



12TH STREET ASSET MANAGEMENT COMPANY, LLC

(12th Street)

One Magnificent Mile
980 N. Michigan Avenue, Suite 1400
Chicago, IL 60611
Telephone: 312.214.3536
Facsimile: 312.214.3510

www.12thstreetasset.com

Form ADV Part 2A – Firm Brochure

February 21, 2012

This Brochure provides information about the qualifications and business practices of 12TH Street. If you have any questions about the contents of this Brochure, please contact us at (312) 214-3536. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority. 12TH Street is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training.

Additional information about 12TH Street is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2: Material Changes

This Brochure, dated January 16, 2013, is a new document prepared according to the SEC's new requirements and rules requiring advisors to provide a firm brochure in narrative "plain English" format.

In the future, this item will discuss only specific material changes made to this brochure since the previous annual filing. You will receive this summary within 120 days of the close of 12th Street's fiscal year-end.

[We have updated the assets under management to agree with our annual updating amendment.](#)

Our Brochure may be requested, at no charge, by contacting Michael O'Keefe, Chief Compliance Officer at (312)214-3536 or mike@12thstreetasset.com.

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Item 4: Advisory Business

12th Street Asset Management is a Delaware limited liability company and an independently owned state registered advisor. The firm was established in 2007 and is headquartered in Chicago, Illinois. It was founded by Michael G. O'Keefe and is focused on managing primarily domestic equities. Mr. O'Keefe is the managing principal and majority owner of the firm. D. Andrew Shipman is a partner and minority owner of the firm.

12th Street provides discretionary portfolio management services to individual and institutional investors through separately managed accounts (SMA's), sub-advisory accounts, model portfolios, as well as a pooled investment vehicle known as 12th Street Opportunity, LP. We offer two equity investment strategies, which are also discussed in Item 8 of this brochure. Our clients choose one of our two investment strategies to meet their needs. Upon request, we will work with clients to accommodate client-specific restrictions on any of our investment strategies.

12th Street Opportunity Strategy

The principal objective of the strategy is to provide investors with long-term growth of capital above that of broad market indices through a non-diversified value strategy. The strategy tends to be concentrated and is market capitalization agnostic. It is a best idea approach in which we identify a select number of companies that meet our investment criteria of good businesses trading at discounts to our intrinsic value estimates. The strategy is suitable for investors who have a longer-term investment horizon. Concentration can lead to increased short-term volatility; therefore, this product may not be appropriate for investors who prefer to mirror an index or who seek consistent income. This strategy is available through a limited partnership, separately managed accounts, sub-advised accounts, and model portfolios.

12th Street Small Cap Value Strategy

The principal objective of the strategy is to provide investors with long-term growth of capital above that of broad market indices through a non-diversified value strategy focused on securities with a market cap of less than \$5 billion at time of purchase. The strategy tends to be less concentrated than the Opportunity Strategy but has the same investment criteria of good businesses trading at discounts to our intrinsic value estimates. The strategy is suitable for investors who have a longer-term investment horizon. Smaller capitalization stocks can be volatile; therefore, this product may not be appropriate for investors who prefer to mirror an index or who seek consistent income. This strategy is available through separately managed accounts, sub-advised accounts, and model portfolios.

Limited Partnership

12th Street is the adviser and general partner to 12th Street Opportunity LP.

Separately Managed Accounts

We offer separate accounts that are individually managed and maintained on a fully discretionary basis. The account portfolios are comprised primarily of domestic equities and are available for the Opportunity strategy or for the Small Cap Value strategy.

Sub-Advisory Accounts

12th Street may have sub-advisory relationships with other investment firms. In these cases, we provide discretionary investment advice on a separate account or unified managed account basis to clients of these outside intermediaries. These accounts may be managed differently than the partnership or other direct accounts according to investment objectives, strategies, restrictions, etc. The terms and conditions of these arrangements may vary and contact between 12th Street and such clients will typically take place through the relevant intermediary. Clients who obtain our services on a sub-advisory basis may be able to impose restrictions on the management of their accounts. We currently do not act as a sub-advisor to any registered mutual funds or participate in any “wrap fee” programs.

Model Portfolios

12th Street may also engage with advisors or platforms to provide model portfolios for separately managed (SMA's) or unified management accounts (UMA's). In these cases, the program can receive 12th Street's model portfolio for either strategy. 12th Street will not necessarily have contact with the underlying client of these programs. When changes are made to a model by 12th Street, the platform is responsible for implementing changes to their client accounts that are investing in the strategy. 12th Street may have discretion over these accounts and enter trade instructions, but does not receive trade reports, or have any access to any client reporting related to these accounts. It is the responsibility of the platform or sponsor to determine whether our model is suitable for their clients. Model-based programs may sometimes be with overlay managers who exercise discretion and execute each investor's portfolio transactions based on their own investment judgment. Currently we do not work with overlay managers who may or may not elect to execute all the purchase and/or sale transactions suggested by submissions of revisions in the model portfolio.

Assets Under Management

As of January 16, 2013, 12th Street had a total of \$118.147,148 million in assets under management, all of which were discretionary assets.

