

Firm Brochure

(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of Financial Counselors, Inc. (FCI). If you have any questions about the contents of this brochure, please contact us at: SourceNotes@fciadvisors.com. 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 Financial Counselors, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

Financial Counselors, Inc. is a registered investment advisor. Registration with the U.S. Securities and Exchange Commission does not imply a certain level of skill or training.

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually when material changes occur since the previous release of the Firm Brochure.

Material Changes Since April 15, 2011

We continually work to make our disclosure document more complete and easily understood by our clients. This includes adding disclosures for firm practices as the industry, regulations and our business change. Examples of some additional disclosures are shown below.

Additional Trading Disclosures

Some securities have more demand than supply. Municipals are a good example of this. If a bond with limited availability is sold from our clients' accounts, our traders put the bond out for bid and select the best bid for the selling client(s). If the trader has open buy orders for such a bond he may ask the broker with the winning bid if they would like to extend an offer to us on the bond. If the offer is reasonable, and supports our efforts to achieve best execution, we may buy the bond to fill open purchase orders. If the price is unreasonable we will continue to look elsewhere to fill the buy orders. This activity has the potential to create conflicts between client accounts if proper best execution processes are not in place. We are very aware of this potential conflict and have procedures in place to assist as we strive to prevent such conflicts.

Occasionally, trades are partially filled at market close. If over 20% of the original order is filled, a prorata allocation is done. If 20% or less is filled, we use a random allocation process. This automated process includes only orders that could be completely filled in a random allocation of the available shares. This helps us avoid accounts receiving small odd lot allocations.

Error Treatment Disclosure

The correction of trade errors differs between custodians based on their internal practices. In all cases, the client is made whole. In some cases, any inadvertent profits derived from the trade error may be maintained in a gain/loss account and used to offset future losses.

Financial Arrangements Disclosure

FCI has a line of credit, used for working capital, through a local bank and trust company. While the bank is not a direct client, FCI provides advisory services to trust clients of this bank and trust company through our sub-advisory services relationship with Midwest Trust Company.

Addition of Proxy Guidelines

We also have included our proxy guidelines in our disclosure document as opposed to delivering it separately. It also is provided below as it was amended this year to improve readability.

Proxy Voting Guideline

Rule 206(4)-6 issued by the U.S. Securities and Exchange Commission relates to proxy voting by investment advisors. This rule mandates that an advisor voting proxies for its clients maintain written proxy voting guidelines and disclose these guidelines and its voting record to their clients. As quoted below, it is deemed "a fraudulent, deceptive, or manipulative act for an investment adviser to exercise voting authority with respect to client securities, unless

- i) the adviser has adopted and implemented written policies and procedures that are reasonably designed to ensure that the adviser votes proxies in the best interests of its clients,
- ii) the adviser describes its proxy voting procedures to its clients and provides copies on request, and
- iii) the adviser discloses to clients how they may obtain information on how the advisor voted their proxies."

Investment advisors have discretionary authority to manage a significant amount of assets on behalf of their clients. This enormous voting power gives advisors significant ability collectively, and in many cases individually, to affect the outcome of shareholder votes and influence the governance of corporations." Advisors as a group can thus affect the future of corporations and the future value of the securities of those corporations. Understanding the responsibilities that an adviser has as a fiduciary to vote its clients' proxies wisely and in the clients' best interest, Financial Counselors, Inc. has adopted the following policies and procedures for proxy voting with regard to companies in the investment portfolios of our clients.

Proxy Voting Process

It is stated in each Investment Management Agreement whether or not Financial Counselors Inc. (FCI) has the fiduciary responsibility to vote proxies for specific clients. Custodians may be directed to send proxy ballots to the clients themselves. In the case of trust accounts, the custodian is often also a trustee and as such may handle the proxy voting for those accounts.

Proxy voting is overseen at FCI by senior portfolio managers, currently Val Schaff, CFA. FCI subscribes to a proxy voting service run by Broadridge, which monitors proxy proposals for the companies which are held in the portfolios of FCI clients. Broadridge, with information provided to it by custodians for FCI clients on number of shares owned, issues aggregated ballots for each proxy proposal put forward at these companies. FCI is then able to vote online with one vote (or multiple votes if appropriate) on each aggregated proxy ballot. Use of the Broadridge Proxy Edge service helps ensure that FCI will not overlook any proxy proposals and helps us to monitor the shares over which we have voting authority.

It is FCI's intention to vote on all proxy proposals in a timely manner, unless abstaining on a particular ballot is seen to be in the best interests of the shareholders. In some instances, a proxy vote may present a conflict between the interests of a client, on the one hand, and our interests or the interests of a person affiliated with us, on the other. In such a case, we will disclose this conflict to our clients when it arises and obtain their consents before voting. After the potential conflict analysis has been completed all proxies that contain only routine director and auditor votes are voted automatically on our behalf by Broadridge. All other proxies are routed directly to us. We have arranged for electronic retention and retrieval of all voting records with Broadridge.

Voting Guidelines

FCI realizes that no set of proxy voting guidelines can anticipate all situations that may arise. In special cases, we may seek the opinion of the Investment Committee on how a particular proxy proposal will impact the financial prospects of a company, and vote accordingly. The guidelines below are simply a summary of how we would vote on general topics.

Routine Business Decisions

In matters which FCI considers routine business (e.g., election of non-contested directors, name changes, company fiscal year and annual meeting date proposals, etc.), it will be our general policy to support management's recommendations, absent

a particular reason to the contrary. Votes for directors in a contested election will be considered on a case by case basis.

The election of a company's board of directors is one of the most fundamental rights held by shareholders. Because a classified board structure prevents shareholders from electing a full slate of directors annually, we will generally support efforts to declassify boards or other measures that permit shareholders to remove a majority of directors at any time, and will generally oppose efforts to adopt classified board structures.

Corporate Governance

FCI will vote for all measures that act to increase the independence of the Board of Directors and for confidential voting.

In addition, we believe that the relationship between a company and its auditors should be limited primarily to the audit engagement, although it may include certain closely related activities that do not raise an appearance of impaired independence. We will evaluate on a case-by-case basis instances in which the audit firm has a substantial non-audit relationship with a company to determine whether we believe independence has been, or could be, compromised.

Equity-based Compensation Plans

We believe that appropriately designed equity-based compensation plans, approved by shareholders, can be an effective way to align the interests of shareholders and the interests of directors, management, and employees by providing incentives to increase shareholder value. Conversely, we are opposed to plans that substantially dilute ownership interests in the company, provide participants with excessive awards, or have inherently objectionable structural features.

We will generally support measures intended to increase stock ownership by executives and the use of employee stock purchase plans to increase company stock ownership by employees. These may include:

1. Requiring senior executives to hold stock in a company.
2. Requiring stock acquired through option exercise to be held for a certain period of time.
3. Using restricted stock grants instead of options.
4. Awards based on non-discretionary grants specified by the plan's terms rather than subject to management's discretion.

While we evaluate plans on a case-by-case basis, we will generally oppose plans that have the following features:

1. Annual option grants that would exceed 2% of outstanding shares.
2. Ability to issue options with an exercise price below the stock's current market price.
3. Automatic share replenishment ("evergreen") feature.
4. Authorization to permit the board of directors to materially amend a plan without shareholder approval.
5. Authorizes the re-pricing of stock options or the cancellation and exchange of options without shareholder approval.

These are guidelines, and we consider other factors, such as the nature of the industry and size of the company, when assessing a plan's impact on ownership interests.

Corporate Structure

We view the exercise of shareholders' rights, including the rights to act by written consent, to call special meetings and to remove directors, to be fundamental to good corporate governance.

