

## INVESTMENT STRATEGY OUTLOOK – LARGE CAP EQUITY

September 30, 2013

The FMI Large Cap portfolios gained approximately 4.8% in the September quarter compared to 5.24% for the benchmark Standard & Poor's 500 Index. Stock market sectors aiding relative performance included Industrial Services, Energy Minerals and Consumer Non-Durables. Areas hurting relative performance included Process Industries, Health Technology and Technology Services. Schlumberger gained significantly in the quarter, however, Potash Corporation declined meaningfully. The year-to-date gain of the large cap portfolios and the S&P 500 has been spectacular, continuing an unusual and almost unbroken run from the March 9, 2009 lows. Since that time, the portfolios are up approximately 173% (gross) and the S&P 500, up 174%. As an aside, we are satisfied to have only modestly lagged during this remarkable period, as our conservative style doesn't lend itself to keeping up in a runaway market. If the market continues to soar, however, we are likely to lag.

According to statistics compiled by the Leuthold Group, the gain in the stock market over the past four and half years is roughly double the median gain of the 15 bull markets since 1929. The composite of the approximately four dozen different valuation measures that we monitor quarterly dipped to the 5th decile in early 2009 and is now in the 8th decile (the 10<sup>th</sup> decile being the most expensive). Moreover, as mentioned in last quarter's letter, the broad expansion of multiples across the vast majority of sectors leaves most median valuation measures equal to or higher than what existed in the 1999-2000 tech/telecom/internet bubble top. Additionally, the underlying fundamentals of the U.S. and European economies are sluggish, while the BRIC countries (Brazil, Russia, India and China) have seen slowing. While some individual companies are thriving, on average they are either in slow growth mode or are stagnant. The overriding determinant of recent and expected near-term performance appears to be monetary policy, specifically easy money. This policy, in our opinion, is largely experimental and has already artificially inflated assets across a broad spectrum; it grossly misallocates resources, makes "the rich" richer (they own the inflating assets, not the middle class), has little "wealth-effect" on spending and long-term, could potentially spur difficult-to-control inflation.