Item 5: Fees and Compensation

Limited Partnership

12th Street Asset Management, as general partner to the limited partnership, is compensated by the partnership for its investment supervisory services based on a percentage of the market value of the assets in the fund, the “management fee,” and upon a share of profits, the “performance fee.” The management and performance fees for 12th Street Opportunity LP are calculated by the fund’s outside administrator. The limited partners pay a management fee to the general partner on the first day of each calendar quarter, in advance, to be debited from the capital account of the limited partner in an amount equal to 1/4th of 1% of the capital account of each limited partner, adjusted for contributions or withdrawals. A performance share is allocated from those limited partners that are “qualified clients,” as defined by the SEC, to the general partner’s capital account. The performance share is 10% of the increase in the limited partner’s maximum capital account. The limited partner can exit the partnership in accordance with the limited partnership agreement.

Minimum account size of \$1,000,000 (12th Street may agree to manage client accounts below our stated minimum size). Performance and/or management fees may be waived at the discretion of the general partner.

Separate Accounts

Advisory fees for separate accounts are generally as follows: Management fees of 1.0-2.0% (calculated as a percentage of the market value of the assets in the portfolio) and performance share of 10% (accrued and applied monthly based on positive year to date performance subject to a high watermark). The investment management agreement will detail how the fee is billed/collected. Clients can choose to pay the bill directly or have the fee deducted from the account by the custodian. The client may terminate the agreement in accordance with the investment management agreement.

12th Street reserves the right to negotiate fees. Some clients pay more or less than others depending on certain factors such as the type and size of the account, and existence of related accounts. The negotiated fee is specified in the agreement between 12th Street and the client. We primarily deduct fees directly from client assets, but could offer the option to bill clients for fees incurred.

Minimum account size of \$10,000,000 (12th Street may agree to manage client accounts below our stated minimum size).

Sub-Advisory

Fees for separate accounts, where 12th Street serves as sub-advisor, are separately negotiated and vary by relationship. Sub-advisory fees are charged in a manner similar to separate accounts and are paid directly by the financial intermediaries. Minimum account size is negotiable.

Model Accounts

For model accounts, 12th Street is compensated directly by the outside firms, to which it provides model accounts, at a negotiated rate. Minimum account size is negotiable.

Other Fees and Expenses

Clients may incur brokerage and other transaction costs, in addition to the management and/or performance fees paid to 12th Street (refer to Item 12: Brokerage Practices). These fees may be assessed by custodians, brokers, and other third parties, and may include non-affiliated manager fees, custodial fees, prime brokerage fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. 12th Street may also assess fees for accounting, legal, administrative, research, etc. within the limited partnership.

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

12th Street Asset Management assesses a management fee and a performance fee for the partnership and separately managed accounts for both strategies. The performance-based fee is an advisory fee generated in accordance with the Limited Partnership Agreement or stated in the Investment Management Agreement for separate accounts. The performance based fee calculation is described in Item 5.

The receipt of performance-based fees for 12th Street Opportunity LP or separate accounts creates conflicts of interest. Performance-based fees paid to investment advisers may be significantly higher than the asset based fees paid on traditional accounts, thus creating an incentive to favor these accounts. In order to reduce potential conflicts of interest, 12th Street does not show preferential treatment to accounts under a performance-based fee arrangement. All accounts are managed within their respective strategies, given account restrictions and/or constraints.

Item 7: Types of Clients

12th Street will offer investment advice to the limited partnership, separately managed accounts, sub-advised accounts and through model portfolios. More specifically, 12th Street provides portfolio management services to individuals, high net worth individuals, foundations and endowments, trusts, estates and other institutional clients. The majority of these arrangements are discretionary, and 12th Street selects the investments and initiates trades on the client's behalf without prior consultation with the client. 12th Street participates in a limited number of arrangements where it provides a model portfolio to clients, but in those cases, maintains discretion over the investments in those accounts. See Item 4 for further discussion on Model Portfolios.

There is a minimum account size of \$1,000,000 for the limited partnership and \$10,000,000 for separate accounts. However, 12th Street may agree to manage accounts below our stated minimum sizes. Size constraints for sub-advised and model portfolio accounts are negotiated separately.

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

Equity Strategies

12th Street offers two distinct investment strategies. Each strategy is created from the same, universal investment process.

Opportunity Strategy

The principal objective of the strategy is to provide investors with long-term growth of capital above that of broad market indices through a non-diversified value strategy. The strategy tends to be concentrated and is market capitalization agnostic. It is a best idea approach in which we identify a select number of companies that meet our investment criteria of good businesses trading at discounts to our intrinsic value estimates. The strategy is suitable for investors who have a longer-term investment horizon. Concentration can lead to increased short-term volatility; therefore, this product may not be appropriate for investors who prefer to mirror an index or who seek consistent income. This strategy is available through a limited partnership, separately managed accounts, sub-advised accounts, and model portfolios.

Small Cap Value Strategy

The principal objective of the strategy is to provide investors with long-term growth of capital above that of broad market indices through a non-diversified value strategy focused on securities with a market cap of less than \$5 billion at time of purchase. The strategy tends to be less concentrated than the Opportunity Strategy but has the same investment criteria of good businesses trading at discounts to our intrinsic value estimates. The strategy is suitable for investors who have a longer-term investment horizon. Smaller capitalization stocks can be volatile; therefore, this product may not be appropriate for investors who prefer to mirror an index or who seek consistent income. This strategy is available through separately managed accounts, sub-advised accounts, and model portfolios.

