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Disclosure Brochure

Part 2 of Form ADV: Uniform Application for Investment Adviser Registration

March 31, 2011

This brochure, which is given to clients and prospective clients, provides information about the qualifications and business practices of ProVest Capital Management. The information in this brochure has not been approved or verified by the United State Securities and Exchange Commission or by any state securities authority. If you have any questions about the contents of this brochure, please contact us at the telephone number listed below.

ProVest Capital Management

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Additional information about ProVest Capital Management LLC is also available on the SEC's website at www.adviserinfo.sec.gov. You can search by our name, IARD/CRD number 153702, or SEC number 801-71517.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

2. Material Changes

Since our last annual Form ADV Part II dated July 15, 2010, the following material changes have occurred:

Taylor Drake was retained as Chief Investment Officer for Retirement Asset Management, LLC (“RAM”) in Bellevue, Washington. Mr. Drake previously provided investment consulting services to RAM. It is the intention of ProVest and RAM to combine into a single entity on or around April 1, 2012. The surviving entity will be RAM Investment Partners LLC and will be registered with the SEC with combined assets of approximately \$200 million as of the date of the combining transaction.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

3. Table of Contents

Item Number	Description of Section	Page Number
1	Cover Page	1
2	Material Changes	2
3	Table of Contents	3
4	Advisory Business	4
5	Fees and Compensation	6
6	Performance-Based Fees and Side-by-Side Management	8
7	Types of Clients	8
8	Methods of Analysis, Sources of Information and Investment Strategies, Types of Investments	8
9	Disciplinary Information	10
10	Other Financial Industry Activities or Affiliations	10
11	Code of Ethics, Participation or interest in client transactions and Personal Trading	10
12	Brokerage Practices	12
13	Review of Accounts	14
14	Client Referrals and other compensation	14
15	Custody	15
16	Investment Discretion	15
17	Voting Clients Securities	15
18	Financial Information	16
19	Privacy Policy	16

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

4. Advisory Business

ProVest Capital Management LLC was founded by Taylor Drake, CFA, in 2003. Previous to 2010 the firm was known as Wealth Strategies Group, LLC. ProVest is organized as a limited liability corporation under Oregon State law and Taylor currently retains 100% ownership of the firm. Our primary office is located in Lake Oswego, Oregon. We are currently registered with the SEC but in accordance with changes in federal law will be reverting back to being regulated by the State of Oregon later in 2011 until such time as we have \$100 million in assets under management and thus eligible once again for registration with the SEC.

We provide financial planning and investment advisory services for a wide range of individual investors and a select group of corporate retirement plans.

Our firm is committed to protecting the confidence and trust that our clients have placed in our firm and upholding our fiduciary responsibility of always placing our clients' best interest before that of our firm and our employees.

DESCRIPTION OF ADVISORY SERVICES

ProVest Capital Management LLC provides investment supervisory services for our clients, which in some cases, may be on an individualized basis. Each portfolio is managed to comply with the directions from our client as evidenced by the risk/suitability form or through the establishment of an investment policy statement.

We offer a range of strategies that range from conservative to aggressive on the risk spectrum. Within these strategies, we use asset classes of domestic and international equities, emerging markets, fixed income and alternatives, which are primarily invested in open-ended mutual funds and exchange-traded funds called ETFs. These strategies and holdings in the asset classes may be further "customized," based on our client's particular set of circumstances.

Once our client establishes an investment account, management of the account is done through an ongoing process that includes reviewing the portfolio at least quarterly to determine any adjustments that need to be made. Client meetings occur as frequently as necessary (as often as quarterly and usually no less than annually depending up the needs of the client) to review any significant changes in the client's financial situation, needs or investment objectives. We also encourage our clients to communicate with us via phone or email with any questions as they arise concerning their account in addition to in-person meetings.

We only provide advisory services for those assets of our client that are specifically subject to the signed advisory contract with the client. ProVest portfolios are invested primarily in open-ended mutual funds, ETFs and closed-end mutual funds. In limited circumstances, private investment funds, may be utilized when it meets the criteria of the portfolio and the client is eligible to participate in the transaction. Clients must sign additional paperwork and explicitly approve any private investments in their portfolio. Our clients may place restrictions on the types of securities held in the portfolio. There may be times that our client may transfer legacy holdings into his/her ProVest account. Our client and advisor will decide how those assets will be integrated in the structure of the portfolio that will be managed by ProVest.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

While this process may assist our clients in making decisions as to investment strategy, amount to invest, or investment pattern, it is not a substitute for expert assistance in the tax or legal fields.

