Part 2A of Form ADV: Firm *Brochure*

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FORM ADV PART 2A
JUNE 25, 2012

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A. This brochure provides information about the qualifications and business practices of Klopp Investment Management LLC ("KIM"). If you have any questions about the contents of this brochure, please contact us as above or contact
John S. Klopp, Managing Member
jk@kloppinvestment.com

B. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about KIM is also available on the SEC's website at www.adviserinfo.sec.gov.

C. Please be advised that the terms "registered investment adviser" and "registered" do NOT, in and of them themselves, imply a certain level of skill or training or expertise.

ITEM 2 Material Changes

ANNUAL UPDATE
The Material Changes section of this brochure will be updated annually
or when material changes occur since the previous release of the firm brochure.

MATERIAL CHANGES SINCE THE LAST UPDATE
As of this date, KIM is no longer eligible to remain registered with the SEC as it has
regulatory assets under management of less than $90 million.
[ADV Part 1, Item 2.A.(13)]

FULL BROCHURE AVAILABLE
If you would like to receive
a complete copy of our firm brochure,
please call us at
216-566-1100/888-206-4600
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ITEM 4 Advisory Business

A. ORGANIZATION

KIM is a registered investment adviser located in Cleveland, OH USA, and counting predecessors, has been in business since 1996. Managing Member John S. Klopp is the principal owner of the firm.

B. ADVISORY SERVICES

KIM manages client portfolios in the following investment styles:

(1) Large-Cap Equity
(2) Balanced
(3) Equity Income
(4) Fixed Income
(5) Total World Equity

C. CLIENT NEEDS AND RESTRICTIONS

KIM tailors its advisory services according to the needs and wishes of the client. In a client questionnaire, either ours or that of a third party referring entity, clients advise their needs and goals and an appropriate portfolio is created. Factors considered include the client's personal, family, educational, and/or retirement needs. In the case of fiduciary funds accounts, copies of trust documents are requested to determine investment parameters and criteria. Clients may impose restrictions on investment strategies. However, as a practical matter, the vast majority of KIM's clients fall under one of the above five investment strategies to ensure a proper working relationship.

D. WRAP FEE PROGRAMS

KIM participates in several wrap fee programs as a sub-adviser/portfolio manager to the sponsor. There is no difference in investment styles between a wrap fee program account and a non-wrap fee program account. As compensation for its services, KIM receives a portion of the wrap fee program fee charged a client by the sponsor.

E. ASSETS UNDER MANAGEMENT

As of tis date, KIM has assets under management of

$55,200,000.00	managed on a discretionary basis and
$ 2,100,000.00	managed on a non-discretionary basis.
$57,300,000.00	TOTAL

ITEM 5 Fees and Compensation

A. FEE SCHEDULES

KIM is compensated for its advisory services on a percentage of assets under management basis, billed and payable on a quarterly basis after services are rendered. All fee rates are negotiable with a maximum annual fee rate of 1.50%.

B. FEE PAYMENT PROCEDURE

KIM bills clients its management fee quarterly after services are rendered. Clients can choose to either have the fee deducted from their account, with a written statement thereof to client, or be billed directly and separately. Usually, KIM's fee is paid directly and separately. In a wrap fee program, that program's procedure is controlling.

C. OTHER FEES AND EXPENSES

There are no other fees and expenses charged by KIM in rendering its advisory services, other than possibly the usual costs, fees and expenses of a trading transaction. Usually, a trade transaction is performed by the chosen broker-dealer, and KIM is not involved in the mechanics of that transaction nor does it share in any charges therefor. Likewise, KIM does not participate in the custody of a client's assets or account, and accordingly, does not charge or share in any custodial fees, costs, or expenses.

D. ADVANCE PAYMENT OF FEE

KIM does not collect fees in advance.

E. OTHER COMPENSATION

Neither KIM nor its members or employees receive compensation for the sale of securities or other investment products.

ITEM 6 Performance-Based Fees and Side-By-Side Management

KIM does NOT accept or charge performance-based fees.

ITEM 7 Types of Clients

KIM provides investment advisory services to individuals, charitable organizations, trusts, and pension and profit sharing plans.

