennedy Capital Management, Inc. Number of analysts includes Director of Research. Please see disclosure # 1 in the Disclosure Glossary in Section V.

The Kennedy Value Process

At KCM, we focus on equities with a market capitalization that represents the Russell Midcap® Value Index.³ We have a staff of 16 research analysts (including our director of research) each focused on specific industry sectors, which enable them to identify the most attractive equities within their sector. We utilize a bottom-up approach to investing. The portfolio manager may under/overweight a given industry group or sector, but this is typically the result of our research, rather than top-down economic analysis. Our analysts actively screen virtually all earnings releases of companies within our market cap parameters on a real-time basis enabling us to react immediately to changes in expectations, independent of sell-side thinking.

New Buy Criteria

While no set of criteria encompasses every investment opportunity, our process focuses on equities that meet the following criteria:

- **Market capitalization representative of the Russell Midcap® Value Index.**³
- **Increasing or stable cash-flow returns on investment above the company's cost of capital.**
We delve much deeper than traditional accounting measures of ROI or ROE to determine the true operating cash-flow returns of the business.
- **Growing asset/investment base.**
We look for evidence that management continues to find opportunities to invest cash flow at or above historical rates of return. We believe a focus on return on investment without a consideration of growth leads investors into "value traps."
- **Valuation.**
Regularly translate the current price of a security into a measure of the implied future returns on invested capital for a company.
- **Below average analyst coverage.**
We base our evaluation of analyst coverage on the number of analysts actively publishing research on a stock weighted by the scope of the research firm.

In addition, we give special attention to those companies earning double-digit returns on invested capital and double-digit growth rates. These stocks have the potential to generate superior investment performance due to the powerful effect of compounding.

Please see disclosure #'s 1, 3 in the Disclosure Glossary in Section V.

Sell Discipline

There are two primary reasons we decide to sell a stock:

1) Valuation

- Regularly translate the current price of a security into a measure of the implied future returns on invested capital for a company.
- Look to reallocate assets to other, more attractive situations when valuations reach levels at or above our assessment of reasonable future returns on capital.

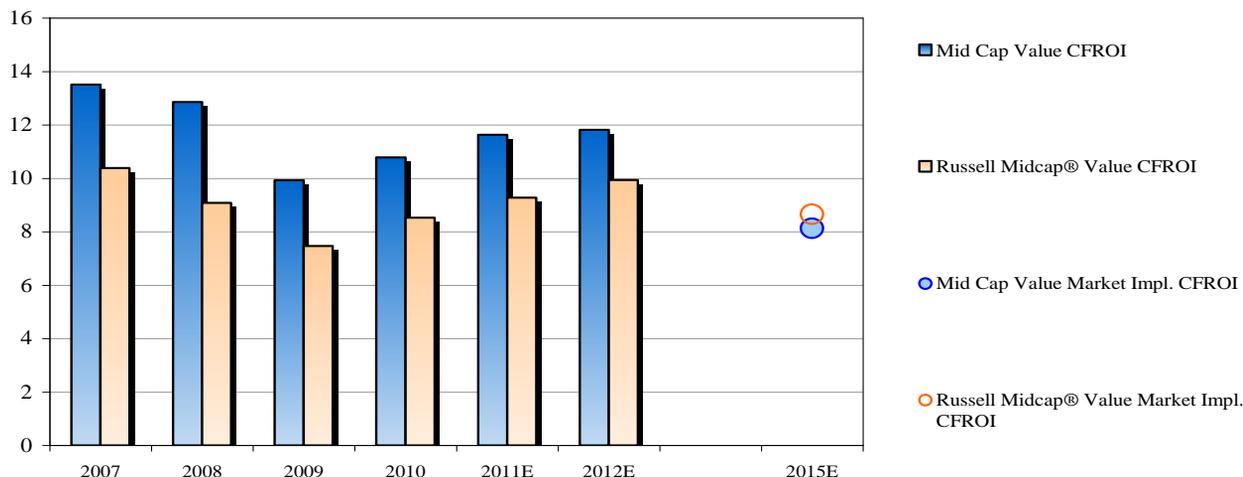
2) Deteriorating Fundamentals

- Before initiating a position, we set clear objectives we expect the company to meet or exceed.
- After establishing an investment thesis and setting targets for management, we closely monitor progress.
- Will likely sell a position if a company delivers results below our expectations, changes management, or encounters competitive forces that change our outlook.



Mid Cap Value

CFROI[®] Snapshot Report as of 3/31/11^{3, 5, 6} Mid Cap Value vs Russell Midcap[®] Value



	<u>Portfolio</u> <u>Mid Cap Value</u>	<u>Benchmark</u> <u>Russell Midcap[®] Value</u>
CFROI FY0 (Last FY)	10.78	8.53
CFROI FY1 (Current FY)	11.63	9.27
CFROI Chg FY1 - FY0	0.84	0.75
CFROI 3Yr Past Median	10.96	8.32
CFROI FY5 Market Implied	8.12	8.65
CFROI 3Yr Past Med. - FY5 Mkt Implied	2.83	-0.34
CFROI Disc Rate Spread (Last FY)	5.50	3.01
Long Term Growth Rate	8.53	4.72
Asset Growth FY0	9.50	4.59
% to Best Target	30.32	8.64
Adjusted Value Target	0.53	0.03

Source: FactSet Research Systems, Inc. & Credit Suisse HOLT ValueSearch[™]

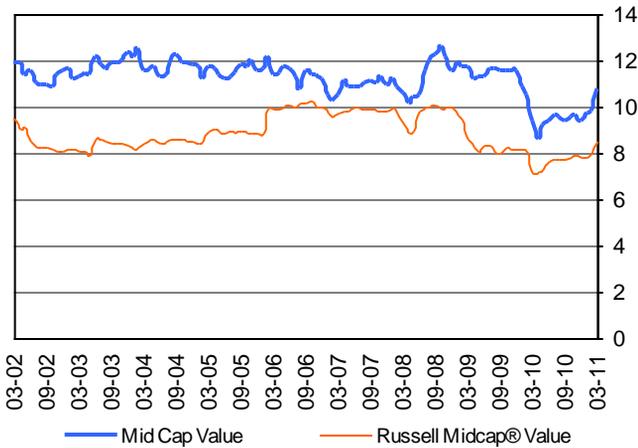
CFROI – Cash Flow Return On Investment

This information is supplemental to the Mid Cap Value Composite Disclosure Presentation located in section VI. Please see disclosure #'s 1, 3, 5, 6 in the Disclosure Glossary in Section V as well as the Composite Disclosure Presentation in section VI.

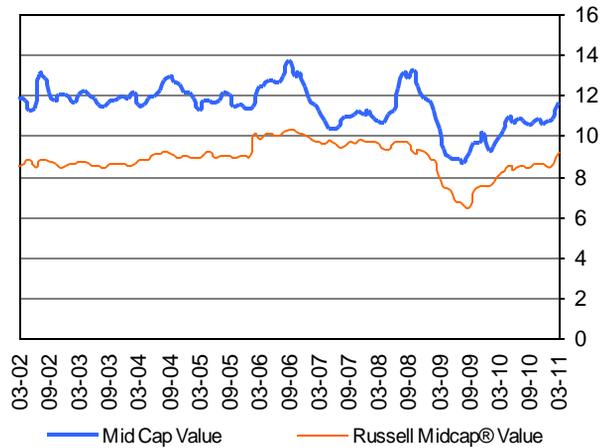
Characteristics of Mid Cap Value vs. Benchmark ^{3, 5, 6}

THROUGH MARCH 31ST, 2011

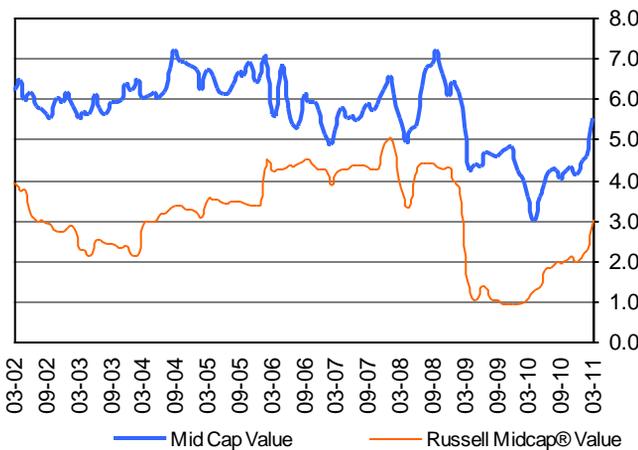
CFROI® FYO (LAST FISCAL YEAR)



