



ADV PART 2A-BROCHURE

ITEM 1 – COVER PAGE

River Road Asset Management, LLC
462 South Fourth Street, Suite 1600
Louisville, KY 40202
(502) 371-4100
<http://www.riverroadam.com>
March 30, 2012

This Brochure provides information about the qualifications and business practices of River Road Asset Management, LLC (“River Road”). If you have any questions about the contents of this Brochure, please contact us at (502) 371-4100 or thomas.mueller@riverroadam.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about River Road is also available on the SEC’s website at www.adviserinfo.sec.gov.

River Road is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training.

ITEM 2 – MATERIAL CHANGES

This Item discusses only material changes since the last annual update of River Road’s Brochure, which was on March 31, 2011 when the Brochure was first published. The below list provides a summary of the material changes:

- Item 5.B – River Road updated the fee schedule for Dividend All-Cap Value II and added a fee schedule for the Analyst Fund strategy.
- Item 7 – River Road added a type of client.
- Item 8.A – River Road added a description of the Analyst Fund investment strategy.
- Item 8.B – River Road added a disclosure for Non-Diversification/Concentration Risk and High Cash Balances Risk.
- Item 10.B – River Road added new and additions to descriptions of relationships with related persons, including new sub-advisory, portfolio management, and solicitation arrangements.
- Item 11.B.ii – River Road updated its disclosures regarding its trade aggregation policies with respect to its proprietary strategies.
- Item 12.A – River Road updated its disclosures regarding how it selects and reviews broker-dealers.
- Item 12.C – River Road updated its disclosures regarding when it may treat a directed account as non-directed for purposes of trade rotation.
- Item 12.D – River Road updated its disclosures regarding its trade aggregation and allocation policies. Specifically, River Road defined more clearly when trades may or may not be aggregated.
- Item 13 – River Road updated the description of its Risk Management Committee.
- Item 14.B – River Road added a disclosure relating to a new solicitation arrangement with a related person.

ITEM 3 – TABLE OF CONTENTS

Item 1 – Cover Page.....	i
Item 2 – Material Changes	ii
Item 3 – Table of Contents.....	iii
Item 4 – Advisory Business	1
A. Our Firm.....	1
B. Advisory Services Offered	1
C. Ability to Tailor Advisory Services	1
D. Model Portfolio Provider	1
E. Client Assets.....	2
Item 5 – Fees and Compensation	2
A. How We Are Compensated.....	2
B. Standard Fee Schedule	2
C. Other Types of Fees or Expenses	3
Item 6 – Performance-Based Fees and Side-By-Side Management	4
Item 7 – Types of Clients.....	4
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	4
A. Methods of Analysis and Investment Strategies	4
B. Material Risks	7
Item 9 – Disciplinary Information	8
Item 10 – Other Financial Industry Activities and Affiliations	9
A. Broker-Dealer/Representatives	9
B. Relationships with Related Persons	9
Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading.....	9
A. Code of Ethics	10
B. Participation or Interest in Client Transactions and Personal Trading.....	10
i. Personal Trading	10
ii. Proprietary Accounts and Strategies.....	11

Item 12 – Brokerage Practices	11
A. Selecting Brokers	11
B. Research and Other Soft Dollar Benefits	13
i. Disclosures on Soft Dollar Benefits.....	13
ii. Description of Soft Dollar Benefits Received	13
iii. Other Relationships with Brokers Providing Soft Dollar Benefits.....	14
C. Directed Brokerage	15
D. Aggregation and Allocation	16
Item 13 – Review of Accounts.....	17
A. Review of Client Accounts	17
B. Reports to Clients	18
Item 14 – Client Referrals and Other Compensation	18
A. Other Compensation	18
B. Client Referrals	18
Item 15 – Custody	19
Item 16 – Investment Discretion.....	19
Item 17 – Voting Client Securities.....	19
Item 18 – Financial Information	21

ITEM 4 – ADVISORY BUSINESS

A. Our Firm

River Road is a registered investment adviser formed in April 2005. The firm’s founding principals are James C. Shircliff, CFA (CIO), R. Andrew Beck (CEO/President/Senior Portfolio Manager), and Henry W. Sanders, III, CFA, (EVP/Senior Portfolio Manager).

River Road is wholly owned by Aviva Investors North America Holdings, Inc. (“AINHA”) and is part of the North American region of Aviva Investors. AINAH is a wholly owned, indirect subsidiary of Aviva plc. Aviva plc is headquartered in the UK with shares publicly traded on the London Stock Exchange and corresponding American Depositary Receipts traded on the New York Stock Exchange (ticker symbol: AV). River Road operates as an independent affiliate.

B. Advisory Services Offered

River Road provides discretionary equity investment management services to institutional and private clients and sub-advisory services to several registered investment companies. River Road also acts as a non-discretionary model portfolio provider as more fully described in Item 4.D.

River Road offers several investment strategies. Each strategy adheres to River Road’s general investment philosophy which is implemented through adherence to River Road’s investment process and guidelines for the respective strategy. Please see Item 8.A for more information.

C. Ability to Tailor Advisory Services

River Road may tailor advisory services to the individual needs of clients within the framework of the established strategy investment guidelines. If a client requests that River Road follow their written investment guidelines or investment policy statement, River Road will adhere to the client’s guidelines if River Road has accepted them in writing as part of the investment management agreement *and* they do not materially deviate from the established strategy investment guidelines.

