

ASTON/River Road Independent Value Fund (N: ARIVX) (I: ARVIX)

Fund Quarterly Commentary

2nd Quarter 2011 Commentary

Stocks Flat Following a Volatile Quarter

It was a volatile quarter for equity markets with stocks gyrating on robust earnings early in the period followed by weak economic data. Although management comments provided advance warning of a contraction in growth, the pivot point occurred on April 29 when the slowdown officially appeared in the U.S. Gross Domestic Product (GDP) numbers. A stream of disappointing economic news continued through May, particularly in housing and labor, which weighed on equities. In June, the fiscal crisis in Greece added to the turbulence, with investors initially fearing a broader debt contagion and later celebrating the passage of austerity measures. Toss into the mix the end of the second round of quantitative easing (QE2), more economic braking in China, and the deficit stalemate in Congress and investors were given considerable reason to reduce risk exposure during the period.

Despite the macroeconomic uncertainty, the broader equity market (as represented by the S&P 500 Index) eked out positive gains. The performance of small-cap stocks, however, reflected the market's heightened volatility and investor risk aversion. After rallying to an all-time high in late April, the Russell 2000 Index plunged 10% through mid-June before rebounding in the final week of trading to end the quarter with a 1.61% loss. Growth outperformed value across all market-caps, with small-cap value trailing primarily due to smaller weightings in the Healthcare and Consumer Discretionary sectors and a larger relative weighting to lagging Financials.

The high-beta (volatility) theme that has dominated equity performance since the start of the recovery (and was refreshed by the launch of QE2) continued to subside during the second quarter, as investors flocked to higher-quality stocks. Investors tended to favor stocks with a high return-on-equity (ROE) and a high dividend yield, with high-beta stocks among the worst performers. This was especially true within the Fund's Russell 2000 Value Index benchmark, where stocks with the highest ROE (first quintile) outperformed stocks with the lowest ROE by an average of more than seven percentage points. Stocks with the lowest price-to-earnings (P/E) ratios also significantly outperformed stocks with the highest P/Es. The performance in beta was even more pronounced, with the lowest beta stocks outpacing the highest by nearly 10 percentage points.

Buy Discipline

The Fund substantially outperformed its Russell 2000 Value Index benchmark during the quarter, posting a modest gain versus an absolute loss of more than two percentage points by the index. The positive absolute performance achieved during the quarter resulted from strong stock selection and, more specifically, a favorable mix of winners and losers. Of the 40 stocks the portfolio held, only 12 posted a negative contribution to return. We believe that our strict buy discipline and willingness to hold cash to avoid overpaying for any stock contributed to that ratio. The Fund held an average cash position of 49% during the quarter.

The top contributing holding during the quarter was energy exploration and production (E&P) company Bill Barrett. Focused in the Rockies region, Bill Barrett has reinvested much of its significant cash flows into the exploration and development of existing properties, with the firm expecting to continue to increase production growth by double-digits annually through 2012. Its first quarter results supported these expectations and the stock responded positively as a result.

High-end grocer Arden Group switched from a bottom contributor last quarter to a top contributor during the second quarter on the

heels of several developments. Collective bargaining negotiations between competitor grocery stores in the Los Angeles area and their union labor deteriorated, a scenario similar to 2003 when Arden gained market share. In April, the company directly repurchased 2.8% of outstanding shares from an institutional investor at an attractive price. Finally, Arden's CFO made a significant insider purchase, the first by a minority owner/executive officer in more than 10 years.

Avista, a natural gas and electric utility with six hydroelectric projects generating more than 50% of its production, benefitted from a cold and wet first quarter that led to increased power consumption. In addition, an increase in hydroelectric generation reduced power supply costs and Advantage IQ, a non-regulated subsidiary that provides utility expense management services, continues to perform well. As a result, earnings improved and management now believes 2011 earnings will be at the high end of their original expectations.

