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

Fund Quarterly Commentary

3rd Quarter 2011

Stocks Plunge as Macro Risks Intensify

Equity markets plunged during the third quarter as investors reacted to a string of negative macroeconomic events beginning with the debt ceiling fiasco in Washington and the subsequent U.S. debt downgrade by Standard & Poor's, followed by the deepening financial crisis in Europe and a general slowing of economic growth around the globe.

The broad market S&P 500 Index declined nearly 14% during the quarter, its biggest drop since the fourth quarter of 2008 and the second worst calendar third quarter since 1928. Small-cap stocks suffered even worse, with the Russell 2000 Index plummeting almost 22%—its second worst third quarter on record. We had warned investors about the overvaluation of small-cap stocks relative to large-caps for several quarters. That valuation gap collapsed amid the decline as small-caps underperformed large caps by more than seven percentage points (as measured by the Russell 2000 vs. Russell 1000 Index)—the widest spread since the first quarter of 1999.

Investors dumped both low-quality and high beta (volatility) stocks as the risk trade collapsed during the third quarter. Within the Fund's Russell 2000 Value Index benchmark, the lowest beta stocks (first quintile) lost only 9% during the quarter versus a stunning decline of 36% for those with the highest beta (fifth quintile). In terms of quality, stocks in the top quintile for return-on-equity (ROE) outperformed the lowest ROE quintile by more than 13 percentage points.

From a style perspective, performance was mixed across market caps. Value modestly outperformed growth among small-caps during the quarter driven largely by greater weightings in the more defensive Utilities and Healthcare sectors. Growth still leads value by nearly three percentage points for the year-to-date through September 30, however, as the overall trend favoring growth has been broad-based. On a sector basis, all 10 economic sectors in the benchmark posted negative returns during the period. Utilities posted the least negative return, while Energy and Telecommunications delivered the worst returns.

Cash Cushion

Although a less favorable business operating environment and sharply declining market resulted in negative absolute returns during the quarter, the Fund substantially outperformed its benchmark aided by the portfolio's cash position as well as security selection. Security selection has also been an important contributor to the Fund's positive year-to-date performance through the end of September, which compares favorably with the index's 18% decline.

Top contributor's included Scholastic, Aaron's, and Big Lots, all of which delivered positive returns during the quarter. Scholastic is the world's largest publisher and distributor of children's books, and despite a difficult financial period for both school districts and consumers it has reported several consecutive quarters of strong educational technology sales and solid book fair results. Management used its free cash flow to pay down debt, increase its dividend, repurchase stock, and reinvest in the business.

Aaron's is a market leading rent-to-own retailer with growing customer traffic and positive same-store sales amid the challenging economic environment. Management also maintained its strong operating outlook and repurchased shares during the first six months of 2011. With consumer credit remaining tight, we are optimistic Aaron's will continue to generate meaningful free cash flow and maintain its strong balance sheet.

Closeout retailer Big Lots reported a disappointing decrease in same-store sales, but management noted improving consumables and strong seasonal category sales. Since authorizing a share repurchase plan last quarter, the firm has reduced shares outstanding by 13%. Although the acquisition of an unprofitable Canadian closeout retailer negatively affected quarterly results, Big Lots reported year-over-year earnings per share growth due to its aggressive share repurchase program and tightened cost controls. Management believes same-store sales comparisons in the second half of 2011 will improve and continues to implement its store growth strategy.

Laggards

ManTech International, CSG Systems International, and American Greetings were the three largest negative contributors to performance during the quarter. ManTech is a leading provider of information technology services to the U.S. military and federal government agencies. Although it reported a strong second quarter and reaffirmed its expectations for the year, contract awards during the quarter were weak. Management blamed the slowdown on delays in the U.S. federal government appropriation process. Given the uncertainty surrounding future government spending and a lower than expected book-to-bill ratio, we reduced our growth rate assumption and valuation calculation. On a positive note, ManTech's balance sheet continues to improve and now has more cash than debt outstanding. Given its strong balance sheet, the government's strategic need for a secure technology infrastructure, and the growing importance of cyber security, we are confident ManTech will survive the current downturn in government spending, thus the Fund continues to hold a reduced position.

Billing software firm CSG Systems has seen operating results negatively affected by a recent acquisition that has failed to meet expectations. The company also continues to suffer from price concessions on a recently renegotiated contract with DISH Network and further uncertainty stemming from the 2012 expiration of a contract with its largest client, Comcast. We believe we have accounted for these risks by using an above-average discount rate in our valuation model. We remain attracted to the firm's high revenue visibility and strong free cash flow attributes.

