



Part 2A of Form ADV: *Firm Brochure*

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This brochure provides information about the qualifications and business practices of Proffitt & Goodson, Inc. ("Proffitt & Goodson"). If you have any questions about the contents of this brochure, please contact us at (865) 584-1850 or info@proffittgoodson.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Registration as an investment adviser does not imply a certain level of skill or training.

Additional information about Proffitt & Goodson is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 105278.

Item 2. Material Changes

The information contained in this section relates only to material changes that have occurred since the last update to our form ADV Part 2A, dated March 18, 2011.

Item 4 Advisory Business

As of 12/31/2011, we were actively managing \$195,445,301 of client assets on a discretionary basis and \$508,499 on a non-discretionary basis.

FINANCIAL CONSULTING

Clients can also receive investment and other financial advice on a consulting basis. Some of the services offered include, investment advice regarding non-marketable securities, trust accounting, estate administration, preparation of legacy tax returns, and the preparation of Investment Policy Statements (IPS) outside of a relationship for either portfolio management or pension consulting.

Clients may also elect to hold a portfolio of securities with Proffitt & Goodson that is not actively managed. These accounts are maintained on a non-discretionary basis and are usually associated with an actively managed portfolio account, noted above. Clients do not receive active management of these specific accounts and will be billed only for financial consulting as contracted by the client. Clients may contact custodian without knowledge of Adviser to execute trades at the Clients' discretion. In the non-discretionary portfolios, clients maintain responsibility for investment selection. The client may give Proffitt & Goodson instructions to buy, sell, exchange, convert, or hold securities, cash or other investments with Clients' prior consent. Adviser may or may not provide accounting services or execution of trades services for these non-discretionary portfolios.

We gather necessary information through in-depth personal interviews and careful review of documents supplied by the client. The specific information gathered depends upon the service being provided. Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company.

Item 5

Once an account is accepted, there is a minimum annual fee of \$10,000, which we charge in quarterly increments of \$2,500, for maintaining an account.

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Item 4. Advisory Business

Proffitt & Goodson is a SEC-registered investment adviser with its principal place of business located in Knoxville, Tennessee. Proffitt & Goodson began conducting business as a registered investment adviser in 1986.

David N. Goodson, Managing Director and Chief Investment Officer, and James N. Proffitt, Jr., Managing Director and Chief Compliance Officer, are the firm's principal shareholders (i.e., those individuals controlling 25% or more of this company).

Proffitt & Goodson offers Portfolio Management, Financial Consulting and Pension Consulting services to its advisory clients. Please see the disclosure below in this Item for additional information regarding these services.

As of 12/31/2011, we were actively managing \$195,445,301 of client assets on a discretionary basis and \$508,499 on a non-discretionary basis.

OUR SERVICES

PORTFOLIO MANAGEMENT

Our firm offers portfolio management services to its advisory clients. We provide continuous advice to a client regarding the investment of client funds based on the client's individual needs. Through personal discussions with our clients, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During this data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. We may also review and discuss a client's prior investment history, as well as family composition and background.

We currently offer our portfolio management services on a discretionary basis only. Account supervision is guided by the client's stated objectives (e.g., growth, income or a balance between growth and income), as well as tax considerations. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors. However, any restrictions imposed by a client may adversely affect the composition and performance of the client's portfolio.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company. Our client portfolios may include: individual stocks, exchange-traded funds ("ETFs"), no-load mutual funds, options, corporate and government debt securities, and municipal bonds.

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

FINANCIAL CONSULTING

Clients can also receive investment and other financial advice on a consulting basis. Some of the services offered include, investment advice regarding non-marketable securities, trust accounting, estate administration, preparation of legacy tax returns, and the preparation of Investment Policy Statements (IPS) outside of a relationship for either portfolio management or pension consulting.

Clients may also elect to hold a portfolio of securities with Proffitt & Goodson that is not actively managed. These accounts are maintained on a non-discretionary basis and are usually associated with an actively managed portfolio account, noted above. Clients do not receive active management of these specific accounts and will be billed only for financial consulting as contracted by the client. Clients may contact custodian without knowledge of Adviser to execute trades at the Clients' discretion. In the non-discretionary portfolios, clients maintain responsibility for investment selection. The client may give Proffitt & Goodson instructions to buy, sell, exchange, convert, or hold securities, cash or other investments with Clients' prior consent. Adviser may or may not provide accounting services or execution of trades services for these non-discretionary portfolios.