Money Fund Woes

The largest negative contributor during the quarter was asset manager Federated Investors. A significant part of the firm's assets under management come from money market funds, which currently face challenges stemming from record low short-term interest rates. In fact, fee waivers that allow Federated to maintain a positive or zero net yield in its funds reduced operating income by 20% during the first quarter. Fee waivers are expected to continue as long as short-term interest rates remain near 0% and should increase in the second quarter of 2011, causing earnings to drop below 2010 levels. There is also concern regarding the money market fund industry's exposure to European banks and the European debt crisis. Still, we believe we have appropriately adjusted for these well-known risks. We are well aware of the possibility of an extended 0% interest rate environment and will continue to monitor these risks and adjust our valuation assumptions as necessary.

Billing and customer relationship software provider CSG Systems International also declined during the quarter. CSG has historically maintained a concentrated customer base within the satellite and cable industry, with 64% of revenues coming from its top-four customers in 2010. The firm's recent acquisition of Intec, whose focus is on telecommunication providers, lowered the concentration of its four largest customers to 45% of total revenues. The firm faces other integration risks plus the impact of price concessions on a recently renegotiated contract with DISH Network. We believe we have accounted for the uncertainty by using an above average discount rate of 14% in our valuation model, and remain attracted to the company's high revenue visibility (80% of revenue under contract) and strong free cash flow attributes.

Ambassadors Group, the market leader in providing international travel programs for students, was another poor performer. Ambassadors has a long history of more than 44 years operating the People to People travel program. Although the business remains highly profitable, operating results have suffered during the past two years due to declining enrollment and we expect cash flows to remain near trough levels in 2011. We have taken this environment into consideration when determining the normalized free cash flow assumption in our valuation model. Despite the headwinds, Ambassadors' balance sheet remains strong with no debt outstanding and plenty of deployable cash. Although the firm has limited financial risk, the cyclical nature of its free cash flows makes it an investment with above-average risk for the portfolio. Thus, we expect it to remain a relatively small position.

Russell Rebalancing

Each year Russell rebalances its indices, and this year's rebalancing occurred on June 24. As noted in our commentary last quarter, one of the more important changes this year involved the methodology surrounding the style factors. In an effort to reduce turnover among the style indices, Russell implemented a band on its overall composite value scores. Russell believes this will effectively reduce the number of names that switch between the Russell 2000 Value and Growth indices on an annual basis. Russell introduced banding a few years ago for its market-capitalization indices, which substantially reduced turnover.

This year's rebalancing of the Russell 2000 Value Index resulted in a lower overall market-cap and more growth in the benchmark. The largest holding declined from \$4.6 billion in market-cap to just \$3.1 billion. Similarly, the weighted average market cap for the index fell as well. The largest sector weight increases as a result of the rebalancing were in Technology (+2.8%) and Consumer Discretionary (+2.4%). The largest weight decreases were in Financials (-2.7%) and Energy (-2.6%). Interestingly, these changes largely reflect our own observations about the valuation of these sector groups.

Although the small-cap market declined slightly overall during the quarter, the pullback did not affect prices sufficiently to provide us with enough opportunities to reduce the Fund's cash position. In fact, cash levels increased during the quarter as we sold several holdings, including large positions in Aaron's and Ducommun, which had reached our valuation targets. Our focus on higher quality small-cap stocks remains unchanged and we think served investors well during the quarter. Until volatility increases and valuations

allow for adequate absolute returns, we expect the portfolio to remain defensively positioned.

The largest new position added during the quarter was UniFirst Corporation, the third largest provider of workplace uniforms and protective clothing in North America. The company weathered the most recent recession well by implementing a “back-to-basics” strategy that emphasized fiscal discipline and customer service. These steps, along with lower energy and merchandise costs, helped propel earnings to record levels in 2009—one of the most difficult operating environments in its history—giving us confidence in its ability to navigate a full economic cycle. With an average customer relationship of 12 years and a 92% retention rate, the company has historically generated consistent operating results and recurring revenue allowing us to estimate free cash flows with a high degree of conviction. Although the company is exposed to fluctuating commodity costs and remains economically sensitive, with net debt less than annual free cash flow generation we believe it has limited financial risk. UniFirst is a solid example of a business that we think has limited operating and financial risk—the ideal traits of a core Independent Value holding.

