

Disclosure Brochure

March 22, 2013

Fiduciary Investment Consultants, LLC

a Registered Investment Adviser

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This brochure provides information about the qualifications and business practices of Fiduciary Investment Consultants, LLC (FIC). If you have any questions as to the content of this disclosure brochure, please contact Ken Vines at 318-323-3752. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any other state securities authority.

Additional information about FIC is available to the public on the SEC's website at www.adviserinfo.sec.gov.

FIC is an SEC registered investment adviser. Registration does not imply any level of skill or training.

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Item 2. Material Changes

The following material change has occurred since FIC's last annual update of March 22, 2012.

Item 12, *Brokerage Practices*, has been amended to disclose that FIC generally recommends Schwab, Foliorn, and TD Ameritrade for brokerage and clearing services. Previously, it was disclosed that FIC recommended Schwab for such services. In addition, the following language was added to disclose the benefits FIC receives for recommending TD Ameritrade:

As disclosed above, FIC participates in TD Ameritrade's institutional customer program and FIC may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between FIC's participation in the program and the investment advice it gives to its clients, although FIC receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving FIC participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to FIC by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by FIC's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit FIC but may not benefit its client accounts. These products or services may assist FIC in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help FIC manage and further develop its business enterprise. The benefits received by FIC or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, FIC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by FIC or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the FIC's choice of TD Ameritrade for custody and brokerage services.

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Item 4. Advisory Business

FIC provides financial planning, consulting, investment management, and wealth management services. Prior to engaging FIC to provide any of the foregoing investment advisory services, the client is required to enter into one or more written agreements (collectively the “*Agreement*”) with FIC setting forth the terms and conditions under which FIC renders its services.

FIC has been in business as an SEC registered investment adviser since November 2010. FPL Asset Management, LLC and Fiduciary Management, LLC are the principal owners of FIC. As of January 31, 2013, FIC has \$16,119,272 in discretionary assets under management.

This Disclosure Brochure describes the business of FIC. Certain sections will also describe the activities of *Supervised Persons*. *Supervised Persons* are any of FIC’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), or employees, or any other person who provides investment advice on FIC’s behalf and is subject to FIC’s supervision or control.

Financial Planning and Consulting Services

FIC offers its clients a broad range of comprehensive financial planning and consulting services. These services include business planning, investments, insurance, retirement, education, estate planning, and tax and cash flow needs of the client. These services may be included as part of FIC’s wealth management services, as described below.

As part of its consulting services, FIC provides certain clients with a Fiduciary Assessment. The Fiduciary Assessment is intended to assist clients in analyzing their investment fiduciary practices as well as identifying ways to improve the decision-making process of the client’s organization. As part of the assessment, FIC will issue recommendations to improve any processes which are not in conformance with fiduciary practices. All relevant information, terms and conditions relative to the Fiduciary Assessment are set forth in a written agreement with FIC which each client receives prior to commencement of the Fiduciary Assessment.

In performing its services, FIC is not required to verify any information received from the client or from the client’s other professionals (e.g., attorney, accountant, etc.) and is expressly authorized to rely on such information. FIC may recommend its own services and/or those of other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if FIC recommends its own services. The client is under no obligation to act upon any of the recommendations made by FIC under a financial planning or consulting engagement or to engage the services of any such recommended professional, including FIC itself. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any of FIC’s recommendations. Clients are advised that it

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remains their responsibility to promptly notify FIC if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising FIC's previous recommendations and/or services.

Investment Management and Wealth Management Services

Clients can engage FIC to manage all or a portion of their assets on a discretionary or non-discretionary basis. In addition, FIC may provide clients with wealth management services which generally include a broad range of comprehensive financial planning and consulting services as well as discretionary and/or non-discretionary management of investment portfolios.

FIC primarily allocates clients' investment management assets among exchange-traded funds ("ETFs"), mutual funds, and individual debt and equity securities in accordance with the investment objectives of the client. FIC also provides advice about any type of investment held in clients' portfolios.

