

Item 1 - Cover Page



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This brochure provides information about the qualifications and business practices of Anlyan & Hively Asset Management, LLC ("Anlyan & Hively"). If you have any questions about the contents of this brochure, please contact us at (888) 223-2979 or banlyan@anlyanandhively.com or jhively@anlyanandhively.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state authority.

Additional information about Anlyan & Hively also is available on the SEC's website at **www.AdviserInfo.sec.gov**.

Item 2 - Summary of Material Changes

As you may be aware, the format that registered investment advisers are required to use in order to inform clients of the nature of advisory services provided, types of clients served, fee charged, potential conflicts of interest and other information has changed. In the past, we were only required to offer you our updated brochure on an annual basis. Under the new rules, we are required to annually provide each client with these amended disclosures, rather than merely making the offer. The new format of the complete brochure includes a Summary of Material Changes (the "Summary") reflecting any changes to our policies, practices, or conflicts of interest made since our last required filing, dated March 3, 2011.

Set forth below is the Summary of Material Changes for Anlyan & Hively:

Date of Change	Description of Item
2011	Clarification of disclosure to include non-discretionary basis.

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Item 4 - Advisory Business

General Information

Anlyan & Hively Asset Management, LLC was formed in 2009, and provides financial planning, portfolio management and general consulting services to its clients. At the outset of each client relationship, Anlyan & Hively spends time with the client, asking questions, discussing the client's investment experience and financial circumstances, and broadly identifying major goals of the client.

Clients may elect to retain Anlyan & Hively to prepare a full financial plan. This written report is presented to the client for consideration. In most cases, clients subsequently retain Anlyan & Hively to manage the investment portfolio on an ongoing basis.

For those financial planning clients making this election, and for other clients who do not need financial planning but retain Anlyan & Hively for portfolio management services, based on all the information initially gathered, Anlyan & Hively generally develops with each client:

- a financial outline for the client based on the client's financial circumstances and goals, and the client's risk tolerance level (the "Financial Profile");
- the client's investment objectives and guidelines (the "Investment Plan").

The Financial Profile is a reflection of the client's current financial picture and a look to the future goals of the client. The Investment Plan outlines the types of investments Anlyan & Hively will make on behalf of the client in order to meet those goals. The Profile and the Plan are discussed regularly with each client, but are not necessarily written documents.

Finally, where Anlyan & Hively provides only limited financial planning or general consulting services, Anlyan & Hively will work with the client to prepare an appropriate summary of the specific project(s) to the extent necessary or advisable under the circumstances.

Financial Planning

One of the services offered by Anlyan & Hively is "Financial Planning", described below. This service may be provided as a stand-alone service, or may be coupled with ongoing portfolio management.

Financial Planning may include advice that addresses one or more areas of a client's financial situation, such as estate planning, risk management, budgeting and cash flow controls, retirement planning, education funding, and investment portfolio design and ongoing management. Depending on a client's particular situation, financial planning may include some or all of the following:

- Gathering factual information concerning the client's personal and financial situation;
- Assisting the client in establishing financial goals and objectives;
- Analyzing the client's present situation and anticipated future activities in light of the client's financial goals and objectives;
- Identifying problems foreseen in the accomplishment of these financial goals and objectives and offering alternative solutions to the problems;
- Making recommendations to help achieve retirement plan goals and objectives.
- Designing an investment portfolio to help meet the goals and objectives of the client;
- Providing estate planning;

- Assessing risk and reviewing basic health, life and disability insurance needs; or
- Reviewing goals and objectives and measuring progress toward these goals.

Once Financial Planning advice is given, the client may choose to have Anlyan & Hively implement the client's financial plan and manage the investment portfolio on an ongoing basis. However, the client is under no obligation to act upon any of the recommendations made by Anlyan & Hively under a Financial Planning engagement and/or engage the services of any recommended professional.

Portfolio Management

As described above, at the beginning of a client relationship, Anlyan & Hively meets with the client, gathers information and performs research and analysis as necessary to develop the client's Investment Plan. The Investment Plan will be updated from time to time when requested by the client, or when determined to be necessary or advisable by Anlyan & Hively based on updates to the client's financial or other circumstances.

To implement the client's Investment Plan, Anlyan & Hively will manage the client's investment portfolio on a discretionary or a non-discretionary basis. As a discretionary investment adviser, Anlyan & Hively will have the authority to supervise and direct the portfolio without prior consultation with the client. Clients who choose a non-discretionary arrangement must be contacted prior to the execution of any trade in the account(s) under management. This may result in a delay in executing recommended trades, which could adversely affect the performance of the portfolio. This delay also normally means the affected account(s) will not be able to participate in block trades, a practice designed to enhance the execution quality, timing and/or cost for all accounts included in the block. In a non-discretionary arrangement, the client retains the responsibility for the final decision on all actions taken with respect to the portfolio.

Notwithstanding the foregoing, clients may impose certain written restrictions on Anlyan & Hively in the management of their investment portfolios, such as prohibiting the inclusion of certain types of investments (e.g., "sin stocks") in an investment portfolio or prohibiting the sale of certain investments held in the account at the commencement of the relationship. Each client should note, however, that restrictions imposed by a client may adversely affect the composition and performance of the client's investment portfolios. Each client should also note that his or her investment portfolio is treated individually by giving consideration to each purchase or sale for the client's account. For these and other reasons, performance of client investment portfolios within the same investment objectives, goals and/or risk tolerance may differ and clients should not expect that the composition or performance of their investment portfolios would necessarily be consistent with similar clients of Anlyan & Hively.

