

Form ADV Part 2A Firm Brochure

Disciplined Growth Investors, Inc.

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Brochure Date: 3/30/2012

This Firm Brochure provides information about the qualifications and business practices of Disciplined Growth Investors Inc. If you have any questions about the contents of this Firm Brochure, please contact us at 612-317-4100 or peterr@dginv.com. The information in this Firm Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Disciplined Growth Investors Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 106746.

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Item 2: Material Changes

This Firm Brochure contains the following material changes from the previous version, which was published on 3/30/2011:

- Added disclosures regarding The Disciplined Growth Investors Fund, a mutual fund advised by Disciplined Growth Investors, Inc.
- Revised disclosures regarding the types of risks specific to our investment philosophy and process.
- Added disclosures regarding our outsourced trading function.
- Revised disclosures regarding our trade rotation policies and procedures.
- Added disclosures regarding trade away fees charged by custodians on accounts with smaller balances.

Item 3: Table of Contents

Item 2: Material Changes.....	3
Item 3: Table of Contents.....	4
Item 4: Advisory Business.....	5
Item 5: Fees and Compensation	6
Item 6: Performance-Based Fees and Side-by-Side Management	8
Item 7: Types of Clients.....	8
Item 8: Methods of Analysis, Investment Strategies and Risk of Loss.....	9
Item 9: Disciplinary Information.....	13
Item 10: Other Financial Industry Activities and Affiliations.....	13
Item 11: Code of Ethics, Participation in Client Transactions and Personal Trading	14
Item 12: Brokerage Practices	15
Item 13: Review of Accounts	19
Item 14: Client Referrals and Other Compensation	19
Item 15: Custody.....	19
Item 16: Investment Discretion	20
Item 17: Voting Client Securities	20
Item 18: Financial Information	20

Item 4: Advisory Business

Disciplined Growth Investors Inc. is a SEC-registered investment adviser with its principal place of business located in Minneapolis, Minnesota. Disciplined Growth Investors Inc. began conducting business in 1997. The firm intends to remain 100% employee owned. Listed below are the firm's shareholders

- Frederick K Martin, President & CIO *
- Scott Link
- Rob Nicoski
- Robert Buss
- Sheri Nuese
- Kathy Schmitt
- Cindy Lee
- Lisa Schaenzer

* Individual and/or entities controlling 25% or more of Disciplined Growth Investors, Inc.

Disciplined Growth Investors' Advisory Services

Disciplined Growth Investors Inc. offers the following advisory services to our clients:

Institutional & High Net Worth Investment Management

Disciplined Growth Investors, Inc. provides investment management services to pension and profit sharing plans, corporations and other business and government entities, charitable organizations including foundations and other non-profit entities, and select high net worth individuals. Disciplined Growth Investors, Inc. accepts separate account mandates for U.S. Mid Cap Growth Equities, U.S. Small Cap Growth Equities and Balanced Growth portfolios consisting of our U.S. Mid Cap Growth Equity strategy plus a fixed income allocation. Our two equity strategies are managed under a single process, with client-specific investment advice tailored within each strategy. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Mutual Fund

Disciplined Growth Investors, Inc. also serves as investment adviser to The Disciplined Growth Investors Fund (Ticker: DGIFX) ("the Fund"). More information about the Fund, including fees and investment minimums, is available in the Fund's prospectus.

Limited Partnerships

Disciplined Growth Investors, Inc. is the general partner and adviser to Compass Investors LP and Navigator Investors LP ("the Partnerships"). More information concerning the Partnerships is available in the Partnerships' private offering memoranda.

Discretionary Sub-Advisory Services

Disciplined Growth Investors, Inc. serves as sub-adviser to separately managed accounts through arrangements with other investment advisers.

Wrap Fee Programs

On a limited basis, Disciplined Growth Investors Inc. provides portfolio management services for wrap fee programs. Accounts of wrap fee clients are managed similarly to our other accounts, however wrap fee clients may receive more limited portfolio reports and access to portfolio managers than other clients. We receive a portion of the wrap fee for our services.

