Third

Quarter

2011

VULCAN
VALUE
PARTNERS

Portfolio Review

General

During the third quarter, equity markets declined at double digit rates and volatility increased markedly. Vulcan Value Partners' discipline of limiting our investments to companies with stable values and strong balance sheets served us well. We preserved capital and outperformed all relevant value benchmarks in each of our investment strategies. We also outperformed the broader market indices in every investment strategy except for Focus Plus, which was within 1/10's of 1% of the S&P 500. Detailed results are shown on the table below. We strongly encourage you to weigh our longer term results more heavily than any one quarter. Also, as you review our results please remember that all of our investment operations are driven by the same investment philosophy so it should not be surprising that long term results in each are similar.

For more information please contact us at :

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205.803.1582 phone

As of September 30, 2011

	QTD	YTD	Annualized Since Inception*	Peer Rank[1]
Large Cap Composite (Gross)	**-10.9%**	**-7.0%**	**1.5%**	**Top 6%**
Russell 1000 Value Index	-16.2%	-11.2%	-5.8%	
S&P 500 Index	-13.9%	-8.7%	-2.9%	
Focus Composite (Gross)	**-12.2%**	**-7.6%**	**1.0%**	**Top 5%**
Russell 1000 Value Index	-16.2%	-11.2%	-6.7%	
S&P 500 Index	-13.9%	-8.7%	-4.7%	
Focus Plus Composite (Gross)	**-14.0%**	**-10.4%**	**0.6%**	**Top 10%**
Russell 1000 Value Index	-16.2%	-11.2%	-5.8%	
S&P 500 Index	-13.9%	-8.7%	-2.9%	
Small Cap Composite (Gross)	**-15.3%**	**-12.1%**	**2.7%**	**Top 5%**
Russell 2000 Value Index	-21.5%	-18.5%	-5.6%	
Russell 2000 Index	-21.9%	-17.0%	-3.4%	

[1]Peer ranking information sourced from eVestment as of February 6, 2019 using Vulcan Value Partners Large Cap, Focus and Focus Plus Composites versus peer group of US Large Cap Value Equity Universe, and Vulcan Value Partners Small Cap Composite versus peer group of US Small Cap Value Equity Universe since inception ending September 30, 2011. All returns are shown gross and net of fees. Vulcan Value Partners claims compliance with the Global Investment Performance Standards (GIPS®). *Inception date is 3/31/2007 for Large Cap, Small Cap, and Focus Plus Composites. Inception date is 11/30/2007 for Focus Composite. Past performance is no guarantee of future results. Please see important disclosures at the end of this document.

Increased market volatility coincided with earning results so we had real time value updates as prices were falling. In contrast to declines in stock prices, our portfolio values increased. As price to value ratios improved, we allocated more capital to companies with growing values at larger discounts, resulting in a larger margin of safety and improved prospects for future compounding. It is important to note that when we say that our values are stable or increasing, we are fully

Portfolio Review (Cont.)

incorporating a deteriorating global economy in our estimates. Our companies are not immune to the economy but they hold dominant positions in their respective industries, produce consistently high levels of free cash flow and have strong balance sheets. They have demonstrated an ability to compound their values through good times and bad. A company whose stock price has declined but whose value has risen offers significant rewards to the long term investor.

In addition to allocating capital among existing positions, we took full advantage of stock price volatility and purchased several new companies with exceptional economics that are rarely cheap. We follow a number of companies that we do not own but would like to own should they ever become discounted. We compare these companies to the companies we already own in the portfolios. When we can materially improve our margin of safety, both in terms of price to value and business quality we will sell companies that we own and buy those that we do not. The hurdle is high because we already own outstanding businesses at discounted prices.

We were able to execute and materially improve our portfolios because our research team was prepared when price declines created opportunities to buy wonderful business with steadily growing values. We had already done the bulk of the work when these businesses became discounted so we were able to move quickly, update our values, and execute on the trading desk. As an example, on August 8th, the S&P 500 had an intra-day percentage decline of approximately -7.1% and the Russell 2000 declined approximately -8.3%. On August 9th the intra-day decline for the S&P 500 was approximately -6.5% and the Russell 2000 was approximately -8.8%. Companies that we have waited patiently to buy *at a price* were available to us for only a few hours at a time. We were able to fill all of our orders for four positions, and nearly all of a fifth. To give you a sense of how briefly these companies were available to us at prices we wanted to pay, these positions closed up approximately 10.2%, 9.2%, 7.5%, 6.7%, and 7.5%, respectively on August 9th compared to the prices we paid for them during the day. The short term gains are nice but we are buying them with a five year time horizon. We believe that double digit value growth and an eventual closing of the price to value discount will result in above average long term returns with less risk. I am extremely pleased with our research team's performance during the third quarter.

