



**INVESTMENT OBJECTIVE**

Seeks long-term capital appreciation through investments in small-capitalization companies that we believe are undervalued, but have a stable or improving earnings record and sound finances. Companies generally have a market capitalization below \$3.5 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 DISCIPLINE**

The Fund managers focus on identifying undervalued small-capitalization companies with stable or improving earnings records and sound finances.

Among the characteristics that the Fund managers focus on in evaluating companies are financial productivity, solid management, a sound business model and competitive advantages. Value is analyzed by looking at price relative to the true economic value of the company.

**FUND PROFILE**

Total Net Asset	\$4,649,954,695
Number of Holdings	170
Weighted Avg. Market Cap	\$2,159,456,692
Expense Ratio	
Class A Shares (KSCVX)	1.36%
Class I Shares (KSCIX)	1.11%
Asset Allocation (%)	
Equity	100.0
Cash & Equivalents	0.0

**TOP TEN HOLDING COMPANY NAME (3)**

Total % of portfolio: 13.27 %

Walter Energy, Inc.	1.61%
AmerisourceBergen Corp.	1.46%
Bucyrus International, Inc.	1.40%
Hanover Insurance Group, Inc.	1.31%
Waddell & Reed Financial, Inc.	1.28%
Hill-Rom Holdings, Inc.	1.27%
Ashland, Inc.	1.27%
TreeHouse Foods, Inc.	1.25%
HCC Insurance Holdings, Inc.	1.23%
EXCO Resources, Inc.	1.19%

**LIPPER LEADERS (2) - as of 12.31.09**

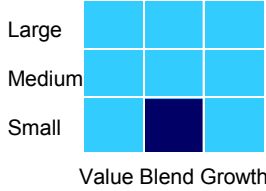


Overall Tax Efficiency  
Small Cap Core Funds out of 631

As of 12.31.09 Lipper ratings for Overall Tax Efficiency reflect funds' historical success in postponing taxable distributions relative to peers. The Overall rating is calculated monthly, based upon an equal-weighted average of percentile ranks for each measure over three-, five-, and ten-year periods (if applicable).

An investor should consider the Fund's investment objectives, risks, and expenses carefully before investing. More information about the investment company can be found in the Fund's prospectus. To obtain an additional prospectus, please visit [www.KeeleyFunds.com](http://www.KeeleyFunds.com). Please read the prospectus carefully before investing.

**INVESTMENT FOCUS (6)**



**SECTOR DIVERSIFICATION [%]**

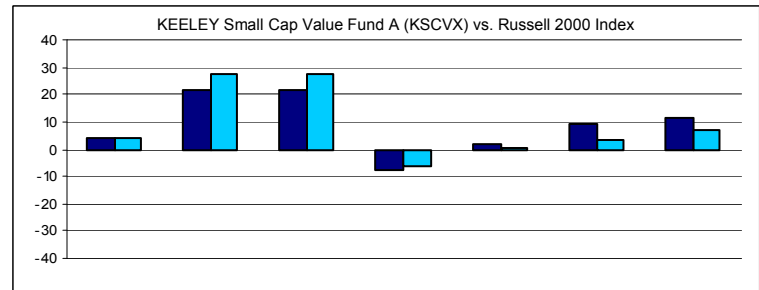
Accommodation and Food Services	3.85%
Administrative Support & Waste Mgmt.	2.18%
Construction	3.41%
Finance & Insurance	16.16%
Health Care & Social Assistance	0.94%
Information	1.75%
Management of Companies & Enterprises	1.34%
Manufacturing	40.24%
Mining	11.58%
Professional, Scientific & Technical Services	3.50%
Real Estate, Rental & Leasing	1.51%
Retail Trade	3.33%
Transportation & Warehousing	3.53%
Utilities	2.92%
Wholesale Trade	3.40%

**PERFORMANCE (%)**

**CALENDAR YEAR TOTAL RETURNS (LAST 6 YEARS)**

	2004	2005	2006	2007	2008	2009
KEELEY Small Cap Value Fund Class A (KSCVX) - without load	32.94	16.12	19.55	7.17	-40.18	21.67
Russell 2000 Index (4)	18.33	4.55	18.37	-1.57	-33.79	27.17
Russell 2000 Value Index (5)	22.25	4.71	23.48	-9.78	-28.92	20.58

**AVERAGE ANNUAL TOTAL RETURNS — as of 12.31.09**



	3 Mos	YTD	1Yr	3Yr	5Yr	10Yr	S.I.*
KEELEY Small Cap Value Fund Class A (KSCVX) - without load	3.85	21.67	21.67	-7.95	1.61	8.94	11.24
KEELEY Small Cap Value Fund Class A (KSCVX) - with load	-0.82	16.19	16.19	-9.35	0.67	8.44	10.93
KEELEY Small Cap Value Fund Class I (KSCIX)**	3.97	22.02	22.02	-7.78	1.71	9.00	11.28
Russell 2000 Index (4)	3.87	27.17	27.17	-6.07	0.51	3.51	7.16

\* Annualization: Inception (S.I.) date is 10.1.93

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. Most current performance data may be obtained at [www.KeeleyFunds.com](http://www.KeeleyFunds.com). "Without load" does not reflect the deduction of the maximum 4.50% sales fee (load), which reduces the performance quoted.