D. Model Portfolio Provider

River Road does not participate in wrap fee programs by providing portfolio management services. However, River Road is a model portfolio provider to various investment advisers (“Adviser”) and program sponsors (“Sponsor”) of wrap fee programs for its Dividend All-Cap Value strategy(ies). Under the terms of the agreement entered into between River Road and the individual Adviser or Sponsor, River Road is responsible for providing a model portfolio but is not responsible for the investment advice provided by the Adviser or Sponsor to the end-clients. River Road has no discretion over the wrap program accounts or whether or not the Adviser or Sponsor follows the model.

River Road generally updates and communicates the models as part of its directed accounts trade rotation. Please see Item 12.C for a description of this trade rotation and information on the consequences of being a directed account.

River Road receives a portion of the wrap fee for providing the model portfolio. Please see Item 5.A for more details.

E. Client Assets

As of December 31, 2011, River Road has approximately \$5,618,077,000 discretionary client assets under management. Additionally, as of December 31, 2011, River Road has approximately \$431,000,000 non-discretionary assets in model portfolio relationships.

ITEM 5 – FEES AND COMPENSATION

A. How We Are Compensated

The specific manner in which River Road charges fees is established in writing between the client and River Road. River Road will typically bill its clients for fees on a monthly or quarterly basis in arrears. Clients may elect to be billed directly for fees or authorize their custodian to be billed. River Road does not directly debit fees from client accounts.

Accounts initiated or terminated during a billing period will be charged a prorated fee. Prorated fees are based on the number of days the account is being managed during the billing period.

Fees for providing model portfolios are charged by the Adviser or Sponsor to the end-clients at the discretion of the Adviser or Sponsor that maintains the wrap program. Some of the wrap programs for which River Road provides the model portfolio charge the fees to the end-client in advance and will refund client fees if they terminate the relationship during the billing period. River Road receives a portion of the wrap fee that is paid by the end-client but River Road is paid fees from the Adviser or Sponsor and not directly from the end-client.

B. Standard Fee Schedule

River Road’s standard separately managed account fee schedule for each commercialized investment strategy is below. **Fees are negotiable.** The fee may be reduced or waived entirely when River Road is managing an account for River Road’s principals, affiliates, employees, River Road Partners (“RRP”), or RRP’s members.

Small Cap Value Equity

First \$10 Million is 1.00% of assets
Next \$15 Million is 0.95% of assets
Next \$25 Million is 0.90% of assets
Thereafter is 0.80% of assets

Small-Mid (SMID) Cap Value Equity

First \$10 Million is 1.00% of assets
Next \$15 Million is 0.90% of assets
Next \$25 Million is 0.85% of assets

Thereafter is 0.75% of assets

Dividend All-Cap Value

First \$10 Million is 0.85% of assets
Next \$15 Million is 0.80% of assets
Next \$25 Million is 0.75% of assets
Thereafter is 0.65% of assets

Dividend All-Cap Value II

First \$10 Million is 0.85% of assets
Next \$15 Million is 0.80% of assets
Next \$25 Million is 0.75% of assets
Thereafter is 0.65% of assets

Independent Value

First \$25 Million is 1.00% of assets
Next \$25 Million is 0.95% of assets
Thereafter is 0.90% of assets

Long-Short Equity

First \$25 million is 1.00% of assets
Next \$25 million is 0.95% of assets
Thereafter is 0.90% of assets

Select Equity Income

Fees negotiable

Analyst Fund

First \$10 million is 1.00% of assets
Next \$15 million is 0.90% of assets
Next \$25 million is 0.85% of assets
Thereafter is 0.75% of assets

C. Other Types of Fees or Expenses

Clients will incur brokerage and other transaction costs in addition to River Road’s fees. Please see Item 12 for more information on brokerage.

Clients may also incur other types of fees and expenses, including but not limited to:

- fees charged by investment managers,
- fees charged by consultants
- custodial fees,
- odd-lot differentials,
- withholding taxes,
- wire transfer and electronic fund fees,
- other fees and taxes on brokerage accounts and securities transactions, and

- mutual funds and exchange traded funds internal management fees, which are disclosed in a fund’s prospectus.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

River Road does not currently charge any performance-based fees. River Road may enter into arrangements to charge performance-based fees in certain circumstances in the future. If River Road enters into such arrangements, River Road will ensure its procedures are designed to address the conflicts created by the side-by-side management of accounts with performance-based fees and accounts without performance-based fees. Such conflicts include that River Road and its supervised persons may have an incentive to favor accounts for which River Road receives a performance-based fee.

ITEM 7 – TYPES OF CLIENTS

River Road provides investment management services for the following types of clients:

- individuals and high net worth individuals,
- trusts,
- corporate pension and profit-sharing plans,
- charitable organizations,
- federal, state and/or municipal government entities,
- sovereign wealth fund(s)
- investment companies, including registered mutual funds, and
- other pooled investment vehicles

River Road's minimum account size for a separately managed relationship is generally \$5,000,000. River Road will generally require a minimum annual fee of \$42,500 for these accounts. Some existing clients with fees and assets below these levels may not be subject to these minimums and River Road may agree to lower minimums for certain clients in the future.

ITEM 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Methods of Analysis and Investment Strategies

Investing in securities involves risk of loss that clients should be prepared to bear.

River Road’s investment philosophy is based upon an Absolute Value approach. Company founder James C. Shircliff developed the foundation for our approach. It was further refined by company co-founders, R. Andrew Beck and Henry W. Sanders, III, and the River Road investment team. The objective of Absolute Value investing is to provide *attractive, sustainable, low volatility returns over the long-term*. At River Road, we believe integral to this objective is an emphasis on positive return consistency and, correspondingly, minimizing downside portfolio risk.