Amount of Managed Assets:

As of 12/31/2011, we were actively managing \$2,384,075,108 of clients' assets on a discretionary basis and \$0 on a non-discretionary basis.

Item 5: Fees and Compensation

The manner in which fees are calculated and charged by Disciplined Growth Investors, Inc. is set forth in each clients' investment management agreement. Clients may choose to be billed for fees incurred or may authorize Disciplined Growth Investors Inc. to deduct fees from the client's account(s). Additional information regarding the deduction of fees is provided in the "Custody" section (Item 15) of this Firm Brochure.

Fees are billed quarterly, and may be billed in advance or in arrears depending on the specifics of each client's investment management agreement.

Disciplined Growth Investors Inc. requires a minimum relationship size of \$15,000,000. This sum may be negotiable under certain circumstances. Disciplined Growth Investors Inc. may group certain related client accounts for the purposes of achieving the minimum relationship size and determining the annualized fee.

Fee Schedules

Institutional & High Net Worth Investment Management

The annualized fee for Institutional and High Net Worth separate account portfolios will be billed as a percentage of assets under management, according to the following schedules:

Mid Cap Growth U.S. Equity
1.00% on the first \$5,000,000
0.75% on the next \$20,000,000
Over \$25,000,000 fees are negotiable

Small Cap Growth U.S. Equity
1.00% on the first \$10,000,000
0.75% on the next \$15,000,000
Over \$25,000,000 fees are negotiable

Balanced Growth
1.00% on the first \$5,000,000
0.75% on the next \$20,000,000
Over \$25,000,000 fees are negotiable

A minimum investment of \$15,000,000 is required for separate account relationships.

Mutual Fund

Information about the Fund's advisory fees and investment minimums is available in the Fund's prospectus.

Limited Partnerships

The advisory fees for Compass Investors LP and Navigator Investors LP are set forth in each Limited Partnership's private offering memorandum.

Wrap Fee Programs

Clients participating in wrap fee programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment

advisory fees of the independent advisers, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Clients' portfolio transactions may be executed without a commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the account and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any applicable wrap program fees.

Limited Negotiability of Advisory Fees

Although Disciplined Growth Investors Inc. has established the aforementioned fee schedules; we retain the discretion to negotiate alternative fees based on client circumstances and needs. These include the complexity of the client's financial situation, assets under management, anticipated future additional assets, related accounts, portfolio style, account composition and reports, among other factors. The specific annual fee schedule will be identified in the contract between Disciplined Growth Investors, Inc. and each client. Clauses governing future contracts with other clients will not be accepted.

Discounts not generally available to our advisory clients may be offered to family members and friends of associated persons of our firm.

General Information on Fees and Compensation

Termination of the Advisory Relationship

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice or as guided by contract terms. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will pro rate the reimbursement according to the number of days remaining in the billing period.

Mutual Fund Fees:

All fees paid to Disciplined Growth Investors Inc. for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus; they will generally include a management fee, other fund expenses and where applicable a distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial goals and objectives. Accordingly, the client should review both the fees charged by the funds to properly evaluate the advisory services being provided.

Additional Fees and Expenses

In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer when we effect transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Firm Brochure for additional information.

Grandfathering of Minimum Account Requirements

Pre-existing advisory clients are subject to Disciplined Growth Investors Inc.'s minimum account requirements and advisory fees in effect at the time the client entered into the

advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.

Advisory Fees in General

Clients should note that similar advisory services might be available from other registered or unregistered investment advisers for similar or lower fees.

Limited Prepayment of Fees

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

Item 6: Performance-Based Fees and Side-by-Side Management

Partnership

Disciplined Growth Investors Inc. is also the General Partner of Compass Investors LP, a New York limited partnership. Frederick K. Martin is the Special Limited Partner of Compass Investors, LP, and is responsible for the management of the partnership's portfolio. Frederick K. Martin is eligible to receive a performance-based fee if the performance of Compass Investors LP exceeds certain thresholds defined by the Partnership Agreement. As a result of one of Disciplined Growth Investors Inc.'s control persons being eligible to receive a performance-based fee we may have an incentive to favor Compass Investors LP over other client accounts. We have examined this potential conflict of interest and have created policies and procedures to ensure that investment opportunities are allocated fairly among all clients.