I am also pleased with you, our clients. During the third quarter many of you added capital. Your stable capital and long term time horizon allowed us to take full advantage of the opportunities presented to us. We now have a four and a half year track record for three of our investment strategies. Our numbers look good with positive results during a period of time when equities have delivered negative returns. It is important, you did not hire us based upon numbers alone. You hired us because you took time to understand our investment philosophy and it resonated with you. Your actions during the third quarter speak volumes. We greatly appreciate the confidence you have placed in us and look forward to delivering results consistent with our investment philosophy – above average compounding with below average risk.

Please note that in the commentary that follows regarding each of our five investment programs we define meaningful as having a 1% impact on portfolio returns or a greater than 10% change in price. We generally limit comments about top contributors and detractors to the top three or to companies that had a meaningful impact on portfolio performance. As we discuss our investment programs below, please keep in mind that we follow a single investment philosophy and simply apply it to different areas of the equity markets.

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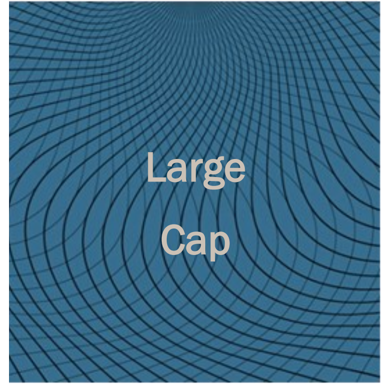


Vulcan Value Partners Large Cap Review

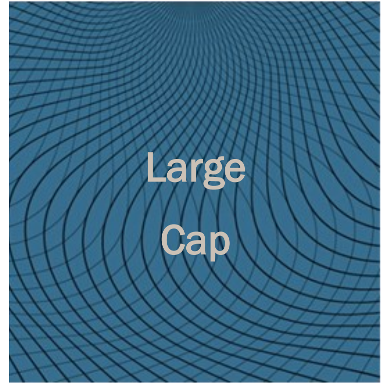
As of September 30, 2011					
			Annualized		
Investment Strategy	QTD	YTD	1 year	3 year	Since Inception*
VVP Large Cap (Gross)	-10.9%	-7.0%	0.8%	8.0%	1.5%
VVP Large Cap (Net)	-11.0%	-7.5%	0.1%	7.0%	0.5%
Russell 1000 Value Index	-16.2%	-11.2%	-1.9%	-1.5%	-5.8%
S&P 500 Index	-13.9%	-8.7%	1.1%	1.2%	-2.9%

*Inception Date March 31, 2007

We purchased four new positions during the third quarter. They were Visa, United Technologies, Parker Hannifin, and Bank of New York Mellon. These are companies that we have followed for many years, even decades, that are rarely cheap. They became available to us at compelling discounts as their values have risen steadily for many years and their prices declined meaningfully during the third quarter. We also added to existing positions whose values have risen and whose prices have declined.

We paid for these positions by reducing our stakes in less discounted companies, selling companies whose discounts and overall business quality were meaningfully less attractive than those we were buying and from cash inflows from you. We partially paid for Visa by reducing our weight in MasterCard. MasterCard is a wonderful business that was more discounted than Visa during the 2008 financial crisis when we bought it. MasterCard's value has compounded at a solid double digit rate since we purchased it but its stock price has risen even faster. In fact, it is one of the best performing stocks in the S&P 500 this year with a gain of approximately 42%. As a result, its price to value ratio is less attractive than when we originally purchased it. In the meantime, Visa's value has compounded at a similar double digit rate but its stock price has underperformed. Consequently, its price to value ratio has become compelling.

United Technologies and Parker Hannifin are U.S. multinationals with significant operations outside the U.S. They are leaders in their respective industries and deliver, difficult to duplicate, value added products to their customers. Both have strong balance sheets, produce high levels of free cash flow and earn attractive returns on invested capital. They are well managed and have grown their values at double digit rates over many years. Bank of New York Mellon is a leading custody bank, which is very different from a commercial bank. Just like the manufacturing oriented United Technologies and Parker Hannifin, Bank of New York Mellon produces high levels of free cash flow, has attractive returns on invested capital, a strong balance sheet, and significant operations outside the U.S. Its growth is driven by global growth in financial assets.



Vulcan Value Partners Large Cap Review (Cont.)

