

CRI Wealth Advisors, L.L.C.
Registered Investment Advisor
927 College Street
Bowling Green, Kentucky 42101
(270) 782-0700
www.cricpa.com
January 28, 2013

This brochure provides information about the qualifications and business practices of CRI WEALTH ADVISORS, L.L.C. If you have any questions about the contents of this brochure, please contact us at (270) 782-0700. 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.

CRI WEALTH ADVISORS, L.L.C. 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 CRI WEALTH ADVISORS, L.L.C. also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new 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. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new brochure as necessary based on changes or new information without charge.

Currently, our brochure may be requested by contacting our Steven Wheeler, Chief Compliance Officer at (270) 782-0700 or swheeler@cricpa.com.

Additional information about CRI WEALTH ADVISORS, L.L.C. is available via the SEC's web site www.adviserinfo.sec.gov. The SEC's web site provides information about any persons affiliated with CRI WEALTH ADVISORS, L.L.C. who are registered as investment adviser representatives of CRI WEALTH ADVISORS, L.L.C.

Effective as of the date of this brochure, the principal office of CRI WEALTH ADVISORS, L.L.C. has moved to 927 College Street, Bowling Green, Kentucky 42101. The new Chief Executive Officer is Steven Wheeler. The new Chief Compliance Officer is Steven Wheeler.

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Item 4 – Advisory Business

CRI Wealth Advisors, L.L.C. (“CRI Advisors”) was established in 2012 by the regional accounting firm Carr, Riggs & Ingram, L.L.C. to provide investment advisory services. The sole owner of CRI Advisors is Carr, Riggs & Ingram, L.L.C. (“CRI”).

Portfolio Management

CRI Advisors provides continuous investment supervisory services based on the individual needs of the client. Through personal discussions with the client about their goals and objectives, CRI Advisors develops an investment strategy based on the client’s particular circumstances and manages the client’s portfolio based on that strategy.

Typically, CRI Advisors allocates the client’s assets among a portfolio of index funds, mutual funds, individually managed accounts, bonds, or other appropriate investments.

Investments are selected primarily on a basis of their performance history and investment discipline. Adjustments are made when necessary as determined by CRI Advisors based on current market conditions, client instructions, and/or changes in the client’s investment objectives.

CRI Advisors manages accounts on a discretionary basis, which means that clients grant CRI Advisors the authority to determine which securities and the amount of those securities to be bought or sold. This authority is specifically granted to CRI Advisors by the client in the Advisory Agreement. Any limitations on this discretionary authority, including limitations on the types of investments which may be purchased on the client’s behalf, must be stated in the Advisory Agreement or must be accepted by CRI Advisors in writing. Clients may also change or amend these limitations by giving written notice to CRI Advisors. Changes become effective after they are accepted by CRI Advisors.

Financial Planning/Consulting

CRI Advisors also provides planning and consulting services in conjunction with Carr, Riggs & Ingram, L.L.C., an affiliated CPA firm. As part of these services, each client often receives a written report detailing a plan designed to assist the client in achieving the client’s stated goals and objectives.

CRI Advisors gathers information required to create the plan through in-depth personal interviews and carefully reviews related documents supplied by the client. Information gathered during this process may include information regarding to the client’s current financial status, future goals and attitudes towards risk. Should a client choose to implement the recommendations, CRI Advisors recommends that the client work closely with the client’s attorney, accountant, and/or insurance agent.

Implementation of CRI Advisors’ recommendations is entirely at the client’s discretion.

Separately Managed Accounts

CRI Advisors may recommend the services of other independent advisers in the past who are approved by LPL Financial, CRI Advisors' current broker-dealer. CRI Advisors monitors accounts managed by other advisors. In such cases, CRI Advisors collects certain financial information regarding clients and makes that information available to these other advisors. Clients are referred to the ADV Part 2 disclosure document for such other independent advisors where their investment program and fees are discussed.

Assets Under Management

As of December 31, 2012 CRI Advisors managed client assets of approximately \$20,340,270 on a discretionary basis and \$125,239,100 of assets on a non-discretionary basis.

Item 5 – Fees and Compensation

Portfolio Management

CRI Advisors generally charges annual fees for portfolio management services of up to 3% of assets under management which may be negotiable under certain circumstances. Fees are calculated based on the market value, typically obtained from qualified custodians or other creditable sources, of the assets held in the client's account at the end of each calendar quarter. Management fees are prorated for each significant capital contribution and withdrawal made during the applicable calendar quarter. Fees vary based on the size of the account and the combination of asset managers, mutual funds, bonds and/or exchange traded funds selected by CRI Advisors and the client, though other factors may also influence the amount of the annual fee charged.