Mutual Fund

Disciplined Growth Investors, Inc. serves as adviser to The Disciplined Growth Investors Fund, an affiliated registered investment company. The management fee paid by the Fund may exceed those of other clients, so a potential conflict could arise between the Fund and Disciplined Growth Investors, Inc.'s other clients. Disciplined Growth Investors, Inc. has examined this conflict and adopted policies and procedures to ensure that all clients are treated fairly.

Item 7: Types of Clients

Disciplined Growth Investors Inc. provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Pension and profit sharing plans (other than plan participants)
- Registered Investment Companies
- Other pooled investment vehicles
- Charitable organizations
- Corporations or other businesses not listed above
- State or municipal government entities
- General portfolios of mutual insurance companies

As previously disclosed in Item 5, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

Item 8: Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Equity Investment Philosophy

Disciplined Growth Investors' philosophy is to invest in companies that are expected to yield high returns. Stock returns can exceed a company's fundamental growth when purchased at a discount to intrinsic value. The valuation framework we utilize to assess intrinsic value was formulated by Benjamin Graham and originally published in 1934. We believe it is reasonable to assume that a stock will achieve its intrinsic value during our expected holding period of seven years.

Mid Cap Growth Investment Process

Disciplined Growth Investors' mid cap equity portfolio seeks new stock candidates with market caps between \$1 billion and \$10 billion. New ideas are generated from several sources that include multi-factor stock screens, investment conferences, industry trade shows or group meetings with management teams. The goal is to find stocks that meet our strict criteria of superior return on capital coupled with a competitive advantage relative to industry peers and the financial ability to meet reasonable growth objectives. Initial thoughts are confirmed with intensive analysis of SEC documents including the most recent 10Q, 10K and Proxy Statement and a conversation with management. Each factor is carefully considered when the analyst establishes an estimate of current and expected intrinsic value. Comparing these values to the market price yields our expected return. Our minimum expected return for a new position in mid caps is 12%. Initial position size in the portfolio is 1%. Position sizes are increased to 2% and 3% upon confirming evidence of our thesis. Stock sales are made through a Darwinian process of allocating capital to the highest expected returns or if individual security risks become unacceptably high.

Small Cap Growth Investment Process

Disciplined Growth Investors' small cap equity portfolio seeks new stock candidates with market caps between \$50 million and \$1 billion. New ideas are generated from several sources that include multi-factor stock screens, investment conferences, industry trade shows or group meetings with management teams. The goal is to find stocks that meet our strict criteria of superior return on capital coupled with a competitive advantage relative to industry peers and the financial ability to meet reasonable growth objectives. Initial thoughts are confirmed with intensive analysis of SEC documents including the most recent 10Q, 10K and Proxy Statement and a conversation with management. Each factor is carefully considered when the analyst establishes an estimate of current and expected intrinsic value. Comparing these values to the market price yields our expected return. Our minimum expected return for a new position in small caps is 15%. Initial position size in the portfolio is 1%. Position sizes are increased to 2% and 3% upon confirming evidence of our thesis. Stock sales are made through a Darwinian process of allocating capital to the highest expected returns or if individual security risks become unacceptably high.

Fixed Income Investment Philosophy & Process

Disciplined Growth Investors' fixed income strategy seeks to identify fundamental growth opportunities in specific fixed-income securities that offer relative value within the fixed-income markets. The Adviser's decision-making approach has both "top-down" (including duration/ maturity positioning, yield curve risk and sector/quality risk) and "bottom-up" (including credit research, quantitative analysis and trading) components. Our sell discipline is managed through a combination of inputs from its maturity, sector and individual selection decisions.

The following is a description of the principal risks of the investment strategies advised by Disciplined Growth Investors, Inc. There are other circumstances (including additional risks that are not described here), which could prevent Disciplined Growth Investors, Inc. from achieving its investment objective. Securities investments are not guaranteed and clients may lose money on their investments. We ask that clients work with us to develop a clear understanding of their time horizon and tolerance for risk.