We also sold Hewlett Packard, Teva Pharmaceuticals, Time Warner Cable and Whirlpool. Each company is unique but all are discounted. We sold them because we had an opportunity to both improve our margin of safety and upgrade the already high quality of our portfolio.

Top contributors to performance included Apple, MasterCard, and Google. All of these businesses are competitively entrenched, extremely well managed, and are growing their values at or above our expectations, despite less than robust economic conditions.

Detractors to performance included Dover Corp, Hewlett Packard, and Disney. Dover Corp and Disney are growing their values steadily and we are pleased with the steps their management teams are taking to strengthen their business franchises and allocate capital intelligently. We sold Hewlett Packard despite its discount because capital allocation missteps were impeding value growth and we had the opportunity to redeploy capital into more compelling businesses with even more attractive valuations.

Small Cap

VULCAN VALUE PARTNERS

Vulcan Value Partners Small Cap Review

As of September 30, 2011					
			Annualized		
Investment Strategy	QTD	YTD	1 year	3 year	Since Inception*
VVP Small Cap (Gross)	-15.3%	-12.1%	-1.3%	9.7%	2.7%
VVP Small Cap (Net)	-15.5%	-12.6%	-2.0%	8.5%	1.6%
Russell 2000 Value Index	-21.5%	-18.5%	-6.0%	-2.8%	-5.6%
Russell 2000 Index	-21.9%	-17.0%	-3.5%	-0.4%	-3.4%

*Inception Date March 31, 2007

We purchased three new positions during the third quarter; Nordson, Idex and Eaton Vance. These are companies that we have followed for many years, even decades, that are rarely cheap. They became available to us at compelling discounts as their values have risen steadily for many years and their prices declined meaningfully during the third quarter. We also added to existing positions whose values have risen and whose prices have declined.

Nordson and Idex are U.S. based manufacturing companies with substantial operations outside the U.S. Both make highly engineered, value added products and hold dominant positions in niche markets. We owned Idex several years ago. We continued to follow it after we sold it because we wanted to be ready to buy it again, should it ever become discounted again. Idex steadily grew its value after we sold it. Stock price declines during the third quarter gave us an opportunity to own it again with a significant margin of safety. Eaton Vance is an extremely well managed investment company that has steadily grown its value through both bull and bear markets. It is also a company we have been waiting many, many years to buy at a discount. Our patience was rewarded in the third quarter and we are thrilled to own it at the prices we paid.

We paid for these positions by reducing our stakes in less discounted companies and selling companies whose discounts and overall business quality were meaningfully less attractive than those we were buying. We sold Core Logic, LPS, Investment Technology Group and Speedway Motorsports. All of these businesses are discounted. We sold them because we had an opportunity to both improve our margin of safety and upgrade the already high quality of our portfolio.

Top contributors to performance included Pro Assurance and Nathan's Famous. Pro Assurance is a very well run medical malpractice insurer that happens to be based in our hometown of Birmingham, Alabama. Despite a soft insurance market, health care reform and a weak economy, Pro Assurance has grown its value consistently since we bought it several years ago. Nathan's Famous continues to exceed our expectations

Vulcan Value Partners Small Cap Review (Cont.)

and deliver great results. They make premium hot dogs, deli mustard and related condiments. Nathan's Famous' customers are very loyal to the brand and for good reason, its products are delicious. The company is continuing to benefit from expanded distribution which is making it easier for the company to meet demand.

Detractors to performance included Janus Capital, Sonic Corp., and Fair Isaac. Like Eaton Vance, Janus Capital is in the investment management business. Their stock has reacted negatively to the decline in equities. Janus Capital generates strong free cash flow and should benefit as it delivers investment returns to its clients over time. Sonic Corp. has made solid progress improving same restaurant sales and strengthening its balance sheet since the recession hit in 2008. Continued high unemployment is pressuring its customer base and slowing same restaurant results. The company is generating strong free cash flow and has just announced a share repurchase program, which is an excellent use of capital since its shares are so discounted. Fair Isaac is producing impressive bottom line results despite the fact that its core customers, commercial banks, remain under pressure.

Focus

VULCAN VALUE PARTNERS

Vulcan Value Partners Focus Review

As of September 30, 2011					
			Annualized		
Investment Strategy	QTD	YTD	1 year	3 year	Since Inception*
VVP Focus (Gross)	-12.2%	-7.6%	0.2%	7.9%	1.0%
VVP Focus (Net)	-12.5%	-8.6%	-1.3%	6.3%	-0.5%
Russell 1000 Value Index	-16.2%	-11.2%	-1.9%	-1.5%	-6.7%
S & P 500 Index	-13.9%	-8.7%	1.1%	1.2%	-4.7%

*Inception Date November 30, 2007

We purchased six new positions during the third quarter, which is rather extraordinary in this concentrated portfolio. We purchased Visa, United Technologies, Eaton Vance, Dover Corp, Discovery Communications and Apple. Some of these companies we owned in Vulcan Value Partners Large Cap and Vulcan Value Partners Small Cap strategy. Some are companies that we have followed for many years, even decades, that are rarely cheap. They became available to us at compelling discounts as their values have risen steadily for many years and their prices declined meaningfully during the third quarter. We also added to existing positions whose values have risen and whose prices have declined.