Specifically, River Road’s Absolute Value philosophy is distinguished by four principal tenets:

- We Seek Excellent Companies Trading At Compelling Prices

Our objective is to invest in well-managed, financially strong companies trading at compelling prices, not mediocre businesses trading at deep discounts. We believe this strategy yields two key benefits: I) a higher quality investment portfolio; and II) broader diversification potential.

- We Build Portfolios One Company At A Time

We are true bottom-up investors; we do not chase market or index trends. We believe alpha is optimized, and portfolio risk minimized, by assessing individual companies based upon our critical characteristics.

- We Seek Market Inefficiencies

River Road’s Absolute Value approach is alpha-driven. Thus, we focus our efforts on less efficient market segments, including smaller capitalization securities, out-of-favor securities, and securities with little or no formal Wall Street analyst coverage.

- We Are Risk Averse

We employ a strategy of balanced diversification and a structured sell discipline that minimizes both portfolio volatility and the potential loss of capital.

For River Road’s Small Cap Value and Small-Mid Cap Value Strategies:

The portfolio managers primarily invest in small cap or small to mid cap companies, respectively, that are trading below the portfolio managers’ assessment of their Absolute Value. The portfolio managers may also invest in mid-cap stocks, real estate investment trusts (REITs), convertible securities, and foreign stocks. The portfolio managers select securities by employing a value-driven, bottom-up fundamental approach that seeks to identify the following characteristics:

- Priced at a discount to Absolute Value
- Attractive business model
- Shareholder-oriented management
- Financial strength
- Undiscovered, underfollowed, misunderstood

To manage risk, the portfolio managers employ a strategy of balanced diversification and a structured sell discipline.

For River Road’s Dividend All-Cap Value and Dividend All-Cap Value II Strategies:

The portfolio managers primarily invest in an all-cap portfolio of incoming producing equity securities that are trading below the portfolio managers’ assessment of their Absolute Value. The portfolio managers primarily invest in dividend paying common stocks but may also invest in a broad range of foreign stocks, publicly traded partnerships, convertible preferred stocks, real estate investment trusts (REITs), investment companies, and royalty income trusts. The portfolio managers select securities by employing a value-driven, bottom-up fundamental approach that seeks to identify the following characteristics:

- High and growing dividend yield

- Financial strength
- Priced at a discount to Absolute Value
- Attractive business model
- Shareholder-oriented management
- Undiscovered, underfollowed, misunderstood

To manage risk, the portfolio managers employ a strategy of balanced diversification and a structured sell discipline.

In addition to the above, the Dividend All-Cap Value II strategy employs a minimum market capitalization typically of at least \$1.0 billion at the time of initial purchase.

For River Road’s Independent Value Strategy:

The portfolio manager primarily invests in small cap companies that are trading below the portfolio manager’s assessment of their Absolute Value. The portfolio manager may also invest in mid-cap stocks, real estate investment trusts (REITs), convertible securities, and foreign stocks. The portfolio manager selects securities by employing a value-driven, bottom-up fundamental approach that seeks to identify the following characteristics:

- Priced at a discount to Absolute Value
- Considered high quality by the portfolio manager
- Strong balance sheet
- Consistent free cash flow
- Valuation confidence

The portfolio may have significant cash balances. To manage risk, the portfolio manager employs a structured sell discipline.

For River Road’s Long-Short Strategy:

The portfolio managers primarily invest in long and short equity securities. The portfolio managers may also invest in real estate investment trusts (REITs), convertible securities, foreign stocks, options, exchange-traded funds, futures, and other index-based investments. In selecting both long and short positions, the portfolio managers employ a value-driven, bottom-up fundamental approach.

For long positions, the portfolio managers seek to identify securities with the following characteristics:

- Priced at a discount to Absolute Value
- Attractive business model
- Shareholder-oriented management
- Financial strength
- Undiscovered, underfollowed, misunderstood

For short positions, the portfolio managers seek to identify securities with the following characteristics:

- Priced at a premium to Absolute Value
- Unattractive business model

- Financial weakness
- Poor shareholder orientation
- Unrealistic expectations
- Avoid strong momentum

The net market exposure will fluctuate with market opportunities but will generally be between 10% and 90%. To manage risk, the portfolio managers employ stop losses and a drawdown plan to manage the downside of the portfolio.

For River Road’s Analyst Fund Strategy:

The River Road Analyst Fund Strategy primarily invests in high conviction holdings chosen from a universe consisting of companies held in other River Road strategies, which typically includes all market capitalizations. Securities are selected by employing a value-driven, bottom-up fundamental approach that seeks to identify the following characteristics:

- Priced at a discount to Absolute Value
- Attractive business model
- Shareholder-oriented management
- Financial strength
- Undiscovered, underfollowed, misunderstood

Investment decisions for the Analyst Fund Strategy are made by members of River Road’s analyst team with preapproval from River Road portfolio manager(s). The team of analysts involved with the investment decision making for the strategy may change over time. To manage risk, River Road employs a structured sell discipline.

B. Material Risks

Value Style Risk. All River Road strategies employ a value style of investing. Value investing involves buying stocks that are out of favor and/or undervalued in comparison to their peers or their prospects for growth. Typically, their valuation levels are less than those of growth stocks. Because different types of stocks go out of favor with investments depending on market and economic conditions, the client portfolios may be adversely affected during a market downturn or when value stocks are out of favor.

Small- and Mid-Cap Company Risk. All River Road strategies invest to some extent in small- and mid-cap companies. Investing in securities of small- and mid-cap companies may involve greater risks than investing in larger, more established issuers. Small- and mid-cap companies generally have limited product lines, markets, and financial resources. Their securities may trade less frequently and in more limited volume than the securities of larger, more established companies. Also, small- and mid-cap companies are typically subject to greater changes in earnings and business prospects than larger companies. As a result, their stock prices may experience greater volatility and may decline significantly in market downturns.

