



WELCH & FORBES LLC

Form ADV Part 2A

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March 31, 2011

Item 1 - Cover Page

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This Form ADV Part 2A (the “Brochure”) provides information about the qualifications and business practices of Welch & Forbes LLC (“Welch & Forbes” or the “Firm”). If you have questions about the contents of this Brochure, please contact us at (617) 523-1635 or info@welchforbes.com. The information in this Brochure has not been approved or verified by the U.S. Securities and Exchange Commission (“SEC”) or by any state securities authority.

Additional information about Welch & Forbes is also available on the SEC’s website at www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Welch & Forbes who are registered, or are required to be registered, as investment adviser representatives of Welch & Forbes.

Although Welch & Forbes is registered as an investment adviser under the Investment Advisers Act of 1940, such registration does not imply that Welch & Forbes or our personnel have a certain level of skill or training.

Item 2 – Material Changes

On July 28, 2010, the SEC published Release No. IA-3060, “Amendments to Form ADV,” which significantly changed the form and content of the Brochure that we must provide to our advisory clients. As a result, this Brochure is materially different from the disclosure document we were previously required to make available to our advisory clients. This Brochure has been drafted in accordance with the new format mandated by the SEC.

In the future, this Item 2 may include the date of the Brochure’s last annual/interim update and a summary of specific material changes that have been made to the Brochure since the time of that update.

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Item 4 – Advisory Business

Welch & Forbes provides investment management and supervisory services on a discretionary and non-discretionary basis, as well as personal trust and fiduciary services, estate planning and administration, and tax and custodial services. The Firm has been in business since 1838. Welch & Forbes currently has 53 employees working in the Firm's Boston office. As of December 31, 2010, the Firm had approximately \$3,157,750,000 in assets under management. Welch & Forbes provides investment advice primarily to individuals and trusts. In addition, Welch & Forbes' clients also include pension and profit sharing plans, estates, charitable organizations, and corporations and other business entities. Please see "Item 7 – Types of Clients" of this Brochure for more information with respect to Welch & Forbes' clients.

Principal Ownership

Welch & Forbes is a Delaware limited liability company. As Welch & Forbes' institutional partner, Affiliated Managers Group, Inc. ("AMG"), a publicly-traded asset management company (NYSE: AMG) with equity investments in boutique investment management firms, holds a majority ownership interest in Welch & Forbes. Certain Welch & Forbes employees own the remaining equity interest.

AMG also holds equity interests in other investment management firms ("AMG Affiliates"). Further information on both AMG and AMG's Affiliates is provided in "Item 10 – Other Financial Industry Activities and Affiliations" of this Brochure.

Advisory Services

As noted, Welch & Forbes is an investment management firm that provides investment advice primarily to individuals and trusts for which individual officers of Welch & Forbes often serve as trustee or co-trustee. The Firm's investments on behalf of its clients include equities (including exchange-traded, over-the-counter, and foreign), fixed income securities (including corporate debt, commercial paper, certificates of deposit, municipal securities, U.S. Government securities, and foreign sovereign debt), mutual fund shares, exchange-traded fund shares, funds of funds, warrants, and options. The Firm may also offer advice on investing in privately placed securities, including common stock equivalents and partnership interests (including real estate and oil and gas interests).

As an asset manager for both individual and institutional clients, Welch & Forbes recognizes that all of our clients are unique and that, therefore, their investment needs may be different. As such, we may modify our primary investment strategies, as necessary, to meet the goals that our clients specify, in an effort to accommodate the particular investment objectives and accompanying restrictions requested by our clients. At the commencement of the client relationship, each of our clients executes an Investment Counsel Agreement, which sets forth their investment objectives, investment strategy and any investment restrictions that will be applicable to our management of the assets in the client's account. Prior to the execution of the agreement, we review requested objectives and restrictions and work with the client as needed to refine these objectives and restrictions to both meet the client's needs and provide us with sufficient discretion to properly invest the client's assets.

Other Services

In addition to investment advisory services, Welch & Forbes also provides personal trust and fiduciary services, philanthropic services, estate administration, tax and custodial services, bill paying, as well as cash flow and wealth simulation analysis.

Personal Trust and Fiduciary Services

In some instances, Welch & Forbes serves as a client's trustee or agent under Power of Attorney. In such roles, Welch & Forbes provides clients with services such as management of cash distributions, bill paying, assistance with philanthropic programs, and recordkeeping for fiduciary reporting.

Estate Administration

Our Estate Settlement Department manages the details of estate administration and settlement, including income tax and probate filings. In performing these duties, Welch & Forbes works with legal counsel, tax specialists, and executors as requested by clients.

Tax and Custodial Services

Welch & Forbes maintains a tax department that manages the preparing and filing of income tax returns for individuals and families and fiduciary returns for trusts and estates. We also offer clients guidance on certain tax-related topics.

In addition, in instances where Welch & Forbes serves as an executor of an estate, the Firm will appoint an unaffiliated qualified custodian as our agent to provide custody of the client's funds and securities.

Assets Under Management

As noted above, as of December 31, 2010, Welch & Forbes' client assets under management total ("AUM") is approximately \$3,157,750,000. Of this amount, approximately \$2,808,410,000 is managed by Welch & Forbes on a discretionary basis, and approximately \$349,340,000 is managed by Welch & Forbes on a non-discretionary basis. Please see Welch & Forbes' Form ADV Part 1A – Item 5.F for more information.

Item 5 – Fees and Compensation

Standard Fee Schedule

Welch & Forbes is compensated for its investment advisory services through payments of fees made by our clients. The fee is generally based on the market value of investments under supervision, and may include cash or its equivalent. The market value of investments is determined on the basis of a quarterly appraisal and the total fee is assessed at the close of each quarter, in arrears. The Firm's standard fee schedule is included below.

<u>Market Value</u>	<u>Fee Rates</u>
First \$2,000,000	1.25% per annum
Above \$2,000,000	.50% per annum

The fees set forth above cover ordinary and customary services. Additional fees may be charged for administrative services, such as valuing of private investment vehicles, generating tax information, account maintenance, and other services. Agreements continue until cancelled by either party. In the event of cancellation, fees are pro-rated through to the cancellation date and, if applicable, any prepaid unearned fees will be promptly refunded.

Notwithstanding this fee schedule, and subject to applicable laws and regulations, Welch & Forbes retains discretion over the fees that it charges to its clients, as well as any changes in its fee schedules. Fees, including administrative fees, may be negotiated in Welch & Forbes' sole discretion in light of a client's special circumstances, such as asset levels, service requirements, or other factors. In some cases, Welch & Forbes may agree to offer clients a fee schedule that is lower than that of any other comparable clients in the same investment style. In addition, there may be historical fee schedules with longstanding clients that differ from those applicable to new client relationships. For comparable services, other investment advisers may charge higher or lower fees than those charged by Welch & Forbes. Welch & Forbes reserves the right to waive all or a portion of its management fee and negotiate minimum annual fees. Fees are also prorated at the inception of the investment advisory agreement to cover only the period of time the account assets were under management.

Fees for accounts where Welch & Forbes has custody are generally deducted directly from client accounts. Fees for accounts where Welch & Forbes has not been designated as custodian are generally deducted by the designated custodian at the client's direction or billed to the client.

