

THE
FLIPPIN, BRUCE & PORTER
FUNDS

FBP Value Fund
FBP Balanced Fund

Semi-Annual Report

September 30, 2011
(Unaudited)

No-Load Funds

We are pleased to report on your Funds and their investments for the semi-annual period ended September 30, 2011.

Proxy Update

By the time you receive this report, the shareholders hopefully will have voted to update and simplify the fundamental investment limitations for both the FBP Value and FBP Balanced Funds. This will provide the Funds with more investment flexibility and make them more responsive to changing regulatory and market environments.

Also proposed was an enhancement in the investment objective of the FBP Value Fund to place an increased emphasis on income. We also plan to rename the Fund the FBP Equity & Dividend Plus Fund. The investment environment has certainly become more challenging over the last several years and we believe a change in strategy to have a dual mandate will be beneficial. The Fund will have an increased focus on generating an above average and growing income while also attempting to achieve long term growth of capital. The Fund will use covered call option writing to a greater extent to increase portfolio return while adding some defensive characteristics as well. These changes will allow us to build a portfolio with broader diversification and should result in a portfolio with lower volatility.

We also plan to rename the FBP Balanced Fund, a change which does not require shareholder approval but one that we certainly want to explain and comment why it should be beneficial for shareholders. The investment objectives of the FBP Balanced Fund are long term capital appreciation and current income, assuming a moderate level of investment risk. The Fund is currently required to invest at all times a minimum of 25% in fixed income and 25% in equities. This requirement is in place because the fund name contains the word "Balanced." Historically for the Fund, holding a minimum of 25% in fixed income investments has been a strategy we preferred. Fixed income investments have historically provided stability and an attractive level of income to the portfolio. However, with interest rates at extremely low levels (see enclosed chart) and with the possibility that they may well stay at those levels for an extended period of time, we believe the attractiveness of fixed income investments is diminished. Shorter duration fixed income investments still provide the function of stability to the Fund, but not an attractive income level.



FactSet Data System

Effective at year end, the new name for the Balanced Fund will be the FBP Appreciation & Income Opportunities Fund. The Fund will continue to invest in both fixed income and equity securities but without

the previously described limitations, therefore the Fund will have increased flexibility to achieve its objectives. When market conditions change and yields are more attractive, the Fund will then be able to increase the fixed income component of the portfolio. However in the current investment environment, our focus will be to hold a larger portion of the portfolio in lower volatility but above-average yielding equity securities, increase our option writing activity to provide additional return and do so in a way that increases diversification. A fixed income component will be maintained to continue to provide a level of stability to the Fund.

Fund Update

The semi-annual period ended September 30, 2011 was painful for equity investors as the market peaked in early May, then moved sideways to down throughout the rest of the period. The third quarter endured its worst quarter in three years, as measured by the performance of the S&P 500 Index, and its third worst since 2002, and resulted in a disappointing semi-annual period. The S&P 500 Index slid 13.8% and the Russell 1000 Value Index dropped 16.6%. The period was marked by increased volatility and increasing concerns about macro events.

Several factors in our view have contributed to the market weakness including:

- a general lack of confidence in America's political leadership
- difficult Congressional negotiations concerning the U.S. debt ceiling
- S&P's downgrade of U.S. government debt
- ongoing government debt crisis in Europe
- the end of Fed stimulus known as QE2
- continuing decline in U.S. home prices
- the apparent slowing of Asian economies

These items have a common theme in that they all contributed to a decline in confidence, potentially leading to additional economic weakness. To be sure, we believe the odds of a recession have increased meaningfully, primarily due to the realization that Europe is probably entering one. The question is, will that spill over to the United States?

Economic data has been mixed all year with most indicators suggesting very slow growth or potential recession. The Federal Reserve announced a new stimulus effort, commonly called Operation Twist, to help address the concerns. President Obama also announced a jobs bill which includes additional stimulus efforts but also includes higher taxes, thus making passage difficult. European leaders are working to resolve their sovereign debt problems, but it is a challenging task. Housing affordability moved to new highs due to the combination of declining home prices and lower interest rates. Other recent economic reports, such as the Institute of Supply Managers index and construction spending, actually ticked higher last month and second quarter GDP was revised up slightly to 1.3%. Retail sales have also continued to track positive. Many economists are now calling for recession, but it is very difficult to forecast the economy with any certainty. We believe domestic GDP will continue to grow in the coming quarters, but that growth will likely remain slow and uneven.

How will the stock market react to that scenario? To a large extent it already has. In our view, today's very low valuations on stocks appear to be discounting significant negative earnings revisions. Defensive sectors like Utilities, Telecommunication Services, Health Care and Consumer Staples have led the market while the more cyclical sectors such as Materials, Industrials and Information Technology have lagged. High quality, growth and dividend strategies have done well also. If GDP growth is better than currently expected, the markets will not be as focused on defensive strategies and equities can recover nicely.

Our team has worked to improve the return potential of the Funds during this most recent period of market volatility. We added Philips Electronics, Staples and Martin Marietta Materials to the portfolios and completely eliminated Willis Group, First American Financial, Home Depot and Amgen. We also adjusted the weightings of several holdings during the quarter, the most significant of which were an increase in

the holdings of Cisco, Bank of New York Mellon, Hewlett Packard and MetLife. These stocks all traded at significant discounts to our estimated values. Conversely we reduced Walgreen, Kimberly Clark, and McGraw Hill, as these stocks moved closer to our value. The speed and depth of the correction have been rather surprising, but we believe the portfolio is positioned for strong future returns. Whether measured on earnings or based on our estimates of company values, we believe the portfolio is trading at a deep discount to its potential. When we have seen these discounted levels in the past, above average returns have followed. Thus, we are optimistic about the long term potential in the portfolio.

We like to see “the pessimism so thick that you can cut it with a knife.” Today, there is no better example than Hewlett Packard (HPQ). Hewlett has been a disappointing investment, particularly since Mark Hurd was dismissed as CEO in 2010. Trading at less than 6 times earnings, we know that Hewlett has challenges, but we also see a company that has very strong market positions in its core businesses. The company has made management and board changes, and the new team certainly feels pressure to show improvement. HPQ is expected to generate approximately \$12.5 billion in net operating earnings in 2012 but only has a market cap of roughly \$50 billion. Philips Electronics, a European consumer electronics, lighting and health care company, also generates strong cash flow, forecasted to be \$2.2 billion this year. The company plans to return significant amounts of this cash to shareholders in the form of dividends, which provide a current yield of 5.3%, and stock repurchases, which are expected to approach 15% of its market cap in the next 9 months. There are many other examples in the portfolio of high quality companies selling at what we believe to be very attractive prices.

Almost universally, investment managers have expected higher inflation and interest rates from the massive stimulus programs in place. The markets have delivered just the opposite. The uncertain economic situation that drove stock prices down has brought about strong performance from fixed income securities. However, the positive performance has been concentrated in U.S. government bonds and high-quality corporates, which have benefited from a dramatic flight-to-quality. Yields on U.S. treasuries were already near 50 year lows, but the surge in prices has driven them down even further. The 10-year treasury yield hit 1.71% recently, a level not seen since the 1940s. We believe that the low yields available in government bonds are unattractive. Therefore, we continue to maintain a defensive portfolio structure for the Balanced Fund, emphasizing short-term corporate bonds that will better hold their value in a rising rate environment.

Please visit our website at www.fbpffunds.com for information on your Funds and the investment philosophy and process we utilize to achieve their investment objectives.



John T. Bruce, CFA
President - Portfolio Manager
November 14, 2011

Data presented reflects past performance, which is no guarantee of future results. Investment results and principal value will fluctuate so that shares, when redeemed, may be worth more or less than their original cost. Due to market volatility, current performance may be higher or lower than the performance shown. Updated performance information, current through the most recent month-end, is available by contacting the Funds at 1-866-738-1127.

