

Form ADV Part 2A

Riverbridge Partners, LLC
1200 IDS Center
80 South Eighth Street
Minneapolis, MN 55402

Phone: 612-904-6200
Fax: 612-904-6250
Toll Free: 877-904-6200
www.Riverbridge.com

March 17, 2014

This brochure provides information about the qualifications and business practices of Riverbridge Partners, LLC. Should there be any questions about the contents of this brochure, please contact us at 612-904-6200 or www.Riverbridge.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.

Riverbridge Partners, LLC is an SEC-registered investment adviser. Registration of an investment adviser does not imply any level of skill or training.

Additional information about Riverbridge Partners, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

Item 2 Material Changes

SUMMARY OF MATERIAL CHANGES

This summary discusses material changes that have been made to the disclosure document (Form ADV Part 2) that we provide to clients as required by SEC rules. The changes discussed here are the changes made since the date of our last annual update of our disclosure document, March 22, 2013.

Material Changes Since March 22, 2013

- Item 5: We use our valuation for purposes of fee calculation unless the client requests a different calculation method.
- Item 10: Riverbridge Partners has registered representatives of an unaffiliated broker/dealer, IMST Distributors, LLC (Foreside), to market the Riverbridge Mutual Funds.
- Item 15: There may be a discrepancy between our portfolio value and the custodian's portfolio value reported to the client due to security valuation differences and other factors.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that our clients receive a summary of any material changes to our brochures within 120 days of the close of Riverbridge Partners' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary. We will provide our clients with a new brochure as necessary based on changes or new information, at any time, without charge. The brochure may be delivered in paper format or through an electronic delivery method. Our brochure may be requested by contacting Nancy L. Archer at 612-904-6227 or NancyA@Riverbridge.com. Additional information about Riverbridge Partners, LLC is also available via the SEC's website www.adviserinfo.sec.gov.

Item 3 Table of Contents

Item 1	Cover Page	1
Item 2	Material Changes	2
Item 3	Table of Contents	3
Item 4	Advisory Business.....	4
Item 5	Fees and Compensation.....	6
Item 6	Performance-Based Fees and Side-by-Side Management.....	7
Item 7	Types of Clients	8
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	8
Item 9	Disciplinary Information.....	9
Item 10	Other Financial Industry Activities and Affiliations.....	10
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	11
Item 12	Brokerage Practices	12
Item 13	Review of Accounts.....	17
Item 14	Client Referrals and Other Compensation	18
Item 15	Custody	19
Item 16	Investment Discretion.....	19
Item 17	Voting Client Securities	20
Item 18	Financial Information	20
	Other Disclosure: ERISA Section 408(b)(2) Disclosure.....	20
	Other Disclosure: Charitable Donations	22
	Questions	22

Item 4 Advisory Business

Riverbridge Partners, LLC (Riverbridge Partners) was founded in 1987 and is an investment manager for institutions and high net worth individuals. Since its inception, Riverbridge Partners has remained an investment-centric firm. Our portfolios are managed by an investment team whose senior members average over 20 years at the firm.

Riverbridge Partners offers growth-oriented investment services by investing in equity securities, which we believe will provide high returns over the long term. We invest in high-quality growth companies that demonstrate the ability to sustain strong secular earnings growth. Riverbridge Partners believes earnings power determines the value of a franchise. We focus on companies that are building their earnings power and intrinsic value over long periods of time. The quality of our defined, timeless investment process has been tested and proven in various types of market cycles.

In December 2012, Northill US Holdings, Inc., part of the Northill Capital Group (“Northill”), acquired approximately 58% of Riverbridge Partners. Northill provides equity capital to asset management firms. Ultimate ownership of Northill rests with entities associated with Ernesto and Donata Bertarelli of Switzerland. The remaining interest in Riverbridge Partners, LLC is employee owned. The Board of Governors of Riverbridge Partners consists of the following individuals:

Jonathan M. Little, Northill
Richard D. Potter, Northill
Mark A. Thompson, Riverbridge Partners/Chief Investment Officer, Portfolio Manager
Rick D. Moulton, Riverbridge Partners/Portfolio Manager
Andrew W. Turner, Riverbridge Partners/Relationship Manager

Employee-owners of Riverbridge Partners include Mark Thompson, Rick Moulton and Andrew Turner.

The Riverbridge Partners' Advisory Services Team provides asset management services and manages equity portfolios according to the client's designated investment objectives. We manage client accounts on a discretionary basis, subject to any expressed client-imposed restrictions. This means we determine which securities are to be purchased or sold, the broker or dealer used to effect such transactions, and the sales commission, except as restricted by the client. The Advisory Services Team generally provides services to institutions, sub-advisory relationships, investment company clients, and high net worth individuals.

The Riverbridge Partners' Private Wealth Team will customize portfolios to meet the client's capital appreciation and income needs, and regularly review the client's goals and objectives with the client. The Private Wealth Team generally provides services to high net worth individuals and families. Although the firm does not hold itself out as providing financial planning or related consulting services, to the extent specifically requested by a client, we *may* provide limited consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Neither Riverbridge Partners, nor any of its representatives, serves as an attorney, accountant, or insurance agent, and no portion of Riverbridge Partners' services should be construed as same. To the extent requested by a client, we may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.). The client is under

no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Riverbridge Partners.

Please note: If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

Riverbridge Mutual Funds- Effective December 31, 2012, Riverbridge Partners launched and serves as investment adviser to the Riverbridge Growth Fund (the "Growth Fund"). The Riverbridge Eco Leaders Fund was also effective on December 31, 2012, but will not be launched, funded, or otherwise available for purchase at this time. The funds are each a series of the Investment Managers Series Trust. More information concerning the Growth Fund, including advisory fees and investment minimums, is available in the fund's prospectus.

Client Obligations-In performing our services, we shall not be required to verify any information received from the client or from the client's other professionals, and we are authorized to rely on this information. Moreover, it is the client's responsibility to promptly notify us if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating and revising our previous recommendations and/or services.

WRAP Fee Programs-Riverbridge Partners provides portfolio management services under a so-called "wrap fee" arrangement offered by broker-dealer sponsors. We invest the WRAP fee program accounts using the same base model portfolios used for non-WRAP program accounts. The broker-dealer recommends us as an investment adviser for a certain strategy or strategies, pays our management fee on behalf of the client, monitors and evaluates our performance, executes the client's portfolio transactions without commission charge, and provides custodial services for the client's assets. These services, or any combination of these or other services, are provided for a single fee paid by the client to the broker-dealer. Our investment advisory fee under such a "wrap fee" arrangement occasionally will differ from that offered to other clients. Transactions are effected "net", i.e. without commissions, and a portion of the wrap fee is generally considered as being in lieu of commissions. Trades are generally required and/or expected to be executed only with the broker-dealer with whom the client has entered into the wrap fee arrangement, so we may not be free to seek best price and execution by placing transactions with other brokers and dealers.

While it has been our experience that broker-dealers with whom it presently deals under the clients' wrap fee arrangements generally can offer best price for transactions in listed equity securities, no assurance can be given that this will continue to be the case with those or other broker-dealers who may offer wrap fee arrangements, nor with respect to transactions in other types of securities. Accordingly, the client may wish to satisfy him/herself that the broker-dealer offering the wrap fee arrangement can provide adequate price and execution of most or all transactions. The client might also consider that, depending upon the level of the wrap fee charges by the broker-dealer, the amount of portfolio activity in the client's account, the value of custodial and other services which are provided under the arrangement, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately, and if we were free to negotiate commissions and seek best price and execution of transactions for the client's account. Our account minimum size under the "wrap fee" arrangement will generally be lower than the minimum offered to other clients.

Assets under Management-Our regulatory assets under management as of December 31, 2013 were \$5.718 billion. Riverbridge Partners managed these assets on a discretionary basis. In addition, we have Intellectual Property clients that only require we deliver our model. The assets managed under this non-discretionary basis as of December 31, 2013 were \$1.085 billion, and these assets are not calculated by the firm as part of the regulatory assets under management.

Item 5 Fees and Compensation

The fee schedules of Riverbridge Partners generally call for clients to pay an annual fee of less than 1.5% of assets under management. We generally require a \$1 million aggregate asset minimum for investment advisory services. We may, at our sole discretion, waive the minimum and/or charge a lesser investment management fee based upon certain criteria such as the following:

- institutional clients and/or sub-advisory arrangements
- anticipated future additional assets
- dollar amount of assets to be managed
- related accounts
- account composition
- negotiations with the client

There are inherent conflicts of interest as a result of the different types of clients serviced and the fees paid by those clients. We have policies and procedures designed to mitigate those conflicts.

As a standard practice, Riverbridge Partners' fee is billed quarterly in arrears based on the value of assets under management on March 31, June 30, September 30 and December 31. At the client's request, their management fee may be billed monthly or may be pre-paid. We use unaffiliated vendors in an effort to ensure fair valuation of the assets under management. We use our valuation for purposes of fee calculation unless the client requests a different calculation method.

All services are included in our management fee. Riverbridge Partners may bill a flat fee for financial planning, consulting or for advising on assets not under our management.

Riverbridge Partners may also enter into performance based fee arrangements with clients that are "Qualified Clients" (see *Performance-Based Fees* in Item 6). A common example of a performance based fee arrangement is as follows: An incentive fee shall be earned by Riverbridge Partners in any calendar year in which the value of the account increases by more than 5% (adjusted for any and all additions or withdrawals). The incentive fee amount shall be 20% of the excess appreciation (above 5%) as long as the account value has reached a new "high water mark" at that point in time. In addition, there shall be a base fee of .50% of assets under management in the performance based fee account.