Mid Cap Growth Equity

Stock Market Risk

Equity prices fluctuate and may decline in response to developments at individual companies and/or general economic conditions. Price changes may be temporary or last for extended periods. For example, stock prices have historically fluctuated in periodic cycles.

Stock Selection Risk

In addition to, or in spite of, the impact of movements in the overall stock market, the value of an account's investments may decline if the particular companies in which the account invests do not perform well in the market.

Long Term Investing Risk

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantages of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Mid-Capitalization Risk

Mid-capitalization stocks are often more volatile and less liquid than investments in larger companies. The frequency and volume of trading in securities of mid-size companies may be substantially less than is typical of larger companies. Therefore, the securities of mid-sized companies may be subject to greater and more abrupt price fluctuations. In addition, mid-sized companies may lack the management experience, financial resources and product diversification of larger companies, making them more susceptible to market pressures and business failure.

Growth Stock Risk

Securities of companies perceived to be "growth" companies may be more volatile than other stocks and may involve special risks. The price of a "growth" security may be impacted if the company does not realize its anticipated potential or if there is a shift in the market to favor other types of securities.

Sector/Industry Concentration Risk

A significant amount of an account's assets is likely to be invested within the information technology sector. When an account focuses its investment in a sector or industry, it is particularly susceptible to the impact of market, economic, political, regulatory, and other factors affecting that sector or industry. Additionally, an account's performance may be more volatile when its investments are less diversified.

Information Technology Sector Investing Risk

Information technology companies tend to rely significantly on technological events or advances in their product development, production or operations. The value of these companies, therefore, is particularly vulnerable to rapid changes in technological product cycles, government regulation, and competition. Information technology stocks, especially those of smaller, less-seasoned companies, tend to be more volatile than the overall market.

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Balanced Growth

(Note: Disciplined Growth Investors' Balanced Growth product consists of our Mid Cap Growth Equity portfolio combined with a fixed-income allocation. The risks described below apply to the fixed-income portion of the product, and to the investment manager's allocation decisions between fixed-income and equities. Clients should also review the risks associated with the Mid Cap Growth Equity portfolio discussed above.)

Fixed-Income Securities Risk

Portfolios may hold debt and other fixed-income securities to generate income. Typically, the values of fixed-income securities will change inversely with prevailing interest rates. Therefore, a fundamental risk of fixed-income securities is interest rate risk, which is the risk that their value will generally decline as prevailing interest rates rise, which may cause the portfolio's value to likewise decrease, and vice versa. How specific fixed-income securities may react to changes in interest rates will depend on the specific characteristics of each security. Fixed-income securities are also subject to credit risk, prepayment risk, valuation risk, and liquidity risk.

High-Yield/High-Risk Bond Risk

Portfolios may be invested in higher-yielding/higher-risk bonds. High-yield/high-risk bonds may be more sensitive than other types of bonds to economic changes, political changes or adverse developments specific to the company that issued the bond, which may adversely affect their value.

Allocation Risk

The asset classes in which the manager seeks investment exposure can perform differently from each other at any given time (as well as over the long term), so client portfolios will be affected by their allocation among equity and fixed-income securities. If the manager favors exposure to an asset class during a period when that class underperforms, performance may suffer. During periods of rapidly rising equity prices, balanced portfolios might not achieve growth in value to the same degree as portfolios focusing only on stocks. The portfolio's investments in stocks may make it more difficult to preserve principal during periods of stock market volatility.

Item 9: Disciplinary Information

We are required to disclose any legal or disciplinary events material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10: Other Financial Industry Activities and Affiliations

Disciplined Growth Investors, Inc. is not registered as a broker-dealer and is not affiliated with a broker-dealer. The Disciplined Growth Investors Fund is distributed by ALPS Distributors Inc., a registered broker-dealer. Certain employees of Disciplined Growth Investors, Inc. are registered representatives of ALPS Distributors, Inc.

Disciplined Growth Investors, Inc. serves as adviser to The Disciplined Growth Investors Fund, an affiliated registered investment company. The management fee paid by the Fund may exceed those of other clients, so a potential conflict could arise between the Fund and Disciplined Growth Investors, Inc.'s other clients. Disciplined Growth Investors, Inc. has examined this conflict and adopted policies and procedures to ensure that all clients are treated fairly.