The fees charged to clients generally are computed as a percentage of the value of the assets under management. To calculate advisory fees, Welch & Forbes generally relies on prices provided by third-party pricing services, custodians, and/or broker/dealers for purposes of valuing portfolio securities held in client accounts. Welch & Forbes may, on occasion, be required to "fair value price" a security when a market price for that security is not readily available or when Welch & Forbes has reason to believe that the market price is unreliable. In an event where "fair value pricing" is required, Welch & Forbes will use various sources of information at its disposal to determine a fair price that the security would obtain in the marketplace if, in fact, a market for the security existed. For any fair value securities, Welch & Forbes maintains a policy relating to the pricing process in an effort to mitigate any conflicts of

interest with respect to valuation. Every fair valuation occurrence will be documented and maintained by the Welch & Forbes Valuation Committee.

Fees are generally charged in arrears on the market value of the account on the eighth day of the last month of the quarter (for accounts held in our custody) or quarter-end for accounts held in custody elsewhere. The calculated fees are periodically reviewed to determine that the fee schedule used is proper and also compared to the fee charged in the previous quarter.

Fees for Specialized Accounts and Advisory Services

Sub-advisory Arrangements

As part of its advisory business, Welch & Forbes manages certain client accounts as a discretionary “sub-advisor” to the investment adviser of such accounts. In its capacity as “sub-advisor” to such client accounts, Welch & Forbes’ fees and services are determined by contract with the investment adviser.

Limited Liability Companies Sponsored by Welch & Forbes

Welch & Forbes may periodically invest clients’ assets through limited liability companies sponsored by Welch & Forbes (“W&F Funds”). The W&F Funds serve as an administrative vehicle through which clients may invest in private equity, venture, and private fund investments. For clients of Welch & Forbes who hold private investments through the W&F Funds, the clients’ interests are comprised of the underlying private investments, rather than an interest in the W&F Funds. There is no public offering of the W&F Funds, which are limited to qualified investors. Investors should review all offering documents related to the W&F funds’ private fund investments. Restrictions on the transfer of private offering vehicles typically apply. While investments through W&F Funds typically do not entail additional fees from Welch & Forbes in addition to other standard fees charged by the Firm, the underlying funds in which clients may invest through the W&F Funds typically charge additional fees to the clients.

Additional Fees and Expenses Payable by Clients

Welch & Forbes’ fees are exclusive of brokerage commissions, transaction fees, service provider fees, and other related costs and expenses which will be incurred by the client. Execution of client transactions typically requires payment of brokerage commissions by clients. “Item 12 – Brokerage Practices” further describes the factors that Welch & Forbes considers in selecting or recommending broker/dealers for the execution of transactions and determining the reasonableness of their compensation (*e.g.*, commissions). Investment activity may also involve other transaction fees payable by clients, such as sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. In addition, clients may incur certain charges imposed by outside custodians, broker/dealers, and other third parties, such as custodial fees, administrative fees, and transfer agency fees.

Fees for Investment of Client Assets in Third Party Mutual Funds, Private Funds, and Other Pooled Investment Vehicles

At times, Welch & Forbes may invest a client's assets in mutual funds (including money market funds or similar short-term investment funds) or other pooled investment vehicles sponsored by third parties, such as hedge funds, venture funds, and/or exchange traded funds. To the extent that a client's assets are invested in other pooled vehicles, the clients will also typically pay management and/or other fees (such as performance fees) associated with each such mutual fund or other pooled vehicle that are in addition to the fees paid by the client to Welch & Forbes, as described below. Those fees are described in each pooled vehicles' offering documents (e.g., prospectus or offering memorandum). Such charges, fees, and commissions are exclusive of, and in addition to, Welch & Forbes' investment advisory fee.

Mutual Funds

Specifically, fees for mutual fund investments generally include two types: shareholder fees and annual fund operating expenses. Shareholder fees may include:

- Sales Loads (fees paid to a broker/dealer, which may include front end sales loads (sales fees charged upon purchasing shares) and/or back end sales loads (sales fees charged upon redeeming shares));
- Redemption fees (fees paid to the fund upon the sale of mutual fund shares);
- Exchange fees (fees charged for transferring to another fund within the same fund group); and
- Account fees (account maintenance fees).

Annual fund operating fees include:

- Management fees (fees paid to an adviser or its affiliates for managing the fund);
- Distribution and/or service (e.g., 12b-1) fees (fees for distribution expenses, and sometimes shareholder service expenses); and
- Other expenses (miscellaneous expenses, such as custodial expenses, legal expenses, accounting expenses, transfer agent expenses, and other administrative expenses).

Clients whose assets are invested in mutual funds may pay some or all of the above fees. Clients should review the prospectus of any fund in which their assets are invested in order to understand the fees that may be applicable to their particular investment.

Private Funds and other Pooled Vehicles

As noted above, to the extent that Welch & Forbes invests in private funds or other pooled vehicles sponsored by third parties, clients also typically pay fees to the issuers or sponsors of those funds in accordance with the funds' fee schedules as in effect from time to time. The terms of these funds, including fees and expenses, are described in the funds' offering memoranda. Various aspects of those terms, such as management and incentive fees, withdrawal and redemption conditions, and information rights, may be negotiable and varied in limited circumstances under side letters, depending on the size of the proposed investment, type of investor, and special legal requirements applicable to the proposed investor.

Safekeeping Accounts

For certain client accounts where private investments are held (including those where the client's investment management relationship with Welch & Forbes has otherwise terminated), Welch & Forbes may maintain a safekeeping account on behalf of a client to continue to hold the private investments until a liquidity event occurs for those investments. Any cash in the safekeeping account may be used by the Firm on the client's behalf to facilitate the client's funding of future capital calls with regarding to these investments.

Item 6 – Performance-Based Fees and Side-by-Side Management

Performance-Based Fees

Welch & Forbes does not charge fees based on performance or the net profits of the assets being managed.

At times, Welch & Forbes may invest a client's assets in pooled investment vehicles sponsored by third parties, such as hedge funds, venture funds, and/or exchange traded funds. To the extent that a client's assets are invested in these pooled vehicles, the client may pay a performance-based fee to the third-party sponsor of such fund. In such instances, Welch & Forbes will not receive any of this performance-based fee, and will only be compensated based on its normal management fee over the assets (i.e., a percentage of the assets under management). Please see the "Fees for Investment of Client Assets in Third Party Mutual Funds and Other Pooled Investment Vehicles" sub-section of "Item 5 – Fees and Compensation" of this Brochure.

Side-by-Side Management

Our investment professionals simultaneously manage multiple accounts (including individual high net worth accounts and institutional separate accounts) according to similar investment objectives. The simultaneous management of these different investment accounts could create certain conflicts of interest, if the fee structures for the management of certain types of accounts were higher than others. As noted above, Welch & Forbes does not charge performance-based fees for any of its accounts; therefore, the inherent incentive to favor performance-based fee accounts over those without such fees does not exist for the Firm. Welch & Forbes recognizes that it has an affirmative duty to treat all such accounts fairly and equitably over time.