The Riverbridge Partners' *Investment Advisory Agreement* and the custodial clearing agreement may authorize the custodian to debit the client account for the amount of our investment advisory fee and to directly remit that management fee to us in compliance with regulatory procedures. The client may choose to be billed directly. In the event that Riverbridge Partners bills the client directly, payment is due upon receipt of our invoice. The *Investment Advisory Agreement* between Riverbridge Partners and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, we shall debit the account or bill the client directly for the portion of the unpaid advisory fee paid based upon the number of days that

services were provided during the billing quarter. Upon termination of a pre-paid fee account, we will refund the number of days that services were not provided during the billing quarter.

Clients will pay certain other fees and expenses to third parties, not us, in connection with the management of their account. Broker-dealers charge brokerage commissions and/or transaction fees for effecting certain securities transactions. Transaction fees are charged for certain no-load mutual funds and commissions are charged for individual equity and fixed income securities transactions. When beneficial to the client, individual debt or equity transactions may be effected through broker-dealers with whom Riverbridge Partners or the client have entered into arrangements for prime brokerage clearing services. In this event, the client shall incur both the transaction fee charged by the executing broker-dealer and a "tradeaway" fee charged by the designated custodian. If Riverbridge Partners invest client assets in mutual funds, clients will pay those customary fees charged directly by such funds to their investors, which typically include investment advisory fees and other fees and expenses. Riverbridge Partners' advisory fee is in addition to these fees and as a result, clients will pay two levels of advisory fees with respect to such investments.

If Riverbridge Partners recommends shares of the Riverbridge Growth Fund to clients for whom such an investment is suitable, Riverbridge Partners will waive its separate advisory fee on those advisory client assets invested in the Growth Fund to avoid "double-dipping" on advisory fees.

Because Riverbridge Partners does not physically custody client assets, clients will use a third-party custodian and may pay fees charged by that custodian. To the extent a client's custodian is also a broker-dealer and provides transaction services, any such brokerage and other transaction costs are typically set forth in the client's agreement with the custodian. Please also see Item 12 below for information concerning Riverbridge Partners' brokerage practices.

Riverbridge Partners' fees for advisory services to the Riverbridge Mutual Funds are available in the funds' prospectus.

Item 6 Performance-Based Fees and Side-by-Side Management

Riverbridge Partners provides investment advisory services to certain accounts on a *Performance Fee* basis in accordance with Rule 205-3 of the Investment Advisers Act of 1940. Rule 205-3 permits a registered investment adviser to enter into an agreement with certain sophisticated clients who have the capacity to bear the potential additional risks of such a fee arrangement. An investment adviser can rely on Rule 205-3 only if the *performance fee* agreement is with "eligible" clients. Eligible clients are defined in the Rule as natural persons and companies that have *either* at least \$1 million under management with Riverbridge Partners immediately after entering into a *performance fee* agreement or a net worth at the time the agreement is entered into in excess of \$2 million excluding the value of the client's primary residence and the amount of debt secured by the property that is no greater than the property's current market value. Indebtedness secured by the primary residence will be considered a liability if it exceeds the fair market value of the property or was incurred within 60 days before entering into the contract with Riverbridge. If a client enters into a *performance fee* arrangement with Riverbridge Partners, the client will be required to represent and/or warrant that they:

- (1) are an "eligible" client as defined immediately above;
- (2) understand that Riverbridge Partners is relying upon such representation for compliance with Rule 205-3;

(3) understand that the *Performance Fee* may be an incentive for Riverbridge Partners to make investments that are riskier or more speculative than would be the case absent a *Performance Fee*.

Such *Performance Fee* arrangements also create an incentive to favor higher-fee paying accounts over other accounts that use the same investment strategy but only a charge an asset-based fee (known as “side-by-side management”). This incentive could cause an investment adviser to allocate the “best” investment opportunities only to the higher-fee account and the better-executed trades to the higher fee account. Riverbridge Partners has procedures addressing the allocation of investment opportunities and the execution of client trades that are designed and implemented to ensure that all clients are treated fairly and equally over time and that no client is systematically disadvantaged. Such procedures are generally described in Item 12 below. Riverbridge Partners also reviews the investment performance of the performance-based fee accounts against the performance of similar accounts to identify any differences that might be caused by such favoritism.

Item 7 Types of Clients

Riverbridge Partners provides investment management services to institutions, corporations, partnerships, pension and profit sharing plans, foundations, charitable organizations, banks, investment companies, individuals, trusts and estates.

We generally require a \$1 million aggregate asset minimum for investment. We may, in our sole discretion, waive the minimum for investment. Our account minimum size under the “wrap fee” arrangement will generally be lower than the minimum offered to other clients.

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

Riverbridge Partners believes earnings power determines the value of a franchise. We focus on companies that are building their earnings power and building the intrinsic value of the company over long periods of time. The Riverbridge Partners’ Investment Team looks to identify and invest in companies that meet our investment criteria. Riverbridge Partners seeks companies that can achieve sustainable high returns on invested capital. We also look for:

- Sound Management
- Unit Growth
- Market Position
- Sound Accounting Practices

The Riverbridge Partners generally invests in growth equity securities of companies of any size, including small and mid-capitalization companies. All portfolios are aligned to a model portfolio. As a result, dispersion between accounts is relatively small. Riverbridge Partners concentrates on outperforming our portfolio benchmarks over longer periods of time. The Riverbridge Partners’ portfolio turnover is generally less than 30% annually. The Riverbridge Partners’ portfolios generally seek to remain fully invested at all times; cash is a residual of our investment process.

The Riverbridge Private Wealth Team, as stated earlier, customizes portfolios to meet the client’s capital appreciation and income needs. Customized portfolios may be diversified across asset classes (stocks, bonds, cash, etc.) Our fixed income investment strategy focuses on investment grade fixed income securities.

Risks – Investing in securities involves risk of loss that clients should be prepared to bear. There is no assurance that an investment will provide positive performance over any period of time. Past performance is no guarantee of future results and different periods and market conditions may result in significantly different outcomes. Material risks are set forth below, but this section does not attempt to identify every risk, or to describe completely those risks it does identify.

Clients invested in the Riverbridge Partners' portfolios may experience a loss of principal. Volatility of financial markets can expose our clients' investments in our portfolios to market risk. Market risk may affect a single issuer, industry, section of the economy or geographic region, or it may affect the market as a whole. Securities of small and mid-capitalization companies generally involve greater risk than securities of larger capitalization companies because they may be more vulnerable to adverse business or economic developments. Securities of small and mid-cap companies may be less liquid and more volatile than securities of larger capitalization companies or the market averages in general. Growth stock prices frequently reflect projections of future earnings or revenues, and if earnings growth expectations are not met, their valuations may return to more typical norms, causing their stock prices to fall.

Clients of the Riverbridge Private Wealth Team will be subject to the following additional risks to the extent these strategies or investments are used in their accounts. Asset allocation risk: Asset allocation may have a more significant effect on account value when one of the more heavily weighted asset classes is performing more poorly than the others. Diversification and strategic asset allocation do not assure profit or protect against loss in declining markets. Fixed income risks, including: *interest rate risk*, which is the chance that bond prices overall will decline because of rising interest rates; *income risk*, which is the chance that a strategy's income will decline because of falling interest rates; *credit risk*, which is the chance that a bond issuer will fail to pay interest and principal in a timely manner, or that negative perceptions of the issuer's ability to make such payments will cause the price of that bond to decline; and *call risk*, which is the chance that during periods of falling interest rates, issuers of callable bonds may call (repay) securities with higher coupons or interest rates before their maturity dates. The account would then lose any price appreciation above the bond's call price and would be forced to reinvest the unanticipated proceeds at lower interest rates, resulting in a decline in the strategy's income. To the extent an account invests in bonds issued by local governments, such bonds are subject to the fixed income risks described above as well as the following risks: legislative risk- the risk that a change in the tax code could affect the value of tax-exempt interest income; and liquidity risk- the risk that investors may have difficulty finding a buyer when they want to sell and may be forced to sell at a significant discount to market value. Liquidity risk is greater for thinly traded securities such as lower-rated bonds, bonds that were part of a small issue, bonds that have recently had their credit rating downgraded or bonds sold by an infrequent issuer.

Item 9 Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to the client's evaluation of their firm or the integrity of their management. Riverbridge Partners has no information responsive to this Item.

Item 10 Other Financial Industry Activities and Affiliations

Certain advisory clients of Riverbridge Partners have invested in private investment funds that have connections to Riverbridge Partners: Riverbridge Investment Partners, LLLP, Wilke/Thompson Investment Partners II, LLP and UroMed Funding, LLC (the “Private Funds”). The Private Funds are not advisory clients of Riverbridge Partners; however, Riverbridge Partners is entitled to receive a small administrative fee from the Private Funds for certain limited administrative tasks it performs. Such fees are disclosed in each fund’s annual audited financial statements. Riverbridge Partners does not assess any investment advisory fees on advisory client assets invested in the Private Funds. Mark Thompson, Chief Manager of Riverbridge Partners, and Quadris LLC, a related person of Riverbridge Partners, serve as managing or general partner, or the equivalent, of one or more of the Private Funds. Mark Thompson also serves as the sole member and sole governor of Quadris LLC (“Quadris”). Other Riverbridge Partners officers serve as officers of Quadris. Neither Mr. Thompson nor Quadris receive management or similar fees for their services. As disclosed in the UroMed Funding, LLC governing documents, Quadris is entitled to a percentage of the fund’s cumulative distributions after certain target cumulative distributions have been made. Because of his role with Quadris, Mr. Thompson stands to benefit from these distributions, if any. Certain Riverbridge employees, including Mr. Thompson, also invest in one or more of the Private Funds and therefore have a financial stake in the success of the Private Funds. To the extent Riverbridge Partners provides any investment advice to advisory clients concerning the Private Funds, such clients should be aware of these conflicts of interest. Riverbridge Partners seeks to address these conflicts by adhering to its fiduciary obligation to place advisory client interests first, by only recommending Private Fund investments where such investment is suitable for a qualified client, by disclosure of all material facts, and by not having any discretionary authority to invest client assets in the Private Funds, as further described below.