FIC also may render non-discretionary investment management services to clients relative to variable life/annuity products that they may own, their individual employer-sponsored retirement plans, or other products that may not be held by the client's primary custodian. In so doing, FIC either directs or recommends the allocation of client assets among the various investment options that are available with the product. Client assets are maintained at the specific insurance company or custodian designated by the product.

FIC tailors its advisory services to the individual needs of clients. FIC consults with clients initially and on an ongoing basis to develop an investment policy statement which determines risk tolerance, time horizon and other factors that may impact the clients' investment needs. FIC ensures that clients' investments are suitable for their investment needs, goals, objectives and risk tolerance.

Clients are advised to promptly notify FIC if there are changes in their financial situation or investment objectives or if they wish to impose any reasonable restrictions upon FIC's management services. Clients may impose reasonable restrictions or mandates on the management of their account(s) (e.g., require that a portion of their assets be invested in socially responsible funds) if, in FIC's sole discretion, the conditions will not materially impact the performance of a portfolio strategy or prove overly burdensome to its management efforts.

Limited Use of Independent Managers

For some existing clients, FIC has recommended the active discretionary management of a portion of their assets by and/or among certain independent managers or separate account managers ("*Independent Managers*"), based on the stated investment objectives of the client.

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Item 5. Fees and Compensation

FIC offers its services on a fee basis, which may include hourly and/or fixed fees, as well as fees based upon assets under management

Financial Planning and Consulting Fees

FIC may charge a fixed fee and/or hourly fee for financial planning and consulting services. These fees are negotiable, but generally range from \$1,000 to \$40,000 on a fixed fee basis and/or from \$150 to \$500 on an hourly rate basis, depending upon the level and scope of the services and the professional rendering the financial planning and/or the consulting services. If the client engages FIC for additional investment advisory services, FIC may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

Prior to engaging FIC to provide financial planning and/or consulting services, the client is required to enter into a written agreement with FIC setting forth the terms and conditions of the engagement. Generally, FIC requires one-half of the financial planning or consulting fee (estimated hourly or fixed) payable upon entering into the agreement. The balance is generally due upon delivery of the financial plan or completion of the agreed upon services.

Investment Management and Wealth Management Fee

FIC provides investment management as well as wealth management services for an annual fee based upon a percentage of the market value of the assets being managed by FIC. FIC's annual fee is exclusive of and in addition to brokerage commissions, transaction fees, and other related costs and expenses which are incurred by the client. FIC does not, however, receive any portion of these commissions, fees, and costs. FIC's annual fee is prorated and charged quarterly, in arrears, based upon the market value of the assets being managed by FIC on the last day of the previous quarter. For certain clients, FIC may also charge its annual fee monthly, in arrears, based upon the market value of the assets on the last day of the previous month. The annual fee varies (between 0.55% and 1.00%) depending upon the market value of the assets under management and the type of investment management or wealth management services to be rendered, as follows:

PORTFOLIO VALUE	ANNUAL FEE
up to \$1,000,000	1.00%
\$1,000,001 - \$3,000,000	0.85%
\$3,000,001 - \$5,000,000	0.75%
\$5,000,001 - \$10,000,000	0.65%
\$10,000,001 - \$ 15,000,000	0.55%
above \$15,000,000	Negotiable

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Certain clients may be invested in FIC's Separate Account Equity or Fixed Income Portfolios. Such Separate Account clients shall be charged up to 1.00% on Domestic Fixed Income Portfolios and Equity or Global Fixed Income Portfolios. Such Separate Account Management Fee will be in addition to the Advisory Fee as outlined in the schedule above.

FIC, in its sole discretion, may negotiate to charge a lesser management fee based upon certain criteria (i.e., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client relationship, account retention, *pro bono* activities, etc.).

Fees Charged by Financial Institutions

As further discussed in response to Item 12 (below), FIC generally recommends that clients utilize the brokerage and clearing services of Charles Schwab & Co., Inc. ("*Schwab*"), Fidelity, and TD Ameritrade for investment management accounts.

