

Lipper Advisory Services, Inc.

Brochure

Form ADV Part 2A November 16, 2012

This brochure provides information about the qualifications and business practices of Lipper Advisory Services, Inc. (Lipper Advisory). If you have questions about the contents of this brochure, please contact Lipper Advisory at the telephone number listed below. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about Lipper Advisory is also available on the SEC's website at www.adviserinfo.sec.gov.

Please note that registration of an investment adviser with the SEC does not imply a certain level of skill or training.

Item 2 - Material Changes

There were no material changes since the last Lipper Advisory brochure dated November 16, 2012.

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Item 4 - Advisory Business

Lipper Advisory is an independent SEC registered investment advisor. Since 1981, Lipper Advisory has focused on assisting retirement plan fiduciaries, trustees of tax exempt foundations and endowments, and wealthy families and individuals manage their assets and make intelligent, informed decisions on the complex financial options available in today's economic environment. A. Michael Lipper, CFA, is the President and sole shareholder of Lipper Advisory.

Investment Advisory Services

Lipper Advisory provides this service through:

- Counsel with clients to provide perspective and advice on how to best navigate the investment environment.
- Tailored investment strategies designed to address the client's parameters.
- Mutual funds, hedge funds and separate account manager searches, evaluation, selection and monitoring.
- Active investment and risk aware strategies to attain financial goals.
- Monitoring investment performance of such management strategies and reporting there on.

Lipper Advisory tailors its advisory services to the individual needs of clients based on factors such as the client's objectives, income tax status and size of the account. Clients may also impose restrictions on investing in certain securities or types of securities.

Lipper Advisory clients enter into a written agreement that sets the terms and conditions under which Lipper Advisory renders its services. A client may negotiate for specific advisory services designed to achieve the client's policy and investment objectives.

Lipper Advisory may retain managers as subadvisers where the client's manager/fund expense would be lower and/or the manager would be more suitable to the client's portfolio needs. Where a subadviser is retained, Lipper Advisory intends the relationship to be long-term.

Discretionary and Non-Discretionary Services

Lipper Advisory manages client accounts on both a discretionary and non-discretionary basis. If a client's account is managed on a discretionary basis,

all investment selections that are determined to be appropriate to implement the client's policy will be executed without further consultation with the client. All investment decisions will be guided by the client's investment policy statement. If a client's account is managed on a non-discretionary basis, the client may receive different execution prices (higher or lower) on securities bought or sold and may receive different transaction charges than if the account was managed on a discretionary basis.

As of September 30, 2012, Lipper Advisory advised on approximately \$1.247 billion of client assets on a discretionary basis and approximately \$1.245 billion of client assets on a non-discretionary basis.

Subadviser to Lipper Advisory

Lipper Advisory may retain a subadviser under supervision of Lipper Advisory to provide research and analysis of investment management organizations and their investment process, including its application to mutual funds.

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Additional Information

Lipper Advisory generally will not act for clients in legal proceedings, including bankruptcies or class actions, involving securities held or previously held in client accounts or the issuers of such securities unless it agrees in its sole discretion after being specifically requested by the client to do so.

Item 5 - Fees and Compensation

Lipper Advisory offers investment advisory services for a negotiable fee based upon the amount of assets managed, the level of service provided, and the complexity and scope of the assignment. Fees may be asset, retainer, or project based. Fees are paid quarterly in advance in accordance with a fee schedule set forth in each client's advisory agreement and may be subject to an annual minimum. Clients may choose to be billed directly or have fees deducted from their account. Lipper Advisory and the client have the right to terminate the advisory agreement by written notice. If a relationship is terminated, the client will either receive a pro rata refund of unearned advisory fees or pay any advisory fees and expenses yet due. A client may

cancel an advisory agreement without penalty within five (5) business days after it is signed.

Lipper Advisory fees for a specific project are billed and payable at the completion of the project, unless otherwise agreed. Lipper Advisory may request, in advance and with approval of the client, reimbursement of the travel expenses and/or special costs incurred at the request of the client.