DESCRIPTION OF FINANCIAL PLANNING SERVICES

Some clients who desire financial planning services are provided a written plan that includes certain projections and assumptions about the future. All reports, financial statement projections and analyses are intended exclusively for our client's use in developing and implementing the financial plan. In view of this limited purpose, the statements should not be considered complete financial statements. Accordingly, our client should understand that such statements cannot be used to obtain credit or for any purpose other than developing the client's personal financial plan.

As part of the financial planning services, we may advise on but do not sell life, disability and long-term care insurance needs/products for our clients.

Our clients acknowledge that:

- any financial planning is based solely on the accuracy and completeness of the information provided by our client.
- any projections or other information generated during the financial planning process
 - are hypothetical in nature,
 - do not reflect actual investment results, and
 - do not guarantee any future results.

Projected and actual results will likely be different because events and circumstances frequently do not occur as expected; such differences may be material.

On occasion, work may be done by ProVest that is not considered part of the investment advisory services for which our client pays through management fees, and thus there would be an additional charge for the service. The fees for this service are detailed below in Item 5.

Analysis and Assumptions

Our analysis will be highly dependent on certain economic assumptions that our client must make about the future. Therefore, another important step in the process is establishing our client's familiarity with historical data regarding key assumptions such as inflation and investment rates of return, as well as an understanding of how significantly these assumptions affect the results of our analysis. We may counsel our client as to the consistency of assumptions with relevant historical data, but we will not express any assurance as to the accuracy or reasonableness of our client's specific data and assumptions. Our client is ultimately responsible for the assumptions and personal data on which our procedures and projections are based.

Assets under management: As of December 31, 2010, we had approximately \$30.6 million in assets under management.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

5. Fees and Compensation

The standard fee schedule for new clients is as follows:

Account Value	Quarterly Fee	Annual Fee
From \$ 0 to \$500,000	.2500%	1.00%
From \$ 500,001 to \$1,500,000	.1875%	0.75%
From \$1,500,001 and up	.1250%	0.50%

- Advisory fees are billed quarterly in advance. The advisory fees are based on the value of the account on the end of the previous quarter.
- The fees are charged on a tiered basis. For example, an account with \$750,000 in assets under management would be charged on the first \$500,000 at 1.00% and the next \$250,000 at .75%.
- Occasionally, various related client accounts may be grouped together to qualify for reduced advisory fees. This format is called “family billing.”

For New Accounts

- When a new account is opened, management fees may be pro-rated on the value of the new assets transferred into the account for the first partial quarter. The initial calculation period will start with the date that the investment process is initiated and will end on the last day of that same quarter.
- Should opening assets be received at different times, the pro-rated calculation noted above will apply to each set of opening assets received.
- The management fee calculation for subsequent quarters will follow the method described above.

It is the responsibility of our clients to verify the accuracy of the fee calculation.

Adjusted Fee Schedules

Advisory fees may be negotiated based upon the size of the account and the nature of the services provided.

For employee accounts, including spouses and parents of a ProVest employee, no advisory fee is charged; however trading costs and any custodian charges are charged at current pricing.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

Advisory Fees upon Termination

In cases when the Investment Advisory Agreement does not span the full billing period, as in the case of termination, the management fees are prorated through the date of termination. Our client may terminate the investment advisory contract by providing 30-days written notification to our principal place of business. The proration is based upon the ratio of the number of days that the assets were under management to the number of days in the quarter. These fees are either reimbursed directly into our client's account or by a company check made payable to the account holder.

Discretionary Authority

We establish a discretionary relationship through a limited power of attorney signed by all of our asset management clients. This type of relationship helps to facilitate the investment process. The limited power of attorney grants trading privileges to us and allows us to place trades without specific consent from our clients prior to placing the trades. For example, it allows us to rebalance our clients' portfolios when necessary. Unless notified by our clients of any specific restrictions, we are not limited to which security or mutual fund may be purchased or sold on behalf of our client or the amount of any security or mutual fund purchased, sold or held in our client's account so long as the trade(s) conform to our client's current risk/suitability form on file. In exercising our discretion, we must act at all times in what we believe to be the best interest of our clients.

