



Part 2A of Form ADV: *Firm Brochure*

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This brochure provides information about the qualifications and business practices of Palisade Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at 612-455-2900 or email Jennifer Fischer, Chief Compliance Officer, at jfischer@palisadeam.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about Palisade Asset Management, LLC also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 136089.

ITEM 2 – MATERIAL CHANGES

This firm brochure dated 02/22/2013 is our updated annual amendment prepared according to the SEC's requirements and rules.

Consistent with the SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.



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ITEM 4 – ADVISORY BUSINESS

Palisade Asset Management, LLC (“Palisade”) is a SEC registered investment adviser with its principal place of business located in Minneapolis, Minnesota. Palisade began conducting business in 2005 and its predecessor firm, Palisade Investment Advisor, LLC, began conducting business in 2002.

Listed below are the firm's principal shareholders (i.e., those individuals and/or entities controlling 25% or more of this company):

- James Cobley King, an individual

Palisade offers the following advisory services to our clients:

Individual Portfolio Management and Investment Supervisory Services

Our firm provides continuous advice to a client regarding the investment of client assets based on the individual needs of the client. Our firm also provides continuous asset management of client assets. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we work with the client to develop personal investment directives and create and manage a portfolio based on those directives. During our data-gathering process, we determine the client's individual objectives, restrictions or constraints, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background.

We manage these advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's investment directives (such as High Quality Growth Equities, Taxable Fixed Income, Tax Free Fixed Income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company, and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Corporate debt securities
- United States governmental securities
- Certificates of deposit
- Municipal securities
- Mutual fund shares

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Company Retirement Plans – Investment Advisory Services

Palisade provides investment advisory services to companies offering Employee Retirement Income Security Act (“ERISA”) retirement plans. This includes the analysis, recommendation and on-going monitoring of the plan's investment offerings. Palisade will also assist companies in the research, review and selection process of Plan Administrators/Record keepers if requested. Additionally,

Palisade will implement new plans and manage the on-going education and enrollment meetings offered to all plan participants.

Selection and Monitoring of *Third-Party Money Managers*

We also offer advisory management services to our clients through our selection and monitoring of *Third-Party Money Managers* program ("Manager").

Our firm provides the client with an asset allocation strategy developed through personal discussions in which goals and objectives based on the client's particular circumstances are established. This asset allocation strategy is drafted into the client's investment directives.

Based on the client's individual circumstances and needs (as exhibited in the client's investment directives) we will perform management searches of various unaffiliated registered Managers that are appropriate for that client.

Factors considered in making this determination include performance across different time periods, account size, risk tolerance, the opinion of each client, and the investment philosophy of the selected Manager. Clients should refer to the selected Manager's firm brochure or other disclosure documents for a full description of the third-party services offered. We are available to meet with clients on a regular basis, or as determined by the client, to review the account.

Palisade will provide a copy of the client's investment directives to the Manager and monitor the Manager's adherence to such directives.

Palisade also monitors the performance of the selected Managers. If we determine that a particular selected registered Manager is not providing sufficient management services to the client, or is not managing the client's portfolio in a manner consistent with the client's investment directives, we may suggest that the client contract with a different Manager. Under this scenario, Palisade will assist the client in selecting a new Manager and/or program.

Financial Planning

In some cases, or as requested, Palisade may provide financial planning services. We view financial planning as a comprehensive evaluation of a client's current and future financial state by using currently known variables to project future assets meeting future cash flow needs such as taxes, retirement, education, philanthropic/gifting, family support, and other defined financial goals. Through the financial planning process all questions, information and analysis are considered as they impact and are impacted by the entire financial and life situation of the client. In general, we review and address any or all of the following financial areas:

- *Personal* – We review family records, budgeting, personal liability, estate information and financial goals.
- *Cash Flow and Liabilities* – We review the client's income, expenditures and debt to develop a more efficient and manageable use of cash and debt.
- *Taxes* – We review the client's current and future income tax situation to help design more efficient investment strategies and asset structures. We do not provide tax advice, but will work closely with our client's tax advisors to provide information, and assist in the implementation of directed solutions.