Liquidity Risk. When there is no willing buyer and investments cannot be readily sold at the desired time or price, the portfolio manager may need to accept a lower price or may not be able to sell the security at all. An inability to sell securities can adversely affect a client portfolio’s

value or prevent the portfolio manager from being able to take advantage of other investment opportunities for the client portfolio.

Portfolio Turnover Risk. At times, River Road’s strategies can have frequent trading. Frequent trading of portfolio holdings may result in higher than average levels of capital gains, including short-term gains, and will result in greater brokerage and other transaction costs and taxes. This could negatively impact portfolio performance for client accounts.

Non-Diversification/Concentration Risk. Some River Road strategies may be considered concentrated portfolios. As a result, the strategies may be more susceptible to a single adverse economic, political or regulatory occurrence and may experience increased volatility.

For River Road’s Independent Value Strategy, the following additional material risk applies:

High Cash Balances Risk. For the Independent Value Strategy, cash is a residual of the investment process. When the portfolio manager is unable to find investment opportunities that meet the strategy’s criteria, the strategy may have significant cash balances, at times, for a sustained period. High cash balances may limit the strategy’s ability to participate in upside market movements.

For River Road’s Long-Short Strategy, the following additional material risk applies:

Short Sales Risk. Short sales involve the risk that the client portfolio will incur a loss by subsequently buying a security at a higher price than the price at which the client portfolio previously sold the security short. Any loss will be increased by the amount of compensation, dividends or interest the client portfolio must pay to the lender of the security. Because a loss incurred on a short sale results from increases in the value of the security, losses on a short sale are theoretically unlimited. In addition, the client portfolio may not be able to close out a short position at a particular time or at an acceptable price. A lender may request that borrowed securities be returned on short notice, and the client portfolio may have to buy the securities sold short at an unfavorable price. If this occurs at a time when other short sellers of the same security also want to close out their positions, a “short squeeze” may occur. A “short squeeze” occurs when demand is greater than supply for the security sold short. A short squeeze makes it more likely that the client portfolio will have to cover its short sale at an unfavorable price. If that happens, the client portfolio will lose some or all of the potential profit from, or even incur a loss on, the short sale. The client portfolio’s use of short sales may have a leveraging effect on the client’s portfolio.

ITEM 9 – DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of River Road’s advisory business or the integrity of River Road’s management.

River Road has no material legal or disciplinary events that would be material to your evaluation of River Road.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. Broker-Dealer/Representatives

River Road has two employees that are registered representatives of a broker-dealer.

B. Relationships with Related Persons

As discussed in Item 4.A above, River Road is owned by Aviva Investors North America Holdings, Inc., which is indirectly owned by Aviva plc. Aviva plc has a global family of companies under its control, including the U.S registered investment adviser, Aviva Investors North America, Inc. (“AINA”). River Road does not have any relationships or arrangements that are material to its advisory business or clients with a related person other than as discussed below.

- The CEO/President of River Road reports to the CEO of AINA.
- River Road acts as subadviser to AINA for a Canadian fund(s) and may also become subadviser to AINA for one or more European or other funds.
- River Road acts as subadviser to Aviva Investors Canada Inc. for a Canadian fund(s) and is also delegated responsibility to provide a model portfolio for a Canadian wrap account(s).
- River Road was appointed by Aviva Investors UK Fund Services Limited to serve as investment manager for a UK-based open ended investment company.
- River Road has a contractual relationship with AINA that covers the payment of compensation to AINA for River Road’s advisory clients that were referred by AINA. Please see Item 14.B for more details.
- River Road is negotiating a contractual relationship with Aviva Investors Asia PTE Ltd. (“AIA”) to cover the future payment of compensation to AIA for River Road’s advisory clients that were referred by AIA. Please see Item 14.B for more details.
- Aviva Investors North America Holdings, Inc. is contractually obligated to pay RRP a multiple of 2013, 2014, and 2015 earnings as payment for ownership of River Road.

The above relationships and arrangements do not create a material conflict of interest with clients.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Code of Ethics

River Road has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes provisions relating to conflicts of interest, the confidentiality of client information, limitations on outside activity and political contributions, a prohibition on insider trading, restrictions on and reporting of certain gifts and entertainment, and personal securities trading restrictions and procedures, among other things. All supervised persons at River Road must acknowledge and agree to comply with the terms of the Code of Ethics initially upon hire and annually, or as amended.

The Code of Ethics is designed to assure that the personal securities transactions, activities, and interests of the employees of River Road will not interfere with making and implementing decisions in the best interest of clients while, at the same time, allowing employees to invest for their own accounts. Under the Code of Ethics, employees are restricted from trading in all common stocks and corporate bonds (a stock or corporate bond owned prior to employment can be sold with preclearance). Transactions in affiliated funds, exchange traded funds, and closed-end funds require preclearance. Additionally, transactions in certain non-equity securities and nonaffiliated funds are exempt based upon a determination these would not materially interfere with the best interest of River Road’s clients. Employee trading is continually monitored under the Code of Ethics. The Code of Ethics is designed to reasonably prevent conflicts of interest between River Road and its clients.