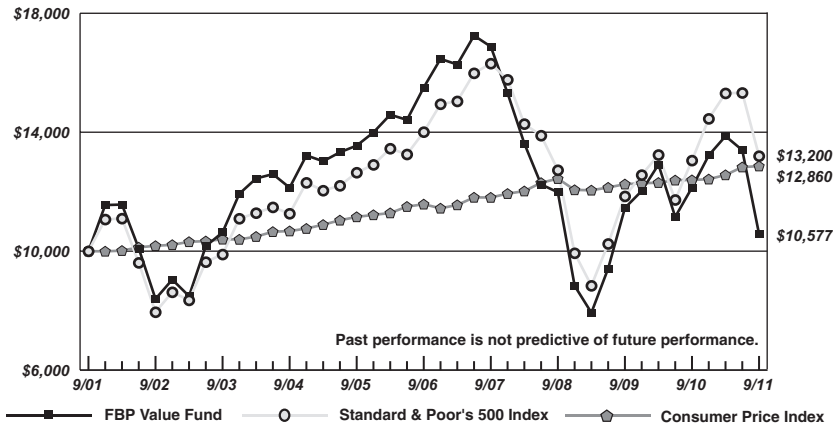
This report is submitted for the general information of the shareholders of the Funds. It reflects our views, opinions and portfolio holdings as of September 30, 2011, the end of the reporting period. These views are subject to change at any time based upon market or other conditions. For more current information throughout the year please visit www.fbpffunds.com or call the Funds at 1-866-738-1127. This report is not authorized for distribution to prospective investors in the Funds unless accompanied by a current prospectus. Distributed by Ultimus Fund Distributors, LLC

THE FLIPPIN, BRUCE & PORTER FUNDS COMPARATIVE PERFORMANCE CHARTS (Unaudited)

Performance for each Fund is compared to the most appropriate broad-based index, the S&P 500 Index, an unmanaged index of 500 large common stocks. Over time, this index has the potential to outpace FBP Balanced Fund, which normally maintains at least 25% of its net assets in fixed income securities. Balanced funds have the growth potential to outpace inflation, but they will typically lag a 100% stock index over the long term because of the fixed income portion of their portfolios. However, the advantage of the fixed income portion is that it can make the return and principal of a balanced fund more stable than a portfolio completely invested in stocks. Results are also compared to the Consumer Price Index, a measure of inflation.

FBP Value Fund

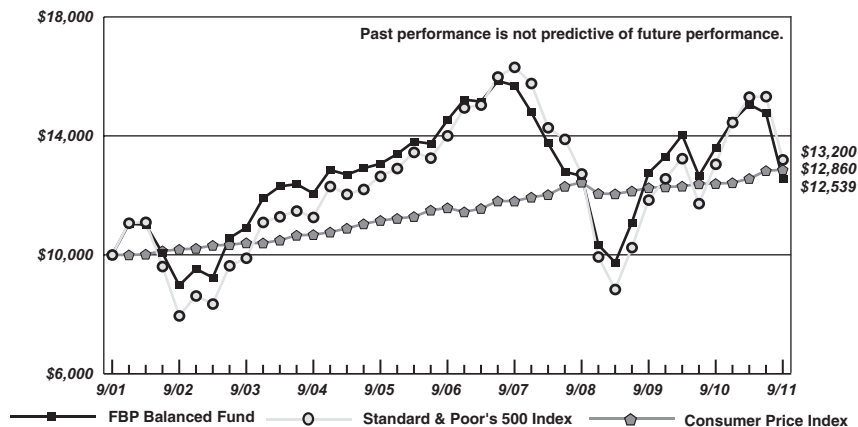
Comparison of the Change in Value of a \$10,000 Investment in the FBP Value Fund, the Standard & Poor's 500 Index and the Consumer Price Index



THE FLIPPIN, BRUCE & PORTER FUNDS COMPARATIVE PERFORMANCE CHARTS (Unaudited) (Continued)

FBP Balanced Fund

Comparison of the Change in Value of a \$10,000 Investment in the FBP Balanced Fund, the Standard & Poor's 500 Index and the Consumer Price Index



Average Annual Total Returns^(a) (for periods ended September 30, 2011)

	<u>1 Year</u>	<u>5 Years</u>	<u>10 Years</u>
FBP Value Fund	-12.87%	-7.37%	0.56%
FBP Balanced Fund	-7.84%	-2.90%	2.29%
Standard & Poor's 500 Index	1.14%	-1.18%	2.82%
Consumer Price Index	3.77%	2.12%	2.55%

^(a) Total returns are a measure of the change in value of an investment in the Funds over the periods covered, which assumes any dividends or capital gains distributions are reinvested in shares of the Funds. Returns do not reflect the deduction of taxes a shareholder would pay on the Funds' distributions or the redemption of Fund shares.

FBP VALUE FUND

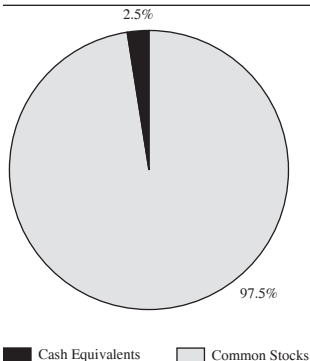
PORTFOLIO INFORMATION

September 30, 2011 (Unaudited)

General Information

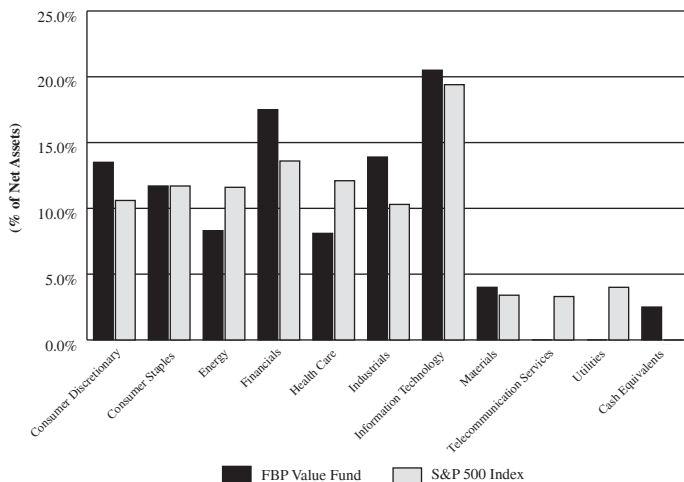
Net Asset Value Per Share	\$	15.69
Total Net Assets (Millions)	\$	19.9
Current Expense Ratio		1.07%
Portfolio Turnover		13%
Fund Inception Date		7/30/1993

Asset Allocation (% of Net Assets)



Stock Characteristics	FBP Value Fund	S&P 500 Index
Number of Stocks	46	500
Weighted Avg Market Capitalization (Billions)	\$ 54.8	\$ 85.7
Price-to-Earnings Ratio (Bloomberg 1 Yr. Forecast EPS)	8.1	10.5
Price-to-Book Value	1.2	1.9

Sector Diversification vs. the S&P 500 Index



Ten Largest Equity Holdings

Company	% of Net Assets
JPMorgan Chase & Company	4.5%
Johnson & Johnson	4.0%
Cisco Systems, Inc.	3.9%
Devon Energy Corporation	3.3%
Royal Dutch Shell plc - Class A - ADR	3.1%
Western Union Company (The)	3.0%
McGraw-Hill Companies, Inc. (The)	2.9%
Lockheed Martin Corporation	2.9%
Bank of New York Mellon Corporation (The)	2.8%
Hewlett-Packard Company	2.7%

FBP BALANCED FUND

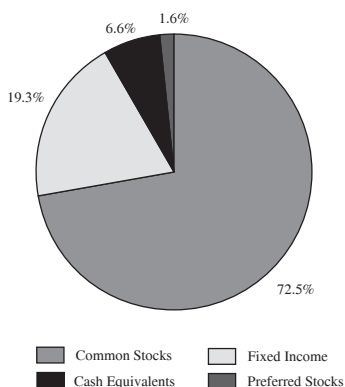
PORTFOLIO INFORMATION

September 30, 2011 (Unaudited)

General Information

Net Asset Value Per Share	\$	13.48
Total Net Assets (Millions)	\$	36.1
Current Expense Ratio		1.00%
Portfolio Turnover		12%
Fund Inception Date		7/3/1989

Asset Allocation (% of Net Assets)



Common Stock Portfolio (72.5% of Fund)

Number of Stocks	52
Weighted Avg Market Capitalization (Billions)	\$ 55.7
Price-to-Earnings Ratio (Bloomberg 1 Yr. Forecast EPS)	8.5
Price-to-Book Value	1.3

Ten Largest Equity Holdings

Company	% of Net Assets
Cisco Systems, Inc.	2.6%
JPMorgan Chase & Company	2.5%
Johnson & Johnson	2.5%
Devon Energy Corporation	2.3%
ConocoPhillips	2.2%
E.I. du Pont de Nemours and Company	2.0%
H&R Block, Inc.	2.0%
Western Union Company (The)	1.9%
Sealed Air Corporation	1.9%
McGraw-Hill Companies, Inc. (The)	1.8%

Five Largest Sectors

Sector	% of Net Assets
Information Technology	13.0%
Financials	10.7%
Industrials	9.4%
Consumer Staples	9.2%
Consumer Discretionary	8.6%

Fixed-Income Portfolio (19.3% of Fund)

Number of Fixed-Income Securities	9
Average Quality	BBB+
Average Weighted Maturity	1.7 yrs.
Average Effective Duration	1.6 yrs.

