



Part 2A of Form ADV: Firm Brochure

55 East 52nd Street, 36th Floor

New York, NY 10055

Tel: (212) 822-7620

www.evercorewealthmanagement.com

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This brochure provides information about the qualifications and business practices of Evercore Wealth Management, LLC ("EWM" or the "Company"). If you have any questions about the contents of this brochure, please contact us at (212) 822-7620. 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. Registration as an investment adviser does not imply a certain level of skill or training.

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

Item 2: Material Changes

EWM's most recent update to its brochure was made in March 2011. EWM's business activities have not changed materially since the time of that update. However, in June 2011, EWM became the investment adviser to a second mutual fund, the Evercore Wealth Management Macro Opportunity Fund.

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Item 4: Advisory Business

Evercore Wealth Management, LLC (“EWM” or the “Company”) provides discretionary and non-discretionary investment advisory services to individuals and institutional clients, as well as to The Wall Street Fund (the “WS Fund”) and the Evercore Wealth Management Macro Opportunity Fund (“EWMOX” and, collectively with the WS Fund, the “Funds”), both registered investment companies. Client accounts are invested primarily in equities, mutual funds, bonds, exchange-traded funds, alternative investments, cash-equivalent instruments, and strategies and investment portfolios managed by third-party unaffiliated investment managers. EWM also provides investment consulting services with respect to asset allocation, portfolio diversification, portfolio risk, and other general economic and financial topics.

Investment advisory services are guided by the objectives and restrictions outlined in each client’s Investment Policy Statement. For certain client accounts EWM may recommend pooled investment vehicles, such as hedge funds and private equity funds, or one or more third-party investment managers. Third-party investment managers recommended to clients will have full investment discretion and trading authority, and shall have sole responsibility for the implementation of their investment objectives. With respect to accounts managed by third-party investment advisers, EWM will not place orders for transactions in the client’s account or otherwise exercise trading authority over the account. However, EWM monitors the performance of third-party investment managers and reserves the authority to hire or terminate such managers.

EWM also provides an array of general personal financial planning services in addition to investment management. Such services include, but are not limited to, retirement planning, financial planning, personal tax and cash flow planning, estate planning, insurance planning, marriage and divorce planning, college planning, compensation and benefits planning, and the preparation of financial analyses and personal financial statements reflecting net worth, cash flow, and income tax projections. Financial planning services may be provided as a stand-alone service or as part of the Company’s investment management services.

EWM was founded in September 2008 and is majority owned by Evercore Partners Services East LLC, a subsidiary of Evercore Partners Inc., (“Evercore”). Evercore is a publicly-traded financial services firm (NYSE:EVR), which provides advisory services to multinational corporations on mergers, acquisitions, divestitures, restructurings, and other strategic corporate transactions. Evercore also provides asset management services through its and EWM’s affiliates.

As of December 31, 2011, EWM managed \$3,239,851,000 on a discretionary basis and \$27,579,000 on a non-discretionary basis.

Item 5: Fees and Compensation

For the investment advisory services it provides, EWM is compensated based on a percentage of assets under management. Fees are generally charged monthly in arrears and are generally deducted directly from the client’s custodial account. However, some clients may have other arrangements. For example, they may be charged fee less

frequently than monthly and in some cases may pay fees in advance. Investment advisory services begin with the effective date of the Investment Advisory Agreement (the "Agreement"), which is the date the client signs the Agreement. For the first fee billing cycle that the Agreement is effective, fees are charged on a pro rata basis based upon the number of days in which EWM managed the securities in the billing period.

Fees are charged according to a tiered schedule and may be negotiated as determined on a case-by-case basis based upon a number of factors, including the type of assets under management, the services provided, and any restrictions on particular assets, or asset classes. The standard maximum management fee charged for each service is outlined below.

<i>Service/Strategy</i>	<i>Maximum Annual Fee</i>
Equity and Balanced	1% with a \$50,000 minimum
Diversified Market Hedges	1% with a \$50,000 minimum
Fixed Income – Municipal Bond	.35% with a \$25,000 minimum
Fixed Income – Taxable Bond	.50% with a \$25,000 minimum
Cash Management	.25% with a \$25,000 minimum

Either EWM or the client may terminate the Agreement at any time upon written notice to the other party, subject to the terms of the Agreement. Clients are responsible for paying for services rendered until the effective termination of the Agreement. If the client has paid fees in advance, EWM will provide a pro-rated refund.

As the investment adviser to EWMOX, EWM receives a maximum annual fee of 1.25% of the fund's assets under management, which includes a shareholder servicing fee of .25%. EWM receives a maximum annual fee of 1.00% from the WS Fund, which includes an annual shareholder servicing fee of .25%. Clients should refer to the applicable Fund prospectus for a complete description of all fees and expenses charged by the Funds.

