

Disclosure Brochure

May 3, 2012

Trueman Brown, LLC

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of Trueman Brown, LLC (hereinafter "Trueman Brown" or the "firm"). If you have any questions about the contents of this brochure, please contact Roy W. Trueman at (847) 228-1968. 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 Trueman Brown, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Trueman Brown, LLC is a state registered investment adviser. Registration does not imply any level of skill or training.

Item 2. Material Changes

This Item discusses only the material changes that have occurred since Trueman Brown's last annual update dated March 29, 2011. Trueman Brown does not have any material changes to disclose in this Item.

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Item 4. Advisory Business

Trueman Brown has been in business as an SEC registered investment adviser since November 2006. The firm offers clients a range financial planning, consulting and investment management services. The principal owner of Trueman Brown is Roy W. Brown, CFP®. As of February 29, 2012, the firm had \$61,334,048 in assets under management, all of which was managed on a discretionary basis.

Prior to engaging Trueman Brown to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements with Trueman Brown setting forth the terms and conditions under which Trueman Brown renders its services (collectively the “*Agreement*”).

This Disclosure Brochure describes the business of Trueman Brown. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of Trueman Brown’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on Trueman Brown’s behalf and is subject to Trueman Brown’s supervision or control.

Financial Planning and Consulting Services

Trueman Brown provides clients with a broad range of comprehensive financial planning and consulting services, addressing a variety of investment and non-investment related matters. These services include retirement planning, education planning and protection planning, among other similarly related functions.

In performing its services, Trueman Brown is not required to verify any information received from the client or from the client’s other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. Trueman Brown may recommend the services of itself, and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if Trueman Brown recommends its own services. The client is under no obligation to act upon any of the recommendations made by Trueman Brown under a financial planning or consulting engagement or to engage the services of any such recommended professional, including Trueman Brown itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of Trueman Brown’s recommendations. Clients are advised that it remains their responsibility to promptly notify Trueman Brown if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Trueman Brown’s previous recommendations and/or services.

Investment Management Services

Trueman Brown manages clients’ investment portfolios on a discretionary basis.

Trueman Brown primarily allocates clients’ investment management assets among mutual funds, exchange-traded funds (“ETFs”), individual debt and equity securities, alternative investments and/or

options as well as the securities components of variable annuities and variable life insurance contracts in accordance with the investment objectives of the client. Trueman Brown also provides advice about any legacy positions or investments otherwise held in its clients' portfolios.

Certain of the alternative investments recommended by Trueman Brown exist in the form of private placement securities, which may include debt, equity and/or pooled investment vehicles. Trueman Brown limits such recommendations to clients who are deemed to be "accredited investors" as defined under Rule 501 of the Securities Act of 1933, as amended.

Trueman Brown also may render non-discretionary investment management services to clients relative to variable life/annuity products that they may own, their individual employer-sponsored retirement plans, and/or 529 plans or other products that may not be held by the client's primary custodian. In so doing, Trueman Brown either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

Trueman Brown tailors its advisory services to the individual needs of clients. Trueman Brown consults with clients initially and on an ongoing basis to determine risk tolerance, time horizon and other factors that may impact the clients' investment needs. Trueman Brown ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify Trueman Brown if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon Trueman Brown's management services. Clients may impose reasonable restrictions or mandates on the management of their account (e.g., require that a portion of their assets be invested in socially responsible funds) if, in Trueman Brown's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

Item 5. Fees and Compensation

Trueman Brown offers its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management. Additionally, certain of Trueman Brown's *Supervised Persons*, in their individual capacities, may offer insurance products under a commission arrangement.

Financial Planning and Consulting Fees

Trueman Brown charges a fixed fee and/or hourly fee for its standalone financial planning and consulting services. These fees are negotiable, but generally range from \$500 to \$25,000 on a fixed fee basis and/or \$200 on an hourly basis. This fee is largely determined by the level and scope of the services and the professional engaged to render them. If the client engages Trueman Brown for additional investment advisory services, Trueman Brown may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services. Certain of the firm's financial planning and consulting services may also be provided to existing investment management clients on an ongoing basis at no additional charge to the client.

Prior to engaging Trueman Brown to provide financial planning and/or consulting services, the client is required to enter into a written agreement with Trueman Brown setting forth the terms and conditions of the engagement. Generally, Trueman Brown requires one-half of the financial planning or consulting fee (estimated hourly or fixed) payable upon entering the written agreement. The balance is generally due upon delivery of the financial plan or completion of the agreed upon services.