ITEM 8 Methods of Analysis, Investment Strategies and Risk of Loss

A. ANALYSIS AND STRATEGIES

KIM invests in companies that are considered large-cap, high quality stocks and bonds.
Our main strategy is preservation of capital with appreciation.
Diversification of securities is evident in our portfolio creation.
Indeed, the typical account consists of 20-25 holdings.
Clients should note that investing in securities involves risk of loss
that clients should be prepared to bear.
Our securities analysis includes fundamental analysis, company valuation assessment,
technical charting,and consideration of the domestic macroeconomic and international economic outlook.

Main sources of information include company press releases, financial publications and newspapers, and materials available from researchers such as Value Line and Standard & Poor's, and information found on the WorldWideWeb.

B. RISK OF LOSS

KIM's investment strategy has no more material risk than that of the total, normal NYSE stock market risk. We focus on equity investing in large-cap companies. Most pay a dividend, and many pay at a rate exceeding the S & P 500 Index. Most of these companies are capitalized in excess of $8 Billion. They tend to have leading market positions in their respective industries. In assessing risk v return factors of investing in a security, we consider the company's competitive position; its financial strength; power of brands; management quality; industry developments and outlook; and current valuation levels of the company. This assessment of the potential risk v return guides us in company selection for client portfolios. We invest in companies we believe provide meaningful return from capital appreciation and dividends relative to the risk (s) involved.
We believe our investment strategy carries less risk than many others.
However, investors do face risk, and those risk factors typically are:

(1) Market Risk: External factors- e.g., social, political, economic conditions- that are not intrinsic to a security's underlying value.
(2) Inflation Risk: Inflation (or deflation) affects asset prices.
(3) Interest Rate Risk: Fluctuations in rates can affect asset prices.
(4) Currency Risk: Fluctuations in the value of the dollar v other currencies affect asset prices
(5) Business Risk: Risks associated with a particular industry or a particular company within an industry.

ITEM 9 Disciplinary Information

This Item is NOT APPLICABLE
as there are no legal or disciplinary events
that are material to a client's or a prospective client's evaluation
of the business or integrity of KIM or its members or employees.

ITEM 10 Other Financial Industry Activities and Affiliations

A. BROKER-DEALER RELATIONSHIPS

Neither KIM nor its members or employees are registered,
or have pending an application to register,
as a broker-dealer or the registered representative of a broker-dealer.

B. FUTURES RELATIONSHIPS

Neither KIM nor its members or employees are registered,
or have an application pending to register.
as a futures commission merchant, commodity pool operator,
commodity trading advisor, or an associated person of the foregoing entities.

C. OTHER RELATIONSHIPS

3. KIM has business relationships with Financial Planners
where it acts as the portfolio manager for the financial planner's clients.
KIM's management is fully disclosed to the client.
KIM's fee and the planner's fee are either separately billed or separately itemized.
No conflict of interest exists for the client's interests or needs.

D. SUB-ADVISERS

KIM does not employ or otherwise utilize sub-advisers.

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

A. CODE OF ETHICS

KIM has adopted a Code of Ethics applicable to all members and employees.
Upon membership and employment, all members and employees must read
the Code of Ethics and sign an acknowledgment that
they understand and agree to abide by its provisions.
KIM's Code of Ethics upholds the fiduciary duty that
loyalty to the client and the client's interest is paramount.
A copy of KIM's Code of Ethics is available upon request.

B. FINANCIAL INTEREST IN SECURITIES

Neither KIM nor its members, employees, or related persons
have a material financial interest in any security recommended
to a client or bought or sold for a client's account.

C. COMMONLY HELD SECURITIES

KIM, its members, employees, or related persons may trade
in the same or similar securities as clients may own.
Mindful of our fiduciary duty, we act fairly and prudently
in trading these securities in our own accounts.
We do not front load trade these securities.

D. TIMING OF TRADING COMMONLY HELD SECURITIES

In trading commonly held securities, the trades or other transactions of
KIM, its members, employees, or related persons are restricted until
after clients's purchases have been completed.
On the sell side, the trades or other transactions of clients
are accomplished before those of KIM, its members, employees, or related persons.
We feel this procedure minimizes any possible advantage we could have over the client,
and accordingly, minimize any conflict of interest.