The above fees for all of the advisory and management services are exclusive of any charges imposed by the custodian or mutual fund, such as: (i) any Exchange/SEC fees; (ii) service or account charges, including debit balances or postage/handling fees; and/or, (iii) transaction fees earned by the custodian for securities transactions, or other fees incurred in connection with mutual funds and separately managed accounts.

Item 6 - Performance-Based Fees

Lipper Advisory does not manage any accounts for a fee based on performance. An entity wholly owned by the sole shareholder of Lipper Advisory may receive a performance allocation from a private fund that is an advisory client of Lipper Advisory. See Item 10-Affiliations.

Item 7 - Types of Clients

Lipper Advisory provides investment advisory and consulting services to retirement plan fiduciaries, trustees of tax exempt foundations and endowments, charitable organizations, and wealthy families and individuals.

Lipper Advisory is the adviser to LSF Partners LP (LSF Partners), a limited partnership investing primarily in the financial services sector. LSF Capital Advisors LLC, of which A. Michael Lipper is the sole member, is the sole general partner of LSF Partners. See Item 10-Affiliations.

Conditions for Managing Accounts

Clients are responsible for notifying Lipper Advisory of any changes in their financial situation, investment objectives or account restrictions. Lipper Advisory does not generally require a minimum amount to be invested. However, Lipper Advisory may impose minimum fees for certain investment advisory and consulting services.

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

Methods of Analysis

Lipper Advisory uses a fundamental method of analysis that includes:

- Screening of funds and managers using both qualitative and quantitative factors. Qualitatively, Lipper Advisory considers the investment firm's structure, ownership, history, personnel, risk management and decision-making process. Quantitative factors considered include total return, absolute decline over various historical periods, portfolio turnover, and consistency of results. These quantitative factors are analyzed absolutely and in comparison to appropriate peer groups.
- Lipper Advisory recommends funds or their managers that it perceives will meet the client's long-term goals and requirements based upon the client's investment policies, goals and objectives, risk assumptions, and time horizon. Lipper Advisory also considers funds' or managers' fees, account size requirements and client servicing capabilities. Thus, Lipper Advisory may not necessarily recommend to a client a fund or manager based solely on the best historical performance.

Lipper Advisory may conduct its own research on markets, as well as analyze the investment philosophy, strategy and the effectiveness of the implementation of fund managers, including the organization's decision making process and reward system. In order to evaluate the quality of a manager and assess the likelihood of continued successful implementation, Lipper Advisory draws on its extensive experience managing portfolios of funds and evaluating investment organizations.

Lipper Advisory's methods of analysis relating to fixed income securities include, but are not limited to, sector selection, maturity or yield curve positioning, credit quality, relative value and security selection. Fundamental credit analysis is used on individual credits or structures and generally includes an assessment of the issuer's business and strategy, balance sheet, income statement, and cash flow analysis. Credit research is generally conducted using sources such as Bloomberg, street and independent research, rating company reports, company filings and conference calls, official statements, Electronic Municipal Market Access (EMMA), conversations with trading desks, and news sources.

Other methods of analysis and sources include, but are not limited to:

- Proprietary data prepared by Lipper, Inc. (Lipper, Inc. no longer has any connection with Lipper Advisory)
- Financial media
- Manager interviews, conference calls or onsite visits
- Research materials prepared by independent services
- Corporate rating services
- Annual reports, prospectuses, and other filings with the SEC
- Company press releases

Investment Strategies

The investment strategy utilized is a function of the needs and desires of the individual account. Lipper Advisory primarily uses an investment approach that is long term in focus.

Characteristics considered desirable in a fund or manager include:

- A well thought out investment philosophy that has been consistently employed and produced success;
- Experienced investment personnel with a history of investment results that is above average over a market cycle;
- A business plan that considers the investment strategy or strategies in the context of the firm's growth and resource needs;
- Unquestionable integrity;
- Adequate compliance and risk management controls.