Neither ProVest nor our representatives will have the authority to withdraw funds or to take custody of client funds or securities except for normal quarterly management fees that are authorized by our clients in their written management agreement with us. Our clients are encouraged to review their monthly statements received directly from the custodian for all activity in their accounts during the month and to compare any reports prepared by us to those from their custodian.

The assets in our clients' accounts will also be subject to additional internal fees and expenses as set forth in the various investments/mutual funds' prospectuses, as well as fees and expenses charged by the various independent, unaffiliated custodians. These fees and expenses are ultimately borne by our clients. We do make every effort to use institutional class funds, which normally have lower internal fees and expenses. Also, the mutual funds that we use, regardless of the class, are "no-load" funds. See Item 12 for additional information.

Fees for Financial Planning Services

On occasion, work may be done by our firm that is not considered part of the investment advisory services for which our client pays through management fees, and thus there would be an additional charge for the service. Should it be deemed that this is the case we bill for additional services at a rate of \$200 per hour. Our client may also request a total project price, which would be memorialized in the financial planning agreement.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

Sources of Income

Management fees and/or hourly charges, paid by our clients are the primary sources of income for ProVest. We do not receive any 12b-1 fees from mutual fund companies, trading commissions or sales commissions.

In addition, ProVest occasionally receives income for consulting services provided to other advisors regarding investment strategy and for expert witness consulting provided in select legal and arbitration proceedings.

6. Performance-based Fees and Side-by-side Management

We do not charge performance-based fees.

7. Types of clients

We generally provide investment and financial planning services to individuals, pension and profit-sharing plans, trusts, corporations and other business entities.

8. Methods of Analysis, Investment Strategies and risk of Loss

In constructing our clients' portfolios, our focus is upon asset allocation across a broad spectrum of asset classes in order to produce risk-adjusted portfolios appropriate to each of our clients' risk tolerance.

When available, we favor using low-cost institutional-class mutual funds along with funds that have no-loads. Typical portfolios contain thousands of securities via our holding in the mutual funds. Portfolios are monitored proactively and trading occurs occasionally when asset class exposures fall outside our target parameters and when replacing or substituting a position in the portfolio.

Equity strategies are grounded in over 40 years of academic research originating primarily from the University of Chicago, but also the Wharton School of Business, Dartmouth, Yale, MIT and Harvard. This research indicates, among other things, that company size and valuation are important factors in determining investment performance. We seek to efficiently capture available equity returns by structuring globally diversified portfolios based upon this research.

Fixed income and alternative asset-classes within our portfolios are geared towards reducing overall volatility in addition to providing income. Here, our focus is on finding asset classes that historically have acted as a counter balance to the equity markets with the goal of reducing overall portfolio risk.

Evaluations of relative value and levels of potential interest-rate risk are important analytical elements we use in determining which asset classes are included in this portion of our portfolios.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

Risks

Investing is not without risk. It also involves the risk of loss of principal which you should be prepared to bear. We use several strategies to try to reduce risk which include the following:

- diversifying a portfolio across multiple asset classes,
- monitoring asset classes for changes in relative valuations, and
- monitoring portfolios for changes in fundamentals.

Despite these strategies, there can be no assurance that they will work prospectively to reduce risk. In times of severe market distress, for example, the value of diversification can be diminished. As with any investment, you could lose all or part of your investments managed by us and your account's performance could trail that of other investments.

Asset Class & Fund Manager Risk – The asset classes included in your portfolio may underperform in comparison to the market in general. Mutual fund managers may underperform within their respective asset classes.

Equity Securities & Market Risk – Investment in equity securities may be more volatile than other types of investments. Although we hold many thousands of equity securities through the mutual funds, a number of them (especially smaller companies) may become worthless within any given year. Your account could lose money over short periods due to short-term market movements and over longer periods during market downturns.

Market Trading & Liquidity Risk – Your investment account faces numerous market trading risks, including the potential lack of an active market for investments held in your account. This includes both the mutual funds and securities held by the mutual funds. Additionally, to meet liquidity needs, mutual funds may be forced to sell securities at depressed prices in order to create liquidity for redemption requests.

