

Firm Brochure
(Form ADV Part 2A)

FIRST FIDUCIARY INVESTMENT COUNSEL, INC.
6100 Oak Tree Blvd., Suite 185
Cleveland, OH 44113
(216) 643-9100 (PHONE)
(216) 643-9200 (FAX)
www.firstfiduciary.com
ffic@firstfiduciary.com

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

March 6, 2015

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 Annual Update

Effective December 14, 2013: First Fiduciary Investment Counsel, Inc. purchased the shares in the company owned by former employee, Darian H. Chen.

Effective 8/20/14, First Fiduciary Investment Counsel will no longer vote proxies on behalf of our clients.

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.

Table of Contents

Material Changes.....	i
Annual Update	i
Material Changes since the Last Update	i
Full Brochure Available	i
Advisory Business	1
Firm Description.....	1
Principal Owners.....	2
Types of Advisory Services.....	2
Tailored Relationships	2
Type of Agreement	3
Termination of Agreement	4
Fees and Compensation.....	4
Description	4
Fee Billing	5
Other Fees	5
Expense Ratios.....	5
Past Due Accounts and Termination of Agreement	6
Performance-Based Fees	6
Sharing of Capital Gains	6
Types of Clients.....	6
Description	6
Account Minimums.....	6
Methods of Analysis, Investment Strategies and Risk of Loss.....	6
Methods of Analysis.....	6
Investment Strategies	7
Risk of Loss	8

Disciplinary Information	9
Legal and Disciplinary.....	9
Other Financial Industry Activities and Affiliations	9
Affiliations	9
Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	10
Code of Ethics.....	10
Participation or Interest in Client Transactions.....	10
Personal Trading.....	10
Brokerage Practices.....	10
Selecting Brokerage Firms.....	10
Best Execution.....	11
Soft Dollars	11
Order Aggregation and Randomization of Trades.....	12
Review of Accounts	12
Periodic Reviews	12
Review Triggers.....	12
Regular Reports.....	12
Client Referrals and Other Compensation	13
Incoming Referrals.....	13
Outgoing Referrals.....	13
Custody.....	13
Account Statements.....	13
Performance Reports.....	14
Investment Discretion.....	14
Discretionary Authority for Trading.....	14
Limited Power of Attorney.....	14
Voting Client Securities	14
Proxy Votes	14

Financial Information	14
Financial Condition	14
Brochure Supplement (Part 2B of Form ADV)	16
Education and Business Standards	16
Professional Certifications	16
Mary F. Anderson, CFA	18
William S. Henry	19
Melissa A. Salisbury.....	20

Advisory Business

Firm Description

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

First Fiduciary provides discretionary 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 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 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 places trades for clients under a limited power of attorney or trading authorization.

In some instances, First Fiduciary participates 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 bundled fee for services. First Fiduciary 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 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 participates in as of December 31, 2014 are:

<u>Name of Sponsor</u>	<u>Wrap Fee Program:</u>
Investacorp	Target
Lincoln	CAAMS Select Advisory
Lincoln	CAAMS Select Managers
Morgan Stanley	Investment Management Services
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 directly compensates individuals for client referrals. This is discussed in greater detail in the section entitled Client Referrals and other Compensation.

The initial meeting with a prospective client, 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's investment management services may be beneficial and appropriate for the client.

Principal Owners

Mary F. Anderson, President, is a 51% stockholder.

William S. Henry, Chief Operating Officer, is a 49% stockholder.

Types of Advisory Services

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

As of December 31, 2014, First Fiduciary managed approximately \$510,327,000 in assets for approximately 269 clients. Since some clients may have multiple accounts with us, the managed assets are distributed across approximately 387 accounts. At present, all fee generating accounts are managed on a discretionary basis.

Tailored Relationships

In most situations, First Fiduciary confers with the client (including prospective clients) or the client's financial advisor or other advisors to understand the

financial situation and needs of the client. This can include understanding the time horizon, income needs, liquidity needs, risk tolerance and return expectations of the client. What we learn from the client will guide us in determining the appropriateness of our investment style for the client and designing a portfolio for that particular client.

In some cases, First Fiduciary is hired by the client or representatives of the client as part of an overall asset allocation strategy amongst multiple managers or investment products. In those situations, First Fiduciary 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 portfolio management instructions.