River Road will provide a copy of its Code of Ethics to any client or prospective client upon request. To make a request, please contact the CCO:

Attention: Thomas D. Mueller, COO & CCO
River Road Asset Management, LLC
462 South Fourth Street
Suite 1600
Louisville, Kentucky 40202
(502) 371-4100
thomas.mueller@riverroadam.com

B. Participation or Interest in Client Transactions and Personal Trading

i. Personal Trading

Subject to River Road’s Code of Ethics, employees may be invested in the same securities as clients. There is a possibility that employees might benefit from market activity by a client in a security held by an employee. River Road’s employees are required to follow River Road’s Code of Ethics, **which is designed to reasonably prevent employees being advantaged over clients in any instance. A copy of River Road’s Code of Ethics is available upon request to all current and prospective clients and River Road encourages clients to review it.**

Employees of River Road’s affiliates generally do not have access to client holdings or trading information that would give rise to a conflict of interest. In instances where they might have access to such information, the employees of the affiliate will be subject to River Road’s Code of

Ethics if they meet the definition of a supervised person, or they will be subject to their own firm’s code of ethics.

ii. Proprietary Accounts and Strategies

River Road manages money for individual employees of River Road pursuant to investment management agreements (“proprietary client accounts”). Proprietary client accounts hold and trade in securities that are also held and traded in non-proprietary client accounts. Additionally, the performance of some proprietary client accounts may be used to determine the bonus compensation of River Road employees. Due to this side-by-side trading, River Road has the opportunity to favor proprietary over non-proprietary client accounts.

In order to address these conflicts of interest, River Road has established trade aggregation and allocation procedures designed to treat all clients fairly and equally. River Road’s procedures are also designed to reasonably prevent River Road from advantaging itself or its employees over its clients in any instance.

Trades for proprietary and non-propriety client accounts in the same strategy will typically be aggregated. When clients participate in aggregated transactions, they will typically receive pro-rata allocation at the average share price and transaction costs will be shared equally on a pro-rata basis. Trades for accounts in the same strategy are not always aggregated. A non-aggregated trade may occur when a single account is trading at a different time than the other accounts in the strategy, such as when there is a cash flow. See Item 12.D for more information on River Road’s trading policies.

Some newly launched or non-commercialized strategies are solely comprised of proprietary client accounts (“proprietary strategies”). Because of different investment objectives and/or portfolio management teams, these proprietary strategies will trade at different times than non-proprietary strategies. When trading in the same stock in the same day, proprietary strategies will typically **not** be aggregated with trades for non-proprietary strategies if it appears that aggregation would be to the detriment of the non-proprietary strategies and clients. Conversely, the trades will typically be aggregated if it appears that aggregation would not be to the detriment or could benefit the non-proprietary strategies. The determination of whether to aggregate is made at the time of the later trade and aggregation may ultimately be to the detriment of the non-proprietary strategies due to market fluctuations. These special proprietary strategy procedures only apply if there is strategic trading in the same stock in the same day. If the overlap is due to cash flows or new account funding, these special procedures will not apply and the trades will typically not be aggregated.

As indicated above, there are instances when proprietary client accounts and proprietary strategies will not be aggregated with other client accounts. **When trades are not aggregated it could result in proprietary accounts and/or proprietary strategies receiving a better price, commission, or execution than other River Road client accounts on any given day.**

ITEM 12 – BROKERAGE PRACTICES

A. Selecting Brokers

In selecting broker-dealers for client securities transactions, River Road seeks best execution. In seeking best execution, River Road seeks to obtain not necessarily the lowest commission but the best overall qualitative execution in the particular circumstances. When evaluating broker-dealers, River Road’s policy is to consider the value of any research provided by the broker-dealer, execution capability, commission rate, financial responsibility, and responsiveness. River Road strives to obtain competitive commissions for execution only and soft dollar trades.

River Road utilizes various brokers to execute trades. These brokers may also provide River Road with benefits other than execution. When River Road receives research or other products or services other than execution from a broker-dealer or third party in connection with client securities transactions these are “Soft Dollar Benefits.” The name of any broker-dealer or third party that provided any good or service, other than order execution, will be provided to a client upon request. Please see Item 12.B.i below for more disclosures regarding Soft Dollar Benefits.

When River Road executes trades with a broker, it may choose to execute a trade at a broker for “execution only.” This means that River Road receives no benefit and the entire commission amount is paid to the broker. River Road may also choose to execute a “soft dollar” trade. Soft dollar trades typically fall into two categories. The first is a trade sent to a broker for execution when that broker also provides River Road their internally-created proprietary research. These are considered “proprietary soft dollar” trades. The second is a trade sent to a broker for execution when that broker also places a portion of the commission the client pays into a pool of money that River Road can then use to purchase a third-party’s research or other services. These are considered “third party soft dollar” trades. River Road’s best execution analysis takes into account these different trading scenarios.

River Road’s Brokerage and Allocation Review Committee typically meets twice per year to evaluate broker-dealers. The Committee performs the following reviews:

- Execution Only Trades: Trades sent to brokers for “execution only” are evaluated mainly based on the results of third party best execution testing. This testing takes into account commissions per share and the quality of executions. The best execution analysis is a post-trade evaluation of the trades executed by the broker in the prior year. The Committee typically reviews multiple years of results in order to identify a pattern of underperformance by a broker. In addition to execution capability, the Committee considers a broker’s commission rate, financial responsibility, and responsiveness.
- Proprietary Soft Dollar Trades: Trades sent to brokers for execution who also provide internally-created research are evaluated using a letter grade/target commission system. At each year-end, the Committee assigns a letter grade/target commission to each of these brokers for the next year based on the value and quality of the broker’s research. These commission targets are re-evaluated at the mid-year meeting and commissions are increased or decreased according to the value and quality of their research and the results

of third-party best execution testing. The Committee also considers these brokers’ commission rate, financial responsibility, and responsiveness.