Wrap Programs

When appropriate and in accordance with the Investment Plan for a client, Anlyan & Hively may utilize Separate Account Managers ("SAM's") which are usually available through a Wrap Program. A Wrap Program is one that combines the SAM's fee with the brokerage expenses incurred by the account. Anlyan & Hively's fee is charged separately from the wrap fee.

Anlyan & Hively has chosen the Managed Account Select and Access Program ("Managed Account Program") sponsored by Charles Schwab & Co, Inc. ("Schwab") for this purpose. The Managed Account Program offers a wide variety of manager styles, and offers clients the opportunity to utilize more than one SAM if necessary to meet the needs and investment objectives of the client. Please refer to ***Other Financial Industry Activities*** for more information on this topic.

General Consulting

In addition to the foregoing services, Anlyan & Hively may provide general consulting services to clients. These services are generally provided on a project basis, and may include, without limitation, minimal cash flow planning for certain events such as education expenses or retirement, estate planning analysis, income tax planning analysis and review of a client's insurance portfolio, as well as other matters specific to the client as and when requested by the client and agreed to by Anlyan & Hively. The scope and fees for consulting services will be negotiated with each client at the time of engagement for the applicable project.

Principal Owners

William G. Anlyan and James A. Hively are the principal owners of Anlyan & Hively. Please see **Brochure Supplements**, Appendix A, for more information on these principal owners and other individuals who formulate investment advice and have direct contact with clients, or have discretionary authority over client accounts.

Type and Value of Assets Currently Managed

As of December 31, 2011, Anlyan & Hively managed \$80,000,000 on a discretionary basis, and \$30,000,000 of assets on a non-discretionary basis.

Item 5 - Fees and Compensation

General Fee Information

Fees paid to Anlyan & Hively are exclusive of all custodial and transaction costs paid to the client's custodian, brokers or other third party consultants. Fees paid to Anlyan & Hively are also separate and distinct from the fees and expenses charged by mutual funds, ETFs (exchange traded funds) or other investment pools to their shareholders (generally including a management fee and fund expenses, as described in each fund's prospectus or offering materials). The client should review all fees charged by funds, brokers, Anlyan & Hively and others to fully understand the total amount of fees paid by the client for investment and financial-related services.

Financial Planning Fees

Anlyan & Hively's financial planning and consulting fees are negotiable, but generally range from \$2,000 to \$20,000 on a fixed fee basis and/or from \$150 to \$250 on an hourly rate basis, depending upon the level and scope of the services and the professional rendering the financial planning and/or the consulting services. A retainer for these services is usually required in advance of the commencement of the work, with the balance due upon completion.

Portfolio Management Fees

For assets managed directly by Anlyan & Hively and not managed by a Separate Account Manager, the annual fee schedule, based on a percentage of assets under management, is as follows:

Up to \$1,000,000	1.50%
\$1,000,000 to \$5,000,000	1.25%
\$5,000,000 to \$10,000,000	1.00%
Portfolios above \$10,000,000	0.75%

The minimum portfolio value is generally set at \$50,000 and the minimum annual fee for any account is \$1,500. Anlyan & Hively may, at its discretion, make exceptions to the foregoing or negotiate special fee arrangements where Anlyan & Hively deems it appropriate under the

circumstances. To the extent that a client authorizes the use of margin, the market value of the client's account and corresponding fee calculation includes the margin balance.

Portfolio management fees are generally payable quarterly, in advance. If management begins after the start of a quarter, fees will be prorated accordingly. Fees are normally debited directly from client account(s), unless other arrangements are made.

Either Anlyan & Hively or the client may terminate their Investment Management Agreement at any time, subject to any written notice requirements in the agreement. In the event of termination, any paid but unearned fees will be promptly refunded to the client, and any fees due to Anlyan & Hively from the client will be invoiced or deducted from the client's account prior to termination.

Wrap Program Fees

Assets managed by Separate Account Managers are generally under a wrap arrangement, wherein Schwab will charge one inclusive fee for the SAM(s) and Schwab's brokerage expenses. The fee will vary somewhat depending on the SAM(s) used, but generally are such that, in combination with Anlyan & Hively's fee, the total does not exceed 1.95% annually. This wrap fee is calculated and deducted by Schwab *monthly in arrears*. Anlyan & Hively's portion of the fee on these assets is 0.85% per year, is in addition to the fee charged by Schwab, and is charged quarterly in advance.

General Consulting Fees

When Anlyan & Hively provides general consulting services to clients, these services are generally separate from Anlyan & Hively's financial planning and portfolio management services. Fees for general consulting are negotiated at the time of the engagement for such services, and are normally based on an hourly or fixed fee basis. A retainer for these services is usually required in advance of the commencement of the work, with the balance due upon completion. In addition, Anlyan & Hively may provide outsourced Chief Investment Officer services to certain charitable or non-profit organizations ("*CIO Services*"). The fee for *CIO Services* shall be based on the value of the assets allocated to Anlyan & Hively for *CIO Services* and will normally vary between 0.20% and 0.35% per year.