We generally believe shareholders should be able to approve or reject changes to a company's by-laws by a simple majority vote. Obviously this is impacted when classes of common stock with unequal voting rights limit the rights of certain shareholders; we generally believe this should be taken into consideration when share class selection is made by the shareholders.

Because the requirement of a supermajority vote can limit the ability of shareholders to effect change, we will support proposals to remove super-majority (typically from 66.7% to 80%) voting requirements for certain types of proposals and oppose proposals to impose super-majority requirements.

Shareholder Rights Plans

While we recognize that there are arguments both in favor of and against shareholder rights plans, also known as poison pills, such measures may tend to entrench current management, which we generally consider to have a negative impact on shareholder value.

We believe the best approach is for a company to seek shareholder approval of rights plans and we generally support shareholder resolutions requesting that shareholders be given the opportunity to vote on the adoption of rights plans.

We will rarely support poison pill provisions, but will consider such plans on a case by case basis.

Client Information

A copy of these Proxy Voting Policies and Procedures is available to our clients, without charge, upon request, by e-mailing your request to sourcenotes@fciadvisors.com. In addition, we will provide each client, without charge, upon request, information regarding the proxy votes cast by us with regard to the client's securities.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 816-329-1527, available on our website at www.fciadvisors.com or by email at: SourceNotes@fciadvisors.com.

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Advisory Business

Firm Description

Financial Counselors, Inc., (FCI) founded in 1966, has provided investment advisory services to a wide variety of clients for over 40 years. We are based in Kansas City, Missouri and have offices in St. Charles, Missouri; Overland Park, Kansas; Shelton, Connecticut; and Reston, Virginia. We have 50 employees with 32 investment professionals averaging over 20 years of experience. We are affiliated with trust companies that provide custody services to some of our clients; these companies include The Midwest Trust Company of Missouri, The Midwest Trust Company and Benefit Trust Company. We are also affiliated with Access Partners, a registered investment advisor who provides separately managed account (SMA) services for some of our clients. These affiliations are disclosed as potential conflicts of interest in that we actively recommend our affiliates to our clients. We believe these affiliations better enable us and our affiliates to understand and meet our clients' complex needs in a more complete and cohesive manner.

Principal Owners

FCI is wholly owned by FCI Holding Corporation which is owned by MTC Holding Corporation. MTC Holding Corporation is entirely employee and director owned. Brad Bergman is a greater than 25% owner. More than ten other employees and directors have ownership as well.

Types of Advisory Services

FCI provides investment supervisory services, also known as asset management services; manages investment advisory accounts not involving investment supervisory services; furnishes investment advice through consultations; issues special reports about securities, markets and the economy.

FCI provides individualized discretionary investment management services and non-discretionary investment advisory services to various categories of institutional and individual clients who contract with us directly. We also provide discretionary and non-discretionary sub advisory services to various entities including investment companies and regional trust companies and banks. Included in those are affiliates The Midwest Trust Company of Missouri, Benefit Trust Company, The Midwest Trust Company and Access Partners. Our advisory services may include our Mutual Fund or Exchange Traded Fund Programs which help provide diversification in smaller accounts.

Tailored Relationships

The goals and objectives for each client are documented in our client relationship management system. Investment policy statements are created that reflect the stated goals and objective. Clients may impose restrictions on investing in certain securities or types of securities.

Wrap Fee Programs

FCI offers discretionary investment management services to UBS Financial Services, Incorporated Private Client Group individuals and institutions. These services are offered through the UBS Financial Services Incorporated ("UBS") ACCESS and Managed Accounts Consulting ("MAC") programs. The ACCESS accounts are managed by using a model portfolio approach. The MAC accounts have wrapped fees but are managed through FCI direct contracts with the clients and managed to account objectives. We receive a portion of the fee each client pays to UBS.

Assets Under Management

As of December 31, 2011, Financial Counselors, Inc. manages approximately \$4,509,078,022 in assets for approximately 7,354 clients. Approximately \$3,916,146,853 is managed on a discretionary basis, and \$ 592,931,169 is managed on a non-discretionary basis.

Fees and Compensation

Description

Financial Counselors, Inc. bases its fees on a percentage of assets under management and fixed fees. Fees are negotiable. In some cases there is a minimum fee per account.

We, may waive our minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

Fees, minimum fees, minimum account sizes and services are negotiable and may be waived under certain circumstances.

Advisory Fees

Annual fees for investment management for Separate Accounts generally are as follows:

- 1% on the first \$2,000,000 of portfolio market value
- .75 of 1% on the next \$3,000,000 of portfolio market value
- .50 of 1% on the balance of portfolio market value
- **Minimum Account Fee 1,000 per year

Value Equity and Value Balanced Accounts

- .75 of 1% on the first \$1,000,000 of portfolio market value
- .65 of 1% on the next \$1,000,000 of portfolio market value
- .50 of 1% on the balance of portfolio market value

Assets allocated to the SMA (separately managed account) program may incur additional fees not included in the above investment advisory fees.

Annual fees for investment management services for institutions generally are as follows:

Fixed Income Accounts

- .50 of 1% on the first \$1,000,000 of portfolio market value
- .40 of 1% on the next \$1,000,000 of portfolio market value
- .30 of 1% on the next \$3,000,000 of portfolio market value
- .25 of 1% on the next \$5,000,000 of portfolio market value
- .20 of 1% on the balance of portfolio market value

Fixed Income Accounts (All Corporate Strategy)

- .35 of 1% on the first \$500,000 of portfolio market value
- .30 of 1% on the next \$500,000 of portfolio market value
- .25 of 1% on the next \$4,000,000 of portfolio market value
- .20 of 1% on the balance of portfolio market value

*Asset Allocation Services (Discretionary Investment Solutions)**

- .50 of 1% on the first \$10,000,000 of portfolio market value
- .30 of 1% on the next 25,000,000 of portfolio market value
- .20 of 1% on the next 25,000,000 of portfolio market value
- .10 of 1% on the balance of the portfolio market value

****Additional fees, negotiated with managers selected for various asset classes, will apply.***

Sub advisory Investment Management Services – Community Bank/Trust

Non-Discretionary investment management services are provided at 35 basis points per year applied to the market value of the relationship. Additional customized services including discretionary investment services and customized reporting are available for additional fees. All fees are negotiable considering the overall size of a sub advisory relationship as well as the scope of services provided to each such relationship.

Fee Billing

We allow clients to elect whether they would like us to invoice our advisory fees directly to them or if they would like to direct their custodians to calculate and pay our fees. Most of our fees are handled quarterly in advance or monthly in arrears. Other arrangements may be negotiated with clients.

Other Fees

FCI is not a custodian so our clients will arrange payment of custodian fees with the custodian of their choice. We work with our affiliated custodians to negotiate our fees to attract clients. Other fees our clients may pay include expense ratios associated with mutual funds or exchange traded funds. There are typically also fees related to trading securities such as brokerage commissions (see more information in “Brokerage Practices” on page 16.) and transaction fees incurred by other handlers of the trades. Custodians may charge transaction fees on purchases or sales of certain mutual funds and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security. We believe the selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

FCI serves as financial advisor for multiple mutual funds. If a mutual fund for which we serve as advisor is deemed an appropriate investment for a client of our discretionary service, we will waive our advisory fee for the portion of the account invested in those funds.

Recommendations may be made to clients of our non-discretionary service, which may include mutual funds we manage. We then may receive both the advisory fee paid by the client and the advisory fee from the fund on the portion of the accounts our clients elect to invest in the mutual funds we manage. Some of our agreements include arrangements to waive the advisory fees on non-discretionary mutual fund accounts.