A recommendation to replace a fund or investment manager may be made by Lipper Advisory for any of the following reasons:

- A better alternative is uncovered.
- When needs/desires of the account change, as well as when tax considerations warrant a change.
- When a fund's portfolio manager, who is deemed to be critical to the investment results, departs and it is not a team of managers or a process but the individual who is critical to the management.
- Concerns develop about the ability to effectively manage growth in the business.
- The fund or its manager does not perform as expected and there is no reasonable explanation consistent with the strategy employed.
- The investment adviser undergoes significant change in ownership and/or organizational structure.

Risk of Loss

Investing in securities involves risk of loss which clients should be prepared to bear. Past performance is no guarantee of future results; therefore, you should not assume that future performance of any specific investment, investment strategy or objective will be profitable. You could sustain a loss of some or all of your investment. Risks that your account may be subject to include, but are not limited to, the following:

- *Management Risk.* With respect to discretionary accounts, Lipper Advisory will be delegated the authority to buy and sell securities on your behalf. You must rely upon the manager's abilities and judgment and upon their investment abilities. There is no guarantee that the manager's investment techniques will be successful.
- *Allocation Risk.* The performance of your account will depend in part on Lipper Advisory's decisions as to strategic asset allocation and tactical adjustments made to the asset allocation. At times or for extended periods, asset classes or the investment markets in general may not perform as Lipper Advisory expected.
- *Equities Securities Risk.* Common stocks and other equity securities generally increase or decrease in value based on the earnings of a company and on general industry and market conditions. The value of a company's share price may decline as a result of poor decisions made by management, lower demand for the company's services or products or if the company's revenues fall short of expectations. There are also risks associated with the stock market overall. The stock market may experience periods of turbulence and instability.

- *Fixed Income Risk.* A bond's market value is affected significantly by changes in interest rates – generally, when interest rates rise, the bond's market value declines and when interest rates decline, its market value rises. Generally, a bond with a longer maturity will entail greater interest rate risk but have a higher yield. Conversely, a bond with a shorter maturity will entail less interest rate risk but have a lower yield. A bond's value may also be affected by changes in its credit quality rating or the issuer's financial condition, which may result in credit or default risk.
- *Mutual Funds Risk.* Mutual funds are subject to investment advisory, transactional, operating and other expenses. Each mutual fund is subject to specific risks, depending on its investments. The value of mutual funds' investments and the net asset value of the funds' shares will fluctuate in response to changes in market and economic conditions, as well as the financial condition and/or performance of the securities held within the fund. The performance of each fund will depend on whether the fund's investment adviser is successful in pursuing the fund's investment strategy.
- *Foreign Investing Risk.* Investments in funds that invest in foreign companies and markets carry a number of economic, financial and political considerations that are not associated with the U.S. markets and that could unfavorably affect your account's performance. Among those risks are greater price volatility; different supervision and regulation of securities exchanges, brokers and issuers; higher brokerage costs; fluctuations in foreign currency exchange rates and related conversion costs; adverse tax consequences; and settlement delays.
- *Liquidity Risk.* Investments may be subject to liquidity risk, which exists when a particular investment is or becomes difficult to purchase or sell. Illiquidity may occur in the market for any given security at any given time.

Item 9 - Disciplinary Information

Neither Lipper Advisory or any of its principals has been involved in material of disciplinary event including criminal of civil actions, administrative proceedings, or self-regulatory (SRO) proceedings..

Item 10 - Other Financial Industry Activities and Affiliations

Other Financial Industry Activities

Affiliations

Lipper Advisory is wholly-owned by A. Michael Lipper. A. Michael Lipper established LSF Capital Advisors LLC, which is the sole general partner of LSF Partners, a limited partnership investing primarily in the financial services sector. Lipper Advisory is the adviser to LSF Partners. This relationship may cause conflicts of interest and/or cause Lipper Advisory to take additional portfolio risks in LSF Partners in the pursuit of higher returns in order to earn higher fees. Additionally, LSF Partners invests in mutual fund management companies, whose funds may be used as investments for Lipper Advisory Clients. Clients of Lipper Advisory may invest in LSF Partners. The partnership may not be suitable for all Lipper Advisory clients. LSF Capital Advisors LLC may earn performance fees under certain conditions. In addition, A. Michael Lipper is the manager of Lipper Family Retirement Trust, LLC, which is a limited partner of LSF Partners.