Other Compensation

Certain of Anlyan & Hively's employees 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 Anlyan & Hively does not sell such insurance products to its investment advisory clients, Anlyan & Hively does permit its employees, 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 Anlyan & Hively recommends the purchase of insurance products where Anlyan & Hively's employees receive insurance commissions or other additional compensation. Anlyan & Hively's employees currently devote approximately 5 percent (5%) of their time to insurance sales.

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

Anlyan & Hively does not have any performance-based fee arrangements. "Side by Side Management" refers to a situation in which the same firm manages accounts that are billed based on a percentage of assets under management and at the same time manages other accounts for which fees are assessed on a performance fee basis. Because Anlyan & Hively has no performance-based fee accounts, it has no side-by-side management.

Item 7 - Types of Clients

Anlyan & Hively serves individuals, pension and profit-sharing plans, corporations, trusts, estates and charitable organizations. With some exceptions, the minimum portfolio value eligible for conventional investment advisory services is \$50,000, and the annual minimum fee charged is \$1,500. Under certain circumstances and in its sole discretion, Anlyan & Hively may negotiate such minimums.

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

Methods of Analysis and Investment Strategies

Anlyan & Hively utilizes separate account managers, mutual funds, exchange traded fund ("ETFs"), individual debt and equity securities and/or options as well as the securities components of variable annuities and variable life insurance contracts to construct a portfolio in accordance with the Investment Plan. As appropriate and depending on the client's individual goals and objectives, Anlyan & Hively may also invest in alternative investment vehicles including but not limited to hedge funds and private placements.

Manager and Securities Selection. Anlyan & Hively primarily focuses the use of Separate Account Managers for the equity portion of a client portfolio. SAMs are selected based on investment style, performance history, fee structure, manager experience and other factors.

Anlyan & Hively will also select ETFs, mutual funds and individual stocks for accounts. ETFs and mutual are primarily used to invest in specifically targeted areas of the U.S. Equity market or for access to foreign investments. Mutual funds are assessed in terms of past performance, fee structure, overall ratings for safety and returns, and other factors.

In selecting individual stocks for an account, Anlyan & Hively generally applies traditional fundamental analysis including, without limitation, the following factors;

- Financial strength ratios
- Price-to-earnings ratios
- Dividend yields, and
- Growth rate-to-price earnings ratios

Anlyan & Hively will also incorporate other method of analysis, such as:

Charting Analysis – involves the gathering and processing of price and volume information for a particular security. This price and volume information is analyzed using mathematical equations. The resulting data is then applied to graphing charts, which is used to predict future price movements based on price patterns and trends.

Technical Analysis – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks.

Cyclical Analysis – a type of technical analysis that involves evaluating recurring price patterns and trends.

Risk of Loss

While Anlyan & Hively seeks to diversify clients' investment portfolios across various asset classes, consistent with their Investment Plans, in an effort to reduce risk of loss, all investment portfolios are nevertheless subject to risks. Accordingly, there can be no assurance that client investment portfolios will be able to fully meet their investment objectives and goals, or that investments will not lose money.

Below is a description of several of the principal risks that client investment portfolios face.

Management Risks. While Anlyan & Hively manages client investment portfolios based on Anlyan & Hively's experience, research and proprietary methods, the value of client investment portfolios will change daily based on the performance of the underlying securities in which they are invested. Accordingly, client investment portfolios are subject to the risk that Anlyan & Hively allocates investment funds to asset classes that are adversely affected by unanticipated market movements, and the risk that Anlyan & Hively's specific investment choices could underperform their relevant indexes.

Risks of Investments in Mutual Funds, ETFs and Other Investment Pools. As described above, Anlyan & Hively generally invests client portfolios in mutual funds, ETFs and other investment pools ("pooled investment funds"). Investments in pooled investment funds are generally less risky than investing in individual securities because of their diversified portfolios; however, these investments are still subject to risks associated with the markets in which they invest. In addition, pooled investment funds' success will be related to the skills of their particular managers and their performance in managing their funds. Pooled investment funds are also subject to risks due to regulatory restrictions applicable to registered investment companies under the Investment Company Act of 1940.

Equity Market Risks. Anlyan & Hively will invest portions of client assets directly into equity investments, primarily stocks, or into pooled investment funds that invest in the stock market. As noted above, while pooled investments have diversified portfolios that may make them less risky than investments in individual securities, funds that invest in stocks and other equity securities are nevertheless subject to the risks of the stock market. These risks include, without limitation, the risks that stock values will decline due to daily fluctuations in the markets, and that stock values will decline over longer periods (e.g., bear markets) due to general market declines in the stock prices for all companies, regardless of any individual security's prospects.

Fixed Income Risks. Anlyan & Hively will invest portions of client assets directly into fixed income instruments, such as bonds and notes, or may invest in pooled investment funds that invest in bonds and notes. While investing in fixed income instruments, either directly or through pooled investment funds, is generally less volatile than investing in stock (equity) markets, fixed income investments nevertheless are subject to risks. These risks include, without limitation, interest rate risks (risks that changes in interest rates will devalue the investments), credit risks (risks of default by borrowers), or maturity risk (risks that bonds or notes will change value from the time of issuance to maturity).

