

Item 1 Cover Page

Firm Brochure

New Century Investment Management, Incorporated

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This brochure provides information about the qualifications and business practices of New Century Investment Management, Incorporated. If you have any questions about the contents of this brochure, please contact us by telephone at (248) 262-3140. 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 New Century also is available on the SEC's website at <http://www.adviserinfo.sec.gov>.

Item 2 Material Changes

New Century Investment Management, Incorporated (“New Century” or the “Firm” or “we” or “us” or “our”) must identify and discuss any material changes in our Firm Brochure from our prior annual update brochure (dated January 25, 2011). There are no such material changes.

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Item 4 Advisory Business

- A. New Century is an independent privately held Michigan corporation registered as an investment adviser with the SEC. *Registration does not imply a certain level of skill or training.* The Firm has no parent corporation, affiliates or subsidiaries. We do not provide custodial or brokerage services, just investment advice. We have been in business since 1994. The principal owners are Karen G. Modell (majority shareholder) and Jeffrey D. Modell. Both are officers active in the business.
- B. We provide investment advice only with respect to limited types of investments. We manage stock portfolios following our investment strategies. Our strategies are long-side only, and do not employ short sales or leverage (except when a client withdraws a margin loan from their account). We prefer holding securities for at least a year, but may sell them any time after purchase. We limit our investments to stocks publicly traded on U.S. exchanges and electronic trading systems (including ADR/ADS and dual listed foreign stocks trading in the U.S.), cash, money market funds and other cash equivalents. If a stock spins off a warrant or option, we can retain those securities. We provide a few other investment services none of which are material to our business or work that we seek, such as investing very small accounts ancillary to equity accounts in mutual funds or exchange traded funds and providing advice to one consulting client.
- C. We will customize our investment strategies for you to a limited extent (for example, trade restrictions on specific securities or employer pre-clearance for our Growth Program product, prohibiting the purchase of tobacco industry stocks or stock in companies doing business in Sudan). We are seldom willing to design a new strategy tailored one client's individual needs.
- D. We do not participate in any "wrap fee programs" as that term is used by the SEC. However, a number of brokerage firms are willing to charge a wrap-style asset-based fee for executing trades instead of on a per trade basis. This is important for small accounts where a minimum per trade commission might drive up trading costs. We do not receive any portion of the trading commission charges on these or any other accounts. We do not do anything differently in managing a wrap-style trading fee account compared to a similar account where the broker/dealer charges commissions on a per trade basis except that we only use the wrap-style trading fee account broker/dealer to execute the trades.
- E. As of December 31, 2011 we managed \$129,600,000 (rounded to the nearest \$100,000) of client assets on a discretionary basis and no client assets on a non-discretionary basis. Discretion means we have authority to order trades without getting further permission from the client.

Item 5 Fees and Compensation

- A. We charge an annual fee for managing stock portfolios computed by applying a rate schedule to the account assets:
- ✓ Growth Program accounts -- 1.50% on the first \$500,000 of assets managed, 1.00% on the next \$1.5 million, 0.85% on the next \$3.0 million and 0.75% thereafter.
 - ✓ Limited service accounts -- 0.75%. We do not provide any reporting to limited service account clients (other than SEC required information and disclosures).

- ✓ Institutional Large Cap Growth Program accounts -- 0.75% on the first \$25 million and 0.50% on the next \$25 million.

If the assets for a portfolio are held in more than one custodial account, we apply the rate schedule to each of those custodial accounts separately because more work is required. We receive a fixed fee from our one consulting client. We are willing to negotiate fees when it makes business sense.

- B. You decide whether to pay our investment management fees directly or have them paid by your custodian from account assets. One fourth of the annual fee is due each calendar quarter. Where we compute the bill, the fee is pro-rated daily for partial quarters but not for additional contributions made during the quarter due to limitations with our billing software. If your custodian computes the bill (required by at least one custodian as a condition for payment of investment management fees from the account), the proration of contributions will be determined according to your custodian's policies and, since you chose the custodian and the custodian is responsible directly to you, we will not be responsible for their computations.

- C. You will be responsible for all fees and costs that apply to your account above and beyond our investment management fee, such as:

- ✓ Custodial fees.
- ✓ Trading commission charges. Item 4.D discusses wrap-style trading fees. Item 12 provides additional information on our use of brokerage.
- ✓ Mutual fund and exchange traded fund management fees. These investments carry their own management fees. If your account has these and we bill on them, you will be paying two layers of management fees. While we are likely to use one of the money market funds (probably a mutual fund) or other cash equivalent products offered by your custodian, we will only purchase other types of mutual or exchange traded funds if you order us to do so. Our business is managing stock portfolios, not portfolios of mutual funds or exchange traded funds.
- ✓ Employee Retirement Income Security Act of 1974, as amended, bonding costs, applicable for some pension plans, unless we voluntarily pay them.
- ✓ Professional fees and expenses if you need services beyond portfolio management and our customary reporting applicable to your kind of account. We charge lawyer-like professional hourly rates and expenses to help with divorce related work. We also charge for helping prepare class action lawsuit forms mostly because the value of our time spent preparing the documents often exceeds the recovery. While our personnel do not mind helping out occasionally at no charge, we do not want clients to treat their time as though it had no value. Billing rates range from \$75 per hour for an administrative officer preparing a class action form for your signature to \$350 per hour for senior investment personnel doing work other than expert testimony. We charge \$800 per hour for expert testimony by senior investment personnel.
- ✓ Interest costs if you or your custodian pay a management fee to us late.
- ✓ Expenses and damages (and possibly other legal remedies) if you breach our management agreement and cause a trade to fail. For example, there can be serious financial, administrative and/or legal consequences if you sell a security from the account without telling us and we then order the sale of that stock, you remove cash from the account without telling us and we then order the purchase of stock using that money, or you authorize your custodian to engage in securities lending and your custodian is unable to recover a security from loan in time to honor a sale.
- ✓ Margin interest costs on your account if you take a margin loan on the account.

- D. We prefer our management fees to be paid after we have earned them and send an invoice after the end of each calendar quarter. If you direct your custodian to pay our investment management fee, your custodian may insist on computing our fee itself or paying our fee in advance following its own policies. We typically permit that so long as you do not pay \$500.00 or more 6 months or more in advance. If your custodian pays us in advance, when an account terminates the custodian should refund the unearned portion in accordance with its policies. If the custodian does not provide you with a refund of unearned prepaid fees, has paid us the fee and you request a refund of unearned fees from us, we will reimburse you for the unearned portion of the fee, computed by us using daily proration, once we are sure the custodian will not offset other funds due us in order to reimburse you.
- E. Neither New Century nor any of our *supervised persons* receive compensation for the sale of securities or other investment products (e.g., trading commissions, mark-ups, wrap-style trading charges, mutual fund sales charges, mutual fund 12B-1 fees). The term “*supervised person*” means any officer, director (or other person occupying a similar status or performing similar functions), or employee of the Firm, or other person who provides investment advice on behalf of the Firm and is subject to the supervision and control of the Firm. We do, however, reserve the right to compensate our employees and for bringing in new accounts.