Many of our clients have Investment Policy Statements that are created to reflect their stated goals and objectives. For clients that do not have an Investment Policy Statement, we may communicate with them or their advisors 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 have their Investment Policy Statements 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. If these restrictions are deemed by First Fiduciary 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 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 closed end mutual funds. Client transactions are conducted through 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.

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 in the securities in which we invest. In the case of individual bonds, the fee for the purchase or sale of the bond may be built into the price of the bond being purchased or sold. A commission may also be charged. Brokers may charge a transaction fee for the purchase of mutual funds and exchange traded funds.

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

Termination of Agreement

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

If an account is terminated and the client is billed after First Fiduciary has performed work, First Fiduciary 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 may terminate the investment management agreement at any time by notifying the client in writing. If the client made an advance payment, First Fiduciary will refund any unearned portion of the advance payment.

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

Fees and Compensation

Description

First Fiduciary 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 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 bills clients quarterly in arrears for its Investment management fees. This means First Fiduciary bills clients 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 of the amount that has been deducted. For First Fiduciary 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 as part of a wrap relationship, the wrap sponsor may bill the client in advance of the investment management service being performed. In situations where these client relationships are terminated before a full period of investment management services have been provided, the wrap sponsor typically invoices First Fiduciary for the proportion of time that investment management services were not performed and First Fiduciary 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 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, in its sole discretion, may waive its minimum fee and/or agree to charge an investment advisory fee different from its standard fee schedule 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, among others).

Expense Ratios

Mutual funds and exchange traded funds generally charge a management fee for their services as investment managers. The management fee included in a 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 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. First Fiduciary does not receive any portion of the compensation paid to mutual fund or exchange traded fund companies.

Past Due Accounts and Termination of Agreement

First Fiduciary generally contacts the client when an account has become more than 30 days past due for payment of management fees. First Fiduciary, in its sole determination, reserves the right to stop work on any account.

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 does not use a performance-based fee structure.

Types of Clients

Description

First Fiduciary generally provides investment advice to individuals and their individual (including their retirement accounts), non-profit, pension and profit sharing plans, trusts, estates, ESOPs, organizations, corporations and business entities among others.

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 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.

In addition to internally prepared analysis, the main sources of information include company press releases, news reports from financial and other publications, research materials prepared by third parties, and company filings with the Securities and Exchange Commission. We may obtain information by meeting directly with company management as well as their competitors, suppliers or customers. We may also meet with industry

consultants, analysts or other parties who may provide information in assisting us to make investment decisions.

Third party research and data services used include various Wall St. research, Valueline, Standard & Poor's, Morningstar, Thomson Reuters and information obtained through the World Wide Web and other sources.

Investment Strategies

First Fiduciary is an investment firm with a primary emphasis is on equity investing. Our style of investing focuses on companies that pay dividends. We invest in dividend-paying companies because they 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 overall stock market. Furthermore, because dividends are often paid via cash generated by company operations, 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 may be more disciplined in capital allocation because the burden of paying the dividend typically should force management to be more efficient with respect to their capital.

First Fiduciary 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 market capitalizations that exceed \$10 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 be leaders in their industries.

We conduct analysis of what we believe the fair value from owning the company's stock will be relative to the risk. In assessing this value versus the downside 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 invest in companies we believe will provide favorable total returns relative to the risks incurred.

Portfolios are diversified across market sectors to aid in controlling risk. 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 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.

The investment strategy for a specific client is based upon the objectives stated by the client or their advisors during consultations or through the client's submission of an Investment Policy Statement (IPS). The client may change these objectives at any time. For clients who desire an allocation of fixed income in their portfolios, First Fiduciary 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, our fixed income market outlook, 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 would hold in other client accounts. In situations where First Fiduciary will continue to monitor such securities, our standard asset management fee will apply to those assets. In situations where First Fiduciary elects to not monitor such securities, they will be labeled "unsupervised" in our portfolio management system and First Fiduciary 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 an investment 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:** Companies that conduct business internationally and the American Depositary Receipts (ADRs) of foreign 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 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 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 and its employees may buy or sell securities that are also held by clients. To ensure that clients of First Fiduciary 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 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 selects securities for inclusion in client portfolios. Companies First Fiduciary is considering for inclusion in client portfolios are on the Wish List. Employees of First Fiduciary and members of their household must first seek written approval from a First Fiduciary 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. She and employees who work under her supervision review personal trades conducted by employees of First Fiduciary on a quarterly basis. Melissa A. Salisbury's personal trades are reviewed by another employee at First Fiduciary.

