

Firm Brochure
(Form ADV Part 2A)

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This brochure provides information about the qualifications and business practices of First Fiduciary Investment Counsel. If you have any questions about the contents of this brochure, please contact us at: (216) 643-9100, or by email at: ffic@firstfiduciary.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.

Additional information about First Fiduciary Investment Counsel is available on the SEC's website at www.adviserinfo.sec.gov

June 4, 2014

Material Changes

Annual Update

The Material Changes section of this brochure will be updated annually or when material changes occur since the previous release of the Firm Brochure.

Material Changes since the Last Update

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: (216) 643-9100 or by email at: ffic@firstfiduciary.com.

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Advisory Business

Firm Description

First Fiduciary Investment Counsel, Inc., ("First Fiduciary Investment Counsel") was founded in 1975.

First Fiduciary Investment Counsel provides discretionary, personalized, confidential investment management to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, small businesses and others. Advice is provided through consultation with the client and may include: determination of financial objectives, risk tolerance, cash needs, investment management, and retirement planning.

First Fiduciary Investment Counsel is a fee-only investment management firm. We specialize in the area of equity investing where dividends paid by companies in which we invest are an integral part of the investment decision making process. For clients that desire fixed income investments or whom we deem appropriate for fixed income investments, instruments including but not limited to US Treasury instruments, certificates of deposit, municipal bonds, mortgage-backed bonds and corporate bonds may also be incorporated in their portfolios. Fixed income investments may be in the form of individual securities and/or pooled portfolios of securities (such as mutual funds and exchange traded funds).

The firm does not sell investment products of any kind. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted.

First Fiduciary Investment Counsel does not act as a custodian of client assets. All client assets are custodied by an independent, third party custodian. The client always maintains control of their assets. First Fiduciary Investment Counsel places trades for clients under a limited power of attorney.

First Fiduciary Investment Counsel does participate in wrap fee programs by providing investment management services. In a wrap program, a third party offers our investment management services to the client and charges the client a wrap fee. First Fiduciary Investment Counsel receives a portion of the wrap fee as compensation for our investment management services. Accounts in wrap fee programs are considered to be a form of directed brokerage services and are discussed in further detail in the section titled Brokerage Practices.

Accounts managed by First Fiduciary Investment Counsel that are in wrap fee programs are managed in the same manner as accounts that are not in wrap fee programs.

Wrap fee programs that First Fiduciary Investment Counsel participates in as of December 31, 2013 are:

<u>Name of Sponsor</u>	<u>WRAP Fee Program:</u>
Lincoln/ Capital Analysts	CAAMS Select Managers
Lincoln/ Strategic Asset	CAAMS Select Advisory
Investacorp	Pro Select Account
Morgan Stanley/Smith Barney	Investment Management Services
Raymond James Inc.	Outside Manager Program
RBC Wealth Management	Managed Accounts Program (MAP)
Ridgeway & Conger	Advisory Services Wrap Fee Program
UBS Financial Services	Managed Account Consulting (MAC)
Wedbush	Independently Managed Account (IMA)
Wells Fargo	Private Network Advisor Program

In some instances, First Fiduciary Investment Counsel directly compensates individuals for client referrals. This is discussed in greater detail in the section entitled Client Referrals and other Compensation.

The initial meeting, which may be by telephone or in person, is free of charge and is considered an exploratory interview to determine the extent to which First Fiduciary Investment Counsel's investment management services may be beneficial and appropriate for the client.

Principal Owners

Mary F. Anderson is a 51% stockholder.

William S. Henry is a 49% stockholder.

Types of Advisory Services

First Fiduciary Investment Counsel provides investment supervisory services, also known as discretionary asset management services.

As of December 31, 2013, First Fiduciary Investment Counsel managed approximately \$469,309,000 in assets for approximately 259 clients. Since some clients may have multiple accounts with us, the managed assets are distributed across approximately 370 accounts. At present, all accounts are managed on a discretionary basis.