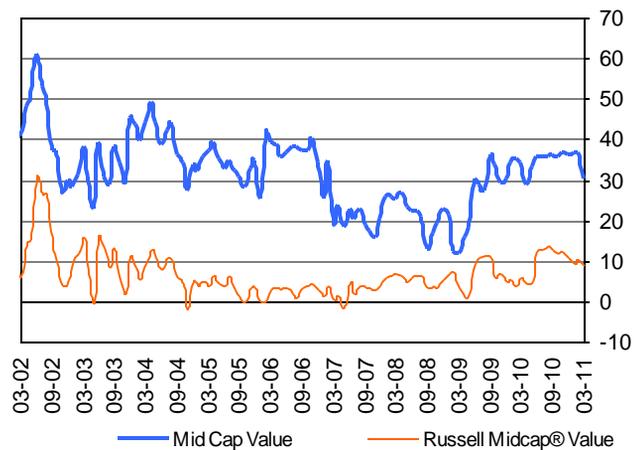
CFROI® FYI (CURRENT FISCAL YEAR)



CFROI® DISC RATE SPREAD (LAST FY)



% TO BEST TARGET



Source: FactSet Research Systems, Inc. & Credit Suisse HOLT ValueSearch™

CFROI – Cash Flow Return on Investment

This information is supplemental to the Mid Cap Value Composite Disclosure Presentation located in section VI. Please see disclosure #'s 1, 3, 5, 6 in the Disclosure Glossary in Section V as well as the Composite Disclosure Presentation in section VI.

Portfolio Construction

Mid Cap Value Composite Facts ⁵

As of March 31, 2011:

("Composite") Assets Under Management	\$58 Million
("Total Product") Assets Under Management	\$93 Million*
Number of Composite Accounts	11
Number of Securities	55
Typical Number of Stocks per Account	40 - 60

Portfolio Characteristics

Our investment approach should result in a portfolio with different characteristics than the mid cap market generally. Except as noted below, the following portfolio statistics are for the Mid Cap Value composite as of March 31, 2011.

	Mid Cap Value ^{5, 7, 9}	Russell Midcap® ³ Value	Russell Midcap® ³
Forecasted P/E (FY2) ⁸	13.0x	12.6x	13.6x
Price-to-Book Ratio	2.5x	2.0x	3.1x
Price-to-Sales Ratio	2.6x	1.8x	2.4x
Yield	1.2%	1.9%	1.4%
Wght. Avg. Market Cap (\$M)	\$7,418	\$8,267	\$8,588
Long-Term Debt/Total Capital	27.8%	39.9%	35.7%
Returns-on-Equity (ROE)	13.3%	9.9%	14.5%

Source: FactSet Research Systems, Inc.

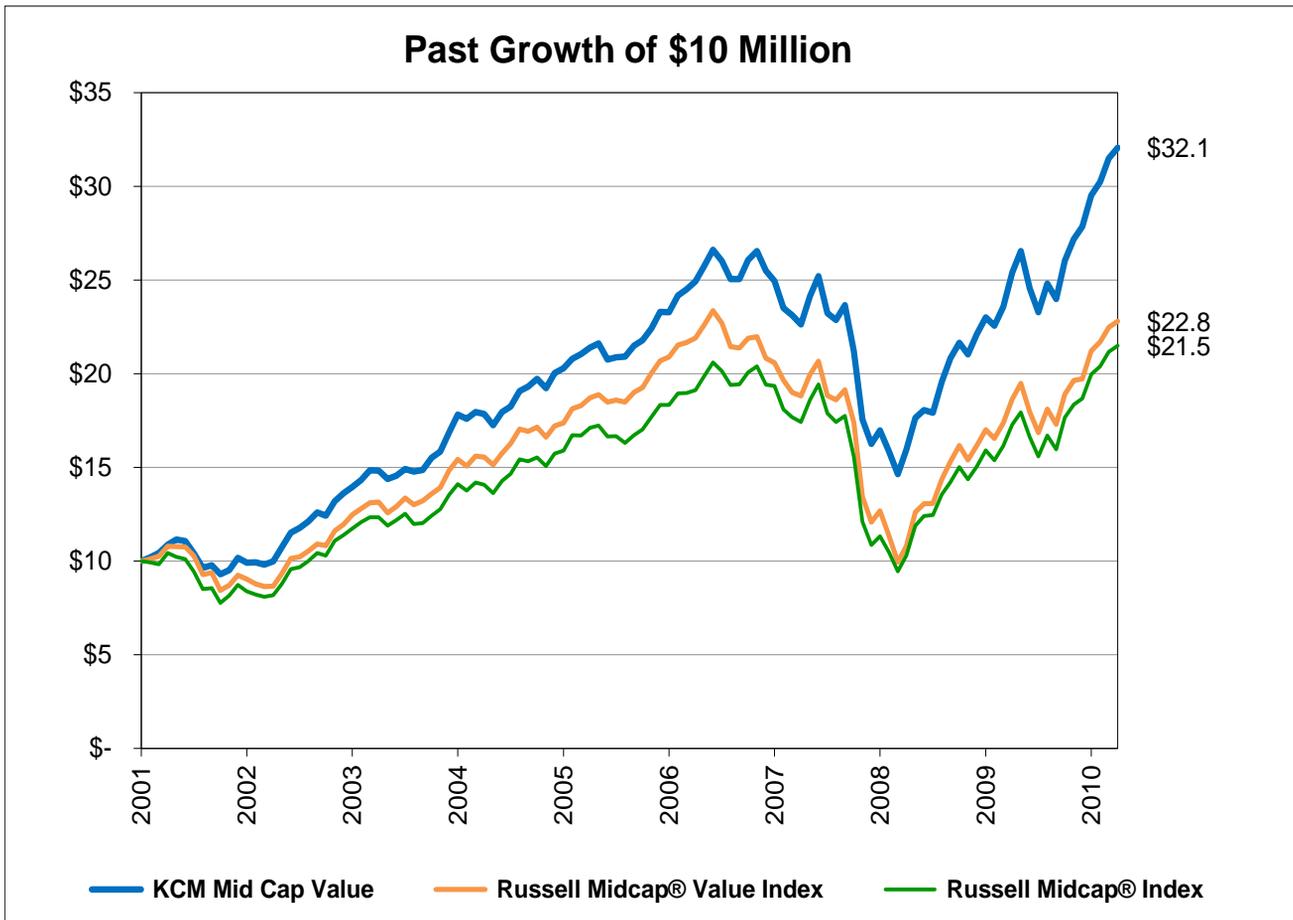
*The ("Total Product") Assets Under Management include the ("Composite") assets, Mid Cap Value ("Wrap") assets, and KCM defined non-discretionary assets which are not included within the Mid Cap Value ("Composite").

This information is supplemental to the Mid Cap Value Composite Disclosure Presentation located in section VI. Please see disclosure #'s 1, 3, 5, 7, 8, 9 in the Disclosure Glossary in Section V as well as the Composite Disclosure Presentation in Section VI.

Mid Cap Value

Kennedy Capital Management, Inc.

(Assets are in millions and US Dollars)



Source: Advent APX, Russell Investment Group

The chart above provides a hypothetical example of how much \$10 million would have grown compared to the benchmark shown over the time periods indicated. The results are hypothetical, depict only historical results, do not reflect the deduction of advisory fees, and are based on a \$10 million investment in the account from 12/31/2001 through 3/31/2011 with dividends reinvested where the investment would have remained undisturbed for the entire time period. Actual results may differ based on a variety of conditions such as (but not limited to) guideline limitations and cash flows to and from the account. Past performance is not a guarantee of future results.

Illustration by Kennedy Capital Management, Inc. This information is supplemental to the Mid Cap Value Composite Disclosure Presentation located in section VI. Please see disclosure #'s 1, 3, 5, 10, 11 in the Disclosure Glossary in Section V as well as the Composite Disclosure Presentation in Section VI.