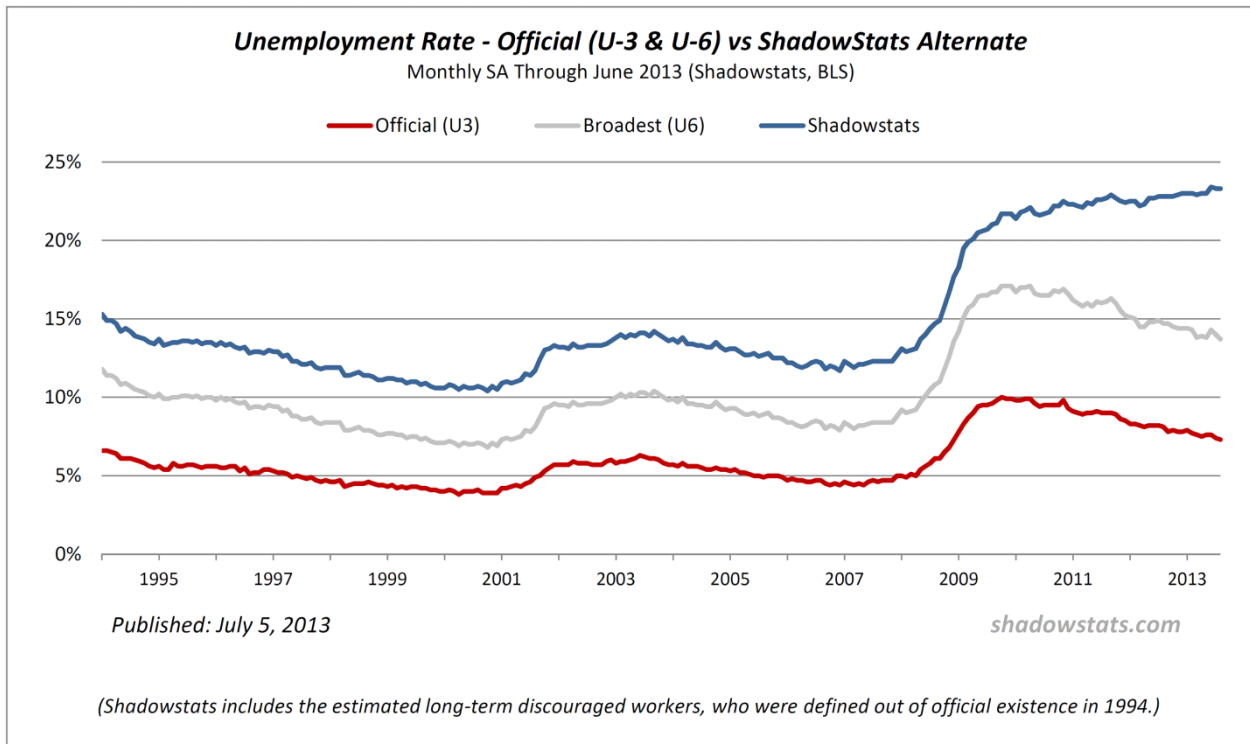
### Economic Growth and Labor

The U.S. economy remains stuck in a pattern of very low growth. The current Bloomberg estimate for 2013 real GDP growth is 1.6%. This recovery has averaged about 2% growth, which is less



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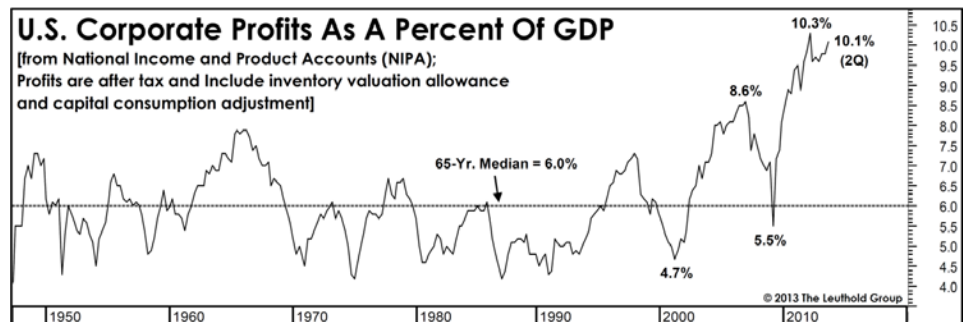
than half that of a normal recovery. Real wages have been falling. Labor Department data shows that adjusted for inflation, average hourly pay has declined 0.9% since the end of the recession in 2009. The headline unemployment rate of 7.3% has fallen, but the broader official Bureau of Labor measure of unemployment and underemployment, U6, shows a 14% rate. Remarkably, including people who are “long-term” discouraged, the figure is unofficially approximately 23% and has actually been rising during this so-called recovery, as can be seen in the chart below. A startlingly high number of people appear to be simply giving up their job search. This is unprecedented in the post-WWII period and reflects just how broken the job creation machine has become.



The labor participation rate continues to fall and is at a multi-generational low of 63.2%. Weak labor figures, combined with tepid capital formation, virtually doom the economy to slow growth. The last decade has been one of the slowest periods of fixed business investment as a percentage of GDP in the past six decades. After the initial spike off the 2009 bottom, sales and earnings growth for corporations has dropped significantly. According to the Leuthold Group, twelve month trailing Standard & Poor’s 500 Index earnings per share (EPS) are \$89.18, essentially flat from the fourth quarter of 2011.

**Profit Margins**

The fourth quarter of 2011 turned out to be the peak quarter of profitability in this cycle. Corporate profits reached 10.3% compared to the prior high of 8.6% (see chart). Today margins stand at 10.1%.



The Leuthold Group points out that contrary to what the experts believe, most of the margin expansion over the past fifteen years is not due to dramatic increases in corporate efficiency or outsourcing manufacturing to lower labor cost countries, but rather, decreases in interest rates and corporate taxes. Below is a table breaking out the difference between 1997 margins and 2013 margins. Net interest payments as a percent of sales dropped from 4.8% to 2.7%. Corporate taxes dropped from 2.9% to 2.5%. Indeed, a look at EBIT margins (earnings before interest and taxes), shows an increase of only 20 basis points since the tech era profitability peak.