Sector Breakdown

Sector	% of Net Assets
Financials	6.4%
Industrials	4.3%
Information Technology	2.3%
Consumer Discretionary	2.1%
Utilities	2.1%
Consumer Staples	2.1%

FBP VALUE FUND
SCHEDULE OF INVESTMENTS
September 30, 2011 (Unaudited)

COMMON STOCKS — 97.5%	Shares	Value
Consumer Discretionary — 13.5%		
H&R Block, Inc.	39,700	\$ 528,407
KB Home	23,000	134,780
Kohl's Corporation	8,000	392,800
Macy's, Inc.	15,800	415,856
McGraw-Hill Companies, Inc. (The)	14,000	574,000
Staples, Inc.	16,000	212,800
Whirlpool Corporation	8,600	429,226
		<u>2,687,869</u>
Consumer Staples — 11.7%		
Avon Products, Inc.	20,000	392,000
CVS Caremark Corporation	15,000	503,700
Kimberly-Clark Corporation	6,000	426,060
PepsiCo, Inc.	3,500	216,650
SUPERVALU, Inc.	52,000	346,320
Walgreen Company	6,000	197,340
Wal-Mart Stores, Inc.	4,900	254,310
		<u>2,336,380</u>
Energy — 8.3%		
Chevron Corporation	4,000	370,080
Devon Energy Corporation ^(a)	12,000	665,280
Royal Dutch Shell plc - Class A - ADR	10,000	615,200
		<u>1,650,560</u>
Financials — 17.5%		
Bank of America Corporation	63,000	385,560
Bank of New York Mellon Corporation (The)	29,600	550,264
Comerica, Inc.	15,000	344,550
JPMorgan Chase & Company	30,000	903,600
Lincoln National Corporation	23,000	359,490
MetLife, Inc.	17,000	476,170
Travelers Companies, Inc. (The) ^(a)	9,501	462,984
		<u>3,482,618</u>
Health Care — 8.1%		
Johnson & Johnson	12,500	796,375
Merck & Company, Inc.	4,700	153,737
Pfizer, Inc.	30,000	530,400
WellPoint, Inc.	2,000	130,560
		<u>1,611,072</u>
Industrials — 13.9%		
Avery Dennison Corporation	16,700	418,836
FedEx Corporation	4,600	311,328
General Electric Company	15,100	230,124
Ingersoll-Rand plc	12,200	342,698
Koninklijke Philips Electronics N.V. - ADR	29,000	520,260
Lockheed Martin Corporation	7,900	573,856
Masco Corporation	24,400	173,728
Northrop Grumman Corporation	4,000	208,640
		<u>2,779,470</u>

FBP VALUE FUND

SCHEDULE OF INVESTMENTS (Continued)

COMMON STOCKS — 97.5% (Continued)	Shares	Value
Information Technology — 20.5%		
Cisco Systems, Inc.	50,000	\$ 774,500
Computer Sciences Corporation ^(a)	20,000	537,000
Dell, Inc. ^(b)	35,000	495,250
Flextronics International Ltd. ^(b)	82,000	461,660
Hewlett-Packard Company	24,000	538,800
International Business Machines Corporation ^(a)	1,000	175,030
Microsoft Corporation	20,000	497,800
Western Union Company (The)	39,000	596,310
		<u>4,076,350</u>
Materials — 4.0%		
Martin Marietta Materials, Inc.	4,800	303,456
Sealed Air Corporation	30,000	501,000
		<u>804,456</u>
Total Common Stocks (Cost \$21,615,076)		<u>\$ 19,428,775</u>

MONEY MARKET FUNDS — 2.4%	Shares	Value
Fidelity Institutional Money Market Government Portfolio - Class I, 0.01% ^(c) (Cost \$486,077)	486,077	\$ 486,077
Total Investments at Value — 99.9% (Cost \$22,101,153) ..		\$ 19,914,852
Other Assets in Excess of Liabilities — 0.1%		<u>10,722</u>
Net Assets — 100.0%		<u>\$ 19,925,574</u>

ADR - American Depositary Receipt.

^(a) Security covers a written call option.

^(b) Non-income producing security.

^(c) Variable rate security. The rate shown is the 7-day effective yield as of September 30, 2011.

See accompanying notes to financial statements.

FBP VALUE FUND
SCHEDULE OF OPEN OPTION CONTRACTS
September 30, 2011 (Unaudited)

COVERED CALL OPTIONS	Option Contracts	Value of Options	Premiums Received
Computer Sciences Corporation, 01/21/2012 at \$60	40	\$ 400	\$ 14,679
Devon Energy Corporation, 01/21/2012 at \$100	20	140	9,240
International Business Machines Corporation, 01/21/2012 at \$175	10	12,360	6,320
Travelers Companies, Inc. (The), 01/21/2012 at \$65	35	350	10,744
		<u>\$ 13,250</u>	<u>\$ 40,983</u>

See accompanying notes to financial statements.

FBP BALANCED FUND
SCHEDULE OF INVESTMENTS
September 30, 2011 (Unaudited)

COMMON STOCKS — 72.5%	Shares	Value
Consumer Discretionary — 8.6%		
H&R Block, Inc.	53,000	\$ 705,430
KB Home	26,000	152,360
Kohl's Corporation	7,500	368,250
Macy's, Inc.	18,000	473,760
McGraw-Hill Companies, Inc. (The)	16,000	656,000
Staples, Inc.	19,000	252,700
Whirlpool Corporation	10,000	499,100
		<u>3,107,600</u>
Consumer Staples — 9.2%		
Avon Products, Inc.	24,000	470,400
CVS Caremark Corporation	18,000	604,440
Kimberly-Clark Corporation	7,300	518,373
PepsiCo, Inc.	4,200	259,980
Philip Morris International, Inc. (a)	6,500	405,470
SUPERVALU, Inc.	54,000	359,640
Walgreen Company	7,000	230,230
Wal-Mart Stores, Inc.	9,500	493,050
		<u>3,341,583</u>
Energy — 7.5%		
Chevron Corporation	5,000	462,600
ConocoPhillips (a)	12,500	791,500
Devon Energy Corporation (a)	15,000	831,601
Royal Dutch Shell plc - Class A - ADR	10,000	615,200
		<u>2,700,901</u>
Financials — 10.7%		
Bank of America Corporation	69,000	422,280
Bank of New York Mellon Corporation (The)	34,000	632,060
Comerica, Inc.	18,000	413,460
JPMorgan Chase & Company	30,000	903,600
Lincoln National Corporation	25,000	390,750
MetLife, Inc.	20,000	560,200
Travelers Companies, Inc. (The) (a)	11,000	536,030
		<u>3,858,380</u>
Health Care — 5.8%		
Johnson & Johnson	14,000	891,940
Merck & Company, Inc.	15,600	510,276
Pfizer, Inc.	31,000	548,080
WellPoint, Inc.	2,000	130,560
		<u>2,080,856</u>
Industrials — 9.4%		
Avery Dennison Corporation	18,000	451,440
FedEx Corporation	6,400	433,152
General Electric Company	17,000	259,080
Ingersoll-Rand plc	22,000	617,980
Koninklijke Philips Electronics N.V. - ADR	32,700	586,638
Lockheed Martin Corporation	8,400	610,176

FBP BALANCED FUND

SCHEDULE OF INVESTMENTS (Continued)