Generally, for EWM client accounts that have all or a portion of their assets invested in a Fund, EWM excludes the value of the Fund investment from the calculation of its investment management fee. However, there are some accounts for which the investment advisory fee paid to EWM includes the value of the client's assets invested in the WS Fund.

In addition to the investment management fees charged by EWM, clients may be responsible for additional expenses, such as brokerage fees, custody fees, and fees and expenses charged by third-party mutual funds, pooled investment vehicles, and third-party managers that may be recommended to clients.

Fees for financial planning services on a stand-alone are negotiated on a case by case basis. Such fees shall be mutually agreed upon by the client and EWM, and are payable when services are rendered.

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

EWM does not charge performance-based fees.

Item 7: Types of Clients

EWM provides investment advisory services to high-net-worth individuals and associated trusts, estates, pension and profit sharing plans, endowments, foundations, charitable organizations, insurance companies, and other legal entities. In addition, EWM serves as the investment adviser or sub-adviser to various registered investment companies.

EWM suggests clients have a minimum account balance of \$5,000,000. However, this amount may be waived at the Company's discretion.

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

EWM's investment approach starts with an understanding of each client's investment objectives and constraints within the context of the client's family, lifestyle, business, and philanthropic commitments, as applicable. From there, EWM seeks to build customized and diversified portfolios. In doing so, client assets are allocated among various strategies, including fixed income, equity, balanced, and EWM's Diversified Market Hedges strategy.

The focus of the fixed-income investment team is to provide clients with a steady income stream while preserving principal. EWM seeks to maximize portfolio returns through high-quality marketable securities with a focus on tax-considerations and specific client objectives. The approach is backed by fundamental economic and technical market analysis, as well as specific security analysis.

For equity investment management, EWM emphasizes a team approach drawing on the long and varied experience of its investment professionals. EWM seeks to generate long-term returns and capital appreciation by investing in the large and mid-capitalization stocks of domestic, foreign, and global businesses.

The Diversified Market Hedges strategy seeks to protect the purchasing power of client portfolios by delivering a return stream independent of traditional diversified portfolios and countering the risks resulting from greater government policy in global capital markets. It also seeks to lower overall portfolio volatility by investing in assets that may benefit from government policy and intervention. Portfolios in the Diversified Market Hedges strategy take long and short positions in various asset classes, including equities, fixed income, currencies, commodities, derivatives, and managed funds.

EWM conducts fundamental analysis on all securities recommended for client accounts and each potential equity holding is analyzed to understand the business fundamentals and expected value drivers, while also considering the macroeconomic environment.

Investing in securities involves risk of loss, which clients should be prepared to bear. In addition, investment performance could be hurt by a number of different market risks,

including, but not limited to, those outlined below. Before making an investment in a Fund, clients should carefully review the risks described in the Fund's prospectus.

1. Stock Market Risk – the chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising prices and periods of falling prices.
2. Sector Risk – the chance that significant problems will affect a particular sector, or that returns from that sector will trail returns from the overall stock market. Daily fluctuations in specific market sectors are often more extreme than fluctuations in the overall market.
3. Liquidity Risk – Investments may from time to time be illiquid. As a result, such investments may be required to be held for a significant period of time in order to realize a return on invested capital.
4. Interest Rate Risk – An investment's value, typically investments in bonds, may fluctuate due to a change in interest rates. For example, as interest rates increase, the value of the security may decrease and vice-versa.
5. Credit Risk – Bonds may lose value if the issuer does not make payments as promised.

Item 9: Disciplinary Information

Neither EWM nor its employees have been involved in any legal or disciplinary events in the past ten years that would be material to a client's evaluation of the Company or its personnel.

Item 10: Other Financial Industry Activities and Affiliations

EWM is affiliated with other registered investment advisers and broker-dealers through common ownership. The entities owned by Evercore may share certain resources, such as human resources and technology support systems. EWM has implemented policies and procedures to help ensure that adequate information barriers exist between EWM and its affiliates and that EWM operates independently of Evercore and its affiliates. EWM does not market investment products or strategies, including registered and unregistered investment companies, managed by its affiliates.

EWM is also affiliated with Evercore Trust Company, N.A. ("ETC") a national trust bank regulated and supervised by the Office of the Comptroller of the Currency, through common ownership. ETC provides trustee, executor, and custodial services. ETC serves as custodian and/or trustee for certain clients of EWM. Certain EWM personnel are also employees of ETC.

As discussed above, EWM serves as the investment adviser to the Funds. EWM may invest client assets in a Fund in certain circumstances, such as when there is a goal for equity diversification.

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

Code of Ethics

EWM permits its employees to engage, on a limited basis, in personal securities transactions. To avoid any potential conflicts of interest involving personal trades, EWM has adopted a Code of Ethics ("Code"), which includes formal policies and procedures to address insider trading, information barriers, and personal security transactions. EWM's Code requires, among other things, that its employees place client interests ahead of EWM's, engage in personal investing that is in full compliance with the Code, avoid taking advantage of their position, and maintain full compliance with applicable federal securities laws.