Tailored Relationships

In most situations, First Fiduciary Investment Counsel confers with the client or prospective client or the client's or prospective client's financial advisor to understand the financial situation and needs of the client or prospective client. This can include understanding the time horizon, income needs, liquidity needs, risk tolerance and return expectations of the client/prospective client. What we learn from the client or prospective client will guide us in determining the appropriateness of our investment style for the client/ prospective client and designing a portfolio for that particular client.

In some cases, First Fiduciary Investment Counsel is hired by the client or representatives of the client as part of an overall asset allocation amongst multiple managers or investment products. In those situations, First Fiduciary Investment Counsel may not have direct contact with the client or have access to the information outlined in the previous paragraph to design the portfolio for the client. In those instances, the client or his representative will typically provide instructions on how they want the portfolio to be managed.

Many of our clients have Investment Policy Statements that are created to reflect their stated goals and objectives. For clients that do not have Investment Policy Statements, we may communicate with them or their financial advisor periodically to understand their financial situation and discuss whether changes need to be made to align their portfolios with their financial needs.

Clients who have Investment Policy Statements with First Fiduciary Investment Counsel have their Investment Policy Statements documented and linked to our client relationship management system.

Clients are permitted to impose restrictions on investing in certain securities or types of securities for their portfolios managed by First Fiduciary Investment Counsel. If these restrictions are deemed by First Fiduciary Investment Counsel to be so restrictive such that it makes our management of the portfolio unfeasible, we will advise the client accordingly and may terminate the relationship.

First Fiduciary Investment Counsel will not assign a client agreement without the client's consent.

Type of Agreement

The following agreement defines the typical client relationships.

Investment Management Agreement

Assets are invested primarily in stocks, bonds, certificates of deposit, publicly traded partnerships, exchange traded funds/notes and open and close-ended

mutual funds. Our transactions for clients are conducted through discount or full-service brokerage firms.

The brokerage firm typically charges a fee for stock and bond trades in the form of a trade commission or a wrap fee that may include trading commissions. First Fiduciary Investment Counsel does not receive any compensation, in any form, from mutual fund companies.

Mutual fund companies and exchange traded funds/notes (ETF/ETN) charge each fund shareholder an investment management fee that is disclosed in the prospectus. Brokerage firms typically charge a transaction fee for the purchase or sale of securities in which we invest. In the case of individual bonds, the fee for the purchase or sale of the bond can be built into the price of the bond being purchased or sold. Brokers may charge a transaction fee for the purchase of some funds.

Initial public offerings (IPOs) are not available through First Fiduciary Investment Counsel.

Termination of Agreement

A Client may terminate First Fiduciary Investment Counsel's investment management services at any time by notifying First Fiduciary Investment Counsel in writing and paying First Fiduciary Investment Counsel's investment management fee up to the date of First Fiduciary Investment Counsel's receipt of notification. If the client made an advance payment, First Fiduciary Investment Counsel will refund any unearned portion of the advance payment.

If an account is terminated and the client is billed after First Fiduciary Investment Counsel has performed work, First Fiduciary Investment Counsel will send a bill for the proportion of the period in which we have performed services for the client since the last billing.

First Fiduciary Investment Counsel may terminate the investment management agreement at any time by notifying the client in writing. If the client made an advance payment, First Fiduciary Investment Counsel will refund any unearned portion of the advance payment.

If First Fiduciary Investment Counsel terminates an account relationship and the client is typically billed in arrears, First Fiduciary Investment Counsel will send a bill for the proportion of the period in which we have performed services for the client.

Fees and Compensation

Description

First Fiduciary Investment Counsel bases its fees on a percentage of assets under management according to the following schedule:

1.00% on the first \$1,000,000;
0.75% on the next \$2,000,000
0.60% on the next \$7,000,000
0.50% on the remaining balance

First Fiduciary Investment Counsel reserves the right to charge a minimum quarterly fee of \$250.

In certain instances, management fees may be negotiable.

Fee Billing

In general, First Fiduciary Investment Counsel bills clients quarterly in arrears for its Investment management fees. This means First Fiduciary Investment Counsel sends its bill for services after it has performed investment management services.