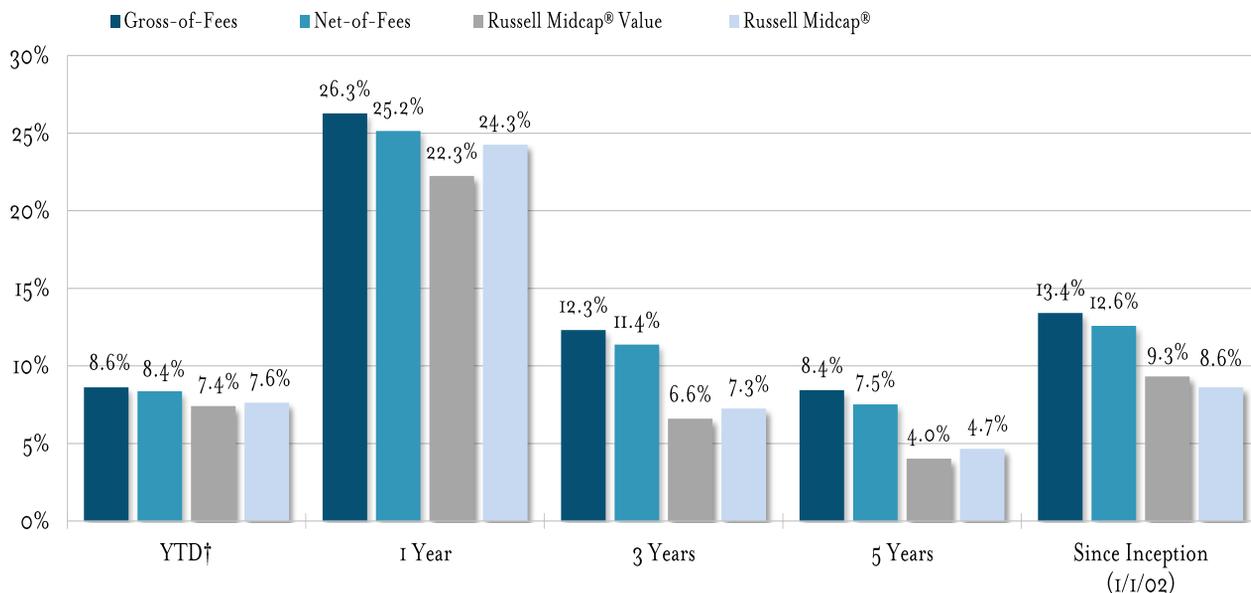
Mid Cap Value

Kennedy Capital Management, Inc.

Annualized Returns^{3, 5, 10, 11}

Time-Weighted Performance

Returns through March 31, 2011:



Annual Returns

Returns through March 31, 2011:

	Mid Cap Value Gross-of-Fees ^{5, 10, 11}	Mid Cap Value Net-of-Fees	Russell Midcap® ³ Value	Russell Midcap® ³
1Q11 YTD†	8.6%	8.4%	7.4%	7.6%
2010	28.4%	27.2%	24.8%	25.5%
2009	35.5%	34.4%	34.2%	40.5%
2008	(32.0%)	(32.4%)	(38.4%)	(41.5%)
2007	7.2%	6.2%	(1.4%)	5.6%
2006	14.7%	13.7%	20.2%	15.3%
2005	13.9%	12.9%	12.7%	12.7%
2004	27.7%	27.1%	23.7%	20.2%
2003	40.7%	40.1%	38.1%	40.1%
2002	(0.9%)	(1.4%)	(9.6%)	(16.2%)

†Not Annualized

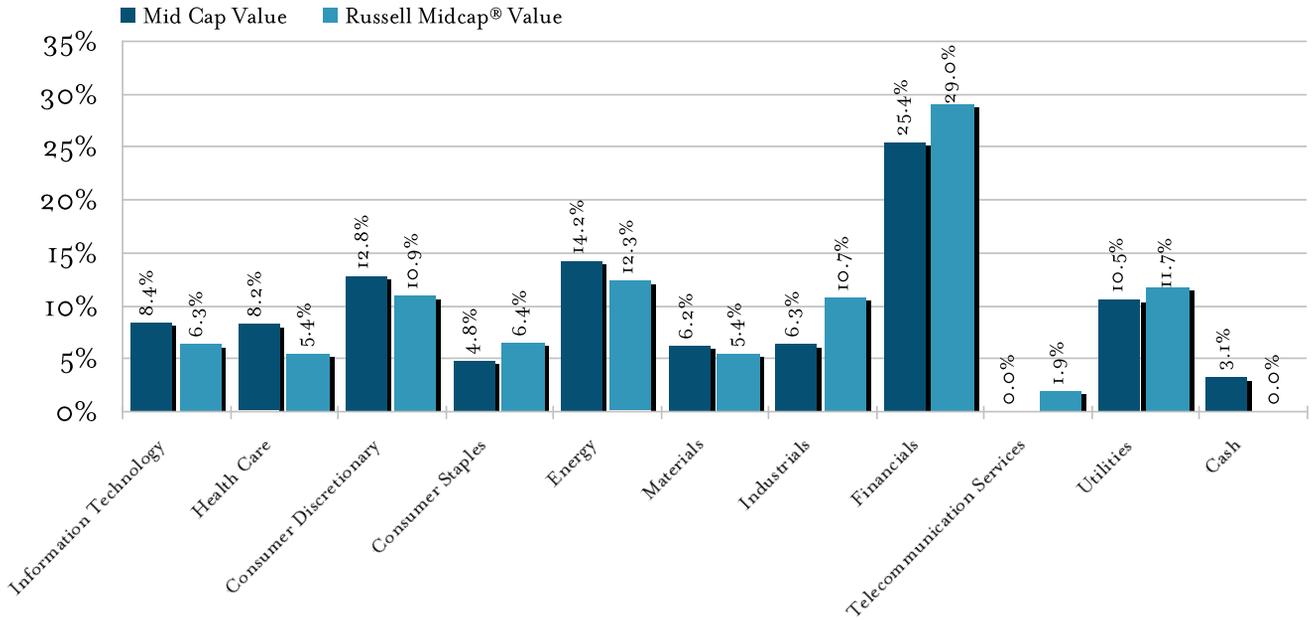
Please see disclosure #s 1, 3, 5, 10, 11 in the Disclosure Glossary in Section V as well as the Composite Disclosure Presentation in Section VI.

Mid Cap Value

Kennedy Capital Management, Inc.

Sector Weightings ^{3, 5, 9, 12}

As of March 31, 2011:



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Mid Cap Value

Kennedy Capital Management, Inc.

Top 10 Holdings ^{5, 9, 13, 14}

As of March 31, 2011:

Company Name	Sector	Percent of Assets
(1) OIL STATES INTERNATIONAL, INC.	Energy	2.8%
(2) AMERIPRISE FINANCIAL, INC.	Financials	2.6%
(3) ATWOOD OCEANICS, INC.	Energy	2.6%
(4) HARMAN INTERNATIONAL, INC.	Consumer Discretionary	2.4%
(5) PIONEER NATURAL RESOURCES CO.	Energy	2.4%
(6) TRIMBLE NAVIGATION LTD.	Information Technology	2.4%
(7) SM ENERGY CO.	Energy	2.3%
(8) FLIR SYSTEMS, INC.	Information Technology	2.3%
(9) ALLIED WORLD ASSURANCE CO.	Financials	2.3%
(10) ST. JUDE MEDICAL, INC.	Healthcare	<u>2.2%</u>
		Total = 24.3%

This information is supplemental to the Mid Cap Value Composite Disclosure Presentation located in section VI. Please see disclosure #'s 1, 5, 9, 13, 14 in the Disclosure Glossary in Section V as well as the Composite Disclosure Presentation in Section VI.

Biographical Sketches

EXECUTIVE OFFICERS

RANDALL KIRKLAND, CFA, is President and CEO, and serves as Chairman of the Board of Directors. He is also responsible for directing the business affairs of the firm as well as coordinating KCM's client service initiatives. Prior to joining Kennedy Capital Management, he served as a Senior Consultant with Asset Consulting Group in St. Louis, and worked with large institutional accounts for 13 years. Prior to his consulting career, Mr. Kirkland was involved in institutional investment management for six years. Mr. Kirkland is past President of the CFA Society of St. Louis. He received his BA summa cum laude from the University of North Texas and his MBA from Saint Louis University.

RICHARD SINISE, an Executive Vice President, is the firm's Chief Portfolio Manager, and is the Portfolio Manager of the Extended Small Cap portfolio. Dick has over 30 years investment experience, co-founding KCM in 1980 with Gerald Kennedy. Dick is largely responsible for the development of the firm's investment philosophy and process. Throughout our history, Dick has been instrumental in helping to guide and grow the firm, and he has mentored all of the firm's other Portfolio Managers. Prior to joining Kennedy Capital, Dick was a chemical engineer at Monsanto Chemical Company in St. Louis, MO. Mr. Sinise received a BS in Chemical Engineering from the University of Illinois.

STEPHEN MACE, JD, CPA, CFA, is a Vice President and the Chief Operating Officer. Prior to joining Kennedy Capital, Mr. Mace co-founded Centurion Alliance, Inc. in 2000 and served as a Managing Director and its first Chief Compliance Officer. Before that, he was a Vice President with the Franklin Templeton Private Client Group. Mr. Mace received his BA summa cum laude from William Jewell College and his Juris Doctor degree from the University of Missouri-Columbia School of Law.