Equity Investing

The following are the guiding principles for our investment philosophy:

- 12th Street is dedicated to a concentrated portfolio philosophy
 - o We manage a “Best Idea” approach
 - o We allocate capital based on highest conviction ideas rather than managing to a benchmark
 - o We do not diversify to reduce risk, but instead invest with a margin of safety
 - o We are willing to hold cash when bargains are not available
- 12th Street offers a consistent, disciplined investment process
 - o We do not make investments via committee
 - o We build portfolios that historically exhibit low correlation to overall markets
 - o We have successfully and consistently managed portfolios with our philosophy for over ten years

12th Street makes use of deep fundamental research of companies and industries in the evaluation of all potential investments. Investments are typically focused on domestic equity securities, principally common stocks, but may also include convertible preferred securities, exchange traded funds, mutual funds and other investment vehicles with equity like characteristics. For the Opportunity strategy, the limited partnership has the ability to utilize leverage and derivatives, but has not done so historically.

12th Street's fundamental analysis focuses on valuation of securities to analyze the margin of safety and expected value of a particular security. Price to intrinsic value is calculated and monitored for each security in the portfolio as well as for the portfolio as a whole. Typical valuation metrics are utilized to determine the relative attractiveness of an investment. This analysis may include, but is not limited to, price to earnings, enterprise value to EBITDA, free cash flow yield, price to book and the potential value a knowledgeable buyer might pay for an overall business. In addition to this valuation analysis, 12th Street also analyzes the company and its background, any catalysts that may exist, reasons to buy or sell, key business fundamentals and risks associated with the investment.

Though each potential investment is carefully analyzed, some additional factors, known or unknown, may cause the investment to lose money.

Equity Risks: General

Equity securities have distinct risks, which must be considered when investing. It is also important to keep in mind that past performance of a security is not indicative of future results.

The transactions in which 12th Street will generally invest involve significant trading risks. No assurance can be given that investors will realize a profit on their investment. Moreover, each investor may lose some or all of its investment. Because of the nature of 12th Street's investment activities, the results of the investments and/or portfolio value may fluctuate from month to month and from period to period. Accordingly, investors should understand that the results of a particular period will not necessarily be indicative of results in future periods.

Risk of Loss

An investment in 12th Street creates a risk of the loss of capital and is designed for sophisticated persons who are able to bear such risk. 12th Street believes that the investment program and research techniques moderate this risk to some degree, but can make no warranty or representation in this regard.

Concentration of Investments

A significant portion of the portfolio assets may be concentrated in a particular security, industry, or market. Should such security, industry or market become subject to adverse financial conditions, the assets shall not be afforded the protection otherwise available through greater diversification of its investments.

Investments in "New Issues"

12th Street may invest in new issues, as defined in the Conduct Rules of the Financial Industry Regulatory Authority (“FINRA”). Subject to certain ten percent (10%) de minimis restrictions, those investors that are not “restricted,” as defined by FINRA, may participate in the receipt of new issues. To the extent that a potential investor is restricted, an investment in the Partnership may not yield the same performance results as may be achieved by investors who are entitled to receive new issues.

Performance Share and Management Fee

The Performance Share related to the limited partnership or separate accounts may create an incentive for 12th Street to make investments that are riskier or more speculative than would be the case if this Performance Share were not so allocable. In addition, since the Performance Share is calculated on a basis that includes unrealized appreciation of the assets, it may be greater than if such allocation were based solely on realized gains.

Reliance on the 12th Street

The success of the 12th Street strategies is heavily dependent on the activities, judgment and availability of the members of 12th Street, including the Managing Member, Michael O’Keefe. An investor in the Partnership must rely upon the ability of 12th Street to make investment decisions consistent with the investment objectives and policies of the particular strategy or Investment Management Agreement. Investors may not have the opportunity to personally evaluate the relevant economic, financial and other information that 12th Street will use when selecting and monitoring investments.

Non-Disclosure of Positions

In an effort to protect the confidentiality of its positions, 12th Street generally may not disclose its positions to partners on an ongoing basis, although 12th Street, in its sole discretion, may permit such disclosure on a selected basis to certain current or potential investors, if 12th Street determines that there are sufficient confidentiality agreements and disclosures in place.

Other Activities

The Managing Member of 12th Street will devote such time to manage the Partnership, as he, in his sole discretion, deems necessary. Any members of 12th Street, including the Managing Member, Michael O’Keefe, may invest in, have investment responsibilities for, render investment advice to or perform other services, including investment advisory services, for personal and family accounts, house accounts, managed accounts for individuals or entities, including, without limitation, other investment partnerships. The activities of such other accounts may be similar to or may differ from the activities of the Partnership, and neither the Partnership nor the Limited Partners shall have any rights in respect of investments for, and profits or other income earned from, such accounts.

As a result of the foregoing, 12th Street, and/or its affiliate(s) may have conflicts of interest in: (i) allocating their time and activity among the strategies and other entities; (ii) allocating investments among the strategies and other entities; and (iii) effecting transactions among the strategies and other entities, including ones in which 12th Street, and/or its Affiliate(s) may have a greater financial interest.

12th Street evaluates, for the Partnership and other accounts, a variety of factors that may be relevant in determining whether a particular situation or strategy is appropriate or feasible for the Partnership or other account at a particular time, including the nature of the investment opportunity taken in the context of other available investment opportunities, the investment or regulatory limitations on the Partnership or particular entity and the transaction costs involved. Because these considerations may differ for the Partnership and other entities in the context of any particular investment opportunity, investment activities of the Partnership and other entities may differ considerably from time to time.

Equity Market Risk

Overall stock market risks may affect the value of the investments in equity strategies. Factors such as U.S. economic growth and market conditions, interest rates, and political events affect the equity markets.

