

HEADINVEST

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This brochure provides information about the qualifications and business practices of HeadInvest. It is designed to provide you with a thorough understanding of our business practices, any conflicts of interest we may have and how we address them. If you have any questions about the contents of this brochure, please contact us at 800-315-5360 and or info@headinvest.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

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

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

Material Changes

Since the last ADV filing on March 31, 2013, HeadInvest has been purchased by its managers from its previous owner, Androscoggin Bank of Lewiston, Maine. The purchase occurred on August 30, 2013.

Each year, we will ensure that you receive a summary of any material changes to our brochure within 120 days of December 31st. We may further provide other ongoing disclosure information about material changes as necessary.

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

Currently, our brochure may be requested by contacting Carl G. Gercke, Managing Director & Chief Compliance Officer at 800-315-5360 or cgercke@headinvest.com.

Additional information about HeadInvest is also available via the SEC's website www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with HeadInvest who are registered, or are required to be registered, as investment adviser representatives of HeadInvest.

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Advisory Business

HeadInvest, LLC is a registered investment advisory firm founded in 1989. In August, 2013, ownership of HeadInvest was acquired by its management from Androscoggin Bank of Lewiston, Maine. We continue to operate as an independent investment advisory firm with offices in Portland, Maine.

We manage financial assets for endowments, trusts, corporations, retirement plans and individuals. As of December 31, 2012, we managed approximately \$493,200,000 for 345 discretionary relationships and \$11,600,000 for one non-discretionary relationship.

We understand you have unique needs. We work with you to understand fully your financial goals and translate them into investment programs, taking into account your risk tolerance and constraints unique to your circumstances. Together, we establish a target asset allocation from among the available investment alternatives, including domestic and international stocks; government, corporate and municipal bonds; alternative assets; and cash. Within each asset class, we select securities that are attractively priced relative to their inherent risk and expected return.

We take a holistic view of your financial situation and, in addition to investment counsel, offer advice based on our years of experience in working with individual and institutional clients. We seek to integrate our work with that of your other advisors, including accountants and estate attorneys, to minimize income and estate taxes and meet other important financial objectives.

Fees and Compensation

The following fee schedule was put in place as of January 1, 2011 for new client relationships and is not currently applicable to pre-existing client relationships.

Our standard fees for investment management are computed and billed quarterly, on managed assets, in advance at the following rate:

- 1.00% per annum of the first \$1,000,000
- 0.75% per annum of the next \$2,000,000
- 0.50% per annum on any remaining assets

A minimum fee of \$5,000 per annum may be applied to any relationship.

Accounts that are wholly invested in mutual funds may be charged only 0.5% per annum. Non-profit organizations may receive up to a 20% discount depending on the size and service requirements of the relationship. On occasion, we may advise clients to retain third party investment managers. In this case, different fee schedules may apply. For very large portfolios, or for specialized services, fees are negotiable.

The specific manner in which we charge your fees is established in your written agreement with HeadInvest.

In most instances, our clients authorize us to deduct management fees directly from their accounts. Alternatively, you may elect to be billed for fees incurred. In both instances, fees are computed and charged in advance, on a quarterly basis. If you terminate our services before the end of a billing period, we will refund any amount we have not earned. Likewise, any fees we have earned but are unpaid will be due and payable.

At HeadInvest we use brokerage firms and/or banks to maintain custody of your assets. In addition to trading costs, these custodians may charge annual custody fees, or other fees for specific transactions or services. As part of our duty to provide best execution, we carefully consider the reasonableness of any and all costs imposed by your custodian.

Performance-Based Fees and Side-By-Side Management

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

Types of Clients

At HeadInvest, we manage financial assets for endowments, trusts, corporations, retirement plans and individuals. In order to effectively manage your assets we recommend a minimum relationship size of \$500,000. However, your individual circumstances may warrant an exception to this standard. We consider all exceptions on a case-by-case basis.