Refunds of Advisory Fees Paid in Advance

If an advisory relationship begins after the first day of a fee period or terminates before the last day of a fee owed, fees are prorated accordingly, and, in the event of termination, the client will receive a refund of any pre-paid fee attributable to any period after the termination.

Compensation for Sale of Securities

We do not receive compensation from the sale of securities. Some of our affiliates receive 12b-1 fees in associations with their shareholder servicing activities.

Performance-Based Fees

Sharing of Capital Gains

Our fees are **not** based on a share of the capital gains or capital appreciation of managed securities. We do not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Types of Clients

Description

Financial Counselors, Inc. provides investment advisory services to individuals, investment companies, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and other business entities. FCI provides sub advisory services for our affiliates The Midwest Trust Company and Benefit Trust Company.

In addition to the sub advisory role we serve with The Midwest Trust Company as described above, Financial Counselors, Inc. provides sub advisory services to banks and trust companies around the country and a variety of regional financial institutions. FCI is also a sub-advisor in the UBS wrap program and is included in the separately managed account platform of our affiliate, Access Partners, as a fixed income manager.

Account Minimums

The recommended minimum account size is:

Core Equity: \$200,000

Intermediate Fixed Income: \$200,000

Core Fixed Income: \$200,000

FCI-UBS ACCESS Portfolios: \$100,000

All-Corporate Fixed Income: \$250,000

We have the discretion to waive account minimums. Accounts valued below the minimums noted above, and for other strategies, may be set up when the client and the advisor anticipate the client will add additional funds to the accounts. Other exceptions will apply to employees (and employees' relatives) of FCI and of our affiliates.

For what is generally a minimum account size of \$1,000,000, clients may enter into an advisory fee plus commission and other transaction expense arrangement for MAC accounts. For these advisory fee and commission accounts, UBS bills the client directly for FCI's management fees in accordance with fee schedules that are generally the same as those for separate accounts. As with separately managed accounts, fees for MAC accounts are negotiable. Additional information concerning wrap fees, commissions and the UBS ACCESS and MAC programs is provided in the UBS Wrap Fee and Alternative Program Disclosure Brochure ("UBS Wrap Fee Disclosure Brochure"), which is provided to all prospective clients of these programs.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis and Investment Strategies

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

The main sources of information include financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information may include Morningstar Principia mutual fund information, Morningstar Principia stock information, and the World Wide Web.

Asset Allocation Strategy

Investment Process

Financial Counselors' investment goals are to provide clients with superior long-term returns while controlling risks. Our tactical asset allocation process evaluates current market conditions and investment indicators to strategically shift or tilt our weightings versus the longer term core strategic asset allocation models. These tactical decisions are made opportunistically and are designed to increase potential relative returns or avoid shorter term risks.

Tactical Asset Allocation Weightings

The Asset Allocation Strategy establishes tactical weightings for each of the Asset Allocation models. Based on the current economic environment, monetary and fiscal policies, secular, economic, social and demographic trends as well as several technical and financial indicators, we identify the relative attractiveness of the following:

- Equity versus fixed income
- Equity style weightings: value, growth, and core
- Equity capitalization weightings: large, medium, and small
- Domestic versus foreign equities
- Developed versus emerging markets
- Real Estate Investment Trusts
- High yield securities
- Fixed income duration/yield curve analysis
- Money market
- Alternative asset classes

FCI Core Equity Strategy

Investment Objective

The strategy seeks long-term capital appreciation, investing primarily in equity securities of domestic companies. Our style is designed to meet a variety of investment objectives, including tax efficiency, as we seek to provide consistent growth of principal with net of fee returns that outperform the S&P 500 Stock Index with less downside risk, over rolling 3- to 5-year time periods.

Investment Strategy

FCI's Core Equity strategy offers a unique blend of bottom-up stock selection combined with top-down sector work. The Standard & Poor's 500 Index forms the primary base universe which is then reduced to include only those companies with a market capitalization greater than \$10 billion. Since foreign domiciled companies are excluded from the S&P 500, an additional list of domestically-traded foreign securities and other exchange-traded funds is also considered. Securities are then screened within their economic sector for certain quantitative factors, including: long-term debt to capital, return on equity, revenue growth, and earnings growth. Following this quantitative fundamental screening, stocks undergo a thorough qualitative analysis focusing on the key characteristics and fundamentals of the companies. They are then subjected to a proprietary valuation analysis and an exit strategy.

The top-down sector work and analysis forms the structure of a portfolio. The ten economic sectors are evaluated within the current economic environment and within the context of current monetary and fiscal policies and secular macro trends to identify market segments and sectors, or industries, which have the potential to outperform the market as a whole.

FCI Select Growth Strategy

Investment Objective

The strategy seeks long-term capital appreciation, primarily investing in equity securities of domestic companies. Our style is designed to meet a variety of investment objectives as we seek to provide consistent growth of principal with net of fee returns that outperform the S&P 500 Stock Index, over rolling 3-5 year time horizons.

Investment Strategy

FCI's Select Growth is a strategy with a unique blend of top down macro economic trends and bottom up stock selection. Using a top down approach, the advisors evaluate the current economic environment, monetary and fiscal policies, secular macro trends to identify market segments, sectors or industries they believe have the potential to outperform the market as a whole. A universe of more than 14,000 equity securities is reduced to 2,500 by a proprietary, multi-factor research driven process. Market capitalizations are generally in excess of \$1 billion. Within this initial universe, securities are screened for certain quantitative factors, including: superior sales and earnings growth relative to company's economic sector, return on capital, free cash flow, and relative valuation. Following this quantitative screening, stocks undergo a thorough qualitative analysis focusing on key competitive advantages. They are then subject to proprietary valuation analysis, price confirmation, and exit strategies.

FCI Equity Income Strategy

Investment Objective

FCI's fixed income investment strategy seeks to deliver superior returns relative to the Barclays Capital Government/Credit A+ Rated Index over a market cycle, while limiting the risk incurred by maintaining a high credit profile. We strive to consistently move the portfolio in the direction of best opportunities while reducing the potential of a significantly negative credit event.

Investment Strategy

FCI's Equity Income strategy selects securities from a universe of stocks with a minimum market capitalization of \$1.5 billion to ensure that each holding has adequate market liquidity. This group is then subjected to several screens to ensure that each portfolio holding is financially strong and has a history of providing shareholders with attractive and increasing dividend payments. Companies are then screened quantitatively on factors such as: positive operating income, above median dividend yield within sector, sustainable dividend payout, historical dividend growth and above median within its economic sector. Stocks that pass the quantitative screening undergo thorough qualitative analysis by our Equity Income Team looking for the following: solid competitive advantage and pricing power, catalysts for future growth, and commitment to a strong dividend policy. Changes are made to the portfolio when a stock falls from favor or when better companies are available. Among the critical exit strategy triggers is a stock rising to the point where the dividend yield is below that of its sector average.

FCI Value Equity Strategy

Investment Objective

The goal of this strategy is to provide consistent total returns for clients through price appreciation and dividend income. Through proper diversification and stock selection, the managers strive to outperform the S&P 500 Index.