Management Risk

Our judgments about the attractiveness, value and potential appreciation of a particular asset class or individual security may be incorrect and there is no guarantee that individual securities will perform as anticipated. The value of an individual security can be more volatile than the market as a whole or our intrinsic value approach may fail to produce the intended results. Our estimate of intrinsic value may be wrong or even if our estimate of intrinsic value is correct, it may take a long period of time before the price and intrinsic value converge.

Preferred Equity Market Risk

These securities generally increase or decrease in value based on changes in interest rates. If rates increase, the value of preferred securities generally declines. On the other hand, if rates fall, the value of preferred securities generally increases.

Small and Mid Cap Company Risk

Investments in small and mid cap companies may be riskier than investments in larger, more established companies. The securities of these companies may trade less frequently and in smaller volumes than securities of larger companies. In addition, small and mid cap companies may be more vulnerable to economic, market and industry changes. Because smaller companies may have limited product lines, markets or financial resources, or may depend on a few key employees, they may be more susceptible to particular economic events or competitive factors than larger capitalization companies.

Credit Risk

In preferred equities, there is a risk that issuers and counterparties will not make payments on the securities they issue. In addition, the credit quality of securities may be lowered if an issuer's financial condition changes. Lower credit quality may lead to greater volatility in the price of a security which may affect liquidity and our ability to sell the security.

Equity Risks: Limited Partnership

Investment Restrictions on Certain Limited Partners

Certain prospective Limited Partners (such as tax-exempt foundations and employee benefit plans) may be subject to federal and state laws, rules and regulations which may regulate their participation in the Partnership, or their engaging directly, or indirectly through an investment in the Partnership, in investment strategies of the types which the Partnership may utilize from time to time (e.g., short sales of securities, the use of leverage, the purchase and sale of options and limiting the diversification of assets). Such investors should consult with their professional advisors prior to making an investment in the Partnership.

Limited Liquidity; No Current Income

Transfers of Partnership interests are restricted and require the General Partner's consent. In addition, there is no active market for the Partnership interests. Further, Limited Partners may only withdraw their Capital Accounts quarterly on the last day of each Calendar Quarter with 30 day advance notice. Accordingly, the Partnership interests may generally only be disposed of through the withdrawal procedures set forth in the Amended Limited Partnership Agreement.

The Partnership may also suspend redemptions in the following circumstances: (i) during any period when the New York Stock Exchange, or any other securities exchange or board of trade or other contract market on which a significant portion of the Fund's assets are ordinarily traded, is closed (otherwise than for holidays) or trading thereon has been restricted or suspended; (ii) when, for any reason, the value of the Partnership's assets cannot be accurately ascertained (iii) during any state of affairs which, in the reasonable judgment of the General Partner, constitutes an emergency which would render disposition of the Partnership's assets impracticable or be seriously prejudicial to the Partnership's Limited Partners; (iv) when, in the opinion of counsel to the Partnership, a redemption could result in adverse tax consequences to the Partnership or its Limited Partners; or (v) in the reasonable discretion of the General Partner to preserve liquidity, allow for a more strategic management of the fund's assets and/or to insure that all Limited Partners are treated equally.

The Partnership's investment policies should be considered speculative, as there can be no assurance that the General Partner's assessments of the short-term or long-term prospects of investments will generate a profit. In view of the fact that the Partnership will likely not pay dividends, an investment in the Partnership is not suitable for investors seeking current income for financial or tax planning purposes.

Short Selling

The General Partner is authorized to enter into the short sale of securities on behalf of the Partnership. The Partnership may sell short securities of an issuer in the expectation of covering the short sale with securities purchased in the open market at a price lower than that received from the short sale. If the price of the issuer's securities declines, the Partnership will then cover its short position with securities

purchased in the market, with the profit realized on the short sale being the difference between the price received from the sale and the cost of the securities purchased to cover the sale.

The possible losses to the Partnership from selling securities short differ from losses that could be incurred from a cash investment in the securities; the former may be unlimited, whereas the latter can only equal the total amount of the cash investment. Short selling activities are also subject to restrictions imposed by United States Securities Laws and the various United States securities exchanges, which restrictions may adversely affect the investment activities of the Partnership.

Put and Call Options

Options trading is a highly specialized activity which entails greater than ordinary investment risk. Options may be more volatile than the underlying instruments, and therefore, on a percentage basis, an investment in options may be subject to greater fluctuation than an investment in the underlying instruments themselves. There are several additional risks associated with transactions in options. For example, there are significant differences between the securities, and options market that could result in an imperfect correlation between these markets, causing a given transaction not to achieve its investment objectives. In addition, a liquid secondary market for particular options, whether traded over-the-counter or on an exchange may be absent for reasons which include the following: there may be insufficient trading interest in certain options; restrictions may be imposed by an exchange on opening transactions or closing transactions or both; trading halts, suspensions or other restrictions may be imposed with respect to particular classes or series of options or underlying securities or currencies; unusual or unforeseen circumstances may interrupt normal operations on an exchange; the facilities of an exchange or the Options Clearing Corporation may not at all times be adequate to handle current trading value; or one or more exchanges could, for economic or other reasons, decide or be compelled at some future date to discontinue the trading of options (or a particular class or series of options) causing such market to cease to exist, although outstanding options that had been issued by the Options Clearing Corporation as a result of trades on that exchange would continue to be exercisable in accordance with their terms.