- *Investments* – From the use of Palisade managed and outside Manager strategies, we build customized and efficient investment solutions to meet the short-term and long-term liability needs of our clients.
- *Insurance* – We review existing policies to ensure that our client’s liability needs are properly covered for their life, health, disability, long-term care, home and autos.
- *Retirement* – Once a clear understanding of our client’s retirement goals/liabilities are understood, we utilize modeled asset growth projections to best match their retirement needs.
- *Estate* – We assist our clients by understanding their long-term estate liabilities and then reviewing the current structure of their estate planning solutions. We do not provide estate planning advice, but we will work closely with our client’s attorneys and other advisors to ensure that all estate planning solutions are implemented and in order.
- *Philanthropy* – We assist our clients with the planning and implementation of their philanthropic needs.

Publication of Periodicals

Palisade publishes a quarterly newsletter providing general information on various financial topics. No specific investment recommendations are provided in this newsletter and the information provided does not purport to meet the objectives or needs of any individual. This newsletter is distributed free of charge to our advisory clients, prospective clients and professional centers of influence.

Consulting Services

Clients can also receive investment advice on a more focused basis. This may include guidance on only an isolated area of concern such as estate planning, retirement planning, or any other specific topic. We may also, on occasion, provide specific consultation and administrative services regarding investment and financial concerns of the client.

Amount of Managed Assets

As of 12/31/2012, Palisade actively manages \$466,092,114 of client assets on a discretionary basis plus \$10,575,558 of client assets on a non-discretionary basis, and overseeing \$3,685,458 of client assets being managed by outside managers through the *Third-Party Money Managers* program.

ITEM 5 – FEES AND COMPENSATION

Individual Portfolio Management and Investment Supervisory Services

The annualized fee for Individual Portfolio Management Services, including Investment Supervisory Services, is charged as a percentage of assets under management, according to the following schedule:

<i>Assets Under Management</i>	<i>Annual Fee</i>
First \$2,000,000	1.0%
Next \$3,000,000	.75%
Next \$5,000,000	.60%
Over \$10,000,000	.50%

A minimum of **\$1,000,000** of assets under management is required for this service. This account size may be negotiable under certain circumstances. Palisade may group certain related client accounts for the purposes of achieving the minimum account size and determining the annualized fee.

- *Limited Negotiability of Advisory Fees* – Although Palisade has established the aforementioned fee schedule, we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets, related accounts, portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

Company Retirement Plans – Investment Advisory Services

The annual fee for investment advisory services for company retirement plans is charged as a percentage of assets in the plan where advisory services are provided, according to the following fee schedule:

<i>Assets Under Management</i>	<i>Annual Fee</i>
First \$2,000,000	0.50%
Next \$3,000,000	0.40%
Next \$5,000,000	0.30%
Next \$15,000,000	0.25%
Over \$25,000,000	0.20%

Selection and Monitoring of Third-Party Money Managers Fees

Palisade's fee for the selection and monitoring of the Managers is determined on a case-by-case basis, depending upon the complexity of the services being provided as well as each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

Financial Planning Fees

Palisade's financial planning fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract with any client.

- *Financial Planning Fee Offset* – Palisade reserves the discretion to reduce or waive the hourly fee and/or the minimum fixed fee if a financial planning client chooses to engage us for our Portfolio Management Services.

Publication of Periodicals or Newsletters

Our annual subscription fee is waived for advisory clients, prospective clients, and professional acquaintances of our firm.

Consulting Services Fees

Palisade's consulting services fee is determined based on the nature of the services being provided and the complexity of each client's circumstances. All fees are agreed upon prior to entering into a contract

with any client. Our consulting services fees are calculated and charged on a fixed fee basis, typically ranging from \$500 to \$5000, subject to the specific arrangement reached with the client.