Outlook

We noticed several common themes among the approximately 300 small-cap businesses on our focus list throughout second quarter. Similar to the first quarter, many businesses continued to benefit from pent-up demand, stronger business spending, spending on productivity enhancements, and improved balance sheets. The economy appeared to be on a slightly upward trend even though the economic expansion appears uneven and there are increasing concerns about inflation and the sustainability of government spending. Most companies remain cautious about hiring and remain more committed to improving productivity and defending the margins of existing businesses.

Operating margins generally remained healthy, but broad cost pressures increased relative to the previous quarter. Management teams commented frequently on the need and ability to pass on price increases originating from higher commodities, labor, and transportation costs. Toward the end of the second quarter, there was a slight shift in tone, as concern grew that recent price increases may impact demand. As gasoline approached \$4/gallon in May, the negative impact on discretionary spending was noted by several businesses, especially those that cater to low-income consumers. With rising costs and the possibility of demand destruction, we continue to believe it is important to stay disciplined regarding our normalized margins and cash flow estimates. Although we believe rising costs and margin pressures have been well communicated by management, the valuations of many small-cap businesses do not yet reflect this risk. In summary, in a period where operating margins may be near peak levels, it is extremely important to minimize valuation error by avoiding extrapolating results that may be unsustainable.

We are often asked why we hold cash given that the portfolio’s equity-only performance has outperformed the broader portfolio. Our use of cash is not an attempt to time the market, but is a direct result of the number of opportunities within our focused universe of mature, high-quality small-cap businesses. While cash, currently yielding 0%, does have short-term opportunity costs, as absolute investors we are more concerned about the risk of permanent loss of capital than the risk of underperforming a benchmark. Holding cash may reduce relative performance in the short-term, but it can also enhance long-term absolute and relative performance by allowing the Fund to act opportunistically without the need to sell existing holdings. In essence, cash allows the portfolio to invest decisively when it is being appropriately compensated to take risk and to limit mistakes when small-cap prices are extended and risks are elevated. Without these benefits, we do not believe the equity returns in the Fund would have been achievable.

River Road Asset Management

15 July 2011


As of June 30, 2011, Bill Barrett comprised 2.40% of the portfolio's assets, Arden Group – 0.72%, Avista – 2.54%, Federated Investors – 2.52%, CSG Systems International – 2.66%, Ambassadors Group – 0.71%, Aaron's – 0.00%, Ducommun – 0.00%, and UniFirst – 2.66%.

Note: Small-cap stocks are considered riskier than large-cap stocks due to greater potential volatility and less liquidity. Value investing often involves buying the stocks of companies that are currently out of favor that may decline further.

Before investing, carefully consider the fund's investment objectives, risks, charges and expenses. Contact 800 992-8151 for a prospectus containing this and other information. Read it carefully. Aston Funds are distributed by BNY Mellon Distributors Inc.

Fund Performance

Average Annual Total Returns

	Monthly returns (%)			Annualized Returns (%)					
	Period ended 6/30/11			Period ended <div>6/30/11</div>					
	Month	3 Months	YTD	1 yr	3 yr	5 yr	10 yr	Since Incept.	Incept. Date
Fund Class N Shares (ARIVX)	-0.37	1.78	9.13	N/A	N/A	N/A	N/A	8.80	12/31/2010
Fund Class I Shares (ARVIX)	-0.37	N/A	N/A	N/A	N/A	N/A	N/A	-0.37	6/1/2011
Russell 2000 Value Index	-2.46	-2.65	3.77	31.35	7.09	2.24	7.53	3.77	12/31/2010
Category: Small Value	-2.03	-2.16	4.58	32.28	8.73	3.49	8.31	4.56	12/31/2010

Calendar year-end returns

	2010	2009	2008	2007	2006	2005	2004	2003	2002	2001
Fund Class N Shares (ARIVX)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Fund Class I Shares (ARVIX)	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Russell 2000 Value Index	24.50	20.58	-28.92	N/A	N/A	N/A	N/A	N/A	N/A	N/A

The performance data quoted represents past performance. Past performance is no guarantee of future results. Investment return and principal value will fluctuate so that an investor's shares upon redemption may be worth more or less than their original cost. Certain expenses were subsidized. If these subsidies were not in effect, the returns would have been lower. The adviser is contractually obligated to waive management fees and/or reimburse expenses through February 28, 2012. Current performance may be lower or higher than the performance data quoted.