Foreign Securities Risks. Anlyan & Hively may invest portions of client assets into pooled investment funds that invest internationally. While foreign investments are important to the diversification of client investment portfolios, they carry risks that may be different from U.S. investments. For example, foreign investments may not be subject to uniform audit, financial reporting or disclosure standards, practices or requirements comparable to those found in the U.S. Foreign investments are also subject to foreign withholding taxes and the risk of adverse changes in

investment or exchange control regulations. Finally, foreign investments may involve currency risk, which is the risk that the value of the foreign security will decrease due to changes in the relative value of the U.S. dollar and the security's underlying foreign currency.

Item 9 - Disciplinary Information

Anlyan & Hively has no disciplinary events to report.

Item 10 - Other Financial Industry Activities and Affiliations

As described earlier, when suitable, Anlyan & Hively may recommend the use of one or more Separate Account Managers, most often through a wrap program. A wrap program is one in which the SAM's fee is combined with brokerage fees, such as commissions, ticket charges, etc., so that one inclusive fee is charged for those SAM services and brokerage expenses. Anlyan & Hively has chosen the Managed Account Select and Access Program ("Managed Account Program") sponsored by Charles Schwab & Co, Inc. ("Schwab") for this purpose. The Managed Account Program offers a wide variety of manager styles, and offers clients the opportunity to utilize more than one SAM if necessary to meet the needs and investment objectives of the Client.

In cases where Anlyan & Hively recommends the use of separate account managers in the Managed Account Program to manage all or a portion of a client's portfolio, Anlyan & Hively will select the SAM(s) most appropriate for the client. Factors that Anlyan & Hively considers in recommending/selecting SAM's generally includes the client's stated investment objective(s), management style, performance, risk level, reputation, financial strength, reporting, pricing, and research.

The SAM(s) will be granted discretionary trading authority to provide investment supervisory services for the portfolio, but Anlyan & Hively normally retains the authority to terminate the SAM's relationship or to add new SAMs without specific client consent. With respect to assets managed by a SAM, Anlyan & Hively's role will be to monitor the overall financial situation of the client, to monitor the investment approach and performance of the SAM(s), and to assist the client in understanding the investments of the portfolio.

In instances where the services of one or more SAMs are utilized, the wrap fee will be charged in addition to Anlyan & Hively's fee, and will be detailed in the Management Agreement signed by the client.

Additionally, certain SAM's may impose more restrictive account requirements and varying billing practices than Anlyan & Hively. In such instances, Anlyan & Hively may be required to alter its corresponding account requirements and/or billing practices to accommodate those of the SAM's or wrap fee program sponsor.

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

Code of Ethics and Personal Trading

Anlyan & Hively has adopted a Code of Ethics ("the Code"), the full text of which is available to you upon request. Anlyan & Hively's Code has several goals. First, the Code is designed to assist Anlyan & Hively in complying with applicable laws and regulations governing its investment advisory business. Under the Investment Advisers Act of 1940, Anlyan & Hively owes fiduciary duties to its clients. Pursuant to these fiduciary duties, the Code requires Anlyan & Hively associated persons to

act with honesty, good faith and fair dealing in working with clients. In addition, the Code prohibits associated persons from trading or otherwise acting on insider information.

Next, the Code sets forth guidelines for professional standards for Anlyan & Hively's associated persons (managers, officers and employees). Under the Code's Professional Standards, Anlyan & Hively expects its associated persons to put the interests of its clients first, ahead of personal interests. In this regard, Anlyan & Hively associated persons are not to take inappropriate advantage of their positions in relation to Anlyan & Hively clients.

Third, the Code sets forth policies and procedures to monitor and review the personal trading activities of associated persons. From time to time Anlyan & Hively's associated persons may invest in the same securities recommended to clients. Under its Code, Anlyan & Hively has adopted procedures designed to reduce or eliminate conflicts of interest that this could potentially cause. The Code's personal trading policies include procedures for limitations on personal securities transactions of associated persons, reporting and review of such trading and pre-clearance of certain types of personal trading activities. These policies are designed to discourage and prohibit personal trading that would disadvantage clients. The Code also provides for disciplinary action as appropriate for violations.

Participation or Interest in Client Transactions

Because associated persons may invest in the same securities as those purchased in client accounts, Anlyan & Hively has established a policy requiring its associated persons to pre-clear transactions in these securities with the Chief Compliance Officer. The goal of this policy is to avoid any conflict of interest that may present itself in these situations. Certain securities, such as CD's, treasury obligations and open-end mutual funds are exempt from this pre-clearance requirement. However, in the event of other identified potential trading conflicts of interest, Anlyan & Hively's goal is to place client interests first.

Consistent with the foregoing, Anlyan & Hively maintains policies regarding participation in initial public offerings (IPOs) and private placements in order to comply with applicable laws and avoid conflicts with client transactions. If an associated person of Anlyan & Hively wishes to participate in an IPO or invest in a private placement, he or she must submit a pre-clearance request and obtain the approval of the Chief Compliance Officer. Also, if associated persons trade with client accounts (e.g., in a bundled or aggregated trade), and the trade is not filled in its entirety, the associated person's shares will be removed from the block, and the balance of shares will be allocated among client accounts in accordance with Anlyan & Hively's written policy.