FRANK LATUDA, JR., CFA, a Vice President, Director, and the Chief Investment Officer (CIO), is Portfolio Manager (PM) of the Small Cap Value I, SMID Cap Value, Mid Cap Value, and All Cap Value portfolios. As CIO, Frank also serves as the Chairman of the Investment Policy Committee. Frank joined Kennedy Capital as an equity analyst in 1997 and served as Director of Research from 1998 until 2000. He has been a PM since October of 2000 when he took over the Small Cap Value I strategy. Prior to joining Kennedy Capital, he was an analyst with Burns, Pauli, Mahoney Company. Mr. Latuda earned a BS in Electrical Engineering from the University of Notre Dame, as well as an MS in Electrical Engineering and an MBA from the University of Illinois.

MARILYN LAMMERT, CFP®, a Vice President and the Chief Compliance Officer, is responsible for the oversight and administration of compliance policies and procedures for KCM. Prior to joining the firm, she was a Vice President and Compliance Manager with U.S. Bancorp Investments, Inc. Ms. Lammert received a BA in Economics from the University of Illinois at Springfield and has also passed the *Uniform Investment Adviser Law*, *General Securities Representative*, *General Securities Principal*, *Municipal Securities Principal*, *Registered Options Principal*, and *Uniform Securities Agent State Law* examinations.

RICHARD OLIVER, a Vice President and the Chief Financial Officer, also serves as the Corporate Secretary. Mr. Oliver is responsible for accounting controls, the preparation of financial reports, and working with outside accountants in the audit and tax areas. Mr. Oliver oversees functions involving budgeting and payroll, as well as the 401(k) plan and other employee benefits. He was formerly a college-level finance, accounting, and marketing instructor. Mr. Oliver received a BS in Business Administration and an MS in Finance from Saint Louis University.

Please see disclosure # 1 in the Disclosure Glossary in Section V.

COMPLIANCE

MARILYN LAMMERT, CFP®, a Vice President and the Chief Compliance Officer, is responsible for the oversight and administration of compliance policies and procedures for KCM. Prior to joining the firm, she was a Vice President and Compliance Manager with U.S. Bancorp Investments, Inc. Ms. Lammert received a BA in Economics from the University of Illinois at Springfield and has also passed the *Uniform Investment Adviser Law*, *General Securities Representative*, *General Securities Principal*, *Municipal Securities Principal*, *Registered Options Principal*, and *Uniform Securities Agent State Law* examinations.

DORIS HUNT, IACCPsm, is the Compliance Supervisor responsible for the coordination and completion of various regulatory and compliance reports. She also contributes to the ongoing development and implementation of KCM's compliance and risk management program. Ms. Hunt was formerly an Assistant Supervisor in the Operations Department and prior to joining KCM, she was an Assistant Annuities Administrator with the Independent Financial Marketing Group. Ms. Hunt earned a BS in Business and Finance from Murray State University and an MBA from Webster University. She has also passed the *Uniform Investment Adviser Law* examination. In addition, Ms. Hunt has completed National Regulatory Services' Investment Adviser Compliance Certification Program and examination in which she has earned the Investment Adviser Certified Compliance Professionalsm (IACCPsm) designation.

JEREMY SCHOENHERR, a Compliance Analyst, contributes to the ongoing development and implementation of KCM's compliance and risk management programs. He is also responsible for completing a variety of regulatory and compliance reports as well as the periodic testing of compliance-related policies, procedures and controls. Prior to joining KCM, Jeremy earned a BSBA in Finance from Saint Louis University and graduated summa cum laude. Jeremy has also passed the *Uniform Investment Adviser Law* examination.

PORTFOLIO MANAGERS

FRANK LATUDA, JR., CFA, a Vice President, Director, and the Chief Investment Officer (CIO), is Portfolio Manager (PM) of the Small Cap Value I, SMID Cap Value, Mid Cap Value, and All Cap Value portfolios. As CIO, Frank also serves as the Chairman of the Investment Policy Committee. Frank joined Kennedy Capital as an equity analyst in 1997 and served as Director of Research from 1998 until 2000. He has been a PM since October of 2000 when he took over the Small Cap Value I strategy. Prior to joining Kennedy Capital, he was an analyst with Burns, Pauli, Mahoney Company. Mr. Latuda earned a BS in Electrical Engineering from the University of Notre Dame, as well as an MS in Electrical Engineering and an MBA from the University of Illinois.

RICHARD SINISE, an Executive Vice President, is the firm's Chief Portfolio Manager, and is the Portfolio Manager of the Extended Small Cap portfolio. Dick has over 30 years investment experience, co-founding KCM in 1980 with Gerald Kennedy. Dick is largely responsible for the development of the firm's investment philosophy and process. Throughout our history, Dick has been instrumental in helping to guide and grow the firm, and he has mentored all of the firm's other Portfolio Managers. Prior to joining Kennedy Capital, Dick was a chemical engineer at Monsanto Chemical Company in St. Louis, MO. Mr. Sinise received a BS in Chemical Engineering from the University of Illinois.

DONALD COBIN, CFA, a Vice President, is the Portfolio Manager for the Small Cap Core portfolio. From 2002 until February 2007, Don was one of five senior investment professionals at Matador Capital Management, a value-focused hedge fund with long/short equities and limited distressed debt investments. Prior to his tenure at Matador, Don served as Director of Research at Delaware Investments, and prior to that as an investment analyst at Consecro and WR Huff. Mr. Cobin earned a BA from Emory University and his MBA from the Wharton School of the University of Pennsylvania.

TIMOTHY HASARA, a Vice President, is the Portfolio Manager of the Micro Cap and Small Cap Opportunistic Value portfolios. Prior to joining Kennedy Capital, he was an Information Systems Manager for the office of the Illinois Secretary of State. Mr. Hasara received a BBA in Marketing from the University of Notre Dame and an MS in Management from Johns Hopkins University.

JOSEPH G. KINNISON, CFA, a Vice President, is the Portfolio Manager of the Small Cap Growth, SMID Cap Growth, and Mid Cap Growth portfolios. Immediately prior to joining KCM, Joe was a principal and portfolio manager at Tice Asset Management, a long/short hedge fund. For the previous six years, Joe worked for American Express Financial Advisors as an equity analyst in the asset management group, and as short analyst and portfolio manager in the hedge fund group. Joe began his career in 1991 as a securities analyst at Boatmen's Trust Company. He has an MS from the University of Wisconsin – Madison in Finance, Investments, and Banking, and Joe graduated magna cum laude from Rockhurst College with a BSBA degree in Economics and Finance.

TERRENCE RATERMAN, CPA, CFA, a Vice President, is the Portfolio Manager of the Small Cap Select and Select SRI portfolios. Mr. Raterman began his investment career in 1993 and has extensive experience in the audit, taxation, and valuation of closely held companies. Prior to joining Kennedy Capital, he held management/CFO roles in the railroad and energy industries. Terry joined KCM in 1997 as an equity analyst, and was promoted to Portfolio Manager of the Small Cap Select product in January of 2002. He holds a BS in Accounting and Finance and an MS in Economics, with honors, from Southern Illinois University at Edwardsville.

ASSISTANT PORTFOLIO MANAGERS

GARY KAUPPILA, CFA, is the Assistant Portfolio Manager for the Small Cap Value I, SMID Cap Value, Mid Cap Value, and All Cap Value portfolios. Prior to joining Kennedy Capital, Gary served as an analyst, PM and CFO at Timeless Investment Management. Prior to his stint at Timeless Investment Management, Gary was affiliated with Chicago Asset Management, Northern Trust and William Blair & Co. Gary graduated magna cum laude with a B.S in Finance from Binghamton University, State University of New York.

CHRISTIAN MCDONALD, CFA, is a Research Analyst at KCM, primarily responsible for selecting and monitoring securities within the industrials (including aerospace and defense) sector of KCM's universe. He joined KCM in November 2005. Chris also serves as the Assistant Portfolio Manager for the Small Cap Core portfolio. Formerly, Chris has over six years of experience in various finance functions at The Boeing Company. He earned a BS in Finance and Operations Management from Washington University in St. Louis and an MBA from the UCLA Anderson School of Business.

ANALYSTS

MICHAEL BERTZ, Ph.D., P.E., CFA, is Director of Research. Mr. Bertz is primarily responsible for the coordination and direction of internal research operations. Prior to joining KCM in 2006, he was a senior research analyst at WR Hambrecht & Co in San Francisco, California for two years. Michael has also held previous roles as an analyst at Morgan Keegan & Company, researcher at Georgia Tech, and structural engineer at KPFF Consulting Engineers. Michael received a Ph.D. in Structural Engineering from the Georgia Institute of Technology in 1998, following a Masters in 1994. He has also earned a B.E.D. in Architecture and a B.S. in Physics from Miami University in Oxford, Ohio.