Investment Strategy

The Value Equity Strategy is a multi-cap value approach to investing that employs both top down macro economic and industry specific research as well as bottom up stock specific research. Generally, each of the ten S&P 500 sectors is represented in a value equity portfolio, although the value equity team will overweight or underweight specific sectors based on our research. Stock specific research is extremely disciplined and screens for insider activity, cash flow models, balance sheet ratios, and sales growth versus inventory levels. After passing initial screens, stocks are screened further with more intricate models and valuation techniques. The strategy is not limited to domestic equities, and portfolio will typically hold between 10-15% in international stocks. The valuation techniques used for selecting

stock will generally result in adding companies to the portfolio that pay dividends. While there is no yield requirement for a stock to be purchased, the composite yield of the value equity portfolios has generally been 0.5-1% higher than that of the S&P 500 Index.

FCI Fixed Income Strategies including Core, Modified Core, and Intermediate

Investment Objective

FCI's fixed income investment strategies seek to deliver superior returns relative to an appropriate Benchmark over a market cycle, while limiting the risk incurred by maintaining a high credit profile. We strive to consistently move the portfolio in the direction of best opportunities while reducing the potential of a significantly negative credit event.

Investment Strategy

FCI's investment strategy involves employing a time-tested, disciplined investment process which combines multiple stages of active management, each of which considers aspects of fundamental, behavioral, and technical analysis.

Duration management is utilized to position the portfolio to deliver the highest return potential according to the outlook for interest rates and term-structure as determined by the firm's Fixed Income Investment Committee. Overall duration risk is limited to a 20% deviation relative to the identified benchmark. With regard to sectors within the high-grade universe, allocations are incrementally emphasized or reduced based on the Committee's assessment of return potential and the risk inherent in each. After careful analysis is performed to determine credit worthiness and relative valuation opportunities, individual issues are then selected to construct portfolios.

Employing fundamental, behavioral, and technical analysis along all stages of our investment process allows the firm's managers to have a forward-looking, three dimensional approach to the construction of client portfolios.

FCI All Corporate Bond Strategy

Investment Objective

FCI's fixed income investment strategies seek to deliver superior returns relative to an appropriate Benchmark over a market cycle, while limiting the risk incurred by maintaining a high credit profile. We strive to consistently move the portfolio in the direction of best opportunities while reducing the potential of a significantly negative credit event.

Investment Strategy

The FCI All-Corporate strategy is designed to efficiently provide investors exposure to an actively managed, broadly diversified portfolio of investment-grade corporate

bonds with maturities ranging from one to ten years. There are typically 30 to 35 individual bonds issued by large capitalization companies with deal sizes that are generally \$500 million or greater. The large issue size provides liquidity and transparent pricing for all security holders. These positions are distributed across the maturity spectrum to maintain a steady cash flow from coupon income as well as bonds nearing maturity.

Sectors within the investment-grade corporate bond universe are incrementally emphasized or reduced based on an assessment of their risk and return potential as determined by the firm's Fixed Income Investment Committee. Macroeconomic factors and industry trends often lead to changing outlooks for various sectors. Relative value analysis compares the opportunity of one sector or industry versus another and will drive changes in the allocations. Risks are managed by continuously monitoring and limiting the strategy's concentration in any one industry group.

Individual company credit analysis is performed through a logical step-down process. The larger macroeconomic environment is first considered along with a company's specific competitive position within its industry. Financial statements are dissected and research reports reviewed in order to understand the company's generation and usage of earnings and cashflow. Financial metrics such as leverage and coverage ratios are evaluated relative to industry standards and rating thresholds. Analysis of a company's unique operating ability is considered along with execution challenges such as legal, regulatory, and political risks. Once a favorable company's credit analysis is performed and it is added to the firm's approved list, a relative value analysis is performed to identify the best opportunities for inclusion within the portfolio.

Global ETF Plus Strategy

Investment Objective:

The goal of the Global ETF PLUS strategy is to outperform the MSCI All Country World Index, net of fees, over a full market cycle with reduced downside risk while providing investors with increased cash flow through the use of covered call writing. Portfolio managers seek to enhance portfolio cash flow yield within a risk controlled environment that allows for capital appreciation during an option's term to expiration. The Global ETF PLUS strategy is designed for investors looking to increase current income while maintaining exposure to global equity markets due to their potential for long-term capital gains

Investment Strategy:

FCI's Global ETF Plus Strategy seeks to provide investors with a high level of current income and long-term capital appreciation. We attempt to accomplish this by building a globally diversified portfolio of highly liquid, optional equity exchange

traded funds. The income stream from the underlying ETF portfolio is enhanced with an overlay strategy consisting of covered call writing.

Concentrated Equity Plus

Investment Objective:

The goal of the concentrated covered call strategy is to provide investors with consistent cash flow yield through covered call writing within a risk controlled environment. Portfolio managers seek to maximize yield and control risk by writing a diversified portfolio of covered calls around a specific stock position. The strategy is designed both for investors who wish to maintain a concentrated equity position in its entirety, and for those who would like to diversify out of a large position in a controlled manner.

Investment Strategy:

FCI's Concentrated Equity Plus Strategy includes building a portfolio of covered call options around a concentrated stock position in an effort to maximize investor yield while diversifying call risk. The Strategy can be implemented with the goal of protecting against shares being called away or to allow targeted assignments that enable capital reallocation.

Equity Income Plus Strategy

Investment Objective:

The objective of the Equity Income Plus strategy is to outperform the S&P 500 index (net of fees) over a full market cycle while increasing cash flow and reducing risk by writing covered calls. The Equity Income Plus strategy is designed for investors looking to maximize current income while maintaining exposure to equities due to their potential for long-term capital gain. The strategy concentrates on 15 to 20 stocks and has historically been tax efficient with low turnover.

Investment Strategy:

FCI's Equity Income Plus Strategy seeks to provide investors with a high level of current income and long-term capital appreciation. We attempt to accomplish this by building a diversified portfolio of market leading, blue-chip companies with a consistent and growing dividend stream and strong, sustainable cash flows. The income stream from the underlying stock portfolio is enhanced with an overlay strategy consisting of covered call writing.

Mutual Fund / ETF Selection Strategy

Investment Objective:

The Strategy seeks to provide clients with superior long term returns while controlling risks. The Strategy's goals are to outperform appropriate benchmarks for both equities and fixed income over a full market cycle while managing risks through the construction of a well diversified portfolio.

Investment Strategy:

The Mutual Fund / ETF Selection committee chooses appropriate mutual funds and ETFs to obtain exposure to the asset categories recommended by the Asset Allocation committee. When analyzing potential mutual funds and ETFs for inclusion on the approved lists, the committee considers current and historical data that are relevant to sound mutual fund and ETF selection. Some of the selection criteria include: management track record, management tenure, minimum fund size, management performance record, acceptable risk / reward statistics, adherence to style and capitalization and expense ratios. After the funds and ETFs are selected they are monitored regarding key factors that could affect investment performance. Some of the key factors include: a change in the relative valuation between the various asset classes which might suggest an adjustment in the asset allocation, a change in a mutual fund or ETF's relative performance against its peer group viewed over a time frame of several years, and important characteristics of each mutual fund or ETF such as a change in manager, deviation from the stated investment style, substantial growth or decline in assets under management or substantial turnover in personnel within the mutual fund company. Changes are made to the approved list of mutual funds and ETFs whenever necessary.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face investment risks including the following:

- Management risk. The strategies used may fail to produce the intended results.
- Asset allocation risk. Allocations to the various asset classes and market sectors could cause any client account to underperform other accounts with a similar investment objective.
- Market conditions risk. The prices of the common stocks and other securities may decline due to market conditions and other factors, including those directly involving the issuers of securities.
- Concentration risk. Holding concentrated positions involves risk and is not suitable for everyone.