▪ Third Party Soft Dollar Trades:

- The brokers who put a portion of clients’ commissions into a pool of money for River Road to use are evaluated based on results of third-party best execution testing. The Committee also considers these brokers’ commission rate, financial responsibility, and responsiveness.
- The Committee also evaluates the third party research and services that are being paid for out of the pool of money. If the third party service is creating proprietary research, they are typically subject to the letter grade/target commission system discussed above. Other types of soft dollar eligible third party services are not generally subject to the letter grade/target commission system but are still reviewed based on the value and quality of the services provided to River Road by the third party.

B. Research and Other Soft Dollar Benefits

i. Disclosures on Soft Dollar Benefits

To the extent permitted by section 28(e) of the Securities Exchange Act of 1934, River Road receives Soft Dollar Benefits (defined in Item 12.A above). River Road uses client brokerage commissions to obtain the Soft Dollar Benefits, which is known as paying with “soft dollars.”

- When River Road pays using soft dollars, River Road receives a benefit because River Road does not have to produce or pay for the research, products, or services.
- River Road may have an incentive to select or recommend a broker-dealer based on River Road’s interest in receiving the research or other products or services, rather than on River Road’s clients’ interest in receiving most favorable execution.
- River Road may cause clients to pay commissions higher than those charged by other broker-dealers in return for Soft Dollar Benefits if River Road makes a good faith determination that such a commission is reasonable in relation to the value of the Soft Dollar Benefits provided by such broker-dealer. Please see Item 12.A for information on how River Road selects and evaluates broker-dealers.

River Road generally uses Soft Dollar Benefits to service all of River Road client accounts and not just those accounts that generate the soft dollar credits. Soft Dollar Benefits are not allocated proportionately to client accounts based on the soft dollar credits each account generates. Some clients do not allow for their brokerage commissions to be credited for Soft Dollar Benefits. These clients may still benefit from the use of Soft Dollar Benefits by River Road.

ii. Description of Soft Dollar Benefits Received

The research, products, or services received are among many tools used by River Road staff as part of the portfolio management process. Within the last fiscal year, January 1, 2011 to December 31, 2011, River Road acquired the following types of Soft Dollar Benefits:

Individual security, industry, and macro economic analysis

- For individual security analysis, River Road received quantitative and qualitative fundamental analysis and research including but not limited to:
 - Current and historical financial data on companies
 - Detailed financial results
 - Price and earnings projections
 - Charts
 - Rankings
 - Forward-looking commentaries
 - Corporate demergers (i.e. spin-offs)
 - Quality of earnings analysis, such as operating earnings momentum and balance sheet/cash flow ratios
 - Insiders, buybacks, and institutional ownership information
 - Corporate governance and management practices information
 - Information on a company’s executives and management teams
 - Information on a company’s practices as it relates to categories of socially responsible investing
- For macro and industry economic analysis, River Road received quantitative and qualitative analysis including but not limited to:
 - Analysis of global issues across disciplines, regions, and assets classes
 - Analysis of fiscal, monetary, trade, and incomes policy
 - Energy company and transaction valuation and other independent energy research
 - Historical and current commodity prices
- In addition to the above, River Road also receives access to attend investor conferences.

FactSet and Bloomberg

FactSet is an interactive interface that is a primary tool in River Road’s investment research workflow. It houses all internal investment research and also provides a consolidated place where external research can be accessed by portfolio managers and analysts. Bloomberg is also an interactive interface where real-time research can be accessed in a consolidated place.

Data Feeds

In addition to analysis, River Road also used client brokerage commissions to pay for some data feed services. The data received includes, but is not limited to, pricing and benchmark data.

iii. Other Relationships with Brokers Providing Soft Dollar Benefits

River Road has relationships with some broker-dealers apart from the Soft Dollar Benefits that the broker-dealers provide:

- River Road acts as a model portfolio provider for wrap fee programs offered by some broker-dealers.
- River Road has a prime brokerage relationship with a broker-dealer for River Road’s Long-Short strategy.
- Some broker-dealers may recommend that their clients invest in the investment companies for which River Road acts as subadviser.
- River Road has fee-paying client(s) that may be or have affiliated entities that are broker-dealers that execute trades and provide Soft Dollar Benefits to River Road.

These relationships are considered separately by River Road and do not influence River Road’s decisions to use client commissions to receive Soft Dollar Benefits from the broker-dealers.

C. Directed Brokerage

River Road either selects broker-dealers for trades in client accounts (“Non-Directed Accounts”) or follows clients’ written direction to use a particular broker-dealer (“Directed Accounts”).

In the event that a client directs River Road to use a particular broker-dealer it may cost the client more money than if the client allowed River Road to select the broker-dealers and River Road may not obtain best execution for Directed Accounts. This is because River Road may not be able, and is under no obligation, to negotiate commissions, obtain volume discounts, or aggregate the trades for the Directed Account with trades for Non-Directed Accounts. Generally, River Road executes trades for Non-Directed Accounts before trades for Directed Accounts. If a partial execution is received for a block trade of Non-Directed Accounts on a specific day, a Directed Account order may not be placed at all that day. After Non-Directed Account trades are executed, trades for Directed Accounts are executed on a rotational basis. Directed Account clients may pay higher commissions and receive less favorable prices than those clients who do not direct brokerage.

