



THOMPSON PLUMB FUNDS

MIDCAP FUND - DECEMBER 31, 2009

800-999-0887

www.thompsonplumb.com

Investment Objective

The MidCap Fund seeks a high level of long-term capital appreciation by investing in securities of medium-sized companies.

Investment Strategy

The MidCap Fund will invest, under normal circumstances, at least 80% of its net assets in common stocks of medium-sized companies with market capitalizations at the time of purchase between \$1 billion and \$12 billion. We generally seek to identify investment opportunities in equity securities of companies that we believe have above-average potential for earnings and dividend growth. To achieve a better risk-adjusted return on its equity investments, the MidCap Fund invests in a diversified portfolio of companies, including companies from a blend of industries and style classes. The MidCap Fund may sell securities for a variety of reasons, such as to secure gains, limit losses or reposition assets to more promising opportunities.

Fund Facts

Fund Inception: March 31, 2008

Fund Assets: \$10 million

Net Asset Value: \$9.74

Dividend Frequency: Annual

Fund Ticker Symbol: THPMX

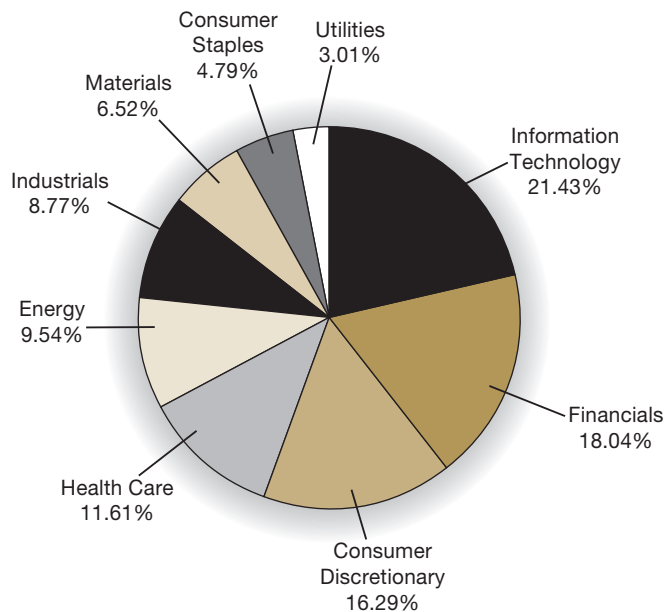
Number of Equities: 77

Weighted Average Market Cap. (billions): \$5.2

Median Market Capitalization (billions): \$3.8

Sector Weightings

% of Total Investments



Largest Equity Holdings

COMPANY	INDUSTRY	% OF FUND'S NET ASSETS
Bare Escentuals, Inc.	Personal Supplies	2.06%
Weatherford International Ltd.	Oil Equipment, Services & Distribution	2.06%
Investment Technology Group, Inc.	Financial Services	2.06%
EnergySolutions	Support Services	2.05%
JDS Uniphase Corp.	Technology Hardware & Equipment	2.05%
Darden Restaurants, Inc.	Travel & Leisure	2.05%
Associated Banc-Corp	Banks	2.04%
Murphy Oil Corp.	Oil & Gas Producers	2.03%
W.W. Grainger, Inc.	Support Services	2.03%
ResMed Inc.	Health Care Equipment & Services	2.03%

Average Annual Total Returns 12/31/09		
	1-Year	Since Inception (3/31/08)
Thompson Plumb MidCap Fund	46.91%	-0.75%
Russell Midcap Index	40.48%	-5.03%

Expense Ratios	
Gross of fee waivers or reimbursements	8.40%
Net Expense Ratio - Effective 4/1/09	1.30%

Portfolio holdings and asset/sector allocations are subject to change and are not recommendations to buy or sell any security.

Current and future portfolio holdings are subject to risk.

Performance data quoted represents past performance: past performance does not guarantee future results. The investment returns and principal value of an investment will fluctuate so that an investor's shares, when redeemed, may be worth more or less than their original cost. Current performance of the Fund may be lower or higher than the performance quoted. Performance data current to the most recent month end may be obtained by calling 800-999-0887 or visiting www.thompsonplumb.com.

The performance information reflected in the table above does not reflect the deduction of taxes that a shareholder would pay on fund distributions or the redemption of fund shares.

The Advisor has contractually agreed to waive management fees and/or reimburse expenses incurred by the MidCap Fund from April 1, 2009, through March 31, 2010, so that the annual operating expenses of the Fund do not exceed 1.30% of its average daily net assets. Investment performance reflects voluntary fee waivers in effect. In the absence of such waivers, the returns would be reduced.

The Russell Midcap Index measures the performance of the 800 smallest companies in the Russell 1000 Index based on total market capitalization. You cannot invest directly in an index.

The fund's investment objectives, risks, charges and expenses must be considered carefully before investing. The prospectus contains this and other important information about the investment company, and it may be obtained by calling 800-999-0887 or visiting www.thompsonplumb.com. Read it carefully before investing.

Mutual fund investing involves risk. Principal loss is possible. Midcap companies tend to have limited liquidity and greater volatility than large capitalization companies.

Quasar Distributors, LLC distributor.