In some instances, we are permitted to directly deduct our management fees from the account of the client. In those instances where we deduct management fees directly, the client receives notification from First Fiduciary Investment Counsel of the amount that has been deducted. For First Fiduciary Investment Counsel to directly debit the client's investment account, the custodian must obtain consent from the client in advance.

In situations where we provide our investment management services to a WRAP relationship, the WRAP relationship may bill the client in advance of the investment management service being performed. In situations where these client relationships are terminated before a full three months of investment management services have been provided, the WRAP relationship typically invoices First Fiduciary Investment Counsel for the proportion of time that investment management services were not performed and First Fiduciary Investment Counsel typically refunds the unearned portion of the management fee.

Other Fees

Custodians may charge transaction fees on purchases or sales of certain mutual funds and exchange-traded funds. Different custodians may charge their account holders different fees. Typically, First Fiduciary Investment

Counsel believes that selection of the security is more important than the transaction fee that the custodian charges to buy or sell the security.

First Fiduciary Investment Counsel, in its sole discretion, may waive its minimum fee and/or agree to charge a different investment advisory fee based upon certain criteria (for instance, historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, and others).

Expense Ratios

Mutual funds and exchange traded funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund or exchange traded fund company charges 0.5% of the value of the assets annually for their services. For First Fiduciary Investment Counsel accounts that hold mutual funds, exchange traded funds or other pooled investment products, these fees are in addition to the fees paid by the client to First Fiduciary Investment Counsel.

Past Due Accounts and Termination of Agreement

First Fiduciary Investment Counsel reserves the right to stop work on any account for which payment is overdue 90 days past the invoice date. We generally contact the client when an account has become more than 60 days past due. In addition, First Fiduciary Investment Counsel reserves the right to terminate any investment management engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and appropriate, in First Fiduciary Investment Counsel's judgment, to providing proper financial advice.

Performance-Based Fees

Sharing of Capital Gains

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

First Fiduciary Investment Counsel does not use a performance-based fee structure because of the potential conflict of interest. Performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

Types of Clients

Description

First Fiduciary Investment Counsel generally provides investment advice to individuals and their individual retirement accounts, banks or thrift institutions, investment companies, pension and profit sharing plans, trusts, estates, charitable organizations, corporations and business entities.

Client relationships vary in scope and length of service.

Account Minimums

The minimum initial account size is \$500,000 of assets under management. At its discretion, First Fiduciary Investment Counsel may elect to waive the account minimum.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Security analysis methods may include fundamental and other analysis, valuation assessments, industry assessments and competitive analysis as well as consideration of the domestic macroeconomic and global economic environment.

The main sources of information include company press releases, financial publications and other news reports, research materials prepared by third parties as well as company filings with the Securities and Exchange Commission. We may obtain information by meeting directly with company management as well as peers, competitors, suppliers or customers to such companies. We may also meet with industry consultants, analysts or other parties who may provide information in assisting us to make investment decisions.

In addition to the sources of information mentioned in the preceding paragraph, First Fiduciary Investment Counsel also uses third party research and data services such as: Valueline, Standard & Poor's, Morningstar, Thomson Reuters and information obtained through the World Wide Web and other sources.

Investment Strategies

First Fiduciary Investment Counsel is an investment firm with a primary focus on equity investing. Our style of investing focuses on companies that pay dividends. We believe that there are benefits to focusing on dividends when investing in the stock market. Dividends provide returns to an investor that

are in addition to any capital appreciation that a stock may have. We believe that when a stock pays a dividend, the presence of a dividend may help to reduce the volatility of a stock compared to the volatility of the overall stock market. Furthermore, because dividends are paid via the cash that a company generates, we typically have greater confidence in the cash-generating capabilities of companies that pay steady dividends. Finally, we believe that companies that pay steady dividends can be more disciplined in their capital allocation because the burden of paying the dividend may force management to be more efficient with respect to their capital.

