



GIPS® Compliance Verification Statement

Fiduciary Management, Inc.

12/31/93 through 06/30/10



2120 L Street, NW, Suite 530
Washington, DC 20037
202.955.5800 PHONE
202.955.8331 FAX
www.acacompliancegroup.com

GIPS® Compliance Verification Statement

Fiduciary Management, Inc.
Issued August 20, 2010

The following report issued by Beacon Verification Services (“Beacon”) is for a firm-wide GIPS® Verification of Fiduciary Management, Inc.’s (“FMI”) claim of compliance with the Global Investment Performance Standards (GIPS®) for the period December 31, 1993 through June 30, 2010.

We have examined whether FMI (1) complied with all the composite construction requirements of the GIPS® on a firm-wide basis and (2) designed its processes and procedures to calculate and present performance results in compliance with the GIPS® for the period December 31, 1993 through June 30, 2010. FMI’s management is responsible for compliance with the GIPS® and the design of the processes and procedures that present the firm’s performance results in accordance with the GIPS®. Beacon’s responsibility is to express an opinion on FMI’s compliance based on its verification procedures.

Beacon has completed this firm-wide GIPS® Verification in accordance with the verification procedures set forth in the GIPS®. It is Beacon’s opinion that FMI has complied with all the composite construction requirements of the GIPS® on a firm-wide basis. Furthermore, it is Beacon’s opinion that FMI’s processes and procedures were designed to calculate and present performance results in compliance with the GIPS® for the period December 31, 1993 through June 30, 2010.

In addition to the firm-wide GIPS® Verification, Beacon has completed a Performance Examination of the Small Cap Equity and Large Cap Equity composites maintained by FMI for the period December 31, 1993 through June 30, 2010 and December 31, 2000 through June 30, 2010, respectively. Beacon has also completed a Performance Exam for the All Cap Equity composite for the period December 31, 2007 through June 30, 2010. Beacon completed these examinations in accordance with the Performance Examination procedures set forth in the GIPS®. It is Beacon’s opinion that the performance results of these three composites for the aforementioned periods are presented, in all material respects, in conformity with the GIPS®.

This report of the referenced Performance Examinations does not relate to any particular composite presentation of FMI other than the aforementioned composites.

Beacon Verification Services

Beacon Verification Services

Fiduciary Management Inc.
Small Cap Equity Composite
12/31/1999 - 06/30/2010

Year	Total Return Gross of Fees %	Total Return Net of Fees %	*Benchmark Return %	Number of Portfolios	Dispersion %	Total Composite Assets End of Period (\$ millions)	Total Firm Assets End of Period (\$ millions)	Percentage of Firm Assets %
2000	15.89	15.04	-3.02	113	2.56	\$ 483.7	\$ 1,155.9	41.85%
2001	20.42	19.57	2.49	125	1.88	\$ 587.2	\$ 1,458.2	40.27%
2002	-4.78	-5.46	-20.48	154	1.47	\$ 649.7	\$ 1,731.0	37.53%
2003	27.18	26.22	47.25	167	1.93	\$ 1,206.9	\$ 2,927.0	41.23%
2004	20.85	20.28	18.33	181	1.01	\$ 1,486.6	\$ 3,085.8	48.18%
2005	10.95	10.40	4.55	186	0.78	\$ 1,605.8	\$ 3,174.4	50.59%
2006	18.36	17.80	18.37	147	0.73	\$ 1,606.8	\$ 3,589.4	44.77%
2007	-1.07	-1.58	-1.57	161	0.85	\$ 1,520.2	\$ 3,960.4	38.39%
2008	-21.03	-21.44	-33.79	145	1.16	\$ 1,212.4	\$ 4,061.5	29.85%
2009	35.67	35.04	27.17	165	0.97	\$ 2,004.6	\$ 7,008.9	28.60%
Q1 2010	9.14	9.00	8.85	173	0.20	\$ 2,309.9	\$ 7,953.6	29.04%
Q2 2010	-8.17	-8.25	-9.92	172	0.23	\$ 2,074.9	\$ 7,486.4	27.72%

*Benchmark: Russell 2000 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, Incorporated (FMI) has prepared and presented this report in compliance with the Global Investment Performance Standards (GIPS®).

FMI has received a firmwide GIPS verification for the period 12/31/1993 - 06/30/2010. In addition, the FMI Small Cap Equity Composite has received a performance examination for the same period.

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 \$7.4 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 Small Cap Equity Composite was created in January 1980. These accounts primarily invest in small to medium capitalization US equities.

The FMI Small 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. A small percentage of composite assets (typically ranging from 0-5%) historically has been invested in unmanaged fixed income securities at the direction of account holders. From December 31, 1993 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 and custodial fees and net of transaction costs. Net of fees returns are calculated net of management fees and transaction costs and gross of custodial fees. Dispersion is calculated using the standard deviation of all accounts in the composite for the entire period.