We paid for these positions by reducing our stakes in less discounted companies, selling companies whose discounts and overall business quality were meaningfully less attractive than those we were buying and from cash inflows from you. We partially paid for Visa by reducing our weight in MasterCard. MasterCard is a wonderful business that was more discounted than Visa during the 2008 financial crisis when we bought it. MasterCard's value has compounded at a solid double digit rate since we purchased it but its stock price has risen even faster. In fact, it is one of the best performing stocks in the S&P 500 this year with a gain of approximately 42%. As a result, its price to value ratio is less attractive than when we originally purchased it. In the meantime, Visa's value has compounded at a similar double digit rate but its stock price has underperformed. Consequently, its price to value ratio has become compelling.

United Technologies and Dover Corp are U.S. multinationals with significant operations outside the U.S. They are leaders in their respective industries and deliver, difficult to duplicate, value added products to their customers. Both have strong balance sheets, produce high levels of free cash flow and earn attractive returns on invested capital. They are well managed and have grown their values at double digit rates over many years. Eaton Vance is an extremely well managed investment company that has steadily grown its value through both bull and bear markets. It is also a company we have been waiting many, many years to buy at a discount.

Vulcan Value Partners Focus Review (Cont.)

Our patience was rewarded in the third quarter and we are thrilled to own it at the prices we paid.

Discovery Communications is a company we have owned for many years, first in the Vulcan Value Partners Small Cap strategy and later in the Vulcan Value Partners Large Cap strategy, as both its price and value increased. Discovery Communications has delivered consistently wonderful bottom line results, generated large amounts of steadily rising free cash and allocated capital brilliantly, resulting in years of double digit value growth in good economies and bad. We are grateful for the stock price volatility in the third quarter that allowed us to add this extraordinary business to the Focus strategy at a large discount to our estimate of intrinsic value. The same volatility gave us an opportunity to purchase Apple at a similar, large discount to our estimate of intrinsic value. After adjusting for the company's large net cash position, we paid less than 8.5X free cash flow for Apple.

We sold Hewlett Packard, Investment Technology Group, Teva Pharmaceuticals, Time Warner Cable and Whirlpool. Each company is unique but all are discounted. We sold them because we had an opportunity to both improve our margin of safety and upgrade the already high quality of our portfolio.

Top contributors to performance included MasterCard, Discovery Communications and Google. All of these businesses are competitively entrenched, extremely well managed and are growing their values at or above our expectations, despite less than robust economic conditions. As mentioned above, Discovery Communications is a new investment in the Focus strategy.

Detractors to performance included Hewlett Packard, Direct TV and Disney. Direct TV and Disney are growing their values steadily and we are pleased with the steps their management teams are taking to strengthen their business franchises and allocate capital intelligently. We sold Hewlett Packard despite its discount because capital allocation missteps were impeding value growth and we had the opportunity to redeploy capital into more compelling businesses with even more attractive valuations.

Focus

Plus

V U L C A N
V A L U E
P A R T N E R S

Vulcan Value Partners Focus Plus Review

As of September 30, 2011					
			Annualized		
Investment Strategy	QTD	YTD	1 year	3 year	Since Inception*
VVP Focus Plus (Gross)	-14.0%	-10.4%	-2.1%	6.5%	0.6%
VVP Focus Plus (Net)	-14.3%	-11.3%	-3.4%	5.1%	-0.8%
Russell 1000 Value Index	-16.2%	-11.2%	-1.9%	-1.5%	-5.8%
S & P 500 Index	-13.9%	-8.7%	1.1%	1.2%	-2.9%

*Inception Date March 31, 2007

We purchased six new positions during the third quarter, which is extraordinary in this concentrated portfolio. We purchased Visa, United Technologies, Eaton Vance, Dover Corp, Discovery Communications and Microsoft. Some of these companies we owned in the Vulcan Value Partners Large Cap and Vulcan Value Partners Small Cap strategy. Some are companies that we have followed for many years, even decades, that are rarely cheap. They became available to us at compelling discounts as their values have risen steadily for many years and their prices declined meaningfully during the third quarter. We also added to existing positions whose values have risen and whose prices have declined.