Some of River Road’s clients have established a commission recapture or rebate arrangement with one or more broker-dealers. This arrangement is negotiated between the broker-dealer(s) and the client or the client’s custodian independently of River Road. River Road is not a party to the negotiations or agreement. The client may instruct River Road in writing to direct the broker-dealer(s) to credit a portion of commissions back to the client. In some instances, River Road may still be able to treat the client account as a Non-Directed Account. To do so, the following conditions generally must be met:

- The directed broker(s) (or a broker in its correspondent network) is one that River Road already uses for non-directed trades;
- River Road is not required to utilize the directed broker(s) for all of the client’s trades; and
- The commission recapture or rebate arrangement has no adverse effect on execution for other Non-Directed Accounts.

Some clients direct River Road to use a particular broker-dealer but only if the broker-dealer provides best execution. River Road uses a third party to perform a best execution analysis on an annual basis. The analysis can only be made on a post-trade basis. Therefore, River Road will

not be able to analyze trade execution of a broker-dealer until after the trades for the one-year period have already been made. River Road also may wait to review longer periods of best execution results to ensure an adequate data sample size. These clients could incur poor executions during the evaluation period.

Model Portfolios

As stated in Item 4.D, River Road is a model portfolio provider to various investment advisers (Adviser) and program sponsors (Sponsor) of wrap programs for its Dividend All-Cap Value strategy(ies).

River Road treats all model portfolio relationships like Directed Accounts. As a consequence, changes to the model portfolio will typically be communicated only after trades have been executed in River Road's Non-Directed Accounts. The model will typically be updated and communicated as part of the Directed Account trade rotation. However, if there are restrictions on how often River Road can update the model that could disadvantage other Directed Accounts, changes to the model portfolio will be communicated last (after trades are executed for River Road's other Directed Accounts).

The model portfolio should be similar to the asset composition of separately managed accounts managed by River Road. The model portfolio could differ at times due to the small asset size of wrap accounts relative to separately managed accounts. Advisers or Sponsors may direct River Road to minimize transaction costs, which may delay changes to the model portfolio so that small changes can be aggregated. Additionally, the Adviser or Sponsor is responsible for the investment advice provided to the end-clients. River Road has no discretion over the wrap program accounts or whether or not the Adviser or Sponsor follows the model.

D. Aggregation and Allocation

River Road's trade aggregation and allocation policy is designed to ensure that clients are treated equitably over time and that no client account is systematically advantaged or disadvantaged. When clients participate in aggregated transactions, they will typically receive a pro-rata allocation at the average share price and transaction costs will be shared equally on a pro-rata basis. Precise pro-rata allocations among clients may not be achieved due to factors such as the rounding of quantities to achieve round lot positions in client accounts. Additionally, when there is a partially filled order, smaller accounts may receive a full allocation in order to reduce transaction costs for those clients, and as a consequence could receive a more favorable price.

River Road follows the below aggregation procedures:

- Trades for client accounts in the same strategy will typically be aggregated.
- Trades for client accounts in strategies in the same SBU (defined below) that take place in the same security at the same time will typically be aggregated.

- Trades across different SBUs that take place in the same security the same day will typically **not** be aggregated.
- New account funding trading will typically not be aggregated with other trading, but River Road may aggregate accounts in the same strategy or SBU that are funding at the same time. Additionally, cash flow trades may or may not be aggregated with other trades. Aggregation will depend on the circumstances and timing of the cash flow.
- Trades for clients that direct River Road to use a particular broker-dealer will typically not be aggregated with clients who allow River Road to choose the broker-dealer. However, River Road may aggregate trades for multiple directed accounts that direct River Road to use the same broker-dealer. Please see Item 12.C for more information on directed brokerage.
- Trade procedures for proprietary strategies are different in some instances. Please reference Item 11.B.ii for specific information on proprietary strategies.

When trades are not aggregated it could result in some clients receiving a better price, commission, or execution than other clients. River Road strives to obtain competitive commission rates for all client trades.

SBU Definition: An SBU is a group of strategies with similar investment objectives, guidelines, and/or policies and the same lead portfolio manager(s). Strategies with overlapping support-role portfolio managers are not necessarily in the same SBU.

ITEM 13 – REVIEW OF ACCOUNTS

A. Review of Client Accounts

Client accounts are monitored continuously by the assigned Portfolio Managers.

Additionally, the Risk Management Committee typically meets monthly. This Committee performs the following reviews:

- Monitors and reviews various risk factors for portfolios, including liquidity risk, control risk, fundamental risk, sector risk, and accumulation of unrealized losses.
- Reviews investment guidelines of each strategy to assure the guidelines are consistent with client objectives and accurately reflect how client portfolios are structured and maintained.
- Reviews to ensure all accounts within a strategy are being liked-managed.

The Risk Management Committee reviews are supervised by Greg E. Deuser, Chief Risk Officer, and Thomas D. Mueller, Chief Compliance Officer.

In addition to the regular reviews mentioned above, the assigned Portfolio Managers and/or Client Services Representatives for each account meets periodically with the client (and their consultants if desired) to review their individual account. Frequency of these meetings varies based upon client preference but typically is at least annually.

B. Reports to Clients

River Road sends statement packages to clients on a quarterly basis. River Road will send monthly statement packages to clients, if requested. The statement package typically includes an investment performance summary and statement of portfolio holdings for the applicable reporting period. River Road can customize statement report content to meet individual client requests.

River Road also provides clients with quarterly commentary that discusses the composite portfolio and investment outlook.

The statement packages and commentary are written reports.

ITEM 14 – CLIENT REFERRALS AND OTHER COMPENSATION

A. Other Compensation

As discussed in Item 12.B, River Road has arrangements pursuant to which it receives Soft Dollar Benefits. Please see Item 12.B for more details.

