



Form ADV Part 2A: Firm Brochure

Snow Capital Management L.P.

2100 Georgetowne Drive, Suite 400

Sewickley, PA 15143

724-934-5800

www.snowcm.com

March 15, 2012

This Brochure provides information about the qualifications and business practices of Snow Capital Management L.P. ("SCM"). If you have any questions about the contents of this Brochure, please contact us at 724-934-5800 or info@snowcm.com. 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.

Snow Capital Management L.P. is an SEC-registered investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide information you should use to decide if you will hire or retain the Adviser. More information about Snow Capital Management L.P. is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

Background

There have been no material changes since the last version of this Brochure. For any future material changes to this and subsequent Brochures, we will provide you with a summary of material changes within 120 days of the close of our fiscal year, or more often as necessary.

Please direct questions about this Brochure to Edward Jenkins, Managing Director – Client Development at 724-934-5800 or info@snowcm.com. Our Brochure is also available without charge on our web site www.snowcm.com.

More information about SCM and our employees who are registered as investment adviser representatives may be found on the SEC's web site www.adviserinfo.sec.gov.

Item 3 – Table of Contents

Item 2 – Material Changes	2
Item 3 – Table of Contents.....	3
Item 4 – Advisory Business	5
Overview of the Firm.....	5
Investment Services.....	5
Wrap Fee Programs	5
Assets under Management.....	5
Item 5 – Fees and Compensation	5
Billing Practices.....	5
Separately Managed Accounts.....	6
Mutual Funds.....	6
Private Fund	6
Other Fees and Expenses.....	6
Termination of Account	7
Additional Compensation.....	7
Item 6 – Performance-Based Fees and Side-By-Side Management.....	7
Performance-Based Fees	7
Side-By-Side Management	7
Item 7 – Types of Clients	7
Separately Managed Accounts.....	8
Mutual Funds.....	8
Private Fund	8
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	8
Investment Strategy and Analysis.....	8
Risk of Loss.....	8
Minimizing Risk of Loss	9
Item 9 – Disciplinary Information	9
Item 10 – Other Financial Industry Activities and Affiliations.....	9
Investment Company	9

Private Fund	9
Asset Management Finance	10
Item 11 – Code of Ethics.....	10
Code of Ethics and Fiduciary Duty	10
Personal Securities.....	10
Privacy	10
Employee Accounts Managed by the Firm.....	10
Item 12 – Brokerage Practices.....	11
Trading	11
Trading Committee	11
Brokerage Discretion	11
Best Execution	12
Trade Allocation.....	12
Block Trading of Client Orders	12
Step Out Block Trades.....	13
Directed Brokerage.....	13
Item 13 – Review of Accounts	14
Account Reviews.....	14
Client Reporting	14
Item 14 – Client Referrals and Other Compensation	14
Compensation for Client Referrals.....	14
Soft Dollars	15
Item 15 – Custody	16
Item 16 – Investment Discretion	16
Item 17 – Voting Client Securities (i.e., Proxy Voting).....	17
Item 18 – Financial Information.....	18
Privacy Notice.....	18

Item 4 – Advisory Business

Overview of the Firm

Snow Capital Management L.P. (“SCM” or the “Firm”) is an investment adviser registered with the SEC under the Investment Advisers Act of 1940 (“Advisers Act”), as amended. The Firm was founded as R.A.S. Investments in 1980 and registered with the SEC as an investment adviser on August 24, 1990. In 2001, R.A.S. was restructured as Snow Capital Management L.P., a Pennsylvania Limited Partnership. Snow Capital Management Holdings L.P. is the principal owner of the Firm.

Investment Services

SCM provides investment advisory services for individual and institutional clients through separately managed accounts, Snow Capital Investment Partners L.P. (“SCIP” or the “Private Fund”), and the Snow Capital Family of Funds (collectively, the “Funds”). The Snow Capital Family of Funds includes:

- Snow Capital Opportunity Fund
- Snow Capital All Cap Value Fund
- Snow Capital Small Cap Value Fund

Clients considering the advisory services of SCM should consult with their financial advisor to determine which investment product best suits their needs.