Item 12 - Brokerage Practices

Best Execution and Benefits of Brokerage Selection

When given discretion to select the brokerage firm that will execute orders in client accounts, Anlyan & Hively seeks "best execution" for client trades, which is a combination of a number of factors, including, without limitation, quality of execution, services provided and commission rates. Therefore, Anlyan & Hively may use or recommend the use of brokers who do not charge the lowest available commission in the recognition of research and securities transaction services, or quality of execution. Research services received with transactions may include proprietary or third party research (or any combination), and may be used in servicing any or all of Anlyan & Hively's clients. Therefore, research services received may not be used for the account for which the particular transaction was effected.

Anlyan & Hively may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, member SIPC, to maintain custody of clients' assets. Anlyan & Hively may also effect trades for client accounts at Schwab, or may in some instances, consistent with Anlyan & Hively's duty of best execution and specific agreement with each client, elect to execute trades elsewhere. Although Anlyan & Hively may recommend that clients establish accounts at Schwab, it is ultimately the client's decision to custody assets with Schwab. Anlyan & Hively is independently owned and operated and is not affiliated with Schwab.

Schwab provides Anlyan & Hively with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as Anlyan & Hively maintains a pre-established minimum amount of client assets in accounts at Schwab Advisor Services. Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Anlyan & Hively client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts. Schwab Advisor Services also makes available to Anlyan & Hively other products and services that benefit Anlyan & Hively but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist Anlyan & Hively in managing and administering clients' accounts include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of Anlyan & Hively's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting.

Schwab Advisor Services also offers other services intended to help Anlyan & Hively manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab may make available, arrange and/or pay third-party vendors for the types of services rendered to Anlyan & Hively. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Anlyan & Hively. Schwab Advisor Services may also provide other benefits such as educational events or occasional business entertainment of Anlyan & Hively personnel. In evaluating whether to recommend that clients custody their assets at Schwab, Anlyan & Hively may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

Directed Brokerage

Clients may direct Anlyan & Hively to use a particular broker for custodial or transaction services on behalf of the client's portfolio. In directed brokerage arrangements, the client is responsible for negotiating the commission rates and other fees to be paid to the broker. Accordingly, a client who directs brokerage should consider whether such designation may result in certain costs or disadvantages to the client, either because the client may pay higher commissions or obtain less favorable execution, or the designation limits the investment options available to the client.

The arrangement that Anlyan & Hively has with Schwab is designed to maximize efficiency and to be cost effective. By directing brokerage arrangements, the client acknowledges that these economies of scale and levels of efficiency are generally compromised when alternative brokers are used. While every effort is made to treat clients fairly over time, the fact that a client chooses to use the brokerage and/or custodial services of these alternative service providers may in fact result in a certain degree of delay in executing trades for their account(s) and otherwise adversely affect management of their account(s).

By directing Anlyan & Hively to use a specific broker or dealer, clients who are subject to ERISA confirm and agree with Anlyan & Hively that they have the authority to make the direction, that there are no provisions in any client or plan document which are inconsistent with the direction, that the brokerage and other goods and services provided by the broker or dealer through the brokerage transactions are provided solely to and for the benefit of the client's plan, plan participants and their beneficiaries, that the amount paid for the brokerage and other services have been determined by the client and the plan to be reasonable, that any expenses paid by the broker on behalf of the plan are expenses that the plan would otherwise be obligated to pay, and that the specific broker or dealer is not a party in interest of the client or the plan as defined under applicable ERISA regulations.

Aggregated Trade Policy

Anlyan & Hively may enter trades as a block where possible and when advantageous to clients whose accounts have a need to buy or sell shares of the same security. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts, so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows Anlyan & Hively to execute equity trades in a timelier, equitable manner, and may reduce overall costs to clients.

Anlyan & Hively will only aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients, and is consistent with the terms of Anlyan & Hively's Investment Advisory Agreement with each client for which trades are being aggregated. No advisory client will be favored over any other client; each client that participates in an aggregated order will participate at the average share price for all Anlyan & Hively's transactions in a given security on a given business day, with transaction costs generally shared pro-rata based on each client's participation in the transaction. On occasion, owing to the size of a particular account's pro rata share of an order or other factors, the commission or transaction fee charged could be above or below a breakpoint in a pre-determined commission or fee schedule set by the executing broker, and therefore transaction charges may vary slightly among accounts. Accounts may be excluded from a block due to tax considerations, client direction or other factors making the account's participation ineligible or impractical.

Anlyan & Hively will prepare, before entering an aggregated order, a written statement ("Allocation Statement") specifying the participating client accounts and how it intends to allocate the order among those clients. If the aggregated order is filled in its entirety, it will be allocated among

clients in accordance with the Allocation Statement. If the order is partially filled, it will generally be allocated pro-rata, based on the Allocation Statement, or randomly in certain circumstances. Notwithstanding the foregoing, the order may be allocated on a basis different from that specified in the Allocation Statement if all client accounts receive fair and equitable treatment, and the reason for different allocation is explained in writing and is approved by an appropriate individual/officer of Anlyan & Hively. Anlyan & Hively's books and records will separately reflect, for each client account included in a block trade, the securities held by and bought and sold for that account. Funds and securities of clients whose orders are aggregated will be deposited with one or more banks or broker-dealers, and neither the clients' cash nor their securities will be held collectively any longer than is necessary to settle the transaction on a delivery versus payment basis; cash or securities held collectively for clients will be delivered out to the custodian bank or broker-dealer as soon as practicable following the settlement, and Anlyan & Hively will receive no additional compensation or remuneration of any kind as a result of the proposed aggregation.