Although American Greetings generated favorable operating results during the first two quarters of its fiscal year, management recently reduced its annual revenue growth forecast due to a more cautious economic outlook and a broad-based slowdown at retailers. Despite slower growth expectations, the greeting card company continues to generate strong free cash flow that it has used to reduce net debt, repurchase stock, and pay an attractive dividend. Because we originally used a lower growth-rate estimate in our valuation model than management's lowered short-term guidance, our outlook and valuation assumptions remain unchanged.

Portfolio Positioning

Cash in the Portfolio declined from 48% at the beginning of the quarter to roughly 39% by the end of September. The increase in volatility in the small-cap market allowed us to take advantage of lower equity prices. Although we added several new stocks to the portfolio, the majority of purchases consisted of additions to existing holdings. We often increase the position size of holdings in the portfolio if their prices decline and their discount-to-valuations widen, assuming our valuation assumptions remain intact. Conversely, as the price of a holding appreciates and the discount-to-valuation declines, we will typically reduce the position size.

While the Fund remains defensively positioned, lower cash levels may increase the volatility of the portfolio in the future. If the small-cap market continues to weaken and valuations become more attractive, the portfolio may begin to increase its allocation to businesses with higher risk profiles. In essence, as the opportunity to earn adequate returns relative to risk improves, the assumption of risk in the portfolio may increase.

The largest new position added during the quarter was insurance firm Brown & Brown. The firm's commissions are a product of exposure units and insurance rates. Unfortunately, both have declined significantly during the last several years due to price competition among insurers and, more recently, the struggling domestic economy. The deflationary pressure on insurance premiums has caused the firm to experience negative organic growth since 2007. Despite these well-known challenges, Brown & Brown continues to generate strong margins and cash flow thanks to management's focus on expense control. Consequently, Brown & Brown's balance sheet has improved in recent years and now has more cash than debt. Management's patience has better positioned the company to make acquisitions to enhance growth, as it has done in the past, as valuations become more attractive.

Outlook

Based on the commentaries from the approximately 300 small-cap businesses that we follow, we believe the economy has transitioned from a period of slow growth to slow-to-no-growth. The operating environment remains uncertain and management teams continue to experience difficulty planning and forecasting their businesses. Rising costs have reduced the margins of businesses we follow and higher prices have caused some demand destruction. In general, capital expenditures remain focused on short-term paybacks and increased productivity. The focus on productivity has enabled many businesses to maintain attractive margins, but it also has contributed to the stubbornly high unemployment rate. Several companies have also noted a slowdown in government spending, putting further pressure on end demand. Year-over-year earnings growth became more challenging during the second quarter and we expect earnings comparisons to remain increasingly difficult as companies report third quarter results. Although the business environment is uncertain for the companies we follow, we have not noticed a sharp decline in demand that would resemble the 2008-2009 recessionary period.

Given this environment, it remains extremely important that the portfolio follows its risk management discipline of only taking risk when appropriately compensated. When studying an individual business, we categorize the major forms of risk as operating and financial. Our definition of operating risk is the degree of volatility of a business's future free cash flows. The more volatile or uncertain the future free cash flows, the higher the operating risk. We measure financial risk by the degree of leverage on a firm's balance sheet relative to free cash flow.

When small-cap valuations appear high and we believe investors are not adequately compensated to assume risk, we attempt to avoid both operating and financial risk. When small-cap valuations are attractive and risk is being priced appropriately, as an opportunistic strategy we are comfortable taking measured risk. In an attempt to limit large mistakes that could jeopardize absolute return, however, when assuming risk on a small-cap investment we will take only operating OR financial risk—never both.

Earlier this year, we did not believe risk was being priced properly in the small-cap market and positioned the Fund accordingly. In our opinion, the portfolio's equity holdings possessed below average levels of operating and financial risk. We believe this positioning benefited the performance of the equities held year-to-date. The pricing of risk changed considerably during the third quarter and is now more favorable for the purchaser of risk. Although we have not significantly altered the risk profile of the portfolio, we are considering several small-cap businesses that may have either volatility in their cash flows (operating risk) OR higher leverage on their balance sheet (financial risk). We do not believe that current prices for the universe of small-cap equities will cause us to become aggressively positioned at this time, but assuming volatility increases and the pricing of risk becomes even more favorable, we may increase the amount of holdings with higher risk profiles.

We manage this Fund in a manner that is flexible and opportunistic and will only assume risk when we believe we are being adequately compensated. The time to increase risk in the portfolio could be approaching, and we believe we are well positioned to take advantage of further increases in volatility in the small-cap market.