Management Risk – The performance of your account is subject to the risk that our investment strategy may not produce the intended results. Passive Investment Risk – ProVest may use passively managed mutual funds which do not attempt to take defensive positions in declining markets.

Leverage and Derivatives Risk – Within the mutual funds, managers may enter into certain transactions that give rise to a form of leveraging, including borrowing. They may also use derivatives which can create leverage. The use of leverage may cause a portfolio to liquidate portfolio positions when it may not be advantageous to do so. Leveraging may make a portfolio more volatile than if the portfolio had not been leveraged. This is because leverage tends to increase a portfolio's exposure to market risk, interest-rate risk, or other risks by increasing assets available for investment. Derivatives such as futures, options, and swap agreements can also lead to losses, particularly when derivatives are used to enhance return rather than offset risk.

Regulatory Risk – Changes in government regulations may adversely affect the value of securities held both in the mutual funds and directly in the portfolio. An insufficiently regulated industry or market might also permit inappropriate practices that adversely affect an investment.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

Legacy Holdings Risk— Securities that are brought to ProVest which are not subsequently sold and diversified fully into our models carry the potential for greater concentration and specific issuer risk in the portfolio that may result in more volatile results and a higher risk of loss than a fully diversified portfolio.

9. Disciplinary Information

Our firm does not have any disciplinary events to disclose.

10. Other Financial Industry Activities and Affiliations

Our firm is not registered and does not have any pending applications to register as a securities broker-dealer, a futures commission merchant, commodity pool operator, or commodity trading advisor.

We also do not have any arrangements that are material to our advisory business or our clients with a related person who is a broker/dealer, investment company, other investment adviser, financial planning firm, futures commission merchant, commodity pool operator, commodity trading advisor, bank or thrift institution, accounting firm, law firm, insurance company or agency, pension consultant, real estate broker or dealer, or an entity that creates or packages limited partnerships.

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

Code of Ethics and Personal Trading

ProVest places the highest priority on maintaining its reputation for integrity and professionalism. That reputation is a vital business asset. The confidence and trust placed in our firm and our employees by our clients is something that we value and endeavor to protect. Thus, the ProVest Capital Management LLC Code of Ethics sets forth policies and procedures to achieve these goals. It is also designed to ensure that the high ethical standards long maintained by ProVest continue to be applied.

Each year, all employees are required to sign the Code of Ethics. This Code establishes rules of conduct for all employees of ProVest and is designed to, among other things; govern personal securities trading activities in the accounts of employees, which are reported on quarterly basis. The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. The excellent name and reputation of our firm continues to be a direct reflection of the conduct of each employee.

The Code is based upon the principle that ProVest and our employees owe a fiduciary duty to our clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid

- (i) serving their own personal interests ahead of clients,
- (ii) taking inappropriate advantage of their position with the firm, and
- (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

Also, on an annual basis, all employees complete a compliance questionnaire, which confirms all holdings for all access persons and additionally confirms affiliations and addresses any possible conflicts of interest.

- An “access person” is defined as a supervised person who has access to nonpublic information regarding clients' purchase or sale of securities or has access to nonpublic recommendations.
- Should an employee be deemed to as a “non-access” person, he/she will be instructed regarding the restrictions that apply to this designation. The employee is required to sign a statement of understanding, in which these restrictions are stated. Being a non-access person, the employee will not be required to complete the securities holdings section of the annual compliance questionnaire or to report trading activity on a quarterly basis.

On a quarterly basis, all employees who are deemed to be access persons must complete a personal quarterly trading report. These reports are matched to the duplicate statements and trading confirmations received by the compliance department for each employee and then are reviewed for compliance.

A complete copy of the Code of Ethics may be requested by contacting Taylor Drake, CFA at 503.636.1443 or via email at taylor@provestcap.com.

Participation or Interest in Client Transactions:

It is the policy of ProVest to permit the firm and our employees to buy, sell, and hold the same mutual funds that we also recommend to clients. It is acknowledged and understood that we perform investment services for various clients with varying investment goals and risk profiles. As such, the investment advice may differ between clients and investments made by our employees. Should any buys or sells of any mutual funds occur in the accounts of any of our clients or employees on the same day, all accounts receive the end of day pricing for the mutual fund shares.