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

Code of Ethics

Lipper Advisory has adopted a Code of Ethics (Code) to assist supervised persons in carrying out their duties as fiduciaries to clients. The Code is based upon the principle that Lipper Advisory and its supervised persons owe a fiduciary duty to our clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients, (ii) taking inappropriate advantage of their position with the firm, and (iii) any actual or potential conflicts of

interest or any abuse of their position of trust and responsibility. The Code is designed to maintain our high ethical standards. The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. You may contact us for a full copy of the firm's Code.

Participation or Interest in Client Transactions

Related persons of Lipper Advisory may buy or sell investments that are also recommended to clients. Lipper Advisory may recommend to clients investments in mutual funds, hedge funds and securities that are also investments of entities in which A. Michael Lipper has control and/or ownership. These investments may create a conflict of interest because Lipper Advisory, its affiliates or related persons may have an economic incentive in making recommendations to clients. Lipper Advisory has adopted the Code and policies and procedures, such as regular reviews of client accounts and the trading rules described below, to ensure that clients are treated fairly and equitably.

Related persons of Lipper Advisory may recommend investing in LSF Partners to certain Lipper Advisory clients who meet any applicable qualification standards when this investment is suitable, appropriate, and in the client's best interest. Lipper Advisory is the adviser to LSF Partners. This relationship may cause conflicts of interest and/or cause Lipper Advisory to take additional portfolio risks in LSF Partners in the pursuit of higher returns in order to earn higher fees. The partnership may not be suitable for all Lipper Advisory clients. LSF Capital Advisors LLC, of which A. Michael Lipper is the sole member, is the general partner of LSF Partners and may earn performance fees under certain conditions.

Personal Trading

Related persons of Lipper Advisory may be invested in the same strategies as clients and as such, may buy and sell securities which Lipper Advisory also recommends to clients. Lipper Advisory has adopted the Code which includes trading rules for personal/related accounts of our employees. These rules, among other restrictions, prohibit trading ahead of or in competition with client orders. Supervised persons are also required to pre-clear all non-exempt trades and to report all personal trades and personal holdings on a regular basis.

Item 12 - Brokerage Practices

Broker/Dealer Selection

Lipper Advisory generally does not accept client instructions for directing transactions to a particular broker-dealer. Lipper Advisory executes the purchase and/or sale of securities through brokers or dealers it recommends and/or selects. Lipper Advisory endeavors to obtain “best execution” as defined by securities regulations in transactions of securities for client accounts. In evaluating which broker or dealer will provide best execution, Lipper Advisory may consider the full range and quality of broker’s or dealer’s services, including among other things, the value of research provided as well as execution capability, financial responsibility and responsiveness. Certain broker-dealers who provide best execution may also furnish research and brokerage services to Lipper Advisory. Commission payments in exchange for research and brokerage services are commonly referred to as “soft dollars.” Lipper Advisory does not engage in soft dollar transactions. Lipper Advisory may receive software and electronic connections from brokers who provide custodial services in exchange for fully disclosed, competitive executions.

Trade Errors

During the course of Lipper Advisory’s handling of client transactions, trade errors may occur. Lipper Advisory takes steps to correct any such error as soon as practicable. Clients will be made whole following a trade error. If the trade error results in a loss, Lipper Advisory will reimburse the client. If the trade error results in a gain, the gain will generally be retained by the client (unless, for example, it would result in undesired tax consequences or the account was restricted from holding the security in the first place). If a trade error occurs due to the action or failure to act by a third party, Lipper Advisory may seek reimbursement or contribution from such party.