River Road Asset Management
5 October 2011

As of September 30, 2011, Scholastic comprised 0.26% of the portfolio's assets, Aaron Group's – 0.14%, Big Lots – 1.30%, ManTech International – 1.97%, CSG Systems International – 1.90%, American Greetings – 2.11%, and Brown & Brown – 3.19%.

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.

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

Fund Performance

Average Annual Total Returns

	Monthly returns (%) Period ended 9/30/11			Annualized Returns (%) Period ended 9/30/11					
	Month	3 Months	YTD	1 yr	3 yr	5 yr	10 yr	Since Incept.	Incept. Date
Fund Class N Shares (ARIVX)	-4.64	-7.45	1.00	0.00	0.00	0.00	0.00	0.70	12/31/2010
Fund Class I Shares (ARVIX)	-4.64	-7.35	0.00	0.00	0.00	0.00	0.00	-7.69	6/1/2011
Russell 2000 Value Index	-10.92	-21.47	-18.51	-5.99	-2.78	-3.08	6.47	-18.51	12/31/2010
Category: Small Value	-10.91	-20.98	-17.58	-5.21	0.74	-1.37	7.24	-17.43	12/31/2010

Calendar year-end returns

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

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

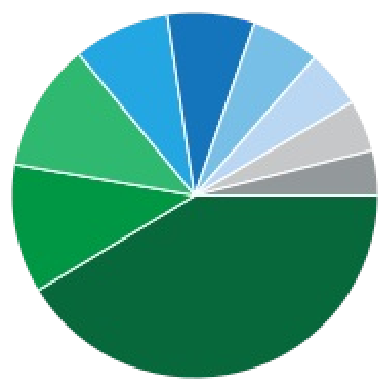
Broad industry and sector diversification
Strict sell discipline based on price targets

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.

Fund Stats (as of 9/30/11)	N Shares	I Shares
Total Net Assets (10/24/11)	$295,524,192.24	$70,867,195.40

Sector Breakdown (as of 9/30/11)	
CASH EQUIVALENTS & OTHER	41.33%
CONSUMER DISCRETIONARY	11.40%
INFORMATION TECHNOLOGY	11.36%
FINANCIALS	8.51%
CONSUMER STAPLES	7.71%
INDUSTRIALS	6.09%
UTILITIES	5.08%
HEALTH CARE	4.56%
ENERGY	3.97%



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: 9/30/11

Company	Ticker	CUSIP	Number of Shares	Market Value	% of Net Assets ↓
CASH EQUIVALENTS & OTHER			125,469,778	$131,764,415.25	41.33%
TOTAL SYSTEM SERVICES INC	TSS	891906109	715,564	$12,114,498.52	3.80%
BROWN & BROWN INC	BRO	115236101	571,851	$10,178,947.80	3.19%
PAPA JOHN'S INTL INC	PZZA	698813102	333,968	$10,152,627.20	3.18%
UNIFIRST CORP/MA	UNF	904708104	219,365	$9,935,040.85	3.11%
ICU MEDICAL INC	ICUI	44930G107	247,138	$9,094,678.40	2.85%
CORE-MARK HOLDING CO INC	CORE	218681104	281,823	$8,632,238.49	2.70%
AVISTA CORP	AVA	05379B107	335,165	$7,993,685.25	2.50%
WEIS MARKETS INC	WMK	948849104	209,910	$7,779,264.60	2.44%
AMERICAN GREETINGS CORP-CL A	AM	26375105	363,813	$6,730,540.50	2.11%
EPIQ SYSTEMS INC	EPIQ	26882D109	511,045	$6,403,393.85	2.00%
MANTECH INTERNATIONAL CORP-A	MANT	564563104	200,116	$6,279,640.08	1.96%
CONSTELLATION BRANDS INC-A	STZ	21036P108	347,322	$6,251,796.00	1.96%
CSG SYSTEMS INTL INC	CSGS	126349109	478,457	$6,047,696.48	1.89%
POTLATCH CORP	PCH	737630103	181,722	$5,727,877.44	1.79%
COPART INC	CPRT	217204106	143,433	$5,611,098.96	1.76%
BIO-RAD LABORATORIES-A	BIO	90572207	59,825	$5,430,315.25	1.70%
CONTANGO OIL & GAS	MCF	21075N204	95,077	$5,201,662.67	1.63%
FEDERATED INVESTORS INC-CL B	FII	314211103	271,710	$4,763,076.30	1.49%
BILL BARRETT CORP	BBG	06846N104	125,990	$4,565,877.60	1.43%
ARTESIAN RESOURCES CORP-CL A	ARTNA	43113208	244,851	$4,287,341.01	1.34%
AMERISAFE INC	AMSF	03071H100	232,485	$4,280,048.85	1.34%
BIG LOTS INC	BIG	89302103	119,145	$4,149,820.35	1.30%
COTT CORPORATION	BCB	22163N106	581,885	$3,962,636.85	1.24%
CALIFORNIA WATER SERVICE GRP	CWT	130788102	220,881	$3,911,802.51	1.22%
ALAMO GROUP INC	ALG	11311107	185,370	$3,853,842.30	1.20%
RENT-A-CENTER INC	RCII	76009N100	140,009	$3,843,247.05	1.20%
NEUSTAR INC-CLASS A	NSR	64126X201	117,915	$2,964,383.10	0.92%
UNIT CORP	UNT	909218109	78,145	$2,885,113.40	0.90%
CENTRAL GARDEN & PET CO	CENT	153527106	396,914	$2,738,706.60	0.85%
TELLABS INC	TLAB	879664100	557,530	$2,391,803.70	0.75%
OIL-DRI CORP OF AMERICA	ODC	677864100	118,911	$2,209,366.38	0.69%
BALDWIN & LYONS INC -CL B	BWINB	57755209	101,856	$2,176,662.72	0.68%
ARDEN GROUP INC-A	ARDNA	39762109	20,428	$1,624,026.00	0.50%
AMBASSADORS GROUP INC	EPAX	23177108	269,525	$1,544,378.25	0.48%
SCHOLASTIC CORP	SCHL	807066105	29,828	$836,078.84	0.26%
AARON'S INC	AAN	2535300	18,032	$455,308.00	0.14%
				$318,772,937.40	**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 Funds