In connection with all investments in private investment funds, Riverbridge provides only non-discretionary investment advice to qualified clients. Riverbridge Partners does not place client assets in private investment funds on a discretionary basis. To the extent that a client determines to invest in any such private investment funds, the following disclosure is applicable: Private investment funds generally involve various risk factors and liquidity constraints, a complete discussion of which is set forth in each fund’s offering documents, which will be provided to each client for review and consideration. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

As noted above, Riverbridge Partners is majority owned by Northill and Northill representatives serve on Riverbridge Partners’ Board of Governors. Riverbridge Partners has no other arrangements with Northill or its affiliates that are material to Riverbridge Partners’ business or its advisory clients.

Riverbridge Partners serves as investment adviser to the Riverbridge Mutual Funds discussed above. If Riverbridge Partners recommends shares of the Growth Fund to clients for whom such an investment is suitable, Riverbridge Partners will waive its separate advisory fee on those advisory client assets invested in the Growth Fund to avoid “double-dipping” on advisory fees. As discussed below in Items 11 and 12, Riverbridge Partners has policies and procedures in place to address potential conflicts between the new funds and other client accounts. Riverbridge Partners has registered representatives of an unaffiliated broker/dealer, IMST Distributors, LLC (Foreside), to market the Riverbridge Mutual Funds.

Mark Thompson, Chief Manager, serves on the board of trustees of LoCorr Investment Trust, a non-diversified, open-end management investment company registered under the Investment Company Act of 1940, as amended that currently issues its shares in two series (i.e., there are two separate LoCorr mutual funds). Riverbridge Partners does not recommend these funds to its clients or otherwise invest in them. There is also no conflict from an investment standpoint because these funds do not use the same investment strategies that Riverbridge Partners uses for its accounts.

Mark Thompson also serves on the board of Wiland Direct, a private direct marketing and consumer intelligence company. This board position does not conflict with his position at Riverbridge Partners as Riverbridge does not invest in this private company on behalf of our clients.

Andrew Turner serves on the Advisory Board for Schwab Advisor Services, a division of Charles Schwab & Co., Inc. The Advisory Board members consist of investment advisory clients of Schwab Advisor Services that provide input regarding Schwab's services and products. As disclosed in Section 12, Riverbridge Partners recommends Schwab as a broker-dealer custodian to its clients when asked. However, this recommendation preceded Mr. Turner's relationship with Schwab and the same recommendation would continue to be made if Mr. Turner did not serve on the Advisory Board. Mr. Turner receives no compensation from Schwab for his service.

Riverbridge Partners, LLC has an affiliated entity, Riverbridge Services, Inc., that provides services solely to Riverbridge Partners, LLC.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Riverbridge Partners has a Code of Ethics for the professional conduct of all employees in our fiduciary duty to our clients. All employees must acknowledge in writing on an annual basis that they have complied and will continue to comply with the Code of Ethics. The Code of Ethics requires all employees preserve the confidentiality of information communicated by our clients. It prohibits the use of material non-public information, the misrepresentation of services and the intentional spread of false information. In addition, the Code of Ethics requires the disclosure by all employees to Riverbridge Partners of any conflicts of interest that could interfere with their duty to Riverbridge Partners. We will furnish a copy of our Code of Ethics upon request.

It is the policy of Riverbridge Partners that all employees of the firm have the duty to place the interest of the client first at all times. All employees of Riverbridge Partners shall handle his or her personal securities transactions in such a manner as to avoid any actual or potential conflict of interest or any abuse of position of trust and responsibility. All employees must complete a trade form when a trade in a reportable security is placed. All transactions in a security with a market capitalization under \$2 billion must be pre-cleared by a member of the Investment Team and the Trading Desk. All employees must quarterly acknowledge all trades placed and annually acknowledge all security holdings. No employee of Riverbridge Partners shall acquire any securities in an initial public offering. No employee of Riverbridge Partners shall acquire any securities in private placements without advance approval. Employees of Riverbridge Partners may allow the firm to manage their personal accounts in accordance to the Riverbridge Partners' portfolio models, provided they have relinquished all trading authority to Riverbridge Partners. The employee accounts managed by the firm will participate with clients in a

particular transaction, and will not receive preferential treatment over the clients in the execution of this transaction.

Riverbridge Partners' employees provided the initial capital for the Growth Fund and as a result have a material investment in the Growth Fund. Certain of the conflicts related to this are addressed by Riverbridge Partners' policies and procedures related to allocations of investment opportunities and aggregated trading, as described in Item 6 and Item 12. Another conflict relates to the advice that might be given to clients to invest in the Growth Fund, e.g., that client investments are recommended only to add to the fund's assets and support employee personal investments. Riverbridge Partners requires employees to put client interests first, however, and will ensure that any recommendation to invest in the Growth Fund is made only to clients for whom such an investment is suitable. Riverbridge Partners' Code of Ethics also requires employees to obtain pre-approval of any personal transactions in the Growth Fund to address any potential conflicts related to their knowledge of the fund's activities.

Item 12 Brokerage Practices

Riverbridge Partners' overriding objective in effecting portfolio transactions is to seek to obtain the best combination of price and execution, subject only to any client direction to utilize a particular broker-dealer for execution of transactions in that client's account. The best net price, giving effect to brokerage commission, if any, and other transaction costs, is normally an important factor in this decision, but a number of other judgmental factors may also enter into the decision. These include:

- our knowledge of negotiated commission rates currently available and other current transactions costs;
- the nature of the security being traded;
- the size of the transaction;
- the desired timing of the trade;
- the activity existing and expected in the market for the particular security;
- confidentiality;
- the provision of brokerage and/or research services;
- the execution, clearance and settlement capabilities of the broker or dealer selected and others which are considered; and
- our knowledge of actual or apparent operational problems of any broker or dealer.

Recognizing the value of these factors, our clients may pay a brokerage commission in excess of that which another broker-dealer might have charged for effecting the same transaction. We periodically review the general level of brokerage commissions paid.

We maintain and periodically update a list of approved broker-dealers who, in the firm's judgment, are generally able to provide best price and execution. Our traders are directed to use only broker-dealers on the approved list except in the case of client designations or instructions from the investment team, which approves and reviews brokerage relationships.

With regard to the use of client commissions, also known as "soft dollars", Riverbridge Partners has adopted a brokerage allocation policy embodying the concepts of Section 28(e) of the Securities Exchange Act of 1934 (Section 28(e)) and the related regulatory guidance. Section 28(e) permits an investment adviser to cause an account to pay commission rates in excess of those another broker-dealer would have charged for effecting the same transaction, if the adviser determines in good faith

that the commission paid is reasonable in relation to the value of the brokerage and research services provided. The brokerage and research services we receive provide lawful and appropriate assistance to us in performing our investment decision-making responsibilities. Where more than one broker or dealer is believed to be capable of providing best execution with respect to a particular portfolio transaction, we often select a broker or dealer that furnishes us research products or services. During the last fiscal year, we received the following types of products and services:

- proprietary and third-party research reports;
- research compilations; and
- research conferences.

These selections are not pursuant to an agreement or understanding with any of the broker-dealers; however, we do maintain an internal allocation procedure to identify those broker-dealers who have provided us with research products or services, the research products or services they provided, and to endeavor, consistent with our obligation to seek best execution, to direct sufficient commissions to them to ensure the continued receipt of research products and services we feel are useful. Riverbridge Partners believes that research products or services received from broker-dealers benefit all of our accounts and not solely the account or accounts which generate the commissions. Riverbridge Partners does not seek to allocate soft dollar benefits to client accounts proportionately to the soft dollar credits the accounts generate.

When Riverbridge Partners uses client brokerage commissions to obtain research or research services, Riverbridge Partners receives a benefit because it does not have to produce or pay for the research or research services. As a result, Riverbridge Partners may have an incentive to select a broker-dealer based on its interest in receiving the research or other products or services, rather than on clients' interest in receiving most favorable execution. Because the use of client commissions to pay for research or brokerage services for which Riverbridge Partners would otherwise have to pay presents a conflict of interest, Riverbridge Partners has adopted policies and procedures concerning soft dollars, which address all aspects of its use of client commissions and requires that such use be consistent with Section 28(e), as described above.

In seeking best execution, Riverbridge Partners may select a broker-dealer that does not provide proprietary research services to Riverbridge Partners. When trading with non-proprietary research providing firms, Riverbridge Partners uses client commission arrangements to pay for research products and services that are within Section 28(e). Commissions above the executing broker-dealer's standard execution rate are captured within Riverbridge Partners' established client commission arrangements (CCAs) and used to pay for third party research.