EMILY D'AGOSTINO is a Research Analyst at KCM, responsible for selecting and monitoring securities within the financials sector of KCM's universe. She was formerly a Portfolio Liaison in the Operations Department. Emily started at KCM as an intern in May 2002. She received a BS, Cum Laude, in Finance from Saint Louis University as well as her MBA. Emily has also passed the *Uniform Investment Advisor Law* examination.

DOUGLAS FISHER is a Research Analyst at KCM, responsible for selecting and monitoring securities within the health care sector of KCM's universe. Doug has been engaged in equity research since 1991 and covering health care exclusively since 1993, working with Raymond James & Associates, NatWest Securities, HSBC Securities and most recently Matador Capital Management. Doug was the sole investment professional covering healthcare at Matador Capital Management, a value-focused hedge fund with long/short equities and limited distressed debt investments. He has also passed the *General Securities Representative* examination. Mr. Fisher received his BA in Management from Eckerd College.

BRIAN HAGLER is a Research Analyst at KCM, responsible for selecting and monitoring securities within the financials sector of KCM's universe. Brian has a BSBA, cum laude, in Finance and an MBA in Business Administration from Southern Illinois University at Edwardsville. Prior to joining KCM, he worked as an equity research analyst for Bank of America Capital Management specializing in banks and thrifts. Brian also held previous roles at Bank of America as a senior financial analyst in the finance group and as an underwriter in the wealth management division.

CHRISTOPHER JERSAN, CFA, is a Research Analyst at KCM, responsible for selecting and monitoring securities within the consumer discretionary and consumer staples sectors of KCM's universe. He joined KCM in January 2006. Formerly, Chris was an analyst, PM, and Assistant Vice President at Commerce Trust. He graduated magna cum laude from St. Louis University, earning his BSBA degree in 1998.

MICHAEL KELLY, CFA, is a Research Analyst at KCM, responsible for selecting and monitoring securities within the energy sector of KCM's universe. He joined KCM in January 2006 after spending the first year and half of his career as a consultant for FactSet Research System in Chicago. Mr. Kelly earned a BS in Business Administration from Trinity University in San Antonio and an MBA from the Olin Business School at Washington University in St. Louis.

THOMAS LERITZ, CFA, is a Research Analyst at KCM, responsible for selecting and monitoring securities within the materials and special situations sectors of KCM's universe. From 2004 until February 2008, Tom was a portfolio manager at Argent Capital Management, a large-cap growth manager. Prior to his tenure at Argent, Tom served as senior research analyst at Bank of America Capital Management (1993-2004) where he focused on equities in the capital goods, basic materials and transportation sectors. Prior to Bank of America, Tom worked at KCM. Tom earned a Masters in Finance from St. Louis University and a BA in Finance and Banking from the University of Missouri.

SEAN MATLOCK is a Research Associate at KCM, responsible for selecting and monitoring securities within the consumer services sector of KCM's universe. He received his BSBA in Finance from St. Louis University.

CHRISTIAN MCDONALD, CFA, is a Research Analyst at KCM, primarily responsible for selecting and monitoring securities within the industrials (including aerospace and defense) sector of KCM's universe. He joined KCM in November 2005. Chris also serves as the Assistant Portfolio Manager for the Small Cap Core portfolio. Formerly, Chris has over six years of experience in various finance functions at The Boeing Company. He earned a BS in Finance and Operations Management from Washington University in St. Louis and an MBA from the UCLA Anderson School of Business.

SEAN MCMAHON is a Research Analyst at KCM, responsible for selecting and monitoring securities within the health care sector of KCM's universe. He joined KCM in 2005 after gaining experience in equity analysis through his internship at KCM. Sean earned a BS in Finance from the University of Missouri – St. Louis.

JOHN MEZA is a Research Associate with KCM, responsible for selecting and monitoring securities in the information technology and telecommunication services sectors of KCM's universe. He joined KCM in January of 2008. His prior work experience includes running Briefing.com's semiconductor /tech practice providing proprietary research to their clients and trading desk, as well as previous stints as an associate analyst for a boutique silicon valley research firm Hotovec, Pomeranz & Co, Preferred Capital Markets covering technology and an internship with Barclay's Global Investors, both in San Francisco. He earned a Bachelor's in Political Science from U.C. Berkeley in 1999 and is currently a candidate in the CFA® program.

ALEX MOSMAN is a Research Associate at KCM, responsible for selecting and monitoring securities in the information technology (software) sector of KCM's universe. He also manages the intern cooperative learning program. He joined KCM after gaining experience in equity analysis through his two-year internship at KCM. Alex graduated summa cum laude from Saint Louis University with a BSBA in Finance.

SHAUN NICHOLSON is a Research Analyst at KCM, responsible for selecting and monitoring securities within the materials and industrials (transportation) sectors of KCM's universe. He joined KCM in March 2005. Shaun joined KCM after serving as an associate Portfolio Manager at U.S. Bancorp Asset Management and as a financial analyst at The Boeing Company. Shaun earned a BS from Seton Hall University in Finance, where he was a varsity soccer player, and an MBA from University of Missouri – St. Louis. Shaun is also a candidate for Level I of the CFA® program.

CHARLES PLACE is a Research Analyst at KCM, responsible for evaluating and monitoring selected companies within the financials (REITs) sector of KCM's universe. Prior to joining the firm Charlie was a Vice President at Ferris, Baker Watts, Inc. (FBW), where he worked as an equity analyst covering community banks and then REITs. Previously, he was an investment banker in FBW's corporate finance department. Charlie has also passed the *Uniform Investment Adviser Law*, *General Securities Representative*, *Uniform Securities Agent State Law*, and *Research Analyst (RS) Part I & II* examinations. Mr. Place attended the University of Rochester, where he earned an MBA in Finance and Corporate Accounting from the William E. Simon Graduate School of Business Administration as well as a BA in Economics.

STANISLAV TIMOFEYEV, CFA, is a Research Analyst at KCM, responsible for various quantitative and research systems tasks including portfolio and benchmark analytics and statistics, risk monitoring, advanced screening and spreadsheet modeling, maintaining and customizing databases used in equity research, research systems integration, and research process optimization. He also assists in fundamental research. He gained experience in the investment field through the internship program at KCM. Stas has earned a BS in Finance from the University of Missouri – St. Louis and an MS in Finance from Saint Louis University.

RICHARD TODARO, CFA, a Vice President, is a Research Analyst at KCM, responsible for selecting and monitoring securities in the financials (insurance and asset management) sector of KCM's universe. Rich managed the Small Cap Growth portfolio for 10 years. He joined Kennedy Capital in 1996 as an analyst and has held several positions, including Assistant Director of Research, Assistant Portfolio Manager, Portfolio Manager and has served as a member of the Board of Directors. Presently, Rich is a Board Member of the University of Missouri – St. Louis Finance Department. He also served in the Air National Guard as a SSGT from 1991 to 1997. Mr. Todaro received a BSBA in Finance from the University of Missouri – St. Louis and an MS in Finance from Saint Louis University. Rich has also passed the *Uniform Investment Advisor Law* examination.

TRADERS

PATRICK KELLEY is the Lead Equity Trader and is responsible for overseeing administration, technology, and management issues for the trading department. Pat is responsible for coordinating the trading requirements for all client accounts and supervising the quality of broker executions and services. He also reviews order directions on the results of such monitoring. Pat is the principal Equity Trader for the Small Cap Core, Small Cap Growth, SMID Cap Growth, SMID Cap Value, Mid Cap Value, Mid Cap Growth, and All Cap Value portfolios. Before joining KCM, Pat was both a listed block trader and an OTC trader for four years with KeyBanc Capital Markets in Cleveland, Ohio. Pat has passed the *General Securities Representative*, the *Uniform Securities Agent State Law*, and the *Equity Trader Limited Representative* examinations. Pat is also a Level 1 Chartered Market Technician (CMT®). He received his BSBA in Finance and Management Information Systems from Ohio University.

TROY BEACHLER, CMT®, is the principal Equity Trader for the Small Cap Select, Small Cap Select SRI and Extended Small Cap. Before joining KCM, Troy was a retail trader for three years with Berthel, Fisher, and Co. in Marion, Iowa. He earned a B.B.A in Finance from the University of Iowa and has also passed the *Registered Equity Trader*, *General Securities Representative*, *General Securities Principal*, *Registered Options Principal*, and *Uniform Securities Agent State Law* examinations.