FIC may only implement its investment management recommendations after the client has arranged for and furnished FIC with all information and authorization regarding accounts with appropriate financial institutions. Financial institutions include, but are not limited to, *Schwab*, Fidelity, TD Ameritrade, or any other broker-dealer recommended by FIC, broker-dealer directed by the client, trust companies, banks, etc. (collectively referred to herein as the "*Financial Institutions*").

Clients may incur certain charges imposed by the *Financial Institutions* and other third parties such as custodial fees, charges imposed directly by a mutual fund or ETF in the account, which are disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, for assets outside of any wrap fee programs, clients may incur brokerage commissions and transaction fees. Such charges, fees and commissions are exclusive of and in addition to FIC's fee.

FIC's *Agreement* and the separate agreement with any *Financial Institutions* may authorize FIC or *Independent Managers* to debit the client's account for the amount of FIC's fee and to directly remit that management fee to FIC. Any *Financial Institutions* recommended by FIC have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to FIC.

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Fees for Management During Partial Quarters or Months of Service

For the initial period of investment management services, the fees are calculated on a *pro rata* basis.

The *Agreement* between FIC and the client will continue in effect until terminated by either party pursuant to the terms of the *Agreement*. FIC's fees are prorated through the date of termination and any remaining balance is charged or refunded to the client, as appropriate.

Clients may make additions to and withdrawals from their account at any time, subject to FIC's right to terminate an account. Additions may be in cash or securities provided that FIC reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. Clients may withdraw account assets on notice to FIC, subject to the usual and customary securities settlement procedures. However, FIC designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. FIC may consult with its clients about the options and ramifications of transferring securities. However, clients are advised that when transferred securities are liquidated, they are subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

If assets are deposited into or withdrawn from an account after the inception of a quarter or month, the fee payable with respect to such assets will not be adjusted or prorated based on the number of days remaining in the quarter or month.

Item 6. Performance-Based Fees and Side-by-Side Management

FIC does not provide any services for performance-based fees. Performance-based fees are those based upon a share of capital gains on or capital appreciation of the assets of a client.

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Item 7. Types of Clients

FIC provides its services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Minimum Fee

As a condition for starting and maintaining a relationship, FIC generally imposes a minimum annual fee of \$2,500. This minimum fee may have the effect of making FIC's services impractical for clients, particularly those with portfolios less than \$250,000 under FIC's management. FIC, in its sole discretion, may waive its minimum annual fee based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, and *pro bono* activities.

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

Methods of Analysis

FIC's primary methods of analysis are fundamental and technical.

Fundamental analysis involves the fundamental financial condition and competitive position of a company. FIC will analyze the financial condition, capabilities of management, earnings, new products and services, as well as the company's markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that FIC will be able to accurately predict such a reoccurrence.

Investment Strategies

FIC follows a fiduciary investment process. FIC also divides its investment strategies into two distinct classes: policy portfolios and pricing portfolios (customized investment solutions). In the policy portfolios, FIC focuses on using high quality, low cost investment funds. There are a variety of asset allocation categories available within the policy portfolio, ranging from primarily fixed income to a balance of fixed income to equity (such as 60/40 or 40/60 allocations) or to primarily equity.

The pricing portfolios are customized investment solutions. These portfolios primarily act as compliments to the client's policy portfolio (for example, large cap investing, dividend yielding stock, and fixed income securities). The appropriateness of the customized investment solution is determined based on the client's personal situation and risk tolerance, as provided on the client's investment management agreement.

Risks of Loss

Mutual Funds and Exchange Traded Funds (ETFs)

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's

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underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value (NAV), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed-based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 50,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Options

Options allow investors to buy or sell a security at a contracted "strike" price (not necessarily the current market price) at or within a specific period of time. Clients may pay or collect a premium for buying or selling an option. Investors transact in options to either hedge (limit) losses in an attempt to reduce risk or to speculate on the performance of the underlying securities. Options transactions contain a number of inherent risks, including the partial or total loss of principal in the event that the value of the underlying security or index does not increase/decrease to the level of the respective strike price. Holders of options contracts are also subject to default by the option writer which may be unwilling or unable to perform its contractual obligations.