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

We do not charge performance based incentive management fees.

Item 7 Types of Clients

We generally provide investment advice to individuals, trusts, charitable trusts and entities, corporations, limited liability corporations, limited partnerships, pension and profit sharing plans (including serving as a sub-advisor for public pension plan assets).

We will not accept your account:

- ✓ unless we determine that the investment program is suitable for you at the funding level proposed;
- ✓ if we identify you as a terrorist or terrorist state;
- ✓ if we suspect the account will be used to finance terrorist activities or launder money;
- ✓ unless the opening value of the account is at minimum this large:
 - Growth Program accounts – \$500,000.
 - Limited Service Account – decided on a case-by-case basis with no formal minimum but generally we need at least \$100,000 to run one of our investment strategies.
 - Institutional Large Cap Growth Program -- \$3 million.

If you withdraw assets from your account reducing its value below the applicable minimum, we may terminate the relationship.

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

- A. We offer two investment products, essentially two variations of the same strategy run by the same team. Both are portfolios that consist almost entirely of stocks but will have some cash or cash equivalents:
- a. Growth Program accounts are normally fully invested in diversified portfolio of domestically traded stocks, primarily large capitalization, selected and weighted pursuant to our Growth Program investment process. We have discretion to raise a 15% defensive reserve. Sector weightings are set relative to those of the Standard and Poor's 500TM Index ("S&P 500"), the benchmark for this program. The Russell 1000® Growth Index is a secondary benchmark, or supplemental information, to be used to help understand performance during periods of less than a full market cycle.
 - b. Institutional Large Cap Growth Program ("ILCG") accounts are fully invested in a diversified portfolio of domestically traded stocks, primarily large capitalization with a bias towards companies included in the Russell 1000 Growth Index, selected and weighted pursuant to an application of the our Growth Program investment process. The ILCG allows a maximum cash position of 5%. We are not allowed to raise cash in the ILCG for defensive purposes. Sector weightings are set relative to those of the Russell 1000 Growth Index, the benchmark for this product. This product has customary institutional social and governance restrictions.

We also run a more aggressive investment strategy for a house account and an officer-related estate planning vehicle, and may test out new strategies without mentioning them in our brochure. We do not offer these to outside clients nor is any material investment professional time devoted to them.

For our investment strategy offerings:

- ✓ We seek to add value by systematic prudent overweighting and underweighting sector exposures relative to the applicable benchmark rather than making large, potentially risky concentrated sector bets.
- ✓ Top-down economic analysis helps us determine the general market environment and decide our benchmark-relative sector weightings. We do not make sector allocations based on "gut feel."
- ✓ Bottom-up stock picking fills the targeted sector exposures. We use quantitative and traditional analysis to evaluate securities (i.e., dual identification). Our quantitative modeling relies heavily on company earnings estimate revisions and the valuation of companies relative to their industry using anticipated earnings. Mostly we purchase growth-style stocks, preferably Growth at a Reasonable Price (known in the industry as "GARP"), but we will purchase other stocks in the benchmarks and other style securities identified by our methods when needed to construct a diversified portfolio. Information on corporate earnings and industry trends derived from our bottom-up quantitative work feeds into our top-down economic analysis. Traditional methods include fundamental analysis and technical analysis. For technical analysis we are primarily concerned with chart analysis. Holdings are weighted to achieve diversification, desired sector exposures and targeted aggregate portfolio characteristics.
- ✓ Money not invested in stocks will generally be held in one of your custodian's money market funds, interest bearing accounts or cash.

- ✓ Accounts typically have only a few percent at most in cash reserves, potentially arising from the need to pay custodial fees, wrap-style commissions and/or management fees if applicable, and provide a safety margin when we are selling and buying securities simultaneously.

Investing in securities involves risk of loss that you should be prepared to bear. You should consider at least these potential major problems before investing in securities:

- ✓ World financial markets can fail. This may impact the value or availability of your investments.
- ✓ Securities markets can crash, do poorly, and/or do poorly for an unexpectedly long period of years. This can happen at a very unfortunate time, such as right before retirement. It is extremely important to look ahead and make sure that a proposed securities investment is suitable and appropriate at the proposed funding level prior to making the investment.
- ✓ Equity markets are volatile. In 2008 the S&P 500 Index, a popular stock market benchmark, crashed 37.00% (with dividends included). A lot of active equity managers, including us, were down even more.
- ✓ An investor who is in a financial position to ride out a market decline may panic and order liquidation at or near a market bottom. The investor may compound the error by failing to reinvest timely, or reinvesting in a different asset class that then has its own crash or does not do as well as equities during the recovery.
- ✓ An investment committee may change its long-term asset allocation plan during a market crash or bear market to reduce equity exposure, and sell down stock investments at an inopportune time.
- ✓ If you are investing in stocks because they have recently done well – chasing performance – rather than as part of a well-considered long term investment program, you may be investing at exactly the wrong time and for the wrong reason.
- ✓ If you expect returns of 20% or more per year, perhaps because you are investing after a few years when securities provided those kind of returns, you have unrealistic and dangerous expectations.
- ✓ Be suspicious of any securities investment that suggests you will receive a positive return each and every year that exceeds the so-called risk-free rate of interest; fraud or hidden risks may be involved.
- ✓ If the equity markets are closed due to exchange equipment failure, bomb threat, other terrorist attack, government order, holiday or otherwise, your custodian and/or broker dealer is not in operation, or a disaster happens to us that is so major our disaster recovery plan fails, we may be unable to liquidate securities from your account even if you have an immediate need for funds.
- ✓ A company we invest in may fail or its stock price plunge for a variety of reasons, including but not limited to fraud.
- ✓ Supposedly low risk investments, such as money market funds, bank certificates of deposit, variable rate certificates of deposit, and other short term interest bearing instruments, and riskier mutual fund or financial instruments, can decline in value, be frozen and unavailable, or otherwise fail to return all principal and/or earnings due on a timely basis.
- ✓ If the custodian you select fails, you may lose, or be unable to timely access, all or a portion of the assets. A small brokerage firm custodian may be using a clearing broker to execute your trades and serve as custodian of your assets. The legal status of account assets, and applicable insurance, can vary based on a number of factors. You need to understand those. For example, the creditors of a broker/dealer custodian may have access to your assets if they are classified as part of the custodian's general assets, though SIPC and private insurance may apply. An insurer may be unable to meet its

obligations. Be sure to discuss the safety of your assets with your proposed custodian before selecting that custodian and directing the custodian on how to set up the account.

- ✓ If you permit or direct your custodian to lend out the securities in your account, there may be issues timely recovering, or recovering, those securities. Further, they may be loaned to speculators who short those securities and depress the price of your investment.
- ✓ If you place restrictions on or modify one of our investment programs, order us to purchase specific securities, order us to raise cash or reverse that decision, order tax sales or swaps, withdraw assets from an account or add assets to an account, it may materially impact the performance of your account.
- ✓ If we need your permission to sell a restricted security the delay involved getting that permission may impact performance of your account.
- ✓ If you order us to use a specific broker/dealer for your trades and they charge more to execute your trades than our typical account, do a poor job executing your trades, or have an inefficient order entry system, that can impact the performance of your account.