Where Riverbridge Partners receives both administrative or marketing benefits and research and brokerage services from the services provided by broker-dealers, a good faith allocation between the marketing and administrative benefits and the research and brokerage services will be made, and Riverbridge Partners will pay for any marketing or administrative benefits with cash. In making good faith allocations between marketing or administrative benefits and research and brokerage services, a conflict of interest may exist by reason of the allocation by Riverbridge Partners of the costs of such benefits and services between those that primarily benefit Riverbridge Partners and those that primarily benefit clients.

To the extent that a certain group of Riverbridge Partners' clients are not available to pay for soft dollar benefits (e.g., clients that direct brokerage commissions and wrap account program clients), clients who give Riverbridge Partners brokerage discretion will support a disproportionate share of Riverbridge Partners' soft dollar benefits.

Riverbridge Partners' Chief Compliance Officer, Nancy L. Archer, remains available to address any questions that a client or prospective client may have regarding any of the above soft dollar and/or products and services arrangements, and any corresponding perceived conflict of interest any such arrangement may create.

As indicated above, clients may direct Riverbridge Partners (subject to certain conditions which may from time to time be imposed by us) to effect portfolio transactions through particular broker-dealers. Such a direction to utilize a particular broker-dealer may be conditioned by the client on the broker-dealer being competitive as to price and execution of each transaction, or may be a direction of a certain percentage of total commissions. Riverbridge Partners considers any client direction of brokerage to be a trade restriction.

In the case of client accounts that are maintained at broker-dealers, Riverbridge Partners may have discretion to select brokers or dealers other than the custodians when necessary to fulfill its duty to seek best execution of transactions for clients' accounts. However, brokerage commissions and other charges for transactions not effected through the custodian typically are charged to the client. For this reason, it is likely that most, if not all, transactions for such clients will be effected through the broker-dealer custodian, as is the case with wrap programs. This results in such accounts essentially being treated as directed brokerage accounts.

Clients sometimes wish to restrict or direct brokerage transactions to a particular broker-dealer in recognition of custodial or other services (including, in some cases, referral of the client to Riverbridge Partners for investment advisory services) provided to the client by the broker-dealer. A client who chooses to designate use of a particular broker-dealer on a "restricted" basis, should consider whether such a designation may result in certain costs or disadvantages to the client. The client may pay higher commissions on some transactions than might otherwise be attainable by Riverbridge Partners, or may receive less favorable execution of some transactions, or both. The directed broker-dealer firm may not be the optimal firm to execute the order. As a result, orders may be executed above the ask price or below the bid, which is sometimes worse than can be obtained by our trading department, which can tap various pools of liquidity and multiple brokers and ECN's. Additionally, the brokerage firm is not necessarily motivated to provide best execution, as we cannot cancel the order and place it with another brokerage firm. A client who "restricts" brokerage may also be subject to the disadvantages regarding aggregation of orders and allocation of new issues. Accounts without brokerage directions will be aggregated together by Riverbridge Partners for order placement and may receive more favorable execution. Finally, performance returns for restricted accounts may differ from the composite portfolio performance results delivered by us due to a variety of reasons including, but not limited to, quality of execution, trade dates, average account size, and differences in fee structures. In determining whether to instruct us to utilize a particular broker or dealer on a "restricted" basis in recognition of such services, the client may wish to compare the possible costs or disadvantages of such an arrangement with the value of the custodial or other services provided.

Riverbridge Partners will initially trade all accounts not containing trade restrictions as a single block order where it deems this to be appropriate, in the best interests of clients and consistent with

Riverbridge Partners' fiduciary duties. The decision to aggregate is only made after Riverbridge Partners determines that: it does not intentionally favor any account over another; it does not systematically advantage or disadvantage any account; Riverbridge Partners does not receive any additional compensation or remuneration solely as the result of the aggregation; and each participating account will receive the average share price and will share pro rata in the transaction costs. These trades are modeled in our trading software, and then executed simultaneously as a block. All fills are averaged into a single average price for the block, and allocated on a pro rata basis across all portfolios making the transaction. If a trade is only partially completed, the trader allocates the shares on a pro-rata basis across all accounts, rounding as necessary. Sometimes judgments must be made in the best interests of the clients. If a small amount of shares were executed out of a larger order and there were many accounts involved in the initial order, it may be unrealistic to spread the small amount of executed shares over all of the accounts. In this case, the trader should consider the following:

- Allocate so as not to unfairly favor one account.
- Many bank domiciled accounts are charged per trade no matter what the size.
- Be considerate of the broker and their cost of doing business.

For non pro rata allocation, the order management system's randomizer selects the accounts to be allocated for fills.

Thereafter, we will trade client accounts subject to brokerage direction in the order dictated by the results of randomization. Included within this randomization are wrap accounts and the communication of model portfolio changes. When practically possible, we will include a restricted account with the single block order when the executing broker and the restricted account broker are one in the same. Portfolio changes involving thinly traded positions may possibly take several days or weeks to implement, and therefore, extend the time of communication of the model portfolio changes. With respect to accounts where Riverbridge Partners provides model portfolio recommendations to a program sponsor, Riverbridge Partners has no influence over when or even whether model changes are implemented. Performance returns for model accounts and broker directed accounts may differ from the composite portfolio performance results delivered by Riverbridge due to a variety of reasons including, but not limited to, quality of execution, trade dates, average account size, and differences in fee structures.

The Growth Fund and the mutual funds we sub-advise are traded like separately managed accounts and receive the same fair allocation with no preferential treatment. Where consistent with best execution, the mutual fund transactions will generally be executed with other client accounts simultaneously as a block and allocated in an equitable manner according to our procedures. Riverbridge Partners does not effect securities transactions for any mutual funds through brokers in accordance with any formula, nor do we effect securities transactions through brokers for selling shares of any mutual fund we advise or sub-advise. However, broker-dealers who execute brokerage transactions may effect purchase of shares of the Growth Fund for their customers.

It is the policy of Riverbridge Partners that the utmost care is to be taken in making and implementing investment decisions on behalf of client accounts. If we make an error in the trading process, we will work to minimize the cost of the error with the best interests of our clients being central to the process. Riverbridge Partners will not realize a gain on an error, if any.

In the event that the client requests that we recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct us to use a specific broker-dealer/custodian), we generally recommend that investment management accounts be maintained at

Charles Schwab & Co., Inc. ("Schwab"). The direct cost to clients for Schwab's custodial services is derived from the trading commissions paid by clients. Schwab has paid for the one-time initial licensing fee for trading allocation upload software that we use. Riverbridge Partners' Chief Compliance Officer, Nancy L. Archer, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any perceived conflict of interest such arrangement may create.

Brokerage firms, such as Charles Schwab & Co., Inc., also make available to Riverbridge Partners other products and services that benefit the firm but may not benefit its clients' accounts. Some of these other products and services assist Riverbridge Partners in managing and administering clients' accounts. These include software and other technology that:

- provide access to client account data (such as trade confirmations and account statements);
- facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts);
- provide research, pricing information and other market data;
- facilitate payment of Riverbridge Partners' fees from its clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Many of these services generally may be used to service all or a substantial number of our accounts, including accounts not maintained at the brokerage firm providing the service. Brokerage firms, such as Charles Schwab & Co., Inc., also make available to Riverbridge Partners other services intended to help us manage and further develop our business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, these brokerage firms may make available, arrange and/or pay for these types of services rendered to Riverbridge Partners by independent third parties. The broker may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Riverbridge Partners. While as a fiduciary, Riverbridge Partners endeavors to act in its clients' best interests, and our recommendation that our clients maintain their assets in accounts at a brokerage firm may be based in part on the benefit to Riverbridge Partners of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the broker, which may create a potential conflict of interest.

Accounts held at Charles Schwab & Co., Inc. (Schwab) that hold assets of \$125,000 or more are eligible for Prime Broker privileges. Prime Broker facilities allow us to place trades for clients through registered representatives at broker/dealers (contra brokers) other than Schwab and deliver the securities purchased or sold, versus payment to the client's account at Schwab. Contra broker trades are reconciled by us. Schwab has a minimal charge to clear each of these transactions per account and confirms those trades directly to the client. The use of Prime Broker facilities allows us the ability to avoid the pitfalls of single sourcing client accounts of \$125,000 or more with one custodian and broker/dealer. By monitoring the distribution of commissions to various sources, we are able to insure an active, unbiased and crosschecked flow of market information at substantially equal commission rates.

Allocation of Investment Opportunities among Clients: Riverbridge Partners provides investment management services to a wide variety of accounts, including institutional clients, a Riverbridge Partners' advised mutual fund and sub-advised third party mutual funds. It is Riverbridge Partners' policy to allocate suitable investment opportunities fairly and equitably to clients with the same or similar investment objectives over time. Riverbridge Partners manages a number of accounts with the

same or similar investment objectives and strategies, some of which have an asset-based advisory fee and some of which have a *Performance Fee*, as discussed in Item 6 above. This side-by-side management presents the conflict of interest of a direct economic incentive to favor the higher-fee paying *Performance Fee accounts*. It is Riverbridge Partners' policy to allocate suitable investment opportunities fairly and equitably to clients with the same or similar investment objectives over time. A security will be suitable for an account if it is consistent with the investment objectives, strategies and risk tolerance of the account and permitted by the investment restrictions and limitations applicable to the account. Where an investment opportunity is suitable for both asset-based fee accounts and Performance Fee accounts, it is Riverbridge Partners' policy that all such accounts shall participate pro rata in the transaction, subject to Riverbridge Partners' determination that participating in the transaction is not in the account's best interest for reasons such as:

- Lack of available cash
- Net exposure to holding, industry or sector is higher than desired
- Specific client restrictions, e.g., industry or sector limits

Riverbridge Partners may invest in securities being offered in an initial public offering ("IPO" or "new issue"), if it determines that such an investment is desirable for one or more clients. In making this judgment, Riverbridge Partners shall consider, among other things, a client's investment objectives, restrictions and tax circumstances; a client's tolerance for risk and high portfolio turnover; the nature, size and investment merits of the IPO; the size of a client's account and the client's cash availability and other holdings; and other current or expected competing investment opportunities that may be available for the account.

