

Fiduciary Management, Inc.

100 East Wisconsin Avenue, Suite 2200
Milwaukee, Wisconsin 53202
414.226.4545
www.fiduciarymgmt.com



Quarterly Review – March 31, 2017

FMI Large Cap Equity

Performance	Quarter	YTD	1 Year	3 Years	5 Years	10 Years	Since Inception
Large Cap (Gross)	5.68%	5.68%	17.13%	9.70%	13.26%	9.01%	10.75%
S&P 500 Index	6.07%	6.07%	17.17%	10.36%	13.29%	7.50%	5.72%

Inception: December 31, 2000

Performance is preliminary and subject to reconciliation.

Investment Philosophy:

Purchase durable business franchises that are selling at a discount to their intrinsic value.

Investment Process:

We utilize a business owner's approach to investing, thoroughly investigating the economics of the business and the quality of the management team. Some of the characteristics of good businesses include strong recurring revenue and attractive returns-on-invested capital (ROIC). We have a strong orientation to low absolute or relative valuation, which are key to the execution of our investment strategy. A new idea will come from a variety of sources including company visits, screens, conferences, trade periodicals and general reading. All members of the research team are responsible for fundamental research.

Once an investment opportunity is identified it is put through an extensive due diligence process, which typically includes management interviews and site visits. When an acceptable level of conviction is achieved, the appropriate weighting (considering liquidity, valuation, etc.) is discussed and determined. A new company purchased in the portfolio will usually have an initial position size of 2-5%. The portfolio generally consists of 20-30 companies and is well diversified across sectors.

We are long-term investors, a typical holding period for our companies is three to five years, and portfolio turnover averages 20-40% per annum.

Portfolio Management Committee (PMC)	Research Team
Jonathan T. Bloom, CFA	√
John S. Brandser	
Patrick J. English, CFA	√
Matthew J. Goetzinger, CFA	√
Robert M. Helf, CFA	√
Andy P. Ramer, CFA	√
Daniel G. Sievers, CFA	√
Matthew T. Sullivan	√
Jordan S. Teschendorf	√

Please note disclosure footnote on reverse side.

⁽¹⁾ Estimated valuations are based on a representative account from the FMI Large Cap Equity Composite, and are weighted average calculations, not reweighted to exclude cash, and financial companies are excluded from the EV/EBITDA calculation. Valuations for the portfolio are modified, if necessary, based on criteria identified by FMI. For more detailed information regarding these valuations, please contact FMI.

Top 10 – Portfolio Holdings:

Berkshire Hathaway Inc. Class B	5.1%
Comcast Corporation Class A	4.9%
Unitedhealth Group Incorporated	4.2%
Honeywell International Inc.	4.2%
Accenture Plc Class A	3.8%
Dollar General Corporation	3.7%
JPMorgan Chase & Co.	3.7%
AmerisourceBergen Corporation	3.7%
eBay, Inc.	3.6%
Unilever PLC Sponsored ADR	3.6%

Portfolio Characteristics: (1)

P/E Ratio (trailing one year)	19.9x
FY1 P/E Ratio (forward 4 quarters)	19.1x
P/S Ratio	2.2x
P/B Ratio	4.1x
EV/EBITDA Ratio	9.3x
Number of Holdings	29
Active Share	89%

Recent Purchase:

The TJX Companies, Inc. Ticker: TJX Added: February 2017

TJX Companies (TJX) is the largest off-price apparel and home fashion retailer. The company operates 3,785 stores, through four main segments: Marmaxx (T.J. Maxx and Marshalls chains) HomeGoods, TJX Canada, and TJX International. They feature department store brands at a 20-60% discount, creating a strong value proposition and "treasure hunt" experience. Fast-turning inventory is purchased opportunistically via order cancellations, manufacturer overruns, close-outs, and special direct production. Off-price retail continues to take market share from malls and department stores, and has carved out an attractive retail niche that seems less susceptible to online competition. TJX's value proposition is defensive in nature as they have had positive same store sales over the past six recessions. The business also performs well in good times, as shoppers still seek a deal. Several new infrastructure investments, as well as wage pressure (minimum wage increases), have caused a decline in near-term results. This has created an opportunity swap our position in Ross Stores and purchase a 1.5% position in T.J. Maxx in February 2017.

Recent Sale:

Ross Stores, Inc. Ticker: ROST Sold: February 2017

Ross Stores (ROST) is the U.S.'s second largest off-price apparel and home fashion retailer (TJX is the largest). The company operates 1,533 stores in 36 states, including 1,340 Ross Dress for Less (Ross) and 193 dd's Discounts stores. When we originally purchased Ross Stores in May/June 2014, ROST traded at a double-digit discount to TJX, and Wall Street was generally more optimistic on TJX's prospects. Today, the set-up has reversed. There has been a significant divergence in stock performance and TJ Maxx now trades at a 35% discount on Enterprise Value/Sales (an all-time high). At a high level, TJX has a stronger brand portfolio, larger scale, and an international presence, all of which are preferable over the long-run. We had been trimming Ross Stores in recent quarters on valuation and sold the remaining 1.9% position in February 2017.

