

Item 1: Cover Page

WHITNEY & COMPANY INVESTMENT MANAGEMENT

**THE HIRAM SIBLEY BUILDING
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(585) 232-6200**

The Firm

Established in 1975, W.G. Whitney & Company, Incorporated was succeeded by W. G. Shaheen & Associates, dba Whitney & Company. Whitney & Company is a unique private investment firm managing portfolios in securities for individuals, trusts, and pension plans. It is registered with and regulated by the United States Securities and Exchange Commission. A copy of the SEC registration is available upon request.

Its primary objective is to attain and maintain the financial well-being of its clients. This frequently consists of a professional team approach including accountants, attorneys, bankers, and brokers.

Its contribution is mainly in continuing to achieve, for clients, a superior return on investments, consistent with the preservation of capital and with the individual goals of clients. This is accomplished by investing in securities with greater potential, but with less average risk than the market indexes.

Item 2: Material Changes

Whitney & Company has had no material changes in firm management, procedures or the process of managing client portfolios.

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Item 2- Material Changes

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Item 4: Advisory Business

Whitney & Company manages clients' portfolios but does not provide any Advisory Services. Additionally, the Firm does not sell any products such as annuities, insurance or

mutual

funds. The Firm from time to time, when asked by a client, provides an opinion on a financial question but does not receive any additional compensation from the client or third parties for this advice. Whitney & Company is compensated only for the management of client portfolios, thereby maintaining a very objective posture for clients.

The Firm has a very experienced Management team as detailed in the following brief biographies:

MANAGEMENT

W. G. Whitney, Chairman, Emeritus (1975-2000), had a BS in AE, Cornell; and an MBA with Distinction, Harvard, and had more than 35 years of business and financial experience, principally as an Officer and Director. He is listed in several editions of Who's Who including Who's Who in the World. He had been a management consultant with McKinsey & Company, a General Manager with Martin-Marietta, and a Vice President with American Airlines. He founded Whitney & Company in 1975.

William G. Shaheen, CPA, President and CEO, has a BS in Accounting from St. John Fisher College and has completed the Executive Development Program at the Rochester Institute of Technology. He has more than 30 years of top management experience encompassing many financial management positions including SEC reporting, annual report preparation, financial statement preparation and analysis, tax preparation, corporate controllership, management of operating and capital budgets totaling more than \$200 million, budgeting and management consulting. He is a member of the N.Y.S. Society of CPA's and the American Institute of CPA's.

He is currently on the Boards of The Aquinas Institute Foundation, Geneseo College Finance Club and a member of the Rochester Rotary Club.

William E. Bennett, Senior Vice President, has a BA in Economics from St. Michael's College and over 18 years in the financial advisory business. Prior to his association with Whitney and Company, he was a financial advisor with AXA Advisors, LLC and Senior Partner and Director of Retirement Planning and Design. He has his Life and Health licenses.

Suzanne M. Margerum, Senior V.P. - Operations, has a BS from Canisius College in Buffalo. Has over 25 years experience in the financial services industry with national brokerage firms Tucker Anthony, RBC Dain Rauscher and Advest.

Kusum Narang, Senior V.P. - Research, has a BS and MS from City University of NY and a MBA from the Simon Business School of the University of Rochester. She concentrated in Finance, Accounting and Economics and was in the top 10% of her class. She has over 25 years of experience in the financial services industry. Most of this time, she was in management positions, at the Vice President level with Citibank, in the areas of customer service, technology, and branch management. Her last six years with Citibank she managed the Rochester Downtown Branch and then the Strand Model Branch in London, UK.

John B. Biemiller, Senior Investment Consultant, has a AB from Lafayette College and over 35 years experience in the financial services industry. Prior to his association with Whitney & Company he was a principal with a locally based investment management firm. His background includes twenty years at a large Rochester financial institution, where he was Senior Vice President. Following this he served as Chief Executive Officer in a Merger and Acquisition firm that purchased and operated a number of turnaround situations in the upstate New York area. He has served on the boards of many organizations in the greater Rochester area, including Rochester General Hospital and Geva Theater.

His present boards include Greater Rochester Independent Physicians Association, Greater Rochester Assurance Company, Ltd. and Lifetime Care.

Item 5: Fees and Compensation

Individual portfolios are invested in a mix of securities such as stocks, corporate bonds, government bonds, and money market funds. The mix among the securities alternatives is determined by their relative attractiveness at a specific time. The national and international

economic climates and market conditions are keys in the mix decision.

Portfolios remain in the clients' name, with custodians of their choice, such as a brokerage firm or a bank. Whitney & Company has trading authorization, but does not have authority to withdraw cash or securities.

Clients receive quarterly status reports that set forth the results for the previous quarter and for the year-to-date. These reports are augmented by personal meetings as desired by the client.

Fees are established, on an individual basis, during personal consultation. Client goals, the amount of funds, and the number of accounts are the major considerations. The fees also reflect Whitney & Company's policy of providing personalized high quality service to their clients. They are payable, quarterly, in advance.