Margin Expansion: From The Late 1990s Profitability Peak To Today		
NIPA Income Statement	1997:Q3	2013:Q2
Earnings Before Interest & Taxes As Pct. Of "Sales" (i.e., GDP)	15.1%	15.3%
Net Interest Payments Pct Sales	4.8%	2.7%
Corporate Income Taxes Pct Sales	2.9%	2.5%
Net Corporate Profit Margin	7.3%	10.1%

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Long-term interest rates have already moved sharply off the bottom. The 10-Year Treasury yield was 1.62% a year ago and now sits at 2.63%. This compares to the median rate of 5.95% since 1957. Corporate tax rates do not appear to be going

higher, but the absence of a decline will make for more difficult comparative earnings growth rates. Unless there is a magical gain in revenue growth or productivity, it certainly looks like profit margins are headed lower. EPS growth is obviously going to be difficult given this backdrop.

## **The Stock Market**

In spite of weak underlying fundamentals, the stock market continues to move higher. Words of caution are increasingly viewed with snobbish derision, as bullish investors become more emboldened by the day. Enormous faith has been put in the hands of our monetary and fiscal authorities and the minute any unpleasantness surfaces, they are expected to provide easy money or delay budgetary discipline. They have obliged (including the highly politicized sinking of the nomination of Lawrence Summers to lead the Fed, virtually handing the nomination to one of the most dovish Fed members). This self-fulfilling prophecy creates unreal expectations, which is currently manifested by high valuations. It is hard to imagine that the policy mistakes that led to the bubble of 2004-2007 could be repeated so soon. As mentioned earlier, our quarterly composite of 48 different valuation measures has moved into the 8<sup>th</sup> decile, reducing the downside protection for the market. One of the most difficult aspects of this market is the widespread lack of value. Normally, even in a bull market, there are a number of sectors that get beaten up, giving long-term investors opportunities to make contrary bets. These sectors are few and far between presently. Our stocks trade at a significant discount to the benchmark, but remain above average from an absolute historical perspective. We have an extensive list of terrific and durable business franchises we would like to own in the event their stock prices decline significantly. History shows markets to be much more volatile and varying than they have been over the past four years. We are ready for a return to volatility!

Below we highlight two investments.

### **Potash Corporation (POT)**

(Analyst: Karl Poehls)

#### **Description**

Potash Corporation is the world's largest fertilizer company by capacity and produces the following three primary crop nutrients: potash (K), phosphate (P), and nitrogen (N). The company has operations and business interests in seven countries and sells globally.

## **Good Business**

- Fertilizer roughly doubles the productivity of crop land, yet only accounts for approximately 20% of farmers' costs. Thus, it is an absolute necessity in the ongoing quest to feed an increasing world population, and is an excellent value.
- Potash Corporation is the world's largest potash producer with 17 million tons of total capacity planned for 2015, and has access to more than 65 years worth of scarce potash reserves in Canada.
- The company benefits from high barriers to entry in potash and phosphate rock production. It takes at least seven years to construct a conventional potash mine and costs more than \$4 billion.
- Over the trailing 5-year and 10-year periods, Potash Corporation's return on invested capital (ROIC) has averaged 22% and 17%, respectively. Therefore, its ROIC handsomely exceeds its cost of capital.
- The company maintains a strong balance sheet with net debt of \$2.8 billion, which is less than one times estimated 2013 EBITDA (earnings before interest, taxes, depreciation and amortization). Potash Corporation's interest coverage ratio exceeds 25 times.

## **Valuation**

- Over the trailing 1-year, 2-year, and 5-year periods, the stock has lagged the price return of the S&P 500 Index by 43%, 82%, and 81%, respectively. This is significant underperformance.
- Potash Corporation's forward price-to-earnings multiple (P/E) is 13.6 times. Since December 2004, the stock has traded for an average earnings multiple of 22.4 times.
- A conservative estimate of the replacement cost of the company's assets is more than 50% higher than the current stock price.
- We expect free cash flow to approach \$2.5-3.0 billion by 2015 as the company's massive potash expansion project is completed. The current dividend yield is 4.3%.

## **Management**

- The company is led by CEO Bill Doyle and CFO Wayne Brownlee. Both executives have been in senior leadership positions at Potash Corporation since the initial public offering of stock in 1989.
- Mr. Doyle has 39 years of experience in the fertilizer industry and is well respected among his peers.
- As of 2012 year-end, Mr. Doyle beneficially owned close to \$100 million of the company's stock.
- A significant component of executive compensation is directly linked to ROIC.