For periods less than one-year, total returns are reported; for periods more than one-year, average annual total returns are reported.

The Russell 2000 Value Index is comprised of securities in the Russell 2000 Index. Companies in this index tend to exhibit lower book to price ratios and lower cost to growth values. Indices are adjusted for the reinvestment of capital gains and income dividends. Individuals cannot invest in an index.

The Morningstar Small Value Category figures allow for a direct comparison of a fund's performance within its Morningstar Category.

Fund Overview

Investment Strategy

The **ASTON/River Road Independent Value Fund** seeks to provide attractive returns using a bottom-up fundamental approach to undervalued small capitalization stocks.

Idea Generation

Market capitalization of between \$100 million and \$5 billion
Screen for profitability over a market cycle

Fundamental Research

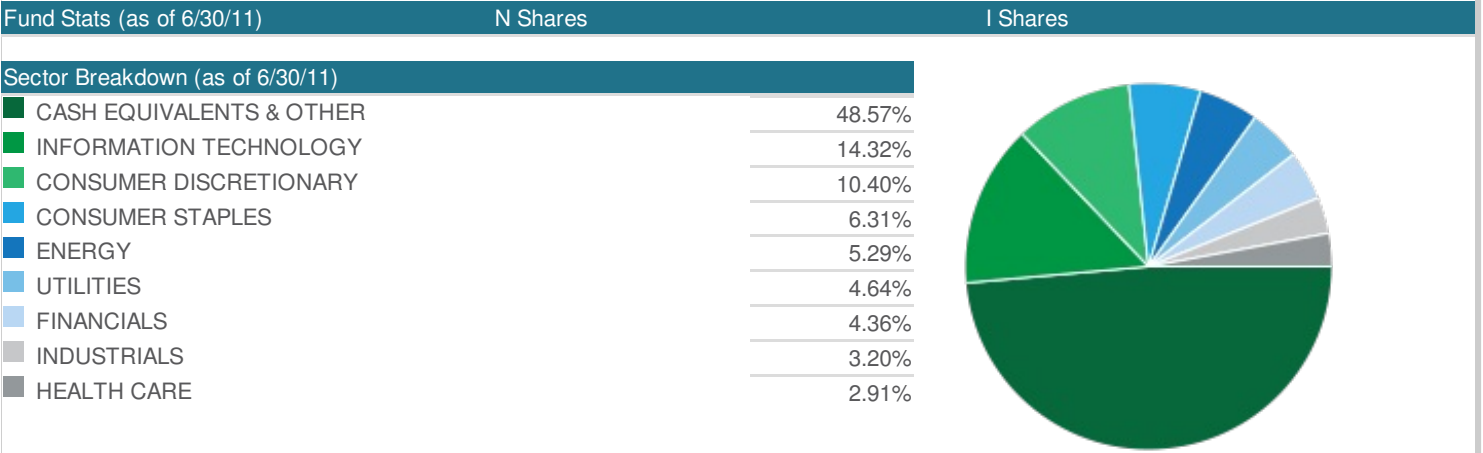
High quality – Long operating history, established market share, strong balance sheet and cashflow
Attractive valuations – Discount to net asset value and obtainable growth rates
High confidence – Sustainable free cash flow, conservative valuation assumptions

Risk Controls

Broad industry and sector diversification
Strict sell discipline based on price targets

Risk Considerations

Small- and Mid-cap stocks are considered riskier than large-cap stocks due to greater potential volatility and less liquidity. Value investing often involves buying the stocks of companies that are currently out of favor that may decline further.



Past performance does not guarantee future results. Investment return and principal value of mutual funds will vary with market conditions, so that shares, when redeemed, may be worth more or less than their original cost.