B. Material risks of significant investment strategies and methods of analysis:

a. There are a number of material risks related to our strategies.

- ✓ Both the Growth Program and ILCG are managed on a fully invested basis subject to our authority to raise at maximum a 15% reserve in the Growth Program. Investors who liquidate when the equity markets are doing poorly and fail to maintain their accounts for a full market cycle may lock in losses.
- ✓ We may raise or reinvest Growth Program cash reserve funds (up to 15% of the portfolio) at the wrong time.
- ✓ The value of the portfolio fluctuates. Our portfolios will generally be more volatile than their benchmarks.
- ✓ The portfolio may do worse than its benchmark during a market decline or fail to do as well as its benchmark when the market rises. Our investment programs may underperform significantly during a period of less than a full market cycle, especially the down-leg.
- ✓ Our investment programs are intended to outperform their benchmark (if there are two benchmarks, the primary benchmark) over a full market cycle rather than outperform every year or provide absolute returns every year.
- ✓ Since we do not short securities or voluntarily use leverage, unless you put the account in a short or leveraged position (or loan out securities) the most the portfolio can lose is to drop to a zero value. You might still owe some custodial or management fees at that point. If the account were margined, involved shorting or unable to recover securities loaned out, you might lose a lot more than your investment. If the account were leveraged, losses might occur at an accelerated rate.
- ✓ Past performance is no indication of future returns. If you are investing with us because we have done well over specific historical period, there is no guarantee we will do well, or as well, in the future.

- ✓ We do not promise, warrant or guarantee that our advice or investment strategies will do well or avoid losses.

b. There are material risks involved with our methods.

- ✓ The methods we use to evaluate securities may be ineffective or counterproductive from time to time, including over long periods of time. This is most likely to occur at the bottom of a recession or at the heights of a liquidity driven Bull Market, essentially periods of time when securities trade based on fear or greed rather than rational valuation, though it also can occur in more ordinary markets. We see this most frequently with the estimate revision based element of our investment strategies, but it also can happen with fundamental analysis and there was a period when neither method worked. Rational methods of stock picking may fail during periods when speculators, short-term traders, high-frequency trading, and index arbitrage dominate equity markets. Specific stocks may drop rapidly in value when institutions sell large blocks of stock over a short period of time, whether in the ordinary course of business or arising from an urgent need, for example, for a hedge fund to raise cash to cover a margin call.
- ✓ Lower quality speculative stocks present in a benchmark index can do exceptionally well during a specific period of time. Actively managed portfolios invested in better quality stocks may not do as well as their benchmarks during such period.
- ✓ Quantitative models may rely on inputs that change as frequently as daily, and are prone to whipsaw (i.e., you get a buy signal one day and a sell signal soon thereafter). We do our best to take this potential into account when making investment decisions, but no method of stock selection is perfect.
- ✓ The effectiveness of specific stock picking techniques may degrade over time as more investors apply those methods or the regulatory environment changes and adversely impacts the availability of necessary information. Changes to the rules governing company disclosures have reduced the flow of earnings guidance to analyst.
- ✓ While none of our investment strategies involve high frequency trading, you should be prepared for annual sales turnover as high as 100%. The actual trading in the account will be higher than the sales turnover because the funds raised are reinvested. We hope and have reasonable expectations for lower annual sales turnover, but it might be higher. There are costs resulting from trading. If trading commissions are charged on a per trade basis, each trade produces a trading commission or dealer markup. Trades can result in other transaction costs such as confirmation mailing charges and miscellaneous fees. There is almost always a spread between the asking price and bid price of stocks that can be narrow or wide. All or part of that spread may be lost or gobbled up by your broker/dealer when a security is purchased or sold. The spread, in our opinion, is the most significant problem with frequent trading as brokerage commissions and the various fees tend to be very minor at the institutional level. All of these costs impact account performance. Further, when a security is sold capital gains or losses may be realized for tax purposes. If you are a taxpayer, realized taxable gains can impact your ability to accumulate wealth.

C. We manage portfolios of stocks, almost always common stocks. Each account has some cash equivalents typically invested in a money market fund or interest bearing account. There are material risks involved in these investments.

- ✓ In the event a company goes through bankruptcy, common stock holders are last in line when it comes to any recovery. Chances are the value of their investments will be wiped out entirely.

- ✓ Most of the stocks we buy are growth-style. Investors value growth-style stocks in large measure based on their potential future earnings. A change in the anticipated rate of earnings growth or interest rate can have a dramatic impact on how investors currently value the company.
- ✓ If a stock fails to meet investor's earnings and/or sales expectations when earnings are announced, or reduces guidance, it can have a dramatic negative impact on a stock's price.
- ✓ If investors dump a stock immediately or during a short period of time, perhaps as the result of missing earnings expectations, bad news or an urgent need or desire for cash during a market crash, and there is insufficient buyer demand, the price of the stock may crater. Even so-called "Blue Chip" stocks can drop precipitously.
- ✓ The value of each security holding fluctuates. An investment's price may go up or down based on company or issuer specific news, due to the influence of stock speculators and short-term traders, as a result of being swept up with a broad stock market move, due to changes in the economy or interest rates, as a result of changes in a foreign economy or trading market or currency rates, due to the financial instability of a guarantor in cases of insured bonds, or for other reasons. If you invest in enough financial instruments over a long enough period of time, no matter how closely you scrutinize each investment's financial statements at some point the odds will catch up and you are likely to encounter a company that has cooked its books, commits an expensive blunder or suffers a devastating tragedy. A security can become worthless. While we would hope to be out of a position before it drops to a zero price, we are benchmarked on total portfolio performance.
- ✓ We invest in U.S. based companies that may purchase materials or sell goods internationally. We also invest in foreign companies that have ADR/ADS or dual listed foreign stock trading domestically. The price of these shares may be impacted by the world economy, developments in specific countries, currency exchange rates and other factors. Although a U.S. company may hedge some or all of its overseas currency exposure, we rely on the diversification of our portfolios and do not hedge these investments with currency contracts or futures.
- ✓ As noted in Item 8 A., money market funds, bank certificates of deposit, variable rate certificates of deposit, and other short term interest bearing instruments, and riskier mutual fund or financial instruments, can decline in value, be frozen and unavailable, or otherwise to fail to return all principal and/or earnings due or on a timely basis. Our managed portfolios include some cash or cash equivalents.
- ✓ If a federal, state or other government goes bankrupt or fails to timely appropriate funds for a fixed income obligation, that security can also default even if it is normally regarded as low risk or riskless. Gridlock in Congress may someday result in failure to timely appropriate funds needed to pay U.S. Treasury obligation interest. We may invest portfolio cash equivalents in short-term federal instruments such as Treasury Bills. Money market funds may invest in a variety of government obligations.