- **Stock risk.** Stocks generally fluctuate in value more than bonds and may decline significantly over short time periods. There is the chance that stock prices overall will decline because stock markets tend to move in cycles, with periods of rising prices and falling prices. The value of a stock may decline due to general weakness in the stock market or because of factors that affect a company or a particular industry.
- **Value investing risk.** The value approach to investing involves the risk that stocks may remain undervalued or decline in price. Value stocks as a group may be out of favor and underperform the overall equity market for a long period of time, for example, while the market concentrates on growth stocks.
- **Small and medium capitalization company risk.** Such companies may be more at risk than larger companies because, among other things, they may fall out of favor with investors, they may have limited product lines, operating history, market or financial product lines, operating history, market or financial resources, or because they may depend on limited management groups. Securities of smaller companies may be more volatile, especially in the short term, may have limited liquidity and may be difficult to value. Smaller companies are often involved in actual or anticipated reorganizations or restructurings and it may be difficult to obtain information as to the financial conditions of smaller companies.
- **Investing in growth-oriented stocks risk.** Growth-oriented stocks may involve larger price swings and greater potential for loss than other types of investments.
- **Investing outside the U.S. risk.** Securities of issuers domiciled outside the U.S. or with significant operations outside the U.S., may lose value because of political, social or economic developments in the country or region in which the issuer operates. These securities may also lose value due to changes in the exchange rate of the country's currency against the U.S. dollar. Securities markets in certain countries may be more volatile and/or less liquid than those in the U.S. Investments outside the U.S. may also be subject to different settlement and accounting practices and different regulatory and reporting standards than those in the U.S.
- **Options risk.** Options involve risk and are not suitable for everyone. Please see "The Characteristics and Risks of Standardized Options" brochure published by the Options Clearing Corporation for additional detail. While covered call writing does provide a partial hedge to the stock against which the call is written, the hedge is limited to the amount of cash flow received when writing the option.

- Call risk. Call risk is the proprietary risk metric incorporating option greeks, such as Delta, with momentum and technical indicators.
- Turnover risk. Portfolio turnover measures trading activities over a certain time period. It is usually measured as the rate at which a portfolio is replaced annually.

As transactions are usually not for free, high turnover will result in rising expenses in the form of higher trading commissions. Note that there exists a trade off between the transaction costs and upside potential of a transaction.

Another implication of portfolio turnover is tax-efficiency: high turnover results in frequent recognition of capital gains, which might not be optimal in the sense of optimizing after-tax returns in certain tax systems.

Low portfolio turnover is neither necessary nor sufficient for strong returns: Dramatic performance can be achieved with high turnover and low turnover does not automatically lead to superior performance (for example in times when if growth outperform value stocks).

- Liquidity risk. Liquidity risk is the risk that we may not be able to sell a security timely or at a desired price.
- Interest rate risk. The market value of fixed income securities in which we invest can be expected to vary inversely with changes in interest rates. Debt securities with longer maturities are subject to potentially greater price fluctuation than obligations with shorter maturities. Fluctuations in the market value of fixed income securities subsequent to their acquisition will not affect cash income from such securities but will be reflected in the securities market value.
- Duration risk. Prices of fixed income securities with longer effective maturities are more sensitive to interest rate changes than those with shorter effective maturities.
- Credit risk. The issuer of the fixed income security may not be able to make interest and principal payments when due, and the issuer may not be able to make dividend payments when due. Generally, the lower the credit rating of a security, the greater the risk that the issuer will default on their obligation. The value of securities issued by companies approaching or in default will likely be significantly impaired.
- Prepayment and extension risk. As interest rates decline, the issuers of certain fixed income securities may prepay principal earlier than scheduled. As interest rates increase, slower than expected principal payments may extend the average life of certain fixed income securities, locking in below-market interest rates and reducing the value of these securities.

- Government securities risk. It is possible that the U.S. Government could default on its obligations. It is possible that the U.S. Government would not provide financial support to its agencies or instrumentalities if it is not required to do so by law. If a U.S. Government agency or instrumentality defaults, and the U.S. Government does not stand behind the obligation, the securities prices could fall. Securities of certain U.S. Government sponsored entities, such as Freddie Mac or Fannie Mae are neither issued nor guaranteed by the U.S. Government. The U.S. Government's guarantee of ultimate payment of principal and timely payment of interest of any U.S. Government security does not imply that the price of the security will not fluctuate.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events requiring disclosure here related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities and Affiliations

Neither FCI nor our employees are registered or have an application to register as a broker-dealer, registered representative of a broker dealer, futures commission merchant, commodity pool operator or commodity trading advisor.

FCI has **no** relationships or arrangements material to our advisory business or to our clients with any of the following:

- Broker-dealer, municipal securities dealer, or government securities dealer or broker
- Financial planners
- Futures commission merchant, commodity pool operator, or commodity trading advisor
- Banking or thrift institution
- Registered municipal advisor, registered security-based swap dealer or major security-based swap participant
- Accountant or accounting firm
- Law firm

- Insurance company or agency
- Pension consultant
- Real estate broker or dealer
- Sponsor or syndicator of limited partnerships(or equivalent), excluding pooled investment vehicles

Brad Bergman, a primary owner of our holding company and other administrators at our affiliated trust companies are lawyers. While this could present a potential conflict with clients, our affiliates strive to assure their knowledge and experience as lawyers benefit clients.

We are affiliated with another registered investment advisor, Access Partners, which operates a separately managed accounts (SMA) platform and provides FCI with an additional resource for implementing our asset allocation strategies. We are also affiliated with Benefit Trust Company, Midwest Trust Company and Midwest Trust Company of Missouri. These affiliates provide custodial and other services to many of our clients. We are affiliated with Trust Sourcing Solutions and Trust Technology Solutions, affiliates providing back office and operational support to both FCI and our affiliated custodians. These affiliations may be seen as conflicts of interest with our clients as we are incented to help our affiliates grow their business. We are aware of these potential conflicts and strive to make clients and potential clients aware of them. We believe these affiliations help us and our partners provide better and more complete financial services to our clients.

FCI serves as financial advisor for multiple mutual funds. While these relationships may seem immaterial to our advisory business they present a potential conflict for our clients if a Fund we manage is used in client accounts. We manage this conflict by efforts to assure clients are aware of it and if a mutual fund for which we serve as advisor is deemed an appropriate investment for a client of our discretionary service, we will waive our advisory fee for the portion of the account invested in those funds. FCI also serves as advisor to collective funds offered by our affiliate, Benefit Trust Company. In an effort to avoid double dipping on fees we strive to waive our advisory fee or utilize the share class with no advisor fees for our clients.

Code of Ethics, Participation or Interest 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.

Financial Counselors, Inc. and our personnel owe a duty of loyalty, fairness and good faith towards 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. A copy of our Code of Ethics will be provided to clients and prospects on request. Contact Amy Schaff at 816-329-1527 or SourceNotes@fciadvisors.com.

Participation or Interest in Client Transactions

Our employees may buy or sell securities that are also held by clients. Employee trades are pre-screened to avoid conflicts with client interests. The pre-screening of employee trades, or review prior to execution, helps ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment.

FCI serves as advisor to several mutual funds. This presents a potential conflict to place our clients' assets in the funds. If a mutual fund for which we serve as advisor is deemed an appropriate investment for a client of our discretionary service, we will waive our advisory fee for the portion of the account invested in those funds.