## **Investment Thesis**

Over the past 5 years, POT's common stock has lagged the price performance of the S&P 500 by 80%+. Investors have been concerned about potential over-capacity in the potash industry as well as a recent announcement by a key competitor to pursue a volume-over-price strategy. We believe these fears are overblown and potash prices will remain strong enough to generate attractive profits. At today's valuation, Potash Corporation's stock trades for more than 50% below a conservative estimate of the replacement value of its assets. We believe this presents an adequate margin of safety and think the stock is attractive for long-term investors.

**Bank of New York Mellon (BK)**  
(Analyst: Matthew Goetzinger)

**Description**

The Bank of New York Mellon is the world's largest custodian bank, with over \$26 trillion in assets under custody, and is one of the largest asset management companies, with \$1.4 trillion under management. The company has the most diverse service offering within the trust bank industry. BK's primary businesses are Investment Services - core custody, back and middle office outsourcing, securities clearing, execution, foreign exchange, debt issuance and trust services (72% of revenues); and Investment Management (28% of revenues).

**Good Business**

- In the custodial bank arena, BK operates within a rational oligopoly industry structure. The company commands leading market shares in each of its diversified businesses.
- Scale, long-tenured client relationships, deeply intertwined technology platforms and a global resource base all represent significant durable competitive advantages.
- Recurring fee-based businesses comprise over 80% of the company's revenues.
- The company's long-term average return on tangible common equity is over 30% and recently has been 25%, depressed by the unusual rate environment.
- BK is securely financed with a Basel III capital ratio of 9.3%. The company generates significant excess capital, which eventually should come back to shareholders.

**Valuation**

- Historically trust banks have traded in line with the S&P 500 on a P/E basis. On depressed earnings BK trades at a 4 multiple point discount to the market.
- Giving effect to a normalization in interest rates, BK's earnings power is in excess of \$4.00 per share. At a more normal P/E multiple, BK's fair value is 50-100% higher than the current price.
- Over the past ten years BK has held a median book multiple of 1.9 times, ranging from the current low of 1.1 times to a high of over 3 times.

**Management**

- Gerald Hassell has been the company's CEO since September 2011. Since joining BK thirty years ago, Hassell has had direct management responsibility for the company's broad range of investment service businesses. Hassell owns roughly one million shares outright.
- Todd Gibbons is the company's current CFO, previously served as the company's Chief Risk Officer.
- Management is focused on driving organic growth, improving margins, and returns on capital, while at the same time returning excess capital to shareholders. Management incentive compensation is tied to return on equity capital.

**Investment Thesis**

BK's numerous capital-light financial processing franchises are significantly underappreciated by the market. Despite operating with significant scale as the market leader in many recurring fee-based businesses, BK's valuation is comparable to that of a conventional bank. Over the next three to five years, BK's growth rate and multiple should expand as international economies and capital market sophistication improve, interest rates return to normal, and operating leverage allows for higher dividends and share repurchases.

Thank you for your confidence in Fiduciary Management, Inc.

**Fiduciary Management Inc.**  
**Large Cap Equity Composite**  
**12/31/2002 - 06/30/2013**

Year	Total Return Gross of Fees %	Total Return Net of Fees %	*Benchmark Return %	Number of Portfolios	Dispersion %	Three Year Ex-Post Standard Deviation		Total Composite Assets End of Period (\$ millions)	Total Firm Assets End of Period (\$ millions)	Percentage of Firm Assets %
						Composite	*Benchmark			
2003	34.29	33.15	28.68	4	0.86	n/a	n/a	\$ 20.8	\$ 2,927.0	0.71%
2004	19.32	18.46	10.88	10	0.46	n/a	n/a	\$ 48.9	\$ 3,085.8	1.58%
2005	10.22	9.57	4.91	28	0.29	n/a	n/a	\$ 192.2	\$ 3,174.4	6.05%
2006	17.91	17.15	15.79	49	0.30	n/a	n/a	\$ 491.0	\$ 3,589.4	13.68%
2007	5.05	4.34	5.49	86	0.48	n/a	n/a	\$ 1,000.2	\$ 3,960.4	25.26%
2008	-26.38	-26.91	-37.00	130	0.63	n/a	n/a	\$ 1,969.3	\$ 4,062.5	48.48%
2009	30.92	30.09	26.46	252	1.22	n/a	n/a	\$ 3,820.3	\$ 7,008.9	54.51%
2010	12.52	11.81	15.06	394	0.31	n/a	n/a	\$ 5,923.2	\$ 9,816.0	60.34%
2011	2.35	1.74	2.11	509	0.37	18.34%	18.70%	\$ 8,434.8	\$ 12,273.6	68.72%
2012	16.02	15.32	16.00	575	0.32	13.94%	15.09%	\$ 11,270.3	\$ 15,253.5	73.89%
Q1 2013	11.69	11.53	10.61	597	0.14	14.11%	14.80%	\$ 12,753.3	\$ 16,957.4	75.21%
Q2 2013	3.40	3.24	2.91	628	0.11	12.80%	13.37%	\$ 13,717.2	\$ 18,032.6	76.07%