Wrap Fee Programs

SCM offers investment advice to clients through our participation in “wrap fee” programs. These programs are offered by brokerage firms to provide their clients with access to non-affiliated investment advisers. If a sponsor’s client selects SCM to manage funds, we receive a portion of the fee charged by the sponsor.

Assets under Management

On December 31, 2011, SCM had \$2.7 billion in discretionary assets under management. Discretionary assets are those over which we have full authority to make investment decisions. The Firm also had non-discretionary assets of \$101.7 million. Non-discretionary assets include assets under administration from Unified Managed Accounts (“UMA”) and other model-based strategies.

Item 5 – Fees and Compensation

Billing Practices

SCM bills clients on either a quarterly or annual basis. Depending on the introducing relationship (e.g., brokerage firm, wrap sponsor, institutional consultant, etc.), we bill in arrears or in advance and the fee calculation may be based on average monthly balances or the quarter-end market value. All fees and account minimums are negotiable and may be altered for wrap fee programs, friends and family, or institutional accounts.

Separately Managed Accounts

SCM's annual fee schedule for separately managed accounts is as follows:

All Cap Value

- 0.80% on the first \$10 million
- 0.70% on the next \$10 million
- 0.60% on the next \$10 million
- 0.50% on the balance over \$30 million

1.00% on assets under \$5 million

Large Cap Value

- 0.75% on the first \$10 million
- 0.70% on the next \$15 million
- 0.60% on the next \$25 million
- 0.50% on the balance over \$50 million

Small Cap Value

- 1.00% on the first \$20 million
- 0.90% on the balance over \$20 million

Mutual Funds

SCM is the investment adviser to the Snow Capital Opportunity Fund, the Snow Capital All Cap Value Fund, and the Snow Capital Small Cap Value Fund. The Funds are a series of the *Trust for Professional Managers*, a Delaware Statutory Trust. Investors pay certain fees and expenses if they buy and hold shares of the Funds. The Funds' fee and expense schedule is found in the Funds' prospectus at: www.snowfunds.com/media/Snow_Prospectus.pdf.

Private Fund

Snow Capital Management LLC ("SCMLLC") is the sole general partner of SCIP. As a private fund, SCIP is exempt from registration as an investment company under the Investment Company Act of 1940. All SCIP investors must meet the *accredited investor* standard per Rule 501 of Regulation D. The Private Fund uses leverage and invests in marketable securities which may overlap with SCM separate account and mutual fund holdings. The SCIP Private Placement Memorandum (PPM) details all fees. SCM, as an investment adviser to a private fund, is not currently required to file Form PF because SCIP's assets do not meet the regulatory assets under management threshold.

Other Fees and Expenses

Clients may pay other expenses besides advisory fees paid to SCM. For example, clients may pay brokerage commissions, transaction costs, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes which are unrelated to and in addition to the fees paid to SCM. Mutual funds and exchange-traded funds also charge internal management fees, which are detailed in the prospectus. Such charges, fees and commissions are exclusive of and in addition to SCM's advisory fee.

Termination of Account

Clients may close their accounts by giving SCM written notice at least 30 days in advance, although this requirement may be waived in some situations. Final client fees will be prorated through the termination date.

Additional Compensation

SCM and its employees do not accept compensation, including sales charges or service fees, for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Item 6 – Performance-Based Fees and Side-By-Side Management**Performance-Based Fees**

SCM occasionally enters into performance-based fee arrangements with *qualified clients* as defined by Rule 205-3 of the Advisers Act. The Firm's performance-based fee arrangements may be based on an absolute return or performance versus a pre-defined benchmark or other mutually agreed upon terms. All performance-based fees are negotiated with each client and managed in accordance with the Advisers Act. Performance-based fee arrangements create a potential conflict of interest by incentivizing SCM to recommend investments which may be riskier or more speculative than those recommended under traditional fee arrangements. Performance-based fee arrangements may also incentivize us to favor higher fee paying accounts over other accounts when allocating investment opportunities. We follow strict procedures within the Firm's Code of Ethics to ensure that all clients are treated fairly, and to prevent fee-related conflicts from influencing the allocation of investment opportunities among clients.