Leverage

The Partnership is authorized to use leverage. The Partnership may borrow from banks, brokerage firms and other institutions, commonly known as margin, at prevailing interest rates and invest such funds in additional securities. Gains made with additional funds borrowed will generally cause the Net Asset Value of the Partnership's portfolio to rise faster than would be the case without borrowing. Conversely, if investment results fail to cover the cost of borrowing, the Net Asset Value of the Partnership's portfolio could decrease faster than if there had been no borrowing. In connection with borrowing limited by applicable margin limitations imposed by the Federal Reserve Board, the Partnership may be required to reduce such borrowing on a timely basis in the event the value of the Partnership's assets falls below the coverage requirement of the margin limitations. In the event of such a required reduction of borrowing, the Partnership could be required to liquidate securities positions at times when it might not be desirable or advantageous from the Partnership's standpoint to do so.

Changes in Investment Strategies

The Amended Limited Partnership Agreement gives the General Partner broad discretion to expand, revise or contract the Partnership's business without the consent of the Limited Partners. Thus, the investment strategies of the General Partner may be altered without the prior approval of, or notice to, the Limited Partners if the General Partner determines that such change is in the best interests of the Partnership. Any such decision to engage in a new activity could result in the exposure of the Partnership's capital to additional risks that may be substantial.

Counterparty and Broker Credit Risk

Certain assets of the Partnership will be exposed to the credit risk of the counterparties with whom, or the dealers, brokers and exchanges through which, the General Partner deals, or of parties which have general custody of the assets of the Partnership, whether the General Partner engages in exchange-traded or off-exchange transactions. The Partnership may be subject to the risk of loss of its assets on deposit with or in the custody of a broker in the event of the broker's bankruptcy, the bankruptcy of any clearing broker through which the broker executes and clears transactions on behalf of the Partnership, or the bankruptcy of an exchange clearing house. In the case of any such bankruptcy, the Partnership might recover, even in respect of property specifically traceable to the Partnership, only a pro rata share of all property available for distribution to all of the broker's customers. Such an amount may be less than the amounts owed to the Partnership. Such events would have an adverse effect on the Partnership's Net Asset Value.

With respect to the General Partner's trading of securities, option contracts or other principal transactions, the General Partner will be subject to the risk of the inability or refusal to perform with respect to such transactions on the part of the principals with which the General Partner trades. Any such failure or refusal, whether due to insolvency, bankruptcy or other causes, could subject the Partnership to substantial losses.

Tax Risks and Payment of Taxes

There is a number of tax risks associated with an investment in the Partnership. In particular, Limited Partners should be aware that they will be taxed annually on the Partnership's income and realized gains, if any, whether or not they receive any distributions from the Partnership and whether or not their investment has increased in value. The General Partner does not intend to make regular annual cash distributions to the Limited Partners. In addition, the Partnership's tax treatment could be challenged and if any such challenge were successful, it may result in adverse tax consequences to the Limited Partners.

Audit Risks

An audit of a tax return of the Partnership for any given year might result in an adjustment to a Limited Partner's tax liability for the year in question. Furthermore, such an audit might result in the audit of the tax return of each Limited Partner and could result in the adjustment of items not related to the

Partnership as well as items related to the Partnership. The cost of an audit, if any, at the Partnership level will be borne by the Partnership. However, the cost of any resulting audits of a Limited Partner will be borne solely by the affected Limited Partner.

No Authority by Limited Partners

Decisions with respect to the management of the Partnership's assets and the overall management of the Partnership will be made by the General Partner. Limited Partners will have no right or power to take part in the management of the Partnership. As a result, the success of the Partnership for the foreseeable future depends largely upon the abilities of the General Partner.

Item 9: Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events (i.e., criminal and/or civil action, administrative proceeding, self-regulatory proceeding) that would be material to your evaluation of them or the integrity of their management.

There has been no legal or disciplinary action taken against 12th Street or any member of the organization.

Item 10: Other Financial Industry Activities and Affiliations

12th Street's management persons are not registered, nor do any management persons have an application pending to register, as a broker-dealer, representative of a broker-dealer, futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities. 12th Street does not recommend or select other investment advisers for clients. Neither 12th Street nor its members are currently a sub-advisor, officers, or trustees to any mutual fund.

Item 11: Code of Ethics

12th Street has adopted a Code of Ethics policy that fosters a high standard of business conduct for the firm and its employees. Specifically, employees are required to comply with all applicable securities laws and maintain privacy and confidentiality with respect to (1) client transactions, holdings, and personal information as set forth in the Privacy Notice, (2) firm securities recommendations and other non-public material information, and (3) guidelines related to gifts and contributions. All employees must accept, in writing, the terms of the Code of Ethics upon employment, annually or as amended.

The Code of Ethics document is available upon request and is offered to clients annually. Requests may be sent to, 12th Street Asset Management, 980 N. Michigan Avenue, Suite 1400, Chicago, Illinois, 60611.

Personal Trading

Members of 12th Street may purchase or sell the same securities that it recommends to its clients either through investments in 12th Street strategies or in personal accounts.

Members of 12th Street are limited partners in 12th Street Opportunity LP and investors in the Small Cap Value strategy. Therefore, they buy and sell securities along with other limited partners/clients. Trades among products or strategies and various clients may be grouped together or aggregated and include member accounts. The members of 12th Street invest alongside their clients, which may create a conflict of interest as the price paid or received by a client account or other limited partners for any security could be affected by employee participation in a particular trade.