PATRICK ROGAN is the principal Equity Trader for the Micro Cap, Small Cap Value I, and Small Cap Opportunistic Value portfolios. Before joining KCM, Patrick worked as an OTC trader at Stifel Nicolaus in St. Louis. Patrick has passed the *General Securities Representative* and *Uniform Securities Agent State Law* examinations. He received a BS in Business Management from Xavier University in Ohio.

MARKETING AND CLIENT SERVICE

CHARLES BRYANT is a Managing Director of Sales and Marketing at Kennedy Capital Management, responsible for both institutional and non-institutional accounts. Previously, Chuck was an equity analyst for KCM, following the food & beverage and restaurant sectors, as well as selected financial services companies. Before joining KCM, Chuck worked as an equity analyst at Pauli & Company and Fidelity National Financial. He holds a BS in Finance from Stetson University and an MBA from St. Louis University. Prior to college, Chuck served in the US Army's 3rd Ranger Battalion. He has also passed the *Uniform Investment Advisor Law* examination.

RICHARD HIBBS is a Managing Director of Sales and Marketing at Kennedy Capital Management, responsible for both institutional and non-institutional accounts. Dick has more than 30 years of experience in investment consulting, institutional sales/marketing, and client service. Previously, he spent 8 years with Principal Global Investors as an executive director and head of institutional sales. He also spent 14 years with St. Louis-based Boatmen's Trust Company where he served as senior vice president and national director of pension and institutional sales/marketing, and client service. Dick began his career with A.G. Becker. His responsibilities included investment consulting, product development, and production management. He received a bachelor's degree from Governors State University in Illinois and participated in graduate programs at Columbia University in New York and Washington University in St. Louis. Dick is an associate member of the CFA Institute. He has also passed the *Uniform Investment Advisor Law* examination.

JEFFREY ECKERLE is the Marketing Coordinator. This position entails responding to Requests for Proposals (RFPs) and Due Diligence Questionnaires (DDQs); creating/maintaining/preparing presentation materials; coordinating regular communications with consultants and prospects; maintaining contact management and data collectors databases; managing video teleconferencing equipment; and scheduling KCM's participation in various events. Prior to joining KCM, he received a BSBA in Marketing and received a BS in Management Information Systems from University Missouri - St. Louis. In addition, he also attended the Pierre Laclede Honors College at University of Missouri - St. Louis and graduated magna cum laude.

VICTORIA HERBST is a Senior Client Service Associate. This position entails preparing client performance reports and brochures for client meetings, voting proxies, developing and producing other materials, and responding to RFIs. Prior to joining KCM, she worked at Color Art Printing Company as Bindery Manager. Victoria has earned an AAS in General Electronics and an AAS in Microcomputer repair at St. Charles County Community College.

TORBEN KOLD is a Communications Specialist, responsible for entering and maintaining KCM's firm information with on-line consultant databases. He also assists with other marketing functions, including the preparation of presentation materials and RFPs. Finally he provides support to KCM's Compliance and Client Service departments by, among other things, reviewing marketing and client service materials. Prior to joining Kennedy, he received a BSBA in Marketing from the University Missouri - St. Louis. In addition, he also attended the Pierre Laclede Honors College at the University of Missouri - St. Louis and graduated cum laude.

BRANDON MALLINCKRODT is a Relationship Manager responsible for developing relationships with and providing client service to investment consultants. Brandon received a BSBA in Finance and Banking from the University of Missouri - Columbia. Brandon has also passed the *Uniform Investment Advisor Law* examination.

ERIN WATSON is a Client Service Associate responsible for opening new accounts and facilitating deposits and withdrawals. She also assists with RFIs and conducting research for client meetings. Prior to joining the client service team, Erin worked in KCM's Operations Department as a Portfolio Liaison. Erin was previously employed at Stifel Nicolaus for more than two years as the Head Trader of all fee based discretionary accounts. She attained a BS in Marketing Communications from Eastern Illinois University.

OPERATIONS

MIRELLA OSTREC is the Operations Manager at KCM, responsible for all back office operations. Previously she was an assistant supervisor for the Operations Department, providing administrative training and client support services. Mirella was formerly an Administrative Assistant for The Friends of St. Louis Public Library. She earned a BS in Business Administration from Millikin University.

DANA THOMPSON is the Operations Supervisor who works directly with the Operations Manager to provide administrative training and client support services. Dana is responsible for the reconciliation of bank statements, the implementation and verification of trade settlement functions and the maintenance of internal databases. She was a Kennedy employee prior to working in the supply and distribution services industry, and rejoined KCM in 2005. Dana earned a B.S. in Education from the University of Missouri – St. Louis.

JAMEKA OWENS is a Portfolio and Trading Liaison responsible for support of the daily DTC transaction activities, reconciliation of trade executions, bank statements, and providing client services. Jameka is also responsible for assisting the traders with managing administrative duties and monitoring daily transactions while promoting operational excellence. Prior to joining KCM, she worked as a back office operations team leader at Bridge Trading/Thompson Reuters/Instinet for 5 years. While working there she participated as a leader of the Diversity Advisory Council. She also worked at Mississippi Valley Advisors (MVA) for 5 years as a Senior Administrative Assistant/Junior Trader. At MVA she supervised operations and managed the cooperative education program. Ms. Owens earned a BSBA and an MBA from University of Phoenix.

DEBORAH WADE is a Portfolio Liaison responsible for the reconciliation of bank statements, selected operational functions and providing client services. Prior to joining KCM, she was an Office Manager for a Real Estate Management firm. Deborah has extensive entrepreneurial experience as an owner-operator of a computer service company for 13 years.

ADMINISTRATION

CATHLEEN TOW is the Office Manager responsible for the management of all human resource functions, employee benefit programs, accounts receivable, and accounts payable. She works with the Chief Financial Officer in adhering to the firm's accounting policies.

TRA MAI is an Accounting and Performance Specialist. She is responsible for measuring the performance of KCM analysts' recommendations and assists with the compilation of investment performance composite data. She also assists with the preparation of financial reports and other functions related to business operations. Ms. Mai has worked in the Client Service, Compliance and Operations departments and initially gained experience in the investment management field as an intern at Kennedy Capital. She received her undergraduate degree in Accounting and an MBA from Webster University.

VICKY ZINSELMEIER is the Receptionist and responsible for firm-wide communications and the management of staff services. Vicky also provides administrative assistance to the Office Manager. Vicky has considerable experience in client support services.

MANAGEMENT INFORMATION SYSTEMS

DANIEL WOODS, MCSE, is the Manager of Information Systems and Performance Reporting responsible for the administration of all Information Technology functions and supervision of the IT department. This includes the client databases, trade order management platform, portfolio accounting systems, proprietary research database and networking systems. Dan is also responsible for the calculation of investment performance composite data. He received a BS in Financial Management, cum laude, from Southwest Missouri State and an AS in Computer Science.

JEREMY YOWELL is a Systems and Project Manager responsible for assisting in the administration of all Information Technology functions and providing systems support to employees. This includes maintaining the Company's website, managing various databases, and developing new technology-related processes. He oversees the evaluation and implementation of new systems and their users groups. He initially gained experience in information systems through his internship at KCM. He received BS degrees in Management Information Systems, Accounting, and Business Management, cum laude, from the University of Missouri – St. Louis and the Pierre Laclède Honors College. In addition, Jeremy has acquired Yellow Belt status in the Lean Six Sigma program.

AARON HAGER is an Associate Systems Manager responsible for assisting in the administration of all Information Technology functions and providing systems support to employees. This includes managing various databases, managing disaster recovery data, maintaining infrastructure equipment and developing new technology-related projects (with a special emphasis on automation and programming). He initially gained experience as an intern at KCM. He received his BS in Information Systems, cum laude, from the University of Missouri - St. Louis.

Kennedy Capital Management, Inc. Mid Cap Value Fee Schedule¹⁶

<u>Break Points</u>	<u>Basis Points</u>	<u>%</u>
First \$30 million	90	0.90%
Next \$20 Million	80	0.80%
Over \$50 Million	70	0.70%

Please see disclosure #'s 1, 16 in the Disclosure Glossary in Section V.

1.) Although the statements of fact and data in this report have been obtained from, and are based upon, sources that the Firm believes to be reliable, we do not guarantee their accuracy, and any such information may be incomplete or condensed. All opinions included in this report constitute the Firm's judgment as of the date of this report and are subject to change without notice. This report is for informational purposes only and is not intended as an offer or solicitation with respect to the purchase or sale of any security. Past performance is not a guarantee of future results.