Disciplined Growth Investors Inc. is also the General Partner of Compass Investors LP, a New York limited partnership, and of Navigator Investors LP, a Delaware limited partnership ("the Partnerships"). Frederick K. Martin is the Special Limited Partner and Managing General Partner of Compass and Navigator Investors, respectively, and is responsible for the management of the Partnerships' portfolios. The General Partner has designated itself as having primary responsibility for investment management and administrative matters, such as accounting tax and periodic reporting, pertaining to the Funds.

Disciplined Growth Investors Inc. and our members, officers and employees will devote to the Partnerships as much time as we deem necessary and appropriate to manage the Partnerships' business. Disciplined Growth Investors Inc. is not restricted from forming additional investment partnerships or other funds, entering into other investment advisory relationships or engaging in other business activities, even though such activities may be in competition with the Partnerships and/or may involve substantial time and resources of our firm. Potentially, such activities could be viewed as creating a conflict of interest in that the time and effort of our management personnel and employees will not be devoted exclusively to the business of the Partnerships, but could be allocated between the business of the Partnerships and other of our business activities.

Investments in the Partnerships may be recommended to advisory clients for whom a partnership investment may be more suitable than would a separate advisory account managed by our firm. Clients who invest in the Partnerships are not charged any additional advisory fees other than the advisory fee allocated to the limited partners of the Partnership. The Partnerships are not required to register as an investment company under the Investment Company Act of 1940 in reliance upon an exemption available to funds whose securities are not publicly offered. Disciplined Growth Investors Inc. manages the Partnerships on a discretionary basis in accordance with the terms and conditions of the Funds' offering and organizational documents.

As discussed in the "Performance-Based Fees" section (Item 6) of this Firm Brochure, Frederick K. Martin is eligible to receive a performance-based fee if the performance of Compass Investors LP exceeds certain defined thresholds. As a result of this

arrangement, Disciplined Growth Investors may have an incentive to favor Compass Investors LP over other client accounts. We have examined this potential conflict of interest and have created policies and procedures to ensure that investment opportunities are allocated fairly among all clients.

Item 11: Code of Ethics, Participation in Client Transactions and Personal Trading

Disciplined Growth Investors Inc. has adopted a Code of Ethics that establishes high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. Our personnel owe a duty of loyalty, fairness and good faith toward our clients and the profession. We have an obligation to adhere not only to the specific provisions of the Code of Ethics, but also to the general principles that guide the Code. The Code of Ethics includes policies and procedures for the review of employees' quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons (all employees). Among other requirements, our Code of Ethics stipulates the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Disciplined Growth Investors Inc.'s Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity. Further, all individuals associated with our firm are prohibited from engaging in principal transactions and/or cross transactions. The code is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while also allowing employees to invest for their own accounts.

Disciplined Growth Investors Inc. and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies), which may also be recommended to a client. It is the expressed policy that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts. As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
3. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
4. Our firm requires prior approval for any Initial Public Offering (IPO) or private placement investments by related persons of the firm.

5. We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee.
6. We have established procedures for the maintenance of all required books and records.
7. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
8. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
9. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
10. Any individual who violates any of the above restrictions may be subject to termination.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to peterr@dginv.com, or by calling us at 612-317-4100.

Item 12: Brokerage Practices

Outsourced Equity Trading Function

Disciplined Growth Investors, Inc. has chosen to outsource our equity trading function to Merlin Securities. Merlin seeks liquidity in the market, while Disciplined Growth Investors, Inc. maintains discretion over broker selection and the final placement of all trades. Because Merlin Securities provides these services to Disciplined Growth Investors, Inc., certain client trades are executed through Merlin's proprietary brokerage, for which Merlin charges a per-share commission. This creates a potential conflict of interest, as Disciplined Growth Investors, Inc. may have incentive to execute trades at Merlin Securities at the expense of obtaining best execution for our clients. Disciplined Growth Investors, Inc. has reviewed this potential conflict and has adopted policies and procedures to ensure that clients obtain best execution, including periodic reviews of Merlin's trading performance by an independent third-party. The results of these third-party reviews are available to current and prospective clients upon request.