We paid for these positions by reducing our stakes in less discounted companies, selling companies whose discounts and overall business quality were meaningfully less attractive than those we were buying and from cash inflows from you. We partially paid for Visa by reducing our weight in MasterCard. MasterCard is a wonderful business that was more discounted than Visa during the 2008 financial crisis when we bought it. MasterCard's value has compounded at a solid double digit rate since we purchased it but its stock price has risen even faster. In fact, it is one of the best performing stocks in the S&P 500 this year with a gain of approximately 42%. As a result, its price to value ratio is less attractive than when we originally purchased it. In the meantime, Visa's value has compounded at a similar double digit rate but its stock price has underperformed. Consequently, its price to value ratio has become compelling.

United Technologies and Dover Corp are U.S. multinationals with significant operations outside the U.S. They are leaders in their respective industries and deliver, difficult to duplicate, value added products to their customers. Both have strong balance sheets, produce high levels of free cash flow, and earn attractive returns on invested capital. They are well managed and have grown their values at double digit rates over many years. Eaton Vance is an extremely well managed investment company that has steadily grown its value through both bull and bear markets. It is also a company we have been waiting many, many years to buy at a discount.

Vulcan Value Partners Focus Plus Review (Cont.)

Our patience was rewarded in the third quarter and we are thrilled to own it at the prices we paid.

Discovery Communications is a company we have owned for many years, first in the Vulcan Value Partners Small Cap and later in the Vulcan Value Partners Large Cap strategy, as both its price and value increased. Discovery Communications has delivered consistently wonderful bottom line results, generated large amounts of steadily rising free cash and allocated capital brilliantly, resulting in years of double digit value growth in good economies and bad. We are grateful for the stock price volatility in the third quarter that allowed us to add this extraordinary business to the Focus Plus strategy at a large discount to our estimate of intrinsic value. The same volatility gave us an opportunity to purchase Microsoft at a similar, large discount to our estimate of intrinsic value. After adjusting for Microsoft's large net cash position we paid less 8X free cash flow for it.

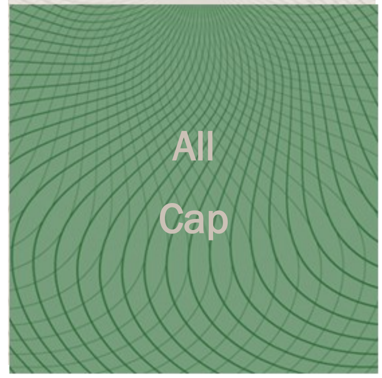
We sold Hewlett Packard, Investment Technology Group, Teva Pharmaceuticals, Time Warner Cable and Whirlpool. Each company is unique but all are discounted. We sold them because we had an opportunity to both improve our margin of safety and upgrade the already high quality of our portfolio.

The only meaningful contributor to performance was MasterCard. MasterCard is competitively entrenched, extremely well managed, and is growing its value at or above our expectations, despite less than robust economic conditions.

Detractors to performance included Hewlett Packard, Direct TV and Disney. Direct TV and Disney are growing their values steadily and we are pleased with the steps their management teams are taking to strengthen their business franchises and allocate capital intelligently. We sold Hewlett Packard despite its discount because capital allocation missteps were impeding value growth and we had the opportunity to redeploy capital into more compelling businesses with even more attractive valuations.

The annualized yield on our options averaged north of 54% as volatility increased throughout the quarter. We only wrote covered calls during the third quarter. These options give us the right to sell shares we own at prices we find desirable. In effect, we are being paid 54% to do something we would do anyway at a given price. When we sell puts these options give us the right to purchase stakes in companies we want to own at a lower price. We would like for these options to be exercised and have set aside cash for that purpose. When we sell puts we are being paid handsomely on our cash while we wait for lower prices and a corresponding larger margin of safety. Whether writing puts or calls, we employ no leverage. Unlike many market participants we use options to decrease risk. We are long term investors. Oftentimes, those on the other side of our trade are speculators. Their appetite for risk is the reason we enjoy high yields on our option positions. We are happy to provide liquidity for them.

We did not write any puts during the third quarter because the direct purchase of the companies we bought at the prices that we paid was more attractive than the returns from options giving us the right to purchase them.