We have no obligation to recommend for purchase or sale a mutual fund or security that our principals, affiliates, or employees may purchase, sell, or hold. When a decision is made to liquidate a security from all applicable accounts, priority will always be given to the client's order before those of an employee or associated person to the advisor. In some cases, the trades of clients and advisory personnel will be combined in a single block trade. For mutual fund trades, all trades will receive the end-of-day pricing for the shares. For securities trades, all trades will receive the average price for the shares.

We have procedures to deal with insider trading, employee-related accounts, “front running,” and other issues that may present a potential conflict when such a purchase, sales or recommendation are made. In general, these policies and procedures, including the review of employee security transactions and holdings, are intended to eliminate, to the extent possible, the adverse effect of potential conflicts of interest on clients.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

12. Brokerage Practices

Our client accounts are kept at TD Ameritrade Institutional, Division of TD Ameritrade, Inc., member FINRA/SIPC/NFA, ("TD Ameritrade") a qualified, unaffiliated custodian and full-service brokerage firm with offices through the United States. TD Ameritrade is an SEC-registered broker-dealer and FINRA member.

TD Ameritrade provides us with access to its institutional trading and operations services. These services are generally available to independent investment advisors. Our participation in the institutional program does not depend on the amount of brokerage transactions directed to TD Ameritrade. By participating in the TD Ameritrade Institutional program, we receive economic benefits that are not typically available to TD Ameritrade retail investors, such as access to institutional class and load-waived mutual funds. There is no direct link between our participation in this program and the investment advice we give to our clients. These services and benefits include:

- research
- brokerage
- custody
- access to mutual funds and other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment.

TD Ameritrade also makes available other products and services that benefit us but may not benefit our clients' accounts. These may include software and other technology that

- provide access to client account data,
- facilitate trade execution, including access to an electronic communications network for client order entry and account information,
- provide research pricing information and other market data,
- facilitate payment of ProVest's management fees from our clients' accounts (only as authorized by our clients), and
- assist with back office support, record keeping and client reporting, including duplicate client statements and confirmations.

Many of these services generally may be used to service all or a substantial number of our accounts.

TD Ameritrade may also provide us with other services intended to help us manage our business enterprise. These services may include publications on

- regulatory compliance on general market conditions,
- information technology,
- practice management,
- financial planning, and
- marketing.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

Through our relationships with TD Ameritrade we may receive discounted fees from third-party providers for their products.

We may suggest that our clients use a particular custodian and/or broker/dealer. The criteria for suggesting a broker/dealer include reasonableness of commissions and other costs of trading, ability to facilitate trades, access to client records, computer trading support and other operational considerations. These factors will be reviewed from time to time to assure that the best interests of the clients are upheld.

In seeking “best execution” for clients, the key factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into account the full range of services, including execution capability, technological processes used for submitted trades and other valuation services.

While we acknowledge our duty to seek best execution of trades in client accounts, all trades for accounts held in custody at TD Ameritrade must be executed through their trading systems. Since all trades for accounts held in custody at TD Ameritrade must be executed through the same broker/dealer, directed brokerage is not available to clients. However, should other custodians be used in the future, the availability for directed brokerage will be researched and disclosed to our clients.

We may infrequently block trade our clients’ portfolios. If we block trade mutual fund positions, then all participants of the trade receive end-of-day pricing. If we block trade security positions, then all participants receive the average price.

As part of our fiduciary duties to our clients, we endeavor at all times to put the interest of our clients first. We want our clients to be aware that the receipt of the above benefits and services from TD Ameritrade may create a potential conflict of interest, as this could indirectly influence our choice of a broker-dealer for custody and brokerage services.

We do not permit agency cross transactions or principal transactions. An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction (SEC Rule 206(3)-2(b)).

Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. As a fiduciary and under the anti-fraud section of the Advisers Act, principal transactions by advisers are prohibited unless the adviser 1) discloses its principal capacity in writing to the client in the transaction and 2) obtains the client's consent to each principal transaction before the settlement of the transaction.

Commissions and Fees

TD Ameritrade retains any commission or fees paid from broker/dealers who executed the trades or any fees from the mutual funds. We also do not participate in any soft dollar arrangements that are available from TD Ameritrade.

13. Review of Accounts

Account Reviews:

We periodically review our clients' portfolios, which is normally on a quarterly basis.