Brokerage & Trading Practices

Selecting Brokerage Firms

Financial Counselors, Inc. does not have any affiliation with product sales firms. We first determine which brokers we would plan to use for execution services for equity trades and those most often used for bond trades. Bond availability sometimes determines a broker for bond trades. In selecting brokers and dealers for execution services, we will consider the full range and quality of a broker's or dealer's services. Factors include: price, the broker's or dealer's facilities, and the broker's or dealer's reliability and financial responsibility. When relevant, we also may consider the ability of the broker or dealer to effect particular securities transactions, particularly with regard to such aspects as timing, order size and execution of orders, and the research services provided by that broker or dealer that help our general portfolio management capabilities. A client may not be the direct or exclusive beneficiary of those services. While we generally seek the best price in placing orders with third party brokers or dealers, a client may not necessarily be paying the lowest price available.

Best Execution

We strive to provide best execution for all client trades. FCI firmly believes best execution includes much more than price or commission. The determination of

which broker to use is made at the time the trade is reviewed at the trading desk as the trader evaluates how best to provide best execution for each trade.

FCI provides our commission schedule to our equity brokers. Our commission schedule will be provided to clients and prospects upon request. Our commission schedule may result in a client paying a commission to brokers or dealers greater than the amount another broker or dealer would have charged for effecting the same transaction. This may be done when we have determined in good faith that the commission is reasonable in relation to the value of the brokerage and/or research services provided by the broker to us. We understand that the receipt of research services from brokers may create conflicts of interest and that we can choose a broker or dealer that provides research services, instead of one that does not. We believe this is a reasonable approach and believe our clients benefit from this approach.

Most debt securities are traded on a principal basis. Prices paid to dealers in these transactions generally include a "spread," the difference between the prices the dealer is willing to purchase and sell a specific security.

Research and Other Soft Dollar Benefits

FCI receives "street research" or research directly from specific Wall Street firms from virtually all of our equity brokers and many of our bond brokers. We also receive research from firms with whom we do not trade.

We use Instinet and Convergenx for soft dollar administration. The commission credit from trades done with these firms is the used to pay for "third party research".

FCI receives a variety of research services and information on many topics, which we use in connection with our management responsibilities for our accounts. These topics include: issuers, industries, securities, economic factors and trends, portfolio strategy, statistical information, market data, earnings estimates, credit analysis, risk measurement analysis, and other information which may affect the U.S. or foreign economies, security prices, or management of the portfolio.

The research services may include written reports, pricing and appraisal services, analysis of issues raised in proxy statements, portfolio attribution and monitoring services, software and access charges which are directly related to investment research. Research services may be received in the form of written reports, on-line services, telephone contacts and personal meetings with security analysts, economists, corporate and industry spokespersons and government representatives. When using commissions to pay for research services, services that are generated by third parties are provided by or through the brokerage firm to which the commissions are paid.

In some cases, services may be used which are partly research and partly not research and are allocated between research and non-research, with the portion allocated to research being paid for through commission dollars, and FCI making a cash payment attributable to the non-research aspect of the service. We believe the soft dollar products and services we use aid in investment decision making and qualify for safe harbor in section 28(e) of the Securities and Exchange Act of 1934.

Research services received from brokers and dealers are supplemental to our own research efforts and, when utilized, are subject to internal analysis before being incorporated into our investment process. As a practical matter, it would not be possible for us to generate all of the information presently provided by brokers and dealers.

We may receive certain research or execution services in connection with transactions; we may purchase securities at a higher price or sell securities at a lower price than would otherwise be paid if no weight was attributed to the research services provided by the executing dealer.

We may also engage in agency transactions in over-the-counter equity and debt securities in return for the types of research and execution services discussed above. These transactions are entered into with procedures that are designed to ensure that the transaction is at least as favorable to the client as it would have been if effected directly with a market-maker that did not provide research or execution services.

We do **not** direct client trades to any particular broker in exchange for client referrals from brokers or a third party.

Directed Brokerage

We do **not** recommend, request or require that our clients direct us to use a particular broker. We do permit clients to direct us to use specific brokers for the trades in their accounts. Clients who do so should understand this does not allow us to seek best execution for the trades in their accounts.

For those client accounts that direct us to execute all or a portion of account transactions through one or more named broker-dealer(s), commission rates are generally determined by the client and broker-dealer. When a client directs us to use a particular broker-dealer: (a) the client may be unable to obtain a more favorable price as a result of transaction volume, since the directed transactions may not be included in any aggregation of other clients' orders, and (b) the client may pay higher transaction costs, including commissions, than they otherwise would had they not designated a particular broker-dealer. For these reasons, among others, if a client has directed us to use a particular broker-dealer, this may result in a client receiving a less favorable execution. We may engage in transactions with a non-

directed broker on occasion to improve the negative impact of less favorable execution for directed trades. Under its sub advisory agreement with The Midwest Trust Company (MTC), MTC may direct us to execute transactions for MTC's trust and advisory accounts through one or more broker/dealers with whom MTC has arrangements for the provision to MTC of brokerage and research services. The discussion in (a) and (b) above is applicable to the MTC accounts. Clients who direct us to use particular brokers should expect their trades may be completed after those where we are attempting to achieve best execution.

We do not allocate the relative costs or benefits of research among our clients because we believe that the research received is, in the aggregate, of assistance in fulfilling our responsibilities to our clients. The research may be used for the benefit of all of our accounts and not just those for which trades are executed.

Order Aggregation & Allocation

Investment decisions for each client account are made independently from those of other client accounts we manage. If we believe that the purchase or sale of the same security is in the best interest of more than one client, we may, aggregate the securities to be sold or purchased to obtain a favorable execution or lower brokerage commissions.

Although some accounts may be managed collectively by more than one of our portfolio managers and investment ideas may be shared, generally each portfolio manager trades the accounts he or she manages separately from other portfolio managers' accounts. Thus, aggregation and allocation of orders typically occurs within a portfolio manager's group of accounts. Each portfolio manager generally endeavors to place orders for the purchase or sale of a security for accounts with similar risk profiles through our trading desk on the same day. Portfolio managers may delay or accelerate the placement of orders for a particular account in certain circumstances. These may include specific client objectives, cash needs or reserves, tax considerations, or sensitivity to frequency of transactions in a portfolio.

Because IPO's (Initial Public Offerings) are frequently limited in size and availability, we typically will not participate in IPO's without client direction. If we were active in an IPO our allocation procedures would apply.

Transactions executed on the same day through the same broker-dealer in a specific security may not be accomplished for all client accounts at the same time or at the same price. When a block trade is executed the brokers may average the executions to arrive at an average price that is applied to every account in the block.

In some instances, the procedures described above may adversely affect the size of the position or the price paid or received by the client, as compared with the position size or price which would have been received had no aggregation occurred.

If we did not aggregate client trade orders many clients would pay higher brokerage commissions than they pay when blocked with other client trades. Occasionally, trades are partially filled at market close. If over 20% of the original order is filled, a prorata allocation is done. If 20% or less is filled, we use a random allocation process. This automated process includes only orders that could be completely filled in a random allocation of the available shares. This helps us avoid accounts receiving small odd lot allocations. FCI does not engage in agency cross trades or principal tradings (excluding error resolution trades in the error processing account).

Some securities have more demand than supply. Municipals are a good example of this. If a bond with limited availability is sold from our clients' accounts, our traders put the bond out for bid and select the best bid for the selling client(s). If the trader has open buy orders for such a bond he may ask the broker with the winning bid if they would like to extend an offer to us on the bond. If the offer is reasonable, and supports our efforts to achieve best execution, we may buy the bond to fill open purchase orders. If the price is unreasonable we will continue to look elsewhere to fill the buy orders. This activity has the potential to create conflicts between client accounts if proper best execution processes are not in place. We are very aware of this potential conflict and have procedures in place to assist as we strive to manage such conflicts.