\*\*The Institutional share class commenced operations on December 31, 2007. Performance prior to that date is hypothetical, based on Class A shares adjusted for the difference in expenses. Results are substantially similar because all classes invest in the same portfolio of securities, differing only to the extent the share classes have different expenses.



**INVESTMENT PHILOSOPHY**

**Internal Corporate Restructuring**

Value-driven strategy investing in companies undergoing corporate restructuring that possess strong fundamentals, solid growth potential and reasonable valuation parameters.

**Market Inefficiency / Lack of Coverage**

The common thread in the restructuring events that we concentrate on is that these events create inefficiencies in the marketplace, where, for a period of time there is little to no Wall Street research or sponsorship for these stocks. It is precisely this lack of coverage that gives us our edge—our ability to buy a stock at a discount to our assessment of fair market value.

**Valuation & Research**

Our investment team pays strong attention to valuation focusing on free cash flow. The discipline with respect to valuation is the foundation of our rigorous “in-house” research effort.

**Unique and Repeatable**

We like to say that “we are a value manager that is simply looking in places where others are not.” The distinctive qualities of our philosophy provide our clients with unique investment opportunities relative to our peers. Additionally, since we have been managing money using this process for over 25 years, our strategy is easily repeatable, and has remained consistent throughout the vast assortment of market cycles we have experienced.

**LIPPER SCORE- as of 12.31.09 SMALL CAP CORE / EQUITY FUNDS CATEGORY (1)**

Category	5Yrs Score / # Funds	10Yrs Score / # Funds	Overall Score / # Funds
Tax Efficiency / Small Cap Core Funds	Lipper Leader / 522 Funds	Lipper Leader / 269 Funds	Lipper Leader / 631 Funds

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

(1) KEELEY Small Cap Value Fund ratings are subject to change every month and are based on an equal weighted average of percentile ranks for the Total Return metrics over 3-, 5-, and 10- year periods (if applicable).

The highest 20% of funds in each peer group are named Lipper Leaders for Tax Efficiency, the next 20% receive a score of 4, the middle 20% are scored 3, the next 20% are scored 2, and the lowest 20% are scored 1. The KEELEY Small Cap Value Fund in Lipper’s Small Cap Core Funds category, was designated a Lipper Leader for Tax Efficiency for the following time periods: 5-year among 522 funds, 10-year among 269 funds and Overall among 631 funds.

(2) Lipper ratings are not intended to predict future results, and Lipper does not guarantee the accuracy of this information. More information is available at [www.lipperleaders.com](http://www.lipperleaders.com). Lipper Leader Copyright 2003, Reuters, All Rights Reserved.

The Lipper Small Cap Core category contains funds that invest at least 75% of their equity assets in companies with market capitalization (on a three-year weighted basis) less than 25% of the dollar- weighted median of the smallest 500 of the middle 1,000 securities of the S&P SuperComposite 1500 Index. Small Cap core funds typically have an average price-to-earnings ratio, price-to-book ratio and three-year sales-per-share growth value, compared to the S&P Small Cap 600 Index.

**PORTFOLIO CHARACTERISTICS**

	KEELEY Small Cap Value Fund	Russell 2000 Index (4)
Price/Earnings*	17.17x	15.92x
Price/Book*	1.68x	1.58x
Price/Cash Flow*	6.15x	6.30x
Price/Sales*	0.74x	0.00x
Beta**	1.07	1.00

\* Last 12 Months

\*\* 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 average beta over three-years.

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

(4) The Russell 2000 Index is an unmanaged index that measures the performance of the bottom 2,000 companies (based on market capitalization) in the Russell 3000 Index, an index representing approximately 98% of the U.S. equity market. Since inception benchmark returns are from 10/1/93.

(5) The Russell 2000 Value Index is an unmanaged index that measures the performance of those Russell 2000 companies with lower price-to-book ratios and lower forecasted growth rates.

(6) The Morningstar Style Box™ reveals a fund’s investment strategy. 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 Cap Value Fund is distributed by Keeley Investment Corp.