COMMON STOCKS — 72.5% (Continued)	Shares	Value
Industrials — 9.4% (Continued)		
Masco Corporation	25,000	\$ 178,000
Northrop Grumman Corporation	5,000	260,800
		<u>3,397,266</u>
Information Technology — 13.0%		
Cisco Systems, Inc.	60,000	929,400
Computer Sciences Corporation ^(a)	23,000	617,550
Dell, Inc. ^(b)	35,000	495,250
Flextronics International Ltd. ^(b)	85,000	478,550
Hewlett-Packard Company	27,000	606,150
International Business Machines Corporation ^(a)	2,000	350,060
Microsoft Corporation	21,000	522,690
Western Union Company (The)	45,000	688,050
		<u>4,687,700</u>
Materials — 5.4%		
E.I. du Pont de Nemours and Company ^(a)	18,000	719,460
Martin Marietta Materials, Inc.	5,000	316,100
Nucor Corporation	8,000	253,120
Sealed Air Corporation	40,000	668,000
		<u>1,956,680</u>
Utilities — 2.9%		
American Electric Power Company, Inc.	14,000	532,280
Duke Energy Corporation	26,000	519,740
		<u>1,052,020</u>
Total Common Stocks (Cost \$26,832,487)		<u>\$ 26,182,986</u>

PREFERRED STOCKS — 1.6%	Shares	Value
BB&T Capital Trust VII (Cost \$550,000)	22,000	\$ 569,800

CORPORATE BONDS — 19.3%	Par Value	Value
Consumer Discretionary — 2.1%		
Anheuser-Busch InBev SA/NV, 3.00%, due 10/15/2012	\$ 750,000	\$ 765,578
Consumer Staples — 2.1%		
Kraft Foods, Inc., 5.625%, due 11/01/2011	750,000	752,381
Financials — 6.4%		
American Express Company, 4.875%, due 07/15/2013	750,000	787,670
Berkley (W.R.) Corporation, 5.60%, due 05/15/2015	750,000	757,799
Prudential Financial, Inc., 5.80%, due 06/15/2012	750,000	769,744
		<u>2,315,213</u>

FBP BALANCED FUND

SCHEDULE OF INVESTMENTS (Continued)

CORPORATE BONDS — 19.3% (Continued)	Par Value	Value
Industrials — 4.3%		
Donnelly (R.R.) & Sons Company, 4.95%, due 04/01/2014 ..	\$ 750,000	\$ 708,750
Eaton Corporation, 5.95%, due 03/20/2014	750,000	829,037
		<u>1,537,787</u>
Information Technology — 2.3%		
Analog Devices, Inc., 5.00%, due 07/01/2014	750,000	<u>819,783</u>
Utilities — 2.1%		
SBC Communications, Inc., 5.875%, due 02/01/2012	750,000	<u>762,067</u>
Total Corporate Bonds (Cost \$6,819,409)		<u>\$ 6,952,809</u>

MONEY MARKET FUNDS — 4.9%	Shares	Value
Fidelity Institutional Money Market Government Portfolio - Class I, 0.01% ^(c) (Cost \$1,787,462)	1,787,462	\$ 1,787,462

REPURCHASE AGREEMENTS — 1.5%	Par Value	Value
U.S. Bank N.A., 0.01%, dated 09/30/2011, due 10/03/2011, repurchase proceeds: \$550,635 (Cost \$550,634) ^(d)	\$ 550,634	\$ 550,634
Total Investments at Value — 99.8% (Cost \$36,539,992) ..		\$ 36,043,691
Other Assets in Excess of Liabilities — 0.2%		<u>62,885</u>
Net Assets — 100.0%		<u>\$ 36,106,576</u>

ADR - American Depositary Receipt.

^(a) Security covers a written call option.

^(b) Non-income producing security.

^(c) Variable rate security. The rate shown is the 7-day effective yield as of September 30, 2011.

^(d) Repurchase agreement is fully collateralized by \$523,643 FGCI #E95616, 4.50%, due 03/01/2018. The aggregate market value of the collateral at September 30, 2011 was \$561,750.

See accompanying notes to financial statements.

FBP BALANCED FUND
SCHEDULE OF OPEN OPTION CONTRACTS
September 30, 2011 (Unaudited)

COVERED CALL OPTIONS	Option Contracts	Value of Options	Premiums Received
Computer Sciences Corporation, 01/21/2012 at \$60	50	\$ 500	\$ 18,349
ConocoPhillips, 01/21/2012 at \$85	40	600	17,279
Devon Energy Corporation, 01/21/2012 at \$100	20	140	9,240
E.I. du Pont de Nemours and Company, 01/21/2012 at \$55	90	1,710	30,448
International Business Machines Corporation, 01/21/2012 at \$175	20	24,720	12,639
Philip Morris International, Inc., 03/17/2012 at \$75	35	2,520	8,399
Travelers Companies, Inc. (The), 01/21/2012 at \$65	50	500	15,349
		<u>\$ 30,690</u>	<u>\$ 111,703</u>

See accompanying notes to financial statements.

THE FLIPPIN, BRUCE & PORTER FUNDS
STATEMENTS OF ASSETS AND LIABILITIES
September 30, 2011 (Unaudited)

	FBP Value Fund	FBP Balanced Fund
ASSETS		
Investments in securities:		
At acquisition cost	\$ 22,101,153	\$ 36,539,992
At value (Note 2)	\$ 19,914,852	\$ 36,043,691
Cash	1,464	2,684
Dividends and interest receivable	32,287	151,721
Receivable for capital shares sold	4,288	588
Other assets	7,920	5,913
TOTAL ASSETS	<u>19,960,811</u>	<u>36,204,597</u>
LIABILITIES		
Covered call options, at value (Notes 2 and 5) (premiums received \$40,983 and \$111,703, respectively)	13,250	30,690
Distributions payable	2,230	23,561
Payable for capital shares redeemed	—	11,014
Accrued investment advisory fees (Note 4)	4,931	16,132
Payable to administrator (Note 4)	4,700	5,100
Other accrued expenses	10,126	11,524
TOTAL LIABILITIES	<u>35,237</u>	<u>98,021</u>
NET ASSETS	<u>\$ 19,925,574</u>	<u>\$ 36,106,576</u>
Net assets consist of:		
Paid-in capital	\$ 23,999,529	\$ 36,453,107
Accumulated (Distributions in excess of net investment income)	1,325	(37,365)
Accumulated net realized gains (losses) from security transactions	(1,916,712)	106,122
Net unrealized depreciation on investments	(2,158,568)	(415,288)
Net assets	<u>\$ 19,925,574</u>	<u>\$ 36,106,576</u>
Shares of beneficial interest outstanding (unlimited number of shares authorized, \$0.01 par value)	<u>1,270,284</u>	<u>2,677,674</u>
Net asset value, offering price and redemption price per share (Note 2)	<u>\$ 15.69</u>	<u>\$ 13.48</u>

See accompanying notes to financial statements.

THE FLIPPIN, BRUCE & PORTER FUNDS
STATEMENTS OF OPERATIONS
Six Months Ended September 30, 2011 (Unaudited)

	FBP Value Fund	FBP Balanced Fund
INVESTMENT INCOME		
Dividends	\$ 266,181	\$ 408,867
Foreign withholding taxes on dividends	(2,520)	(2,520)
Interest	4	156,977
TOTAL INVESTMENT INCOME	<u>263,665</u>	<u>563,324</u>
EXPENSES		
Investment advisory fees (Note 4)	86,104	151,227
Administration fees (Note 4)	24,000	30,103
Professional fees	10,275	11,070
Trustees' fees and expenses	5,418	5,418
Registration fees	6,194	4,244
Compliance service fees (Note 4)	4,200	4,200
Custodian and bank service fees	3,324	3,937
Printing of shareholder reports	3,990	2,772
Postage and supplies	2,765	2,367
Insurance expense	1,297	1,958
Other expenses	3,643	4,433
TOTAL EXPENSES	<u>151,210</u>	<u>221,729</u>
Fees voluntarily waived by the Adviser (Note 4)	(19,593)	(5,691)
NET EXPENSES	<u>131,617</u>	<u>216,038</u>
NET INVESTMENT INCOME	<u>132,048</u>	<u>347,286</u>
REALIZED AND UNREALIZED GAINS (LOSSES) ON INVESTMENTS		
Net realized gains from:		
Security transactions	867,602	957,727
Option contracts (Note 5)	56,997	83,142
Net realized gains from in-kind redemptions (Note 2)	543,794	983,426
Net change in unrealized appreciation/depreciation on:		
Investments	(7,877,106)	(9,928,596)
Option contracts (Note 5)	<u>7,432</u>	<u>66,648</u>
NET REALIZED AND UNREALIZED LOSSES ON INVESTMENTS	<u>(6,401,281)</u>	<u>(7,837,653)</u>
NET DECREASE IN NET ASSETS FROM OPERATIONS	<u>\$ (6,269,233)</u>	<u>\$ (7,490,367)</u>

See accompanying notes to financial statements.