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

September 30, 2011

Top Ten Stock Holdings

	Fund
Total System Services Inc.	3.80%
Brown & Brown Inc.	3.19%
Papa John's Intl Inc.	3.18%
UniFirst Corp.	3.12%
ICU Medical Inc.	2.85%
Core-Mark Holding Co Inc.	2.71%
Avista Corp.	2.51%
Weis Markets Inc.	2.44%
American Greetings Corp-Cl A	2.11%
Epiq Systems Inc.	2.01%
Percentage of Total Net Assets	**27.92%**

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

Sector Breakdown vs. Benchmark Comparison

	Fund	Benchmark*
Cash Equivalents & Other	41.33%	0.00%
Consumer Discretionary	11.40%	11.41%
Information Technology	11.36%	11.05%
Financials	8.51%	36.28%
Consumer Staples	7.71%	3.11%
Industrials	6.09%	14.44%
Utilities	5.08%	7.96%
Health Care	4.56%	5.32%
Energy	3.97%	4.74%
Materials	0.00%	4.99%
Telecommunication Services	0.00%	0.72%

* 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)

Founded in 2005, River Road seeks financially strong, well-managed companies selling at a meaningful discount to “Absolute Value” to achieve superior long-term, risk-adjusted returns.

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 Funds

Small Value Strategy

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

September 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**		13.50
Wtd Average P/B		1.49
Median Mkt Cap ($Mil)		883
Wtd Avg Mkt Cap ($Mil)		1,350
Total Net Assets ($Mil)		318.77
Sales Load		None
Number of Stocks		36

* 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.

Wtd Ave P/E is a valuation ratio of a company's current share price compared to its per-share earnings.

Wtd Ave P/B is calculated by dividing the current closing price of the stock by the book value per share.

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

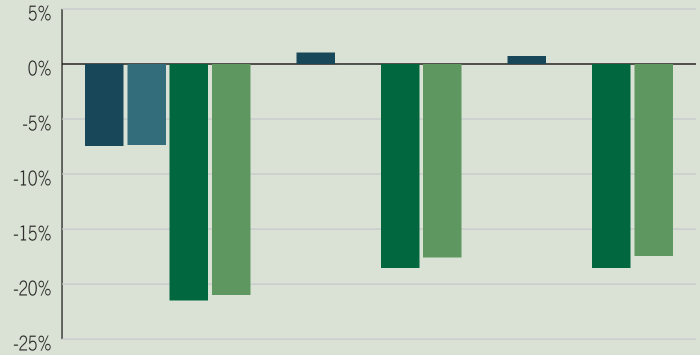
For quarterly Fund commentary please visit us online at www.astonfunds.com.

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.

Shareholder Services: 800 992-8151

Investment Adviser Services: 800 597-9704

Performance



	Current Quarter^	Year-To-Date^	TOTAL RETURNS AS OF 9/30/11 Since Inception	
Class N Shares	-7.45%	1.00%	0.70%	12/31/10
Class I Shares	-7.35%	—	-7.69%	6/1/2011
Benchmark*	-21.47%	-18.51%	-18.51%	12/31/10
Category**	-20.98%	-17.58%	-17.43%	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

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