Side-By-Side Management

Our trade policy is designed to ensure that client accounts are treated equitably under all circumstances. We do not favor any clients or subsets of clients when we engage in side-by-side trading of separately managed accounts, performance-based fee accounts, mutual funds, and the Private Fund.

Item 7 – Types of Clients

SCM provides investment supervisory services to the following types of clients:

- Individuals
- High net worth individuals
- Investment companies, including mutual funds
- Pooled investment vehicles, such as hedge funds
- Pension and profit sharing plans
- Charitable organizations
- State and municipal government entities
- Insurance companies

We generally impose a minimum dollar value of assets for opening and maintaining an account. These minimums, however, are negotiable and may be waived or altered for wrap fee programs, friends and family, or institutional accounts. Account minimums for each product are as follows:

Separately Managed Accounts

- All Cap Value minimum account size: \$2 million
- Large Cap Value minimum account size: \$5 million
- Small Cap Value minimum account size: \$5 million

Mutual Funds

Please refer to the Snow Capital Family of Funds Prospectus for account minimums.

Private Fund

Please refer to the SCIP Private Placement Memorandum (PPM) for information about the investment minimums of the Private Fund.

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

Investment Strategy and Analysis

SCM uses fundamental analysis to employ a contrarian investment philosophy. We believe that attractive risk reward opportunities in the equity market are obtained through diversified portfolios. SCM invests in companies we believe to be undervalued, well-managed, and financially strong that may have experienced a recent negative event. Our contrarian investment philosophy is consistent with modern behavioral finance research which takes advantage of market overreaction to well managed companies that experience negative surprises. We believe this approach provides attractive risk/reward opportunities for our clients and often avoids overpaying for stocks which later regain favor by mainstream investors after the negative surprise has dissipated or been corrected by management. Our disciplined value investment philosophy and process are applied to all client portfolios.

Risk of Loss

Investing in the capital markets involves risk, which includes the possibility that your account could go down in value. Stock and bond markets fluctuate substantially over time with changes in the economy and demand for particular products or services.

Equity investments in smaller companies involve added risks such as limited liquidity and greater fluctuation than that experienced by larger companies, which may impact our ability to sell these investments at a fair and competitive price in a timely manner.

Mutual fund investing involves risk; principal loss is possible. Investors will pay fees and expenses, even when investment returns are flat or negative. Investors cannot influence

the securities bought and sold, or the timing of transactions which may result in undesirable tax consequences.

Derivatives, which include futures and options, may be more volatile than direct investments in the underlying securities, involve added costs, and may only require a small initial investment relative to the risk assumed (i.e., leverage). Also, the value of a futures or options contract may not demonstrate the expected correlation to the underlying security, index, or securities markets in general. Certain SCM advisory services involve derivatives trading.

Minimizing Risk of Loss

We believe the professional and disciplined execution of our investment philosophy will generate sustainable investment returns for SCM client accounts. However, the cumulative effect of company specific risk and systemic risk of a domestic and/or global nature clearly imply that no investment is guaranteed. SCM clients placing funds in our separately managed accounts, the Funds, or the Private Fund do so with the full knowledge that loss of principal is a real risk.

Item 9 – Disciplinary Information

Registered investment advisers must disclose all material facts about any legal or disciplinary events that would be material to evaluation of SCM or the integrity of the Firm's management. SCM does not have any legal, financial or other "disciplinary" item to report.

Item 10 – Other Financial Industry Activities and Affiliations

Investment Company

As noted in Item 4 above, SCM is the investment adviser to the Snow Capital Opportunity Fund, the Snow Capital All Cap Value Fund, and the Snow Capital Small Cap Value Fund. SCM does not believe these advisory services create material conflicts of interest between the Firm and its other clients. We follow strict written policies and procedures to ensure that all clients are treated fairly, regardless of the investment strategy and fee schedule associated with the account.