Sometimes the demand for new issues exceeds the supply, and the amount of certain new issues made available to Riverbridge Partners may be limited. If Riverbridge Partners is not able to obtain the total amount of securities needed to fill all orders, Riverbridge Partners allocates the shares actually obtained on a pro rata basis. Based on the circumstances of the transaction, Riverbridge Partners may establish a minimum lot size and then allocate pro rata accordingly. All such allocations are monitored to ensure that clients are treated fairly and equitably over time and that no clients are systematically disadvantaged.

Item 13 Review of Accounts

The Riverbridge Partners' Advisory Services Team reviews client accounts on a periodic basis. We review our managed portfolios with our client relationships in person or via telephone. Portfolio monitoring is conducted on an ongoing basis to ensure compliance with clients' investment guidelines.

The Riverbridge Partners' Private Wealth Team reviews client accounts on a periodic basis. When requested, we work with clients to develop a mutually agreed upon Investment Policy Statement. It is understood that the clients will inform us of pertinent changes that may impact the Investment Policy Statement. All Riverbridge Private Wealth Team clients are advised that it remains their responsibility to advise us of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to comprehensively review financial planning issues (to the extent applicable), investment objectives and account performance with us on an annual basis.

The client accounts are reviewed by the officers and other employees of Riverbridge Partners. Individual accounts are divided among the Relationship Managers. All elements of client portfolios are regularly reviewed with regard to asset allocation, restructuring and rebalancing, fundamental research and individual portfolio construction in accordance with client objectives.

We offer quarterly written reports to our clients that include a portfolio appraisal and account performance information. We may provide this information in paper format or through an electronic delivery method. We will also provide additional information upon the client's request.

Item 14 Client Referrals and Other Compensation

Riverbridge Partners currently has agreements with three third-party firms for the referral of prospective advisory clients. Pursuant to these agreements, we have agreed to pay each firm a percentage of all management fees we receive from clients it refers to us. Our agreements require each firm to disclose its relationship to us at the time of solicitation, to provide the prospective client with our Form ADV Part 2A and to obtain a signed disclosure statement from each prospective client.

Please Note: In the event that a solicitor negotiates a separate and additional fee with the referred client, this arrangement is between the solicitor and the client. We will not receive any portion of this additional fee. However, in this event, the client will pay more for our services as result of the introduction to us by the solicitor than had the client engaged our services directly, independent of the solicitor.

We have received client referrals from Charles Schwab & Co., Inc. ("Schwab") through our past participation in Schwab Advisor Network ("the Service"). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with us. Schwab does not supervise us and has no responsibility for our management of clients' portfolios or our other advice or services. We pay Schwab fees for receiving client referrals through the Service.

We pay Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by us is a percentage of the fees the client owed to us or a percentage of the value of the assets in the client's account, subject to a minimum Participation Fee. We pay Schwab the participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to us quarterly and may increase, decrease or be waived by Schwab from time to time. The Participation Fee is paid by us and not by the client. We have agreed not to charge clients referred through the Service fees or costs greater than the fees or costs we charge clients with similar portfolios who were not referred through the Service. Clients referred through the Service pay a minimum annual fee of the greater of \$5,000 or 1% of "household" assets under management. "Household" refers to many accounts for a single relationship.

We generally pay Schwab a Non-Schwab Custody fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally

would pay in a single year. Thus, we have an incentive to recommend that client accounts be held in custody at Schwab for a referred client through the Service.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of our clients who were referred by Schwab and those referred clients' family members living in the same household.

Thus, we will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit our fees directly from the accounts.

Please refer to the discussion related to use of client commissions in Item 12 "Brokerage Practices" for information about other compensation.

Riverbridge Partners' Chief Compliance Officer, Nancy L. Archer, remains available to address any questions that a client or prospective client may have regarding the above arrangements and any perceived conflict of interest such arrangement may create.

Item 15 Custody

The funds and securities of our clients are held at unaffiliated custodians. Deposits of client assets go directly to their respective custodian. Client assets (securities or funds) should not be sent or delivered to Riverbridge Partners, or its employees.

We recommend all clients arrange for the custodian to deliver quarterly, or more frequent, account statements directly to the client. Clients should carefully review these statements. We urge our clients to compare the information provided to them in our quarterly reports to the information in the statements provided to the client by the custodian. There may be a discrepancy between our portfolio value and the custodian's portfolio value reported to the client due to security valuation differences and other factors.

Item 16 Investment Discretion

Riverbridge Partners receives discretionary authority in the investment management agreement executed with the client at the outset of an advisory relationship. The accounts over which Riverbridge Partners exercises investment discretion are generally subject to investment restrictions and guidelines developed in consultation with clients. These restrictions and guidelines customarily impose limitations on the types of securities that may be purchased and also generally limit the percentage of account assets that may be invested in certain types of securities. Additional policies may be set by a client's board or investment committee. Riverbridge Partners is generally authorized to make the following determinations, consistent with the each client's investment goals and policies, without client consultation or consent before a transaction is effected: which securities are bought and sold for the account, the total amount of such purchases and sales, the brokers or dealers through which transactions will be executed, and the commission rates paid to effect the transactions. We will have full discretionary authority as agent to buy, sell, exchange, convert or otherwise trade the securities and other investments in the account.

Item 17 Voting Client Securities

Proxy Voting-It is the policy of Riverbridge Partners to vote all proxies for the exclusive benefit of the accounts whose assets are managed by Riverbridge Partners, unless otherwise specifically provided in the agreement between the client and Riverbridge Partners. In most, if not all cases, this will mean that the proposals which maximize the value of portfolio securities will be approved without regard to non-economic considerations. We utilize the services of a proxy research firm. Securities in client accounts will be voted based on recommendations received by the proxy research firm. Their recommendations will be based on our proxy voting guidelines. We retain the ultimate authority in voting the proxies in client accounts; therefore, we may override the recommendation by the proxy research firm when casting votes.

In the rare case that we may face a conflict of interest (such as voting on a security held in a company where we also manage that company's pension assets), we will vote solely in the interest of maximizing portfolio assets over the long term. If a material conflict of interest exists, we will use an independent third party to recommend how the proxy involving the conflict should be voted.

For those clients providing guidance to us by forwarding their proxy procedure, we will incorporate those procedures into our own policy providing there is no conflict with the existing policy.

Clients may write or call us to obtain information on how proxies are voted in their account or to obtain a copy of the firm's policies and procedures on proxy voting.

Class Actions-Riverbridge Partners does not file securities class actions on the clients' behalf but will be available to assist them upon their reasonable request. We will provide copies of confirmations or custodial statements to clients wishing to file, upon their reasonable request.

The address to write for information on proxy voting or class actions is 1200 IDS Center, 80 South Eighth Street, Minneapolis, MN 55402, and the phone number to call is 612-904-6200.

Item 18 Financial Information

Registered investment advisers are required to provide certain financial information or disclosures about their financial condition. Riverbridge Partners has no financial condition that impairs its ability to meet contractual commitments to clients, and has never been the subject of a bankruptcy proceeding.

Other Disclosure: ERISA Section 408(b)(2) Disclosure

Set forth below are certain disclosures responsive to the service provider disclosure requirements under Section 408(b)(2) of ERISA. Riverbridge Partners provides additional supplemental disclosures where required based on the nature of the client relationship.

Services

The United States Department of Labor has adopted certain new disclosure requirements relative to ERISA plan providers, commonly referred to as ERISA 408(b)(2) requirements. Riverbridge Partners, LLC provides investment management services to our Clients, including ERISA Clients. Our Form ADV along

with the existing investment management agreement between the ERISA Client and Riverbridge Partners, LLC, address the scope of our services and limitations thereof, our fiduciary status, any conflicts of interest, and our compensation method and sources. Riverbridge Partners, LLC will vote ERISA Client proxies, unless otherwise directed by the ERISA Client. This disclosure supplements our Form ADV and the investment management agreement.

Status

Riverbridge Partners, LLC is a SEC-registered investment adviser under the Investment Advisers Act of 1940. If a Client's account managed by Riverbridge Partners, LLC is part of an "employee benefit plan" subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), (a) assets of the Client shall be deemed to refer to assets of such plan; (b) the Client represents and warrants to Riverbridge Partners that the Client is a "named fiduciary" of such plan; that it has authority under such plan to appoint an "investment manager"; and, that it has duly appointed Riverbridge Partners, LLC as such "investment manager"; and, (c) Riverbridge Partners, LLC hereby acknowledges that it is, with respect to the performance of its agreed upon duties concerning the ERISA Client's account, an "investment manager" and a "fiduciary" (as defined in Section 3(21) of ERISA).