First Fiduciary Investment Counsel primarily uses fundamental analysis in its research. Investment candidates must pay dividends at the time of initial investment to be considered for our portfolios. In the aggregate, we seek to build portfolios where the average dividend yield exceeds the average dividend yield of the S&P 500 Index. The vast majority of the companies in which we invest have stock market capitalizations that exceed \$7 billion at the time of initial purchase. The average market capitalization of companies in our portfolio tends to be much greater. Portfolio companies also tend to have leading market positions in their industries.

We conduct our analysis of what we believe the potential return from owning the company's stock will be relative to the risk. In assessing this return versus risk of owning a stock, we consider factors such as the company's competitive position, its financial strength, power of its brands, quality of its management, new industry developments, and current valuation levels. We seek to buy companies we believe provide favorable return from dividends and capital appreciation relative to the risks incurred.

Portfolios are diversified across market sectors to aid in controlling risk. Furthermore, we typically limit to 25% the proportion of a client's portfolio that can be in any single sector. We also place a limit on how much a single security can comprise of a client's portfolio to 8% to reduce risk exposure to any single company. Portfolios are also diversified by the number of securities they hold (typically 30 to 40 stocks). While these allocation limits help to control portfolio risk, client imposed portfolio restrictions may hinder our ability to fulfill all of the above risk controls.

First Fiduciary Investment Counsel uses a team approach when making investment decisions and when managing portfolios. The firm's portfolio managers comprise the investment committee. Investment decisions for the firm are made by the investment committee and are typically implemented throughout all appropriate portfolios managed by the firm. Each client is assigned to at least one portfolio manager for primary oversight and each client's primary portfolio manager is responsible for executing the transactions as approved by the investment committee.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time. For clients who desire an allocation of fixed income in their portfolios, First Fiduciary Investment Counsel will employ a dedicated fixed income strategy or a balanced strategy which incorporates fixed income investments as well as equities in the client's portfolio.

The fixed income portion of a balanced account may include individual bonds/notes, exchange traded fixed income funds (ETFs), open-end bond funds, closed-end bond funds, certificates of deposit and other fixed income securities. We determine which of these instruments to use in a client's account by considering the size of the accounts, transaction costs, and the liquidity needs of the client.

Other strategies may include the purchase and sale of other securities, funds or financial instruments in the client's account(s) at the client's request which could be different from the securities that First Fiduciary Investment Counsel would hold in other client accounts. In situations where First Fiduciary Investment Counsel will continue to monitor such securities, our standard asset management fee will apply to those assets. In situations where First Fiduciary Investment Counsel elects to not monitor such securities, they will be labeled "unsupervised" in our portfolio management system and First Fiduciary Investment Counsel will not charge a management fee for those assets.

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks, among others:

- **Market Risk:** The price of a security, bond, or fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market events.
- **Inflation Risk:** When any type of inflation is present, a dollar in the future will not buy as much as a dollar today, because purchasing power erodes at the rate of inflation.
- **Interest Rate Risk:** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- **Currency Risk:** Overseas investments and the American Depositary Receipts (ADRs) of overseas companies are subject to fluctuations in

the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, U.S. Treasury Bills are highly liquid, while real estate properties or private companies are not.
- **Financial Risk:** There are a variety of financial risks which may affect a company's stock. For example, excessive borrowing to finance a business' operations may increase the risk to profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Affiliations

Neither First Fiduciary Investment Counsel nor any of its employees have other external financial industry activities or affiliations to report.

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

Code of Ethics

The employees of First Fiduciary Investment Counsel have committed to a Code of Ethics that is available for review by clients and prospective clients upon request.

Participation or Interest in Client Transactions

First Fiduciary Investment Counsel and its employees may buy or sell securities that are also held by clients. To ensure that clients of First Fiduciary Investment Counsel receive preferential treatment, employees may not trade their own securities ahead of planned client trades for that security.