Private Fund

Also as noted in Item 4 above, Snow Capital Management LLC ("SCMLLC") is the sole general partner of SCIP, the Private Fund. We acknowledge this structure creates potential conflicts of interest between the Firm and its other clients. As previously stated, the Firm follows strict written policies and procedures to ensure that all clients are treated fairly, regardless of the investment strategy and fee schedule associated with the account.

Asset Management Finance

In January 2007, AMF-Snow Finance LLC (AMF), a Delaware limited liability company and wholly-owned subsidiary of Asset Management Finance Corporation, acquired a non-voting limited partnership interest in Snow Capital Management Holdings. This interest grants AMF a share of our annual revenues until January 2017. AMF does not exercise executive responsibility over the management or policies of the Firm. In certain cases, AMF has consent rights relating to the Firm's ability to assume certain significant activities in the future.

Item 11 – Code of Ethics

Code of Ethics and Fiduciary Duty

We value client trust and place our fiduciary responsibilities to each client first and foremost in all aspects of our business. SCM has adopted a Code of Ethics which outlines our high standard of business conduct, and reinforces each employee's role in discharging the firm's fiduciary duty to clients. The SCM Code of Ethics includes provisions for maintaining confidentiality of client information, prohibitions on insider trading and spreading rumors, restrictions on the acceptance of material gifts, requirements to report certain political contributions, gifts, and business entertainment, and procedures for personal securities trading, among others. For a copy of the Firm's Code of Ethics, contact us at 724-934-5800 or e-mail at info@snowcm.com.

Personal Securities

'Access persons' are defined as employees who are in a position to exploit information about client securities transactions or holdings. SCM considers all employees to be access persons. As of July 1, 2009, all Firm employees, and their immediate family members residing in the same household, are prohibited from buying individual stocks or stock options in personal accounts where the employee has investment discretion. Employees were not required to sell existing equity securities as of the policy date (grandfathered holdings). Employees may buy certain securities (e.g., exchange-traded funds) or sell certain securities (e.g., exchange-traded funds or grandfathered equities) that the Firm also recommends to clients after obtaining pre-clearance from Compliance for themselves and any immediate family members residing in the same household.

Privacy

SCM is committed to maintaining the confidentiality, integrity, and security of our current and prospective clients' nonpublic personal information and adheres to high standards in order to safeguard such information. As part of this commitment, we have adopted a Privacy Policy, which is included at the end of this Brochure.

Employee Accounts Managed by the Firm

Accounts of employees that are managed by the Firm are traded along with client orders to prevent conflicts of interest. Employee accounts do not receive preferential treatment in the trade allocation process.

Item 12 – Brokerage Practices

Trading

As a fiduciary, SCM places clients' interests first and foremost. The Firm's trading policies and procedures prohibit unfair trading practices and seek to avoid any conflicts of interests or resolve conflicts in the clients' favor. We follow written policies and procedures for trade documentation, reporting of trade order status, resolution of trade errors, trade allocation, and trade aggregation. All SCM employees must follow these policies and procedures which are tested by Compliance to ensure their effectiveness.

Trading Committee

SCM has established a Trading Committee to ensure that our trading policies are adequate. The Trading Committee meets at least quarterly to discuss administrative oversight of the following areas:

- Broker Selection
- Counterparty Due Diligence
- Trade Allocation
- Best Execution
- Step Outs
- Directed Brokerage
- Trade Errors
- Soft Dollars

The Trading Committee members include:

- Chief Operating Officer
- Director of Operations
- Portfolio Managers
- Compliance Personnel
- Trading Personnel

Brokerage Discretion

SCM manages accounts introduced through various broker-dealers and attempts to initiate trades through those relationships when appropriate. SCM may aggregate or block trades and 'step out' the trades to different broker-dealers to achieve best execution.