Direct Compensation

Unless otherwise reflected in the investment management agreement between the ERISA Client and Riverbridge Partners, LLC, the only source of direct compensation to Riverbridge Partners, LLC under the agreement shall be the fee paid to Riverbridge Partners, LLC by the ERISA Client. The fee amount as stated in the agreement may be debited from the ERISA Client account and paid to Riverbridge Partners, LLC, or may be paid directly to Riverbridge Partners, LLC by the ERISA plan. There may be additional fees incurred by the ERISA Client for plan-related services that are not provided by Riverbridge Partners, LLC, including plan administration, professional services (i.e., accounting and legal), and plan custody. The cost of any such other plan-related services(s) is not included as part of Riverbridge Partners LLC's compensation.

Indirect Compensation

Unless the ERISA Client has directed trades to a certain broker, Riverbridge Partners, LLC often selects a broker or dealer that furnishes it research products or services, such as research reports, research compilations, compilations of securities prices, earnings, dividends and similar data, computer databases, quotation equipment and services, research-oriented computer software and services, and services of economic and other consultants. These selections are not pursuant to an agreement or understanding with any of the brokers or dealers. Riverbridge Partners, LLC is not able to quantify the value of the soft dollar benefits to the ERISA Client's account; however, the brokerage and research service received provides assistance to Riverbridge Partners, LLC in performing its investment decision-making responsibilities. Please see our Form ADV 2A, Item 12 for additional information.

Riverbridge Partners, LLC employees may receive gifts and entertainment, such as conference invitations, that are customary and in line with industry practices. Riverbridge Partners, LLC has a Gift & Entertainment Policy within its Code of Ethics for employees.

Related Party Compensation

Riverbridge Partners, LLC does not have related party compensation.

Termination Fees

Riverbridge Partners, LLC does not charge an additional fee upon termination of the agreement. Upon termination of a pre-paid fee account, Riverbridge Partners, LLC will refund the number of days that services were not provided during the billing quarter.

An ERISA Client's acceptance of services from Riverbridge Partners serves as an acknowledgement of its receipt of information responsive to the disclosure requirements of Section 408(b)(2) under ERISA reasonably in advance of the execution of the applicable investment management agreement.

Other Disclosure: Charitable Donations

As part of our corporate mission statement of community responsibility, Riverbridge Partners may make donations to charitable organizations in the form of cash or event sponsorships. The charitable organizations that receive our donations may be clients of Riverbridge, or affiliated with clients of Riverbridge. Both the firm and employees are prohibited from making charitable contributions for the purpose of obtaining or retaining advisory contracts with organizations. Any contributions made by Riverbridge Partners must be approved by the Management Committee and reviewed by the Chief Compliance Officer.

Questions

Riverbridge Partners' Chief Compliance Officer, Nancy L. Archer, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.

RIVERBRIDGE PARTNERS, LLC

BROCHURE SUPPLEMENT March 2014

1200 IDS Center
80 South Eighth Street
Minneapolis MN 55402
Telephone: 612-904-6200

Supervised Persons

Mark A. Thompson, CIO
Rick D. Moulton, CFA
Dana L. Feick, CFA
Emily K. Soltvedt
Timothy L. Wilkinson
Cassidy M. Burns, CFP®
Mary Beth B. Weissmueller
Andrew W. Turner, CFP®
Jay W. Higgins, CFP®
Andrew L. King, CFP®
Jason Ahlgren, CFP® ChFC®

This brochure supplement provides information about the above named *Supervised Persons* that supplements the Riverbridge Partners, LLC brochure (ADV Part 2A). You should have received a copy of that brochure. Please contact Nancy L. Archer, Chief Compliance Officer, if you did not receive Riverbridge Partners, LLC brochure or if you have any questions about the contents of this supplement.

Additional information about the above named *Supervised Persons* is available on the SEC's website at www.adviserinfo.sec.gov.

MARK A. THOMPSON, Chief Investment Officer

Year of Birth: 1959

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE:

- Mark Thompson is a graduate of the University Of Minnesota Carlson School Of Management with a BSB in Finance.
- Mark Thompson co-founded Riverbridge Partners in July of 1987 to pursue his passionate belief in long-term investing in growth companies of value. Mark chairs the Management Team, which is responsible for the strategic decision-making and overall management of the firm. As Chief Investment Officer, he is responsible for coordinating the efforts of the Investment Team and overall portfolio compliance to Riverbridge Partners investment disciplines. He has over 30 years experience in the financial services industry.
- Prior to founding Riverbridge, Mark was employed with IDS Financial Corp. - now Ameriprise Financial Services, Inc. - where he was responsible for investment research and an associate portfolio manager of the IDS New Dimensions Fund.
- Mark is a member of the CFA Institute and the CFA Society of Minnesota. CFA Institute is the global, not-for-profit association of investment professionals that awards the CFA and CIPM designations. The CFA Institute promotes the highest ethical standards and offers a range of educational opportunities online and around the world. The mission of the CFA Institute is to lead the investment profession globally by setting the highest standards of ethics, education, and professional excellence.

DISCIPLINARY HISTORY: NONE

Mark Thompson's history contains no disciplinary actions.

OTHER BUSINESS ACTIVITIES: NONE

Mark Thompson is not actively engaged in any other investment-related business that would create a material conflict of interest with clients.

ADDITIONAL COMPENSATION: NONE

Mark Thompson does not receive economic benefit for providing advisory services from anyone other than Riverbridge clients.

SUPERVISION:

Riverbridge monitors the advice provided by Mark Thompson by way of the Riverbridge Management Team. Two members of the Management Team oversee his activities. Since both members work with Mark Thompson on a daily basis, they are privy to and able to monitor the advice he provides to clients.

Contact information for the person(s) responsible for supervising Mark's advisory activities:

Rick D. Moulton, Portfolio Manager, Management Team.....Telephone: 612-904-6200

Andrew W. Turner, Client Relationship Manager, Management TeamTelephone: 612-904-6200

RICK D. MOULTON, CFA, Portfolio Manager

Year of Birth: 1970

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE:

- Rick Moulton graduated from the University Of Minnesota Carlson School Of Management where he received a BSB in Finance.
- He is a member of the Investment Team and is responsible for portfolio management and securities analysis. He is a member of the Management Team, which is responsible for the strategic decision-making and overall management of the firm and also leads the Advisory Services Team. He has over 25 years of experience in the financial services industry.
- Prior to joining Riverbridge Partners, he worked for Dain Bosworth, Inc. as an IRA/Margin Generalist.
- Rick Moulton is a Chartered Financial Analyst. First introduced in 1963, the Chartered Financial Analyst designation, or CFA charter, has become the most respected and recognized investment credential in the world. To earn a CFA charter, you must have four years of qualified investment work experience, become a member of CFA Institute; pledge to adhere to the CFA Institute Code of Ethics and Standards of Professional Conduct on an annual basis; apply for membership to a local CFA member society, and complete the CFA Program. The CFA Program's rigorous curriculum emphasizes principles common to every market, providing CFA charter-holders with a broad investment perspective and a profound understanding of the global marketplace.
- He is a member of the CFA Institute and the CFA Society of Minnesota. CFA Institute is the global, not-for-profit association of investment professionals that awards the CFA and CIPM designations. The CFA Institute promotes the highest ethical standards and offers a range of educational opportunities online and around the world. The mission of the CFA Institute is to lead the investment profession globally by setting the highest standards of ethics, education, and professional excellence.

DISCIPLINARY HISTORY: NONE

Rick Moulton has received no disciplinary actions in the history of his career.

OTHER BUSINESS ACTIVITIES: NONE

Rick Moulton does not participate in any other investment-related business.

ADDITIONAL COMPENSATION: NONE

Rick Moulton does not receive economic benefit for providing advisory services from anyone other than Riverbridge clients.

SUPERVISION:

Mark Thompson monitors the advice provided by Rick Moulton.

Mark Thompson, Chief Investment Officer, Management Team....Telephone: 612-904-6200

DANA L. FEICK, CFA, Associate Portfolio Manager

Year of Birth: 1962

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE:

- Dana Feick graduated with distinction from the University Of Minnesota Carlson School Of Management where he received a BSB in Finance.
- As a member of the Investment Team, Dana is responsible for portfolio construction, security selection, and company research across all industry sectors. He has over 25 years of experience in the financial services industry.
- Prior to joining Riverbridge, Dana began his investment career at IDS Financial Corporation, now Ameriprise Financial Services, Inc. He was a Research Associate in the IDS Growth Spectrum Advisors. He was also a Research Analyst for the IDS Investment Research division where he was responsible for a variety of industries.
- Dana Feick is a Chartered Financial Analyst. First introduced in 1963, the Chartered Financial Analyst designation, or CFA charter, has become the most respected and recognized investment credential in the world. To earn a CFA charter, you must have four years of qualified investment work experience, become a member of CFA Institute; pledge to adhere to the CFA Institute Code of Ethics and Standards of Professional Conduct on an annual basis; apply for membership to a local CFA member society, and complete the CFA Program. The CFA Program's rigorous curriculum emphasizes principles common to every market, providing CFA charter-holders with a broad investment perspective and a profound understanding of the global marketplace.
- He is a member of the CFA Institute and the CFA Society of Minnesota. CFA Institute is the global, not-for-profit association of investment professionals that awards the CFA and CIPM designations. The CFA Institute promotes the highest ethical standards and offers a range of educational opportunities online and around the world. The mission of the CFA Institute is to lead the investment profession globally by setting the highest standards of ethics, education, and professional excellence.