Although Welch & Forbes has a duty to treat all similarly managed accounts fairly and equitably over time, such portfolios will not necessarily be managed the same at all times. Specifically, there is no requirement that Welch & Forbes use the same investment practices consistently across all accounts. In general, investment decisions for each client account will be made independently from those of other client accounts, and will be made with specific reference to the individual needs and objectives of each client account. In addition, Welch & Forbes will not necessarily purchase or sell the same securities at the same time or in the same proportionate amounts for all eligible accounts, particularly if different accounts have materially different amounts of capital under management by Welch & Forbes or different amounts of investable cash available. As a result, although Welch & Forbes manages numerous accounts with similar investment objectives, or may manage accounts with different objectives that trade in the same securities, the portfolio decisions relating to these accounts, and the performance resulting from such decisions, may differ from account to account.

Item 7 – Types of Clients

Types of Clients

Welch & Forbes provides investment advice primarily to individuals and trusts, including those for which individual officers of the Firm may serve as trustee or co-trustee. In addition, Welch & Forbes' clients also include pension and profit sharing plans, estates, charitable organizations, and corporations and other business entities.

Conditions for Managing Accounts

As a general rule, Welch & Forbes requires a minimum account size of \$1,000,000. However, the minimum account size is negotiable and may be waived or modified at the Firm's discretion.

Generally, Welch & Forbes requires each client to execute an Investment Counsel Agreement that details the nature of the discretionary investment advisory authority given to Welch & Forbes.

Welch & Forbes will not accept an account from an investor whose investment objective or policy is inconsistent with Welch & Forbes' fundamental investment philosophy and approach.

Investments in private funds, private equity, and venture capital securities are only available to investors that meet certain eligibility requirements and minimum subscription or capital commitment amounts, and may be otherwise limited in availability.

Item 8 – Methods of Analysis, Investment Strategies, and Risk of Loss

Introduction

Welch & Forbes offers its clients customized account management which is focused on the individual objectives of each client. In doing so, Welch & Forbes presents its clients with a range of investment options on a separate account basis, typically managed together depending on account size and investment objective. Such options may include, but are not limited to:

1. Multi-cap core equity portfolios constructed with domestic and international stocks and ADRs;
2. Specialty portfolios – client-driven sector or style focused; e.g. Energy, Income;
3. Open Architecture through mutual funds and/or exchange traded funds to seek the additional diversification of geographic-based, commodity-based, capitalization-based and style-based specialists;
4. Taxable and tax-exempt fixed income portfolios with a client-driven focus on income or total return; and
5. Alternative investments – venture capital, private equity, hedge fund, and real estate, including – those through outside specialists, are facilitated through the W&F Funds.

Portfolio managers also determine unique client asset allocations based on the client's long-term investment objectives. Portfolio managers use various methodologies to assist in the asset allocation decision. Welch & Forbes uses this approach as a complement to our one-on-one client discussions which address long-term investment objectives, risk tolerance, and liquidity needs. While some consideration may be given to investment style (e.g., large cap value, small cap growth), portfolio managers do not generally move clients in and out of various investment styles, as most clients are invested for the long term.

Welch & Forbes typically does not use derivatives or hedging strategies when determining asset allocation for a client. The Firm's general practices with respect to investing in equities and fixed income securities are discussed in more detail below.

Equities

Welch & Forbes' customized equity accounts encompass an array of investment objectives, and include, but are not limited to, those that are income-oriented, sector-specific, and socially screened. The Firm typically uses the S&P 500 as an equity benchmark. Welch & Forbes invests in both domestic and international equities, in any capitalization range.

As noted, Welch & Forbes typically does not use hedging strategies, unless directed by a client.

For some accounts, Welch & Forbes may employ a tax-sensitive approach to portfolio management. Low turnover in the accounts may limit the realization of capital gains. In addition, when gains are realized, we generally look for opportunities to harvest losses to offset gains, when appropriate. However, we generally do not let a tax decision alone override the fundamental factors driving the investment process.

Fixed Income

Welch & Forbes builds customized fixed income portfolios specific to each individual client's investment objectives. Generally, our clients look to their fixed income portfolios for steady income and safety. Therefore, Welch & Forbes constructs such portfolios in a modified ladder approach typically using investment grade bonds over a specified maturity period. The Firm's ladder approach is considered "modified" because portfolio managers generally look for added value offered at various points along the yield curve where we might overweight holdings. Likewise, we may add relative value to our fixed income portfolios by focusing on certain sectors that offer more relative value than a bond of similar quality.

In selecting bonds, Welch & Forbes generally buys liquid, investment grade bonds and considers relative value among like credits within and across sectors. The Firm generally uses a buy-and-hold ladder approach, with some opportunistic trading on a selective basis. However, despite this buy-and-hold approach, the Firm sells bonds for several reasons that may include a credit downgrade or a need to raise cash in a client's portfolio. On a client-by-client basis, lower quality bonds may be included in a fixed income portfolio if it were determined that the risk adjusted return was acceptable relative to the client's investment objectives.

Most of the Firm's clients look to their fixed income portfolios as a source of income; thus, our focus is generally on yield. However, portfolios may be customized with a total return focus if income is not an investment objective.

Welch & Forbes may refer to various benchmarks when monitoring its fixed income portfolios. However, while Welch & Forbes generally constructs fixed income portfolios to include holdings across the acceptable yield curve range and maintains duration at or near certain benchmarks, the Firm typically does not manage to the benchmark; therefore, Welch & Forbes' returns may fluctuate around those of the benchmark.

Welch & Forbes generally does not use hedging strategies in its fixed income portfolios.

Welch & Forbes typically uses a tax-sensitive approach in managing fixed income portfolios. The bond portion of most clients' portfolios are "buy-and-hold," which generally may result in lower turnover and tax realization. Further, a client's tax circumstance is a primary factor in determining whether or not to construct a portfolio with tax-exempt or taxable bonds. The Firm's focus is the after-tax return earned by the client rather than the pre-tax return.

Methods of Analysis

The Welch & Forbes investment process is focused on its team of investment professionals. Each portfolio manager is considered an investment generalist, but is also responsible for specific sector coverage and expertise. Portfolio managers are responsible for generating specific investment ideas, researching the idea, writing a research report, and proposing the idea to the Investment Committee ("IC") for consideration. If approved, the investment idea, which is primarily an equity or private investment security, may be used in the portfolio construction process.

The IC regularly reviews and revises the Welch & Forbes research list, which generally includes any equity holdings which we deem suitable for our clients. The IC plays an important role in the

investment process through its ongoing review and discussion of investment holdings in client accounts. In addition, the IC discusses and recommends sector allocation as well as other securities, including fixed income, pooled vehicles, and cash products. The IC also discusses macro-economic (top-down) events that may impact investment decisions.

Welch & Forbes' security analysis methods include both fundamental and technical analysis. Fundamental analysis is a method of evaluating a security in which Welch & Forbes attempts to determine the intrinsic value of a security by examining certain economic, financial, and other qualitative and quantitative factors, including both macroeconomic factors, such as the overall economy and industry conditions, as well as company-specific factors, such as management. Technical analysis is used to a lesser extent and is a method of evaluating securities by analyzing market statistics, such as past prices and trading volume. In performing technical analysis, Welch & Forbes uses charts and other tools to attempt to predict patterns relating to the future activity of a security.