For clients not introduced through a broker-dealer, SCM may discuss custodial/brokerage relationships and options with clients as a courtesy only and reserves the right to not accept an account or to close an existing account based on the client's selected custodian and/or broker.

For the subset of clients for whom the Firm has a choice as to where to execute transactions, the Firm maintains a list of active trading partners (i.e. counterparties) with whom the Firm may transact business. For clients involved in wrap fee programs where SCM is permitted to trade away from the wrap fee program provider, SCM may choose to trade away when SCM believes that a client will benefit from such execution above and

beyond any additional costs that such a client may or may not bear based upon their wrap program provider's fee schedule.

Best Execution

SCM, as a fiduciary to its advisory clients, endeavors to seek best execution for client transactions, seeking to obtain not necessarily the lowest commission cost but the best overall qualitative execution. The Firm adheres to the recommended practices within the CFA Institute Trade Management Guidelines, which provides investment management industry guidelines on trade execution. When determining best execution on a particular trade, SCM's considerations include but are not limited to price/yield competitiveness, execution capability and quality, commission rates, market impact, financial responsibility, operational efficiency, responsiveness to SCM, knowledge of the relevant asset class/sector/specific security in which the Firm is transacting business, and other factors as deemed appropriate.

Trade Allocation

When allocating trades, we strive to treat clients fairly and equitably. Portfolio Managers initiate trade allocations in the individual accounts and submit aggregate trade orders by custodian to SCM Traders who transmit the order to a broker/dealer to execute the trade.

When Traders receive notice from the broker that a trade has been executed, they allocate securities to clients in line with pre-allocated order ticket instructions. If there is a partial order fill, Traders allocate securities on a *pro rata* or random basis based on the size of the total order and the percent of the order that was filled. Under no circumstance do affiliated, house, or employee accounts receive preferential treatment in the trade allocation process.

We follow a trade rotation procedure when we trade with multiple custodians to complete one trade order across multiple client accounts or investment products. Our objective over time is to ensure that all accounts and products receive fair treatment in the timing of buy and sell trades.

Block Trading of Client Orders

SCM believes that blocking (aggregation) of client orders by custodian is prudent and necessary in order to fulfill SCM's fiduciary duty to obtain the most favorable terms for each client. When aggregating client orders, management's considerations include but are not limited to the following:

- 1) No advisory account is favored over any other account. Clients participating in an aggregated order shall receive an average share price with other transaction costs shared on a *pro-rata* basis.
- 2) The Firm will not aggregate transactions unless block trading is consistent with the Firm's duty to seek best execution and the terms of the Firm's investment management agreement with each client for which trades are being aggregated;

- 3) Before placing a blocked trade, the Portfolio Manager will specify the participating client accounts and the intended allocation among those clients;
- 4) If the aggregated order is filled in its entirety, it will be allocated among clients in accordance with the terms of the order; if the order is partially filled, it will be allocated on a *pro-rata* basis within the same terms of the order;
- 5) Notwithstanding the foregoing, the order may be allocated on a random basis rather than that specified in the original order if all client accounts receive fair and equitable treatment and the reason for different allocation is justified based on conditions spelled out in the Firm's procedures;
- 6) The Firm's books and records will separately reflect the orders for each client account that are aggregated, as well as the securities bought and sold for and held by that account;
- 7) The Firm receives no additional compensation of any kind as a result of the proposed aggregation; however, SCM may receive soft dollar credits in some executions; and
- 8) Individual investment advice and treatment will be accorded to each client.

Step Out Block Trades

SCM may determine that aggregating the block orders by custodian and 'stepping out' or utilizing a different broker-dealer to process the block order is prudent and necessary in order to fulfill SCM's fiduciary duty to obtain the most favorable terms for each client.

Directed Brokerage

The following should be noted as it relates to directed brokerage at SCM:

- Clients have the right to direct brokerage.
- Clients must direct SCM, in writing, in order to direct brokerage.
- Clients understand that directing brokerage may cost the client more in the form of higher commissions and/or higher execution prices.