DISCIPLINARY HISTORY: NONE

Dana Feick has received no disciplinary actions in the history of his career.

OTHER BUSINESS ACTIVITIES: NONE

Dana Feick does not participate in any other investment-related business.

ADDITIONAL COMPENSATION: NONE

Dana Feick does not receive economic benefit for providing advisory services from anyone other than Riverbridge clients.

SUPERVISION:

Mark Thompson monitors the advice provided by Dana L. Feick.

Mark Thompson, Chief Investment Officer, Management Team....Telephone: 612-904-6200

EMILY K. SOLTVEDT, Client Relationship Manager

Year of Birth: 1984

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE:

- Emily graduated from the University Of Minnesota Carlson School Of Management where she received a BSB in Marketing and Finance.
- As a member of the Advisory Services Team, Emily provides our institutional clients and intermediaries with high level and personalized services. She also participates in the marketing efforts of the firm.
- Prior to joining the Riverbridge team in 2009, Emily worked as a public relations specialist at Padilla Speer Beardsley where she provided her clients in the manufacturing and technology industries with strategic marketing and communication services. She also worked at Piper Jaffray Companies as an Investment Banking Analyst.

DISCIPLINARY HISTORY: NONE

Emily Soltvedt has received no disciplinary actions in the history of her career.

OTHER BUSINESS ACTIVITIES: LICENSED TO MARKET THE RIVERBRIDGE MUTUAL FUNDS

Emily Soltvedt is registered with IMST Distributors, LLC, a broker dealer not affiliated with Riverbridge Partners or its affiliates.

ADDITIONAL COMPENSATION: NONE

Emily Soltvedt does not receive economic benefit for providing advisory services from anyone other than Riverbridge clients.

SUPERVISION:

Rick D. Moulton monitors the advice provided by Emily Soltvedt.

Rick D. Moulton, Portfolio Manager, Management Team..... Telephone: 612-904-6200

TIMOTHY L. WILKINSON, Client Relationship Manager

Year of Birth: 1962

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE:

- Tim Wilkinson received his J.D. from the University of Wisconsin Law School and his BA in Political Economy from Colorado College.
- As a member of the Advisory Services Team, Tim provides our institutional clients and intermediaries with high level and personalized services. He also participates in the marketing efforts of the firm.
- Prior to joining the Riverbridge team in 2009, Tim developed and demonstrated his financial services sales abilities during his 16 years in Institutional Equities Sales for Robert W. Baird & Co., where he ultimately earned the position of Managing Director. Throughout his career, Tim's clients have consistently given him high marks for his product and customer knowledge and client-focused approach. Prior to joining the financial services industry, Tim was a lawyer in private practice in Denver and Milwaukee.

DISCIPLINARY HISTORY: NONE

Timothy Wilkinson has received no disciplinary actions in the history of his career.

OTHER BUSINESS ACTIVITIES: LICENSED TO MARKET THE RIVERBRIDGE MUTUAL FUNDS

Timothy Wilkinson is registered with IMST Distributors, LLC, a broker dealer not affiliated with Riverbridge Partners or its affiliates.

ADDITIONAL COMPENSATION: NONE

Timothy Wilkinson does not receive economic benefit for providing advisory services from anyone other than Riverbridge clients.

SUPERVISION:

Rick D. Moulton monitors the advice provided by Timothy Wilkinson.

Rick D. Moulton, Portfolio Manager, Management Team..... Telephone: 612-904-6200

CASSIDY M. BURNS, CFP®, Client Relationship Manager

Year of Birth: 1971

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE:

- Cassidy Burns received her B.A. Cum Laude from St. Lawrence University
- As a member of the Advisory Services Team, Cassidy provides our institutional clients and intermediaries with high level and personalized services. She also participates in the marketing efforts of the firm.
- Before joining Riverbridge in 2008, she was a Senior Vice President for Client and Community Relations at Family Philanthropy Advisors. She was also a partner in the McCrea & Burns Wealth Management Group of UBS Financial Services, formerly Piper Jaffray. Through her experience, she has gained a thorough understanding of the complex needs of individuals as well as multi-generational families and the importance of providing personalized solutions to meet those needs.
- Cassidy holds a CERTIFIED FINANCIAL PLANNER™ certification. The CFP® certification is recognized in the U.S. and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.
- She is a member of the Financial Planning Association (FPA) and the Financial Planning Association of Minnesota. The Financial Planning Association (FPA®) is the largest membership organization for personal financial planning experts in the U.S. and includes professionals from all backgrounds and business models. FPA members are those who commit to the highest standards of professional competence, ethical conduct and clear, complete disclosure to those they serve. They deliver advice using an objective, client-centered, ethical process.

DISCIPLINARY HISTORY: NONE

Cassidy Burns has received no disciplinary actions in the history of her career.

OTHER BUSINESS ACTIVITIES: LICENSED TO MARKET THE RIVERBRIDGE MUTUAL FUNDS

Cassidy Burns is registered with IMST Distributors, LLC, a broker dealer not affiliated with Riverbridge Partners or its affiliates.

ADDITIONAL COMPENSATION: NONE

Cassidy Burns does not receive economic benefit for providing advisory services from anyone other than Riverbridge clients.

SUPERVISION:

Rick D. Moulton monitors the advice provided by Cassidy Burns.

Rick D. Moulton, Portfolio Manager, Management Team..... Telephone: 612-904-6200

MARY BETH B. WEISSMUELLER, Client Relationship Manager

Year of Birth: 1987

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE:

- Mary Beth graduated from Miami of Ohio where she received a Bachelor of Arts in English and a minor in Marketing. Mary Beth received her Masters in Journalism with distinctive honors from DePaul University.
- As a member of the Advisory Services Team, Mary Beth provides our institutional clients and intermediaries with high level and personalized services. She also participates in the marketing efforts of the firm.
- Prior to joining the Riverbridge team in 2013, Mary Beth was manager of state government affairs at CTIA – The Wireless Association in Washington, DC, where she served as a liaison between the association, its member companies and state legislators. Additionally, she monitored and analyzed all legislation affecting the wireless industry and provided written testimony and marketing materials to inform legislators about the industry as well as to support and reject legislation as necessary.

DISCIPLINARY HISTORY: NONE

Mary Beth Weissmueller has received no disciplinary actions in the history of her career.

OTHER BUSINESS ACTIVITIES: LICENSED TO MARKET THE RIVERBRIDGE MUTUAL FUNDS

Mary Beth Weissmueller is registered with IMST Distributors, LLC, a broker dealer not affiliated with Riverbridge Partners or its affiliates.

ADDITIONAL COMPENSATION: NONE

Mary Beth Weissmueller does not receive economic benefit for providing advisory services from anyone other than Riverbridge clients.

SUPERVISION:

Rick D. Moulton monitors the advice provided by Mary Beth Weissmueller.

Rick D. Moulton, Portfolio Manager, Management Team..... Telephone: 612-904-6200

ANDREW W. TURNER, CFP®, Client Relationship Manager

Year of Birth: 1971

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE:

- Andrew Turner is a graduate of Skidmore College with a Bachelor of Arts Degree in mathematics and a minor in economics. Andrew received his MBA degree from the University Of Minnesota Carlson School Of Management.
- Andrew joined Riverbridge Partners in February 1999. Andrew primarily serves as a client relationship manager to our High Net Worth clients. In addition to leading the Riverbridge practice dedicated to serving the needs of individuals, Andrew is a member of the Management Team, which is responsible for the strategic decision-making and overall management of the firm.
- Andrew began his investment career at Dain Rauscher in the Private Client Group in 1993. He has over 20 years of experience in the financial services industry.
- Andrew holds a CERTIFIED FINANCIAL PLANNER™ certification. The CFP® certification is recognized in the U.S. and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.
- He is a member of the Financial Planning Association (FPA) and the Financial Planning Association of Minnesota. The Financial Planning Association (FPA®) is the largest membership organization for personal financial planning experts in the U.S. and includes professionals from all backgrounds and business models. FPA members are those who commit to the highest standards of professional competence, ethical conduct and clear, complete disclosure to those they serve. They deliver advice using an objective, client-centered, ethical process.

DISCIPLINARY HISTORY: NONE

Andrew Turner has received no disciplinary actions in the history of his career.

OTHER BUSINESS ACTIVITIES: NONE

Andrew Turner does not participate in any other investment-related business.

ADDITIONAL COMPENSATION: NONE

Andrew Turner does not receive economic benefit for providing advisory services from anyone other than Riverbridge clients.

SUPERVISION:

Mark Thompson monitors the advice provided by Andrew Turner.

Mark Thompson, Chief Investment Officer, Management Team....Telephone: 612-904-6200

JAY W. HIGGINS, CFP®, Client Relationship Manager

Year of Birth: 1977

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE:

- Jay Higgins graduated cum laude from Duke University as a history major with a minor in business markets and management.
- Jay serves as a client relationship manager to our High Net Worth clients. Jay has over 8 years of experience in the wealth management field.
- Prior to joining Riverbridge in 2005, Jay spent four years working in the media industry.
- Jay holds a CERTIFIED FINANCIAL PLANNER™ certification. The CFP® certification is recognized in the U.S. and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.
- Jay is a member of the Financial Planning Association (FPA) and the Financial Planning Association of Minnesota. The Financial Planning Association (FPA®) is the largest membership organization for personal financial planning experts in the U.S. and includes professionals from all backgrounds and business models. FPA members are those who commit to the highest standards of professional competence, ethical conduct and clear, complete disclosure to those they serve. They deliver advice using an objective, client-centered, ethical process.