THE FLIPPIN, BRUCE & PORTER FUNDS

STATEMENTS OF CHANGES IN NET ASSETS

	FBP Value Fund		FBP Balanced Fund	
	Six Months Ended Sept. 30, 2011 (Unaudited)	Year Ended March 31, 2011	Six Months Ended Sept. 30, 2011 (Unaudited)	Year Ended March 31, 2011
FROM OPERATIONS				
Net investment income	\$ 132,048	\$ 207,857	\$ 347,286	\$ 706,857
Net realized gains from:				
Security transactions	867,602	1,451,330	957,727	1,379,317
Option contracts (Note 5)	56,997	31,408	83,142	38,134
Net realized gains from in-kind redemptions (Note 2)	543,794	—	983,426	—
Net change in unrealized appreciation/depreciation on:				
Investments	(7,877,106)	127,937	(9,928,596)	1,106,506
Option contracts (Note 5)	7,432	20,301	66,648	14,365
Net increase (decrease) in net assets from operations	<u>(6,269,233)</u>	<u>1,838,833</u>	<u>(7,490,367)</u>	<u>3,245,179</u>
DISTRIBUTIONS TO SHAREHOLDERS				
From net investment income	<u>(137,733)</u>	<u>(199,622)</u>	<u>(399,139)</u>	<u>(740,442)</u>
FROM CAPITAL SHARE TRANSACTIONS				
Proceeds from shares sold	415,179	1,031,474	218,877	3,258,609
Net asset value of shares issued in reinvestment of distributions to shareholders	132,733	193,658	347,445	650,777
Payments for shares redeemed	<u>(1,622,118)</u>	<u>(4,074,197)</u>	<u>(2,976,543)</u>	<u>(5,514,554)</u>
Net decrease in net assets from capital share transactions	<u>(1,074,206)</u>	<u>(2,849,065)</u>	<u>(2,410,221)</u>	<u>(1,605,168)</u>
TOTAL INCREASE (DECREASE) IN NET ASSETS	(7,481,172)	(1,209,854)	(10,299,727)	899,569
NET ASSETS				
Beginning of period	<u>27,406,746</u>	<u>28,616,600</u>	<u>46,406,303</u>	<u>45,506,734</u>
End of period	<u>\$ 19,925,574</u>	<u>\$ 27,406,746</u>	<u>\$ 36,106,576</u>	<u>\$ 46,406,303</u>
ACCUMULATED (DISTRIBUTIONS IN EXCESS OF) NET INVESTMENT INCOME				
	<u>\$ 1,325</u>	<u>\$ 7,010</u>	<u>\$ (37,365)</u>	<u>\$ 14,488</u>
CAPITAL SHARE ACTIVITY				
Shares sold	21,284	53,032	14,285	211,833
Shares reinvested	7,521	10,307	23,626	42,971
Shares redeemed	<u>(82,509)</u>	<u>(213,062)</u>	<u>(198,445)</u>	<u>(354,412)</u>
Net decrease in shares outstanding	(53,704)	(149,723)	(160,534)	(99,608)
Shares outstanding at beginning of period	1,323,988	1,473,711	2,838,208	2,937,816
Shares outstanding at end of period	<u>1,270,284</u>	<u>1,323,988</u>	<u>2,677,674</u>	<u>2,838,208</u>

See accompanying notes to financial statements.

FBP VALUE FUND

FINANCIAL HIGHLIGHTS

Selected Per Share Data and Ratios for a Share Outstanding Throughout Each Period

	Six Months Ended Sept. 30, 2011 (Unaudited)	Years Ended March 31,				
		2011	2010	2009	2008	2007
Net asset value at beginning of period	\$ 20.70	\$ 19.42	\$ 12.02	\$ 20.99	\$ 27.30	\$ 26.60
Income (loss) from investment operations:						
Net investment income	0.10	0.15	0.12	0.27	0.32	0.33
Net realized and unrealized gains (losses) on investments	(5.00)	1.27	7.41	(8.98)	(4.43)	2.71
Total from investment operations	<u>(4.90)</u>	<u>1.42</u>	<u>7.53</u>	<u>(8.71)</u>	<u>(4.11)</u>	<u>3.04</u>
Less distributions:						
Dividends from net investment income	(0.11)	(0.14)	(0.13)	(0.26)	(0.32)	(0.33)
Distributions from net realized gains	—	—	—	—	(1.68)	(2.01)
Return of capital	—	—	—	—	(0.20)	—
Total distributions	<u>(0.11)</u>	<u>(0.14)</u>	<u>(0.13)</u>	<u>(0.26)</u>	<u>(2.20)</u>	<u>(2.34)</u>
Net asset value at end of period	\$ 15.69	\$ 20.70	\$ 19.42	\$ 12.02	\$ 20.99	\$ 27.30
Total return ^(a)	<u>(23.74%)^(b)</u>	<u>7.40%</u>	<u>62.84%</u>	<u>(41.78%)</u>	<u>(16.33%)</u>	<u>11.57%</u>
Net assets at end of period (000's) ..	\$ 19,926	\$ 27,407	\$ 28,617	\$ 20,605	\$ 43,072	\$ 60,233
Ratio of total expenses to average net assets	1.23% ^(c)	1.19%	1.19%	1.18%	1.01%	1.01%
Ratio of net expenses to average net assets ^(d)	1.07% ^(c)	1.07%	1.07%	1.07%	1.01%	1.01%
Ratio of net investment income to average net assets ^(d)	1.08% ^(c)	0.78%	0.74%	1.59%	1.21%	1.19%
Portfolio turnover rate	13% ^(b)	25%	21%	16%	26%	16%

^(a) Total return is a measure of the change in value of an investment in the Fund over the periods covered, which assumes any dividends or capital gains distributions are reinvested in shares of the Fund. Returns shown do not reflect the deduction of taxes a shareholder would pay on Fund distributions or the redemption of Fund shares.

^(b) Not annualized.

^(c) Annualized.

^(d) Ratios were determined after voluntary advisory fee reductions by the Adviser (Note 4).

See accompanying notes to financial statements.

FBP BALANCED FUND

FINANCIAL HIGHLIGHTS

Selected Per Share Data and Ratios for a Share Outstanding Throughout Each Period

	Six Months Ended Sept. 30, 2011 (Unaudited)	Years Ended March 31,				
		2011	2010	2009	2008	2007
Net asset value at beginning of period	\$ 16.35	\$ 15.49	\$ 10.97	\$ 15.84	\$ 18.95	\$ 18.39
Income (loss) from investment operations:						
Net investment income	0.13	0.24	0.27	0.32	0.38	0.37
Net realized and unrealized gains (losses) on investments	(2.85)	0.88	4.53	(4.89)	(2.01)	1.39
Total from investment operations	<u>(2.72)</u>	<u>1.12</u>	<u>4.80</u>	<u>(4.57)</u>	<u>(1.63)</u>	<u>1.76</u>
Less distributions:						
Dividends from net investment income	(0.15)	(0.26)	(0.28)	(0.30)	(0.39)	(0.37)
Distributions from net realized gains	—	—	—	—	(1.02)	(0.83)
Return of capital	—	—	—	—	(0.07)	—
Total distributions	<u>(0.15)</u>	<u>(0.26)</u>	<u>(0.28)</u>	<u>(0.30)</u>	<u>(1.48)</u>	<u>(1.20)</u>
Net asset value at end of period	\$ 13.48	\$ 16.35	\$ 15.49	\$ 10.97	\$ 15.84	\$ 18.95
Total return ^(a)	<u>(16.73%)^(b)</u>	<u>7.35%</u>	<u>44.01%</u>	<u>(29.15%)</u>	<u>(9.27%)</u>	<u>9.70%</u>
Net assets at end of period (000's) ..	\$ 36,107	\$ 46,406	\$ 45,507	\$ 34,199	\$ 54,995	\$ 66,358
Ratio of total expenses to average net assets	1.03% ^(c)	1.03%	1.03%	1.05%	0.96%	0.97%
Ratio of net expenses to average net assets ^(d)	1.00% ^(c)	1.00%	1.00%	1.00%	0.96%	0.97%
Ratio of net investment income to average net assets ^(d)	1.61% ^(c)	1.59%	1.90%	2.36%	2.05%	1.95%
Portfolio turnover rate	12% ^(b)	24%	24%	24%	29%	17%

^(a) Total return is a measure of the change in value of an investment in the Fund over the periods covered, which assumes any dividends or capital gains distributions are reinvested in shares of the Fund. Returns shown do not reflect the deduction of taxes a shareholder would pay on Fund distributions or the redemption of Fund shares.