Investment Management Fee

Trueman Brown provides investment management services for an annual fee based upon a percentage of the market value of the assets being managed by Trueman Brown. This fee is prorated and charged quarterly, in arrears, based upon the market value of the assets on the last day of the previous quarter. The annual varies between 0.25% and 1.00% of the assets being managed by Trueman Brown, depending upon the account size composition of a client's portfolio and the type of investment management services to be rendered, as follows:

<u>PORTFOLIO VALUE</u>	<u>BASE FEE</u>
up to \$499,999	1.00%
\$500,000 - \$2,999,999	0.75%
\$3,000,000 - \$4,999,999	0.65%
\$5,000,000 - \$6,999,999	0.50%
above \$7,000,000	0.25%

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Trueman Brown's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. Trueman Brown does not, however, receive any portion of these commissions, fees, and costs.

Trueman Brown, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, *pro bono* activities, etc.).

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), Trueman Brown generally recommends that clients utilize the brokerage and clearing services of Fidelity Institutional Wealth Services ("*Fidelity*") for investment management accounts.

Trueman Brown may only implement its investment management recommendations after the client has arranged for and furnished Trueman Brown with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to, *Fidelity*, any other broker-dealer recommended by Trueman Brown, broker-dealer directed by the client, trust companies, banks etc. (collectively referred to herein as the "*Financial Institutions*").

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties such as by custodial fees, charges imposed directly by a mutual fund or ETF in the account, which are disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to Trueman Brown's fee.

Fee Debit

Trueman Brown's *Agreement* and the separate agreement with any *Financial Institutions* authorize Trueman Brown to debit the client's account for the amount of Trueman Brown's fee and to directly remit that management fee to Trueman Brown. Any *Financial Institutions* recommended by Trueman Brown have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Trueman Brown.

Fees for Management During Partial Quarters of Service

For the initial period of investment management services, the fees are calculated on a *pro rata* basis.

The *Agreement* between Trueman Brown and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. Advisory clients are permitted to terminate the *Agreement*

without penalty within five (5) business days of entering into the *Agreement*. Trueman Brown's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to Trueman Brown's right to terminate an account. Additions may be in cash or securities provided that Trueman Brown reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to Trueman Brown, subject to the usual and customary securities settlement procedures. However, Trueman Brown designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. Trueman Brown may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

If assets are deposited into or withdrawn from an account after the inception of a quarter, the fee payable with respect to such assets will not be adjusted or prorated based on the number of days remaining in the quarter.

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

Trueman Brown does not provide any services for performance-based fees. Performance-based fees are those based on a share of capital gains on or capital appreciation of the assets of a client.

Item 7. Types of Clients

Trueman Brown provides its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

No Minimums

Trueman Brown does not impose a minimum portfolio value or minimum annual fee for new and existing investment management engagements.

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

Methods of Analysis

Trueman Brown relies on a combination of inherently fundamental and technical methods of analysis.

Fundamental analysis involves an examination of the fundamental financial condition and competitive position of a company. Trueman Brown analyzes the financial condition, capabilities of management, earnings, new products and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the examination of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that Trueman Brown will be able to accurately predict such a reoccurrence.

Investment Strategies

Strategy

Trueman Brown seeks long-term growth of capital by investing in a range of securities and asset classes. The firm attempts to preserve capital during volatile markets while growing assets over the long-term.

Investment Process

Using various analytical tools, Trueman Brown seeks to access and understand the current investment environment along with the corresponding opportunities and risks present during those market conditions. Specifically, the firm targets and analyzes three key areas:

1. Economic data and how it relates to the business cycle and financial markets;
2. Valuations among asset classes along with risk/reward opportunities; and
3. Market internals and relationship among various asset classes.

Investment Allocation

After an assessment of the investment environment, Trueman Brown allocates capital among various asset classes and securities attempting to provide the best combination of potential return and risk in accordance with each clients' investment objectives. In addition, when the firm allocates capital to the equity or fixed income markets, a "Core/Satellite" approach is used. The "Core" position represents an

allocation to fund managers which have demonstrated a strict discipline to risk management, an adherence to valuation measures, and seek to mitigate permanent losses. The “Satellite” position represents an allocation to various investments that complement the “Core” or seek to provide returns over and above the “Core” portion of the portfolio.

Risks of Loss

Mutual Funds and Exchange Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund’s underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund’s stated daily per share net asset value (“NAV”), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund’s holdings. The trading prices of a mutual fund’s shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund’s shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Options

Options allow investors to buy or sell a security at a contracted “strike” price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options

contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

Market Risks

The profitability of a significant portion of Trueman Brown's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that Trueman Brown will be able to predict those price movements accurately.

Use of Private Collective Investment Vehicles

Trueman Brown may recommend the investment by certain clients in privately placed collective investment vehicles (some of which may be typically called "hedge funds"). The managers of these vehicles will have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. The hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. In addition, because the vehicles are not registered as investment companies, there is an absence of regulation. There are numerous other risks in investing in these securities. The client will receive a private placement memorandum and/or other documents explaining such risks.