Broker Selection and Best Execution

For discretionary clients, Disciplined Growth Investors Inc. requires written authorization to determine the broker dealer to use and to negotiate commission costs. Disciplined Growth Investors Inc. will endeavor to select those brokers or dealers that will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, research, trading platform, and other services that will help us provide investment management services to clients. We may therefore recommend or use a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all our clients, but not all such research may be relevant to every transaction.

Soft Dollar Transactions

Consistent with obtaining best execution for clients, Disciplined Growth Investors Inc. may direct brokerage transactions for clients' portfolios to brokers who provide research and execution services to our investment team and, indirectly, to our clients. These services are of the type described in Section 28(e) of the Securities Exchange Act of 1934 and are designed to augment our own internal research and investment strategy

capabilities. This may be done without prior agreement or understanding by the client and at our discretion. Research services obtained through the use of soft dollars may be developed by brokers to whom brokerage is directed or by third-parties compensated by the broker. We do not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research we receive will help us to fulfill our overall duty to our clients. We may not use each particular research service, however, to service each client. As a result, a client may pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. Broker-dealers we select may be paid commissions for effecting transactions that exceed the amounts other broker-dealers would have charged if we determine in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or our overall duty to its ('brokerage') discretionary client accounts.

Certain items obtainable with soft dollars may not be used exclusively for either execution or research services. The cost of such "mixed-use" products or services will be fairly allocated and Disciplined Growth Investors Inc. makes a good faith effort to determine the percentage of such products or services that may be considered as investment research. The portions of the costs attributable to non-research usage of such products or services are paid by our firm to the broker-dealer in accordance with the provisions of Section 28(e) of the Securities Exchange Act of 1934.

When Disciplined Growth Investors Inc. uses client brokerage commissions to obtain research or brokerage services, we receive a benefit to the extent that Disciplined Growth Investors Inc. does not have to produce such products internally or compensate third-parties with our own money for the delivery of such services. Therefore, use of client brokerage commissions results is a conflict of interest, because we have an incentive to direct client brokerage to those brokers who provide research and services we utilize, even if these brokers do not offer the best price or commission rates for our clients. We have carefully examined this conflict of interest and created policies and procedures to ensure that client brokerage commissions are used to obtain the best overall execution quality.

Within our last fiscal year, Disciplined Growth Investors Inc. has obtained the following products and services on a soft-dollar basis:

Third Party Service Provider	Soft-Dollar Commissions Agent
Bloomberg Financial Market News Service	Capital Institutional Services, Inc
Thomson Analytics	BNY Brokerage
FactSet Research Systems, Inc	BNY Brokerage
International Strategy & Investment	ISI Group
The Political Forum	Dominick & Dominick

Trade Aggregation and Allocation

Disciplined Growth Investors Inc. will aggregate trades where possible and when advantageous to clients. This practice permits the trading of blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rated basis between all accounts included in any such block. Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Disciplined Growth Investors Inc. will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular

day. Disciplined Growth Investors Inc.'s block trading policy and procedures are as follows:

1. Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Disciplined Growth Investors Inc., or our firm's order allocation policy.
2. The trading desk in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
3. The portfolio manager must reasonably believe that the order aggregation will enable us to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
4. Prior to entry of an aggregated order, an order ticket must be completed that identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
5. If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of the first business day of the trade must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts. On subsequent business days, a random allocation may be employed to allocate shares among the participating client accounts.
6. Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.
7. Client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
8. Funds and securities for aggregated orders are clearly identified on our records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
9. No client or account will be favored over another.

Trade Rotation

Disciplined Growth Investors, Inc.'s investment decisions are made by the investment team and executed across all accounts with similar investment objectives. Ideally, purchase and sale decisions would be aggregated into a single large block order for simultaneous execution. However, since some clients choose to direct brokerage activity to a particular broker-dealer, a single block trade may not be possible. In addition, liquidity varies by security and also varies over time. Therefore sequencing of orders is sometimes required. To ensure the fair treatment of all clients, Disciplined Growth Investors, Inc. will regularly rotate order sequencing so that no client consistently receives first or last execution.