Cross Trades

From time to time, Anlyan & Hively may direct a "cross trade" of securities (including, without limitation, fixed income securities) between client accounts, whereby Anlyan & Hively arranges for one client account to purchase a security directly from another client. In such cases, Anlyan & Hively will seek to obtain a price for the security from one or more independent sources. Anlyan & Hively is not a broker-dealer and receives no compensation from a cross trade; however, the broker-dealer facilitating the cross trade normally charges administrative fees to the clients' accounts.

Anlyan & Hively may direct a cross trade when Anlyan & Hively believes that the transaction is in the best interest of the clients, that no client will be disfavored by the transaction, and that the transaction receives the best execution.

Item 13 - Review of Accounts

Managed portfolios are reviewed at least quarterly, but may be reviewed more often if requested by the client, upon receipt of information material to the management of the portfolio, or at any time such review is deemed necessary or advisable by Anlyan & Hively. These factors may include but are not limited to, the following: change in general client circumstances (marriage, divorce, retirement); or economic, political or market conditions. William G. Anlyan and James A. Hively, Managing Members of Anlyan & Hively, review all accounts.

For those clients to whom Anlyan & Hively provides separate financial planning and/or consulting services, reviews are conducted on an as needed or agreed upon basis. Such reviews are conducted by one of Anlyan & Hively's investment adviser representatives or principals.

Account custodians are responsible for providing monthly or quarterly account statements which reflect the positions (and current pricing) in each account as well as transactions in each account, including fees paid from an account. Account custodians also provide prompt confirmation of all trading activity, and year-end tax statements, such as 1099 forms. Anlyan & Hively will provide additional written reports as needed or requested by the client.

Item 14 - Client Referrals and Other Compensation

As noted above, Anlyan & Hively may receive some benefits from Schwab based on the amount of client assets held at Schwab. Please see ***Brokerage Practices*** for more information. However, neither Schwab nor any other party is paid to refer clients to Anlyan & Hively.

Item 15 - Custody

Schwab is the custodian of nearly all client accounts at Anlyan & Hively. From time to time however, clients may select an alternate broker to hold accounts in custody. In any case, it is the custodian's responsibility to provide clients with confirmations of trading activity, tax forms and at least quarterly account statements. Clients are advised to review this information carefully, and to notify Anlyan & Hively of any questions or concerns. Clients are also asked to promptly notify Anlyan & Hively if the custodian fails to provide statements on each account held.

From time to time and in accordance with Anlyan & Hively's agreement with clients, Anlyan & Hively will provide additional reports. The account balances reflected on these reports should be compared to the balances shown on the brokerage statements to ensure accuracy. At times, there may be small differences due to the timing of dividend reporting and pending trades.

Item 16 - Investment Discretion

As described in the ***Advisory Business*** section, Anlyan & Hively will accept clients on either a discretionary or non-discretionary basis. For *discretionary accounts*, a Limited Power of Attorney ("LPOA") is executed by the client, giving Anlyan & Hively the authority to carry out various activities in the account, generally including the following: trade execution; the ability to request checks on behalf of the client; and, the withdrawal of advisory fees directly from the account. Anlyan & Hively then directs investment of the client's portfolio using its discretionary authority. The client may limit the terms of the LPOA to the extent consistent with the client's investment advisory agreement with Anlyan & Hively and the requirements of the client's custodian.

For *non-discretionary accounts*, the client also generally normally executes an LPOA, which allows Anlyan & Hively to carry out trade recommendations and approved actions in the portfolio. However, in accordance with the investment advisory agreement between Anlyan & Hively and the client, Anlyan & Hively does not implement trading recommendations or other actions in the account unless and until the client has approved the recommendation or action. As with discretionary accounts, clients may limit the terms of the LPOA, subject to Anlyan & Hively's agreement with the client and the requirements of the client's custodian.

Item 17 - Voting Client Securities

As a policy and in accordance with Anlyan & Hively's client agreement, Anlyan & Hively does not vote proxies related to securities held in client accounts. The custodian of the account will normally provide proxy materials directly to the client. Clients may contact Anlyan & Hively with questions relating to proxy procedures and proposals; however, Anlyan & Hively generally does not research particular proxy proposals.

Item 18 - Financial Information

Anlyan & Hively does not require nor solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, and therefore has no disclosure required for this item.

Brochure Supplement for
William G. Anlyan, JD

CRD# 2774334

of

Anlyan & Hively Asset Management, LLC

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February 11, 2011

This brochure supplement provides information about Bill Anlyan, and supplements the Anlyan & Hively Asset Management, LLC ("Anlyan & Hively") brochure. You should have received a copy of that brochure. Please contact Anlyan & Hively at (888) 223-2979 if you did not receive Anlyan & Hively's brochure, or if you have any questions about the contents of this supplement.

Additional information about Bill Anlyan is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

William G. Anlyan (year of birth 1949) is a Managing Member of Anlyan & Hively Asset Management, LLC. Bill received his undergraduate degree in Political Science from Guilford College, and his Juris Doctorate* ("JD") degree from Duke University School of Law. Bill served clients as a Financial Advisor for Wells Fargo Advisors from 1998 until he co-founded Anlyan & Hively in 2009. He has extensive experience in the area of trusts and estates, foundations and endowments.