Item 9 **Disciplinary Information**

Neither the Firm nor any of our personnel have been subject to any legal or disciplinary events material to your evaluation of our advisory business or the integrity of our management, or any legal or disciplinary events we regard as otherwise relevant.

Item 10 Other Financial Industry Activities and Affiliations

Neither the Firm nor any of our personnel have any other financial industry activities or affiliations, registrations, pending registrations, relationship, arrangement, compensation for referrals, or other matter requiring disclosure under Item 10.

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

- A. We have adopted a Code of Ethics premised on fundamental principles of integrity, honesty, trust and openness. We will provide a copy of this Code of Ethics to any client or prospective client on request. Here is a brief description of some important provisions:
- a. *Supervised persons* must comply with relevant federal securities law, their fiduciary obligations, take no action in violation of the Firm's fiduciary obligations to its clients, and exhibit absolute integrity and the utmost in professionalism and discretion in their duties.
 - b. Bribery and excessive political donations to obtain business are prohibited.
 - c. Our policy on Privacy of Consumer Financial Information is incorporated into our Code of Ethics. We do not identify any client or otherwise reveal confidential information without permission except as required by law or necessary to run the business. See Item 20 below for a complete copy of our privacy policy.
 - d. We have placed restrictions on personal trading of the Firm and relevant personnel, allowing them to have accounts managed by the Firm on the same basis and priority as our outside clients but generally prohibiting personal trading in stocks without prior written permission from our Compliance Officer. See Item 11 C. below for more detailed information on our Conflict of Interest Trading Policy, which is incorporated in our Code of Ethics.
- B. Neither the New Century nor any *related person* (its directors, officers, employees and their family members) recommend to clients, or buy or sell for client accounts, securities in which the Firm or a *related person* has a material financial interest.
- C. The Firm (via a house account) and *related persons* can invest in the same type of securities that we manage for our outside clients as permitted by our Conflict of Interest Trading Policy. This permits them to open accounts managed by New Century under the same conditions as our outside clients except there may be a reduced management fee or no management fee and minimum account sizes do not apply. They are neither favored nor penalized for being insiders when these assets are managed by the Firm. Stocks not managed by the Firm are subject to more stringent requirements. The scope of the policy is intended to safeguard the interest of our outside clients without unfairly infringing upon the rights of the Firm and its directors and staff to make personal investments. The main risks of personal trading (other than perceived favoritism) are:
- a. that it will be given priority over outside client trades for allocations of hot initial public offerings ("IPO"). The Firm does not purchase IPOs for its managed accounts. The Conflict of Interest trading policy further requires advance approval from our Compliance Officer for the purchase of an IPO by an insider in an outside account unless certain conditions apply.

- b. that it might be allocated trades after they are executed and receive a built-in profit or reduced loss. Our Timing and Blocking policy requires that all blocked orders be simultaneously accompanied by allocations.
- c. an attempt to take advantage or avoid disadvantage from any influence the volume of stock traded by the Firm might have on its price. If the personal trade precedes the outside client trades, the practice is called “front running.” Our trading volume rarely has had a potential or actual material influence on stock prices but we do direct institutional brokers to “work” orders where there is a liquidity issue. While it is unfeasible for us to place the trades for all accounts simultaneously (each client picks their own custodian and many have directed us to use a specific broker/dealer, and stock prices fluctuate over time), we have noticed no pattern of benefit or disadvantage to accounts that place orders earlier or later in a trading program. We generally prepare and place orders by trading desk, varying over time which desk goes first. We currently have no formal policy stating which accounts our investment staff evaluates first but will review that decision if we initiate a micro-cap stock investment program, assets under management reach \$300 million or we otherwise deem it appropriate.

Our Conflict of Interest Trading Policy is primarily focused on the type of investments the Firm manages for outside clients -- publicly traded equities. It excludes mutual funds and exchange traded funds since they are only incidental to our business of managing stock portfolios. We keep a list of the personnel covered. They are included either because of their position or knowledge of our investing operations.

They are not allowed to trade securities covered by the policy in an outside account without prior written permission from our Compliance Officer unless (i) the trade occurs in a blind trust, (ii) the trade is made by an independent manager in an outside account managed by an independent investment advisor without their influence or knowledge, or (iii) the trade is involuntary and executed by a broker (who is not such person) to cover a margin call. Our Compliance Officer considers the actual potential for and appearance of impropriety when deciding whether to allow a personal trade. We conclusively presume that a trade outside a 7 day window from the Firm’s managed account trades is appropriate. Insiders are allowed to hold contrary opinions and take contrary positions to those of our Investment Committee provided they comply with our Conflict of Interest Trading Policy.

Individuals subject to our Conflict of Interest Trading Policy are required to timely provide our Compliance Officer with reports needed to verify the policy is being met. As a general matter, we have their brokers and custodians to provide duplicate trade confirmations and statements.

We will provide a copy of our Conflict of Interest Trading Policy to any client on request. This discussion represents our best effort at a plain English, concise summary of our Conflict of Interest Trading Policy, which is lengthy and looks like it was written by a lawyer (it was). If you want to know everything there, you need to review the entire policy.

- D. The Firm (via a house account) or *related persons* recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that they do so for their own accounts. Item 11 C. above addresses the conflicts of interest this presents and how we address them.

Item 12 Brokerage Practices

- A. We have no broker/dealer affiliate or other in-house brokerage system or operation so all trades are executed by a broker/dealer independent of us. You can designate the broker/dealer who will execute your account's trades. If you use a bank as custodian and do not designate a broker/dealer for your trades, we will use our judgment selecting one or more broker/dealers to execute your trades subject to any contractual restrictions you might impose. If you need us to recommend a broker/dealer to execute your trades, we will do so.

We select and recommend broker/dealers for executing client account transactions, and negotiate commission rates/markups and wrap-style trading fee rates for the benefit of client accounts, based on the following factors:

- ✓ execution quality;
- ✓ financial stability;
- ✓ cost;
- ✓ service quality;
- ✓ our familiarity with the broker/dealer;
- ✓ the volume of business we do with the broker/dealer so as to be able to negotiate the best commission rates or wrap-style trading fee arrangements for you;
- ✓ the size of your account;
- ✓ whether the broker/dealer imposes a minimum requirement for assets under custody at that broker/dealer in order for your account to trade through their institutional desk that would require us to custody other accounts there in order to use their institutional desk or use their institutional desk without paying additional fees;
- ✓ our administrative efficiency;
- ✓ minority ownership status (this tends to be important to large institutional clients);
- ✓ your recommendations, requests and directives, if any; and
- ✓ whether the broker/dealer provides you with custody or additional benefits.

We use these same factors when determining the reasonableness of their compensation. We do not purchase IPOs so we are not concerned with a broker/dealer's ability to provide allocations of hot IPOs. We do not use any soft dollars. Soft dollar benefits are not a factor when we recommend or select a broker/dealer, or a factor in determining the reasonableness of their compensation (unless

they provide you with soft dollar benefits, in which case we will consider that factor when evaluating the cost of trading for your account if we selected or recommended the broker/dealer).