Error Treatment

The correction of trade errors differs between custodians based on their internal practices. It is our procedure to assure the client is made whole. In all cases, the client is made whole. In some cases, any inadvertent profits derived from the trade error may be maintained in a gain/loss account and used to offset future losses. This effort to correct errors may result in securities transactions involving both the client accounts and our error account.

Review of Accounts

Periodic Reviews

Each individual portfolio is assigned to a primary portfolio manager. The primary manager is responsible for the day-to-day supervision of that account. Often a secondary portfolio manager also is assigned in order to provide back-up in case of illness, vacation, etc. Portfolio Managers periodically review client portfolios for the proper asset mix, suitability of investments, objectives and other such factors.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's own situation. When portfolio management oversight identifies a variance from target asset allocation, concentrations that have not been addressed or other risk factors in accounts the portfolio managers are prompted to review and address the specific account issues. Referrals from compliance testing may also prompt a review.

Regular Reports

Unless we are directed otherwise, clients who have signed advisory contracts directly with us receive a quarterly report that includes a review of their holdings and some brief comments by the primary portfolio manager. Clients should also receive from their custodian, at least quarterly, statements of account activity, holdings and values. In addition, we communicate with our clients periodically our opinion about the financial markets and give a more in-depth report about our investment strategies. We strive to have a periodic personal meeting with each direct advisory client to review investment strategies and investment objectives for each account. We communicate with our clients in person, by phone, through e-mail and through conventional mail.

Client Referrals and Other Compensation

Economic Benefit

Some clients who receive our sub advisory services have instructed us to invoice their soft dollar broker for our fees. Client fees (a portion or all) are then, received from the broker. We receive nothing in addition to investment advisory fees in these arrangements. FCI has been fortunate to receive many client referrals over the years. The referrals come from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources.

Client Referrals

Occasionally, clients may be referred to FCI by persons other than FCI employees. FCI may compensate such individuals or firms. The compensation to individuals will generally be based upon 15% of the management fee for so long as the client remains a client of FCI. However, these compensation arrangements may vary. Any outside referral arrangements are pursuant to a written agreement and disclosure statement consistent with Rule 206(4)-3 of the Investment Advisers Act of 1940.

We require the Solicitor to provide the prospective client with a copy of this document (our *Firm Brochure*) and a separate disclosure statement that requires the

client acknowledge receipt of our disclosure document and provides the following information:

- The Solicitor's name and relationship with our firm;
- The fact that the Solicitor is being paid a referral fee;
- The amount of the fee; and
- Whether the fee paid to us by the client will be increased above our normal in order to compensate the Solicitor.

As a matter of firm practice, the advisory fees paid to us by clients referred by solicitors are not increased as a result of any referral.

When FCI employees or affiliate employees are instrumental in referring clients to FCI, we may provide a portion of our advisory fee to said staff. This does not increase client advisory fees. FCI employees are encouraged to attract and retain clients while providing premier investment advisory and client services.

Custody

Account Statements

All assets are held at qualified custodians, which mean the custodians should provide account statements directly to clients at their address of record.

In addition to the periodic statements that clients receive directly from their custodians, we also send our non-custodial account statements directly to our clients on a quarterly basis unless directed otherwise by the client. We urge our clients to carefully compare the information provided on these statements to their custodian statements to ensure that all account transactions, holdings and values are correct and current. Our firm does not have actual or constructive custody of client accounts.

Investment Discretion

Discretionary and Non-Discretionary Investment Advisory Services

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission. Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us instructions regarding specific restrictions or guidelines. These are typically provided in an investment policy statement. Clients may also change/amend such limitations by once again providing us with instructions.

We also provide non-discretionary asset management services.

Voting Client Securities

Proxy Votes

Unless the client designates otherwise, Financial Counselors, Inc. votes proxies for securities over which it maintains discretionary authority consistent with our proxy voting policy.

In summary, Financial Counselors, Inc., as a matter of policy and as a fiduciary to our clients, has responsibility for voting proxies for portfolio securities consistent with the best economic interests of the clients. Our firm maintains written policies and procedures as to the handling, research, voting and reporting of proxy voting and makes appropriate disclosures about our firm's proxy policies and practices. Our policy and practice includes the responsibility to monitor corporate actions, receive and vote client proxies and disclose any potential conflicts of interest as well as making information available to clients about the voting of proxies for their portfolio securities and maintaining relevant and required records. Below you will find Financial Counselors Proxy Voting Guidelines.

Proxy Voting Guidelines

Rule 206(4)-6 issued by the U.S. Securities and Exchange Commission relates to proxy voting by investment advisors. This rule mandates that an advisor voting proxies for its clients maintain written proxy voting guidelines and disclose these guidelines and its voting record to their clients. As quoted below, it is deemed "a fraudulent, deceptive, or manipulative act for an investment adviser to exercise voting authority with respect to client securities, unless

- i) the adviser has adopted and implemented written policies and procedures that are reasonably designed to ensure that the adviser votes proxies in the best interests of its clients,
- ii) the adviser describes its proxy voting procedures to its clients and provides copies on request, and
- iii) the adviser discloses to clients how they may obtain information on how the advisor voted their proxies."

Investment advisors have discretionary authority to manage a significant amount of assets on behalf of their clients. This enormous voting power gives advisors significant ability collectively, and in many cases individually, to affect the outcome of shareholder votes and influence the governance of corporations." Advisors as a group can thus affect the future of corporations and the future value of the securities of those corporations. Understanding the responsibilities that an adviser has as a

fiduciary to vote its clients' proxies wisely and in the clients' best interest, Financial Counselors, Inc. has adopted the following policies and procedures for proxy voting with regard to companies in the investment portfolios of our clients.

Proxy Voting Process

It is stated in each Investment Management Agreement whether or not Financial Counselors Inc. (FCI) has the fiduciary responsibility to vote proxies for specific clients. Custodians may be directed to send proxy ballots to the clients themselves. In the case of trust accounts, the custodian is often also a trustee and as such may handle the proxy voting for those accounts.

Proxy voting is overseen at FCI by senior portfolio managers, currently Val Schaff, CFA. FCI subscribes to a proxy voting service run by Broadridge, which monitors proxy proposals for the companies which are held in the portfolios of FCI clients. Broadridge, with information provided to it by custodians for FCI clients on number of shares owned, issues aggregated ballots for each proxy proposal put forward at these companies. FCI is then able to vote online with one vote (or multiple votes if appropriate) on each aggregated proxy ballot. Use of the Broadridge Proxy Edge service helps ensure that FCI will not overlook any proxy proposals and helps us to monitor the shares over which we have voting authority.

It is FCI's intention to vote on all proxy proposals in a timely manner, unless abstaining on a particular ballot is seen to be in the best interests of the shareholders. In some instances, a proxy vote may present a conflict between the interests of a client, on the one hand, and our interests or the interests of a person affiliated with us, on the other. In such a case, we will disclose this conflict to our clients when it arises and obtain their consents before voting. After the potential conflict analysis has been completed all proxies that contain only routine director and auditor votes are voted automatically on our behalf by Broadridge. All other proxies are routed directly to us. We have arranged for electronic retention and retrieval of all voting records with Broadridge.

Voting Guidelines

FCI realizes that no set of proxy voting guidelines can anticipate all situations that may arise. In special cases, we may seek the opinion of the Investment Committee on how a particular proxy proposal will impact the financial prospects of a company, and vote accordingly. The guidelines below are simply a summary of how we would vote on general topics.

Routine Business Decisions

In matters which FCI considers routine business (e.g., election of non-contested directors, name changes, company fiscal year and annual meeting date proposals, etc.), it will be our general policy to support management's recommendations, absent a particular reason to the contrary. Votes for directors in a contested election will be considered on a case by case basis.