We gather necessary information through in-depth personal interviews and careful review of documents supplied by the client. The specific information gathered depends upon the service being provided. Consulting recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company.

PENSION CONSULTING

Further, we provide several advisory services separately or in combination to 401(k) and other retirement plans. Pension Consulting is comprised of four distinct services. Clients may choose to use any or all of these services.

- **Investment Policy Statement ("IPS") Preparation:** We will meet with a client to determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. Our firm then prepares a written IPS detailing those needs and goals, including an encompassing policy under which these goals are to be achieved.
- **Selection of Investment Vehicles:** We assist plan sponsors in constructing appropriate asset allocation models. We then review various mutual funds and ETFs to determine which investments are appropriate to implement the client's IPS. The number of investments recommended is determined by the client, based on the IPS.
- **Monitoring of Investment Performance:** We monitor client investments continually, based on the procedures and timing intervals set forth in the IPS. Although our firm is not directly involved in the purchase or sale of investments for pension consulting clients, we supervise the client's portfolio and make recommendations to the client as market factors and the client's needs dictate.

- **Employee Communications:** For retirement plan clients with individual plan participants exercising control over assets in their own account (i.e., self-directed plans), we may also provide periodic educational support and investment workshops designed for the plan participants. The nature of the topics to be covered is determined by us and the client under the guidelines established in ERISA Section 404(c). The educational support and investment workshops will not provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

Item 5. Fees and Compensation

FEES FOR PORTFOLIO MANAGEMENT

The annual fee for portfolio management services is charged at a rate of 1.00% of the amount of client assets under our management. Therefore, if a client's account is valued at \$1,000,000, the annual fee would be calculated as follows: $\$1,000,000 \times 1.00\%$.

Our fees are assessed quarterly, in advance, at the beginning of each quarter. Thus, clients are charged $\frac{1}{4}$ of their annual advisory fee each quarter. The fee is based upon the value (market value or fair market value in the absence of market value), of the client's account at the end of the previous three month period. Clients will be invoiced or have their fees debited from the account in accordance with client authorization.

A minimum of \$1,000,000 of assets under management is required to open a portfolio management account with Proffitt & Goodson. Once an account is accepted, there is a minimum annual fee of \$10,000, which we charge in quarterly increments of \$2,500, for maintaining an account. This minimum account size and minimum fee may be negotiable under certain circumstances. Proffitt & Goodson may group certain related client accounts for the purposes of achieving the minimum account value and minimum fee requirement.

FEES FOR FINANCIAL CONSULTING

Proffitt & Goodson's Financial Consulting fee will be determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with the client. The fees for such services are charged on an hourly basis, typically ranging from \$200 to \$300 per hour, and are negotiated directly with the client. Clients are given an estimate of the time required for the specific services provided and are billed in arrears at the end of each month that services are performed.

There is no minimum fee for consulting services.

FEES FOR PENSION CONSULTING

The annual fee for this service is typically charged at a rate of 0.50% of the amount of assets in the applicable retirement plan. Therefore, if a plan is valued at \$2,000,000, the annual fee would be calculated as follows: $\$2,000,000 \times 0.50\%$.

Our fees are billed quarterly, in advance, at the beginning of each quarter based upon the value (market value or fair market value in the absence of market value), of the plan at the end of the previous three month period. Clients will be invoiced or have their fees debited from a plan account in accordance with client authorization.

A minimum of \$2,000,000 in plan assets is required for this service. Once an account is accepted, there is a minimum annual fee of \$10,000, which we charge in increments of \$2,500 quarterly, for maintaining an account. This minimum account size and minimum fee may be negotiable under certain circumstances.

GENERAL FEE INFORMATION

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Negotiability of Fees: In certain circumstances, all fees may be negotiable. Further, we may waive or discount advisory fees for family members of the owners and employees of our firm. These fee waivers or discounts are not generally available to all advisory clients of Proffitt & Goodson.

Grandfathering of Minimum Account Requirements and Fees: Pre-existing advisory clients are subject to Proffitt & Goodson's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's fees and minimum account requirements will differ among clients.

Termination of the Advisory Relationship: A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any portfolio management account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will prorate the reimbursement according to the number of days remaining in the billing period.

Fund Fees: All fees paid to Proffitt & Goodson for investment advisory services are separate and distinct from the fees and expenses charged by ETFs or mutual funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee and other fund expenses. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in an ETF or mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker-dealers, including, but not limited to, any transaction charges, fees for duplicate statements and transaction confirmations, and fees for electronic data feeds and reports. Please refer to Item 12 of this Brochure for additional information about our brokerage practices.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1,200 more than six months in advance of services rendered.