If you engage our services and direct us to use a specific broker/dealer as custodian or to place your trades with a specific broker/dealer, we will not negotiate brokerage commissions or fees, or assume any obligation to monitor the trading efficiency or financial stability, of that broker/dealer. Likewise if a financial consultant associated with a broker/dealer, broker/dealer or broker/dealer account representative recommends our services to their client, or places their client assets under our management.

1. Research and Other Soft Dollar Benefits. We do not use soft dollars to purchase research or other soft dollar benefits. We do not receive any research or other products or services other than execution from a broker/dealer or a third party in connection with client securities transactions. We had no procedures in place during our last fiscal year (which is the calendar year) to direct client transactions to a particular broker-dealer in return for soft dollar benefits to New Century or any *related person*.
2. Brokerage for Client Referrals. We do not consider client referrals (whether to New Century or any *related person*) when selecting or recommending a broker/dealer.
 - a. Taking client referrals into account could create a conflict of interest by giving a manager an incentive to select or recommend broker/dealers to benefit the manager rather than obtain best price and execution for the client.
 - b. We had no procedures in place during our last fiscal year to direct client transactions to a particular broker/dealer in return for client referrals.
3. Directed Brokerage.
 - a. We do not recommend, request or require that you direct us to execute transactions through a specific broker/dealer unless you open a wrap-style trading fee custodial account (see below). Not all advisers require their clients to direct brokerage. By directing brokerage you may be unable to achieve most favorable execution of your trades and this can cost you money.
 - i. If you pick a broker/dealer as custodian, we customarily use that broker/dealer for your trades. These custodians generally impose a trade-done-away fee for trades executed through an outside broker/dealer that might exceed or substantially eat up potential commission savings (if there is any potential savings) on a smaller account. Outside trades also impose additional operational and administrative burdens on us including the need to notify your custodian that trades are good, the risk that your custodian will fail to timely honor those trades accurately despite our instructions, the risk that your custodian will book the trades incorrectly despite receiving accurate instructions from us, and the need to comply with your custodian's internal procedures correcting trades (even for such minor matters as the outside broker/dealer rounding a trade to give you an extra penny). Further, we take into account that the broker/dealer is providing you with custody, reporting

services and potentially other services such as financial consulting, financial planning, lending or collateralization.

- ii. If you open a wrap-style trading fee account with a broker/dealer, we will always use that broker/dealer for your trades since they will charge you whether you trade there or not. Our management agreement will also likely direct us to use that broker/dealer for your trades and allocate to you the risk of using that broker/dealer for your trades.
- b. We will generally permit you to direct brokerage provided the benefit does not go to us and there is no violation of our fiduciary duties. By directing brokerage you may be unable to achieve most favorable execution of your trades and this can cost you money.
 - ✓ You may pay higher brokerage commissions whether because the directed broker/dealer charges a higher rate or because you might otherwise have benefitted from a lower rate obtained when our client orders are aggregated (normally the latter does not apply to our trades).
 - ✓ You may incur trade-done-away fees if you use a broker/dealer custodian and direct trades be executed by another broker/dealer.
 - ✓ The timing and placement of your directed orders may differ from that achieved by our other clients.
 - ✓ You may receive lower quality executions (i.e., less favorable pricing).

You voluntarily assume the risk of any such deviations

- B. We have authority (under our standard contract and other contracts) to aggregate orders and have them executed as blocks. We do so when administratively convenient and sensible.
- a. Where a wrap-style trading fee is charged we are usually required by our management agreement to use that broker/dealer. We may otherwise be required or requested by a client to use a specific broker/dealer. These can limit our ability to aggregate orders. We can, however, block per trade commission and wrap-style trading fee accounts that use the same trading desk.
 - b. Typically we aggregate account orders by trading desk. We prefer to determine the trades for the accounts that trade through a specific broker/dealer, block and place them all at the same time. This is not always prudent, convenient or possible. Orders we have ready to go, just waiting for us to finish reviewing and proofing the remaining accounts in a proposed block, are time sensitive. They can become obsolete so we have to use our judgment when, and to what extent, to block orders trading through a single desk.
 - c. Some broker/dealers have inefficient, time consuming order entry systems making it quicker, and less error prone, for us to place trades account by account (so that the sell and buy orders are all placed at the same time) rather than putting them in by blocked security.

- d. There is no commission savings when the orders from our managed accounts held by a single broker/dealer custodian and traded there are blocked. The per trade brokerage commission for our managed accounts is typically 10 cents per share, no minimum for accounts under \$5 million in value and 1.5 cents per share, no minimum, for larger accounts. There is no sliding scale.
- e. We do not attempt to aggregate the orders from all of the different broker/dealer custodians selected by our clients and trade them away (where it is authorized) in a single block through an institutional broker who has been willing to provide our larger accounts with a lower rate. We do not seek to do this because:
 - ✓ the potential commission savings is *de minimis* (the spread is the chief transaction cost of our trading);
 - ✓ trade-done-away fees can impact the commission savings;
 - ✓ it would impose additional operational and administrative burdens on us; and
 - ✓ the institutional broker is unlikely to be willing to continue to charge such a low rate for our larger accounts if it must allocate trades over a large number of small accounts rather than a few large accounts.

Item 13 Review of Accounts

- A. We review managed accounts periodically. Our reviewing team investment staff includes two portfolio manager/equity analysts, titled “President and Portfolio Manager” (been with the firm since 1994) and “Portfolio Manager” (been with the firm since 2000), respectively. Every managed account is assigned two portfolio managers (we regard a portfolio manager/equity analyst as a portfolio manager). A portfolio manager will generally review your account in depth quarterly for rebalancing excessively overweight positions. If your account is subject to custom contractual restrictions, a portfolio manager may review it for compliance monthly. An employee (any employee) will review your account for billing purposes at the end of each calendar quarter unless your custodian computes and pays our fee. We monitor and review any securities over which we have no discretionary authority, mutual funds and exchange traded funds only as required to perform our specific contractual obligations.