Clients typically grant CRI Advisors the authority to deduct fees directly from the client's account. Fees are due quarterly in advance based on the value of the account on the last day of the quarter. CRI Advisors deducts fees from the client's account approximately one week after the invoice date. Certain client accounts are billed in advance. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable. Fees for terminated accounts are calculated in a similar way to quarterly billing but are prorated to the date of termination.

Additional Planning/Consulting Fees for planning or consulting services are charged based on the time required to perform the services and are billed at an hourly rate. These fees are billed as incurred.

Separately Managed Accounts

Separately managed accounts monitored by CRI Advisors will be subject to the fees imposed by the applicable investment adviser that manages the account. Clients are directed to each such advisor's Form ADV Part 2 or disclosure brochure for a discussion of the applicable fees. CRI Advisors receives a portion of the advisory fees paid to the independent advisor.

General Information On Fees

All fees paid to CRI Advisors for investment advisory services are separate and distinct from, and in addition to, fees and expenses charged by mutual funds, independent advisers of separate accounts, or other investment products that are used in client accounts. These fees and expenses are described in each fund's prospectus or other disclosure documents. These fees may include distribution or shareholder servicing fees, some or all of which may be paid to CRI Advisors as the client's investment advisor (See Item 14). CRI Advisors' fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other third parties such as fees charged by managers, custodial fees, 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. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in the fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to CRI Advisors' fee, and CRI Advisors shall not receive any portion of these commissions, fees, and costs. CRI Advisors and its supervised persons do not receive compensation for the sale of securities or other products.

A client could invest directly in the types of securities listed in the Portfolio Management section above without the services of CRI Advisors. In that case, the client would not receive the services provided by CRI Advisors which are designed, among other things, to assist the client in determining which investment securities are appropriate for each client's financial condition and objectives. Accordingly, the client should review the fees charged by the funds, other service providers and CRI Advisors. The client should fully understand the total amount of fees to be paid and evaluate the advisory services being provided.

Clients are expected to enter into a written Advisory Agreement with CRI Advisors prior to the provision of services by the firm. CRI Advisors does not represent, warrant or imply that the services or methods of analysis used can or will predict future results, successfully identify market trends, identify high performing independent money managers, or insulate clients from losses due to market corrections or crashes. The agreement may be cancelled at any time, for any reason, by the client upon written notice or by CRI Advisors upon 60 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. CRI Advisors' fees are not charged on the basis of a share of capital appreciation of the funds or any portion thereof.

CRI Advisors may recommend alternative investment vehicles, such as hedge funds, to qualifying clients based upon the client's risk tolerance, net worth, financial objectives, investment expertise, and how the investment fits within the client's asset allocation strategy. With respect to such investments, CRI Advisors will monitor the investment's performance and provide periodic reports to the client.

CRI Advisors has contracted with LPL Financial for services (for certain client accounts) including portfolio management, trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research.

Item 12 further describes the factors that CRI Advisors considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (e.g., commissions).

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

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

Item 7 – Types of Clients

CRI Advisors provides portfolio management services to individuals, high net worth individuals, corporate entities, and pension and profit-sharing plans.

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

Methods of Analysis

CRI Advisors may use market data analysis software, investment risk questionnaires and asset allocation models or other sources to conduct an “Investment Check-up” as part of its process to identify investment opportunities for clients and to provide the following services:

CURRENT PORTFOLIO ANALYSIS: Assist the client in understanding how their current investment portfolio is allocated and how investments have performed. Additionally, it is used to determine areas that may be over- or under-weighted in the current allocation and to approximate the costs of the investments.

OBJECTIVE SETTING: Assist the client in defining appropriate investment objectives and desired investment returns based upon the client’s financial situation and tolerance for risk.

ASSET ALLOCATION: Assist the client in allocating their assets among different investment types -- to implement this approach, CRI Advisors may use mutual funds, exchange traded indexes, money managers, individual securities, hedge funds and / or other investment vehicles that are deemed appropriate -- in a manner most likely to achieve the client’s objective.

Our portfolios are designed to accomplish one single task – to capture the market’s return while minimizing risk through prudent diversification. Our philosophy is firmly grounded in Modern Portfolio Theory (MPT).

MPT guides us in the construction of our portfolios. MPT provides the framework for creating optimal portfolios by closely considering the relationship between risk and reward.

MPT proves that by mixing assets of varying correlation in a portfolio, the portfolio’s risk can actually be lower than the sum of its individual parts.

Market timing -- the attempt to determine the best time to buy or sell an investment -- and security selection add very little, if any, return to a portfolio. We do not follow the latest investment fads, chase performance or engage in emotion-based trading in our clients' portfolios. All of these activities will reduce the probability of delivering the risk-adjusted returns that are there for investors who stay the course.