Item 6. Performance-Based Fees and Side-By-Side Management

We do not charge performance-based fees (i.e., fees based on a share of capital gains on or capital appreciation of the assets of a client).

Item 7. Types of Clients

Proffitt & Goodson provides advisory services, where appropriate, to individuals, families, trusts, estates, charitable organizations, pension and profit sharing plans, corporations and other business entities.

As previously disclosed in Item 5, our firm has established certain initial minimum account and annual minimum fee requirements based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided for each applicable service.

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis: Our selection process for equity securities is based primarily on fundamental analysis of the earnings prospects, financial structure, and management of companies. We view stocks as ownership in businesses and investments in their products, resources, and managerial talents. Investment opportunities are created by fundamental economic, technological, and social change, and we attempt to identify companies affected by those changes. Our focus is on choosing stocks with above average growth potential for the two to three years ahead, as we feel that most successful equity investments are made when a long-term perspective is taken.

Our investment process generally results in an equity portfolio containing a core of high quality, large and middle capitalization stocks. The balance is invested in special situations. Our analysis favors companies with consistently strong earnings growth, favorable valuations relative to growth rates, and solid financial structures. Above all, we are looking for the ability

of a company to produce above average returns, without assuming an undue amount of financial risk.

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis: Technical analysis is secondary to our use of fundamental analysis, and is used mainly as an aid to the timing of purchases and sales. Technical analysis involves the analysis of past market movements and the application of that analysis to the present in an attempt to recognize recurring patterns of investor behavior and to predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Asset Allocation: Rather than focusing exclusively on securities selection, we also attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance. In addition to a target asset allocation, a client's Investment Policy Statement includes a possible range of allocation values for equities, fixed income and cash securities, and we may vary the client's exposure to these asset classes based on our outlook and evaluation of general market conditions.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals. There is also the risk that any variation we make from a client's target allocation, at noted above, will adversely affect the client's overall performance.

Mutual fund and/or ETF analysis: We look at the experience and track record of mutual fund or ETF managers in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also

a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Risks for all forms of analysis: Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Diversification by industry over a reasonable number of securities is an important part of our strategy to manage risk. An average equity portfolio contains approximately 20 to 40 securities, while larger accounts may have a greater number of issues. Any existing securities which are transferred to us are reviewed in light of our investment discipline and any client constraints.

INVESTMENT STRATEGIES

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-term purchases: We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases: When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

A short-term purchase strategy poses risks should the anticipated price swing not materialize; we are then left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

In addition, this strategy involves more frequent trading than does a longer-term strategy, and will result in increased brokerage and other transaction-related costs, as well as less favorable tax treatment of short-term capital gains.

Margin: We do not use margin transactions as an investment strategy. However, we do recommend, where appropriate, that a client establish a margin account with the client's broker. In this situation, if we are selling one stock and purchasing another stock with the proceeds, we can use the margin account to make certain that you are not left out of the purchase if we have difficulty completing the sale.

Options¹: We may use options in selected portfolios if appropriate to that specific client's needs, objectives and risk tolerance. An option is a contract that gives the buyer the right, but not the obligation, to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset.

The two types of options are "calls" and "puts." A call gives a client the right to buy an asset at a certain price within a specific period of time. We will buy a call if we have determined that the stock will increase substantially before the option expires. A put gives a client the right to sell an asset at a certain price within a specific period of time. We will buy a put if we have determined that the price of the stock will fall before the option expires.

We may use options to "hedge" a purchase of the underlying security; in other words, we may use an option purchase to limit the potential upside and downside of a security in our client's portfolios.

We also may use "covered calls", in which we sell an option on a security held in our client's portfolios. In this strategy, the client receives a fee for making the option available, and the person purchasing the option has the right to buy the security from the client at an agreed-upon price.

In addition, we may use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

A risk of covered calls is that the option buyer does not have to exercise the option, so that if we want to sell the stock prior to the end of the option agreement, we have to buy the option back from the option buyer, for a possible loss. A risk of spreading strategies is that the ability to fully profit from a price swing is limited.

RISK OF LOSS

¹ For more information regarding options, you may refer to The Options Industry Council website: <http://www.888options.com/basics/default.jsp>

Securities investments are not guaranteed and you may lose money on your investments. We ask that you work with us to help us understand your tolerance for risk.

