R.N. Croft Financial Group Inc.

The Active Management Portfolio Program

Class B-3 Canadian Diversified Equity Share

Objective and strategy

The Class B-3 Canadian Diversified Equity Share aims for high dividend yields and low price betas. Moderate importance is placed on upward estimate revisions as well as quarterly earnings momentum. Additional focus is placed on companies that have low earnings variability in conjunction with low price-to-book value, strong reported earnings growth, and positive earnings revisions and surprises.

Managers may write covered call options on all or part of the securities in its portfolio to the extent such securities are held directly, or in respect of securities that the Share Class has the right or obligation to acquire under forward contracts or other derivative instruments. The managers may also, from time to time, buy puts to hedge against downside market movements, write puts to acquire shares, or buy calls as a stock replacement strategy. Managers may from time to time use leverage to a maximum of 50% in the aggregate (at the time of incurring leverage) of the Share Class's gross asset value.

Top holdings

	Symbol	Security	Weight
Equity	TA	TRANSALTA CORP	6.92%
Equity	EDR	ENDEAVOUR SILVER CORP	4.31%
Equity	ONR	OPEN RANGE ENERGY CORP	3.67%
Equity	MFL	MINEFINDERS CORP LTD	3.63%
Equity	IPL.UN	INTER PIPELINE FUND- A LPU	3.62%
Equity	ATP	ATLANTIC POWER CORP- NEW	3.60%
Equity	BCE	BCE INC	3.54%
Equity	CU	CDN UTILITIES CL- A NV	3.50%
Equity	EMA	EMERA INCORPORATED	3.50%
Equity	IMG	IAMGOLD CORP	3.41%

As at July 29, 2011

Costs and Fees

Portfolio Management Expense Ratio 0.750%

Please refer to the Offering Memorandum for the Active Management Portfolio Program for further fee disclosure. The Offering Memorandum is available on the Croft website at www.croftgroup.com or by contacting R.N. Croft Financial Group Inc.

Benchmark

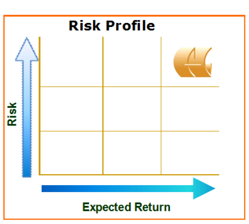
The benchmark for this Share Class is the S&P/TSX Composite Total Return Index.

Liquidity

The Share Class is available for withdrawal and is not subject to any deferred sales charges. Transactions in the Share Class occur only when the net asset value (NAV) is calculated, every Wednesday.

Reporting

The price of the Share Class is reported on the R.N. Croft Financial Group Inc. website at www.croftgroup.com. In addition, on a weekly basis, the holdings of the Active Management Portfolio Program are posted on the Croft website. Investors may view their pro-rata ownership of the underlying securities of the Share Class by accessing the Corporate Class Platform area of the website and using the calculator feature at www.croftgroup.com/products/pools.asp. Clients must select the Share Class and number of shares owned to view contents of the portfolio.



Suitability and risk profile

This Share Class is suitable for equity investors seeking dividends with below-average equity volatility risk. Investors seeking to use this Share Class will typically have a longer-term time horizon of 10 or more years and have the ability to withstand a drop of 35% in their equity portfolios.

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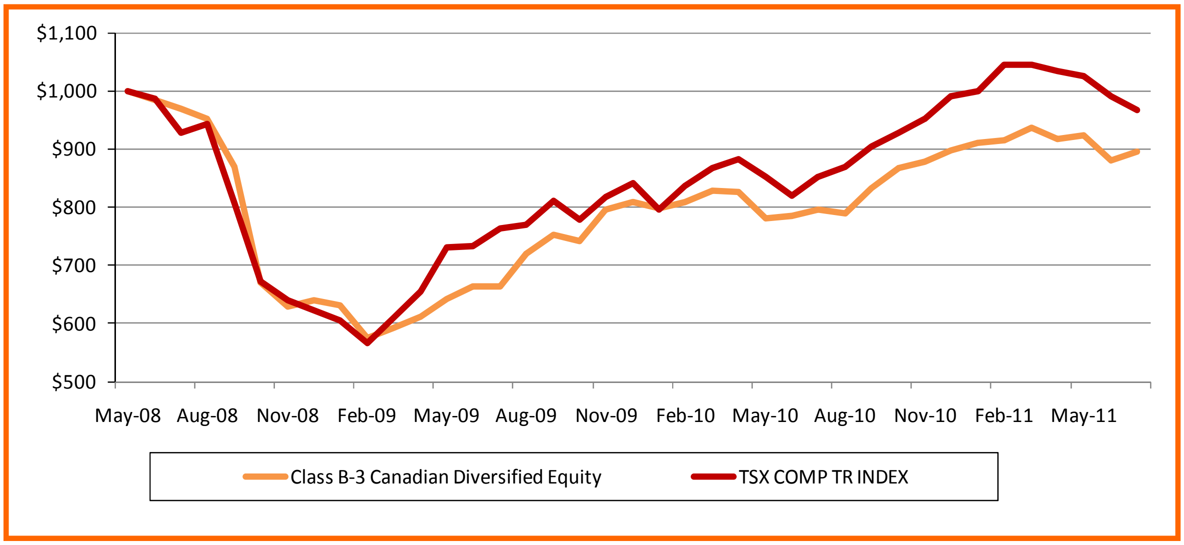
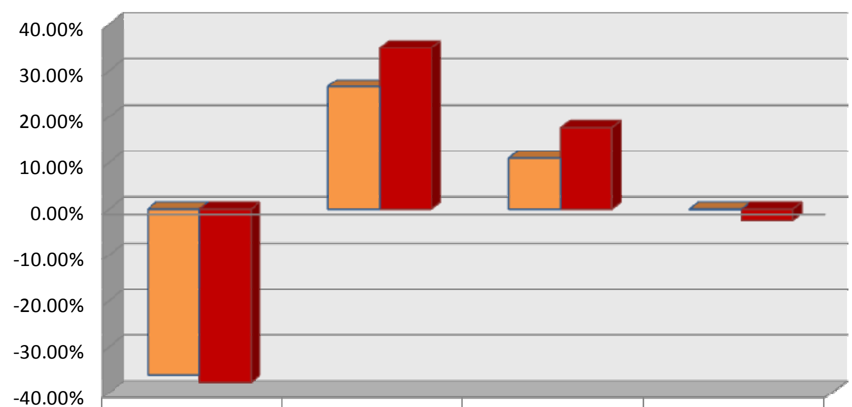
Class B-3 Canadian Diversified Pool vs Benchmark
Cumulative Returns



As at July 29, 2011

Annual Returns



	2008	2009	2010	2011
Class B-3 Canadian Diversified Equity	-36.08%	26.52%	10.91%	-0.12%
TSX COMP TR INDEX	-37.68%	35.05%	17.61%	-2.34%

As at July 29, 2011

Time Horizon
10 years +

This is a higher-risk portfolio with a longer time horizon. Higher volatility in this portfolio may increase risk of capital loss, discouraging early withdrawals.

Portfolio Statistics	**Portfolio**	**Benchmark**
Returns		
1-month	1.85%	-2.50%
3-months	-2.41%	-6.56%
6-months	-1.53%	-3.29%
1-year	12.43%	13.37%
3-year	3.98%	4.27%
Since inception* (compounded)	-3.42%	-1.07%
Annual standard deviation	18.63%	19.28%
Sharpe Ratio	(0.25)	(0.12)
Maximum up month	8.49%	11.46%
Maximum down month	-22.72%	-16.67%

*May 31, 2008

DISCLAIMER & NOTES

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