To ensure that employees do not trade ahead of clients, First Fiduciary Investment Counsel requires pre-clearance approval on all stocks on its Buy List and Wish List. The Buy List and Wish List are lists of companies from which First Fiduciary Investment Counsel selects securities for inclusion in client portfolios. Companies First Fiduciary Investment Counsel is considering for inclusion in client portfolios are on the Wish List. Employees of First Fiduciary Investment Counsel and members of their household must first seek written approval from a First Fiduciary Investment Counsel portfolio manager, the Chief Compliance Officer, or a pre-approved operations employee before they can purchase or sell the equities of companies on the Buy List and Wish List.

Personal Trading

Melissa A. Salisbury is the Chief Compliance Officer at First Fiduciary Investment Counsel. She and employees who work under her supervision review personal trades conducted by employees of First Fiduciary Investment Counsel on a quarterly basis. Melissa A. Salisbury's personal trades are reviewed by another employee at First Fiduciary Investment Counsel.

The personal trading reviews ensure clients of First Fiduciary Investment Counsel receive preferential treatment over the trades of First Fiduciary Investment Counsel employees and owners.

Brokerage Practices

Selecting Brokerage Firms

First Fiduciary Investment Counsel does not have any affiliation with brokerage firms or custodians of securities. Specific custodian

recommendations are made to Clients based on their need for such services. First Fiduciary Investment Counsel recommends custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

At the clients' request, First Fiduciary Investment Counsel can recommend brokerage firms and trust companies (qualified custodians).

Except as described under "Soft Dollars", First Fiduciary Investment Counsel does not receive fees or commissions from any of these arrangements.

Best Execution

The Chief Compliance Officer reviews the operations staff reports on best execution. The operations staff monitors the execution of trades in clients' portfolios for best execution. Because the vast majority of our portfolio holdings are in large capitalization companies with significant trading volume, we generally find that bid-ask spreads are relatively narrow.

As described later in this section under Order Aggregation and Randomization of Trades, First Fiduciary Investment Counsel tries to group all trades with a specific brokerage firm so that all clients with that broker get the same price. We randomize the trading order among brokers so that all clients are treated fairly because no specific broker has preferential treatment in the trading sequence.

For purchases of individual bonds, we seek best execution by conducting at least one of the following procedures: 1) soliciting bids/offers from multiple brokers 2) monitoring the Schwab Institutional Website or Thomson Reuters Eikon to get pricing information for bonds we want to purchase or 3) tracking the recent transaction price history of bonds we want to buy or sell or 4) examining the most recent trades for that particular bond.

Soft Dollars

First Fiduciary Investment Counsel receives a soft dollar credit of approximately \$5,000 per year from The Interstate Group, a Division of Raymond James, because some client assets are traded through The Interstate Group. The soft dollars go to fund a portion (less than 80%) of First Fiduciary Investment Counsel's annual expense for Thomson Reuters Baseline, which is predominately a research tool. First Fiduciary Investment Counsel's use of Baseline for research purposes exceeds 80% of the use of the product.

The selection of The Interstate Group as a brokerage for clients is not affected by this nominal credit.

Order Aggregation and Randomization of Trades

It is the policy of First Fiduciary Investment Counsel that all accounts under its administration be treated impartially in the allocation of investment information, expertise and timing of investment executions. To accomplish this, when we purchase or sell a security for all of our clients, we will aggregate all the purchases or sales of that security that are with a specific broker. The average price that the broker obtains for the transaction will be the execution price for all the clients on that aggregated trade. In the unlikely event that we are unable to fill the entire order, the executed trades will be apportioned among the clients pro-rata to each client's share of the original trade.

Because First Fiduciary Investment Counsel uses many brokers to conduct trades, the trading staff at our firm tracks the sequence in which the brokers are contacted when placing a trade. The time of a trade placement is noted on our trade tickets with a time stamp. The sequence in which brokers are contacted for trading is sequenced after each mass trade so that, over the course of time, fairness is achieved for our clients with regard to precedence of trade orders.

In situations where we are trading open-ended mutual funds, because the client obtains prices based on the Net Asset Value (NAV) at the end of the trading day, trade aggregation and randomization of trades does not benefit the client in any way.