General Information

- *Termination of the Advisory Relationship* – A client agreement may be canceled at any time, by either party, for any reason upon receipt of written notice. As disclosed above, certain fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, we will prorate the reimbursement according to the number of days remaining in the billing period.
- *Mutual Fund Fees* – All fees paid to Palisade for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or Exchange Traded Funds ("ETF") to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client, and to thereby evaluate the advisory services being provided.
- *Third-Party Money Manager Fees* – Clients participating in separately Managed programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the independent advisers. We will review with clients any separate program fees that they may be charged.
- *Additional Fees and Expenses* – In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker-dealers, including, but not limited to, any transaction charges imposed by a broker-dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the *Item 12 – Brokerage Practices* section for additional information.
- *Grandfathering of Minimum Account Requirements* – Pre-existing advisory clients are subject to Palisade's minimum account requirements and advisory fees in effect at the time the client entered into the advisory relationship. Therefore, our firm's minimum account requirements will differ among clients.
- *ERISA Accounts* – Palisade is deemed to be a fiduciary to advisory clients that are employee benefit plans or Individual Retirement Accounts ("IRA") pursuant to ERISA, and regulations under the Internal Revenue Code of 1986 ("Code"), respectively. As such, our firm is subject to specific duties and obligations under ERISA and the Code that include among other things, restrictions concerning certain forms of compensation. To avoid engaging in prohibited transactions, Palisade may only charge fees for investment advice about products for which our firm and/or our related persons do not receive any commissions or 12b-1 fees.
- *Advisory Fees in General* – Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.
- *Limited Prepayment of Fees* – Under no circumstances do we require or solicit payment of fees in excess of \$1200 more than six months in advance of services rendered.

ITEM 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Palisade does not charge performance-based fees for our investment advisory services.

ITEM 7 – TYPES OF CLIENTS

Palisade provides investment advisory services to the following types of clients:

- Individuals (other than High Net Worth Individuals)
- High Net Worth Individuals
- ERISA Company Plans
- Non Profit Organizations
- Corporations or other businesses not listed above

As previously disclosed in the *Item 5 – Fees and Compensation* section, our firm has established certain initial minimum account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided in each applicable service.

ITEM 8 – METHODS OF INVESTMENT ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Investment Analysis

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

- *Fundamental Analysis* – We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

- *Technical Analysis* – We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially forecast future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly managed or financially unsound company may underperform regardless of market movement.

- *Quantitative Analysis* – We use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings per share, and forecast changes to that data.

A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be different than actual outcomes.

- *Qualitative Analysis* – We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, strength of research, and development factors not readily subject to measurement, and forecast changes to share price based on that data.

A risk in using qualitative analysis is that our subjective judgment may prove to be incorrect.

- *Asset Allocation* – Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and/or cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements, and if not rebalanced, will no longer be appropriate for the client's goals.

- *Mutual Fund and/or ETF Analysis* – We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

- *Third-Party Money Manager Analysis* – We examine the experience, expertise, investment philosophies, and past performance of independent Managers in an attempt to determine if that Manager has demonstrated an ability to invest over a period of time and in different economic conditions. We monitor the Manager's underlying holdings, strategies, concentrations and leverage as part of our overall periodic risk assessment. Additionally, as part of our due diligence process we survey the Manager's compliance and business enterprise risks.

A risk of investing with a third-party manager who has been successful in the past is that he/she may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a Manager's portfolio, there is also a risk that a Manager may deviate from the stated investment mandate or strategy of the portfolio, making it a less suitable investment for our clients. Moreover, as we do not control the Manager's daily business and compliance operations, we may be unaware of the lack of internal controls necessary to prevent business, regulatory or reputational deficiencies.

- *Risks for all forms of analysis* – Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Strategies

We use the following different strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

High Quality Growth Equity Strategy

Invest in High Quality Growth Stocks that Pay Dividends

- Primarily stocks ranked “A+” or “A” by Standard & Poor’s Corporation
- Highly stable & strong growth of earnings and dividends
- Quality and stability of earnings help protect principal value in down markets

Build Portfolios with Relative Portfolio Concentration

- Maximum of 30 large cap stocks
- Avoids unnecessary over-diversification
- Increases out-performance opportunities

Invest for the Long Term

- Buy companies to own, not stocks to trade
- Allows owning companies through entire earnings growth cycle
- Low turnover – five year average 19%; higher tax efficiency