Formerly the Vice Chancellor of University Advancement at the University of North Carolina at Wilmington, Bill has served on the Boards of the Duke Comprehensive Cancer Center (Chair), Virginia Episcopal School, Cape Fear Academy (Chair), St. John's Art Museum, Divers Alert Network, Inc. (Chair), Harrell's Christian Academy, The Cape Fear Community College Foundation (Chair), The Bellamy Mansion Foundation, Accident and General Insurance Company of the Cayman Islands and The Landfall Foundation.

*A Juris Doctorate degree is the degree commonly conferred by law schools.

Disciplinary Information

There is no disciplinary information to report regarding Bill Anlyan.

Other Business Activities

Certain of Anlyan & Hively's employees, 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 Anlyan & Hively does not sell such insurance products to its investment advisory clients, Anlyan & Hively does permit its employees, 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 Anlyan & Hively may recommend the purchase of insurance products where Anlyan & Hively's employees may receive insurance commissions or other additional compensation. However, any such conflict is discussed with the client prior to any affected transaction, and clients are not obligated to engage in the transaction.

Additional Compensation

Other than the possibility of insurance commissions disclosed above, Bill has no other income or compensation to disclose.

Supervision

As a Managing Member of Anlyan & Hively, Bill, along with Jim Hively, supervises all duties and activities of the firm. Their contact information is on the cover page of this disclosure document.

Brochure Supplement for

James A. Hively

CRD# 1874475

of

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February 11, 2011

This brochure supplement provides information about Jim Hively, and supplements the Anlyan & Hively Asset Management, LLC ("Anlyan & Hively") brochure. You should have received a copy of that brochure. Please contact Anlyan & Hively at (888) 223-2979 if you did not receive Anlyan & Hively's brochure, or if you have any questions about the contents of this supplement.

Additional information about Jim Hively is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

James A. Hively (year of birth 1948) is a Managing Member of Anlyan & Hively Asset Management, LLC. Jim received three degrees from the University of Pennsylvania: Bachelor of Science in Economics; Master of City Planning; and Master of Business Administration in Finance from the Wharton School.

Jim has extensive experience in capital markets, investment banking and corporate finance having served as a Vice President of J.P. Morgan; Vice President of Goldman Sachs & Co.; Director of Salomon Brothers, Inc., in New York and Director of Salomon Brothers International, Ltd. in London. Jim went on to serve as a Financial Advisor for Wells Fargo Advisors from 1998 until he co-founded Anlyan & Hively with Bill Anlyan. Jim also serves on a number of Boards including the Lower Cape Fear Hospice Foundation, and Dreams of Wilmington. He has recently served on the Board of Cape Fear Academy, the St. James Parish Foundation, the Downtown Area Redevelopment Effort, First National Bank Southeast, the Brooklyn Arts Center and UNCW's Small Business and Technology Development Center. Jim is a Past President and former Board member of both the Historic Wilmington Foundation and the Coastal Entrepreneurial Council.

Disciplinary Information

There is no disciplinary information to report regarding Jim Hively.

Other Business Activities

Certain of Anlyan & Hively's employees, 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 Anlyan & Hively does not sell such insurance products to its investment advisory clients, Anlyan & Hively does permit its employees, 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 Anlyan & Hively may recommend the purchase of insurance products where Anlyan & Hively's employees may receive insurance commissions or other additional compensation. However, any such conflict is discussed with the client prior to any affected transaction, and clients are not obligated to engage in the transaction.

Additional Compensation

Other than the possibility of insurance commissions disclosed above, Jim has no other income or compensation to disclose.

Supervision

As a Managing Member of Anlyan & Hively, Jim, along with Bill Anlyan, supervises all duties and activities of the firm. Their contact information is on the cover page of this disclosure document.

**Brochure Supplement for
Ashley F. Doyle, CFP®**

CRD# 4191484

of

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February 11, 2011

This brochure supplement provides information about Ashley Doyle, and supplements the Anlyan & Hively Asset Management, LLC (“Anlyan & Hively”) brochure. You should have received a copy of that brochure. Please contact Anlyan & Hively at (888) 223-2979 if you did not receive Anlyan & Hively’s brochure, or if you have any questions about the contents of this supplement.

Additional information about Ashley Doyle is available on the SEC’s website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Ashley F. Doyle (year of birth 1973) serves as a Financial Advisor with Anlyan & Hively Asset Management, LLC. Ashley has been a part of Anlyan & Hively since 2009, beginning her career with the firm as an Account Administrator. Prior to helping launch Anlyan & Hively in August 2009, Ashley served as an Operations Manager for Wells Fargo Advisors for nine years.

Ashley received a Bachelor of Science in Business & Economics from Greensboro College, and became a CERTIFIED FINANCIAL PLANNER™ practitioner* in 2007.

* The CFP® certification is granted by Certified Financial Planner Board of Standards, Inc. (CFP Board). To attain the certification, the candidate must complete the required educational, examination and experience requirements set forth by CFP Board. Certain designations, such as the CPA, CFA and others may satisfy the education component, and allow a candidate to sit for the CFP® Certification Examination. The Examination tests the candidate’s ability to apply financial planning knowledge to client situations. The 10-hour exam is divided into three separate sessions over a 2-day period. At least 3 years of qualifying full-time work experience are required for certification. Qualifying experience includes work in the area of the delivery of the personal financial planning

process to clients, the direct support or supervision of others in the personal financial planning process, or teaching all, or any portion, of the personal financial planning process.