Item 9. Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management. Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10. Other Financial Industry Activities and Affiliations

Our firm and management persons are not engaged in any other applicable financial industry activities and have no other industry affiliations.

Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading

CODE OF ETHICS

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. Proffitt & Goodson and our personnel owe a duty of loyalty, fairness and good faith to our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics, but to the general principles that guide the Code.

Proffitt & Goodson's Code of Ethics includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

Our Code of Ethics requires that its employees provide annual securities holdings reports and quarterly transaction reports of all reportable transactions to the firm's designated officer. These reports are made available to an appropriate regulatory agency upon request and will be reviewed on a regular basis by the Chief Compliance Officer of Proffitt & Goodson, or his designee, to supervise compliance with the firm's Code of Ethics.

Our Code also contains oversight, enforcement and recordkeeping provisions. A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email to info@proffittgoodson.com, or by telephone at (865) 584-1850.

SUMMARY OF PERSONAL TRADING POLICY

Our firm and the individuals associated with our firm may buy or sell securities for their personal accounts that are identical to or different from those recommended to our clients. In addition, the firm and these individuals may have an interest or position in a security which may also be recommended to a client. As these situations represent actual or potential conflicts of interest with our clients, we have taken the following steps to assure that: (i) the personal securities transactions of our employees will not interfere with making and

implementing decisions in the best interest of our advisory clients; (ii) our firm complies with its regulatory obligations; and (iii) we provide our clients with full and fair disclosure of such conflicts of interest:

1. Prohibiting the firm, its owners and employees from:
 - a. Putting their own interest above the interest of an advisory client.
 - b. Buying or selling securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
 - c. Purchasing or selling any security immediately prior to a transaction(s) in the same securities being implemented for an advisory account.
2. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
3. We maintain a list of all reportable securities holdings for our firm and our employees. These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or his/her designee to verify compliance with this personal trading policy.
4. We have established procedures for the maintenance of all required books and records.
5. We require all principals and employees to act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
6. We provide each supervised person of our firm a copy of our Code of Ethics on an annual basis.
7. We have established policies requiring the reporting of Code of Ethics violations to our Chief Compliance Officer.
8. Any individual who violates any of the above restrictions may be subject to termination.

AGGREGATION OF EMPLOYEE TRADES WITH CLIENT TRANSACTIONS

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price. Transaction costs will be charged a fixed, per-trade fee or a fee based on the number of shares traded for each client (depending upon the individual client's agreement with the applicable custodian/broker). In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be included in the pro-rata allocation.

Please review the disclosures in Item 12 for a more detailed understanding of the firm's trade aggregation policies and procedures.

PRINCIPAL TRANSACTIONS

Proffitt & Goodson and individuals associated with our firm are prohibited from engaging in principal transactions (i.e., a transaction where Proffitt & Goodson or a person associated with Proffitt & Goodson, as principal, buys securities from, or sells securities to, a Proffitt & Goodson client).

Item 12. Brokerage Practices

BROKERAGE DISCRETION

Proffitt & Goodson requests that it be provided in writing with the discretionary authority to determine:

- the broker-dealer to use for client transactions; and
- the commission/transaction costs that will be charged to clients for these transactions.

Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall also be submitted in writing.

Proffitt & Goodson will endeavor to select those brokers or dealers which will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, research, trading platform, and other services which will help Proffitt & Goodson in providing investment management services to clients. Proffitt & Goodson may therefore use a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was effected.

Proffitt & Goodson typically uses the brokerage services of Schwab Institutional, a division of Charles Schwab & Co., Inc. ("Schwab")², for its advisory client accounts. Schwab is a FINRA³-member broker-dealer. Schwab provides Proffitt & Goodson with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab Institutional. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For our client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

² For information regarding Schwab, please refer to their website: <https://www.schwab.com/>.

³ FINRA is the largest independent regulator for all securities firms doing business in the United States. For more information, please refer to FINRA's website: <http://www.finra.org/>.

Schwab Institutional also makes available other products and services that benefit Proffitt & Goodson but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab. Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that:

- provide access to client account data (such as trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide research, pricing and other market data;
- facilitate payment of our fees from clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Schwab Institutional also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- compliance, legal and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Proffitt & Goodson. Schwab Institutional may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to our firm. Schwab Institutional may also provide other benefits such as educational events or occasional business entertainment of our personnel.

