



KEELEY Small-Mid Cap Value Fund

Class A KSMVX
Class I KSMIX

Investment Objective

Seeks long-term capital appreciation through investments in small capitalization companies that we believe are undervalued. Companies generally have a market capitalization below \$7.5 billion at the time of purchase.

Risks

Smaller and medium-sized company stocks are more volatile and less liquid than larger more established company securities.

Investment Philosophy

Our philosophy is to deliver above average long-term results, while reducing portfolio risk through the application of a disciplined, opportunistic, and unique investment strategy. Our investment team uses a bottom-up, fundamental approach to stock selection focusing the majority of the portfolio on companies undergoing internal corporate restructuring.

Investment Focus⁽³⁾

Large			
Medium			
Small			

Value Blend Growth

KEELEY funds

Shareholder Services
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Distributed by:

Keeley Investment Corp.
Member FINRA/SIPC
312-786-5050
800-533-5344
312-786-5003 fax

Quarterly Update 12/31/2011

Fund Profile

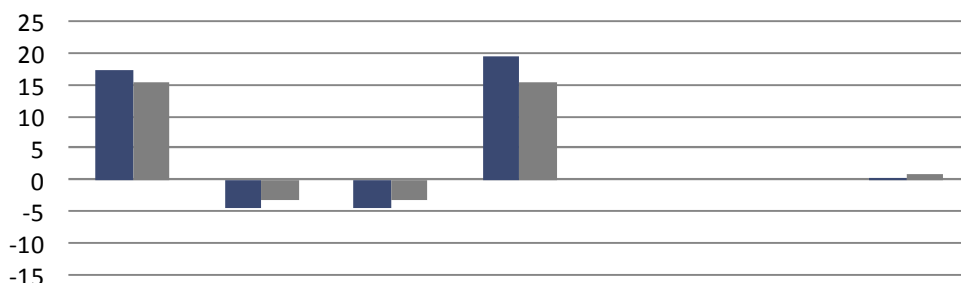
Total Net Asset	\$153,520,569
Number of Holdings	102
Asset Allocation (%)	
Equity	98.5
Cash & Equivalents	1.5
Expense Ratio	
Gross Expense Ratio (Class A Shares)	1.78%
Waiver/Expense Reimbursement*	-0.39%
Gross Expense Ratio (Class I Shares)	1.53%
Waiver/Expense Reimbursement*	-0.39%
Net Expense Ratio*:	
Class A Shares (KSMVX)	1.39%
Class I Shares (KSMIX)	1.14%

Top Ten Holdings⁽¹⁾ - % of Net Assets

Greenbrier Companies, Inc.	1.47%
Generac Holdings, Inc.	1.38%
Colfax Corp.	1.21%
Epoch Holding Corp.	1.15%
Arthur J. Gallagher & Co.	1.14%
Kansas City Southern	1.12%
Boston Private Financial Holdings, Inc.	1.12%
Foot Locker, Inc.	1.10%
Wyndham Worldwide Corp.	1.09%
AMC Networks, Inc.	1.09%

Total % of portfolio: 11.87%

Average Annual Total Returns - as of December 31, 2011



	3 months	YTD	1 Year	3 Year	5 Year	10 Year	S.I.**
KEELEY Small-Mid Cap Value Fund Class A (KSMVX) - without load	17.45	-4.39	-4.39	19.62	n/a	n/a	0.09
KEELEY Small-Mid Cap Value Fund Class A (KSMVX) - with load	12.19	-8.65	-8.65	17.77	n/a	n/a	-0.95
KEELEY Small-Mid Cap Value Fund Class I (KSMIX)	17.52	-4.07	-4.07	19.93	n/a	n/a	0.37
Russell 2500 Value Index⁽²⁾	15.45	-3.36	-3.36	15.48	n/a	n/a	0.94

* The Fund's Adviser, Keeley Asset Management Corp., has contractually agreed to waive a portion of its fee or reimburse the Fund to the extent that total operating expenses during the current fiscal year exceed 1.39%. The waiver for the Small-Mid Cap Value Fund is in effect through January 31, 2012

** Average Annualization: Inception (S.I.) date is 08.15.07

"Without load" does not reflect the deduction of the maximum 4.50% sales fee (load), which reduces the performance quoted.