Specifically, Welch & Forbes utilizes a bottom-up (fundamental) analysis as the primary driver for security selection. The firm uses a number of analytical metrics – both in absolute and relative to sector and market terms – in the security screening and selection process. Although the metrics employed often vary by industry group and sector, they may include: return-on-invested capital, return-on-equity, revenue and earnings growth, price-to-book and cash flow, profit margin, asset turnover, debt-to-equity and assets, and dividend yield and growth.

Welch and Forbes also uses top-down (economic) analysis as a secondary factor in selecting securities. Economic analysis is a contributing factor to position size and sector (or industry) allocation.

Sources of Information

In evaluating securities, the main sources of information used by Welch & Forbes include, but are not limited to, meetings with management and analysts, quantitative data provided by third-party vendors, financial newspapers and magazines, research materials prepared by third parties, corporate rating services relating to historical prices of securities, dividends, and earnings, annual reports, prospectuses, filings with the SEC, and company press releases.

Risk of Loss

The investment practices utilized by Welch & Forbes carry different levels and types of risk. In each individual account, all securities include a risk of loss of principal and any profits that have not been realized. The stock markets, bond markets, and derivatives markets fluctuate substantially over time and, as recent global and domestic economic events have indicated, performance of any investment is not guaranteed. As a result, there is a risk of loss of the assets the firm manages on a client's behalf, and such a loss may be out of the Firm's control. Welch & Forbes cannot guarantee any level of performance and cannot guarantee that our client accounts will not experience a loss in value.

Investments in securities and other financial instruments and products are subject to many types of risk that can cause the permanent loss of capital as a result of adverse market conditions. Each of Welch & Forbes' accounts has the potential for the client's assets to decline in value.

Some of the specific risks to which client assets may be susceptible are as follows:

General Risks:

- **Non Diversification Risk.** Concentrated accounts that invest in a relatively small number of securities may have more risk because changes in the value of a single security or the impact of a single economic, political, or regulatory occurrence may have a greater adverse impact on an account's performance.
- **Sector Risk.** Accounts focused on or concentrated in a single sector may be affected by particular economic or market events and could be more volatile than an account with securities across industry sectors.
- **Market Risk.** Market prices of securities held by the client's account may fall rapidly or unpredictably due to a variety of factors, including changing economic, political, or market conditions.
- **Political Risk.** Changes in the political status of any country can have profound effects on the value of investments exposed to that country.
- **Foreign Investment Risk.** Securities or other investments of foreign issuers involve additional risks (such as risks arising from less frequent trading, changes in political or social conditions, and less publicly available information about non-U.S. issuers) that differ from those associated with investing in securities of U.S. issuers and may result in greater price volatility.
- **Asset Allocation Risk.** An account's investments may not be consistently allocated in the best performing asset classes.

Equity Risks:

- **Large Cap Stock Risk.** Accounts focusing on large cap companies may underperform other equity accounts invested in other types of equities, as large cap companies may not experience sustained periods of growth in the mature product markets in which they operate.
- **Small and Mid Cap Stock Risk.** Accounts focusing on small and mid cap stocks may have more risk than those focused on larger more established companies because small and mid cap companies may have less revenue, narrower product lines, less management depth, small market share, fewer financial resources, and less competitive strength.

Fixed Income Risks:

- **Credit and Counterparty Risk.** An issuer of bonds or other debt securities or a counterparty to a derivatives contract may not be able to meet interest, principal, or settlement payments, or otherwise honor its obligations.

- Interest Rate Risk. Fixed-coupon payments (cash flows) of debt securities may become less competitive with the market in periods of rising interest rates and cause debt security prices to decline.
- Prepayment Risk. Many bonds and debt securities have call provisions that may result in debtors paying back the debt prior to maturity during periods of decreasing interest rates.

Mitigation of Risks

Investments in equity portfolios are generally diversified by various methods, including the number of stocks utilized, investment across industries, and geographic dispersion. In addition, with respect to fixed income portfolios, investments within these portfolios are diversified among sectors, groups, and issuers to mitigate risk. In addition, bond portfolios are typically constructed with investment grade bonds, which reduces risk associated with low quality bonds.

Welch & Forbes portfolio managers (or their designees) review accounts on a regular basis. In addition, on generally a weekly basis, there are peer review teams of portfolio managers who review asset allocation and holdings for selected accounts. At times, Welch & Forbes may also use various analytical reports to assess accounts. Portfolio managers also meet with clients to review their portfolios.

Item 9 – Disciplinary Information

There are no applicable legal or disciplinary events relating to Welch & Forbes.

Item 10 – Other Financial Industry Activities and Affiliations

Affiliations

As noted previously, AMG is a publicly traded asset management company (NYSE:AMG) with equity investments in boutique investment management firms, including Welch & Forbes. AMG also holds equity interests in certain other investment advisers (“AMG Affiliates”). Each of the AMG Affiliates, including Welch & Forbes, is operated autonomously and independently. Welch & Forbes does not have any business dealings with these AMG Affiliates and does not conduct any joint operations with them. Moreover, the AMG Affiliates do not formulate advice for Welch & Forbes’ clients. As such, AMG’s ownership interest in Welch & Forbes does not, in Welch & Forbes’ view, present any potential conflict of interest for Welch & Forbes with respect to our clients. More information regarding AMG, including its public filings and a list of all AMG Affiliates, is available at www.amg.com.

Other Financial Activities

Neither Welch & Forbes nor any of its management persons are registered, or have an application pending to register, as a broker/dealer, futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of one of the foregoing types of entities.

Welch & Forbes and its portfolio managers periodically serve as trustee or co-trustee for certain accounts, including those of investment management clients as well as others, and the Firm typically charges a fee for trustee services in those cases where the Firm does not manage the account pursuant to an Investment Counsel Agreement.

Item 11 – Code of Ethics, Participation or Interest in Client Transactions, and Personal Trading

Welch & Forbes has established a variety of internal controls and procedures designed to address potential conflicts of interest arising between client accounts and Welch & Forbes and its personnel.

Code of Ethics

As a registered investment adviser, Welch & Forbes has a fiduciary duty to its clients, and accordingly has adopted a Code of Ethics (the “Code”) that applies to all employees. The Code describes the standard of conduct Welch & Forbes requires of its employees and sets forth restrictions on certain activities, including personal trading in accounts owned, managed, or beneficially owned by the employees. By setting forth the regulatory and ethical standards to which Welch & Forbes’ employees must adhere, the Code supports our efforts to promote a high level of professional ethical conduct in furtherance of our fiduciary duty to our clients.

Personal Trading

Among other things, the Code limits and monitors the personal trading activity of our employees, including members of our employees’ households. These limitations seek to further Welch & Forbes’ efforts to prevent employees from personally benefiting from its investment decisions for its clients and/or any short-term market effects of the Firm’s recommendations to clients. Specifically, the Code requires employees and certain members of their households to “pre-clear” their personal securities transactions with our firm’s Compliance Department prior to execution, with some limited exceptions. The Code also generally prohibits such persons from trading in securities during specific periods of time when they are on a list of those being considered for purchase or sale by the firm for our clients’ accounts (i.e., “blackout periods”). Limitations also exist for such persons on the participation in initial public offerings and private placements. All employees must provide Welch & Forbes with a listing of their securities holdings, as well as duplicate copies of statements and trade confirmations with respect to their brokerage accounts. These restrictions and requirements of the Code apply to all accounts over which employees have investment discretion, or in which they have a direct or indirect beneficial ownership interest.