VULCAN VALUE PARTNERS

Vulcan Value Partners All Cap Review

As of September 30, 2011					
			Annualized		
Investment Strategy	QTD	YTD	1 year	3 year	Since Inception*
VVP All Cap (Gross)	-13.2%	-16.8%	-	-	-16.8%
VVP All Cap (Net)	-13.4%	-17.2%	-	-	-17.2%
Russell 3000 Value Index	-16.6%	-17.7%	-	-	-17.7%
Russell 3000 Index	-15.3%	-15.7%	-	-	-15.7%

*Inception Date April 1, 2011

The All Cap strategy started operations at the beginning of the second quarter. All Cap is just an application of our investment philosophy without market cap constraints. We have a five year time horizon for each investment and will willingly sacrifice short term returns to set the stage for outsized long term, risk adjusted returns.

We purchased eleven new positions during the third quarter, which is a remarkable amount of activity for us given our five year time horizon. They were Visa, United Technologies, Parker Hannifin, Nordson, Ituran, Eaton Vance, Dover Corp, Donaldson Company, Discovery Communications, Comcast, and Bank of New York Mellon. Some of these companies we owned in the Vulcan Value Partners Large and Vulcan Value Partners Small Cap strategy. Some are companies that we have followed for many years, even decades, that are rarely cheap. They became available to us at compelling discounts as their values have risen steadily for many years and their prices declined meaningfully during the third quarter. We also added to existing positions whose values have risen and whose prices have declined.

United Technologies, Parker Hannifin, and Dover Corp are U.S. multinationals with significant operations outside the U.S. Nordson and Donaldson are smaller but also have substantial operations outside the U.S. They are all leaders in their respective industries and deliver, difficult to duplicate, value added products to their customers. All have strong balance sheets, produce high levels of free cash flow and earn attractive returns on invested capital. They are well managed and have grown their values at double digit rates over many years.

Bank of New York Mellon is a leading custody bank, which is very different from a commercial bank. Just like the manufacturing oriented United Technologies and Parker Hannifin, Bank of New York Mellon produces high levels of free cash flow, has attractive returns on invested capital, has a strong balance sheet and has significant operations outside the U.S. Its growth is driven by global growth in financial assets. Visa is similar

Vulcan Value Partners All Cap Review (Cont.)

to MasterCard, which we also own. Both company's values have compounded at a solid double digit rate since the financial crisis but Visa's stock price has underperformed. Consequently, its price to value ratio has became compelling and we were able to purchase it during the third quarter. Eaton Vance is an extremely well managed investment company that has steadily grown its value through both bull and bear markets. It is also a company we have been waiting many, many years to buy at a discount. Our patience was rewarded in the third quarter and we are thrilled to own it at the prices we paid.

Discovery Communications is a company we have owned for many years, first in the Vulcan Value Partners Small Cap strategy and later in the Vulcan Value Partners Large Cap strategy, as both its price and value increased. Discovery Communications has delivered consistently wonderful bottom line results, generated large amounts of steadily rising free cash and allocated capital brilliantly, resulting in years of double digit value growth in good economies and bad. We are grateful for the stock price volatility in the third quarter that allowed us to add this extraordinary business to the All Cap strategy at a large discount to our estimate of intrinsic value. Comcast is a company we have owned for many years as well. The company is the largest cable company in the U.S. and has valuable media assets as well. It generates substantial free cash flow and is well managed. We are pleased that stock price volatility gave us an opportunity to add it to the All Cap strategy. Last but not least, Ituran Location & Control is an Isreali company with large operations in Latin America. They sell security systems for cars which provide an annuity like free cash flow stream. They have leading market shares in all of their major markets.

We paid for these positions by reducing our stakes in less discounted companies and selling companies whose discounts and overall business quality were meaningfully less attractive than those we were buying. We sold Hewlett Packard, Investment Technology Group, Teva Pharmaceuticals, Core Logic, LPS, Speedway Motorsports and Time Warner Cable. Each company is unique but all are discounted. We sold them because we had an opportunity to both improve our margin of safety and upgrade the already high quality of our portfolio.

Top contributors to performance included Donaldson, MasterCard and Discovery Communications. All of these businesses are competitively entrenched, extremely well managed and are growing their values at or above our expectations, despite less than robust economic conditions. As mentioned above, Donaldson and Discovery Communications are new investments in the All Cap strategy.

Detractors to performance included Hewlett Packard, Janus Capital and Disney. We sold Hewlett Packard despite its discount because capital allocation missteps were impeding value growth and we had the opportunity to redeploy capital into more compelling businesses with even more attractive valuations. Janus Capital is in the investment management business. Their stock has reacted negatively to the decline in equities. Janus Capital generates strong free cash flow and should benefit as it delivers investment returns to its clients over time. Disney is growing its value steadily and we are pleased with the steps its management team is taking to strengthen their business franchises and allocate capital intelligently.