Market Risks

The profitability of a significant portion of FIC's recommendations may depend to a great extent upon correctly assessing the future course of price movements of stocks and bonds. There can be no assurance that FIC will be able to predict those price movements accurately.

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Use of Independent Managers

FIC has recommended the use of *Independent Managers* for certain clients. While FIC will conduct due diligence of such managers, FIC does not have the ability to supervise the *Independent Managers* on a day-to-day basis..

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear such loss.

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Item 9. Disciplinary Information

FIC is required to disclose the facts of any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of management. FIC does not have any required disclosures to this Item.

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Item 10. Other Financial Industry Activities and Affiliations

FIC is required to disclose any relationship or arrangement that is material to its advisory business or to its clients with certain related persons. FIC has described such relationships and arrangements below.

Related Investment Adviser

FIC is under common control with its affiliated SEC registered investment adviser, FPL Asset Management, LLC ("FPL"). Certain *Supervised Persons* of FIC also serve in the same or similar capacity for FPL.

Referrals to Related Certified Public Accountants

Some of FIC's indirect owners are also principals of Carr, Riggs, & Ingram ("CRI"), a Certified Public Accounting firm located in Shreveport, Louisiana. To the extent that CRI provides accounting and/or tax preparation services to any of FIC's clients, all such services shall be performed by CRI, in its separate and individual capacity, independent of FIC. FIC does not receive any compensation related to any fees charged by CRI, referral or otherwise. Neither CRI nor any of its members render investment advice on behalf of FIC.

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Item 11. Code of Ethics

FIC and persons associated with FIC (Associated Persons) are permitted to buy or sell securities that it also recommends to clients consistent with FIC's policies and procedures.

FIC has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws (*Code of Ethics*). In accordance with Section 204A of the Investment Advisers Act of 1940 (Advisers Act), its *Code of Ethics* contains written policies reasonably designed to prevent the unlawful use of material non-public information by FIC or any of its associated persons. The *Code of Ethics* also requires that certain of FIC's personnel (called *Access Persons*) report their personal securities holdings and transactions and obtain pre-approval of certain investments such as initial public offerings and limited offerings.

Unless specifically permitted in FIC's *Code of Ethics*, none of FIC's *Access Persons* may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the *Access Person*) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of FIC's clients.

When FIC is purchasing or considering for purchase any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the purchase or until a decision has been made not to purchase such security. Similarly, when FIC is selling or considering the sale of any security on behalf of a client, no *Access Person* may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact FIC to request a copy of its *Code of Ethics*.

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Item 12. Brokerage Practices

As discussed above, in Item 5, FIC generally recommends that clients utilize the brokerage and clearing services of *Schwab*, *Foliofn*, or *TD Ameritrade*.

FIC participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. (“*TD Ameritrade*”) member FINRA/SIPC/NFA. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer. *TD Ameritrade* offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. FIC receives some benefits from *TD Ameritrade* through its participation in the program. (Explained further below.)

Factors which FIC considers in recommending *Schwab*, *Foliofn*, or *TD Ameritrade* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. The recommended broker-dealer enables FIC to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by the recommended broker-dealer may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by FIC’s clients comply with FIC’s duty to obtain “best execution.” Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where FIC determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a *Financial Institution*’s services, including among others, the value of research provided, execution capability, commission rates, and responsiveness. FIC seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

FIC periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

The client may direct FIC in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution*, and FIC will not seek better execution services or prices from other *Financial Institutions* or be able to “batch” client transactions for execution through other *Financial Institutions* with orders for other accounts managed by FIC (as described below). As a result, the client may pay higher commissions, greater spreads, or other transaction costs. It is also possible that the client may receive less favorable net prices for the account than would otherwise be the case. Subject to