As the fund is actively managed, the securities as presented may not represent the current or future composition of the portfolio.

Fund Holdings

Holdings as of: 6/30/11

Company	Ticker	CUSIP	Number of Shares	Market Value	% of Net Assets ↓
CASH EQUIVALENTS & OTHER			118,907,872	\$119,368,626.17	48.56%
TOTAL SYSTEM SERVICES INC	TSS	891906109	558,407	\$10,375,202.06	4.22%
MANTECH INTERNATIONAL CORP-A	MANT	564563104	212,245	\$9,427,922.90	3.83%
ICU MEDICAL INC	ICUI	44930G107	163,532	\$7,146,348.40	2.90%
CONTANGO OIL & GAS	MCF	21075N204	121,349	\$7,091,635.56	2.88%
CORE-MARK HOLDING CO INC	CORE	218681104	184,827	\$6,598,323.90	2.68%
CSG SYSTEMS INTL INC	CSGS	126349109	354,970	\$6,559,845.60	2.66%
UNIFIRST CORP/MA	UNF	904708104	116,680	\$6,556,249.20	2.66%
AVISTA CORP	AVA	05379B107	243,640	\$6,259,111.60	2.54%
FEDERATED INVESTORS INC-CL B	FII	314211103	260,700	\$6,215,088.00	2.52%
BILL BARRETT CORP	BBG	06846N104	127,665	\$5,917,272.75	2.40%
AMERICAN GREETINGS CORP-CL A	AM	26375105	233,778	\$5,620,023.12	2.28%
WEIS MARKETS INC	WMK	948849104	121,411	\$4,945,070.03	2.01%
CALIFORNIA WATER SERVICE GRP	CWT	130788102	221,940	\$4,152,497.40	1.68%
EPIQ SYSTEMS INC	EPIQ	26882D109	291,415	\$4,143,921.30	1.68%
PAPA JOHN'S INTL INC	PZZA	698813102	110,948	\$3,690,130.48	1.50%
RENT-A-CENTER INC	RCII	76009N100	109,450	\$3,344,792.00	1.36%
POTLATCH CORP	PCH	737630103	94,080	\$3,318,201.60	1.35%
COTT CORPORATION	BCB	22163N106	375,530	\$3,158,207.30	1.28%
CENTRAL GARDEN & PET CO	CENT	153527106	282,097	\$2,928,166.86	1.19%
BIG LOTS INC	BIG	89302103	80,920	\$2,682,498.00	1.09%
NEUSTAR INC-CLASS A	NSR	64126X201	97,970	\$2,566,814.00	1.04%
TELLABS INC	TLAB	879664100	460,990	\$2,125,163.90	0.86%
ARDEN GROUP INC-A	ARDNA	39762109	19,268	\$1,773,041.36	0.72%
AMBASSADORS GROUP INC	EPAX	23177108	199,300	\$1,759,819.00	0.71%
OIL-DRI CORP OF AMERICA	ODC	677864100	69,933	\$1,497,964.86	0.60%
SCHOLASTIC CORP	SCHL	807066105	55,430	\$1,474,438.00	0.59%
CONSTELLATION BRANDS INC-A	STZ	21036P108	58,180	\$1,211,307.60	0.49%
BALDWIN & LYONS INC -CL B	BWINB	57755209	50,641	\$1,173,351.97	0.47%
ARTESIAN RESOURCES CORP-CL A	ARTNA	43113208	55,528	\$1,000,614.56	0.40%
ALAMO GROUP INC	ALG	11311107	29,025	\$687,892.50	0.27%
STANDARD PARKING CORP	STAN	853790103	39,006	\$622,925.82	0.25%
FRISCH'S RESTAURANTS INC	FRS	358748101	16,990	\$396,716.50	0.16%
				\$245,789,184.30	100%

Past performance does not guarantee future results. Investment return and principal value of mutual funds will vary with market conditions, so that shares, when redeemed, may be worth more or less than their original cost.

As the fund is actively managed, the securities as presented may not represent the current or future composition of the portfolio.