Fiduciary Management Inc.
Large Cap Equity Composite
12/31/2006 - 12/31/2016

Year	Total Return Gross of Fees %	Total Return Net of Fees %	*Benchmark Return %	Number of Portfolios	Dispersion %	Three Year Ex-Post Standard Deviation		Total Composite Assets End of Period (\$ millions)	Total Firm Assets End of Period (\$ millions)	Percentage of Firm Assets %
						Composite	*Benchmark			
2007	5.05	4.34	5.49	86	0.48	n/a	n/a	\$ 1,000.2	\$ 3,960.4	25.26%
2008	-26.38	-26.91	-37.00	130	0.63	n/a	n/a	\$ 1,969.3	\$ 4,062.5	48.48%
2009	30.92	30.09	26.46	252	1.22	n/a	n/a	\$ 3,820.3	\$ 7,008.9	54.51%
2010	12.52	11.81	15.06	394	0.31	n/a	n/a	\$ 5,923.2	\$ 9,816.0	60.34%
2011	2.35	1.74	2.11	509	0.37	18.34%	18.70%	\$ 8,434.8	\$ 12,273.6	68.72%
2012	16.02	15.32	16.00	575	0.32	13.94%	15.09%	\$ 11,270.3	\$ 15,253.5	73.89%
2013	31.87	31.10	32.39	685	0.31	11.38%	11.94%	\$ 15,785.5	\$ 19,705.3	80.11%
2014	13.52	12.81	13.69	725	0.25	8.54%	8.98%	\$ 16,084.1	\$ 21,001.1	76.59%
2015	-1.54	-2.16	1.38	655	0.27	9.94%	10.48%	\$ 14,304.1	\$ 21,042.9	67.98%
2016	14.85	14.16	11.96	636	0.32	10.48%	10.59%	\$ 12,562.9	\$ 22,626.7	55.52%

*Benchmark: S&P 500 Index®

Returns reflect the reinvestment of dividends and other earnings.

The above table reflects past performance. Past performance does not guarantee future results. A client's investment return may be lower or higher than the performance shown above. Clients may suffer an investment loss.

Fiduciary Management, Inc. (FMI) claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS standards. FMI has been independently verified for the periods 12/31/1993 - 12/31/2016. Verification assesses whether (1) the firm has complied with all the composite construction requirements of the GIPS standards on a firm-wide basis and (2) the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS standards. The Large Cap Equity composite has been examined for the periods 12/31/2000 - 12/31/2016. The verification and performance examination reports are available upon request. Benchmark returns are not covered by the report of independent verifiers.

FMI was founded in 1980 and is an independent investment counseling firm registered with the SEC and the State of Wisconsin. The firm manages over \$22.6 billion in assets of pension and profit sharing trusts, mutual funds, Taft-Hartley funds, insurance company portfolios, endowments and personal trusts. The firm includes both institutional and mutual fund business. Although the firm has participated in wrap programs, it is a separate and distinct business, and is excluded from firm-wide assets.

The FMI Large Cap Equity Composite was created in December 2000. These accounts primarily invest in medium to large capitalization US equities.

The FMI Large Cap Equity Composite reflects time-weighted and asset-weighted returns for all discretionary accounts with a market value greater than \$500,000 as of month end beginning January 1, 2012. From December 31, 2000 thru September 30, 2002 all accounts included were managed for at least one quarter, from October 1, 2002 to present all accounts were managed for at least one month. All returns are calculated using United States Dollars and are based on monthly valuations using trade date accounting. All accounts in this composite are fee paying. Gross of fees returns are calculated gross of management fees, gross of custodial fees, gross of withholding taxes and net of transaction costs. Net of fees returns are calculated net of actual management fees and transaction costs and gross of custodial fees and withholding taxes.

Dispersion is calculated using the equal weighted standard deviation of all accounts in the composite for the entire period. As of 12/31/2011, the trailing three year annualized ex-post standard deviation for the Composite and Benchmark are required to be stated per GIPS®.

Currently, the advisory fee structure for the FMI Large Cap Equity Composite portfolios is as follows:

Up to \$25,000,000	0.65%
\$25,000,001-\$50,000,000	0.55%
\$50,000,001-\$100,000,000	0.45%
\$100,000,001 and above	0.40%

The firm generally requires a minimum of \$3 million in assets to establish a discretionary account. High Net Worth individuals may establish an account with a minimum of \$1,000,000, however, the firm reserves the right to charge a minimum dollar fee for High Net Worth individuals depending on the client servicing involved. The minimum account sizes do not apply to new accounts for which there is a corporate, family, or other substantial relationship to existing accounts. In addition, the firm reserves the right to waive the minimum account size and minimum annual fee under certain circumstances. A complete list and description of all firm composites is available upon request.

Policies for valuing portfolios, calculating performance, and preparing compliant presentations are available upon request.

The S&P 500 Index® is widely regarded as the best single gauge of the U.S. equities market. This index includes 500 leading companies in leading industries of the U.S. economy. Although the S&P 500® focuses on the large cap segment of the market, with approximately 75% coverage of U.S. equities, it is also an ideal proxy for the total market.

The Large Cap Equity composite uses the S&P 500 Index® as its primary index comparison.