When a broker-dealer refers a client to SCM for the management of part or all of a client's investment assets and/or when directed by a client to use a specific broker-dealer, no attempt will be made to negotiate commissions on the client's behalf. As a result, these clients may pay materially disparate commissions in some transactions. Commission amounts will depend on each client's commission arrangement with the referring broker-dealer established prior to referral to SCM as well as other factors such as the number of shares, round and odd lots, and the market for the security.

SCM acknowledges that there is a potential conflict between the interest of referred clients in obtaining best execution and SCM's stake in receiving future referrals. SCM is able to in

some instances block/aggregate client orders and potentially negotiate brokerage commissions for those clients that provide SCM with discretion over brokerage.

If a client has instructed SCM to execute any or all securities transactions for the client's account with or through one or more brokers, the client represents and warrants that the client has negotiated the terms and conditions (including, but not limited to, commission rates) relating to all services to be provided by such brokers and that the client is satisfied with such terms and conditions. SCM shall not have any responsibility for obtaining for the client's account from any such broker the best prices or any particular commission rates for transactions with or through any such designated broker. The client recognizes that the client may not obtain rates as low as it might otherwise obtain if SCM had discretion to select broker/dealers other than those chosen by the client. The client further agrees that if SCM believes, in its exclusive discretion, that SCM cannot satisfy its fiduciary duty of best execution by executing a securities transaction for the client's account with a broker designated by the client, SCM may execute that securities transaction with a different broker. The client shall promptly inform SCM in writing if the client desires that SCM cease executing transactions with or through any such designated broker.

Wrap fee accounts are considered to be a type of directed brokerage account; however, we do "step out" trades from the platform sponsor (if permissible) when necessary to assure best execution. Clients may pay extra transaction fees when we step out.

Item 13 – Review of Accounts

Account Reviews

Account reviews are performed regularly by a Portfolio Manager or a designee. Reviews are triggered by various factors including portfolio model changes, changes in client investment objectives, account deposits and withdrawals and volatile markets.

Client Reporting

Clients receive account statements from their custodian at least quarterly. These statements should be reviewed carefully as they are the official records for your account. SCM does not produce regular client reports. If you request monthly or quarterly reporting from the Firm, we urge you to compare the statements received from your custodian with the reports SCM sends you each quarter.

Item 14 – Client Referrals and Other Compensation

Compensation for Client Referrals

Fees are paid to some professional firms, known as solicitors, for their client referrals. The following firms provide client referrals to SCM in return for quarterly finders' fees based on account assets under management:

- DJS Advisers, Inc.
- Markovitz, Dugan & Associates

- Schenley Capital, Inc.
- The Commonwealth Group, Inc.

The SEC has adopted strict rules for advisers when accepting third party referrals. We follow written policies and procedures to ensure compliance with these rules, including those governing compensation and written client disclosure. If a client is referred to us by a solicitor, we pay a referral fee as allowed under SEC rules. The referral fee is paid entirely from our investment advisory fee; the client does not pay an added fee. The solicitor must tell the client about his relationship with SCM at the time of solicitation and deliver a copy of this ADV and a written disclosure explaining the terms of arrangement.

Soft Dollars

The SEC has defined soft dollar practices as “arrangements under which products or services other than execution of securities transactions are obtained by an adviser from or through a broker-dealer in exchange for the direction by the adviser of client brokerage transactions to the broker-dealer.” Advisers may use commissions to purchase brokerage and research services without violating their fiduciary duty to obtain best execution for clients; however, the adviser must determine in good faith that commissions are reasonable in relation to the value of the brokerage and research services obtained.

Brokerage and research services allowed under soft dollar arrangements include: (a) furnishing advice about the value of securities, the advisability of buying or selling securities, and the availability of securities or buyers or sellers of securities; (b) furnishing analyses and reports about issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts; and (c) effecting securities transactions and performing functions such as clearance, settlement, and custody.