Core Growth Equity Strategy

Invest in High Quality Growth Stocks

- Highly stable and strong growth of earnings
- Quality and stability protect principal value in down markets
- Invest in high quality growth stocks with an emphasis on owning upper Midwest companies

Flexible Portfolio Construction

- Offers flexibility to match client specific needs
- Generally holds 40-50 stocks; \$1 billion market cap and greater
- Diversified across most economic sectors

Invest for the Long Term

- Buy companies to own, not stocks to trade
- Companies purchased at lower end of historical valuation range
- Low turnover, higher tax efficiency

Taxable Fixed Income

Our investment discipline stresses the attainment of superior relative yields using a conservative management approach

- Invest in high quality, investment grade bonds
- Government and government agency bonds; avoiding problem agencies
- Investment grade corporate bonds; “A” rated or better only

Economic and market analysis minimizes security risk

- All fixed investment grade securities are evaluated for relative value opportunities
- Maturity structure is based on the yield curve shape/slope as well as cash flow needs
- Credit quality, yield spread and liquidity are essential to our analysis

Portfolios are customized to meet specific client needs

- Income requirements
- Liquidity needs and time horizon
- Risk tolerance

A competitive, multiple source buying process is utilized

Tax Exempt Fixed Income

Our investment discipline targets high quality investment grade securities

- Each municipal bond’s underlying entity quality and any credit enhancements are analyzed
- Revenue sources, entity growth, debt service capabilities reviewed

Economic and market analysis minimizes security risk

- Maturity structure is based on the yield curve shape/slope as well as cash flow needs
- Duration is controlled to minimize interest rate risk
- Credit quality, yield spread and liquidity are essential to our analysis

Portfolios are customized to meet each client’s needs

- Income requirements
- Tax situation; state of domicile
- Liquidity needs and time horizon

A competitive, multiple source buying process is utilized

Risk of Loss – Securities investments are not guaranteed and may lead to a loss of money on your investments. We ask that the client(s) work with us to help us understand their tolerance for risk.

ITEM 9 – DISCIPLINARY INFORMATION

We are required to disclose any legal or disciplinary events that are material to a client's, or prospective client's, evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations. However, Palisade has entered into a sub-advisory and fee-sharing agreement with BNC National Bank. Clients of one company may be introduced to the other company if the client has a need for the other company's services. No referral fees are accepted by either party.

ITEM 11 – CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

Palisade and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement and recordkeeping provisions.

Palisade's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy. Please see the contact information on our cover page.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm, and/or individuals associated with our firm, may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security which may also be recommended to a client.

It is the policy of our firm that no person employed by us may purchase or sell any security on a day during which any client has a pending buy or sell order in that same security until that order is executed or withdrawn. The **exception** to this policy is if the employee's total shares of a single issue purchased or sold in any single day **have a trade value of less than \$25,000 and** the issue is at least one billion in market capitalization.

We may aggregate our employee trades with client transactions where possible and when compliant with our duty to seek best execution for our clients. In these instances, participating clients will receive an average share price and transaction costs will be shared equally and on a pro-rata basis. In the instances where there is a partial fill of a particular batched order, we will allocate all purchases pro-rata, with each account paying the average price. Our employee accounts will be included in the pro-rata allocation.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

- No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
- No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is a result of information received as a result of his or her employment unless the information is also available to the investing public.
- Our firm requires prior approval for any Initial Public Offering or private placement investments by related persons of the firm.
- We maintain a list of all reportable securities holdings for our firm and anyone associated with this advisory practice that has access to advisory recommendations ("access person"). These holdings are reviewed on a regular basis by our firm's Chief Compliance Officer or other designated officer.
- We have established procedures for the maintenance of all required books and records.
- All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
- We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
- We have established policies requiring the reporting of Code of Ethics violations to our senior management.
- Any individual who violates any of the above restrictions may be subject to fines and/or termination.

ITEM 12 – BROKERAGE PRACTICES

Palisade does not assume the authority to determine which custodian will be used. If the client uses a broker-dealer as a custodian, Palisade will execute all transactions through that custodian at the existing commission schedule unless the client requests otherwise.