In order to mitigate any conflict of interest in personal accounts separate from the 12th Street strategies, members must receive prior verbal approval from the Chief Compliance Officer (CCO) prior to executing any transaction, whether or not the security is included in any current client securities holdings. The CCO, in making pre-approval determinations, generally shall apply a two-day blackout period for securities held by or recommended for any 12th Street portfolio, fund or client. The two days will begin on the date a trade is executed for the security for any portfolio, fund or client and end two calendar days after such a trade is made. The CCO may, in his discretion, shorten or extend this blackout period. Member trades are monitored so that employee participation in trades will not result in an inappropriate advantage to the members of 12th Street.

All members are required to submit quarterly personal securities transactions and annual holdings reports for review by the CCO, who will review these reports for trading conflicts with client accounts. Members are also required to have copies of all brokerage statements sent to the CCO, directly from the custodian(s), on at least a quarterly basis. The CCO will maintain documentation of personal securities transactions, including any violations that occur and their resulting actions.

Trade Errors

In the event of a trade error, the executing broker is contacted so that the error can be corrected as soon as possible. The trader will document the error and take whatever steps are necessary to make the correction. Trade errors will be considered on a case-by-case basis and adjustments will be made

accordingly. The CCO will work with the trader to determine what steps will be taken to prevent the error from recurring. This documentation will be maintained by the CCO and kept in the file entitled Trade Errors.

Item 12: Brokerage Practices

Broker Selection and Best Execution

Where 12th Street has responsibility for initiating and executing trades for clients, 12th Street seeks to obtain the best trade execution. 12th Street reviews its best execution policy as part of its annual compliance review. 12th Street selects, approves and compensates brokers based on the range and quality of their brokerage services, including, among other factors: execution capability, quality of research, coverage overlap, trading expertise, commission rates, execution accuracy, reputation and financial strength.

12th Street uses Morgan Keegan as prime broker for 12th Street Opportunity LP and may use other prime brokers as well.

Research and Other Soft Dollar Benefits

12th Street may consider the value of various services or products that a broker provides to the firm, including the value of research services and products. Selecting a broker in recognition of such other services or products is known as paying for those services or products with "soft dollars". Soft dollar practices come into play when an investment adviser executes transactions with a broker with which it has an arrangement to receive research products and services.

Receipt of research from brokers who execute client trades involves conflicts of interest. An adviser that uses client brokerage commissions to obtain research receives a benefit because it does not have to produce or pay out-of-pocket for the research. Therefore, the adviser may have an incentive to select or recommend a broker based on its desire to receive the soft-dollar research in lieu of best execution of client transactions. While it is possible that a commission incurred by the client may be higher on any given transaction, the selection of the executing broker/dealer is made with all factors in mind, including execution efficiency, settlement capabilities, research and overall financial health of the broker.

12th Street does not currently engage in any soft dollar transactions, but we reserve the right to do so in the future.

Aggregate Trades, Trade Rotation, Directed Trading and Model Portfolios

12th Street clients may include separately managed accounts, sub-advised accounts, model portfolios and individual funds, such as the Opportunity LP. 12th Street's trading policies are designed to provide a fair and equitable method of trade aggregation and allocation or trade rotation in placing trades for client's accounts. To meet this objective, we have established the following written procedures. 12th Street reserves the right to deviate from these procedures at the sole discretion of the manager in an effort to be more fair to the client should the situation present itself.

Trade Aggregation

12th Street may aggregate trades for the partnership and separately managed accounts, where applicable. If aggregation is possible, these trades would be generally grouped together in an attempt to achieve lower commission costs, faster execution and better execution prices. Aggregated trades would be allocated on a pro rata basis at the average price. No account will be favored over any other account.

Trade Rotation

In situations where 12th Street has full trading authority, including the decision to direct the trade to a particular broker/dealer, but is unable to aggregate trades for different clients, 12th Street will utilize a trade rotation log that alternates which accounts have trades executed first, second, third etc. The log is designed as an internal control to help us ensure that we do not treat client accounts unfairly to the extent reasonably practicable and that no client account (or group of accounts) receives placement priority over any other participating account.

Directed Trading

In circumstances where 12th Street is directed by a client to execute all or a portion of the client's transactions through a specific broker (aka "Directed Trading"), the client should understand that: (1) we do not negotiate specific brokerage commission rates with the broker on client's behalf, or seek better execution services or prices from other broker/dealers and, as a result, the client may pay higher commissions and/or receive less favorable net prices on transactions for their account than might otherwise be the case, (2) transactions for that account may be effected independently of our trade aggregation or trade rotation policies.

Model Portfolios

In situations where 12th Street does not have full trading authority, such as model accounts, 12th Street may submit or recommend trades for the model account independently from other clients. 12th Street does not control the execution, choice of broker and/or the timing of trades for the model portfolios. Therefore, trades placed for the model portfolios for the same security that are similar in timing to trades placed for other accounts may occur after our trade aggregation or trade rotation policies mentioned above.

Step-Out Block Trade Orders

In cases in which it is deemed operationally efficient, 12th Street may execute a block trade through one broker/dealer while directing that a different broker/dealer act as the executing broker and clear and settle all or portions of the trade(s). This is referred to as a "step-out" trade and assures the same execution price is received for all accounts involved in the block trade.