It is SCM’s policy to allow soft dollar arrangements for certain research and trade execution services. Examples of research services for which SCM might use client commissions include market publications and commentaries, research and data reports, economic forecasts, Bloomberg, and Telemet, among others. Under certain circumstances, SCM may pay a broker-dealer a commission rate that is higher than the commission rate charged by another qualified broker-dealer. In all such cases, we determine in good faith that the commission is reasonable for the value of brokerage and research services received. The Firm’s Chief Compliance Officer and Trading Committee review and approve all soft dollar arrangements.

SCM may receive services that are used for both research and "non-research purposes," such as for firm administration or marketing. In such cases, SCM makes a good faith allocation of the relative proportion of the cost of services used for non-research purposes and pays for such proportion from its own funds. In making these decisions, we acknowledge the conflict of interest that exists as we allocate costs of services that primarily benefit SCM and those that primarily benefit our clients. Soft dollar benefits are not limited to those clients who may have generated a particular benefit although certain soft dollar allocations are connected to particular clients or groups of clients. Soft dollar

benefits are not proportionally allocated to any accounts that may generate different amounts of the soft dollar benefits.

Item 15 – Custody

All client assets are maintained with qualified custodians such as banks or registered broker-dealers. Clients receive account statements from their custodian at least quarterly. These statements are considered to be the actual books and records of your account and should be reviewed carefully.

SCM has custody of client funds and securities in the following two cases:

- 1) Through the deduction of advisory fees in select client accounts
- 2) Through access to funds and securities in SCIP, the Private Fund

Based on authorization provided by the client, SCM has authority to debit advisory fees directly from certain client accounts, which is considered to be custody under SEC rules.

An adviser who acts as a general partner to a limited partnership has authority to dispose of funds and securities in the limited partnership's account, which represents custody of client assets. SCM controls Snow Capital Management LLC ("SCMLLC") which serves as the general partner of SCIP, which is a limited partnership. Therefore, SCM is said to have custody of SCIP's assets but is exempt from the 'surprise examination' requirement because the Private Fund is independently audited by a Public Company Accounting Oversight Board ("PCAOB") registered and supervised firm. In addition, the financial statements of SCIP are prepared in accordance with Generally Accepted Accounting Principles ("GAAP") and delivered to investors within 120 days of the end of its fiscal year.

In no other way – either directly or indirectly – does SCM have custody of funds or securities. The Firm does not accept delivery of client securities, e.g., stock certificates, stock powers, bonds, etc., or checks and has procedures in place to deal with instances of 'inadvertent custody' should they occur.

Item 16 – Investment Discretion

At the outset of the advisory relationship, SCM requires clients to execute and deliver limited powers of attorney authorizing the Firm to act on behalf of the client, in such form as may be required by various brokerage firms, banks, etc. SCM obtains discretionary investment authority from the client through the execution of an 'investment management agreement' at the outset of the advisory relationship. Discretion is exercised in a manner consistent with stated investment objectives for the particular client account pursuant to the fiduciary duty and standard of care which we must discharge.

Investment guidelines and restrictions must be provided to SCM in writing. Throughout the portfolio management process, SCM observes the investment policies and limitations imposed by each client.

SCM has the authority to make discretionary investment decisions. Before investing client funds, SCM conducts a suitability review to identify client objectives, security restrictions, allowable cash positions, brokerage arrangements, and general risk limitations. Wrap sponsors perform the suitability review for accounts introduced through those programs. SCM requests updated investment objective information each year.

Portfolios are well-diversified across industries and market capitalization ranges appropriate to each product (Large Cap, Small Cap, and All Cap). SCM's Portfolio Managers are responsible for all discretionary investment decisions but may assign discretion to the Traders for individual portfolio rebalancing and client-initiated events such as new account opening, liquidation, deposits, withdrawals, and tax strategy requests.

Within our Funds, which are part of a registered investment company, SCM's authority to trade securities may be limited by certain federal securities and tax laws that require diversification of investments.