Participation or Interest in Client Transactions

Welch & Forbes, its members, officers and employees (collectively “employees”) may from time to time directly or indirectly hold the same securities as Welch & Forbes recommends to its clients. For example, certain employees may invest their own monies in private equity, venture capital, and private fund investments, either directly or through the W&F Funds. Investments in private equity, venture capital, and private fund investments are processed at the same time as transactions in such securities for clients, subject to the terms and conditions of Welch & Forbes’ Code of Ethics.

Welch & Forbes employees may buy or sell, for their own accounts, securities that the Firm has recommended to clients, subject to the restrictions and reporting obligations contained in Welch & Forbes’ Code of Ethics. Specifically, Welch & Forbes employees may purchase securities that appear on Welch & Forbes’ research list on the same day they are purchased for client accounts,

provided that such transactions are completely segregated from client transactions and are not favored over (or done before or simultaneously with) client transactions.

To help mitigate the potential for conflicts of interest, all employees must comply with the Code, which imposes restrictions on the purchase or sale of securities for their own accounts and the accounts of certain household members and seeks to ensure that employees do not personally benefit from the short-term market effects of securities Welch & Forbes recommends to clients. For more information with respect to the Code and its limitations on personal trading by employees please see the “Code of Ethics” and “Personal Trading” sub-sections of this Item 11.

Insider Trading/Material Non-Public Information

All employees of Welch & Forbes are subject to the Affiliated Managers Group, Inc. Insider Trading Policy and Procedures (the “AMG Insider Trading Policy”). The AMG Insider Trading Policy broadly prohibits the use of material, non-public information, and also imposes restrictions on the trading of AMG’s stock. In addition, Welch & Forbes’ Code also includes policies and procedures prohibiting the use of material non-public information that are designed to prevent insider trading by an officer or employee of Welch & Forbes, to prevent having others communicate on the basis of such information, and to prevent the communication of such information to others. Welch & Forbes broadly prohibits the misuse of material, non-public information.

In accordance with these policies, to prevent trading of public securities based on material, non-public information, Welch & Forbes maintains a restricted list that identifies any securities that cannot be purchased for employee, client, or firm-owned accounts because material, non-public information may have been received by an employee of the Firm. The issuers named on this restricted list are restricted in the Firm’s trading and portfolio compliance system, thus blocking Welch & Forbes from trading in these securities without the consent of Welch & Forbes’ Chief Compliance Officer.

Gifts

Welch & Forbes has policies and procedures regarding the giving or receiving of gifts between the firm’s employees and certain third parties (e.g., vendors, broker/dealers, consultants, etc.) to help mitigate the potential for conflicts of interest surrounding these practices. In general, Welch & Forbes limits the amount of gifts that may be provided by employees to these parties, and requires the pre-approval of certain items by the Chief Compliance Officer. Welch & Forbes specifically monitors for any potential conflicts of interest with respect to individual instances of gifts, as well as patterns of the same over time, to prevent the interests of Welch & Forbes and its employees from being placed ahead of the interests of our clients.

Political Contributions

Welch & Forbes prohibits its employees from making political contributions on behalf of Welch & Forbes or from being reimbursed for personal political contributions, or from making political contributions for the purpose of securing or retaining business. Welch & Forbes maintains policies and procedures that set forth specific limitations as to the amounts of contributions, as well as preclearance requirements for certain political contributions.

Distribution of Code

All of our employees are provided with a copy of our Code at the time of hire and annually thereafter, and each employee must affirm that they have received a copy of the Code, and that they have read and understand its provisions. Additionally, Welch & Forbes conducts periodic compliance training for employees that addresses the requirements of the Code and the other policies described in this Item. A copy of Welch & Forbes' Code is also available to clients or prospective clients upon request, and may be obtained by contacting us at the contact information listed in "Item 1 – Cover Page" of this Brochure.

Item 12 – Brokerage Practices

Generally, Welch & Forbes is retained on a discretionary basis and is authorized to determine and execute portfolio transactions within the client's specified investment strategy. Some clients limit the Firm's authority in terms of the selection of broker-dealers in favor of their own brokerage arrangements. Welch & Forbes has a fiduciary duty to seek best execution (see further description below), and to ensure that trades are allocated fairly and equitably among clients over time.

Brokerage Relationships

Welch & Forbes' relationships with broker/dealers, particularly those affiliated with large financial services organizations, are complex. Welch & Forbes uses various broker/dealers to execute trades on behalf of clients, but Welch & Forbes may also have many other relationships with such firms. For example:

- Welch & Forbes may invest client assets in securities issued by broker/dealers or their affiliates; and
- Certain broker/dealers may provide both internally-generated and third-party research to Welch & Forbes, as part of a bundled service.

Notwithstanding such relationships or business dealings with these broker/dealers, Welch & Forbes has a fiduciary duty to its clients to seek best execution (see further description below) when trading with these firms, and has implemented policies and procedures to monitor its efforts in this regard, as described further below.

Best Execution – Selection Factors for Broker/Dealers

As noted above, Welch & Forbes has a duty to seek best execution of transactions for client accounts. "Best execution" is generally understood to mean the most favorable cost or net proceeds reasonably obtainable under the circumstances. In seeking best execution, Welch & Forbes looks for the best combination of transaction price, quality of execution (e.g., the speed of execution, the likelihood the trade will be executed, etc.), and other valuable services that an executing broker/dealer may provide.

Clients often grant Welch & Forbes the authority to select the broker/dealer to be used for the purchase or sale of securities. Welch & Forbes, in seeking best execution, will make this selection based on a number of factors, which may include, but are not limited to, the following: the broker/dealer's financial soundness; the broker/dealer's ability to effectively and efficiently execute, report, clear, and settle the order; the broker/dealer's ability to commit capital; the broker/dealer's ability to timely and accurately communicate with Welch & Forbes' trading desk and operations team; the broker/dealer's research services provided in connection with soft dollar arrangements (explained in more detail in the "Soft Dollars" sub-section of this Item 12 below); the broker/dealer's commission rates; and similar factors. Welch & Forbes does not consider any client referrals from a broker/dealer when determining best execution, or when placing client trades.

Recognizing the value of these factors, Welch & Forbes may select a broker/dealer that charges a commission in excess of that which another broker/dealer might have charged for effecting the same transaction. Welch & Forbes is not obligated to choose the broker/dealer offering the lowest available commission rate if, in Welch & Forbes' reasonable judgment, the total cost or proceeds from the transaction may be less favorable than what may be obtained elsewhere or if a higher commission is justified by the service and/or research provided by another broker/dealer.

