

Item 1- Cover Page

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This Brochure provides information about the qualifications and business practices of FIDUCIA GROUP, LLC ["Fiducia Group"]. If you have any questions about the contents of this Brochure, please contact us at (412) 246-0759 and/or [info@fiduciaretirement.com](mailto:info@fiduciaretirement.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

FIDUCIA GROUP, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about FIDUCIA GROUP, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated April 26, 2012 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested, also free of charge, by contacting James J. Bartoszewicz, Principal at (412) 246-0759, [jbartoszewicz@fiduciaretirement.com](mailto:jbartoszewicz@fiduciaretirement.com) or via a link on our web site [www.fiduciaretirement.com](http://www.fiduciaretirement.com).

Additional information about Fiducia Group, LLC is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with Fiducia Group who are registered, or are required to be registered, as investment adviser representatives of Fiducia Group.

## Item 3 -Table of Contents

Item 1- Cover Page.....	i
Item 2 – Material Changes.....	ii
Item 3 -Table of Contents .....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation .....	1
Item 6 – Performance-Based Fees and Side-By-Side Management .....	2
Item 7 – Types of Clients.....	2
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss.....	2
Item 9 – Disciplinary Information .....	3
Item 10 – Other Financial Industry Activities and Affiliations .....	3
Item 11 – Code of Ethics .....	3
Item 12 – Brokerage Practices .....	4
Item 13 – Review of Accounts.....	4
Item 14 – Client Referrals and Other Compensation.....	4
Item 15 – Custody .....	5
Item 16 – Investment Discretion .....	5
Item 17 – Voting Client Securities.....	5
Item 18 – Financial Information.....	5
Brochure Supplement(s)	

### **Item 4 – Advisory Business**

Fiducia Group, LLC is an investment and fiduciary advisory firm serving the employer-sponsored qualified retirement plan marketplace. Our core business is providing retirement solutions that meet the diverse needs of employers and their employees or unions and their members. Fiducia Group has been serving plan sponsors since 2008, however the three primary owners (Charles Kennedy, James Bartoszewicz and Mark Hutter) have been providing such services for an average of over 23 years each.

Fiducia Group assists retirement plan sponsors with defining what asset classes should be represented and the selection of mutual funds for qualified retirement plans. Our research follows a strict quantitative and qualitative process to evaluate the universe of mutual funds. Mutual fund analysis emphasizes consistency, style-purity and predictability. Fiducia Group monitors the investments on a quarterly basis to make sure they continue to be appropriate representatives of their asset class and continue to meet the criteria set forth in the Investment Policy Statement of the client. Funds failing Investment Policy Statement criteria are placed on Watch List or are recommended for replacement. Fiducia Group serves as a fiduciary to qualified retirement plans that engage the organization in an ongoing investment advisory capacity.

Fiducia Group's service suite also consists of a broad range of one-time or ongoing services that support fiduciaries of qualified retirement plans. These services generally consist of: training of fiduciaries on their fiduciary duties and fiduciary standards, assistance with development of fiduciary policies, reviews of fiduciary practices, benchmarking provider fees and investment expenses, meeting minute preparation and retirement committee formation / oversight and other general consulting relating to retirement services as requested by our clients.

As part of our contractual relationship with the Plan-Sponsor clients, Fiducia Group will also provide services to the employees of employer-sponsored retirement plan clients that generally consist of educational meetings on saving and investing for retirement.

Upon request of existing clients and professional associates, Fiducia Group also provides investment and retirement related consulting services. Such services are considered on a case by case basis.

### **Item 5 – Fees and Compensation**

Fiducia Group's fee is either an annual flat fixed dollar retainer fee of between \$5,000 and \$75,000 paid quarterly or, at the request of a client, a percentage of assets between 0.1 % and 1% of the amount of assets. The fees are negotiable and vary depending on the services agreed upon and the level of assets in the retirement plan. These fees are assessed in arrears as negotiated and agreed to by the client.

## FIDUCIA GROUP, LLC INVESTMENT ADVISORY BROCHURE

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Either party may terminate the relationship between the parties upon 30 to 60 days written notice as stipulated in the advisory agreement. If this disclosure brochure is not delivered to a client at least 48 hours prior to the client entering into any written or oral advisory contract with Fiducia Group, the client has the right to terminate the relationship and the contract without penalty within 5 business days after entering into the contract. Upon termination of the relationship, the fees will be billed for the entire month in which the termination is effective.