Trade Away Fees

Certain clients may direct the use of a specific custodian such as Fidelity or Charles Schwab & Co. The custodians generally do not charge you separately for custody services but are compensated by charging you commissions or other fees on trades that it executes or that settle into your account. In addition, the custodian/broker may charge you a flat dollar amount or "trade away" fee as prime broker for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your custodial account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer.

If your account does not meet the required minimum size as designated by your custodian, you should be aware that we may only trade through your designated custodian, and as a result DGI will not have authority to negotiate commissions or obtain volume discounts, and best execution may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to other clients. We have determined that having your custodian execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above.

Preferred Custodian

Clients may choose a broker/dealer or other custodian for their account(s). In cases where a client does not have a previously established relationship with a broker/dealer or other custodian, Disciplined Growth Investors may suggest our preferred custodian. We have an arrangement with National Financial Services LLC, and Fidelity Brokerage Services LLC (together with all affiliates, "Fidelity") through which Fidelity provides our firm with their "platform" services. The platform services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support intermediaries like our firm in conducting business and in serving the best interests of our clients but that may also benefit us.

Fidelity charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transactions fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). Fidelity's commission rates are generally considered discounted from customary retail commission rates. However, the commissions and transaction fees charged by Fidelity may be higher or lower than those charged by other custodians and broker-dealers.

As a result of receiving such services for no additional cost, Disciplined Growth Investors Inc. may have an incentive to continue to use or expand the use of Fidelity's services. We examined this potential conflict of interest when we chose to enter into the relationship with Fidelity and have determined that the relationship is in the best interests of our clients and satisfies our client obligations, including our duty to seek best execution. A client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine in good faith that the commission is reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, while we seek competitive rates to the benefit of all clients, we may not necessarily obtain the lowest possible commission rates for specific client account transactions. Although the investment research products and services that may be obtained by us will generally be used to service all of our clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. Disciplined Growth Investors Inc. and Fidelity are not affiliated, **and no broker-**

dealer affiliated with us is involved in the relationship between Disciplined Growth Investors Inc. and Fidelity.

Item 13: Review of Accounts

Reviews

While the underlying securities within client accounts are continually monitored, individual account compositions are reviewed at least quarterly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. Individuals responsible for accounts are reviews are:

- Frederick Martin, President & Chief Investment Officer
- Scott Link, Portfolio Manager
- Rob Nicoski, Portfolio Manager
- Sheri Nuese, Director of Client Service
- Lisa Schaezner, Client Relationship Manager

Reports

In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer or custodian, we provide quarterly reports summarizing account performance, balances and holdings.

Item 14: Client Referrals and Other Compensation

It is Disciplined Growth Investors Inc.'s policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

Item 15: Custody

Disciplined Growth Investors Inc. previously disclosed in the "Fees and Compensation" section (Item 5) of this Firm Brochure that our firm may directly debit advisory fees from client accounts. All client accounts are maintained by an outside, qualified custodian.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, Disciplined Growth Investors Inc. also sends account reports directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these reports to ensure that all account transactions, holdings, and values are correct and current.

Item 16: Investment Discretion

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission. Our discretionary authority includes the ability to do the following without contacting the client:

1. Determine the security to buy or sell; and/or
2. Determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also amend such limitations by providing us with written instructions.

Item 17: Voting Client Securities

Disciplined Growth Investors Inc. votes proxies for all client accounts; however, clients have the right to vote their own proxies by instructing us in writing to not vote proxies in their account. We will vote proxies in the best interests of our clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact their client service representative by telephone, email, or in writing.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting Peter Rieke, Chief Compliance Officer by telephone, email, or in writing. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client. Clients can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing. Clients may also instruct us on how to vote in a particular proxy contest by contacting us at 612-317-4100.

Item 18: Financial Information

Disciplined Growth Investors Inc. has not been the subject of a bankruptcy petition at any time during its history. Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered; therefore, we are not required to include a financial statement.

Disciplined Growth Investors Inc. has no additional financial circumstances to report.