Welch & Forbes has implemented a policy to address the conflicts of interest associated with its brokerage practices. To determine that it is receiving best execution for its transactions over time, Welch & Forbes will obtain information as to the general level of commission rates being charged by the brokerage community, from time to time, and may periodically evaluate the overall reasonableness of brokerage commissions paid on client transactions by reference to such data. On approximately a semi-annual basis, the Brokerage Committee meets to review a VWAP (volume weighted average price) analysis which compares the weighted average price of a security from a third-party pricing source against executed fixed income and equity client transactions. In performing this review, Welch & Forbes seeks to determine if execution was generally favorable over time. To the extent Welch & Forbes may be paying higher commission rates for its transactions, Welch & Forbes will determine if the quality of execution and the services provided by the broker/dealer justify these higher commissions. Welch & Forbes may cease to do business with certain exchange members, brokers or dealers whose performance may not have been competitive or may demand that such persons improve their performance before receiving any further orders.

Directed Brokerage

Welch & Forbes does not direct or require its clients to use a specified broker/dealer for portfolio transactions in their accounts. In some cases, clients have directed Welch & Forbes to use specified broker/dealers for portfolio transactions in their accounts. In such a case, Welch & Forbes is not obligated to, and will generally not, solicit competitive bids for each transaction or seek the lowest commission rates for the client, as the commission rates have typically been pre-negotiated between the client and the designated broker/dealer ("directed broker"). Since Welch & Forbes has not negotiated the commission rate and may not be able to obtain volume discounts, the commission rate charged by the directed broker may be higher than what Welch & Forbes could receive from another broker/dealer. In addition, the client may be unable to obtain the most favorable price on transactions executed by Welch & Forbes as a result of the Firm's inability to aggregate/bunch the trades from this account with other client trades. Furthermore, the client may not be able to participate in the allocation of a security of limited availability (such as an initial public offering). In some situations, Welch & Forbes may not execute a client's securities transactions with its directed broker until non-directed brokerage orders are completed. Accordingly, clients who direct commissions to specified broker/dealers may not generate returns equal to clients that do not direct commissions. Clients who direct brokerage should understand that similar brokerage services may be obtained from other broker/dealers at lower costs and possibly with more favorable execution. In instances where the client has not pre-negotiated rates with a particular broker to whom the client has requested that trade be directed, the client will be charged the broker's applicable commission rate.

In cases where a client's account is custodied at a broker-dealer, Welch & Forbes typically places the client's trades with that broker-dealer. The custodian broker-dealer may require this course of action or there may be cost savings in trading through that broker-dealer, such as smaller transaction fees or smaller custody fees. In light of these factors, Welch & Forbes considers a client's choice to custody its account at a specific broker-dealer as being an instruction to Welch & Forbes to direct transactions in that client account to that broker-dealer, unless the client notifies Welch & Forbes otherwise.

Welch & Forbes reserves the right to reject or limit client requests for directed brokerage, and clients may be charged a premium for such arrangements.

Cross Trades

Welch & Forbes rarely engages in cross trades, typically involving single fixed income instruments, with only one buyer and one seller for the instrument.

Soft Dollars

Welch & Forbes may direct certain transactions for execution to certain broker/dealers in recognition of brokerage and research services provided by those broker/dealers and/or other third-party providers. The practice of obtaining research in this manner is referred to as using "soft dollars." Soft dollar transactions generally cause clients to pay a commission rate higher than would be charged for execution only. The products and services received through soft dollar transactions may include investment advice (either directly or through publications or writings) as to the value of securities, the advisability of investing in, purchasing, or selling securities, the availability of securities or purchasers or sellers of securities, and analyses and reports concerning issues, industries, securities, economic factors and trends, portfolio strategy, and the performance of specific strategies.

To the extent that Welch & Forbes is able to obtain such products and services through the use of clients' commission dollars, it reduces the need to produce the same research internally or through outside providers for hard dollars and thus provides an economic benefit to Welch & Forbes and its clients. As an example, Welch & Forbes has received research services that include statistics-generating software used for research purposes. Additionally, Welch & Forbes has received research services relating to data and tools that allow Welch & Forbes' investment team to perform analyses of securities being considered for purchase. Welch & Forbes has found these services useful in its research process. Welch & Forbes may have an incentive to select a broker/dealer in order to receive such products and services whether or not the client receives best execution. However, Welch & Forbes may give trading preference to those broker/dealers that provide research products and services, either directly or indirectly, only so long as Welch & Forbes believes that the selection of a particular broker/dealer is consistent with the Firm's duty to seek best execution.

Welch & Forbes also receives services which, based on their use, are only partially paid for through soft dollars. Any such service is considered "mixed-use" because it is used by Welch & Forbes for both research or brokerage and non-research, non-brokerage purposes. In each such case, Welch & Forbes makes a good faith determination of which portion of the service should be paid for with soft dollars and which portion should be paid for with hard dollars. Welch &

Forbes thereafter retains documentation of the soft dollar to hard dollar allocation, and periodically reviews this allocation.

The research products and services provided by broker/dealers through soft dollar arrangements benefit Welch & Forbes' investment process for client accounts and may be used in formulating investment advice for any and all clients of Welch & Forbes, including accounts other than those that paid commissions to the broker/dealers on a particular transaction. Nonetheless, not all research generated by a particular client's trade will benefit that particular client's account. In some instances, the other accounts benefited may include accounts for which the accounts' owners have directed their portion of brokerage commissions to go to particular broker/dealers other than those that provided the research products/services. However, research services obtained through soft dollar transactions may be used in advising all accounts, and not all such services would necessarily be used by Welch & Forbes in connection with the specific account that paid commissions to the broker/dealer providing such services. Welch & Forbes does not attempt to allocate the relative costs or benefits of research among client accounts because it believes that, in the aggregate, the research it receives benefits clients and assists Welch & Forbes in fulfilling its overall duty to its clients.

Welch & Forbes generally does not commit to any fixed dollar commitment in return for research services. Nevertheless, in certain instances, brokers set commission minimums, which must be met within a specified time period in return for research services on that basis from time to time.

As noted previously, Welch & Forbes maintains a policy relating to its brokerage practices, including its use of soft dollars, which is designed to mitigate the potential conflicts of interest described in this Item. On generally a semi-annual basis, Welch & Forbes' Brokerage Committee reviews the research budget and the quality of research provided. Specifically, the overall reasonableness of commissions paid is evaluated by reviewing what competing broker/dealers were willing to charge for similar types of services. This evaluation may also consider the timeliness and accuracy of the research received. Reasonableness is evaluated on an ongoing basis.

Trade Aggregation

When two or more portfolios are simultaneously engaged in the purchase or sale of the same security, Welch & Forbes may, but is not obligated to, combine and aggregate the transactions to form a "bunched trade" or "block trade." In such cases, these accounts will receive the average price of the transactions in that security for the block. Trades in the same security for different accounts will be accumulated for a reasonable period of time to allow for aggregation, unless a particular account's interest would be unduly prejudiced. Welch & Forbes may, but is not required to, aggregate orders into block trades where Welch & Forbes believes this is to be appropriate, in the best interests of the client accounts, and consistent with applicable legal requirements. Transactions executed in a block will typically be allocated to the participating client accounts before the close of the business day.