\*Benchmark: S&P 500 Index®

Returns reflect the reinvestment of dividends and other earnings.

The above table reflects past performance. Past performance does not guarantee future results. A client's investment return may be lower or higher than the performance shown above. Clients may suffer an investment loss.

Fiduciary Management, Inc. (FMI) claims compliance with the Global Investment Performance Standards (GIPS®) and has prepared and presented this report in compliance with the GIPS standards. FMI has been independently verified for the periods 12/31/1993 - 06/30/2013. Verification assesses whether (1) the firm has complied with all the composite construction requirements of the GIPS standards on a firm-wide basis and (2) the firm's policies and procedures are designed to calculate and present performance in compliance with the GIPS standards. The Large Cap Equity composite has been examined for the periods 12/31/2000 - 06/30/2013. The verification and performance examination reports are available upon request.

FMI was founded in 1980 and is an independent investment counseling firm registered with the SEC and the State of Wisconsin. The firm manages over \$18.0 billion in assets of pension and profit sharing trusts, mutual funds, Taft-Hartley funds, insurance company portfolios, endowments and personal trusts. The firm includes both institutional and mutual fund business. Although the firm has participated in wrap programs, it is a separate and distinct business, and is excluded from firm-wide assets.

The FMI Large Cap Equity Composite was created in December 2000. These accounts primarily invest in medium to large capitalization US equities.

The FMI Large Cap Equity Composite reflects time-weighted and asset-weighted returns for all discretionary accounts with a market value greater than \$500,000 as of month end beginning January 1, 2012. From December 31, 2000 thru September 30, 2002 all accounts included were managed for at least one quarter, from October 1, 2002 to present all accounts were managed for at least one month. All returns are calculated using United States Dollars and are based on monthly valuations using trade date accounting. All accounts in this composite are fee paying. Gross of fees returns are calculated gross of management fees, gross of custodial fees, gross of withholding taxes and net of transaction costs. Net of fees returns are calculated net of actual management fees and transaction costs and gross of custodial fees and withholding taxes.

Dispersion is calculated using the equal weighted standard deviation of all accounts in the composite for the entire period. As of 12/31/2011, the trailing three year annualized ex-post standard deviation for the Composite and Benchmark are required to be stated per GIPS®.

Currently, the advisory fee structure for the FMI Large Cap Equity Composite portfolios is as follows:

Up to \$25,000,000	0.65%
\$25,000,001-\$50,000,000	0.55%
\$50,000,001-\$100,000,000	0.45%
\$100,000,001 and above	0.40%

The firm generally requires a minimum of \$3 million in assets to establish a discretionary account. High Net Worth individuals may establish an account with a minimum of \$1,000,000, however, the firm reserves the right to charge a minimum dollar fee for High Net Worth individuals depending on the client servicing involved. The minimum account sizes do not apply to new accounts for which there is a corporate, family, or other substantial relationship to existing accounts. In addition, the firm reserves the right to waive the minimum account size and minimum annual fee under certain circumstances. A complete list and description of all firm composites is available upon request.

Policies for valuing portfolios, calculating performance, and preparing compliant presentations are available upon request.

The S&P 500 Index® is widely regarded as the best single gauge of the U.S. equities market. This index includes 500 leading companies in leading industries of the U.S. economy. Although the S&P 500® focuses on the large cap segment of the market, with approximately 75% coverage of U.S. equities, it is also an ideal proxy for the total market.

The Large Cap Equity composite uses the S&P 500 Index® as its primary index comparison.