Methods of Analysis, Investment Strategies and Risk of Loss

We are a separate account manager for equity, fixed income and balanced portfolios. Each portfolio is customized to our clients' objectives and constraints. Portfolios are constructed using a three-step process. First, appropriate asset classes and weightings of each are identified for use in each portfolio. Second, we implement the desired asset allocation by selecting and purchasing securities within each asset class. Third, we periodically reassess weightings among asset classes and securities and rebalance as needed. Rebalancing may occur as a result of changes in market conditions or in the client's financial situation, cash needs or risk tolerance.

We use a disciplined analytical framework called Price/Value Analysis to guide our security selections. Using computer-assisted quantitative techniques to evaluate a large universe of stocks we are able to:

- screen companies for financial quality and growth potential;
- estimate a proper valuation for each stock and compare that valuation to its price;
- identify companies that are capable of growing at a rate unrecognized in the current market price, and
- identify companies that are underpriced relative to current earnings, dividends and book value.

We normally screen out companies with debt greater than half the total invested capital and companies whose market capitalization is less than \$750 million. We apply our valuation model to the remaining universe in order to determine the relationship of a stock's price to its estimated value. Equity securities that are priced at a significant discount to their estimated value are candidates for further investigation and research. This process helps control risk, improve return, and assure financial quality and market liquidity in the companies we consider.

During the course of investigation and research, we speak with or visit company management, attend industry events and conferences, review research published by major Wall Street brokerage firms, perform competitor and peer group analysis, evaluate corporate strategies and, in general, do sufficient due diligence to develop confidence in our estimates of earnings, earnings growth, valuation and attendant risks.

The securities so selected are utilized in one or both of our three principle equity strategies. Our core strategy, the Core Growth strategy, seeks to outperform the broad equity market over a market cycle by emphasizing financial quality, liquidity and attractive valuation. Portfolios are constructed to achieve diversification by economic sector, company size, equity style (i.e., both "growth" and "value" stocks are included), and by geography. For taxable accounts, we practice tax efficiency; for all accounts, we seek to minimize costs through low turnover and reasonable investment management

fees. We use exchange-traded funds and, occasionally, mutual funds, to gain exposure to asset classes that we find difficult to reach directly, including the equities of international developed markets, emerging markets and small cap companies. For our typical client, we currently employ ETF's up to 20% of the value of their total equity exposure. For smaller accounts, we may use ETF's for substantially all of their equity exposure. All ETF's are chosen for low-cost, tax efficiency, liquidity and appropriateness of the indices they are designed to track.

Our Dividend Value Strategy employs the same basic stock selection methodology as our Core Growth Strategy while placing a higher value on current dividend yield and dividend growth potential. Dividend stocks selected for this strategy meet all the foregoing criteria as well as having a minimum dividend yield. Our dividend strategy is currently implemented in one of two ways: by adding selected dividend stocks to our Core Growth portfolios to increase overall portfolio yield, or by using the full selection of our dividend stocks as a separate equity strategy in lieu of, or as a supplement to, our Core Growth portfolios.

Our Custom Portfolio Services are available to clients with needs that require more flexibility than provided by our core investment models. These services are available to clients who own low basis stock, who wish to provide direct input to us about security selection, or who have other special needs or preferences regarding their investments. Securities that are selected for use in our custom portfolios are evaluated within our core investment approach and are subject to rigorous selection criteria and review. Custom Portfolio Services may be provided on a standalone basis or in conjunction with our model portfolio strategies.

In fixed income and balanced portfolios, we individually select fixed income instruments for each portfolio. When analyzing fixed income securities, two fundamental principles apply:

- yields should increase with time to maturity, and
- yields should increase to compensate for other risks.

We seek significant yield advantage by accepting modest risk increases. Risks inherent in fixed income include credit, liquidity, volatility, political and legal, among others. We base our methods on understanding and measuring risks of all kinds, emphasizing yield, stability, and value.

Market volatility affects equity, fixed income, and cash asset classes, and investing in securities involves risk of loss that you should be prepared to bear. While our disciplined process is designed to identify the best combination of asset classes to bring you sufficient return without unnecessary risk, you should know that no portfolio, asset class or individual asset is without risk of loss. We assess your tolerance for risk at the onset

of our relationship and periodically reassess as your life circumstances and market conditions change.

Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of HeadInvest or the integrity of HeadInvest's management. Neither HeadInvest nor any of our management persons has ever been involved with or been the subject of a legal or disciplinary event applicable here.

Other Financial Industry Activities and Affiliations

Prior to August 2013, HeadInvest was owned by Androscoggin Bank. We operated as an independently managed firm, but did in some cases recommend the use of the bank's trust department for custody and trustee services, always and only to the extent it was in the best interest of the client. We addressed any potential conflicts that may have arisen with respect to shared control over the clients' assets, in part by undergoing an internal controls audit each year, as required by the SEC.

In August, 2013, HeadInvest was acquired by its management group. As a result, the firm no longer has any other financial industry activities or affiliations. Some of our clients' assets continue to be held in custody or trust at Androscoggin Bank, our former owner.

On rare occasions, we recommend or select other investment advisers for our clients for services we are unable to provide. In such cases, we may enter into a fee-sharing arrangement with such advisers to compensate us for our oversight services. We always uphold our fiduciary duty to our clients and the selection of a third party investment adviser is done in the client's best interest and with the client's full knowledge and prior approval.

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

At HeadInvest, we as employees, officers and directors must safeguard our most important asset – our reputation for integrity, honesty, and professionalism. In working with clients and the public we are guided by a high standard of what is right, not merely legal or permissible. We practice ethics as well as competence when dealing with the

public, clients, prospects, employers, and fellow employees. We use reasonable care and exercise independent professional judgment. As a fiduciary, we have an affirmative duty of care, loyalty, honesty, and good faith to act in your best interest.

Excerpted below are some key provisions of our Code of Ethics and Standards of Business Conduct.

- We avoid any actual or potential conflicts of interest and also try to avoid situations that have even the appearance of conflict or impropriety.
- We do not tolerate any form of discrimination or harassment in the workplace.
- We conduct our personal financial transactions in a manner consistent with the guidelines established in our Compliance Manual and will never use nonpublic information to profit personally, directly or indirectly.
- We comply with the guidelines in place to protect the privacy of all of our clients.
- We will not participate in any form of deceitful or manipulative behavior with respect to any client or securities.
- We will not engage in the favoritism of one client over another nor will we solicit or accept inappropriate gifts, favors, entertainment, etc. that could influence their decision-making or make us feel indebted to a person or firm.

These standards guide us in our every day actions and we reaffirm our duty to abide by these standards every year. Procedures are in place to monitor compliance with the Code. Compliance with the Code of Ethics is a condition of employment.

We will provide a copy of our Code of Ethics to any client or prospective client upon request.

The personal trading and investment activities of our employees are subject to various federal securities laws, rules and regulations. While we believe that individual investment activities should be encouraged, the overriding principle is the avoidance of conflicts of interest, or even the appearance of conflict, between client services and personal investments. This inevitably causes us to place some restrictions on our employees to invest freely.

Although our employees, officers, and directors may trade for their own accounts in securities which we recommend to and/or purchase for our clients, they must follow our Code of Ethics. Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with making and implementing decisions in the best interest of our clients. In any situation where potential for conflict exists, your transactions will always take precedence over our employees', officers' and/or directors' transactions.

We do not permit our employees to, directly or indirectly, purchase securities from or sell securities to you, our client.

We require all of our employees to report upon hire and annually thereafter, all of their personal brokerage relationships, and on a quarterly basis all personal securities transactions. Certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of the Firm's clients. Our Compliance Officer reviews these reports to ensure there are no conflicts or potential conflicts of interest with respect to your holdings and transactions.

We require all of our employees to receive pre-clearance before trading in any of the firm's core holdings to avoid conflicts or potential conflicts with your trades. If we find a potential conflict exists, we will not permit the employee to execute the transaction for his or her personal account until you have had the opportunity to purchase or sell that security. Furthermore, we do not allow employees to execute personal transactions in any stock being added to or removed from the firm's core portfolio until all of our clients have had the opportunity to purchase or sell that security.