2.) The client list provided herein was selected to show the diverse geographic locations and types of institutional clients Kennedy Capital Management, Inc. (KCM) serves. They were not selected on the basis of performance. These clients may or may not be satisfied with the service provided by KCM. These clients also provided permission for the use of their respective organization's name and location.

3.) Russell Investment Group is the source and owner of the Russell Index data contained or reflected in this material and all trademarks and copyrights related thereto. The presentation may contain confidential information and unauthorized use, disclosure, copying, dissemination or redistribution is strictly prohibited. This is a presentation of Kennedy Capital Management, Inc. Russell Investment Group is not responsible for the formatting or configuration of this material or for any inaccuracy in Kennedy Capital Management's presentation thereof.

The Russell Midcap® Value Index measures the performance of the mid-cap value segment of the U.S. equity universe. It includes those Russell Midcap® Index companies with lower price-to-book ratios and lower forecasted growth values. The Russell Midcap® Value Index is constructed to provide a comprehensive and unbiased barometer of the mid-cap value market. The Index is completely reconstituted annually to ensure larger stocks do not distort the performance and characteristics of the true mid-cap value market.

The Russell Midcap® Index measures the performance of the mid-cap segment of the U.S. equity universe. The Russell Midcap is a subset of the Russell 1000® Index. It includes approximately 800 of the smallest securities based on a combination of their market cap and current index membership. The Russell Midcap represents approximately 31% of the total market capitalization of the Russell 1000 companies. The Russell Midcap Index is constructed to provide a comprehensive and unbiased barometer for the mid-cap segment. The Index is completely reconstituted annually to ensure larger stocks do not distort the performance and characteristics of the true mid-cap opportunity set.

The Russell Midcap® Value Index and Russell Midcap® Index are used as the benchmark. The Index is unmanaged and represents total returns including reinvestment of dividends. The benchmark is used for comparative purposes only and generally reflects the comparable risk or investment style of the Firm's strategy. The investment portfolios underlying the Index are different from the investments in the portfolios managed by the Firm. Certain accounts may also use other benchmarks not listed in the Annual Disclosure Presentation. The Composite Disclosure Presentation does not cover the benchmark returns included in the Annual Disclosure Presentation.

4.) The chart provided below is a sample of an automated earnings screen that may be reviewed by KCM analysts several times each day. The earnings screen is a snapshot of companies with new information releases on topics such as earnings per share and sales. The information is sorted by analyst (and, as indicated in the 'individual initial' or 'ind ini' column and, as a result, by sector and industry) and not by whether the security is held in KCM portfolios or how it has performed. A stock appearing on the earnings screen may be, but is not necessarily included, in one or more KCM portfolios. This chart is included in the presentation in order to reflect one of the key steps in our investment process, by means of which we search for new ideas and seek to remain knowledgeable about existing names.

5.) Composite specific data provided within this presentation has been calculated from accounts that are discretionary as defined in this paragraph. The assets shown are derived only from discretionary accounts. Non-discretionary accounts, as defined by KCM, are accounts that are not included in the composite due to one or both of the following criteria: there were significant cash inflows or outflows within the account and/or the account's asset level did not meet the minimum requirement to remain in the composite. The temporary removal of such an account occurs at the beginning of the month and the account re-enters the composite the month after the criteria has been met. Please refer to the Composite Disclosure Presentation for further information located in the Section VI.

6.) CFROI – Cash Flow Return On Investment. Cash flow return on investment is a valuation model that utilizes a discounted cash flow methodology to value companies. Values are portfolio weighted averages adjusted for outliers using interquartile methodology. REITS are excluded. CFROI® is a registered trademark in the United States and other countries (excluding the United Kingdom) of Credit Suisse or its subsidiaries or affiliates.

7.) The portfolio characteristics provided herein are derived from the Mid Cap Value composite and are representative of accounts without constraints. To the extent that a KCM client imposes reasonable restrictions (which clients are allowed to do), the portfolio characteristics of that client's account may vary.

8.) Correct but extreme earnings valuations that are determined by FactSet's interquartile outlier methodology have been excluded. In our opinion, failure to adjust for these outliers results in inflated price to earnings ratios. The interquartile range is calculated by subtracting the P/E of the company at the 75th percentile from the P/E of the company at the 25th percentile. This number is then multiplied by 3. The resulting value is added to the 75th percentile P/E and subtracted from the 25th percentile P/E to determine the highest and lowest P/E's to be included in the weighted average statistic. If a company's P/E falls outside the range, that P/E is considered "extreme". The weighted average is then calculated including only the P/E's of the companies within the interquartile range. Past performance is not indicative of future results and there are no guarantees that price/earnings (P/E) ratio forecasts will be accurate.

9.) Portfolio allocations to various assets classes change over time and deviate from any stated or targeted percentages of a total portfolio as a result of market conditions and reallocation decisions. Therefore, nothing herein reflects a static portfolio allocation that will remain the same or match stated target allocations of asset classes.

10.) Performance returns presented Gross of Fees do not reflect the deduction of investment advisory fees. A client's return will be reduced by the advisory fees as described in Form ADV Part 2A and other expenses incurred by the account. For example, an annual advisory fee of .90% compounded quarterly over 3 years will reduce a gross 28.92% annual return to a net 28.1% annual return. Form ADV Part 2A is available upon request. Past performance is not indicative of future results. The Global Investment Performance Standards (GIPS®) are a set of standardized, industry-wide ethical principles that provide investment firms with guidance on calculating and reporting their investment results to prospective clients to ensure fair representation and full disclosure of an investment firm's performance history. Please refer to Composite Disclosure Presentation in section VI.

11.) The performance figures reported herein are unaudited, may be based upon information obtained via electronic data sources ("feeds") and may be subject to change. Data feeds from many of KCM clients' selected custodians are obtained through a third party, and are used to compare custodial data to KCM's client account records as frequently as daily. In some instances, variances may exist between final audited custodial information and the information KCM obtains via such data feeds. KCM has adopted a de minimis standard whereby such variances are noted and aggregated until each month-end, so long as such aggregated variances amount to less than one percent of the prior month-end market value of the account. All such variances are typically reconciled to the applicable account no later than each month-end. Variances of one percent or more will generally be reconciled to the account promptly upon detection. Past performance is not indicative of future results.

12.) Portfolio Sector Weightings are subject to change at any time. Sector weightings are based on the Global Industry Classification Standard ("GICS") classification scheme and are measured as a percentage of the total portfolio in terms of asset value as of the date provided herein. Individual client portfolios may be different based on variations in security purchase price and date, and individual client restrictions. Due to rounding, the account's sector weightings may not total 100%.

The Global Industry Classification Standard ("GICS") was developed by and is the exclusive property and a service mark of Morgan Stanley Capital International, Inc. ("MSCI") and Standard & Poor's, a division of The McGraw-Hill Companies, Inc. ("S&P") and is licensed for the use by KCM. Neither MSCI, S&P, nor any other party involved in making or compiling the GICS or any GICS classifications makes any express or implied warranties or representations with respect to such standard or classification (or the results thereof), and all such parties hereby expressly disclaim all warranties of originality, accuracy, completeness, merchantability, and fitness for a particular purpose with respect to any of such standard or classification. Without limiting any of the foregoing, in no event shall MSCI, S&P, any of their affiliates or any third party involved in making or compiling the GICS or any GICS classifications have any liability for any direct, indirect, special, punitive, consequential or any other damages (including lost profits) even if notified of the possibility of such damages.

13.) Top 10 Holdings are subject to change at any time. Top 10 Holdings list is calculated by KCM. Top 10 Holdings list indicates the largest security holdings in the portfolio. Top 10 Holdings are measured as a percentage of the total portfolio in terms of asset value as of the date provided herein. Individual client portfolios may be different based on variations in security purchase price and date, and individual client restrictions.

14.) The information provided within this report should not be considered a recommendation to purchase or sell any particular security. There is no assurance that any securities discussed herein will remain in a KCM portfolio account at the time you receive this report or that securities sold have not been repurchased. The securities discussed herein do not represent an account's entire portfolio and in the aggregate may represent only a small percentage of an account's portfolio holdings.

It should not be assumed that any of the securities transactions or holdings discussed were or will prove to be profitable, or that the investment recommendations or decisions we make in the future will be profitable or will equal the investment performance of the securities discussed herein. A complete list of all securities recommended by KCM in the preceding year is available upon request by writing to Kennedy Capital Management, 10829 Olive Boulevard, St. Louis, Missouri, 63141.

15.) The security example provided is used to demonstrate a particular component or various aspects of the KCM's investment process and is not based upon its performance.