In evaluating whether to recommend or require that clients custody their assets at Schwab, we may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors we consider and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Proffitt & Goodson has no formal or informal soft dollar arrangements with Schwab or any other broker-dealer.

DIRECTED BROKERAGE

Many clients, when undertaking an advisory relationship, already have a pre-established relationship with a broker and they will instruct Proffitt & Goodson to execute all transactions through that broker. In the event that a client directs Proffitt & Goodson to use a particular broker or dealer, it should be understood that under those circumstances Proffitt & Goodson will not have authority to negotiate commissions, obtain volume discounts and best execution

may not be achieved. In addition, a disparity in commission charges may exist between the commissions charged to the client and those charged to other clients (who have not directed the use of a broker-dealer).

SUMMARY OF TRADE AGGREGATION POLICY

Proffitt & Goodson will block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts. Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Proffitt & Goodson will typically aggregate trades among clients whose accounts can be traded at a given broker. Proffitt & Goodson block trading policy and procedures are as follows:

1. Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Proffitt & Goodson, or our firm's order allocation policy.
2. The portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
3. The portfolio manager must reasonably believe that the order aggregation will enable Proffitt & Goodson to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
4. Prior to entry of an aggregated order, barring unusual circumstances related to timing and security price, a written list is completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.
5. If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
6. Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must equitably share in the commissions and transaction costs. Transaction costs may be charged as a fixed, per-trade fee or a fee based on the number of shares traded for each client (depending upon the individual client's agreement with the applicable custodian/broker).

7. If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.
8. Proffitt & Goodson' client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
9. Funds and securities for aggregated orders are clearly identified on Proffitt & Goodson' records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
10. No client or account will be favored over another.

Item 13. Review of Accounts

PORTFOLIO MANAGEMENT

Reviews: While the underlying securities within Portfolio Management accounts are continually monitored, these accounts are reviewed at least monthly. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

These accounts are reviewed by David N. Goodson, Managing Director and Chief Investment Officer, or James N. Proffitt, Jr., Managing Director and Chief Compliance Officer.

Reports: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer/custodian, we provide quarterly reports summarizing account performance, balances and holdings.

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Clients receiving these services will receive reviews and reports as contracted for at the inception of the advisory relationship.

Item 14. Client Referrals and Other Compensation

It is our policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

It is also our policy not to pay referral fees to affiliated or unaffiliated individuals or firms for referring us potential clients.

Item 15. Custody

We previously disclosed in Item 5 (the Fees and Compensation section) of this Brochure that our firm directly debits advisory fees from client accounts. As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period. Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account reports directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these reports to the custodian's statements to ensure that all account transactions, holdings and values are correct and current.

Item 16. Investment Discretion

Clients may hire us to provide discretionary portfolio management services. Where we have been provided investment discretion, we place trades in a client's account without obtaining specific client permission prior to each trade. Our discretionary authority includes the ability to do the following without contacting the client:

- Determine the security to buy or sell; and/or
- Determine the amount of the security to buy or sell.

Clients give us discretionary authority when they sign a discretionary advisory agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

Item 17. Voting Client Securities

Advisory clients may elect to delegate their proxy voting authority to us. Alternatively, clients may choose to receive and vote proxies related to their own accounts. In these circumstances, we will consult with clients regarding the proxy vote upon request. With respect to ERISA accounts, we will vote proxies unless the plan documents specifically reserve the plan sponsor's right to vote proxies. To direct us to vote a proxy in a particular manner, clients should contact our office by telephone, electronic mail, or in writing.

When we have discretion to vote proxies for our clients, we will vote those proxies in the best interests of our clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each

written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify clients of the conflict and obtain client consent before voting the proxy.

Clients may obtain a copy of our complete proxy voting policies and procedures by contacting our office directly. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

Proffitt & Goodson has established procedures and guidelines for monitoring and assisting clients in filing "Proofs of Claim" in securities class action settlements. Proffitt & Goodson cannot and will not provide legal advice regarding class action claims, bankruptcy actions, or other legal matters that may arise, but we will make a best effort attempt to manage the process necessary for clients to receive any applicable settlements resulting from class action claims. Proffitt & Goodson utilizes the services of Chicago Clearing Corporation (CCC) for monitoring class action litigation and filing of securities claims. Clients may obtain a copy of our securities litigation policies and procedures by contacting our office directly.

Item 18. Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonable likely to impair our ability to meet our contractual obligations. Proffitt & Goodson has no additional financial circumstances to report and has never been the subject of a bankruptcy petition.