Past performance does not guarantee future results. The performance data quoted represents past performance and current returns may be lower or higher. The investment return and principal will fluctuate so that an investor's shares, when redeemed, may be worth more or less than the original cost. For an additional prospectus or to view the most current performance data visit us at www.KeeleyFunds.com. Please read the prospectus carefully before investing.

Portfolio Managers:

Lead PM: John L. Keeley, Jr.
Asst. PM: Brian R. Keeley

Inception Date: 08/15/2007

GICS Sectors	KSMVX	Russell 2500 Value ⁽²⁾
Consumer Discretionary	18.55%	12.73%
Consumer Staples	2.95%	3.22%
Energy	11.59%	4.68%
Financials	12.90%	33.32%
Health Care	7.67%	5.37%
Industrials	30.36%	14.41%
Information Technology	2.06%	9.48%
Materials	8.56%	5.76%
Telecommunication Svc	0.00%	0.69%
Utilities	3.61%	10.64%

Portfolio Characteristics	KSMVX	Russell 2500 Value ⁽²⁾
Average Market Cap	\$3.4 B	\$2.4 B
Median Market Cap	\$2.0 B	\$559 M
Price/Earnings*	14.52x	13.18x
Price/Book*	1.67x	1.25x
Price/Cash Flow*	6.01x	6.67x
Price/Sales*	0.89x	0.74x
Alpha**	0.54	
Beta***	1.24	1.00
Standard Deviation****	27.31%	21.64%

* Last 12 Months

** Alpha is a measure of performance on a risk-adjusted basis. Alpha takes the volatility (price risk) and compares its risk-adjusted performance to a benchmark index. A positive alpha of 1.0 means the fund has outperformed its benchmark index by 1%. Number shown reflects the trailing one year alpha.

*** Beta is the current measure of a portfolio's risk in relation to the market or a benchmark. For example, a benchmark or index will have a beta of 1, so any portfolio with a higher beta is more volatile than the benchmark. Any with a lower beta may be less volatile than the market. Number shown reflects the trailing one year beta.

**** Standard deviation is a statistical measurement of historical volatility and can be used to gauge the amount of expected volatility. A large dispersion indicates how much a fund is deviating from the expected normal returns. Number shown reflects the trailing one year standard deviation.

Quarterly Update 12/31/2011

Performance Contribution - as of December 31, 2011

Top Contributors	Returns %	Contribution to Return %
Greenbrier Cos. Inc.	108.41%	0.89%
Epoch Holding Corp.	63.82%	0.64%
Generac Holdings Inc.	49.02%	0.53%
Tronox Inc.	53.85%	0.48%
Magnum Hunter Resources Corp.	62.84%	0.45%

Largest Detractors	Returns %	Contribution to Return %
PHH Corp.	-19.03%	-0.16%
First American Financial Corp.	-12.50%	-0.12%
Walter Investment Management Corp.	-10.55%	-0.08%
EXCO Resources Inc.	-11.57%	-0.08%
Wright Medical Group Inc.	-7.72%	-0.06%

KEELEY Small-Mid Cap Value Fund rankings and performance are based on past performance at net asset value.

(1) Portfolio holdings will change, and should not be considered purchase recommendations. Top holdings do not reflect cash, money markets or options/futures contracts holdings.

(2) The Russell 2500 Value Index is an unmanaged index that measures the performance of those Russell 2500 companies with lower price-to-book ratios and lower forecasted growth rates.

(3) The Morningstar Style Box™ reveals a fund's investment style. For equity funds the vertical axis shows the market capitalization of the stocks owned and the horizontal axis shows investment style (value, blend or growth). For fixed-income funds the vertical axis shows the average credit quality of the bonds owned, and the horizontal axis shows interest rate sensitivity as measured by a bond's duration (short, intermediate or long).

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Securities in the Fund may not match those in the indexes and performance of the Fund will differ. Direct investment in an index is not possible. KEELEY Small-Mid Cap Value Fund is distributed by Keeley Investment Corp.

Data presented herein was obtained from FactSet, Whilshire Associates, and/or U.S. Bank N.A.