Employees of River Road may receive gifts from broker-dealers or other entities that may or may not be used for client transactions. River Road has implemented a gift and entertainment policy to address the conflicts of interest that may arise. Among other things, the policy:

- Imposes a dollar limit on the gifts that employees may receive in certain circumstances.
- Imposes a dollar limit on the gifts that an employee may give in certain circumstances.
- Prohibits employees from being entertained in certain circumstances.
- Requires employees to report certain gifts and entertainment.

B. Client Referrals

River Road has a contractual relationship with AINA that covers the payment of compensation to AINA for River Road’s advisory clients that were referred by AINA. Any such compensation paid will not increase the client’s fees and will be paid in accordance with Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended. Such referral fees are generally paid in cash. Presentations may be presented by an employee of Aviva Investors, Aviva Investors North America, Inc., or another Aviva entity, which are affiliates of River Road.

River Road is negotiating a contractual relationship with Aviva Investors Asia PTE Ltd. (“AIA”) to cover the future payment of compensation to AIA for River Road’s advisory clients that were referred by AIA. Any such compensation paid will not increase the client’s fees and will be paid in accordance with Rule 206(4)-3 under the Investment Advisers Act of 1940, as amended. Such referral fees will generally be paid in cash.

River Road has entered into a marketing support and solicitation services agreement with non-affiliated entity, Aston Asset Management, LP (Aston). Under the terms of the agreement, River Road will pay compensation to Aston for River Road’s model portfolio accounts for which Aston is providing marketing support. Any such compensation paid will not increase the client’s fees. River Road is also sub-adviser to several Aston registered mutual funds and model portfolio provider to a wrap program(s) for Aston.

ITEM 15 – CUSTODY

River Road does not have custody of client funds or securities. Clients should receive at least quarterly statements from the broker-dealer, bank, or other qualified custodian that holds and maintains the client’s investment assets. River Road urges you to carefully review such statements and compare such official custodial records to the account statements that we provide to you as set forth in Item 13.B. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

ITEM 16 – INVESTMENT DISCRETION

River Road usually receives discretionary authority from the client at the outset of an advisory relationship. The terms of this authority are set forth in a written investment management agreement. River Road initiates the investment and reinvestment of portfolio assets without prior client approval for the individual transactions. Such discretion is to be exercised in a manner consistent with the stated strategy investment guidelines, such as those described in Item 8.A.

Client portfolios are managed by following the established strategy investment guidelines and additional client-requested investment restrictions, if any, that are incorporated into the investment management agreement between River Road and the client. Please see Item 4.C for more information. For registered investment companies, River Road’s authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments.

ITEM 17 – VOTING CLIENT SECURITIES

River Road exercises discretionary voting authority over proxies issued on securities held in client accounts unless the client has explicitly reserved voting authority. River Road, as a matter of policy and as a fiduciary to our clients, has responsibility for voting proxies for client

securities consistent with the best economic interests of the clients. River Road maintains written policies and procedures as to the handling, research, voting, and reporting of proxy voting.

River Road has established two proxy committees to oversee proxy voting activities, the Proxy Voting Policy Committee and the Proxy Voting Procedure Committee. To help discharge its duties, River Road hired Glass Lewis & Co. (“Glass Lewis”) as its voting agent. Glass Lewis performs the following services:

- provides analysis of proxy proposals,
- tracks and receives proxies for which River Road clients are entitled to vote,
- votes the proxies as directed by River Road, and
- compiles and provides client voting records.

River Road will generally instruct Glass Lewis to vote proxies pursuant to guidelines adopted by River Road’s Proxy Voting Policy Committee at the beginning of each year. If the policy recommendation and the management recommendation are different for a particular vote, portfolio managers may choose to vote differently from the policy with respect to a particular proxy based on the investment implications of each issue. In such cases, the investment rationale is documented and prior approval of the Chief Compliance Officer (CCO), the Compliance Manager, or their designee is obtained.

River Road has eliminated most conflicts of interest by using an independent third party (Glass Lewis) that votes pursuant to the guidelines adopted by the Proxy Voting Policy Committee or in accordance with River Road’s direction based on the above process. In cases where River Road believes there may be an actual or perceived conflict of interest, River Road requires additional steps that may include the following:

- documenting the potential conflict of interest,
- obtaining the prior approval of the Chief Investment Officer and CCO,
- obtaining Committee review or approval,
- deferring to the voting recommendation of a third party,
- voting pursuant to client direction (following disclosure of the conflict),
- abstaining from voting,
- voting reflectively (in the same proportion and manner as other shareholders), or
- taking such other action as necessary to protect the interests of clients.

Where clients have implemented securities lending programs, River Road will be unable to vote proxies for securities on loan unless it issues instructions to the client custodian to callback the securities prior to record date. River Road typically does not instruct custodians to callback securities.

River Road's policy is to vote all proxies the same way for each client. Clients are permitted to place reasonable restrictions on River Road’s voting authority by providing their own voting guidelines. If clients provide River Road with their voting guidelines and River Road accepts them, River Road will instruct the voting agent to vote proxies pursuant to the client guidelines.

Clients may obtain a copy of River Road's complete Proxy Voting Policies and Procedures and/or records of how River Road voted proxies for securities in their accounts by contacting the CCO:

Attention: Thomas D. Mueller, COO & CCO
River Road Asset Management, LLC
462 South Fourth Street
Suite 1600
Louisville, Kentucky 40202
(502) 371-4100
thomas.mueller@riverroadam.com

ITEM 18 – FINANCIAL INFORMATION

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about River Road's financial condition. River Road has no financial condition that is reasonably likely to impair River Road's ability to meet contractual commitments to clients, and has not been the subject of a bankruptcy petition.