ITEM 12 BROKERAGE PRACTICES

A. BROKER-DEALER RECOMMENDATIONS

KIM tends to recommend brokerage firms that offer fair and reasonable transaction costs and fees and other valuable services to the client's account. We tend to use Fidelity Investments, TD Ameritrade, Charles Schwab, and R.W. Baird if the client does not have a current broker at a traditional wire-house firm as we feel these four firms offer the best execution at the best price. In most cases, the client's account is already in custody at a brokerage firm, so that firm usually performs trade executions by default.

A.1. RESEARCH AND OTHER SOFT DOLLAR BENEFITS

KIM has no soft dollar benefits with any brokerage firm.

A.2. BROKERAGE FOR CLIENT REFERRALS

KIM does not take client referrals into account in determining brokerage firms to recommend for trade executions. As stated above in Item 12.A., if the referring broker has custody of the referred client's account, that custodial broker usually performs the trade executions. Clients are advised that lower costs for trade executions might be had elsewhere.

A.3. DIRECTED BROKERAGE

A.3.a. Recommended, Requested, or Required Brokerage

KIM does not require or request the client to utilize any particular brokerage firm for trade execution; per our response above in Item 12.A., we may make recommendations.

A.3.b. Permitted Brokerage

Clients may direct KIM to utilize a particular broker for trade execution. Again, clients are advised that best execution may not be attained.

B. AGGREGATION

KIM aggregates trade transactions when doing so will result in execution cost savings. Normally, we do not aggregate as we manage each account individually. We manage accounts in a timely manner to be fair to all clients and to limit the account's volatility and risk.

ITEM 13 REVIEW OF ACCOUNTS

A. PERIODIC REVIEWS

KIM's Portfolio Manager reviews account status
on a regular basis of at least every two weeks.
The nature of the review is to ensure that the client's account
is invested properly and that each account is meeting
its core investment objective.

B. OTHER THAN PERIODIC REVIEWS

NOT APPLICABLE.

C. REPORTS TO CLIENTS

KIM provides a written quarterly report to the client
normally within 30 days of the close of the quarter,
recapping account performance and valuation,
securities holdings, recent market events and
commentary about the account, the market, the economy, etc.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

A. No one who is not a client provides KIM, its members or employees
an economic benefit for providing investment advisory services to our clients.

B. KIM accepts client referrals from persons who are described as "solicitors".
These referrals are done according to a written Solicitor's Agreement disclosure document
which is received and acknowledged in writing by the client.
The Agreement describes the compensation received by the solicitor from KIM,
usually a percentage of the fee KIM charges/will charge the client.

ITEM 15 Custody

All client accounts are held by third-party custodians, and not by KIM.
Clients should receive account statements from their custodian at least quarterly.
Clients should review and compare the custodian's statement with those they receive from KIM.

ITEM 16 Investment Discretion

KIM usually manages client portfolios on a totally discretionary basis. Clients sign a Trading Authorization form- a power of attorney- granting this discretionary authority to manage the client's account. Limitations on KIM's discretion is permitted.

ITEM 17 Voting Client Securities

KIM does not vote proxies on behalf of clients.
Clients have the responsibility to vote their proxies,
and should contact their custodian or transfer agent to vote their proxies.

ITEM 18 Financial Information

A. A balance sheet is NOT required as KIM does not require or solicit the prepayment of any fees at any time.

B. KIM has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients.

C. Neither KIM nor any of its predecessors has been the subject of any bankruptcy petition at any time.

A. JOHN S. KLOPP, Managing Member, has
the following educational and professional credentials:

B.A. History, Ohio Wesleyan Univesity, Delaware, Ohio, 1986
M.B.A. Finance, Baldwin-Wallace College, Berea, Ohio, 1995
Series 7, 24, and 65 licenses.

John S. Klopp's business background is as follows:

Klopp Investment Management LLC
Investment Adviser/Managing Member
2005- present

Prim Asset Management/(LLC)
Investment Adviser/Partner/(Managing Member)
2001-2005

First Financial Investment Management
Investment Adviser/Partner
1996-2002

B. Neither KIM nor John S. Klopp are actively engaged in any other business.

C. KIM and John S. Klopp do NOT charge performance-based fees.

D. NONE.

E. NONE.