16.) Fees for any particular client are negotiable and may be waived in certain circumstances. Please refer to Form ADV Part 2A or to the Composite Disclosure Presentation for further information regarding fees. Form ADV Part 2A is available upon request by writing to Kennedy Capital Management, Inc., 10829 Olive Boulevard, St. Louis, Missouri, 63141.

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Independent Verifier's Report

Audit Committee
Kennedy Capital Management, Inc.
10829 Olive Blvd.
St. Louis, MO 63141

We have verified the compliance of Kennedy Capital Management, Inc. (the "Company"), as defined in their annual disclosure presentations, with the requirements of the Global Investment Performance Standards (GIPS®) on a firm-wide basis from January 1, 2004 through December 31, 2010 and whether the Company's processes and procedures are designed to properly construct composites, calculate performance results and present composite information in compliance with the GIPS standards. In addition, we have examined the performance results in the accompanying performance presentations and disclosures of the Company's *Mid Cap Value Composite* from January 1, 2004 through December 31, 2010. The Company's management is responsible for compliance with the GIPS standards, the design of its processes and procedures, and for the Quarterly Performance and Annual Disclosure Presentations. Compliance with the Standards does not obviate the need for due diligence on the part of prospective or current clients or consultants in evaluating performance data and other important qualitative research on investment managers. Our responsibility is to express an opinion based on our verification and performance examination.

Our verification was conducted in accordance with the verification procedures set forth in the GIPS standards. Also our performance examination was conducted in accordance with the procedures set forth in the Guidance Statement on GIPS Performance Examinations. These procedures included examining, on a test basis, evidence about the Company's compliance with the GIPS standards, evaluating the design of the Company's processes and procedures referred to above, performing the procedures for a performance examination and performing any other procedures we considered necessary in the circumstances. Verification, including a performance examination, is not an audit of financial statements and is substantially less in scope than such. It does not involve forensic testing of every transaction in every account and does not ensure the absolute accuracy of performance information or guarantee against fraudulent activity. We believe that the procedures completed provide a reasonable basis for our opinion.

In our opinion, the Company, in all material respects, has complied on a firm-wide basis with the composite construction requirements of the GIPS standards as adopted by the CFA Institute. Additionally, the Company's processes and procedures are designed to calculate and present performance results in compliance with the GIPS standards. Also, in our opinion, the performance in the accompanying performance presentations and disclosures of the Company's *Mid Cap Value Composite*, for the period stated above, reflects results that comply with the calculation requirements of the GIPS standards in all material respects. The Quarterly Performance and Annual Disclosure Presentations are an integral part of this opinion.

Ashland Partners + Company LLP
Ashland Partners & Company LLP
March 31, 2011

Experts
IN THE FIELD

GIPS® Verification & Compliance Consultation

Please see disclosure # 1 in the Disclosure Glossary in Section V.

KENNEDY CAPITAL MANAGEMENT, INC.
MID CAP VALUE COMPOSITE
QUARTERLY PERFORMANCE PRESENTATION

Asset-Weighted Returns Gross and Net of Management Fees
Results have been calculated in U.S. Dollars

		1st Qtr	2nd Qtr	3rd Qtr	4th Qtr	Annual
2010	Gross	10.42%	(8.37%)	11.87%	13.40%	28.36%
	Net	10.17%	(8.57%)	11.63%	13.14%	27.22%
2009	Gross	(5.98%)	12.33%	20.78%	6.23%	35.51%
	Net	(6.17%)	12.08%	20.52%	6.01%	34.35%
2008	Gross	(9.29%)	2.68%	(8.74%)	(19.95%)	(31.96%)
	Net	(9.43%)	2.53%	(8.93%)	(20.11%)	(32.43%)
2007	Gross	7.09%	4.35%	0.23%	(4.30%)	7.18%
	Net	6.85%	4.12%	0.00%	(4.52%)	6.23%
2006	Gross	5.37%	(2.40%)	4.42%	6.80%	14.69%
	Net	5.14%	(2.62%)	4.18%	6.57%	13.67%
2005	Gross	0.24%	2.19%	8.04%	2.92%	13.91%
	Net	0.02%	1.96%	7.81%	2.69%	12.90%
2004	Gross	6.25%	0.65%	4.01%	14.80%	27.69%
	Net	6.12%	0.53%	3.88%	14.67%	27.09%
2003	Gross	0.67%	17.89%	5.58%	12.31%	40.74%
	Net	0.55%	17.77%	5.46%	12.19%	40.09%
2002	Gross	8.82%	(4.33%)	(10.68%)	6.63%	(0.85%)
	Net	8.69%	(4.45%)	(10.81%)	6.51%	(1.35%)

Past performance is not indicative of future results. Performance results shown above prior to January 1, 2004 have not been examined by Ashland Partners & Company L.J.P. The Independent Verifier's Report and the Annual Disclosure Presentation are an integral part of this presentation.

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Please see disclosure # 1 in the Disclosure Glossary in Section V.

KENNEDY CAPITAL MANAGEMENT, INC.
MID CAP VALUE COMPOSITE
ANNUAL DISCLOSURE PRESENTATION

Year End	Total Firm Assets (millions)	Composite Assets		Product Assets (millions)	Annual Performance Results			
		U.S. Dollars (millions)	Number of Accounts		Composite		Russell	Composite Dispersion
					Gross	Net	Midcap® Value	
2010	3,936	73	15	97	28.36%	27.22%	24.75%	1.1%
2009	2,995	57	15	71	35.51%	34.35%	34.21%	1.0%
2008	2,534	135	19	142	(31.96%)	(32.43%)	(38.44%)	0.2%
2007	4,002	193	22	193	7.18%	6.23%	(1.42%)	0.4%
2006	4,336	201	19	201	14.69%	13.67%	20.22%	0.5%
2005	3,891	10	10	10	13.91%	12.90%	12.65%	0.4%
2004	3,664	3	8	3	27.69%	27.09%	23.71%	0.5%
2003	2,924	2	6	2	40.74%	40.09%	38.07%	1.3%
2002	1,693	1	Five or fewer	1	(0.85%)	(1.35%)	(9.64%)	N.A.

N.A. - Information is not statistically meaningful due to an insufficient number of portfolios in the composite for the entire year.
Current year performance statistics are year-to-date.

Performance results shown above prior to January 1, 2004 have not been examined by Ashland Partners & Company LLP. These results have been examined by a previous verifier and are included as part of a complete disclosure presentation.

***Mid Cap Value Composite** contains fully discretionary mid cap value accounts that are invested in US equity securities and ADRs with market capitalizations within 80% of the weighted average market capitalization of the Russell Midcap® Value Index. The portfolio manager focuses on companies with a demonstrated ability to generate above-average returns on invested capital. Within that universe, the manager seeks to identify undervalued companies with opportunities to reinvest cash flows at rates of return in excess of their cost of capital. For comparison purposes the composite is measured against the Russell Midcap® Value Index.*

Kennedy Capital Management, Inc. has prepared and presented this report in compliance with the Global Investment Performance Standards (GIPS®).

Kennedy Capital Management, Inc. is a Missouri corporation registered as an investment adviser with the Securities and Exchange Commission under the Investment Advisers Act of 1940. Clients of the firm include U.S. corporations, pension and profit sharing funds, colleges and universities, trusts, not-for-profit organizations, foundations, and individuals. The firm maintains a complete list and description of composites, which is available upon request.

Results are based on fully discretionary accounts under management, including those accounts no longer with the firm. Past performance is not indicative of future results.

The U.S. Dollar is the currency used to express performance. Returns are presented gross and net of management fees and include the reinvestment of all income. Gross returns will be reduced by investment advisory fees and other expenses that will be incurred in the management of the account. As of January 1, 2008, net of fee performance is calculated using the actual applicable annual management fee applied monthly. Prior to January 1, 2008, the highest applicable annual management fee of 0.90% was applied monthly. Prior to July 1, 2005, the fee amount was applied quarterly. The annual composite dispersion presented is an equal-weighted standard deviation calculated for the accounts in the composite the entire year. Starting first quarter of 2008, dispersion will be reported at the end of the calendar year. Additional information regarding policies for calculating and reporting returns is available upon request.

The management fee schedule is as follows: 0.90% on first \$30 million, 0.80% on next \$20 million, 0.70% over \$50 million.

The Mid Cap Value Composite was created January 1, 2002. Kennedy Capital Management, Inc.'s compliance with the GIPS standards has been verified for the period January 1, 2004 through September 30, 2010 by Ashland Partners & Company LLP. In addition, a performance examination was conducted on the Mid Cap Value Composite beginning January 1, 2004 by Ashland Partners & Company LLP. A copy of the verification report is available upon request.