^(b) Not annualized.

^(c) Annualized.

^(d) Ratios were determined after voluntary advisory fee reductions by the Adviser (Note 4).

See accompanying notes to financial statements.

THE FLIPPIN, BRUCE & PORTER FUNDS

NOTES TO FINANCIAL STATEMENTS

September 30, 2011 (Unaudited)

1. Organization

FBP Value Fund and FBP Balanced Fund (the “Funds”) are no-load, diversified series of the Williamsburg Investment Trust (the “Trust”), an open-end management investment company registered under the Investment Company Act of 1940. The Trust was organized as a Massachusetts business trust on July 18, 1988. Other series of Williamsburg Investment Trust are not included in this report.

FBP Value Fund seeks long term growth of capital with current income as a secondary objective.

FBP Balanced Fund seeks long term capital appreciation and current income, assuming a moderate level of investment risk.

2. Significant Accounting Policies

The following is a summary of the Funds’ significant accounting policies. The policies are in conformity with accounting principles generally accepted in the United States of America (“GAAP”).

Securities valuation — The Funds’ portfolio securities are valued as of the close of business of the regular session of the New York Stock Exchange (normally 4:00 p.m., Eastern time). Securities traded on a national stock exchange are valued based upon the closing price on the principal exchange where the security is traded. Securities which are quoted by NASDAQ are valued at the NASDAQ Official Closing Price. Securities which are traded over-the-counter are valued at the last sales price, if available, otherwise, at the last quoted bid price. It is expected that fixed income securities will ordinarily be traded in the over-the-counter market, and common stocks will ordinarily be traded on a national securities exchange, but may also be traded in the over-the-counter market. Call options written by the Funds are valued at the then current market quotation, using the ask price as of the close of each day on the principal exchanges on which they are traded. Short-term instruments (those with remaining maturities of 60 days or less) may be valued at amortized cost, which approximates market value.

When market quotations are not readily available, securities may be valued on the basis of prices provided by an independent pricing service. The prices provided by the pricing service are determined with consideration given to institutional bid and last sale prices and take into account securities prices, yields, maturities, call features, ratings, institutional trading in similar groups of securities and developments related to specific securities. If a pricing service cannot provide a valuation, securities will be valued in good faith at fair value using methods consistent with those determined by the Board of Trustees and will be classified as Level 2 or 3 (see below) within the fair value hierarchy, depending on the inputs used. Such methods of fair valuation may include, but are not limited to: multiple of earnings, multiple of book value, discount from market of a similar freely traded security, purchase price of the security, subsequent private transactions in the security or related securities, or a combination of these and other factors.

GAAP establishes a single authoritative definition of fair value, sets out a framework for measuring fair value and requires additional disclosures about fair value measurements. Various inputs are used in determining the value of each Fund’s investments. These inputs are summarized in the three broad levels listed below:

- Level 1 – quoted prices in active markets for identical securities
- Level 2 – other significant observable inputs
- Level 3 – significant unobservable inputs

THE FLIPPIN, BRUCE & PORTER FUNDS

NOTES TO FINANCIAL STATEMENTS (Continued)

For example, corporate bonds and repurchase agreements held by FBP Balanced Fund are classified as Level 2 since values are based on prices provided by an independent pricing service that utilizes various “other significant observable inputs” including bid and ask quotations, prices of similar securities and interest rates, among other factors.

The inputs or methodology used for valuing securities are not necessarily an indication of the risks associated with investing in those securities. The inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, for disclosure purposes, the level in the fair value hierarchy within which the fair value measurement falls in its entirety is determined based on the lowest level input that is significant to the fair value measurement.

The following is a summary of the inputs used to value each Fund’s investments and other financial instruments as of September 30, 2011 by security type:

FBP Value Fund	Level 1	Level 2	Level 3	Total
Common Stocks	\$ 19,428,775	\$ —	\$ —	\$ 19,428,775
Money Market Funds	486,077	—	—	486,077
Covered Call Options	(13,250)	—	—	(13,250)
Total	\$ 19,901,602	\$ —	\$ —	\$ 19,901,602

FBP Balanced Fund	Level 1	Level 2	Level 3	Total
Common Stocks	\$ 26,182,986	\$ —	\$ —	\$ 26,182,986
Preferred Stocks	569,800	—	—	569,800
Corporate Bonds	—	6,952,809	—	6,952,809
Money Market Funds	1,787,462	—	—	1,787,462
Repurchase Agreements	—	550,634	—	550,634
Covered Call Options	(30,690)	—	—	(30,690)
Total	\$ 28,509,558	\$ 7,503,443	\$ —	\$ 36,013,001

Refer to each Fund’s Schedule of Investments for a listing of the common stocks and corporate bonds valued using Level 1 and Level 2 inputs by sector type. During the six months ended September 30, 2011, the Funds did not have any significant transfers in and out of any Level. There were no Level 3 securities held by the Funds during the six months ended or as of September 30, 2011. It is the Funds’ policy to recognize transfers into and out of any Level at the end of the reporting period.

Share valuation — The net asset value per share of each Fund is calculated daily by dividing the total value of its assets, less liabilities, by the number of shares outstanding. The offering price and redemption price per share of each Fund is equal to its net asset value per share.

Investment income — Interest income is accrued as earned. Dividend income is recorded on the ex-dividend date. Discounts and premiums on fixed income securities purchased are amortized using the interest method.

Repurchase agreements — Each Fund may enter into repurchase agreements. A repurchase agreement, which is collateralized by U.S. Government obligations, is valued at cost which, together with accrued interest, approximates market value. At the time a Fund enters into a repurchase agreement, the Fund takes possession

THE FLIPPIN, BRUCE & PORTER FUNDS

NOTES TO FINANCIAL STATEMENTS (Continued)

of the underlying securities and the seller agrees that the value of the underlying securities, including accrued interest, will at all times be equal to or exceed the face amount of the repurchase agreement. In addition, the Funds actively monitor and seek additional collateral, as needed. If the seller defaults, the fair value of the collateral may decline and realization of the collateral by the Funds may be delayed or limited.

Distributions to shareholders — Dividends arising from net investment income are declared and paid quarterly to shareholders of each Fund. Net realized short-term capital gains, if any, may be distributed throughout the year and net realized long-term capital gains, if any, are distributed at least once each year. The amount of distributions from net investment income and net realized gains are determined in accordance with federal income tax regulations, which may differ from GAAP. These “book/tax” differences are either temporary or permanent in nature.

The tax character of distributions paid by each Fund during the six months ended September 30, 2011 and the year ended March 31, 2011 is ordinary income.

Security transactions — Security transactions are accounted for on trade date. Gains and losses on securities sold are determined on a specific identification basis.

Common expenses — Common expenses of the Trust are allocated among the funds of the Trust based on relative net assets of each fund or the nature of the services performed and the relative applicability to each fund.

Options transactions — When the Funds’ investment adviser believes that individual portfolio securities held by the Funds are approaching the top of the adviser’s growth and price expectations, the Funds may write covered call options for which premiums are received and are recorded as liabilities, and are subsequently valued daily at the closing prices on their primary exchanges. Premiums received from writing options which expire are treated as realized gains. Premiums received from writing options which are exercised increase the proceeds used to calculate the realized gain or loss on the sale of the security. If a closing purchase transaction is used to terminate a Fund’s obligation on a call option, a gain or loss will be realized, depending upon whether the price of the closing purchase transaction is more or less than the premium previously received on the call option written.

Estimates — The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities as of the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates.