Management Through Similarly Managed Accounts

Trueman Brown generally manages portfolios by allocating portfolio assets among various mutual funds and securities on a discretionary basis using one or more of its proprietary investment strategies (collectively referred to as "*investment strategy*"). In so doing, Trueman Brown buys, sells, exchanges and/or transfers shares of mutual funds and securities based upon the *investment strategy*.

Trueman Brown's management using the *investment strategy* complies with the requirements of Rule 3a-4 of the Investment Company Act of 1940, as amended. Rule 3a-4 provides similarly managed accounts, such as the *investment strategy*, with a safe harbor from the definition of an investment company.

Securities in the *investment strategy* are usually exchanged and/or transferred without regard to a client's individual tax ramifications. Certain investment opportunities that become available to Trueman Brown's clients may be limited. For example, various mutual funds or insurance companies may limit the ability of Trueman Brown to buy, sell, exchange or transfer securities consistent with its *investment strategy*. As further discussed in response to Item 12B (below), Trueman Brown allocates investment opportunities among its clients on a fair and equitable basis.

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

Item 9. Disciplinary Information

Trueman Brown is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. Trueman Brown does not have any required disclosures to this Item.

Item 10. Other Financial Industry Activities and Affiliations

Trueman Brown is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons.

Receipt of Insurance Commission

Certain of Trueman Brown's *Supervised Persons*, in their individual capacities, are also licensed insurance agents with various insurance companies, and in such capacity, may recommend, on a fully-disclosed commission basis, the purchase of certain insurance products. While Trueman Brown does not sell such insurance products to its investment advisory clients, Trueman Brown does permit its *Supervised Persons*, in their individual capacities as licensed insurance agents, to sell insurance products to its investment advisory clients. A conflict of interest exists to the extent that Trueman Brown recommends the purchase of insurance products where Trueman Brown's *Supervised Persons* receive insurance commissions or other additional compensation.

Item 11. Code of Ethics

Trueman Brown and persons associated with Trueman Brown ("Associated Persons") are permitted to buy or sell securities that it also recommends to clients consistent with Trueman Brown's policies and procedures.

Trueman Brown has adopted a code of ethics ("*Code of Ethics*") made up of its personal securities transaction and insider trading policies and procedures. When Trueman Brown is purchasing or considering for purchase any security on behalf of a client, no *Covered Person* (as defined below) may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when Trueman Brown is selling or considering the sale of any security on behalf of a client, no *Covered Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security.

Unless specifically defined in Trueman Brown's procedures (summarized above), neither Trueman Brown nor any of Trueman Brown's Associated Persons may effect for himself or herself, for an Associated Person's immediate family (i.e., spouse, minor children, and adults living in the same household as the Associated Person), or for trusts for which the Associated Person serves as a trustee or in which the Associated Person has a beneficial interest (collectively "*Covered Persons*"), any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of Trueman Brown's clients.

The foregoing policies and procedures are not applicable to (a) transactions effected in any account over which neither Trueman Brown nor any of its *Supervised Persons* (as defined in this Form ADV) has any direct or indirect influence or control; and (b) transactions in securities that are: direct obligations of the government of the United States; bankers' acceptances, bank certificates of deposit, commercial paper, and high quality short-term debt instruments, including repurchase agreements; or shares issued by registered open-end investment companies.

This policy has been established recognizing that some securities being considered for purchase and sale on behalf of Trueman Brown's clients trade in sufficiently broad markets to permit transactions by clients to be completed without any appreciable impact on the markets of such securities. Under certain limited circumstances, exceptions may be made to the policies stated above. Trueman Brown will maintain records of these trades, including the reasons for any exceptions.

In accordance with Section 204A of the Advisers Act, Trueman Brown also maintains and enforces written policies reasonably designed to prevent the unlawful use of material non-public information by Trueman Brown or any of its *Supervised Persons*.

Clients and prospective clients may contact Trueman Brown to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

As discussed above, in Item 5, Trueman Brown generally recommends that clients utilize the brokerage and clearing services of *Fidelity*.

Factors which Trueman Brown considers in recommending *Fidelity* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Fidelity* enables Trueman Brown to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by *Fidelity* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by Trueman Brown's clients comply with Trueman Brown's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where Trueman Brown determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. Trueman Brown seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other *Financial Institutions* with whom Trueman Brown and the *Financial Institutions* have entered into agreements for prime brokerage clearing services. Trueman Brown periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

The client may direct Trueman Brown in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and Trueman Brown will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by Trueman Brown (as described below). As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, Trueman Brown may decline a client's request to direct brokerage if, in Trueman Brown's sole discretion, such directed brokerage arrangements would result in additional operational difficulties.