Since more than one account's orders are included in a block trade, Welch & Forbes has adopted a policy of generally using a "pro rata allocation" to allocate the trade among each account whose order makes up part of the block. Under a pro rata allocation, as securities are being

purchased or sold as part of the block trade, the securities are being allocated to (or away from, in the case of a sale) accounts in the proportion by which each account's order size (as determined by the portfolio manager at the time of order entry) makes up a percentage of the entire block. In cases where Welch & Forbes is unable to fulfill a block trade the same day (i.e., purchase or sell all securities within the block trade), those securities that have been purchased or sold by the end of the day will generally be allocated pursuant to Welch & Forbes' pro rata allocation methodology.

Welch & Forbes believes that, in most instances, a pro rata allocation of block trades will assure fairness. However, Welch & Forbes also recognizes that no rigid formula will necessarily lead to a fair and reasonable result, and that a degree of flexibility to adjust the formula to accommodate specific circumstances is necessary when determining how to allocate block trades. Therefore, under certain circumstances, allocation of block trades on a basis other than strictly pro rata may occur if the Firm believes that such allocation is fair and reasonable. In some instances, trades may be allocated on a random number basis based on account type. Nevertheless, all securities purchased or sold through a block trade, including expenses incurred in the transaction, will be allocated on a fair and equitable basis over time, to the extent practicable, without favoring any account or type of account or client (including any proprietary or affiliated account). On a periodic basis, our portfolio managers and compliance personnel monitor the proportional amounts allocated to all portfolios to determine whether such allocations are fair and equitable over time.

The ability of a client account to participate with other accounts in bunched/block transactions may produce better execution for the individual client account. However, in some instances, a client may have designated a specific broker/dealer to whom the client's trades must be directed. (See the "Directed Brokerage" sub-section above.) This designated broker/dealer may not (or, in some cases, will not) execute bunched or block trades, and even if it does, Welch & Forbes may not be able to direct the entire block trade to this designated broker/dealer because it would conflict with the Firm's duty to obtain best execution. In such cases, since Welch & Forbes will place the client's trade with the designated broker/dealer as instructed rather than include the client's order in the block trade, the client may not necessarily get the better price and/or level of execution that those clients who participate in the block may receive.

Initial Public Offerings

An initial public offering is a company's first offer of stock for sale to the public. Depending on the interest in this initial offering, the Firm's access to these newly offered shares may be limited in amount at the time of the initial offering.

In the event that Welch & Forbes participates in any initial public offerings and other securities with limited availability (collectively, "IPOs"), Welch & Forbes allocates IPOs among accounts in a fair and equitable manner over time, taking into consideration factors such as account type, client account objectives and preference, investment restrictions, account sizes, cash availability, and current specific needs.

As noted above, generally, fully completed orders are allocated among the participating accounts based on the original trade order while partially completed orders, including IPOs, are allocated on a pro rata basis or a random number basis based upon account type. However, exceptions to

the allocation policy may occur due to factors such as unanticipated circumstances, unobtainable order size, and client special requests. Typically, no eligible client account receives less than 100 shares of an IPO, and the IPO purchase amount generally must not exceed 5% of a client account's assets.

Where the actual allocation of an IPO to Welch & Forbes for its accounts is significantly lower than that originally requested by Welch & Forbes, the original allocation proportions that we determined for our accounts may result in allocations that are not meaningful to certain accounts. In those situations, Welch & Forbes may allocate the securities received to significantly fewer accounts than originally intended. Those accounts chosen to receive the smaller allocations are selected based on a combination of factors, such as size, cash position, sector allocations, number of positions, diversification among similar companies, and minimization of custodian transaction costs to the client. While the Firm's intention is to allocate similar proportional amounts of IPOs to all eligible accounts over time, using this methodology, some accounts may not receive small allocations. When warranted, portfolio managers and compliance personnel periodically monitor the allocations to client accounts and the dispersion of performance for accounts in an effort to ensure that all accounts are treated fairly and equitably over time.

Trade Errors and Trade Error Accounts

Welch & Forbes has established error correction procedures which provide that the resolution of all errors be made in light of the Firm's fiduciary duties and in placing an affected client's interest before that of the Firm. It is Welch & Forbes' policy to resolve any error identified in a client account in a manner that the Firm believes results in no harm to the account. Welch & Forbes prohibits the use of soft dollars to resolve trade errors.

Welch & Forbes may maintain an internal trade error account. This account allows for the netting of gains and losses relating to trade errors occurring with respect to Welch & Forbes' clients. Any net losses residing in these accounts require reimbursement from Welch & Forbes. Any net gains will accumulate to be used to offset future trade error losses (unless the brokerage program specifies that trading gains are required to be allocated to the client's account). In no instances will Welch & Forbes use net trade error gains for anything other than the offsetting of trade error losses.

Item 13 – Review of Accounts

Welch & Forbes' portfolio managers are responsible for the regular review of the assets of the accounts under their supervision. Each portfolio manager receives a report for each of their portfolios weekly. Typically, the individual equity holdings of the portfolio are reviewed weekly for performance. Fixed income positions are reviewed less frequently due to their lower relative volatility. Asset allocation is generally reviewed at least quarterly and discussed in detail when meeting with the client. If the markets are particularly volatile, interim discussions with the client may occur.

Portfolio managers typically review client accounts on an annual basis. As part of this review, portfolio managers generally meet weekly in small groups to conduct peer review analysis on client accounts. Additional detailed reviews may be triggered by significant changes in the Firm's outlook for a particular security or the market generally, or by changes in a client's needs or objectives. Portfolio managers also typically meet twice each week for industry and company reviews and to discuss the economic outlook and investment policy. The number of accounts assigned to each portfolio manager varies depending on the nature of the product, service, or strategy.

Welch & Forbes also performs reconciliations of its records of the cash and securities within its clients' accounts against the records of the custodians who actually hold the securities and cash. Cash is typically reconciled on a daily basis, and securities are typically reconciled on a monthly basis. The Operations department generally reconciles the cash balance, security holdings, market value, shares and cost (as applicable) of client accounts. Any discrepancy between the custodian statement and Welch & Forbes' internal records will be accounted for and, if necessary, corrected, in a timely manner.

Reporting

Clients generally receive quarterly account statements from independent qualified custodians, unless they request these statements more frequently. The statements typically include:

1. Listing of individual holdings, including number of shares and current market value;
2. Estimated annual income and current yield;
3. Receipts and disbursements affecting cash flow; and
4. Purchase and sale transactions occurring during the quarter.

Clients may also receive an annual statement that is the same as the quarterly statement, except that it reviews the entire preceding twelve months. Certain clients may receive additional statements or reports as requested from time to time.

In addition to these custodian-generated reports, each client also receives a standardized investment letter, typically quarterly, from a Welch & Forbes portfolio manager. This letter typically discusses general market conditions. Custodian statements reflect the official books and records for the accounts Welch & Forbes' manages.

Item 14 – Client Referrals and other Compensation

Relationships with Consultants and Solicitors

Welch & Forbes does not compensate third parties for client referrals, although we may receive referrals from third-parties, including through the subadvisory relationship described in “Item 5 – Fees and Compensation” of this Brochure.

Compensation from Third Parties

Welch & Forbes does not receive any monetary compensation from non-clients for Welch & Forbes’ provision of investment advisory services to clients.