The election of a company's board of directors is one of the most fundamental rights held by shareholders. Because a classified board structure prevents shareholders from electing a full slate of directors annually, we will generally support efforts to declassify boards or other measures that permit shareholders to remove a majority of directors at any time, and will generally oppose efforts to adopt classified board structures.

Corporate Governance

FCI will vote for all measures that act to increase the independence of the Board of Directors and for confidential voting.

In addition, we believe that the relationship between a company and its auditors should be limited primarily to the audit engagement, although it may include certain closely related activities that do not raise an appearance of impaired independence. We will evaluate on a case-by-case basis instances in which the audit firm has a substantial non-audit relationship with a company to determine whether we believe independence has been, or could be, compromised.

Equity-based Compensation Plans

We believe that appropriately designed equity-based compensation plans, approved by shareholders, can be an effective way to align the interests of shareholders and the interests of directors, management, and employees by providing incentives to increase shareholder value. Conversely, we are opposed to plans that substantially dilute ownership interests in the company, provide participants with excessive awards, or have inherently objectionable structural features.

We will generally support measures intended to increase stock ownership by executives and the use of employee stock purchase plans to increase company stock ownership by employees. These may include:

1. Requiring senior executives to hold stock in a company.

2. Requiring stock acquired through option exercise to be held for a certain period of time.
3. Using restricted stock grants instead of options.
4. Awards based on non-discretionary grants specified by the plan's terms rather than subject to management's discretion.

While we evaluate plans on a case-by-case basis, we will generally oppose plans that have the following features:

1. Annual option grants that would exceed 2% of outstanding shares.
2. Ability to issue options with an exercise price below the stock's current market price.
3. Automatic share replenishment ("evergreen") feature.
4. Authorization to permit the board of directors to materially amend a plan without shareholder approval.
5. Authorizes the re-pricing of stock options or the cancellation and exchange of options without shareholder approval.

These are guidelines, and we consider other factors, such as the nature of the industry and size of the company, when assessing a plan's impact on ownership interests.

Corporate Structure

We view the exercise of shareholders' rights, including the rights to act by written consent, to call special meetings and to remove directors, to be fundamental to good corporate governance.

We generally believe shareholders should be able to approve or reject changes to a company's by-laws by a simple majority vote. Obviously this is impacted when classes of common stock with unequal voting rights limit the rights of certain shareholders; we generally believe this should be taken into consideration when share class selection is made by the shareholders.

Because the requirement of a supermajority vote can limit the ability of shareholders to effect change, we will support proposals to remove super-majority (typically from 66.7% to 80%) voting requirements for certain types of proposals and oppose proposals to impose super-majority requirements.

Shareholder Rights Plans

While we recognize that there are arguments both in favor of and against shareholder rights plans, also known as poison pills, such measures may tend to entrench current management, which we generally consider to have a negative impact on shareholder value.

We believe the best approach is for a company to seek shareholder approval of rights plans and we generally support shareholder resolutions requesting that shareholders be given the opportunity to vote on the adoption of rights plans.

We will rarely support poison pill provisions, but will consider such plans on a case by case basis.

Client Information

A copy of these Proxy Voting Policies and Procedures is available to our clients, without charge, upon request, by e-mailing your request to sourcenotes@fciadvisors.com. In addition, we will provide each client, without charge, upon request, information regarding the proxy votes cast by us with regard to the client's securities.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements.

After reviewing our proxy policies, procedures and voting guidelines clients may elect to vote their own proxies. Occasionally, clients may notify us (at SourceNotes@fciadvisors.com) well in advance of a proxy voting deadline, if they want to direct us how to vote their shares. If on more than an occasional basis clients wish to direct us to vote contrary to our guidelines we recommend they have all proxy materials sent directly to them for voting.

Financial Information

Financial Condition

Financial Counselors, Inc. does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

Financial Counselors, Inc. has not been the subject of a bankruptcy petition since founded in 1966.

FCI has a line of credit, used for working capital, through a local bank and trust company. While the bank is not a direct client, FCI provides advisory services to trust clients of this bank and trust company through our sub-advisory services relationship with Midwest Trust Company.

Privacy Notice

Since 1966, we at Financial Counselors, Inc. (FCI) have been building relationships with our clients. These relationships have been built on trust and commitment. You have trusted us with your personal information and we are committed to keeping that trust.

FCI has always treated personal information as confidential, even though the world of information storage and protection has changed dramatically. Today, data can be stored and transmitted in ways we never would have imagined when FCI was founded. But technology, even with all its amazing capabilities, does not change our commitment or our responsibility to you, our client. We value our relationships highly and protect them in every way that we can. This protection begins with our treatment of the personal information you have chosen to share with us. We believe that you have the right to understand the ways in which we do that.

What information is, or may be, collected from you?

“Nonpublic personal information” is information that we obtain from you in the course of acting as your investment advisor. Examples of this type of information include:

- Personal information such as name, address, phone number, date of birth, and social security numbers
- Financial information such as income, net worth, risk tolerance, account numbers, tax bracket, assets and liabilities
- Personal family information such as names, addresses, and dates of birth of family members

How is information collected?

We might collect nonpublic personal information about you from several sources:

- Directly from you through meetings and phone calls
- From your account applications, advisory contracts and other forms

- From non-affiliated third parties such as your accountant, your attorney or other professionals
- From members of your family
- From information received directly from your account custodians

(Please note that we will not share any of your personal information with your attorney, accountant, other industry professionals, or family members without your prior permission. You may give us this permission by indicating your wishes on your advisory contract or by informing us in writing.)

With whom will we share your information?

We use your personal information in ways that help us to manage or administer your account. For example, we will use the information we have about you to process your requests and transactions, to provide you with additional information about our services or services of an affiliate, or to evaluate your financial needs. We also use your information in ways that help us administer our business. To do this, we may share your information with:

- Your account custodians
- An affiliate with whom we contract for operational and account administration purposes
- A service designed to administer the proxy-voting process in accounts for whom we vote proxies
- Individuals with whom you have directed us to speak (such as your accountant, your attorney, or family members)
- Our accountants for performance verification and annual audits
- Other consultants that we may hire from time to time to review our business and regulatory practices
- Regulators (such as the U.S. Securities and Exchange Commission and other law enforcement authorities when we are required to disclose your information by law)

We do not sell personal information to anyone. We will not disclose any of your personally identifiable information to nonaffiliated third parties unless we have your permission. Individuals or companies that we may hire to provide additional services are required to conform to our privacy standards.

What about email?

If you request it, we will communicate with you using email. Please keep in mind that we cannot guarantee the security of information you submit to us when it travels across the Internet. We have implemented a secure email solution that is

available for your secure information to or from us. Contact our office for more information.

How do we protect your personal information?

All FCI employees are bound by a code of ethics that includes the responsibility to protect the confidentiality of client information. Only those employees who need nonpublic personal information about clients to do their jobs are given access to this information. We maintain physical, electronic and procedural safeguards (such as passwords, locked files, electronic firewalls and employee education) to guard your nonpublic personal information.

When should you contact us?

We will continue to evaluate our efforts to protect your personal information and ensure that it is kept accurate and current. If you find any error in your personal information, need to make a change to that information, or have any questions about our policies, please contact us.

What happens if we change our privacy policies?

We reserve the right to change or update our policies. If we adopt material changes to our privacy policies, we will provide you with a new notice reflecting the new policies. We will never provide any confidential information to anyone other than those listed above without first giving you the opportunity to say no.