Federal income tax — It is each Fund’s policy to comply with the special provisions of Subchapter M of the Internal Revenue Code applicable to regulated investment companies. As provided therein, in any fiscal year in which a Fund so qualifies and distributes at least 90% of its taxable net income, the Fund (but not the shareholders) will be relieved of federal income tax on the income distributed. Accordingly, no provision for income taxes has been made.

In order to avoid imposition of the excise tax applicable to regulated investment companies, it is also each Fund’s intention to declare as dividends in each calendar year at least 98% of its net investment income (earned during the calendar year) and 98.2% of its net realized capital gains (earned during the twelve months ended October 31) plus undistributed amounts from prior years.

THE FLIPPIN, BRUCE & PORTER FUNDS

NOTES TO FINANCIAL STATEMENTS (Continued)

The following information is computed on a tax basis for each item as of September 30, 2011:

	FBP Value Fund	FBP Balanced Fund
Cost of portfolio investments and option contracts	\$ 22,060,170	\$ 36,475,538
Gross unrealized appreciation	\$ 2,892,155	\$ 5,145,400
Gross unrealized depreciation	(5,050,723)	(5,607,937)
Net unrealized depreciation	(2,158,568)	(462,537)
Accumulated ordinary income	3,555	33,445
Capital loss carryforwards	(2,841,311)	(934,747)
Other gains	924,599	1,040,869
Other temporary differences	(2,230)	(23,561)
Accumulated deficit	<u>\$ (4,073,955)</u>	<u>\$ (346,531)</u>

The difference between the federal income tax cost of portfolio investments and the financial statement cost for FBP Balanced Fund is due to certain differences in the recognition of capital gains and losses under income tax regulations and GAAP. These “book/tax” differences are temporary in nature and are primarily due to differing methods in the amortization of discounts and premiums on fixed income securities.

As of March 31, 2011, the Funds had the following capital loss carryforwards for federal income tax purposes:

Expires March 31,	FBP Value Fund	FBP Balanced Fund
2017	\$ 992,878	\$ 449,077
2018	1,848,433	485,670
	<u>\$ 2,841,311</u>	<u>\$ 934,747</u>

These capital loss carryforwards may be utilized in the current and future years to offset net realized capital gains, if any, prior to distributing such gains to shareholders.

During the six months ended September 30, 2011, FBP Value Fund and FBP Balanced Fund realized \$543,794 and \$983,426, respectively, of net capital gains resulting from in-kind redemptions (redemptions in which shareholders who redeemed Fund shares received securities held by the Fund rather than cash). The Funds recognize a gain on in-kind redemptions to the extent that the value of the distributed securities on the date of redemption exceeds the cost of those securities. Such gains are not taxable to the Funds and are not required to be distributed to shareholders. The Funds have reclassified these amounts against paid-in capital. These reclassifications are reflected on the Statements of Assets and Liabilities. Such reclassifications, the result of permanent differences between the financial statement and income tax reporting requirements, had no effect on each Fund’s net assets or net asset value per share.

THE FLIPPIN, BRUCE & PORTER FUNDS

NOTES TO FINANCIAL STATEMENTS (Continued)

The Funds recognize the tax benefits or expenses of uncertain tax positions only when the position is “more likely than not” to be sustained assuming examination by tax authorities. Management has reviewed the tax positions taken on federal income tax returns for all open tax years (tax years ended March 31, 2008 through March 31, 2011) of each Fund and has concluded that no provision for unrecognized tax benefits or expenses is required in these financial statements.

3. Investment Transactions

During the six months ended September 30, 2011, cost of purchases and proceeds from sales and maturities of investment securities, other than short-term investments and U.S. Government securities, totaled \$3,008,347 and \$3,868,479, respectively, for FBP Value Fund and \$4,521,320 and \$4,987,779, respectively, for FBP Balanced Fund.

4. Transactions with Affiliates

INVESTMENT ADVISORY AGREEMENT

The Funds’ investments are managed by Flippin, Bruce & Porter, Inc. (the “Adviser”) under the terms of an Investment Advisory Agreement. Under the Investment Advisory Agreement, each Fund pays the Adviser a fee, which is computed and accrued daily and paid monthly, at an annual rate of .70% of its average daily net assets up to \$250 million; .65% of the next \$250 million of such assets; and .50% of such assets in excess of \$500 million.

During the six months ended September 30, 2011, the Adviser voluntarily waived \$19,593 and \$5,691 of its investment advisory fees from FBP Value Fund and FBP Balanced Fund, respectively.

Certain officers of the Trust are also officers of the Adviser.

MUTUAL FUND SERVICES AGREEMENT

Under the terms of a Mutual Fund Services Agreement between the Trust and Ultimus Fund Solutions, LLC (“Ultimus”), Ultimus provides administrative, pricing, accounting, dividend disbursing, shareholder servicing and transfer agent services for the Funds. For these services, Ultimus receives a monthly fee from each Fund at an annual rate of .15% of its average daily net assets up to \$25 million, .125% of the next \$25 million of such assets, and .10% of such assets in excess of \$50 million, subject to a minimum monthly fee of \$4,000. In addition, each Fund pays out-of-pocket expenses including, but not limited to, postage, supplies and costs of pricing portfolio securities.

Certain officers of the Trust are also officers of Ultimus, or of Ultimus Fund Distributors, LLC (the “Distributor”), the principal underwriter of each Fund’s shares. The Distributor is compensated by the Adviser (not the Funds) for acting as principal underwriter.

COMPLIANCE CONSULTING AGREEMENT

Under the terms of a Compliance Consulting Agreement between the Trust and Ultimus, Ultimus provides an individual to serve as the Trust’s Chief Compliance Officer and to administer the Funds’ compliance policies and procedures. For these services, the Funds pay Ultimus an annual base fee of \$16,800 plus an asset-based fee equal to 0.01% per annum on the Funds’ aggregate net assets in excess of \$100 million. In addition, the Funds reimburse Ultimus for reasonable out-of-pocket expenses, if any, incurred in connection with these services.

THE FLIPPIN, BRUCE & PORTER FUNDS

NOTES TO FINANCIAL STATEMENTS (Continued)

5. Derivatives Transactions

Transactions in option contracts written by the Funds during the six months ended September 30, 2011 were as follows:

	FBP Value Fund		FBP Balanced Fund	
	Option Contracts	Option Premiums	Option Contracts	Option Premiums
Options outstanding at beginning of year	435	\$ 90,401	720	\$ 170,165
Options written	35	10,744	105	35,888
Options cancelled in a closing purchase transaction	(200)	(33,184)	(300)	(58,219)
Options expired	(165)	(26,978)	(220)	(36,131)
Options outstanding at end of year	<u>105</u>	<u>\$ 40,983</u>	<u>305</u>	<u>\$ 111,703</u>

The location in the Statements of Assets and Liabilities of FBP Value Fund's derivative positions is as follows:

Type of Derivative	Location	Fair Value		Gross Notional Amount Outstanding September 30, 2011
		Asset Derivatives	Liability Derivatives	
Covered call options written	Covered call options, at value	—	\$ (13,250)	\$ (563,865)

The average monthly notional amount of option contracts during the six months ended September 30, 2011 was \$1,126,562 for FBP Value Fund.

The location in the Statements of Assets and Liabilities of FBP Balanced Fund's derivative positions is as follows:

Type of Derivative	Location	Fair Value		Gross Notional Amount Outstanding September 30, 2011
		Asset Derivatives	Liability Derivatives	
Covered call options written	Covered call options, at value	—	\$ (30,690)	\$ (1,670,180)

The average monthly notional amount of option contracts during the six months ended September 30, 2011 was \$2,696,972 for FBP Balanced Fund.