Our best execution policy informs clients that if they are using a full-service broker-dealer, trades could potentially be executed for less commission using a low-cost transactional broker. We invite clients to compare their existing commission schedules with some low-cost transactional broker-dealers that we have worked with in the past.

For clients in need of brokerage or custodial services, and depending on client circumstances and needs, we may recommend the use of one of several brokers including, but not limited to, Schwab Institutional, division of Charles Schwab & Co., Inc. (“Schwab”), provided that such recommendation is consistent with our firm's fiduciary duty to the client. Our clients must evaluate these brokers before opening an account. The factors considered by Palisade when making these recommendations are the broker's ability to provide professional services, our experience with the broker, the broker's reputation, the broker's quality of execution services and costs of such services, among other factors. Clients are not under any obligation to affect trades through any recommended broker.

Schwab provides Palisade 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 advisers on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the adviser's clients' assets are maintained in accounts at Schwab. These services are not contingent upon our firm committing to Schwab any specific amount of business (assets in custody or trading commissions). 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 our 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 also makes available to our firm other products and services that benefit Palisade but may not directly benefit our clients' accounts. Many of these products and services may be used to service all or some substantial number of our client accounts, including accounts not maintained at Schwab.

Schwab's products and services that assist us in managing and administering our clients' accounts include software and other technology that:

- provide access to client account data (such as trade confirmations and account statements);
- facilitate trade execution and allocate aggregated trade orders for multiple client accounts;
- provide research, pricing and other market data;

- facilitate payment of our fees from clients' accounts; and
- assist with back-office functions, recordkeeping and client reporting.

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services may include:

- compliance, legal and business consulting;
- publications and conferences on practice management and business succession;
- 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 Palisade. Schwab 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 our firm. Schwab may also provide other benefits such as educational events for our personnel. In evaluating whether to recommend that clients custody their assets at Schwab, we 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 we consider 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.

Palisade will block trades where possible and when advantageous to clients. 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 prorated basis between all accounts included in any such block.

Block trading may allow us to execute equity trades in a timelier, more equitable manner, at an average share price. Palisade will typically aggregate trades among clients whose accounts can be traded at a given broker, and generally will rotate or vary the order of brokers through which it places trades for clients on any particular day. Palisade's block trading policy and procedures are as follows:

- Transactions for any client account may not be aggregated for execution if the practice is prohibited by or inconsistent with the client's advisory agreement with Palisade, or our firm's order allocation policy.
- The trading desk in concert with the portfolio manager must determine that the purchase or sale of the particular security involved is appropriate for the client and consistent with the client's investment objectives and with any investment guidelines or restrictions applicable to the client's account.
- The portfolio manager must reasonably believe that the order aggregation will benefit, and will enable Palisade to seek best execution for each client participating in the aggregated order. This requires a good faith judgment at the time the order is placed for the execution. It does not mean that the determination made in advance of the transaction must always prove to have been correct in the light of a "20-20 hindsight" perspective. Best execution includes the duty to seek the best quality of execution, as well as the best net price.
- Prior to entry of an aggregated order, a written order ticket must be completed which identifies each client account participating in the order and the proposed allocation of the order, upon completion, to those clients.

- If the order cannot be executed in full at the same price or time, the securities actually purchased or sold by the close of each business day must be allocated pro rata among the participating client accounts in accordance with the initial order ticket or other written statement of allocation. However, adjustments to this pro rata allocation may be made to participating client accounts in accordance with the initial order ticket or other written statement of allocation. Furthermore, adjustments to this pro rata allocation may be made to avoid having odd amounts of shares held in any client account, or to avoid excessive ticket charges in smaller accounts.
- Generally, each client that participates in the aggregated order must do so at the average price for all separate transactions made to fill the order, and must share in the commissions on a pro rata basis in proportion to the client's participation. Under the client's agreement with the custodian/broker, transaction costs may be based on the number of shares traded for each client.
- If the order will be allocated in a manner other than that stated in the initial statement of allocation, a written explanation of the change must be provided to and approved by the Chief Compliance Officer no later than the morning following the execution of the aggregate trade.
- Palisade's client account records separately reflect, for each account in which the aggregated transaction occurred, the securities which are held by, and bought and sold for, that account.
- Funds and securities for aggregated orders are clearly identified on Palisade's records and to the broker-dealers or other intermediaries handling the transactions, by the appropriate account numbers for each participating client.
- No client or account will be favored over another.