- Each portfolio is compared to our target allocation percentages for the client's risk profile.
- If the portfolio is "out of tolerance" to our established parameters, a decision will be made about whether to rebalance the portfolio or leave the portfolio out of tolerance, based upon our broad discretionary authority.
- Client accounts may be reviewed more often depending on market conditions or a change in circumstances or investment suitability for our clients.

Client Reviews:

We do periodic client reviews, either in person, via webinar, or over the phone. These may be done annually or more often, based on requests from our clients. For these meetings, we prepare various written analysis reports for each account, which are then given to our clients for their records. These reports are in addition to the monthly reports our clients receive directly from the custodian on their accounts.

14. Client Referrals and Other Compensation

ProVest pays referral fees to a solicitor for occasional client introductions. The Solicitor is registered as an Investor Advisor Representative with the State of Oregon and is compensated quarterly on a percentage basis of the revenue generated. Clients introduced through the Solicitor pay the same fees as clients who come directly to ProVest.

Dimensional Fund Advisors Referrals

We are an approved investment advisor with Dimensional Fund Advisors ("DFA"). On the DFA website, potential clients can search for approved investment advisors in their geographic area. If a potential client selects us, DFA notifies us via email, providing only the client's name. It is up to the potential client to contact us directly about the possibility of becoming a client. If he/she then becomes a client, there is not a fee of any kind due to DFA for the referral. Since there is no fee due for referrals and we do not have any way of contacting the potential client, then the potential conflicts of interest are virtually nil.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

15. Custody

ProVest Capital Management LLC does not take custody of assets. The assets are held in street name, in our client's name at the selected qualified, unaffiliated broker/dealer or custodian. However, we are deemed to have custody only because we debit the quarterly management fees from clients' accounts, which are authorized by our clients via the Investment Advisory Agreement. According to the new custody rule passed by the SEC on December 30, 2009, we are not required to have a surprise audit since the only way that we are deemed to have custody is through the debiting of management fees.

We execute trades for our clients' accounts via a limited power of attorney, which grants trading privileges to us. This gives us discretionary authority to trade our clients' accounts without prior notification of the trades to our clients. Our clients may request to receive trade confirmations and prospectuses from the custodian. This election may be made at any time by our clients, and may be changed at any time by our clients.

Our clients receive monthly statements from the custodian, either in paper format or electronic format. These statements are the official records of our clients' accounts. We encourage our clients to compare and verify the information on any statements that we produce with the information on the statements from the specific custodian. Our clients also have electronic access to their accounts through the TD Ameritrade institutional website www.advisorclient.com. Our clients are solely responsible for paying all fees or charges of the custodian.

These same assets will also be subject to additional fees and expenses as set forth in the prospectuses of the funds in which our clients' accounts are invested, and fees and expenses charged by the custodian, all of which are ultimately borne by our clients.

16. Investment Discretion

We establish a discretionary relationship through a limited power of attorney signed by all of our asset management clients. This type of relationship helps to facilitate the investment process. The limited power of attorney grants trading privileges to us and allows us to place trades without receiving specific consent to our clients prior to placing the trades. For example, it allows us to rebalance client portfolios when necessary. Unless notified by our clients of any specific restrictions, we are not limited to which security or mutual fund may be purchased or sold on behalf of our client or the amount of any security or mutual fund purchased, sold or held in our client's account so long as the trade(s) conform to our client's current risk profile when the portfolio is considered as a whole. In exercising our discretion, we must act at all times in what we believe to be the best interest of our clients.

17. Voting Client Securities

Our current policy is not to vote proxies for our clients. The custodians or their appointed transfer agents send the proxies directly to our clients. Our clients are welcome to call us at the phone numbers listed in Item 1, should they have any questions about one of their proxies.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

18. Financial Information

We are not required to provide our firm's balance sheet for our most recent fiscal year because we do not require or solicit

- prepayment of more than \$1,200 in fees from any of our clients, or
- advance payment of any type of client fees that cover a period of six months or more,

However, we do not have any financial commitments that impair our ability to meet our contractual and fiduciary commitments that we have made to you, our client. Also, we have not been the subject of any bankruptcy proceeding.

19. Privacy Policy

At ProVest Capital Management LLC we are committed to building relationships with our current and prospective clients based on trust and confidence. An important part of our relationship includes maintaining the confidentiality of our clients' non-public personal information. Below is our policy regarding the collection and protection of your personal information.