We focus our actions on factors that have a high probability of creating a successful investment strategy:

1. Diversification- using different Asset Classes (i.e. Equity and Fixed Income) and different classifications within them. Equity classes would include large capitalization companies, small capitalization companies, international companies, emerging markets, real estate, and others. Fixed income could be composed of long-term, short-term, taxable and tax-free classes.
2. Minimizing fees and transaction costs when possible
3. Maximizing our clients' after-tax returns when possible.

Finally, we closely monitor the portfolio to ensure the structural integrity of the investments is never compromised.

By embracing proven academic theories and building an investment strategy focused on factors that can be controlled, we can create portfolios that have a much greater likelihood of success for our clients than the typical trading-intensive, performance chasing approach.

Risk of Loss

Investing in securities involves risk of loss that clients should be prepared to bear.

All investments present the risk of loss of principal, which means that the investments may be worth less when sold than the price paid for the securities. There is also the risk of losing purchasing power which means the rate of appreciation of the investment was less than the rate of inflation.

The investments used by CRI Advisors may include domestic large and small companies, international and emerging market equities, real estate investment trusts, government and corporate bonds, bank certificates of deposit, commodities, hedge funds, and any other investments we reasonably believe will enable the client to reach their investment objectives.

Each of these investments has unique risk characteristics which must be considered before investing. These risks include loss of value, loss of purchasing power, and the ability to convert the investment quickly to cash.

More information about the risks of any specific investment should be discussed with your CRI Advisors advisor before investing.

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all facts regarding any legal or disciplinary events that would be material to your evaluation of CRI Advisors or the integrity of CRI Advisors' management. CRI Advisors has no information to disclose applicable to this requirement.

Item 10 – Other Financial Industry Activities and Affiliations

CRI Advisors is affiliated with Carr, Riggs & Ingram, L.L.C. ("CRI"), an accounting firm. Stephen Wheeler is the Chief Executive Officer and Chief Compliance Officer of CRI Advisors and is a Certified Public Accountant and partner of CRI. Steven Wheeler spends a portion of his time on activities other than investment advisory services.

CRI Advisors may recommend CRI to advisory clients for accounting services. Accounting services provided by CRI are separate and distinct from CRI Advisors advisory services. CRI will charge for those services separately under an agreement with the client. CRI Advisors does not receive any compensation for referrals to CRI. Clients do not have to use CRI for any services.

Certain employees and advisory representatives of CRI Advisors are members of CRI Wealth Management, L.L.C. ("Wealth Management"), an unregistered broker-dealer. Brokerage services provided by Wealth Management are separate and distinct from CRI Advisors advisory services. Wealth Management will charge for those services separately under an agreement with the client. CRI Advisors does not receive any compensation for referrals to Wealth Management. Clients do not have to use Wealth Management for any services.

Item 11 – Code of Ethics

CRI Advisors has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct and fiduciary duty to its clients. The Code of Ethics includes:

- provisions relating to the confidentiality of client information
- a prohibition on insider trading
- restrictions on the acceptance of significant gifts
- the reporting of certain gifts and business entertainment items
- personal securities trading procedures, among other things.

All supervised persons at CRI Advisors must acknowledge the terms of the Code of Ethics annually, or when amended.

CRI Advisors' employees and persons associated with CRI Advisors are required to follow CRI Advisors' Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of CRI Advisors and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for CRI Advisors' clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the

employees of CRI Advisors will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions. Under the Code, certain classes of securities have been designated as exempt transactions, based upon a determination that these would not materially interfere with the best interest of CRI Advisors' clients. In addition, the Code requires pre-clearance of certain transactions and restricts trading in close time proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics to reasonably prevent conflicts of interest between CRI Advisors and its clients.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with CRI Advisors' obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at the total average price. CRI Advisors will retain records of the trade order (specifying each participating account) and its allocation, which will be completed prior to the entry of the aggregated order. Completed orders will be allocated as specified in the initial trade order. Partially filled orders will be allocated on a pro rata basis. Any exceptions will be explained on the Order.

CRI Advisors' clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Steven Wheeler at swheeler@cricpa.com or (270) 782-0700.

It is CRI Advisors' policy that the firm will not make any principal or agency cross securities transactions for client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account.

An agency cross transaction is defined as a transaction where a person acts as an investment adviser in relation to a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer. CRI Advisors is not dually registered as a broker-dealer.

Item 12 – Brokerage Practices

The Custodian and Brokers We Use

CRI Advisors does not maintain custody of your assets although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see *Item 15 – Custody*, below). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We reserve the right to require that our clients use LPL Financial ("LPL") as the qualified custodian. LPL is a registered broker-dealer and member of

FINRA and SIPC. CRI Advisors is independently owned and operated and is not affiliated with LPL. LPL will hold your assets in a brokerage account and buy and sell securities when we instruct them to.