Closing

The third quarter was marked by high volatility, steep equity market declines and a weakening global economic environment. Many companies that declined in price deserved to do so. Others, whose values continued to rise, did not. We follow the latter closely and were able to take advantage of improving price to value ratios to materially improve our portfolios across the board. I am extremely proud of our research team whose discipline and hard work allowed us to execute when the opportunity presented itself. We are fully invested in financially strong, high quality companies with steadily rising values selling at steep discounts to our estimate of intrinsic value. We are pleased that we were able to preserve capital in a down market but we are even more pleased with our prospects for future compounding.

If you have additional questions about anything we are doing please feel free to contact us through Leighton DeBray at 205.803.1582 and we will do our best to answer your questions. We take our fiduciary duty to you very seriously and appreciate the confidence you have placed in us.

Sincerely,

C.T. Fitzpatrick

Chief Investment Officer

Disclosures

The performance presented is for our Large Cap Composite, Focus Composite, Focus Plus Composite, Small Composite, and All Cap Composite. The model composite portfolio performance figures reflect the deduction of brokerage or other commissions and the reinvestment of dividends and capital gains. Past performance is no guarantee of future results and we may not achieve our return goal. We have presented returns gross and net of fees. Gross of fees returns are calculated gross of management and custodial fees and net of transaction costs. Net of fees returns are calculated net of management fees and transaction costs and gross of custodian fees, taken at the highest applicable fee. The performance figures do not reflect the deduction of any taxes an investor might pay on distributions or redemptions. Our standard fees are presented in Part II of our ADV.

Value is our estimate of the price a willing buyer would pay, and a willing seller would accept, assuming neither was compelled to enter into a transaction. Total return percentages for an individual security is the performance of the security from price at initial purchase date to the price at final sale date. Actual returns for the composites holdings of those securities may differ from total return as the composites rebalanced or changed weights in the individual securities. There may be market or economic conditions which affect our performance, or that of our relevant benchmarks, that may have changed Vulcan Value Partners' views regarding the prospects of any particular investment. It should not be assumed that recommendations made in the future will be profitable or will equal the performance of the securities discussed in this letter. The information provided in this presentation is furnished as of the date shown and no representation is being made with respect to its accuracy on any future date. Vulcan Value Partners does not assume any duty to update any information in this presentation. Vulcan buys concentrated positions for our portfolios, averaging 5% in our model portfolios, which may make our performance more volatile than that of our benchmark indices and our performance may diverge from an index, positively or negatively, as a result. Our focus is on long term capital appreciation, so our clients should consider at least a five year time horizon for an investment with Vulcan.

The S&P 500 Index is an unmanaged index of 500 common stocks chosen for market size, liquidity, and industry group representation. It is a market-value weighted index. The Russell 1000® Value Index measures the performance of the large-cap value segment of the U.S. equity universe. It includes those Russell 1000 companies with lower price-to-book ratios and lower expected growth values. The Russell 2000® Index includes the 2000 firms from the Russell 3000® Index with the smallest market capitalizations. The Russell 2000® Index Value Index measures the performance of those Russell 2000 companies with lower price-to-book ratios and lower forecasted growth values. Index figures do not reflect deductions for any fees, expenses, or taxes. Investors cannot invest directly in an index.

Vulcan Value Partners is an investment advisor registered with the Securities and Exchange Commission under the Investment Advisors Act of 1940. Vulcan focuses on long term capital appreciation; targeting securities purchases that we believe have a substantial margin of safety in terms of value over price and limiting our investments to companies that we believe have sustainable competitive advantages that will allow them to earn superior returns on capital. Vulcan Value Partners claims compliance with the Global Investment Performance Standards (GIPS®). To receive a complete list and description of Vulcan Value Partners' composites and a presentation that adheres to the GIPS standards, please contact Hampton McFadden at 205.803.1582 or write Vulcan Value Partners, 3500 Blue Lake Drive, Suite 400 Birmingham AL, 35243.

Large Cap Composite Information: This portfolio strategy invests in companies with larger market capitalizations. Subject to price, any publicly traded company with above average economics that is too large be included in our small capitalization composite would be a potential investment in this portfolio. A core position is 5% so that theoretically our clients would hold 20 names diversified across various industries. It is very rare that enough companies are sufficiently discounted to warrant this level of concentration so concentration will vary with the price to value ratio. We will invest client assets in positions as small as 1% when price to value ratios are higher. We will not invest client assets in any business that is trading above our estimate of fair value. The composite benchmark is the S&P 500 which is an index of 500 stocks selected based on market size, liquidity, and sector and is designed to provide a broad snapshot of the overall U.S. equity market. New accounts that fit the composite definition are added at the beginning of the first full calendar month for which the account is under management. Closed account data is included in the composite as mandated by the standards in order to eliminate a survivorship bias. The composite was created on March 31, 2007. Portfolios below the minimum asset level of $50,000 are not included in the composite.