Directed Brokerage – Employee Benefit Plans and Plan Sponsor

Lipper Advisory generally does not accept client instructions for directing transactions to a particular broker-dealer. However, the sponsor of an employee benefit plan may request Lipper Advisory to direct commission business to a particular broker-dealer who has agreed to provide services, pay obligations, or make cash rebates to the plan for a purpose that exclusively benefits the plan. We are not ERISA compliance specialists and have no way of knowing if this is still a relevant reference - it was released in

2007 and with all the recent DOL changes and rules it may very well not be relevant at this time. Let us know how you want to proceed here. In our opinion you could probably delete the reference to the specific document and just be generic here with no real harm to the statement. i.e However...that exclusively benefits the plan. In such cases, Lipper Advisory may be unable to achieve most favorable execution of client transactions, which could result in a less advantageous price and/or greater trading costs.

Item 13 - Review of Accounts

Client portfolios are reviewed by A. Michael Lipper at least quarterly for conformity to investment policy and guidelines. Client reviews are generally performed in conjunction with providing client reports and advice based on such reviews.

Account reviews may be triggered by the client's investment policy, market conditions, and changes in client circumstances and risk assumptions. All clients are encouraged to discuss their needs, goals and objectives, and to keep Lipper Advisory informed of any changes.

For continuous relationships, clients receive a report from Lipper Advisory on a periodic basis that may include relevant account and/or market-related information such as investment performance, statistical review, account analysis, and future strategy. Clients under a consulting relationship generally receive a written and/or oral presentation on a periodic basis as agreed to with the client or at the completion of the project.

Item 14 - Client Referrals and Other Compensation

Client Referrals

Lipper Advisory may pay compensation to solicitors for new business in accordance with Rule 206(4)-3 under the Advisers Act. Persons introducing new client accounts to Lipper Advisory may receive a portion of the management fee generated by the account for a period of time which varies on a case-by-case basis. Currently, no person is compensated directly or indirectly for client referrals.

Other Compensation

Lipper Advisory is the adviser to LSF Partners and receives a management fee from LSF Partners for these services.

Item 15 - Custody

Clients accounts are typically held at a qualified custodian recommended by the Lipper Advisory. On rare occasions, when necessitated by plan sponsors, or specifically requested by select clients, a client chosen custodian will be used.

Through its principal owner's involvement and direct or indirect ownership in LS Partners, Lipper Advisory is deemed to have custody of client funds in this investment. Lipper Advisory complies with all additional auditing and record requirements for these client's accounts

For purposes of the Advisers Act, Lipper Advisory is deemed to have custody of client assets if Lipper Advisory has authority to deduct advisory fees from client accounts. In addition to receiving periodic reports from Lipper Advisory, clients will receive account statements from the custodian that maintains their assets. Clients should carefully review the account statements they receive from the custodian. Lipper Advisory strongly urges clients to compare account reports they receive from Lipper Advisory to the account statements they receive from the custodian. Comparing statements will allow clients to confirm that account transactions, including deductions to pay advisory fees, are proper.

Item 16 - Investment Discretion

Lipper Advisory manages client advisory accounts on a discretionary or non-discretionary basis. Each client enters into an advisory agreement with Lipper Advisory whereby the client authorizes Lipper Advisory to manage the client's investment account on either a discretionary or non-discretionary basis. See Item 4.

Item 17 - Voting Client Securities

Lipper Advisory has adopted proxy voting procedures that are followed when Lipper Advisory receives written authority to vote proxies for clients. Lipper Advisory uses its best efforts to vote proxies in the best interest of each individual client. By focusing on the individual client, it is conceivable that different clients may have different votes cast. A client may obtain a copy of Lipper Advisory's proxy voting policies and procedures, or a copy of the specific voting record for the account, by contacting Lipper Advisory.

Item 18 - Financial Information

Lipper Advisory does not require nor solicit prepayment of more than \$1200 in fees per client, six months or more in advance and therefore does not need to include a balance sheet with this brochure.

Neither Lipper Advisory nor its management have any financial conditions that are likely to reasonably impair our ability to meet contractual commitments to clients.

Lipper Advisory has not been the subject of a bankruptcy petition in the last ten years.