Review of Accounts

Periodic Reviews

At First Fiduciary Investment Counsel, portfolio managers review the accounts they manage on an on-going basis. The managers are responsible for ensuring that their portfolios comply with the control measures outlined in the earlier section of this document entitled Methods of Analysis, Investment Strategies and Risk of Loss. Portfolio managers at First Fiduciary Investment Counsel also receive a weekly cash exceptions report to alert them of situations where excess cash may have accumulated in an account.

Review Triggers

Other conditions that may trigger a review include dramatic fluctuations in the financial markets, dramatic fluctuations in the prices of individual portfolio holdings, changes in tax laws, new investment information, and changes in a client's situation.

Regular Reports

Account reviewers are members of the firm's Investment Committee. They are instructed to consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client.

Investment management clients receive written quarterly updates which typically discuss recent development in the financial markets, recent portfolio changes and performance of their portfolio.

Client Referrals and Other Compensation

Incoming Referrals

First Fiduciary Investment Counsel has received many client referrals over the years. The referrals have come from existing clients, attorneys, accountants, employees, friends and other sources. In most instances, the firm does not compensate referring parties for these referrals.

In some instances, the firm may enter into compensation agreements with broker-dealers, investment advisers, accountants or individuals where these sources refer business to us. Depending on the compensation agreement, First Fiduciary Investment Counsel may pay a percentage of the management fee collected from the client to the referral source. All referral or solicitation agreements that involve First Fiduciary Investment Counsel paying a fee to the referral source must have a written solicitor's agreement in place and the referral source is required to disclose, in writing, the nature of such agreements to the clients they refer to us.

Outgoing Referrals

First Fiduciary Investment Counsel Investment Counsel does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them. However, it is possible that professionals who have received referrals from First Fiduciary Investment Counsel may be more inclined to refer their clients and prospective clients to First Fiduciary Investment Counsel or to speak more favorably about First Fiduciary Investment Counsel.

Custody

Account Statements

All assets are held at independent, third-party custodians. The custodians provide account statements directly to clients at their address of record.

Performance Reports

Clients are urged to compare the account statements received directly from their custodians to the performance report statements provided by First Fiduciary Investment Counsel.

Investment Discretion

Discretionary Authority for Trading

First Fiduciary Investment Counsel accepts discretionary authority to manage securities accounts on behalf of clients. First Fiduciary Investment Counsel has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold.

The client approves the custodian to be used and the commission rates paid to the custodian. First Fiduciary Investment Counsel does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Limited Power of Attorney

First Fiduciary Investment Counsel clients sign a limited power of attorney (known as a trading authorization) so that First Fiduciary Investment Counsel may execute investment transactions for the client accounts.

Voting Client Securities

Proxy Votes

Unless the client designates otherwise, First Fiduciary Investment Counsel votes proxies for securities over which it maintains discretionary authority consistent with its proxy voting policy. A copy of First Fiduciary Investment Counsel's proxy voting policy is available upon request mailed to:

First Fiduciary Investment Counsel, Inc.
Attn: Proxy Voting Requests
6100 Oak Tree Blvd., Suite 185
Cleveland, OH 44131

Financial Information

Financial Condition

First Fiduciary Investment Counsel does not have any financial impairment that precludes the firm from meeting contractual commitments to clients.

Provision of the company's balance sheet is not required because First Fiduciary Investment Counsel does not serve as a custodian for client funds or securities, does not require prepayment of fees of more than \$1,200 per client, or prepayment of fees six months or more in advance.

Brochure Supplement (Part 2B of Form ADV)

This brochure supplement provides information about

- Mary F. Anderson, CFA
- William S. Henry
- Melissa A. Salisbury

This supplements the brochure for First Fiduciary Investment Counsel. You should have received a copy of that brochure. Please contact First Fiduciary Investment Counsel if you did not receive the brochure or if you have any questions about the material in this supplement. You can contact us at: (216) 643-9100, or by email at: ffic@firstfiduciary.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.