ITEM 13 – REVIEW OF ACCOUNTS

Individual Portfolio Management and Investment Supervisory Services

Reviews – While the underlying securities within Individual Portfolio Management Services accounts are continually monitored, these accounts are formally reviewed at least twice a year by an internal Investment Committee. Accounts are reviewed in the context of each client's stated investment objectives and guidelines. Reviewers include portfolio managers, client relationship managers, analysts and traders. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment.

- *Reports* – In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings.

Company Retirement Plans – Investment Advisory

- *Reviews* – On a quarterly basis, Palisade reviews and monitors each company's retirement plan offerings to ensure that all mutual funds continue to be managed and perform at a similar level as when selected into the plan.
- *Reports* – Quarterly statements and a customized online website are provided for all participants and managed by the plan administrator/record-keeper.

Selection and Monitoring of *Third-Party Money Managers*

- *Reviews* – These client accounts should refer to the Manager's Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and reviewed by the portfolio manager responsible for the overall client relationship.
- *Reports* – These clients should refer to the Manager's Firm Brochure (or other disclosure document used in lieu of the brochure) for information regarding the nature and frequency of reports provided by that Manager.

Palisade does not typically provide reports in addition to those provided by the Manager selected to manage the client's assets.

Financial Planning Services

- *Reviews* – While reviews may occur at different stages depending on the nature and terms of the specific services, typically no formal oversight reviews are conducted for Financial Planning clients unless otherwise contracted for.
- *Reports* – Financial planning clients will not typically receive periodic reports due to the nature of the service.

Consulting Services

- *Reviews* – While reviews may occur at different stages depending on the nature and terms of the specific services, typically no formal oversight reviews are conducted for Consulting Services

clients unless otherwise contracted for.

- *Reports* – Consulting Services clients will not typically receive periodic reports due to the nature of the service.

ITEM 14 – CLIENT REFERRALS AND OTHER COMEPENSATION

It is Palisade's policy not to engage solicitors or to pay related or non-related persons for referring potential clients to our firm.

It is Palisade's policy not to accept or allow our related persons to accept any form of compensation, including cash, sales awards or other prizes, from a non-client in conjunction with the advisory services we provide to our clients.

ITEM 15 – CUSTODY

We previously disclosed in the *Item 5 – Fees and Compensation* section that our firm directly debits advisory fees from client accounts.

As part of this billing process, the client's custodian is advised of the amount of the fee to be deducted from that client's account. On at least a quarterly basis, the custodian is required to send to the client a statement showing all transactions within the account during the reporting period.

Because the custodian does not calculate the amount of the fee to be deducted, it is important for clients to carefully review their custodial statements to verify the accuracy of the calculation, among other things. Clients should contact us directly if they believe that there may be an error in their statement.

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Our firm does not have actual or constructive custody of client accounts.

ITEM 16 – INVESTMENT DISCRETION

Clients may hire us to provide discretionary asset management services, in which case we place trades in a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell.

Clients give us discretionary authority when they sign a discretionary advisory agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

ITEM 17 – VOTING CLIENT SECURITIES

By default, we do not vote proxies for our clients. However, we will provide this service if a client requires or requests such service of us.

We will vote proxies in the best interests of our clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will notify the client of the conflict and retain an independent third-party to cast a vote.

Clients may obtain a copy of our complete proxy voting policies and procedures. Please see the contact information on our cover. Clients may request, in writing, information on how proxies for his/her shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her account(s), we will promptly provide such information to the client.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

With respect to ERISA plans, we will vote proxies if requested, unless the plan documents specifically reserve the plan sponsor's right to vote proxies.

You can instruct us to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover). These requests must be made in writing. You can also instruct us on how to cast your vote in a particular proxy contest. Please see our contact information on our cover page.

ITEM 18 – FINANCIAL INFORMATION

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. Palisade has no such financial circumstances to report.

Palisade has not been the subject of a bankruptcy petition at any time.