Focus Composite Information: This portfolio strategy invests in companies with larger market capitalizations. Subject to price, any publicly traded company with above average economics that is too large be included in our small capitalization composite would be a potential investment in this portfolio. This is a very concentrated portfolio holding between seven and fourteen positions. We will not invest client assets in any business that is trading above our estimate of fair value. The composite benchmark is the S&P 500 which is an index of 500 stocks selected based on market size, liquidity, and sector and is designed to provide a broad snapshot of the overall U.S. equity market. New accounts that fit the composite definition are added at the beginning of the first full calendar month for which the account is under management. Closed account data is included in the composite as mandated by the standards in order to eliminate a survivorship bias. The composite was created on November 30, 2007. Portfolios below the minimum asset level of $50,000 are not included in the composite.

Disclosures (Cont.)

Focus Plus Composite Information: This portfolio strategy invests in companies with larger market capitalizations. Subject to price, any publicly traded company with above average economics that is too large to be included in our small capitalization composite would be a potential investment in this portfolio. The portfolio is typically invested in between seven and fourteen names. We will use options instead of limit orders to acquire and/or sell the stock. We do not intend to employ any leverage, but will utilize options to sell volatility when it is expensive and buy volatility when it is cheap. We will focus on options which give our clients the right to buy or sell stock in companies at prices that we would buy or sell anyway, and we will generate revenue through option premiums. Generally, we plan to use options instead of buying stock directly when we can earn double digit returns from selling options. We only intend purchase options under rare circumstances, and to continue to focus on reducing risk through the purchase of qualifying companies at attractive prices. We will not invest client assets in any business that is trading above our estimate of fair value. The composite benchmark is the S&P 500 which is an index of 500 stocks selected based on market size, liquidity, and sector and is designed to provide a broad snapshot of the overall U.S. equity market. New accounts that fit the composite definition are added at the beginning of the first full calendar month for which the account is under management. Closed account data is included in the composite as mandated by the standards in order to eliminate a survivorship bias. The composite was created on March 31, 2007. Portfolios below the minimum asset level of $50,000 are not included in the composite.

Small Cap Composite Information: This portfolio strategy invests in companies with smaller market capitalizations. Subject to price, any publicly traded company with above average economics that is not "large" would be a potential investment in this portfolio. While we do not have any defined cutoffs we use the Russell 2000 as a guide to define small cap, and any small publicly traded company with reasonable economics would be a potential investment in this portfolio. A core position is 5% so that theoretically our clients would hold 20 names diversified across various industries. It is very rare that enough companies are sufficiently discounted to warrant this level of concentration so concentration will vary with the price to value ratio. We will invest client assets in positions as small as 1% when price to value ratios are higher. We will not invest client assets in any business that is trading above our estimate of fair value. The composite benchmark is the Russell 2000 Index which measures the performance of the small-cap segment of the U.S. Equity universe and includes approximately 2,000 of the smallest securities based on a combination of their market cap and current index membership. New accounts that fit the composite definition are added at the beginning of the first full calendar month for which the account is under management. Closed account data is included in the composite as mandated by the standards in order to eliminate a survivorship bias. The composite was created on March 31, 2007. Portfolios below the minimum asset level of $50,000 are not included in the composite.

All Cap Composite Information: This portfolio strategy invests in companies across all market capitalizations. Generally, positions held in this strategy will also be held in either the Large Cap or Small Cap strategies, though with sometimes differing weights. As with those strategies, a core position in this portfolio is 5% so that theoretically we would hold 20 positions diversified across various industries. Because it is rare that we would find 20 companies meeting our investment guidelines, concentration will vary with the price to value ratios we determine for companies in which we invest. We will invest client assets in positions as small as 1% when price to value ratios are higher. We will not invest client assets in any business that is trading above our estimate of fair value. The composite benchmark is the Russell 3000 Index which measures the performance of the largest 3000 US companies representing approximately 98% of the investable US Equity market. New accounts that fit the composite definition are added at the beginning of the first full calendar month for which the account is under management. Closed account data is included in the composite as mandated by the standards in order to eliminate a survivorship bias. The composite was created on April 1, 2011. Portfolios below the minimum asset level of $50,000 are not included in the composite.

All returns are expressed in US dollars.