The Code also requires employees to pre-clear certain personal securities transactions, report personal securities transactions on at least a quarterly basis, and provide the Company with a detailed summary of holdings (both initially upon commencement of employment and annually thereafter) over which the employee has a direct or indirect beneficial interest.

A copy of EWM's Code shall be provided to any client or prospective client upon request by contacting the Chief Compliance Officer at (212) 822-7620.

Participation or Interest in Client Transactions

As noted above, EWM may invest client assets in a Fund in certain circumstances, such as when there is a goal for equity diversification. In such cases, EWM generally excludes the value of the Fund from the calculation of its investment management fee. However, with respect to the WS Fund, there are some accounts for which the investment advisory fee paid to EWM includes the value of the client's assets invested in the WS Fund.

Personal Trading

Employees may buy or sell securities that are also recommended to clients. However, employees may not buy, sell, or recommend securities (or derivatives thereof) of an issuer for any proprietary, customer, employee, or other account while in possession of material, non-public information regarding the issuer. Trading ahead of clients or immediately after clients is prohibited. In addition, personal investments must generally be held for a minimum of thirty days.

Item 12: Brokerage Practices

EWM considers the following factors, among others, when selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation: (1) liquidity of the securities traded, (2) execution facilitation services provided, (3) timeliness of execution, (4) timeliness and accuracy of trade confirmations, (5) client direction, and (6) expertise as it relates to specific securities.

Although EWM seeks competitive commission rates and commission equivalents, it will not necessarily pay the lowest commission or equivalent available. Transactions may

involve specialized services on the part of a broker-dealer, which may justify higher commissions and equivalents than would be the case for more routine services.

Soft Dollars

EWM is authorized to use “*soft dollars*” to pay for brokerage and research services. Soft dollar arrangements are generally understood to be those where products or services other than the mere execution of securities transactions are obtained by an investment adviser from a broker-dealer in exchange for the direction of client transactions by the investment adviser to the broker-dealer. Soft dollars are that portion of brokerage commissions that exceed the lowest rate available for basic execution services.

EWM does not intend to seek lower brokerage commissions to the extent that doing so may detract from its receiving valuable brokerage and research services. The commissions or equivalents paid to any one broker-dealer may be greater than the amount charged by another firm for executing the same transactions if EWM determines in good faith that the amount of commissions charged by such broker-dealer are reasonable in relation to the value of the brokerage and research services provided. Selecting brokers on the basis of considerations that are not limited to applicable commission rates may at times result in higher transaction costs than may otherwise be obtainable.

EWM intends to comply with the “safe harbor” provided by Section 28(e) of the Securities Exchange Act of 1934, as amended, which permits the use of soft dollars to obtain brokerage and research services that provide lawful and appropriate assistance to the investment adviser in the performance of its investment decision-making responsibilities.

The products and services available from brokers include both internally generated items (such as proprietary research reports prepared by employees of the broker-dealer), as well as items acquired by the broker-dealer from third parties (such as outside research prepared by third-party research firms). Research services may include, but are not limited to, written information and analyses concerning specific securities, companies, or sectors; market, financial, and economic studies and forecasts; financial publications; news, quotation, statistics, and pricing services; discussions with research personnel; databases; and services utilized in the investment management process. Brokerage services may include, but are not limited to, clearance, settlement, custody, securities lending and financing, and recordkeeping.

Investment research and brokerage services received through soft dollar arrangements may be used by EWM in servicing various clients, and not all such services will necessarily benefit all clients. In addition, investment research and brokerage services received through soft dollar arrangements may benefit clients whose brokerage commissions did not generate the soft dollars used to pay for such services (e.g., clients with directed brokerage arrangements, as discussed below). Generally, trades for clients whose accounts are custodied at a broker-dealer will only be executed through the custodial broker-dealer and, as a result, will not generate soft dollars. Trades for clients whose accounts are held by non-broker custodians will be executed with broker-dealers through which EWM may generate soft dollars.

Relationships with broker-dealers providing soft dollar services to EWM may influence EWM’s judgment in allocating brokerage business, and may create a conflict of interest in

using the services of these broker-dealers to execute securities transactions for clients. While EWM believes these relationships are generally beneficial, selecting broker-dealers on the basis of considerations other than applicable commissions may at times result in higher transaction costs than would otherwise be the case.

Client Referrals

EWM does not use brokerage commissions to compensate brokers for client referrals.