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

Up to \$25,000,000	0.90%
\$25,000,001-\$50,000,000	0.85%
\$50,000,001-\$100,000,000	0.75%
\$100,000,001 and above	0.65%

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.

Additional information regarding policies for calculating and reporting returns is also available upon request.

The Russell 2000 Index® is an unmanaged index generally representative of the U.S. market for small capitalization stocks. FMI uses the Russell 2000 Index® as its primary index comparison.

Fiduciary Management Inc.
Large Cap Equity Composite
12/31/2000 - 06/30/2010

Year	Total Return Gross of Fees %	Total Return Net of Fees %	*Benchmark Return %	Number of Portfolios	Dispersion %	Total Composite Assets End of Period (\$ millions)	Total Firm Assets End of Period (\$ millions)	Percentage of Firm Assets %
2001	20.47	19.70	-11.89	1	0.00	\$ 3.6	\$ 1,458.2	0.25%
2002	-13.33	-14.11	-22.10	8	0.17	\$ 14.0	\$ 1,731.0	0.81%
2003	34.29	33.15	28.68	4	0.86	\$ 20.8	\$ 2,927.0	0.71%
2004	19.15	18.70	10.88	10	0.47	\$ 48.9	\$ 3,085.8	1.58%
2005	9.84	9.55	4.88	28	0.29	\$ 192.2	\$ 3,174.4	6.05%
2006	17.38	17.09	15.80	49	0.30	\$ 491.0	\$ 3,589.4	13.68%
2007	4.53	4.33	5.48	86	0.48	\$ 1,000.2	\$ 3,960.4	25.26%
2008	-26.65	-26.78	-37.03	130	0.63	\$ 1,969.3	\$ 4,062.5	48.48%
2009	30.99	30.80	26.46	252	1.22	\$ 3,820.3	\$ 7,008.9	54.51%
Q1 2010	5.97	5.92	5.39	290	0.11	\$ 4,337.5	\$ 7,953.6	54.54%
Q2 2010	-10.16	-10.20	-11.43	338	0.13	\$ 4,284.2	\$ 7,486.4	57.23%

*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, Incorporated (FMI) has prepared and presented this report in compliance with the Global Investment Performance Standards (GIPS®).

FMI has received a firmwide GIPS verification for the period 12/31/1993 - 06/30/2010. In addition, the FMI Large Cap Equity Composite has received a performance examination for the period 12/31/2000 - 06/30/2010.

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 \$7.4 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. 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 and custodial fees and net of transaction costs. Net of fees returns are calculated net of management fees and transaction costs and gross of custodial fees.

Dispersion is calculated using the standard deviation of all accounts in the composite for the entire period.

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	0.35%

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.

Additional information regarding policies for calculating and reporting returns is also available upon request.

The S&P 500 Index® is an unmanaged index generally representative of the U.S. market for large capitalization stocks. FMI uses the S&P 500 Index® as its primary index comparison.

Fiduciary Management Inc.
All Cap Equity Composite
12/31/2007 - 06/30/2010

Year	Total Return Gross of Fees %	Total Return Net of Fees %	*Benchmark Return %	Number of Portfolios	Dispersion %	Total Composite Assets End of Period (\$ millions)	Total Firm Assets End of Period (\$ millions)	Percentage of Firm Assets %
2008	-26.65	-27.18	-37.31	12	0.60	\$ 56.9	\$ 4,062.5	1.40%
2009	30.19	29.35	28.34	18	0.23	\$ 86.9	\$ 7,008.9	1.24%
Q1 2010	8.05	7.86	5.94	19	0.06	\$ 95.3	\$ 7,953.6	1.20%
Q2 2010	-9.77	-9.92	-11.32	19	0.06	\$ 85.7	\$ 7,486.4	1.14%

*Benchmark: Russell 3000 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, Incorporated (FMI) has prepared and presented this report in compliance with the Global Investment Performance Standards (GIPS®).

FMI has received a firmwide GIPS verification for the period 12/31/1993 - 06/30/2010. In addition, the FMI All Cap Equity Composite has received a performance examination for the period 12/31/2007 - 06/30/2010.

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 \$7.4 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 All Cap Equity Composite was created in December 2007. These accounts primarily invest in small, medium and large capitalization US equities.

The FMI All Cap Equity Composite reflects time-weighted and asset-weighted returns for all discretionary accounts. From December 31, 2007 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 and custodial fees and net of transaction costs. Net of fees returns are calculated net of management fees and transaction costs and gross of custodial fees.

Dispersion is calculated using the standard deviation of all accounts in the composite for the entire period.

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

Up to \$25,000,000	0.75%
\$25,000,001-\$50,000,000	0.65%
\$50,000,001-\$100,000,000	0.60%
\$100,000,001 and above	0.55%

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.

Additional information regarding policies for calculating and reporting returns is also available upon request.

The Russell 3000 Index® is an unmanaged index generally representative of the U.S. market for stocks. FMI uses the Russell 3000 Index® as its primary index comparison.