Item 13: Review of Accounts

As part of our risk management program, 12th Street regularly reviews all accounts. At least quarterly, all 12th Street accounts are reviewed for asset mix, position sizes, specific holdings, etc. The frequency of the reviews depends on market conditions and other factors that a prudent, professional investor would deem necessary. Any information that is likely to change our outlook on the economic factors that constituted the basis of our position in the investment is discussed by the investment team.

Periodic written reports will be issued to clients on a quarterly basis for the limited partnership and separate accounts. These reports disclose performance returns and market values. If a client desires, other relevant factors may be disclosed. For sub-advised and model portfolio accounts, statements should be received from their independent brokerage or qualified custodians. An independent administrator generates and sends limited partners a quarterly report for their interest in the partnership.

Item 14: Client Referrals and Other Compensation

12th Street may receive client referrals from brokers. If so, the client accounts could be considered directed, relative to commissions, and trades could be placed with the respective broker.

12th Street has entered into solicitation agreements with two broker dealers. The broker dealers have not been previously or are they currently affiliated with 12th Street, other than a separate written agreement covering the solicitation of business on the behalf of 12th Street. All fees to be paid to these broker dealers would be in hard dollars. 12th Street has a standard fee schedule and a differential was not added to the schedule to compensate the broker dealers for any solicitations by them.

12th Street does not currently receive compensation from any non-clients.

Item 15: Custody

12th Street is deemed to have custody of client assets in the 12 Street Opportunity, LP because we act as an investment adviser and manager to 12th Street Opportunity LP. 12th Street debits limited partners' accounts directly for its advisory fee. As such, we seek to have the partnership audited on an annual basis by an independent public accountant. We seek to send the audited financials to each investor in the partnership within 120 days of the fund's fiscal year end.

Separately managed accounts sub-advised by 12th Street receive periodic portfolio reports or statements from their independent brokerage or bank qualified custodians. Clients are urged to carefully review each statement in order to assure that all account transactions, holdings, and values are correct and current.

Item 16: Investment Discretion

12th Street accepts discretionary authority to manage the assets in the client's account. 12th Street has investment discretion to buy and sell securities on behalf of the limited partners. The limited partners of 12th Street opportunity LP sign a subscription agreement that provides 12th Street Asset Management LLC limited power of attorney.

Clients that have separately managed accounts execute an investment management agreement that includes a limited power of attorney giving 12th Street discretion to manage the portfolios.

Item 17: Voting Client Securities

In accordance with Rules 30b1-4 (new) & 206(4)-6 (new) & 204-2 (amended) of the Investment Adviser Act of 1940, 12th Street Asset Management Company, LLC ("12th Street") has adopted the "Investment Manager Guideline" promulgated by Glass Lewis & Co. The five page guideline discusses positions the proxy voter generally takes with regard to such topics as the election of directors, the choice of an auditor, limits on compensation, authorized shares, shareholder rights, and so forth.

- 12th Street will only exercise proxy-voting discretion over client shares in the instances where clients give 12th Street discretionary authority to vote on their behalf.
- It is 12th Street's policy to vote client shares primarily in conformity with Glass Lewis & Co. recommendations, in order to limit conflict of interest issues between 12th Street and its clients. Glass Lewis & Co. and 12th Street retain a record of all recommendations.
- Glass Lewis & Co. is a neutral third party that issues recommendations based on its own internal guidelines.
- 12th Street may vote client shares inconsistent with Glass Lewis & Co. recommendations if 12th Street believes it is in the best interest of its clients and such a vote does not create a conflict of interest between 12th Street and its clients. In such a case, 12th Street will have on file a written disclosure detailing why they believe Glass Lewis & Co.'s recommendation was not in the client's best interest.
- 12th Street votes client shares via ProxyEdge, an electronic voting platform provided by Broadridge Financial Solutions Inc. Additionally, ProxyEdge retains a record of proxy votes for each client.
- 12th Street's Chief Compliance Officer will review all proxy votes to ensure consistency with its procedures.
- Upon request, clients can receive a copy of 12th Street's proxy voting procedures and Glass Lewis & Co.'s proxy voting guidelines. • Clients may obtain a copy of 12th Street's voting records for their individual accounts and/or for 12th Street Opportunity LP by calling 312-214-3536 or by emailing info@12thstreetasset.com. If you have any questions or would like to receive a copy of 12th Street's proxy voting procedures, Glass Lewis & Co.'s proxy voting guidelines and/or a record of how your shares were voted, please contact 12th Street at 312-214-3536 or email info@12thstreetasset.com.

12th Street encourages its clients to consider voting their own proxies; if clients wish 12th Street to perform that function, it will be done under the Glass Lewis "Proxy Paper Policy Guidelines."

We will provide a copy of the guidelines to each client for consideration. If a client objects to any provision in the guidelines, we ask that the client make known to us what her or his objection is. Clients may always discuss their proxy questions with the firm's management.

Item 18: Financial Information

12th Street does not require or solicit prepayment of more than \$500 in fees per client, six months or more in advance for services. Registered investment advisers are required to provide you with certain financial information or disclosures about their financial condition. 12th Street has no financial commitments that impair its ability to meet contractual and fiduciary commitments to clients and has never been the subject of a bankruptcy proceeding.

12th Street Opportunity LP will, per its partnership agreement, provide an annual audit to its investment partners.