Directed Brokerage

On occasion, a client may direct EWM to effect securities transactions in the client's account through a specific broker-dealer. This instruction shall be construed as a "directed brokerage arrangement." In such circumstances, the client is responsible for negotiating the terms and arrangements for their account with that broker-dealer. EWM will not seek better execution services or prices from other broker-dealers and may not be able to aggregate the client's transactions with orders for other client accounts for execution through other broker-dealers. As a result, EWM may not obtain best execution on behalf of a client with a directed brokerage arrangement, and the client may also pay materially disparate commissions, greater spreads or other transaction costs, or receive less favorable net prices on transactions for the account than would otherwise be the case. When necessary, EWM may elect to conduct "step-out" trades.

Trade Aggregation

Orders for the same security entered on behalf of more than one client may be aggregated (i.e., blocked or bunched). Subsequent orders for the same security entered during the same trading day may be aggregated with any previously unfilled orders; filled orders shall be allocated separately from subsequent orders. All clients participating in an aggregated order shall receive the average price and, subject to minimum ticket charges, pay a pro rata portion of commissions. Clients with directed brokerage arrangements generally will not participate in aggregated trades.

The allocation of securities across client accounts will be based on various factors, including: account size, diversification, cash availability, and, where appropriate, the value of having a round lot in the portfolio.

In the event an order is partially filled, the allocation shall be made in the best interests of all the clients participating in the order, taking into account all relevant factors, including, but not limited to, the size of each client's allocation, clients' liquidity needs, and previous allocations. As a general practice, EWM shall seek to ensure that each account gets a pro rata allocation based on its initial allocation. When a pro rata allocation may not be reasonable (e.g., clients receiving odd lots), the Company shall reallocate the order in a manner that it deems fair and equitable.

Item 13: Review of Accounts

Generally, client accounts are reviewed on a continuous basis by the portfolio manager responsible for the management of the account. These reviews are designed to monitor and analyze client transactions, positions, and investment levels. Reviews may be triggered by changes in client circumstances or changes in market outlook.

Reports are provided to clients at least annually and include a summary of account holdings and values. More frequent and customized reports are available upon request. In addition, subject to the client's custodial agreement, clients will also receive monthly or quarterly account statements confirming account transactions, positions, and activity directly from their account custodian.

Item 14: Client Referrals and Other Compensation

EWM intends to utilize incentive compensation as part of its total compensation plan for its employees. The plan is to be based upon employees' contributions to annual new business revenue generated by EWM by the referral. Such compensation shall be paid entirely by EWM. In addition, EWM may compensate third-party solicitors for client referrals. Such compensation will be paid entirely by EWM and will be based on either: (1) a percentage of the investment management fee paid to EWM by the referred clients, or (2) a pre-determined flat fee paid on a periodic basis (e.g., quarterly or monthly).

EWM will comply with Rule 206(4)-3 under the Advisers Act with respect to its use of both affiliated and unaffiliated solicitors.

Item 15: Custody

EWM is deemed to have custody with respect to most of its investment advisory accounts because it uses an affiliated qualified custodian, ETC. Clients will receive account statements directly from ETC, their broker-dealer, bank, or other qualified custodian. Clients should carefully review these statements and ensure they are accurate. In addition, clients are urged to compare the account statements they receive from their custodian with those they receive from EWM.

Item 16: Investment Discretion

With respect to its discretionary accounts, EWM is authorized to make the following determinations in accordance with client objectives and restrictions without obtaining prior consent from the client: (1) which securities or instruments, including mutual funds and exchange-traded funds to buy or sell; (2) the total amount of securities or instruments to buy or sell; (3) the executing broker or dealer for any transaction; (4) the commission rates or commission equivalents charged for transactions; and (5) whether to invest client assets and if so determining the total amount to invest, in third-party investment manager products and services, such as separate account portfolios or pooled investments or fund products. Such authorization is outlined in each discretionary client's Agreement and Investment Policy Statement.

Item 17: Voting Client Securities

It is EWM's policy to vote proxies consistent with its fiduciary duty to clients. EWM shall generally be responsible for voting proxies on behalf of client accounts; however, certain clients may retain proxy voting authority. In cases where EWM votes proxies, the Company shall vote client proxies in a way that it believes will cause securities to increase the most or decline the least in value in order to maximize shareholder value. Consideration will be given to both the short-term and long-term implications of the proposal to be voted on

when considering the optimal vote.

The Company's Proxy Committee is responsible for determining how to vote client proxies. To assist with this responsibility, EWM has engaged a third-party proxy advisory company to vote proxies in accordance with pre-determined guidelines. If a material conflict of interest relating to a proxy arises between EWM and a client, the Company will delegate proxy voting responsibility to the third-party proxy advisory company.

EWM's complete proxy voting policy and procedures and a record of all proxy votes cast on behalf of clients are available upon request by contacting the Chief Compliance Officer at (212) 822-7620.

Item 18: Financial Information

EWM has never filed for bankruptcy and is not aware of any financial condition that is expected to affect its ability to manage client accounts.