Fiducia Group's fees are exclusive of internal management fees charged by Mutual funds, exchange traded funds or collective trusts, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Fiducia Group's fee, and Fiducia Group shall not receive any portion of these commissions, fees, and costs.

Item 12 further describes the factors that Fiducia Group considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

### **Item 6 – Performance-Based Fees and Side-By-Side Management**

Fiducia Group does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

### **Item 7 – Types of Clients**

Fiducia Group provides services to corporations and sponsors of pension and profit-sharing plans, and Taft-Hartley plans.

### **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

The primary source of Fiducia Group's methodology and source of information and investment strategies are from the Center for Fiduciary Studies and the publication of Prudent Practices for Investment Stewards, U.S. Edition published in 2008 by Fiduciary 360 ([www.fi360.com](http://www.fi360.com)). Fiducia Group also utilizes the services of Morningstar, Inc. who provide quarterly access to mutual fund research and data.

Fund selection and monitoring criteria are customized for each client and documented in the client's investment policy statement. In all cases the methodology is unique to retirement plan investing.

Investing in securities involves risk of loss that clients should be prepared to bear.

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Fiducia Group or the integrity of Fiducia Group's management. Fiducia Group has no information applicable to this Item.

### **Item 10 – Other Financial Industry Activities and Affiliations**

Registered investment advisers are required to disclose all activities related to other financial industries such as brokerage or insurance activity that would be material to your evaluation of Fiducia Group or the integrity of Fiducia Group's management. None of the investment advisory representatives of Fiducia Group maintain any such affiliations that would distract from services provided or create conflicts of interest.

### **Item 11 – Code of Ethics**

Fiducia Group has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Fiducia Group must acknowledge the terms of the Code of Ethics annually, or as amended.

Fiducia Group anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will recommend to investment advisory clients, the purchase or sale of securities in which Fiducia Group, its affiliates and/or clients, directly or indirectly, have a position of interest. Fiducia Group's employees and persons associated with Fiducia Group are required to follow Fiducia Group's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Fiducia Group and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Fiducia Group's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Fiducia Group will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with

the best interest of Fiducia Group's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Fiducia Group and its clients.

Fiducia Group's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting James J. Bartoszewicz.

It is Fiducia Group's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. Fiducia Group will also not cross trades between client accounts.

### **Item 12 – Brokerage Practices**

Fiducia Group does not have authority to select broker/dealers for client transactions. Therefore Fiducia Group does not receive any compensation, direct or indirect from any broker/dealer.

### **Item 13 – Review of Accounts**

Fiducia Group does not provide "investment supervisory" or "investment management" services as those terms are defined by the SEC. Fiducia Group's investment services involve the creation of an Investment Policy Statement ["IPS"] that is appropriate for each specific client. On a quarterly basis, Fiducia Group reviews each client investment relative to their IPS and makes appropriate recommendations consistent with the IPS. Responsibility to review the client IPS and investments is assigned to a Principal of the firm for each client.

### **Item 14 – Client Referrals and Other Compensation**

Fiducia Group proudly accepts referrals from clients and other colleagues that are based on their confidence in our service model and professionalism. Fiducia Group does not provide compensation to anyone in exchange for such referrals.

### Item 15 – Custody

Fiducia Group does not maintain custody of client assets.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Fiducia Group urges you to carefully review such statements.

### Item 16 – Investment Discretion

Fiducia Group may or may not receive discretionary authority from the client at the outset of an advisory relationship to select the identity of securities (generally limited to registered investment companies) to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives in the IPS for the particular client account.

When selecting securities, Fiducia Group observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, Fiducia Group's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made.

Investment guidelines and restrictions must be provided to Fiducia Group in writing.

### Item 17 – Voting Client Securities

As a matter of firm policy and practice, Fiducia Group does not have any authority to and does not vote proxies on behalf of advisory clients. Clients (or, by contract, their custodian) retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Fiducia Group may provide advice to clients regarding the clients' voting of proxies.

### Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Fiducia Group's financial condition. Fiducia Group has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.