How We Select Brokers/Custodians

We seek to recommend a custodian/broker who will hold your assets and execute transactions on terms that are, overall, more advantageous when compared to other available providers. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see *“Products and Services Available to Us”*)

Your Brokerage and Custody Costs

For our clients’ accounts that LPL maintains, LPL generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or settles into your account.

We have determined that having LPL execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see *“How We Select Brokers/Custodians”*).

Products and Services Available to Us

LPL is in business to serve independent investment advisory firms like us. LPL provides us and our clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to their retail customers. LPL also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. These support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us.

Services That Benefit You

LPL institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through LPL include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. The services described in this paragraph generally benefit you and your account.

Services That May Not Directly Benefit You

LPL also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research from them and that of third parties. We may use this research to service all or a substantial number of our clients' accounts. In addition to investment research, LPL also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services That Generally Benefit Only Us

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

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

LPL may provide some of these services itself. In other cases, it may arrange for third-party vendors to provide the services to us. LPL may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. LPL may provide us with other benefits, such as occasional business entertainment of our personnel.

When appropriate, CRI Advisors makes use of the benefits described in the previous three sections.

Our Interest in LPL Services

The availability of these services from LPL benefits us because we do not have to produce or purchase them. This is a potential conflict of interest. We believe, however, that our recommendation of LPL as custodian and broker is in the best interests of our clients. Our recommendation is primarily supported by the scope, quality, and price of their services (see “*How We Select Brokers/Custodians*”) and not the benefit to us.

CRI Advisors will use trade aggregation when multiple orders for a security are made and implementation is consistent with our obligation for best execution.

CRI Advisors does not participate in soft-dollar relationships with any broker-dealer.

Item 13 – Review of Accounts

Investment accounts are reviewed at least annually by a committee composed of the Chief Executive Officer and other associated persons of CRI Advisors that provide investment advisory, portfolio management or client services. Each client’s accounts are reviewed in aggregate for appropriate allocation to desired investment categories and compared to the investment strategy statement for adjustment. As part of this process, the investment strategy statement is reviewed to determine its continued appropriateness. More frequent reviews may be triggered by material economic or market events, or by a change in the client’s financial circumstances.

Financial Planning and Consulting – Due to the nature of these services, consulting accounts do not undergo regular reviews, unless specifically contracted for by the client under its agreement with CRI Advisors.

CRI Advisors provides performance reports to portfolio management clients at least quarterly. These are in addition to the custodial/brokerage statements and transaction confirmations received directly from the account custodians.

Item 14 – Client Referrals and Other Compensation

We receive an economic benefit from LPL in the form of support products and services it makes available to us. These products and services, how they benefit us, and the related conflicts of interest are described above (see *Item 12 – Brokerage Practices*). The availability of LPL’s products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

CRI Advisors may, from time to time, receive shareholder services fees from mutual funds in which client assets are invested. These fees will be in addition to the advisory fees charged by CRI Advisors to supervise the client’s accounts.

CRI Advisors may compensate outside solicitors for referring advisory clients to CRI Advisors. Each client referred to CRI Advisors by a third party will receive a written solicitor’s disclosure

statement that details the terms of the compensation sharing arrangement. Clients obtained through solicitors or associated persons do not pay higher fees either initially or, on an annual basis, than those charged to clients obtained directly by CRI Advisors.

Pursuant to the terms of a written solicitation agreement, CRI Advisors compensates its affiliate, CRI, with a percentage of the fees it receives from clients solicited by CRI. There is no increase in the investment management fee payable to CRI Advisors by the solicited persons as a result of compensation paid to the solicitor under this solicitation agreement.

Item 15 – Custody

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct the account custodian (LPL) to deduct our advisory fees directly from your account or if you grant us authority to move your money to another person's account. The custodian maintains actual custody of your assets. You will receive account statements directly from LPL at least quarterly. They will be sent to the email or postal mailing address you provided to them. You should carefully review those statements promptly when you receive them. CRI Advisors urges you to compare those account statements to the periodic portfolio reports you will receive from us. Our statements may vary slightly from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16 – Investment Discretion

CRI Advisors usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, CRI Advisors observes the investment strategy statement, limitations, and restrictions of the clients.

Limitations and restrictions must be provided to CRI Advisors in writing.

Item 17 – Voting *Client* Securities

CRI Advisors does not vote proxies of securities held in clients' accounts. Any proxy solicitations received by CRI Advisors will be forwarded to the client so that they may vote them according to their own best interest.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about CRI Advisors' financial condition. CRI Advisors has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.