- B. We also review managed accounts as needed to implement an investment strategy and when otherwise required by contract. A portfolio manager will review your account when our Investment Committee initiates a trading program that covers your account's investment program. However, a full review is excused if the program is an emergency liquidation or implemented to raise cash for a client withdrawal. Our Investment Committee typically fully reviews an investment program in its entirety, cycling between our investment programs, absent information requiring more urgent action. The information used by the Committee to evaluate securities is updated weekly or daily and may trigger the process that results in a review. As noted in Item 13 A., we monitor and review securities over which we have no discretionary authority, mutual funds and exchange traded funds only as required to perform our specific contractual obligations.
- C. Our regular reporting obligations are stated in your management agreement.
- a. We generally provide a written report to our full service account clients quarterly for every full calendar quarter the account has been under management. Our standard quarterly report includes a letter discussing economic conditions, an inventory, a performance history, and an invoice or copy of the invoice sent to the custodian for payment unless the custodian is responsible for computing our fee or it is a non-fee-paying account. We have historically provided statements of realized capital gains and losses on request and in January for the prior calendar year to full service account taxable clients. While we believe these to be materially accurate subject to the accuracy of any information provided by or on behalf of the client with respect to contributed securities, we do not guarantee their accuracy. We do not provide these statements to the IRS. *Clients are directed to look to their own books and records when preparing tax returns.* Starting in 2011 brokers will be required to provide statements of realized capital gains and losses to their clients and the IRS so we may discontinue providing tax statements. We will provide additional reporting, including institutional grade analytics, weekly custodial reconciliations and same-day trade summaries, as required by contract.
 - b. Clients may telephone or meet with their portfolio managers at our office as reasonably desired.
 - c. We do not provide any written reporting to limited service accounts other than legally required disclosures. The client's financial consultant is expected to provide reviews.
 - d. We direct clients to set up broker/dealer custodial accounts so that the original trading confirmations are provided directly to the client and we receive a duplicate. When we arrange for a broker/dealer account, we again direct the confirmation to the client with a duplicate for us.
 - e. The account custodian mails its own statements directly to the client, typically monthly, with a duplicate to us. The nature of these statements depends on the agreement between the client and their custodian. The custodian may also provide tax basis information and statements of realized gains and losses. We do not compare the custodian's tax accounting to our own. If the custodian makes an error (for example including both the original and a revised trade instead of just the corrected trade), uses a tax treatment for a transaction that is

one of several permissible options and differs from that we used, or is missing the tax basis of a security that we have or has the tax basis of a security contributed by the client that we were not provided with, their information may differ from the entries in our tax statement. The custodian may provide information that is different from that on our tax statement, or inaccurate, to the IRS.

Item 14 Client Referrals and Other Compensation

- A. We do not have any arrangements, oral or in writing, that provide us with compensation for managing client accounts other than client management fees. No one who is not a client provides us with any economic benefit (e.g., cash, commissions, equipment, sales awards, prizes, research, or non-research services or gifts) for our providing investment advice or other advisory services to our clients.
- B. We pay Connex International LLC (“Connex”) for meetings with pre-qualified investors held at conferences hosted by Connex, as well as room and board for one person at the conferences. The fee is calculated on a per meeting basis (ranging from \$2,600 to \$2,200 per meeting depending on volume) and paid in advance. There is an additional charge of \$4,150 per additional conference attendee. The investors pay Connex an undisclosed fee. We will not charge a client obtained as a result of a Connex arranged meeting more than the applicable fee on our standard fee schedule set forth in Item 5.

Item 15 Custody

We do not physically hold client assets. We are not a broker/dealer, and have no trust or custodial department. You select and retain your own qualified custodian independent of but acceptable to us who will hold your account assets, typically a broker/dealer or bank custody department. That custodian is directly responsible to you. However, when clients give us authority to withdraw our management fees from their accounts, we are deemed to have custody over the assets in those accounts for certain regulatory purposes.

Your custodian should directly send you monthly or quarterly account statements. *You should review them carefully!* If we also provide you with reports, *we urge you to compare the account statements your custodian provides you to the statements we provide you.*

Item 16 Investment Discretion

We have discretionary authority over our managed accounts. We can:

- ✓ manage your account following an agreed designated investment program;
- ✓ make legally binding securities trades without further consulting you;
- ✓ use your broker/dealer custodian, or other broker/dealers to execute the trades (unless prohibited in your management agreement);

- ✓ keep making trades until we are notified to stop or that the management agreement is terminated, even if you later become disabled or incompetent. If the account is in your individual name and we receive actual notice of your death, that will end our authority.
- ✓ use leverage or short securities (we do not do either in our investment programs or customarily do this but you might need to borrow on the account, use it as collateral, make an emergency withdrawal or special request).

A limited power of attorney in our management agreement grants us the authority to order trades for your account. If you use a broker/dealer as custodian, you will also need to fill out their trading authorization form. We do not allow or accept any trading authorization that grants us the ability to take possession of account assets other than potential imputed possession resulting from direct payment of management fees from the account.

We will not manage assets for you, or order any trades on your account, until:

- ✓ your written management agreement (which includes a trading authorization) is fully executed and in our possession;
- ✓ your account is fully funded and your custodian provides us with an inventory and notifies us it is ready to trade; and
- ✓ we have a written copy of any applicable third-party trading authorization, fully and properly executed.

You can require us to use a specific broker/dealer to execute your trades, negotiate for us to strike the leverage and/or shorting authorization, and not authorize us to collect our management fees from your account. You can generally also provide us with a list of securities we cannot trade without your permission, or social restrictions such as prohibiting the purchase of tobacco stocks. These restrictions place an obligation on us as a general contractual matter rather than by further tailoring the trading authorizations. We may be willing to pre-clear all trades with your employer. If it makes business sense, we are willing to negotiate further on these matters except we cannot and will not take actual custody of account assets (subject to fee withdrawal).

Item 17 Voting Client Securities

- A. We generally do not accept proxy voting authority. We may accept proxy voting authority on an account-by-account basis for a limited number of accounts under our current policy. Here is a summary of our key proxy voting policies:
- a. We strongly prefer to refuse to accept proxy voting authority because (i) resources allocated to proxy voting regulatory requirements detract from resources available for investment management and (ii) we think most clients are better served by our selling out of companies where we have a serious issue with company management.
 - b. If we accept proxy voting authority for your account, we are likely to retain a proxy voting service to vote the proxies and facilitate record-keeping, in which case:
 - ✓ your ability to direct your vote would depend on the terms of the agreement with, and policies and procedures of, the proxy voting service;

- ✓ the proxy voting service's policies and procedures, and our directions to the proxy voting service, would govern in the event of a conflict of interest between you and us (or other clients). We do not expect very many, if any, conflicts of interest between New Century and you with regard to proxy voting. We will direct the proxy voting service to make their voting decisions in a fashion that is blind to any interest of ours that might conflict with your best interest and prohibit them from intentionally favoring our interests over those of any client.
 - ✓ you should review the precise terms of the agreement with the proxy voting service, and our directions to them.
- c. If we accept proxy voting authority for your account and do not retain a proxy voting service:
- ✓ we rarely vote proxies and are unlikely to vote any proxy of our own accord unless it is reasonably clear that vote will materially benefit you;
 - ✓ you can order us how to vote a proxy for you by giving us a signed note at least five business days prior to the voting deadline;
 - ✓ if there is a conflict, we will exercise any voting authority you have delegated to us in good faith to promote your best interest but are not required to vote when we normally would not. We do not have to vote where New Century or one of our directors or personnel is a director, works at or provides services to the company. We will not vote that security unless the relationship is a managed account. If there is a conflict of interest between our clients (including, for example, our personnel who are clients and a managed house account) we will vote each account to promote its best interests.
 - ✓ we monitor proxy statements for voting purposes only to the extent needed to meet our contractual obligations and the resulting fiduciary duties;
 - ✓ we must actually receive a proxy voting card or request in another format acceptable to us to trigger our proxy voting obligation;
 - ✓ we are not required to vote the proxies of assets classified as unsupervised; and
 - ✓ we do not vote proxies by telephone.
- d. You can obtain our proxy voting record for your account on written request.
- e. You are entitled to receive a copy of our current proxy voting policies and procedures on request.
- f. We keep records covering our proxy voting. Our Compliance Officer reports on our proxy voting system to our Board of Directors each annual meeting.
- B. We do not have proxy voting authority over any account. When you select your custodian, direct your custodian to send all proxy statements to you. If you set up the custodial account so they are

mailed to us, we will probably throw them away without opening the envelope. We will not notify you when we receive a proxy statement or forward it to you. We accept no obligation to consult or advise you on proxy solicitations. If proxy voting is important to you and you do not do it in-house, we can help you retain a third-party proxy voting service at your own expense.