Information We Collect and Maintain

ProVest, as part of our relationship as your investment advisor, will collect information about you for business purposes, such as evaluating your financial needs, processing your requests and transactions and providing you quality service. The personal information we collect includes and may be collected as follows:

- Information you provide to us on applications, questionnaires and other forms (such as your name, address, social security number, occupation, assets and income);
- Brokerage statements, mutual fund statements or other information you authorize us to receive; or
- Information that we generate to service your account (such as trade tickets and account statements).

Disclosure of Information

We will not disclose any non-public personal information with any non-affiliated third parties, except in the following circumstances:

- As necessary to provide the service that our client has requested or authorized, or to maintain and service the client's account;
- As required by regulatory authorities or law enforcement officials who have jurisdiction over us, or as
- To the extent reasonably necessary to prevent fraud and unauthorized transactions.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

Protecting the Confidentiality and Security of Your Personal Information

We restrict access to non-public personal information about you to only those employees and service providers who need to know that information to provide products or services to you. Firm employees are subject to a strict employment policy regarding confidentiality.

All other persons are restricted from accessing that information. We maintain physical, electronic and procedural safeguards to guard your non- public personal information.

We respect and value that you have entrusted us with your private financial information, and we will work diligently to maintain that trust. ProVest is committed to preserving that trust by respecting the privacy of all our clients to the best of our ability. We will not disclose your non-public personal information unless it is required by law, at your direct consent, or is necessary to provide you with our services. We have not and will not sell your personal information to anyone, even if our formal client relationship ends.



Part 2B of Form ADV: Brochure Supplement

Taylor E. Drake, CFA

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March 31, 2011

This brochure supplement provides information about Taylor E. Drake, CFA that supplements ProVest Capital Management LLC's brochure. You should have received a copy of that brochure. Please contact Taylor Drake if you did not receive ProVest Capital Management LLC's brochure or if you have any questions about the content of this supplement.

Additional information about Taylor E. Drake, CFA is available on the SEC's website at www.adviserinfo.sec.gov.

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

Item 2 Educational Background and Business Experience

Taylor E. Drake

Year of Birth: 1964



Education:

- Bachelor of Arts Degree in Economics, Minor in Japanese
Brigham Young University, Provo, Utah

Business Background:

- 2010 to Present: Principal of ProVest Capital Management LLC
- 2003 to 2010: Principal of Wealth Strategies Group, LLC
- 2001 to 2003: Registered Representative, WS Griffith Securities
- 1995 to 2000: Portfolio Manager and Director of Product Development, Morley Financial Services
- 1994 to 1995: Investment Banking Associate Director, US Bank
- 1987 to 1994: International Investment Banking Associate, Mellon Bank, Tokyo

Previous Securities Examinations and Licenses:

- NASAA Series 63: Uniform Securities Agent State Law Examination
- NASAA Series 65: Uniform Investment Adviser Law Examination
- Oregon State Insurance License
- North Carolina Non-Resident Insurance License
- FINRA Series 7: General Securities Representative Examination
- FINRA Series 24: General Securities Principal license

Certifications and Professional Designations:

- 2000: CFA Charterholder

The program is administered by the Certified Financial Planner Board of Standards, Inc. Those with the CFP® designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 100 topics, including stocks, bonds, taxes, insurance retirement planning and estate planning. In addition to passing the CFP certification exam, candidates must also complete qualifying work experience and agree to adhere to the CFP Board's code of ethics and professional responsibility and financial planning standards.

High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity

ProVest Capital Management LLC
Disclosure Brochure as of March 31, 2012

- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charterholders –often making the charter a prerequisite for employment. Additionally, regulatory bodies in 22 countries and territories recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

Item 3 Disciplinary Information

Mr. Drake does not have any history of disciplinary events to disclose.

Item 4 Other Business Activities

Mr. Drake is consultant to other advisors regarding their investment strategies and also occasionally provides expert witness services in proceedings concerning the investment industry. The time spent on such activities varies by case, but has generally not exceeded 15% of Mr. Drake's time or income.

Item 5 Additional Compensation

Mr. Drake does not receive any additional compensation from third parties for providing investment advice to our clients.

Item 6 Supervision

Taylor E. Drake, CFA, Principal, is responsible for all supervision and monitoring of investment advice offered to our clients. He can be reached at 503-636-1443.