Item 17 – Voting Client Securities (i.e., Proxy Voting)

SCM has been delegated by many clients the authority to vote all proxies and corporate actions for securities held within client portfolios. We follow written policies and procedures to ensure that SCM votes proxies in accordance with SEC rules and in the best interest of clients. In upholding our fiduciary obligation to clients, we strive to keep all votes free from any inappropriate influences. Our policies and procedures describe how we manage material conflicts between our interests and those of our clients in the proxy voting process.

We exercise voting responsibilities in a method that we believe serves the best interests of our clients as shareholders of a company and in a manner most likely to increase the value of the securities within the portfolio. We rely on outside proxy recommendation firms and media sources to make voting decisions.

Unless our client directs otherwise, we vote all proxies and corporate actions according to our internal proxy voting guidelines. If a client wishes to have SCM vote proxies based on other specific voting guidelines, the client must make this request in writing. We keep detailed records of all client proxy votes in line with the SEC recordkeeping rule. A copy of our proxy voting policies and your account's voting history may be obtained by contacting us at info@snowcm.com.

SCM typically does not advise or act for clients in any legal proceedings, including bankruptcies or class actions, involving securities held or previously held in a client's account or the issuers of such securities. Some clients may enroll in class action voting

programs offered by their custodian. These programs may provide clients with advantages that other clients do not enjoy.

Item 18 – Financial Information

SCM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.

Privacy Notice

Snow Capital Management L.P. is committed to maintaining the confidentiality, integrity, and security of our current and prospective clients' nonpublic personal information and adheres to high standards in order to safeguard such information. As part of this commitment, we have adopted the following privacy policy concerning the collection, disclosure, maintenance and disposal of our clients' nonpublic personal information.

Collection of Information

As your investment adviser, SCM collects non-public information from you such as:

- Information we receive from you or in applications or other forms, correspondence, or conversations, including, but not limited to, your name, address, phone number, social security number, date of birth, annual income, net worth, and investment history.
- Information about your transactions with us or others, including but not limited to your account number and balance, payment history, parties to transactions, cost basis information, and other financial information.

Disclosure of Information

We will not disclose non-public personal information about you to anyone, except as necessary to carry out transactions you have requested or authorized in connection with our provision of services to you, as required by law, or with your expressed consent. We may disclose information about you to the following types of non-affiliated third parties:

- authorized securities brokers, financial institutions or custodians;
- persons acting in a fiduciary or representative capacity on your behalf;
- attorneys, accountants, and consultants;
- mailing houses or similar non-affiliated third-parties who assist us in administering client accounts;
- law enforcement agencies or computer security providers for the purpose of protecting against fraud and unauthorized transactions or in order to maintain the confidentiality of our records;
- Government agencies, self-regulatory organizations, industry associations and similar bodies in order to fulfill requests, investigations, legal and regulatory requirements.

SCM is an independent investment advisory firm and has no affiliates, and will not use any information received from a non-affiliated third party to make marketing solicitations to you. On all occasions when it is necessary for us to share your personal information with non-affiliated third parties, we will require that such information only be used for the limited purpose for which it is shared and will advise these third parties not to further share such information except to fulfill that limited purpose. We will not sell your personal and financial information to any outside third party.

Protection and Disposal of Information

Our firm has security measures in place to protect the loss, misuse, and alteration of the information under our control. We maintain physical, electronic, and procedural safeguards that comply with federal standards to restrict information access to only those advisory persons providing client services, and to dispose of records in accordance with commonly accepted industry practices.

Inactive or Former Clients

If you decide to close your account with our firm, we will continue to adhere to our privacy policy and related practices with respect to your account as described herein.

Policy Inquiries

This Privacy Notice is provided for your information and no action on your part is required.

Please direct your questions about this Privacy Notice to:

Snow Capital Management L.P.
Compliance
2100 Georgetowne Drive
Sewickley, PA 15143
724-934-5800
www.snowcm.com

March 2011