Item 18 Financial Information

- A. We do not require or solicit prepayment of client investment management fees of more than \$1,200 per client, six months or more in advance. We only permit advance payment of our fees when required by the custodian selected by the client.
- B. There is no financial condition that is reasonably likely to impair our ability to meet our contractual commitments to clients.
- C. We have not been the subject of a bankruptcy petition.

Item 19 Requirements for State-Registered Advisers

Not applicable.

Privacy of Consumer Financial Information

Even though it is not required, we have added our policy on Privacy of Consumer Financial Information in its entirety. This policy was last amended June 25, 2010.

The United States Securities and Exchange Commission has promulgated a regulation requiring financial advisors and many other financial institutions to provide specific notices to their clients describing their policies on dissemination of private financial information.

It is a Mandatory Compliance Policy of New Century to hold private client information in the strictest confidence. New Century will not provide such information to any third-party except as stated in this policy.

New Century collects from each client directly, and through any agents of the client as directed by the client, such financial information as it deems necessary to perform its contractual and other fiduciary obligations to that client, including but not limited to information necessary to evaluate the suitability of the client for specific investment programs and financial planning, and typically generates additional financial information and work product such as inventories, trading records and correspondence during the course of its contractual relationship with each client. This data primarily consists of information that is not publicly available (“Confidential Information”) but may also include information that is publicly available, for example, in the press (“Publicly Available Information”).

New Century holds Confidential Information, which is deemed to include the identity of its clients, in strictest confidence. Specifically, New Century does not identify any client or otherwise reveal or disseminate Confidential Information to any third parties except as required by law, necessary to effect,

administer, or enforce an authorized transaction, for accounting or legal functions, to otherwise exercise New Century's contractual and/or fiduciary obligations to the client or in the customary and prudent operation of its business as an investment advisor as specified herein, or with the specific permission of the client. This policy applies to former clients as well as current clients. New Century does not disclose any nonpublic personal information about clients or former clients to anyone, except as permitted by law. This policy does not apply to Publicly Available Information, though each employee is directed to utilize the utmost discretion in all matters with respect to its clients.

All personnel of New Century are required to adhere to this policy, and as a condition of employment must agree to continue to adhere to this policy after termination of employment. Information is held in physical and computer files. Facilities are locked at the close of business and access to physical files and computers is physically restricted to authorized employees of New Century, authorized personnel of lawful regulatory agencies, independent contractors and third-party professionals customarily hired and required for the conduct of New Century's operations such as its independent accountants who may perform GIPS verifications and/or audits, external lawyers who may advise on disclosure and other issues, portfolio and trading accounting software vendors and consultants who may need to access data to assure systems are installed and operating properly, and cleaning and maintenance personnel provided by New Century's landlord. Third-party professionals and regulatory authorities may receive and retain original or copied Confidential Information, and are responsible for the safeguarding of such records in accordance with the professional requirements. As part of its Disaster Recovery Policy New Century will store certain key information, including Confidential Information, off-site. Such information shall be held in a locked file cabinet, safety deposit box or safe, with access restricted to authorized New Century personnel. All New Century's employees have access to Confidential Information. New Century exercises reasonable care in selecting and retaining its employees and third-party professionals and requires them to hold Confidential Information in confidence.

New Century reserves the right to provide limited access to Confidential Information as is customary in the industry and necessary for it to market its own services as follows. In the event from time-to-time New Century retains one or more third-party organizations that perform marketing services on New Century's behalf, it may become necessary for New Century to make such third-party professionals aware of the identities of its current and former clients to avoid redundant solicitations, and to provide information on assets managed or fees charged with respect to the clients such organizations have obtained for New Century in order to enable the third-party marketing organizations to confirm they are being properly compensated, in which case New Century will contractually obligate said organizations to comply with these policies. Clients may opt out from dissemination of information to third-party marketing organizations retained by New Century by providing written notice to New Century of a desire to do so; provided, however, if the specific client relationship resulted from solicitation by such an organization it may be untenable for New Century to continue as investment advisor for such client.

A copy of this policy shall be provided to each prospective client on or before said person signs a management agreement with the Firm, provided annually to clients and made available to each client upon request.

New Century reserves the right to amend this policy, but only in accordance with the strictures and notice provisions of applicable law.

Brochure Supplements Relating to Supervised Persons

Item 1 Cover Page

Brochure Supplement

Supervised Person: Jeffrey D. Modell, Esquire

New Century Investment Management, Incorporated

1 Towne Square, Suite 1690
Southfield, Michigan 48076

Telephone: (248) 262-3140
Facsimile: (248) 262-3141
Website: <http://www.ncimi.com>

January 23, 2012

This brochure supplement provides information about Jeffrey D. Modell, Esquire that supplements the New Century Investment Management, Incorporated brochure. You should have received a copy of that brochure. Please contact Jeffrey D. Modell, Esquire, President & Portfolio Manager, if you did not receive New Century Investment Management, Incorporated's brochure or if you have any questions about the contents of this supplement.

Additional information about Jeffrey D. Modell, Esquire also is available on the SEC's website at <http://www.adviserinfo.sec.gov>.

Item 2 Educational Background and Business Experience

Jeffrey D. Modell, Esquire, born 1960, holds the title “President & Portfolio Manager” at New Century Investment Management, Incorporated (“New Century”). He is also New Century’s Treasurer, Compliance and Anti-Money Laundering Compliance Officer. He is a member of the Board of Directors and a minority shareholder. Mr. Modell determines investment advice to be given to clients in his capacity as senior member of the New Century’s Investment Committee, as a portfolio manager/equity analyst and as President.

His formal education after high-school is as follows:

- University of Michigan Honors College of Literature Science and the Arts, Ann Arbor, Michigan 1978-1979 (2 years L.S.&A. required for B.B.A.);
- University of Michigan School of Business Administration, Ann Arbor, Michigan 1980-1981, Bachelor of Business Administration with High Distinction 1981, Accounting Major; and
- University of Michigan Law School, Ann Arbor, Michigan, 1982-1985, Juris Doctor Magna Cum Laude 1985.

His business background for the preceding five years is as follows:

- New Century Investment Management, Inc., President and Portfolio Manager, Director and Treasurer, Southfield, Michigan, 1994 - continuing. He has been responsible for compliance since 1994, and was given the additional posts of Compliance Officer in 2004 and Anti-Money Laundering Compliance Officer in 2005.