ASTON/River Road Independent Value Fund (ARIVX/ARVIX)

June 30, 2011

Top Ten Stock Holdings

	Fund
Total System Services Inc.	4.22%
ManTech International Corp-A	3.84%
ICU Medical Inc.	2.91%
Contango Oil & Gas	2.89%
Core-Mark Holding Co Inc.	2.68%
CSG Systems Intl Inc.	2.67%
UniFirst Corp.	2.67%
Avista Corp.	2.55%
Federated Investors Inc. - Cl B	2.53%
Bill Barrett Corp.	2.41%
Percentage of Total Net Assets	29.35%

The Fund is actively managed. Holdings and weightings are subject to change daily.

Sector Breakdown vs. Benchmark Comparison

	Fund	Benchmark*
Cash Equivalents & Other	48.57%	0.00%
Information Technology	14.32%	12.16%
Consumer Discretionary	10.40%	11.87%
Consumer Staples	6.31%	2.88%
Energy	5.29%	5.39%
Utilities	4.64%	6.42%
Financials	4.36%	34.16%
Industrials	3.20%	15.29%
Health Care	2.91%	5.70%
Materials	0.00%	5.27%
Telecommunication Services	0.00%	0.86%

* Russell 2000 Value Index
Sector weightings are based on net assets.

Note: Small- and mid-cap stocks are considered riskier than large-cap stocks due to greater potential volatility and less liquidity. Value investing often involves buying the stocks of companies that are currently out of favor that may decline further.

Parameters set by the Subadviser are not a fundamental policy of the Fund and are subject to change at any time.

Highlights

- Independent thinking, independent results
- Flexibility and patience to buy only at a discount
- Focus on high-quality small-cap stocks with long operating histories

Subadviser

River Road Asset Management (Louisville, KY)

Seeks financially strong, well-managed companies selling at a meaningful discount to "Absolute Value" to achieve superior long-term, risk-adjusted returns. The firm manages more than \$4.0 billion in assets among five different strategies.

Portfolio Manager



Eric Cinnamond, CFA

Vice President

Mr. Cinnamond has 18 years of investment industry experience. He received his BBA in Finance from Stetson University and his MBA from the University of Florida.

Investment Strategy & Process

The Fund employs bottom-up fundamental research in seeking strong businesses trading for less than their intrinsic value. The portfolio manager generally emphasizes a high quality portfolio and seeks absolute returns while minimizing downside portfolio risk. As a result, the Fund's returns may vary significantly from its benchmark index.

Idea Generation

- Market-capitalization between \$100 million and \$5 billion
- Profitability over a full market cycle
- Focus list of 300 high-quality stocks

Key Criteria

- Business quality—long operating history, market leader, and strong balance sheet and cash flows
- Valuation—discount to absolute value based on normalized free cash flows and obtainable growth rates
- High confidence derived from sustainable free cash flow of company and conservative valuation assumptions

Risk Management

- Focus is to limit permanent loss of capital—will allow cash in portfolio to build to avoid overpaying for any stock
- Will not assume financial and operational risk together in an individual holding
- Structured sell discipline: When price target is achieved, unexpected shift in risk or valuation, or loss of confidence—will not average down on holdings with declining valuation



ASTON/River Road Independent Value Fund (ARIVX/ARVIX)

June 30, 2011

Fund Information

	Class N	Class I
Ticker	ARIVX	ARVIX
Cusip	00080Y611	00080Y579
Net Expense Ratio*	1.27%	1.17%
Gross Expense Ratio	2.15%	1.67%
Wtd Average P/E**		15.70
Wtd Average P/B		1.81
Median Mkt Cap (\$Mil)		840
Wtd Avg Mkt Cap (\$Mil)		1,430
Total Net Assets (\$Mil)		245.79
Sales Load		None
Number of Stocks		32

* The Adviser is contractually obligated to waive management fees and/or reimburse ordinary expenses through February 28, 2012. The Fund's net expense ratio including acquired fund fees and expenses is 1.42% and 1.32% for the N and I class, respectively.