Disciplinary Information

There is no disciplinary information to report regarding Ashley.

Other Business Activities

Certain of Anlyan & Hively's employees, 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 Anlyan & Hively does not sell such insurance products to its investment advisory clients, Anlyan & Hively does permit its employees, 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 Anlyan & Hively may recommend the purchase of insurance products where Anlyan & Hively's employees may receive insurance commissions or other additional compensation. However, any such conflict is discussed with the client prior to any affected transaction, and clients are not obligated to engage in the transaction.

Additional Compensation

Other than the possibility of insurance commissions disclosed above, Ashley has no other income or compensation to disclose.

Supervision

Bill Anlyan and Jim Hively, Managing Members of Anlyan & Hively, are responsible for supervising Ashley and for reviewing accounts. Bill and Jim can be reached at (888) 223-2979.

Brochure Supplement for

Meredith A. Howell

CRD# 5346851

of

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February 11, 2011

This brochure supplement provides information about Meredith Howell, and supplements the Anlyan & Hively Asset Management, LLC ("Anlyan & Hively") brochure. You should have received a copy of that brochure. Please contact Anlyan & Hively at (888) 223-2979 if you did not receive Anlyan & Hively's brochure, or if you have any questions about the contents of this supplement.

Additional information about Meredith Howell is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Meredith A. Howell (year of birth 1985) is a Research Analyst at Anlyan & Hively Asset Management, LLC. Meredith earned both a Bachelor of Science in Business with a concentration in Finance and a Bachelor of Arts in Spanish from the University of North Carolina at Wilmington.

Meredith began her relationship with the Principals of Anlyan & Hively as an intern at Wells Fargo Advisors in 2006. After furthering her experience as an Account Administrator at Wachovia Securities and Smith Barney in New York, Meredith rejoined the Anlyan & Hively team at Wells Fargo Advisors in 2008. She then helped launch Anlyan & Hively Asset Management in 2009.

Disciplinary Information

There is no disciplinary information to report regarding Meredith.

Other Business Activities

Meredith is not engaged in any other business activities.

Additional Compensation

Meredith has no other income or compensation to disclose.

Supervision

Bill Anlyan and Jim Hively, Managing Members of Anlyan & Hively, are responsible for supervising Meredith and for reviewing accounts. Bill and Jim can be reached at (888) 223-2979.

Brochure Supplement for
Andrew Berryhill White, CFA

CRD# 5883691

of

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September 2, 2011

This brochure supplement provides information about Drew White, and supplements the Anlyan & Hively Asset Management, LLC ("Anlyan & Hively") brochure. You should have received a copy of that brochure. Please contact Anlyan & Hively at (888) 223-2979 if you did not receive Anlyan & Hively's brochure, or if you have any questions about the contents of this supplement.

Additional information about Drew White is available on the SEC's website at
www.AdviserInfo.sec.gov.

Educational Background and Business Experience

Andrew Berryhill White (year of birth 1966) is the Senior Vice President for the Raleigh office for the investment firm of Anlyan and Hively. With a focus on alternative investment he brings endowment style investment opportunities to high net worth individuals, corporations, and endowments or foundations.

Drew has considerable experience in finance and with growing and advising entrepreneurial companies. For nine years starting July 2001 through November of 2010, Drew helped grow and guide the successful software company Sageworks, Inc as CFO. With Drew's help Sageworks grew from four employees to over one hundred, exceeding ten million in revenue and generating over twenty five percent net margins. Drew established many of the operating business units of the company and worked closely with the board and founder to develop strategies for growth and numerous corporate issues.

Prior to joining Sageworks, he was the founder and owner of Microbial Insights, Inc., a successful biotechnology firm that he recently sold through a structured management buyout.

Drew's financial analysis experience comes from a position as a Corporate Finance Analyst at Banker's Trust Company in NY. He holds an MBA from the Fuqua School of Business at Duke University with a focus on finance and technology management and a BA with Honors in Math and Economics from Colgate University. Drew received the CFA® designation* in 2011. Drew is also an IFR licensed pilot and works with the Carolina Sailing foundation to establish a fixed based sailing facility at Jordan Lake.

* The Chartered Financial Analyst® (“CFA”) designation is a professional designation given by the CFA Institute that measures the competence and integrity of financial analysts. The CFA® Program is a graduate-level self-study program that combines a broad-based curriculum of investment principles with professional conduct requirements. Candidates are required to pass three levels of examinations covering areas such as accounting, economics, ethics, money management and security analysis. Before a candidate is eligible to become a CFA charterholder, he/she must meet minimum experience requirements in the area of investment/financial practice. To enroll in the program, a candidate must hold a bachelor’s degree.

Disciplinary Information

There is no disciplinary information to report regarding Drew.

Other Business Activities

Drew is not engaged in any other business activities.

Additional Compensation

Drew has no other income or compensation to disclose.

Supervision

Bill Anlyan and Jim Hively, Managing Members of Anlyan & Hively, are responsible for supervising Drew and for reviewing accounts. Bill and Jim can be reached at (888) 223-2979.