The honorific “Esquire” means he is an attorney, a different profession from New Century’s investment advisory business. He no longer practices law.

Item 3 Disciplinary Information

He has not been involved in a legal or disciplinary event that is material to your evaluation of his integrity.

Item 4 Other Business Activities

- A. He is not actively engaged in, or registering for, any investment-related business or occupation besides his job at New Century.
- B. He is not actively engaged in any business or occupation for compensation (other than his job at New Century) that provides a substantial source of his income or involves a substantial amount of his time.

Item 5 Additional Compensation

He is not paid or provided with any economic benefits (including, for example, sales awards) by any third party for providing advisory services. He has an ownership stake in New Century, benefits as a shareholder when clients pay fees to New Century and when New Century makes subchapter S distributions to shareholders.

Item 6 Supervision

New Century's policies and procedures govern the supervision of employees. New Century's Investment Committee is generally responsible for oversight of the investment management process. Its Compliance Officer, Jeffrey D. Modell, Esquire, oversees the Investment Committee's general control of the investment management process, those accounts with extraordinary circumstances more apt to need direct compliance-related supervision, and certain ownership/voting control related matters. The Compliance Officer is responsible to the Board of Directors. Mr. Modell is also the senior member of the Investment Committee.

If you have any issues regarding Mr. Modell's conduct, contact either him or New Century's Board of Director member and majority shareholder Karen G. Modell, Esquire, at telephone (248) 262-3140.

Item 1 Cover Page

Brochure Supplement

Supervised Person: Karen G. Modell, Esquire

New Century Investment Management, Incorporated

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Southfield, Michigan 48076

Telephone: (248) 262-3140
Facsimile: (248) 262-3141
Website: <http://www.ncimi.com>

January 23, 2012

This brochure supplement provides information about Karen G. Modell, Esquire that supplements the New Century Investment Management, Incorporated brochure. You should have received a copy of that brochure. Please contact Jeffrey D. Modell, Esquire, President & Portfolio Manager, if you did not receive New Century Investment Management, Incorporated's brochure or if you have any questions about the contents of this supplement.

Item 2 Educational Background and Business Experience

Karen G. Modell, Esquire, born 1965, holds the title “Managing Director” at New Century Investment Management, Incorporated (“New Century”). She is also Corporate Secretary. She is a member of the Board of Directors and majority shareholder. Her responsibilities are administration and operations. She does most of the work for New Century’s portfolio accounting system such as entering trades and reconciling New Century’s records with custodial statements. She exercises substantial management control over daily business operations and participates in all major business decisions.

Her formal education after high-school is as follows:

- University of Michigan Honors College of Literature Science and the Arts, Ann Arbor, Michigan 1983-1987, Bachelor of Arts 1987, Economics Major; and
- University of Michigan Law School, Ann Arbor, Michigan, 1987-1990, Juris Doctor 1990.

Her business background for the preceding five years is as follows:

- New Century, Managing Director, 1996 - continuing; Corporate Secretary, 1994 - continuing.

The honorific “Esquire” means she is an attorney, a different profession from New Century’s investment advisory business. She no longer practices law.

Item 3 Disciplinary Information

She has not been involved in a legal or disciplinary event that is material to your evaluation of her integrity.

Item 4 Other Business Activities

- A. She is not actively engaged in, or registering for, any investment-related business or occupation besides her job at New Century.
- B. She is not actively engaged in any business or occupation other than her job at New Century.

Item 5 Additional Compensation

She is not paid or provided with any economic benefits (including, for example, sales awards) by any third party for providing advisory services. She has an ownership stake in New Century, benefits as a shareholder when clients pay fees to New Century and when New Century makes subchapter S distributions to shareholders.

Item 6 Supervision

New Century's policies and procedures govern the supervision of employees. Its Compliance Officer, Jeffrey D. Modell, Esquire, supervises Karen G. Modell's work and bears ultimate responsibility for the integrity of the portfolio accounting system. The Compliance Officer is responsible to the Board of Directors (and she is a member of that Board and majority shareholder).

If you have any issues regarding Karen G. Modell's conduct, please contact Jeffrey D. Modell, Esquire at telephone (248) 262-3140.

Item 1 Cover Page

Brochure Supplement

Supervised Person: Mark C. Lahti, Esquire

New Century Investment Management, Incorporated

1 Towne Square, Suite 1690
Southfield, Michigan 48076

Telephone: (248) 262-3140
Facsimile: (248) 262-3141
Website: <http://www.ncimi.com>

January 23, 2012

This brochure supplement provides information about Mark C. Lahti, Esquire that supplements the New Century Investment Management, Incorporated brochure. You should have received a copy of that brochure. Please contact Jeffrey D. Modell, Esquire, President & Portfolio Manager, if you did not receive New Century Investment Management, Incorporated's brochure or if you have any questions about the contents of this supplement.

Additional information about Mark C. Lahti, Esquire also is available on the SEC's website at <http://www.adviserinfo.sec.gov>.

Item 2 Educational Background and Business Experience

Mark Carl Lahti, Esquire, born 1959, holds the title “Portfolio Manager” at New Century Investment Management, Incorporated (“New Century”). He is a member of New Century’s Investment Committee. Mr. Lahti determines investment advice for clients in his capacity as a member of New Century’s Investment Committee, and as a portfolio manager/equity analyst.

His formal education after high-school is as follows:

- University of Michigan Honors College of Literature Science and the Arts, Ann Arbor, Michigan 1977-1981, Bachelor of Arts 1981, English Major; and
- Wayne State University Law School, Detroit, Michigan, 1981-1984, Juris Doctor Cum Laude 1984.

His business background for the preceding five years is as follows:

- New Century Investment Management, Inc., Portfolio Manager, 2000 - continuing.

The honorific “Esquire” means he is an attorney, a different profession from New Century’s investment advisory business.

Item 3 Disciplinary Information

He has not been involved in a legal or disciplinary event that is material to your evaluation of his integrity.

Item 4 Other Business Activities

- A. He is not actively engaged in, or registering for, any investment-related business or occupation besides his job at New Century.
- B. He is not actively engaged in any business or occupation for compensation (other than his job at New Century) that provides a substantial source of his income or involves a substantial amount of his time.

Item 5 Additional Compensation

He is not paid or provided with any economic benefits (including, for example, sales awards) by any third party for providing advisory services.

Item 6 Supervision

New Century's policies and procedures govern the supervision of employees. New Century's Investment Committee is generally responsible for oversight of the investment management process. Its Compliance Officer, Jeffrey D. Modell, Esquire, oversees the Investment Committee's general control of the investment management process, those accounts with extraordinary circumstances more apt to need direct compliance-related supervision, and certain ownership/voting control related matters. The Compliance Officer is responsible to the Board of Directors. Mr. Modell is also the senior member of the Investment Committee.

If you have any issues regarding Mr. Lahti's conduct, please contact Jeffrey D. Modell, Esquire at telephone (248) 262-3140.