Transactions for each client generally will be effected independently, unless Trueman Brown decides to purchase or sell the same securities for several clients at approximately the same time. Trueman Brown may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among Trueman Brown's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed

independently. Under this procedure, transactions will generally be averaged as to price and allocated among Trueman Brown's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that Trueman Brown determines to aggregate client orders for the purchase or sale of securities, including securities in which Trueman Brown's *Supervised Persons* may invest, Trueman Brown generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Trueman Brown does not receive any additional compensation or remuneration as a result of the aggregation. In the event that Trueman Brown determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, Trueman Brown may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist Trueman Brown in its investment decision-making process. Such research generally will be used to service all of Trueman Brown's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because Trueman Brown does not have to produce or pay for the products or services.

Software and Support Provided by Financial Institutions

Trueman Brown may receive from *Fidelity*, without cost to Trueman Brown, computer software and related systems support, which allow Trueman Brown to better monitor client accounts maintained at *Fidelity*. Trueman Brown may receive the software and related support without cost because Trueman Brown renders investment management services to clients that maintain assets at *Fidelity*. The software and support is not provided in connection with securities transactions of clients (i.e. not "soft dollars"). The software and related systems support may benefit Trueman Brown, but not its clients directly. In fulfilling its duties to its clients, Trueman Brown endeavors at all times to put the interests of its clients

first. Clients should be aware, however, that Trueman Brown's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence Trueman Brown's choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, Trueman Brown may receive the following benefits from *Fidelity* through the Fidelity Institutional Wealth Services Group: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its Institutional Wealth Services Group participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

Item 13. Review of Accounts

For those clients to whom Trueman Brown provides investment management services, Trueman Brown monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom Trueman Brown provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis. Such reviews are conducted by the Principal of Trueman Brown, Roy W. Brown, CFP®. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with Trueman Brown and to keep Trueman Brown informed of any changes thereto. Trueman Brown contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom Trueman Brown provides investment advisory services will also receive a report from Trueman Brown that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on semi-annual basis. Clients should compare the account statements they receive from their custodian with those they receive from Trueman Brown.

Those clients to whom Trueman Brown provides financial planning and/or consulting services will receive reports from Trueman Brown summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by Trueman Brown.

Item 14. Client Referrals and Other Compensation

Trueman Brown is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. Trueman Brown may receive economic benefits from non-clients for providing advice or other advisory services to clients. This type of relationship poses a conflict of interest and any such relationship is disclosed in response to Item 12, above.

In addition, Trueman Brown is required to disclose any direct or indirect compensation that it provides for client referrals. Trueman Brown does not compensate for referrals.

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Item 15. Custody

Trueman Brown's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize Trueman Brown through such *Financial Institution* to debit the client's account for the amount of Trueman Brown's fee and to directly remit that management fee to Trueman Brown in accordance with applicable custody rules.

The *Financial Institutions* recommended by Trueman Brown have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Trueman Brown. In addition, as discussed in Item 13, Trueman Brown also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from Trueman Brown.

Item 16. Investment Discretion

Trueman Brown generally retains the authority to exercise discretion on behalf of clients. Trueman Brown is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. Trueman Brown is given this authority through a power-of-attorney included in the agreement between Trueman Brown and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). Trueman Brown takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The *Financial Institutions* to be utilized.

Item 17. Voting Client Securities

Trueman Brown is required to disclose if it accepts authority to vote client securities. Trueman Brown does not vote client securities on behalf of its clients. Clients receive proxies directly from the *Financial Institutions*.

Item 18. Financial Information

Trueman Brown does not require or solicit the prepayment of more than \$500 in fees six months or more in advance. In addition, Trueman Brown is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. Trueman Brown has no disclosures pursuant to this Item.

Item 19. Requirements for State Registered Investment Advisors

Principal Executive Officers and Management Persons

Below is the formal education and business background of Trueman Brown's principal executive officer and management person:

ROY W. BROWN

Born 1967

Post-Secondary Education

Quincy University | B.S., Marketing | 1991

Recent Business Background

Trueman Brown, LLC | Managing Partner | February 2007 – Present

Ameriprise Financial Services | Financial Advisor | July 1992 – February 2007

Performance Based Fees

Neither the firm nor its management persons provide any services for performance based fees, as stated in Item 6.

Civil and Administrative Proceedings

Neither the firm nor its management persons have been subject to an award or otherwise found liable in an action involving a violation of any investment related statute.

Relationships with Issuers

Neither the firm nor its management persons have a relationship with any issuer of securities.

Trueman Brown, LLC

a Registered Investment Adviser

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Prepared by:



MARKETCOUNSEL®
The Adviser's Advisor®