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its duty of best execution, FIC may decline a client's request to direct brokerage if, in FIC's sole discretion, such directed brokerage arrangements would result in additional operational difficulties

Transactions for each client generally will be effected independently, unless FIC decides to purchase or sell the same securities for several clients at approximately the same time. FIC may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among FIC's clients variations in prices and commissions or other transaction costs that might not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among FIC's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that FIC determines to aggregate client orders for the purchase or sale of securities, including securities in which FIC's *Supervised Persons* may invest, FIC generally does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. FIC does not receive any additional compensation or remuneration as a result of the aggregation. In the event that FIC determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, FIC may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist FIC in its investment decision-making process. Such research generally will be used to service all of FIC's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because FIC does not have to produce or pay for the products or services.

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Software and Support Provided by Financial Institutions

FIC may receive from *Schwab*, without cost to FIC, computer software and related systems support, which allow FIC to better monitor client accounts maintained at *Schwab*. FIC may receive the software and related support without cost because FIC renders investment management services to clients that maintain assets at *Schwab*. The software and related systems support may benefit FIC, but not its clients directly. In fulfilling its duties to its clients, FIC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that FIC's receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence FIC's choice of one broker-dealer over another broker-dealer that does not furnish similar software, systems support, or services.

Additionally, FIC may receive the following benefits from *Schwab*: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services its participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.

As disclosed above, FIC participates in TD Ameritrade's institutional customer program and FIC may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between FIC's participation in the program and the investment advice it gives to its clients, although FIC receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving FIC participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to FIC by third party vendors. TD Ameritrade may also have paid for business consulting and professional services received by FIC's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit FIC but may not benefit its client accounts. These products or services may assist FIC in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help FIC manage and further develop its business enterprise. The benefits received by FIC or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, FIC endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by FIC or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the FIC's choice of TD Ameritrade for custody and brokerage services.

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Item 13. Review of Accounts

For those clients to whom FIC provides investment management services, FIC monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. For those clients to whom FIC provides financial planning and/or consulting services, reviews are conducted on an “as needed” basis. Such reviews are conducted by one of FIC’s investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals, and objectives with FIC and to keep FIC informed of any changes thereto. FIC contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client’s financial situation and/or investment objectives.

Unless otherwise agreed upon, clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer or custodian for the client accounts. Those clients to whom FIC provides investment advisory services will also receive a report from FIC that may include such relevant account and/or market-related information such as an inventory of account holdings and account performance on a quarterly basis. Clients should compare the account statements they receive from their custodian with those they receive from FIC.

Those clients to whom FIC provides financial planning, business planning, and/or consulting services will receive reports from FIC summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by FIC.

Disclosure Brochure – Fiduciary Investment Consultants, LLC

Item 14. Client Referrals and Other Compensation

FIC is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. In addition, FIC is required to disclose any direct or indirect compensation that it provides for client referrals. FIC does not have any required disclosures to this Item.

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Item 15. Custody

FIC's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize FIC, through such *Financial Institution*, to debit the client's account for the amount of FIC's fee and to directly remit that management fee to FIC in accordance with applicable custody rules.

The *Financial Institutions* recommended by FIC have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to FIC. In addition, as discussed in Item 13, FIC also sends periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from FIC.

Item 16. Investment Discretion

FIC may be given the authority to exercise discretion on behalf of clients. FIC is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. FIC is given this authority through a power-of-attorney included in the agreement between FIC and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). FIC takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The *Independent Managers* to be hired or fired.

Disclosure Brochure – Fiduciary Investment Consultants, LLC

Item 17. Voting Client Securities

FIC is required to disclose if it accepts authority to vote client securities. FIC does not vote client securities on behalf of its clients. Clients receive proxies directly from the *Financial Institutions*.

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Item 18. Financial Information

FIC does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of any services being provided. In addition, FIC is required to disclose any financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients. FIC has no disclosures pursuant to this Item.