Whitney & Company receives no third party compensation or additional compensation for client services outside portfolio management.

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

The firm charges management fees based on portfolio values as noted under Item 5.

Whitney & Company does not charge fees based on performance or side by side management.

Item 7: Types of Clients

Whitney & Company's governing policy is that client's interests are always foremost. It serves clients with mid range portfolios of a few hundred thousand to several million dollars. Clients with portfolios in this range have, in the past, had limited options. They could manage their portfolios themselves, buy mutual funds, rely on large institutional managers or use bank trust departments. None of these options provided adequate attention and individualized

professional management.

By having highly qualified professional managers and by maintaining a low number of clients per professional manager, Whitney & Company provides high quality individualized investment service.

Prior to accepting clients, we review their investment goals with them, in personal consultation, to assure they are compatible with the firm's philosophy.

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

INVESTMENT PHILOSOPHY

The Firm's basic philosophy is based on a simple proven premise. Greater and more consistent gains can be made by investing in quality securities that are priced below their potential economic value.

The Firm stresses quality and liquidity. Stock and bond investments are principally, in substantial corporations, traded on the major stock exchanges and in U.S. Treasury Securities.

A unique diagnostic management consulting approach, from a top management viewpoint, is used in evaluating corporations. Their major opportunities and problems are appraised as are the programs to capitalize on them. Corporate managements and their probable future effectiveness are evaluated. This includes personal contacts as appropriate.

Investments are made for the long term, in corporations with unusual opportunities, and are not limited to any one style such as growth, value, small capitalization or fixed income. Quantitative and technical analysis are used, but qualitative factors are given the most weight in selections.

While principally an equity investor, due to the usually higher returns, the Firm adjusts

asset allocations between stock, bonds, and money market funds, when appropriate.

Item 9: Disciplinary Information

Whitney & Company has no current nor any past disciplinary actions to report.

Item 10: Other Financial Industry Activities and Affiliations

The President & CEO of Whitney & Company is a New York Certified Public Accountant (CPA).

He is a member of the New York State Society of CPA's as well as a member of the American Institute of CPA's.

The Firm is not involved in any other Financial Industry Activities and Affiliations.

Item 11: Code of Ethics, Participation or Interest in Clients Transactions and Personal Trading

Whitney & Company and its employees abide by a strict code of ethics driven by always doing what is in the best interest of the client. As such the Firm or employees do not participate in client transactions. Client trading is a priority over employee/management trading. At times Firm management is buying similar investment positions for their own accounts as they are within client accounts. These trades are noted accordingly and in all cases client executions takes priority over Firm personnel.

Item 12: Brokerage Practices

Whitney & Company allows clients to maintain their investment portfolios at the brokerage firm of their choice. If the client does not have a preference the Firm recommends that their accounts are established at Fidelity. The Firm is an institutional client of Fidelity and as such can execute client trades at discounted pricing with very efficient online execution. As a result of this

institutional relationship Fidelity provides the Firm, through soft dollars, with research and other management tools.

Item 13: Review of Accounts

Whitney & Company provides a very personalized approach to the management process. The Firm understands that each client has varying objectives and risk tolerance. Therefore, rather than implementing a cookie cutter approach to the management of accounts, the Firm, after interviewing the clients to determine their objectives and risk tolerance invests specifically toward particular client objectives. The asset allocation and diversification models vary by client. The Firm provides daily monitoring of all client accounts.

Item 14: Client Referrals and Other Compensation

Whitney & Company generally does not advertise so client referrals are an important part of the growth formula. Our personalized approach to the management process has helped us achieve above market performance throughout the past twenty years. As a result the Firm assets under management have grown through referrals. Generally, referrals are done by current clients, who, as a result of their above average market performance, recommend Whitney & Company's portfolio management process. Normally, clients do not receive compensation or fee discounts for referring other clients. However, in unusual instances referral agreements have been established which compensate the referrer up to twenty percent of the fee.

Item 15: Custody

Whitney & Company does not custody client assets. Client assets/investment positions are held

at the brokerage firm of their choice. See Item 12.

Item 16: Investment Discretion

In establishing a portfolio management relationship with Whitney & Company, the client signs through the brokerage firm a “Limited Trade” agreement. This allows the Firm to have discretionary trading authority in the client accounts. Based on the client’s individual objectives and risk tolerance, the Firm establishes investment positions to achieve the client goals.

Item 17: Voting Client Securities

The Firm’s Policy is not to vote proxies for client positions.

Item 18: Financial Information

Whitney & Company is a privately held firm doing business as a Division of W.G. Shaheen & Associates, Ltd. William G. Shaheen, President & CEO is the sole stockholder. The Firm has been in business for over twenty years and is very sound financially. The Firm has a solid Balance Sheet, with no debt. Since the firm is privately held detailed financial information is not public.