** Excludes negative earnings.

Objective: The Fund seeks to provide long-term total return.

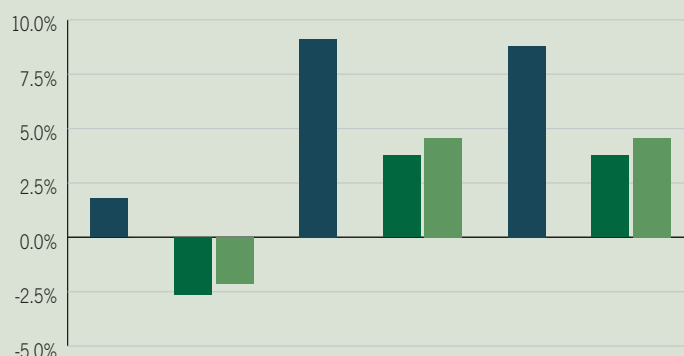
For quarterly Fund commentary please visit us online at www.astonfunds.com.

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Shareholder Services: 800 992-8151

Investment Adviser Services: 800 597-9704

Performance



	Current Quarter [^]	Year-To-Date [^]	TOTAL RETURNS AS OF 6/30/11	
			Since Inception	
■ Class N Shares	1.78%	9.13%	8.80%	12/31/10
■ Class I Shares	—	—	-0.37%	6/1/2011
■ Benchmark*	-2.65%	3.77%	3.77%	12/31/10
■ Category**	-2.16%	4.58%	4.56%	12/31/10

The performance data quoted represents past performance. Past performance is no guarantee of future results. Investment return and principal value will fluctuate so that an investor's shares, upon redemption, may be worth more or less than their original cost. Some of the returns quoted reflect fee waivers or expense reimbursements that are no longer in effect. Returns for certain periods would have been lower without the waivers/reimbursements. Current performance may be lower or higher than the performance data quoted. For performance data current to the most recent month-end, please visit our website at www.astonfunds.com.

[^] Total Returns.

* The **Russell 2000 Value Index** is comprised of securities in the Russell 2000 Index. Companies in this index tend to exhibit lower book to price ratios and lower cost to growth values. Indices are adjusted for the reinvestment of capital gains and income dividends. Individuals cannot invest in an index.

** The **Morningstar Small Value Category** figures allow for a direct comparison of a fund's performance within its Morningstar Category.

Aston Investment Product Overview

Domestic and International Equity

Large	Herndon Capital Management Value*	TAMRO Capital Partners Diversified Equity*	Montag & Caldwell, Inc. Growth Balanced
	Cornerstone Invest. Partners Value	Neptune Investment Mgmt. International Equity	Todd-Veredus Asset Mgmt. Select Growth
			Baring Asset Mgmt. (Barings) International All Cap Growth
Mid	River Road Asset Mgmt. Dividend All Cap Value*	Fairpointe Capital LLC Mid Cap Core	Montag & Caldwell, Inc. Mid Cap Growth
	Cardinal Capital Mgmt. Mid Cap Value*		
Small	River Road Asset. Mgmt. Select Value		Todd-Verdus Asset Mgmt. Aggressive Growth
	River Road Asset. Mgmt. Small Cap Value**	TAMRO Capital Partners Small Cap**	Crosswind Investments, LLC Small Cap Growth*
	River Road Asset. Mgmt. Independent Value		
	Value	Blend	Growth

Aston Asset Management

- Institutional investment process
- Well-defined asset class expertise
- Focused portfolios
- Seasoned professionals
- Seeks superior risk-adjusted returns

Alternative

- Lake Partners, Inc.
LASSO Alternatives
- Smart Portfolios, Inc.
Dynamic Allocation*
- M.D. Sass Investors Serv.
Enhanced Equity
- River Road Asset Mgmt.
Long-Short

Sector

- Harrison Street Securities, LLC
Real Estate
- Fixed Income
- DoubleLine Capital LP
Core Plus Fixed Income
- Taplin, Canida & Habacht, Inc.
Fixed Income

*Also available in Separately Managed Accounts (SMA) **Closed to new investors

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