If any employee has a material financial interest in another business or company, we require him or her to disclose that information upon hire. If an employee wishes to obtain a material financial interest or position in another business or company, the Chief Compliance Officer and senior management must first review the request and grant approval. If we find a conflict or potential conflict of interest, we may deny the employee's request. We always consider your interest a priority when responding to any and all conflicts of interest.

Brokerage Practices

We at HeadInvest recommend brokerage firms and/or banks to maintain custody of client assets and to effect trades for your accounts. We will usually execute your trades more efficiently if they are placed with the brokerage firm that has custody of your assets. Whenever possible, we execute trade orders in a block and combine transactions so that you receive the average price for that block. Occasionally, we choose third party brokers for their ability to perform executions and other services efficiently and cost effectively.

You may specifically direct us to deal with a particular broker. If you do so, you will agree to accept the rates offered by that broker, which may be at a higher cost to you. This may limit our ability to achieve best execution or negotiate commissions with other brokers on your behalf or may limit your participation in block trading.

We continually seek best execution for all of our clients by working only with brokerage firms with deep experience and capacity. We pay close attention to commission costs available and any other transaction costs that the broker may impose.

From time to time, we may direct trades to a particular broker in return for products and services that directly or indirectly benefit all or a substantial number of our clients whose assets are held at that particular broker as well as those held at other brokerage firms. (This practice is commonly referred to in the industry as “**Soft Dollar Benefits**”). Those products and services include software and other technology that:

- provide access to account data,
- help streamline trade execution and allocation of aggregate trade orders for multiple client accounts,
- provide research, pricing and other market data,
- assist with record keeping and client reporting, and
- make available sources of broad market information.

When we use client brokerage commissions to obtain research or other products or services, we receive a benefit because we do not have to produce or pay for the research, products or services. Soft Dollar contracts do not cause you to pay higher trading commissions than you would otherwise.

We also receive the benefits of other services offered by custodians that are intended to help us manage and further develop our business. These services may include compliance, legal and business consulting, publications, and conferences. Some custodians may also make available to us at little or no cost third party vendors to assist us in the types of services they render and may discount or waive fees they would otherwise charge for some of these services. Custodians may also provide other benefits such as educational events or occasional business entertainment for our personnel. In evaluating whether to recommend a certain custodian to you, we may take into account the availability of some of the products and services mentioned above 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. This may create a potential conflict of interest.

Although we may recommend you establish your account at a particular custodian, it is ultimately your decision.

Review of Accounts

Our Chief Investment Officer and the Investment Committee constantly review the firm's model portfolio of securities. The committee meets weekly to discuss matters related to securities we currently hold as well as companies we identify as potential purchases through our screening process.

Our portfolio managers review their clients' portfolios on an ongoing basis. We review every account at least quarterly and also upon the purchase or sale of any security. We review accounts periodically for consistency with your current objectives and risk tolerances and we formally review all accounts at least once a year for consistency with your established target allocations among asset classes.

Along with a letter written by your portfolio manager, we send reports to you on at least a quarterly basis. These contain, at a minimum:

- assets held arranged by asset class
- market value of each asset
- cost of each asset when available
- total value of each asset class, and
- total portfolio value.

We provide annually or at any time upon request, details of transactions, income received, realized gains and losses if applicable, and cash movements.

In addition to HeadInvest reports, your custodian will also send directly to you valuation and transactional statements, either on a monthly or quarterly basis.

Client Referrals and Other Compensation

We entered into an agreement with Charles Schwab & Co., Inc. (Schwab), an independent and unaffiliated broker-dealer, to participate in the Schwab Advisor Network (the Service), an advisor referral service designed to help investors find an independent investment advisor. Our participation in the Service may raise potential conflicts of interest.

As of 2007, we no longer participate in the Service but do continue to honor the terms of the contract with Schwab for those clients who were previously referred through the Service. We pay Schwab a participation fee on all referred clients' accounts that are

maintained in custody at Schwab and a non-custody fee on all accounts that are maintained at, or transferred to, another custodian. The participation fee, which amounts to 15% of the client's management fee is paid by us and not by the client. Although not required we are likely to execute transactions for our clients who were referred through the Service and whose accounts are maintained in custody at Schwab, with Schwab. We acknowledge our duty of best execution for those clients.