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Additional information about First Fiduciary Investment Counsel is available on the SEC's website at www.adviserinfo.sec.gov.

Education and Business Standards

First Fiduciary Investment Counsel requires that advisors in its employ have a bachelor's degree. Additional credentials are preferred. Examples include: a MBA, CFA, JD, or CPA. Additionally, advisors must have work experience that demonstrates their aptitude for investment management.

Professional Certifications

Employees have earned certifications and credentials that are required to be explained in further detail.

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute — the largest global association of investment professionals.

There are currently more than 90,000 CFA charterholders working in 135 countries. To earn the CFA charter, candidates must: 1) pass three sequential six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

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

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charterholders—often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 19 countries recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

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

economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world to ensure that candidates learn the most relevant and practical new tools, ideas, and investment and wealth management skills to reflect the dynamic and complex nature of the profession.

To learn more about the CFA charter, visit www.cfainstitute.org.

Mary F. Anderson, CFA

Date of Birth:

- March 22, 1958

Title(s):

- President
- Portfolio Manager

Educational Background:

- Bachelors in Business Administration (Finance) with Honors from Cleveland State University in 1984

Business Experience:

- 1984 – 1988 Security Analyst at Roulston & Company
- 1988 – 1992 Portfolio Manager and Security Analyst at Roulston & Company
- 1992 – 1993 Portfolio Manager and Analyst at Rapaport Capital Management
- 1993 – present Portfolio Manager at First Fiduciary Investment Counsel

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision: Mary F. Anderson, CFA is supervised by William S. Henry, Portfolio Manager. He reviews Mary F. Anderson's work through frequent office interactions.

Supervisors' contact information:

William S. Henry

216-643-9100

bill@firstfiduciary.com

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First Fiduciary Investment Counsel

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

William S. Henry

Date of Birth:

- October 26, 1960

Title(s):

- Chief Operating Officer
- Portfolio Manager

Educational Background:

- Bachelor of Science in Hotel Administration with Distinction from Cornell University 1982
- Masters in Business Administration from Harvard University Graduate School of Business 1986

Business Experience:

- 1982 – 1984 Analyst at First Boston Corporation
- 1985 – 1985 Associate in Real Property Services at Citicorp.
- 1986 – 1988 Self-employed private investor
- 1988 – 1992 Partner with Clarion Capital Corporation
- 1993 – 1995 Self-employed private investor
- 1995 – present President of North Ridge Development
- 2008 – present Portfolio Manager at First Fiduciary Investment Counsel

Disciplinary Information: None

Other Business Activities: As President of North Ridge Development Ltd., Mr. Henry oversees the management and development of a portfolio of real estate investments. Mr. Henry devotes less than 10% of his working time to the management of North Ridge Development.

Additional Compensation: Mr. Henry derives additional income which is described in the Other Business Activities section above.

Supervision: William S. Henry is supervised by Mary F. Anderson, Portfolio Manager. She reviews William S. Henry's work through frequent office interactions.

Supervisors' contact information:

Mary F. Anderson

216-643-9100

mary@firstfiduciary.com

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None

Melissa A. Salisbury

Date of Birth:

- September 30, 1976

Title(s):

- Director of Operations
- Chief Compliance Officer

Educational Background:

- Associate in Arts from Pennsylvania State University 2013

Business Experience:

- 2002- 2006 Operations Associate First Fiduciary Investment Counsel
- 2006- present Director of Operations First Fiduciary Investment Counsel
- 2013- present Chief Compliance Officer First Fiduciary Investment Counsel

Disciplinary Information: None

Other Business Activities: None

Additional Compensation: None

Supervision: As Director of Operations, Melissa A. Salisbury is supervised by Mary F. Anderson, Portfolio Manager and William S. Henry, Portfolio Manager through frequent office interactions.

Supervisors' contact information:

Mary F. Anderson	216-643-9100	mary@firstfiduciary.com
William S. Henry	216-643-9100	bill@firstfiduciary.com

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

Bankruptcy Petition: None