Item 19: Requirements for State-Registered Advisers

- 12th Street is registered in Illinois and Tennessee.
- Mr. O’Keefe and Mr. Shipman are not engaged in any other business activities nor are they affiliated with any other financial organization.
- Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.
- For further information on Mr. O’Keefe and Mr. Shipman, please refer to ADV Parts 2B and Item 4 of Part 2A.
- Neither the firm nor any management person has been involved in one of the events listed under this section as regards arbitrations for investment-related activities, including fraud, nor has either been found liable in a civil, self-regulatory or administrative proceeding involving the same unethical and/or illegal practices.
- Neither our firm nor any management person of the firm has any relationship arrangement with any issuer of securities.

12TH STREET ASSET MANAGEMENT COMPANY, LLC (12th Street)

One Magnificent Mile
980 N. Michigan Avenue, Suite 1400
Chicago, IL 60611
Telephone: 312.214.3536
Facsimile: 312.214.3510
www.12thstreetasset.com

Form ADV Part 2B: February 21, 2012

Brochure Supplements

Item 1:

Michael G. O'Keefe (Born 1959)
Partner
CRD# 1465818

Item 2: Educational Background and Business Experience

Mr. O'Keefe has served as the managing member of 12th Street since its inception. Mr. O'Keefe has more than 25 years of experience in the financial services industry. Prior to founding 12th Street, Mr. O'Keefe was a founding partner of Two Rivers Capital Management and served on its Board of Directors. Mr. O'Keefe was also a founding partner of Value Architects Asset Management, LLC. Mr. O'Keefe is a former Managing Director of Morgan Keegan & Company where he worked for over 15 years. Before Morgan Keegan, Mr. O'Keefe was a CPA at Ernst & Young. Mr. O'Keefe earned a Bachelor of Arts from Rhodes College and a Masters of Business Administration from the University of Memphis. Mr. O'Keefe has served as a member of the Executive Committee of the Board of Trustees at Rhodes College and has also chaired its Investment Committee.

Item 3: Disciplinary Information

There are no disciplinary items to report for Mr. O'Keefe.

Item 4: Other Business Activities

Mr. O'Keefe's only business activity is as the manager member and advisory representative of 12th Street Asset Management LLC. He is also a member of a fund, the 12th Street Opportunity Fund LP.

Item 5: Additional Compensation

Mr. O'Keefe receives no compensation other than from his position as an investment advisory representative and member of this advisory firm.

Item 6: Supervision

Mr. O'Keefe is his own supervisor. He maintains on file in the firm's offices reports of his proprietary trading activities and the formulation of his recommendations. Mr. Shipman reviews his trading activities and holdings.

Item 7: State Registration Requirements

Mr. O'Keefe maintains his registration as an advisory representative of 12th Street Asset Management LLC with the state of Illinois.

Mr. O'Keefe has not been involved in the following:

- An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 regarding the following:
 - An investment of an investment-related business activity;
 - Fraud, false statement(s), or omissions;
 - Theft, embezzlement, or other wrongful taking of property;
 - Bribery, forgery, counterfeiting, or extortion; or
 - Dishonest, unfair, or unethical practices.
- An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding regarding the following:
 - An investment of an investment-related business activity;
 - Fraud, false statement(s), or omissions;
 - Theft, embezzlement, or other wrongful taking of property;
 - Bribery, forgery, counterfeiting, or extortion; or
 - Dishonest, unfair, or unethical practices.
- The subject of a bankruptcy petition.

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Form ADV Part 2B: February 21, 2012

Brochure Supplements

Item 1:

D. Andrew Shipman, CFA (Born 1971)
Partner
CRD# 2430346

Item 2: Educational Background and Business Experience

Mr. Shipman joined 12th Street Asset Management in 2010. Mr. Shipman has been in the investment business for more than 18 years. Prior to joining 12th Street, he served as director and portfolio manager for PNC Capital Advisors (PCA) large cap value team, which managed over \$600 million in assets. Prior to PCA, Mr. Shipman was a co-portfolio manager at Invesco and managed more than \$10 billion in large cap core assets. Mr. Shipman has also served in various equity research positions for Credit Suisse and Morgan Keegan. Mr. Shipman earned a Bachelor of Arts from Rhodes College and a Masters of Business Administration from the University of Memphis. Mr. Shipman is also a CFA charterholder.

Item 3: Disciplinary Information

There are no disciplinary items to report for Mr. Shipman.

Item 4: Other Business Activities

Mr. Shipman's only business activity is as a member and advisory representative of 12th Street Asset Management LLC. He is also a member of a fund, the 12th Street Opportunity Fund LP.

Item 5: Additional Compensation

Mr. Shipman receives no compensation other than from his position as an investment advisory representative and member of this advisory firm.

Item 6: Supervision

Mr. O’Keefe is Mr. Shipman’s supervisor. He maintains on file in the firm’s offices reports of his proprietary trading activities and the formulation of his recommendations.

Item 7: State Registration Requirements

Mr. Shipman maintains his registration as an advisory representative of 12th Street Asset Management LLC with the states of Illinois and Tennessee.

Mr. Shipman has not been involved in the following:

- An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500 regarding the following:
 - An investment of an investment-related business activity;
 - Fraud, false statement(s), or omissions;
 - Theft, embezzlement, or other wrongful taking of property;
 - Bribery, forgery, counterfeiting, or extortion; or
 - Dishonest, unfair, or unethical practices.
- An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding regarding the following:
 - An investment of an investment-related business activity;
 - Fraud, false statement(s), or omissions;
 - Theft, embezzlement, or other wrongful taking of property;
 - Bribery, forgery, counterfeiting, or extortion; or
 - Dishonest, unfair, or unethical practices.
- The subject of a bankruptcy petition.