Custody

The broker-dealer or bank having custody of your assets sends directly to you either monthly or quarterly statements. Because we also send out quarterly or monthly valuation statements, we urge you to compare the account statements you receive from your custodian with those you receive from us. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. Although we reconcile every account to the custodial statement, we still recommend you carefully review the statements for accuracy.

Investment Discretion

The majority of our clients grant us discretionary authority over their assets. In all cases, we exercise that discretion in a manner consistent with your stated investment objectives. We are given the authority to make decisions with respect to trading and the authority to execute trades on your behalf. We are also in most instances, granted the authority to make disbursements to you as you request them, and to debit management fees directly from your account. The broker-dealer or bank who custodies your assets requires both we and the client sign a Limited Power of Attorney for each account in order to grant this authority to us. On rare occasions, a client may ask that we consult him or her before making decisions with respect to trading. We respect and honor any such requests.

Voting Client Securities

Our Proxy Voting Policy is as follows:

HeadInvest exercises a voice on behalf of most of our clients in matters of corporate governance through the proxy voting process. We consider proxy voting to be an

important part of our investment responsibility. We vote proxies on behalf of our clients unless otherwise instructed by the client. Our Proxy Voting Committee is responsible for reviewing and voting all client proxies for which we have been granted authority to do so, and for carefully monitoring our proxy voting policies and procedures.

It is our duty to consider the exercise of all proxies thoughtfully and consistently. Where potential conflicts of interest exist, proxies will be voted in the best interest of our clients. We exercise our voting responsibilities with the goal of maximizing shareholder value and thus the value of our clients' investments.

While some matters before corporate annual meetings are routine and non-controversial, there are issues put forth by both managements and shareholders that require careful scrutiny. Our voting process follows a single principle: ***Corporations should be governed solely in the interests of their shareholders.***

Here are a few areas of corporate governance where we are alert to ballot proposals that can harm shareholder interests:

- We believe that all Directors should be elected annually, not in staggered terms that can insulate management from needed change.
- We believe that shareholders should have voting power equal to their equity interests and should be able to accept or reject changes in the corporation by simple majority vote.
- We believe that appropriate equity-based compensation plans, approved by shareholders, can be an effective way to align the interests of shareholders and the interests of management, employees, and directors. We are opposed to plans that substantially dilute ownership interest in the company.

Competence in management is an important factor in our decision to buy, hold or sell securities. If we have enough confidence in a company's management to buy or hold its stock, we will generally vote to support management's recommendations on proxy votes unless they are clearly against shareholder interest.

HeadInvest has established a Proxy Voting Committee to provide centralized management of the proxy voting process. The Committee shall be comprised of at least one professional staff member and the compliance officer.

The Proxy Voting Committee supervises the proxy voting process including votes on issues not covered by our Guidelines and identification of any material conflicts of interest. The Committee shall also review and amend the Proxy Voting Policy and

Guidelines on an as-needed basis. The Committee will also oversee record keeping and reporting in compliance with applicable law and regulation.

HeadInvest shall maintain all required records, including copies of this Proxy Voting Policy and Guidelines and any amendments thereto, a record of proxy statements received, a record of the votes cast, a copy of any written material used in connection with proxy voting decisions, a copy of any written client request for information on how HeadInvest voted proxies and a copy of any correspondence sent to the client as a result of such a request.

For clients who wish to vote their own proxies, we make them aware that they will receive their proxies or other solicitations directly from their custodian or a transfer agent. If a client wishes to receive guidance on the voting of a particular proxy, or needs clarification of a particular solicitation, he or she may contact us with any questions.

Clients may obtain a copy of our complete proxy voting policies and procedures upon request. You may also obtain information from HeadInvest about how we voted any proxies on your behalf.

Financial Information

Registered investment advisers are required to provide you with certain financial information or disclosures about our financial condition. HeadInvest has no financial condition or hardship that is reasonably likely to impair our ability to meet contractual commitments to our clients, nor have we been the subject of a bankruptcy proceeding.