Transactions in derivative instruments during the six months ended September 30, 2011 by FBP Value Fund are recorded in the following location in the Statements of Operations:

THE FLIPPIN, BRUCE & PORTER FUNDS

NOTES TO FINANCIAL STATEMENTS (Continued)

Type of Derivative	Location	Realized Gains (Losses)	Location	Change in Unrealized Gains (Losses)
Covered call options written	Net realized gains from option contracts	\$ 56,997	Net change in unrealized appreciation/depreciation on option contracts	\$ 7,432

Transactions in derivative instruments during the six months ended September 30, 2011 by FBP Balanced Fund are recorded in the following location in the Statements of Operations:

Type of Derivative	Location	Realized Gains (Losses)	Location	Change in Unrealized Gains (Losses)
Covered call options written	Net realized gains from option contracts	\$ 83,142	Net change in unrealized appreciation/depreciation on option contracts	\$ 66,648

6. Contingencies and Commitments

The Funds indemnify the Trust's officers and Trustees for certain liabilities that might arise from their performance of their duties to the Funds. Additionally, in the normal course of business the Funds enter into contracts that contain a variety of representations and warranties and which provide general indemnifications. The Funds' maximum exposure under these arrangements is unknown, as this would involve future claims that may be made against the Funds that have not yet occurred. However, based on experience, the Funds expect the risk of loss to be remote.

7. Subsequent Events

The Funds are required to recognize in the financial statements the effects of all subsequent events that provide additional evidence about conditions that existed as of the date of the Statements of Assets and Liabilities. For non-recognized subsequent events that must be disclosed to keep the financial statements from being misleading, the Funds are required to disclose the nature of the event as well as an estimate of its financial effect, or a statement that such an estimate cannot be made. Management has evaluated subsequent events through the issuance of these financial statements and has noted no such events.

THE FLIPPIN, BRUCE & PORTER FUNDS

NOTES TO FINANCIAL STATEMENTS (Continued)

8. Recent Accounting Pronouncement and New Legislation

In May 2011, the Financial Accounting Standards Board issued Accounting Standards Update (“ASU”) No. 2011-04 “Amendments to Achieve Common Fair Value Measurement and Disclosure Requirements in U.S. GAAP and IFRSs.” ASU No. 2011-04 establishes common requirements for measuring fair value and for disclosing information about fair value measurements in accordance with GAAP and International Financial Reporting Standards. ASU No. 2011-04 is effective for interim and annual periods beginning after December 15, 2011 and is applied prospectively. Management is currently evaluating the impact ASU No. 2011-04 may have on financial statement disclosures.

The Regulated Investment Company Modernization Act of 2010 (the “Act”) was enacted on December 22, 2010. The Act makes changes to several tax rules impacting the Funds. In general, the provisions of the Act will be effective for the Funds’ current fiscal year ending March 31, 2012. Although the Act provides several benefits, including unlimited carryover on future capital losses, there may be greater likelihood that all or a portion of the Funds’ pre-enactment capital loss carryovers may expire without being utilized due to the fact that post-enactment capital losses must be utilized before pre-enactment capital loss carryovers. Relevant information regarding the impact of the Act on the Funds, if any, will be included in the Annual Report for the year ended March 31, 2012.

THE FLIPPIN, BRUCE & PORTER FUNDS

ABOUT YOUR FUNDS' EXPENSES (Unaudited)

We believe it is important for you to understand the impact of costs on your investment. All mutual funds have operating expenses. As a shareholder of the Funds, you incur ongoing costs, including management fees and other operating expenses. These ongoing costs, which are deducted from each Fund's gross income, directly reduce the investment return of the Funds.

A mutual fund's ongoing costs are expressed as a percentage of its average net assets. This figure is known as the expense ratio. The following examples are intended to help you understand the ongoing costs (in dollars) of investing in the Funds and to compare these costs with the ongoing costs of investing in other mutual funds. The examples below are based on an investment of \$1,000 made at the beginning of the period shown and held for the entire period (April 1, 2011 through September 30, 2011).

The table below illustrates each Fund's ongoing costs in two ways:

Actual fund return – This section helps you to estimate the actual expenses that you paid over the period. The “Ending Account Value” shown is derived from each Fund's actual return, and the third column shows the dollar amount of operating expenses that would have been paid by an investor who started with \$1,000 in the Funds. You may use the information here, together with the amount you invested, to estimate the expenses that you paid over the period.

To do so, simply divide your account value by \$1,000 (for example, an \$8,600 account value divided by \$1,000 = 8.6), then multiply the result by the number given for the Funds under the heading “Expenses Paid During Period.”

Hypothetical 5% return – This section is intended to help you compare the Funds' ongoing costs with those of other mutual funds. It assumes that each Fund had an annual return of 5% before expenses during the period shown, but that the expense ratio is unchanged. In this case, because the returns used are not the Funds' actual returns, the results do not apply to your investment. The example is useful in making comparisons because the Securities and Exchange Commission (“SEC”) requires all mutual funds to calculate expenses based on a 5% return. You can assess each Fund's ongoing costs by comparing this hypothetical example with the hypothetical examples that appear in shareholder reports of other funds.

Note that expenses shown in the table are meant to highlight and help you compare ongoing costs only. The Funds do not charge sales loads or redemption fees, nor do they carry a “sales load.”

The calculations assume no shares were bought or sold during the period. Your actual costs may have been higher or lower, depending on the amount of your investment and the timing of any purchases or redemptions.

More information about the Funds' expenses, including annual expense ratios for the past five fiscal years, can be found in this report. For additional information on operating expenses and other shareholder costs, please refer to the Funds' prospectus.

THE FLIPPIN, BRUCE & PORTER FUNDS

ABOUT YOUR FUNDS' EXPENSES (Unaudited)

(Continued)

FBP Value Fund

	Beginning Account Value April 1, 2011	Ending Account Value September 30, 2011	Expenses Paid During Period*
Based on Actual Fund Return	\$1,000.00	\$ 762.60	\$4.73
Based on Hypothetical 5% Return (before expenses)	\$1,000.00	\$1,019.70	\$5.42

* Expenses are equal to the FBP Value Fund's annualized expense ratio of 1.07% for the period, multiplied by the average account value over the period, multiplied by 183/365 (to reflect the one-half year period).

FBP Balanced Fund

	Beginning Account Value April 1, 2011	Ending Account Value September 30, 2011	Expenses Paid During Period*
Based on Actual Fund Return	\$1,000.00	\$ 832.70	\$4.59
Based on Hypothetical 5% Return (before expenses)	\$1,000.00	\$1,020.05	\$5.06

* Expenses are equal to the FBP Balanced Fund's annualized expense ratio of 1.00% for the period, multiplied by the average account value over the period, multiplied by 183/365 (to reflect the one-half year period).

OTHER INFORMATION (Unaudited)

The Trust files a complete listing of portfolio holdings for the Funds with the SEC as of the first and third quarters of each fiscal year on Form N-Q. The filings are available upon request, by calling 1-800-327-9375. Furthermore, you may obtain a copy of these filings on the SEC's website at <http://www.sec.gov>. The Trust's Forms N-Q may also be reviewed and copied at the SEC's Public Reference Room in Washington, DC, and information on the operation of the Public Reference Room may be obtained by calling 1-800-SEC-0330.

A description of the policies and procedures that the Funds use to determine how to vote proxies relating to portfolio securities is available without charge upon request by calling toll-free 1-800-327-9375, or on the SEC's website at <http://www.sec.gov>. Information regarding how the Funds voted proxies relating to portfolio securities during the most recent 12-month period ended June 30 is also available without charge upon request by calling toll-free 1-800-327-9375, or on the SEC's website at <http://www.sec.gov>.

THE
FLIPPIN, BRUCE & PORTER
FUNDS

Investment Adviser

Flippin, Bruce & Porter, Inc.
800 Main Street, Second Floor
P.O. Box 6138
Lynchburg, Virginia 24505
Toll-Free 1-800-327-9375
www.fbpfunds.com

Administrator

Ultimus Fund Solutions, LLC
P.O. Box 46707
Cincinnati, Ohio 45246-0707
Toll-Free 1-866-738-1127

Custodian

US Bank NA
425 Walnut Street
Cincinnati, Ohio 45202

**Independent Registered
Public Accounting Firm**

Ernst & Young LLP
1900 Scripps Center
312 Walnut Street
Cincinnati, Ohio 45202

Legal Counsel

Sullivan & Worcester LLP
One Post Office Square
Boston, Massachusetts 02109

Officers

John T. Bruce, President
and Portfolio Manager
John M. Flippin, Vice President
John H. Hanna, IV, Vice President
David J. Marshall, Vice President
R. Gregory Porter, III,
Vice President

Trustees

Austin Brockenbrough, III
John T. Bruce
Charles M. Caravati, Jr.
Robert S. Harris
J. Finley Lee, Jr.
Richard L. Morrill
Harris V. Morrisette