Item 15 – Custody

In certain circumstances, Welch & Forbes acts as custodian over the assets in the accounts we manage for our clients. Clients can elect to have Welch & Forbes provide for custody. In addition, Welch & Forbes is also deemed, under federal securities laws, to have custody of client assets by virtue of its role as Trustee to certain client accounts. In cases where Welch & Forbes has or is deemed to have custody, the Firm has appointed an independent qualified custodian as its agent to provide actual custody of clients' funds and securities. Such custodians may be broker/dealers, banks, trust companies, or other qualified institutions. The qualified custodian will typically provide the client with at least quarterly account statements relating to the assets held within the account managed by Welch & Forbes. Each client should carefully review the qualified custodian's statement upon receipt to determine that it completely and accurately states all holdings in the client's account and all account activity over the relevant period. Any discrepancies identified by a client should be immediately reported to Welch & Forbes and/or the qualified custodian. Such questions, concerns, or discrepancies may be communicated to Welch & Forbes by writing, e-mailing, or telephoning us at the contact information listed in "Item 1 – Cover Page" of this Brochure.

As discussed in "Item 5 – Fees and Compensation" of this Brochure, Welch & Forbes may invest clients' assets into limited partnerships or limited liability companies sponsored by Welch & Forbes, and of which Welch & Forbes is the managing member ("W&F Funds"). Welch & Forbes is deemed, under the federal securities laws, to have custody of client assets by virtue of its role as general partner of the limited partnerships and managing member of the limited liability companies and/or sponsor of these pooled vehicles. Welch & Forbes does not have actual physical custody of any client assets or securities invested in such funds; rather, all such assets are held in the name of each of the applicable funds by an independent qualified custodian.

As required by applicable law, Welch & Forbes has engaged an independent accountant to perform surprise audits on an annual basis of any accounts where Welch & Forbes has custody. These audits also typically review our fee procedures.

Item 16 – Investment Discretion

Welch & Forbes is typically granted discretionary authority by a client at the outset of an advisory relationship to determine the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account. When selecting securities and determining amounts of securities for purchase or sale, Welch & Forbes observes the investment policies, limitations, and restrictions that are applicable to our clients' accounts, as set forth by our clients. Any investment guidelines and restrictions, including amendments, must be provided to Welch & Forbes by our clients in writing. A client will typically grant Welch & Forbes discretionary authority by executing an Investment Counsel Agreement, which includes, among other items, a statement giving Welch & Forbes authority to invest the assets identified by the client in manner consistent with the investment objectives and limitations delineated by the client, and to engage in transactions on a discretionary basis in the client account.

Welch & Forbes maintains policies regarding the Firm's process for handling class action lawsuits on our clients' behalf. In general, Welch & Forbes is not obligated to participate in a class action suit on behalf of the Firm's clients; however, Welch & Forbes may determine, in certain cases, to do so, based on a variety of factors, including the number of clients that would benefit, the percentage of the amount of the recovery versus the percentage of the loss that was incurred, and the benefit of the recovery to the Firm's clients versus any potential risks or other burdens, including any threat to the Firm's clients' privacy.

However, Welch & Forbes does not provide legal advice to clients and, accordingly, does not generally determine whether a client should join, opt out of or otherwise submit a claim with respect to any legal proceedings, including bankruptcies or class actions, involving securities held or previously held by the client. Welch & Forbes generally does not have authority to submit claims or elections on behalf of clients in legal proceedings. Should a client, however, wish to retain legal counsel and/or take action regarding any class action suit proceeding, Welch & Forbes will provide the client or the client's legal counsel with information that may be needed upon the client's reasonable request.

Item 17 – Voting Client Securities

Since client accounts may hold stocks or other securities with voting rights, our clients often have the right to cast votes at the corporate issuers' shareholder meetings. However, since shareholders often do not attend shareholder meetings, they have the right to cast their votes by "proxy." In such cases, Welch & Forbes' clients will either retain proxy voting authority or delegate it to Welch & Forbes. If a client has delegated such authority to Welch & Forbes (whether in the client's Investment Counsel Agreement with Welch & Forbes or otherwise), Welch & Forbes will vote proxies for that client. If a particular client for whom Welch & Forbes has investment discretion has not explicitly delegated proxy voting authority to Welch & Forbes, the Firm will vote such client's proxies unless the client has specified otherwise. If a client has chosen to retain voting authority, the client will receive proxy solicitations from the security issuer, and the client may contact Welch & Forbes with any questions about a particular solicitation at the contact information listed in "Item 1 – Cover Page" of this Brochure.

For those clients for whom Welch & Forbes retains custody of client assets or for whom Reliance Trust Company has been delegated as custodian, the Firm is typically delegated proxy voting authority by such clients. For all other clients, Welch & Forbes typically does not have proxy voting authority.

Where Welch & Forbes is responsible for voting proxies, it is the Firm's policy to generally vote with management unless, following portfolio management review of the proxy, Welch & Forbes does not believe that such a vote would be in the best interest of a client. Welch & Forbes defines the best interest of its clients to mean the best economic interest of the shareholders of the same or similar securities of the issuer. Any identified proxy voting conflicts would typically be submitted to the IC for review.

For those accounts over which it has proxy voting authority, Welch & Forbes is responsible for voting each proxy and maintaining records of proxy statements received and votes cast. If a client has delegated proxy voting authority to Welch & Forbes, but would nevertheless like to direct our vote on a particular proxy solicitation, the client may contact us at the contact information listed in "Item 1 – Cover Page" of this Brochure.

The Firm has adopted Welch & Forbes' Proxy Voting Policies and Procedures (the "Policy"), which provides pre-determined policies for voting proxies. The intent of this Policy is to provide guidance as to how to vote proxies in cases where the Firm has a material conflict of interest or the appearance of a material conflict of interest.

The Chief Compliance Officer ("CCO") (or his/her designee) is responsible for identifying potential conflicts of interest in regard to the proxy voting process. Examples of potential conflicts of interest may include:

- Welch & Forbes has a material business relationship with a proponent of a proxy proposal and this business relationship may influence how the proxy vote is cast; and
- The Firm or portfolio managers have a business or personal relationship with participants in a proxy contest, corporate directors or candidates for directorships.

In instances where a potential conflict of interest has been determined to exist, the CCO or his/her designee will obtain that client's consent before voting. The CCO or his/her designee

will provide the client with sufficient information regarding the shareholder vote and Welch & Forbes' potential conflict so that the client can make an informed decision concerning whether or not to consent.

In general, Welch & Forbes may decline to vote proxies if to do so would cause a restriction to be placed on the Firm's ability to trade securities held in client accounts in "share blocking" countries. Share blocking, if applicable, is a mechanism that prevents investors in certain foreign securities who wish to vote their shares from trading during a period prior to the issuer's annual meeting. Accordingly, Welch & Forbes may abstain from votes in a share blocking country in favor of preserving its ability to trade any particular security at any time.

A copy of the Welch & Forbes' proxy voting policies and the proxy voting record (how a client's securities were voted) is available upon request by contacting Welch & Forbes at the contact information listed in "Item 1 – Cover Page" of this Brochure.

Item 18 – Financial Information

Welch & Forbes has no financial condition that impairs our ability to meet our contractual and fiduciary commitments to our clients and Welch & Forbes has not been the subject of a bankruptcy proceeding.