Performance

The MidCap Fund produced a total return of 3.25% for the quarter ended December 31, 2009, as compared to its benchmark, the Russell Midcap Index, which returned 5.92%. This brings the year-to-date return of the Fund to 46.91% versus 40.48% for its benchmark.

Management Commentary

We are delighted to report that the Fund outperformed its primary benchmark by 6.43% for the full year. Even so, we are disappointed that the fourth quarter of 2009 broke our string of five consecutive quarters of positive relative performance for the Fund. As in previous quarters, issue selection was the dominant factor behind our relative results.

The negative performance for the quarter was concentrated in the four sectors of Financials, Technology, Industrials and Energy – all of which were worse than Consumer Staples, our best sector. Within those sectors, issue selection fell primarily into two categories. First were stocks that had been winners in the past but underperformed in the fourth quarter. Our holdings in Energy, Technology and Industrials are mostly representative of this effect – especially Weatherford and EnergySolutions. These sectors and individual holdings were among our best for all of 2009, and while we expect further upside in 2010, it is not surprising to see the stocks pause for a quarter as investors chose to lock in gains. Even some of our financials like Discover fell into this category. Together these names accounted for roughly half of the relative lag.

The rest of the lag can be traced directly to several individual holdings that collapsed during the month of October and spent the rest of the quarter in a sideways trading pattern. Investment Technology Group and Marshall & Ilsley accounted for most of the underperformance in Financials and Cintas contributed to the losses in Industrials. While we were not pleased to own these stocks during their periods of weakness, we have evaluated each of them and feel comfortable going forward that at their lower level they still appear attractive.

Reviewing 2009 as a whole, we saw the prices of midcap stocks follow an amplified path as the market as a whole, as many of the Fund's biggest winners for the fiscal year had experienced crushing price declines by the time the market reached a bottom in March, but boomed off that bottom as investor's appetite for risk seemed to re-emerge. As long as the economy avoids a

"double-dip recession" (in which the economy goes through a second recessionary period after a brief period of growth in Gross Domestic Product), we expect midcap stocks to continue outperforming their large-cap brethren. This is because of the potential for faster earnings growth with midcap companies, which are typically fueled by a higher degree of innovation from disruptive technologies, growing market share, and more rapid margin expansion in a cyclical recovery scenario. While our Growth Fund holds some of the MidCap Fund's holdings in smaller position sizes, we view the MidCap Fund as a direct way to play these themes for investors who can tolerate slightly more risk in the search for potentially better returns.

We expect mergers and acquisitions to be a growing part of the MidCap Fund's return. If the economy experiences only a moderate recovery, versus a sharp "V" shaped bounce, many larger companies may look to improve their earnings growth by making a fold in acquisition. At the same time, an improved credit market will allow private equity to again function as a buyer of small and midcap sized firms. In the fourth quarter the Fund was fortunate enough to have both IMS Health and FGX International Holdings get bought out. We are hopeful that 2010 could see several other holdings acquired.

While we don't know exactly what will come in 2010, we will strive to provide an attractive return for shareholders, and will continue to employ the same strategy that we always have – to buy midcap companies with attractive earnings growth potential and solid balance sheets that trade at attractive valuations.

Opinions expressed are subject to change, are not guaranteed and should not be considered investment advice.

Current and future portfolio holdings are subject to risk.

Past performance is not a guarantee of future results.

Portfolio Managers

John W. Thompson has been the portfolio manager of the Thompson Plumb MidCap Fund since its 2008 inception. Mr. Thompson is the Founder and President of Thompson Investment Management, Inc. Until January 2004, Mr. Thompson was Founder, President and Treasurer of Thompson, Plumb & Associates, Inc. since the firm's 1984 inception. Prior to that, he served as the Senior Trust and Investment Officer at Firststar Bank in Madison, Wisconsin. He earned a B.S. degree in Mechanical Engineering from the University of Wisconsin-Madison and an M.B.A. from the Wharton School at the University of Pennsylvania. He also holds a Chartered Financial Analyst designation.

James T. Evans is a co-manager for the MidCap Fund and has been actively involved in the management of the Fund since its March 31, 2008 inception. Mr. Evans is currently Vice President and a Portfolio Manager at Thompson Investment Management, Inc. and has been with the firm since 2005. Prior to joining TIM, he was a Managing Director for Nakoma Capital Management in Madison, Wisconsin, that he joined in July 2000. Mr. Evans graduated summa cum laude from Macalester College with a B.A. degree in Economics and Computer Science. He also earned an M.B.A. in Finance and Accounting and an M.S. in Finance from the University of Wisconsin-Madison. Mr. Evans completed the Applied Security Analysis Program at the University of Wisconsin-Madison Business School. He is a CFA charterholder and is also a member of the CFA Institute and the CFA Society of Madison.

Jason L. Stephens is a co-manager for the MidCap Fund and has been actively involved in the management of the Fund since its March 31, 2008, inception. Mr. Stephens is the COO and a Portfolio Manager at Thompson Investment Management, Inc. Previously, he worked in various capacities for TIM and Thompson, Plumb & Associates, Inc. since 2002. Mr. Stephens received a B.S. in English and Communication Arts, an M.A. in Arts Administration and an M.S. in Finance, each from the University of Wisconsin-Madison. He is a CFA charterholder and is also a member of the CFA Institute and the CFA Society of Madison.