DISCIPLINARY HISTORY: NONE

Jay Higgins has received no disciplinary actions in the history of his career.

OTHER BUSINESS ACTIVITIES: NONE

Jay Higgins does not participate in any other investment-related business.

ADDITIONAL COMPENSATION: NONE

Jay Higgins does not receive economic benefit for providing advisory services from anyone other than Riverbridge clients.

SUPERVISION:

Andrew Turner monitors the advice provided by Jay Higgins.

Andrew W. Turner, Client Relationship Manager, Management Team....Telephone: 612-904-6200

ANDREW L. KING, CFP®, Client Relationship Manager

Year of Birth: 1983

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE:

- Andrew King graduated with a B.G.S. from the University of Michigan in 2005.
- Andrew serves as an associate client relationship manager to our High Net Worth clients. Andrew has over 5 years of experience in the wealth management field.
- Prior to joining Riverbridge in 2012, Andrew worked as a financial advisor with an independent financial services firm and a large insurance company.
- Andrew holds a CERTIFIED FINANCIAL PLANNER™ certification. The CFP® certification is recognized in the U.S. and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.
- Andrew is a member of the Financial Planning Association (FPA) and the Financial Planning Association of Minnesota. The Financial Planning Association (FPA®) is the largest membership organization for personal financial planning experts in the U.S. and includes professionals from all backgrounds and business models. FPA members are those who commit to the highest standards of professional competence, ethical conduct and clear, complete disclosure to those they serve. They deliver advice using an objective, client-centered, ethical process.

DISCIPLINARY HISTORY: NONE

Andrew King has received no disciplinary actions in the history of his career.

OTHER BUSINESS ACTIVITIES: LICENSED TO MARKET THE RIVERBRIDGE MUTUAL FUNDS

Andrew King is registered with IMST Distributors, LLC, a broker dealer not affiliated with Riverbridge Partners or its affiliates.

ADDITIONAL COMPENSATION: NONE

Andrew King does not receive economic benefit for providing advisory services from anyone other than Riverbridge clients.

SUPERVISION:

Andrew Turner monitors the advice provided by Andrew King.

Andrew W. Turner, Client Relationship Manager, Management Team....Telephone: 612-904-6200

JASON M. AHLGREN, CFP®, ChFC®, Associate Client Relationship Manager **Year of Birth: 1981**

EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE:

- Jason Ahlgren graduated with a bachelor's degree in Finance from the University of Minnesota.
- Jason serves as an associate client relationship manager to our High Net Worth clients. Jason has over 7 years of experience in the wealth management field.
- Prior to joining Riverbridge in 2014, Jason worked as a financial advisor with an independent financial services firm and a large insurance company.
- Jason holds a CERTIFIED FINANCIAL PLANNER™ certification. The CFP® certification is recognized in the U.S. and a number of other countries for its (1) high standard of professional education; (2) stringent code of conduct and standards of practice; and (3) ethical requirements that govern professional engagements with clients.
- Jason is a member of the Financial Planning Association (FPA) and the Financial Planning Association of Minnesota. The Financial Planning Association (FPA®) is the largest membership organization for personal financial planning experts in the U.S. and includes professionals from all backgrounds and business models. FPA members are those who commit to the highest standards of professional competence, ethical conduct and clear, complete disclosure to those they serve. They deliver advice using an objective, client-centered, ethical process.
- Jason holds a CHARTERED FINANCIAL CONSULTANT™ certification. The ChFC® certification is recognized as an extensive educational program on all aspects of financial planning from The American College of Financial Services. Certification is contingent on adherence to strict ethical guidelines.

DISCIPLINARY HISTORY: NONE

Jason Ahlgren has received no disciplinary actions in the history of his career.

OTHER BUSINESS ACTIVITIES: NONE

Jason Ahlgren does not participate in any other investment-related business.

ADDITIONAL COMPENSATION: NONE

Jason Ahlgren does not receive economic benefit for providing advisory services from anyone other than Riverbridge clients.

SUPERVISION:

Andrew Turner monitors the advice provided by Jason Ahlgren.

Andrew W. Turner, Client Relationship Manager, Management Team....Telephone: 612-904-6200

**PROXY VOTING POLICY AND PROCEDURES
FOR
RIVERBRIDGE PARTNERS, LLC**

It is the policy of Riverbridge Partners to vote all proxies for the exclusive benefit of the accounts whose assets we manage. In most, if not all cases, this will mean that the proposals which maximize the value of portfolio securities will be approved without regard to non-economic considerations.

The purposes of these proxy voting procedures is to ensure that Riverbridge Partners fulfills our responsibilities to clients in connection with the analysis of proposals submitted by corporate management, and others, to shareholders for approval, and properly executes and delivers proxy ballots in connection therewith.

As long as there is no provision to the contrary in the charter, by-laws, trust agreement, plan documents, partnership agreement or other controlling documents which create the legal entity with which Riverbridge Partners is dealing, the power to vote on proposals presented to shareholders through the proxy solicitation process will be considered by us to be an integral part of our investment responsibility, recognizing that certain proposals, if implemented, may have a substantial impact on the market valuation of portfolio securities. Unless otherwise specifically provided in the agreement between the client and Riverbridge, we will be responsible for evaluating and voting on all proposals.

Riverbridge Partners will generally not favor proposals which are designed to make it difficult for a company to be acquired or which have a tendency to entrench current management at the expense of securities holders. Therefore, we will generally be expected to vote against proposals approving classified boards of directors, blank check preferred stock, unequal voting rights plans, elimination of shareholder action by written consent, prohibitions of shareholder special meetings, granting stock options at less than fair market value, exchanging underwater stock options, and the pyramiding of stock options by management. Super majority proposals will be evaluated on a case-by-case

basis, as will increases in authorized common stock, anti-greenmail provisions, re-incorporation or re-organization proposals and acceleration of options vesting upon change of control. Riverbridge Partners will cast votes solely in the interest of maximizing portfolio assets over the long term for social and corporate responsibility issues.

Riverbridge utilizes the services of a proxy research firm. Securities in client accounts will be voted based on recommendations received by the proxy research firm. Their recommendations will be based on the proxy voting guidelines of Riverbridge Partners. Riverbridge retains the ultimate authority in voting the proxies in client accounts; therefore, Riverbridge may override the recommendation by the proxy research firm when casting votes.

In the rare case that Riverbridge Partners may face a conflict of interest (such as voting on a security held in a company where we also manage that company's pension assets), we will vote solely in the interest of maximizing portfolio assets over the long term. If a conflict occurs, we will record the security involved, the basis for the conflict and our proxy votes as they relate to this security.

This is also the proxy voting policy and procedures for the Riverbridge mutual funds.

Proxy Voting Procedures (Continued)

Summary:

- Proxies will be voted for all clients unless the client has placed the responsibility elsewhere.
- Copies of a representative proxy showing how the issues were voted will be kept on file at Riverbridge Partners for a period of five (5) years, two (2) years on site.
- Issues will be voted uniformly always keeping in mind maximizing the account value.
- For those clients providing guidance to us by forwarding their proxy procedure, we will incorporate those procedures into our own policy providing there is no conflict with the existing policy.
- Investment Team will identify any material conflicts of interest that exist. Examples of potential conflicts include: Riverbridge manages money for a pension fund of a corporation and also invests in the security of that corporation; an officer or director of a corporation in which Riverbridge invests is also a client of Riverbridge; a principal of Riverbridge has a personal relationship with an officer or director of a corporation in which Riverbridge invests that would bias Riverbridge's ability to vote without conflict; Riverbridge has a financial interest in the outcome of a proxy vote. Riverbridge will use an independent third party to recommend how the proxy involving the conflict should be voted.



RIVERBRIDGE PARTNERS®

An investment management firm

Riverbridge Partners, LLC

Client Privacy Policy

At Riverbridge Partners, LLC, our customers are our highest priority and we know how important personal privacy is to you. The foundation of our relationship with customers is based on trust, so naturally we want to protect the personal and financial information with which you have entrusted us. For this reason, our policy is set forth with our procedures and we give you our pledge to protect your privacy.

We obtain non-public personal information about you from information that you provide on applications and related forms, and from transactions in your account(s). We do not collect non-public information about you from any other sources. At your request, we may obtain information from third parties necessary to administer your account.

We do not sell your personal information to anyone. With your permission, we may disclose non-public personal information to third parties necessary to better administer your account. We may disclose some or all of the non-public personal information about our clients to independent contractors and service providers for the sole purpose of better servicing our clients' accounts. We may disclose or report personal information in limited circumstances where we believe in good faith that disclosure is required or permitted under law; for example, to cooperate with regulators or law enforcement authorities.

We protect the security and confidentiality of personal information we collect. Access to non-public personal information about you or your account(s) is restricted to employees, independent contractors or service providers who need to have access to that information to service or administer your account(s). We maintain physical, electronic and procedural safeguards to protect your non-public personal information. We restrict access to personal information to our employees and agents for business purposes only. All employees and agents are trained and required to safeguard such information.

If you identify any inaccuracy in your personal information, or you need to make a change to that information, please contact us so that we may promptly update our records.

If, at any time in the future, it is necessary to disclose any of your personal information in a way that is inconsistent with this policy, we will give you advance notice of the proposed change so that you will have the opportunity to opt out of such disclosure.

Should you have any questions regarding our policy, please feel free to contact us.