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

Brokerage Practices

Selecting Brokerage Firms

First Fiduciary does not have an affiliation with any brokerage firms or custodians of securities. Specific custodian recommendations are made to Clients based on their need for such services. First Fiduciary 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 can recommend brokerage firms and trust companies (qualified custodians).

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

Best Execution

First Fiduciary aims to obtain the "best execution" of its clients' securities transactions. "Best execution" means to seek the best available price at the time of making a security transaction. First Fiduciary monitors the prices of firm-wide trades in clients' portfolios comparing the price realized to the security's trading activity at the time of the trade. The Chief Compliance Officer reviews the operations' staff reports on "best execution" to make sure that all clients received fair pricing for securities' trades made. In the event that a realized price is in discrepancy with other trades in that security at the time a trade is made, the operations staff contacts the brokerage firm for an explanation and resolution to the discrepancy.

As described later in this section under Order Aggregation and Randomization of Trades, First Fiduciary tries to group all trades with a specific brokerage firm so that all clients with that broker get the same price. We rotate 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 sell 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 receives a soft dollar credit of approximately \$5,000 per year from The Interstate Group, a Division of Sterne, Agee & Leach, Inc., because some client assets are traded through The Interstate Group. The soft dollars go to fund a portion (less than 80%) of First Fiduciary's annual expense for Thomson Reuters Baseline, which is predominately a research tool. First Fiduciary'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 that all accounts under its management 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 attempt to 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 the nearest share to each client's share of the original trade.

Because First Fiduciary uses many brokers to conduct trades, the firm's trading staff 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 firm-wide 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, portfolio managers review the accounts, to which they are assigned primary oversight, 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 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 market fluctuations, 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.

Unless we are instructed otherwise by their financial advisor, investment management clients receive written quarterly updates which may discuss recent development in the financial markets, recent portfolio changes and performance of their portfolio.

Client Referrals and Other Compensation

Incoming Referrals

First Fiduciary 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 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 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. In no instance does a client pay a fee above our standard fee schedule because of a referral agreement.

Outgoing Referrals

First Fiduciary 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 may be more inclined to refer their clients and prospective clients to First Fiduciary or to speak more favorably about First Fiduciary.

Custody

Account Statements

All assets are held by third-party custodians independent of First Fiduciary. The custodians are responsible for providing 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 quarterly/ monthly report statements provided by First Fiduciary.

Investment Discretion

Discretionary Authority for Trading

First Fiduciary accepts discretionary authority to manage securities accounts on behalf of clients. First Fiduciary 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.

Limited Power of Attorney

First Fiduciary clients sign a limited power of attorney (known as a trading authorization) granting authority for First Fiduciary to execute investment transactions for the client accounts.

Voting Client Securities

Proxy Votes

First Fiduciary does not vote proxies for securities over which it maintains discretionary authority consistent with its proxy voting policy. A copy of First Fiduciary's proxy voting policy is available upon request mailed to:

First Fiduciary Investment Counsel, Inc.
Attn: Chief Compliance Officer
6100 Oak Tree Blvd., Suite 185
Cleveland, OH 44131

Financial Information

Financial Condition

First Fiduciary 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 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 require 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, Inc.
6100 Oak Tree Blvd. Ste. 185
Cleveland, OH 44131
Phone: (216) 643-9100
Fax: (216) 643-9200

You should have received a copy of that brochure. Please contact First Fiduciary 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.

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

Education and Business Standards

First Fiduciary 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

Some employees may 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 115,000 CFA charterholders working in 140 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 the 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.

Additionally, regulatory bodies in 19 countries recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 300 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

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

Arbitration Claims: None

Self-Regulatory Organization or Administrative Proceeding: None

- 18 -

First Fiduciary Investment Counsel

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

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. Mr. Henry is a licensed real estate salesperson in the State of Ohio.

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 6, 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
- 2006- present Director of Operations First Fiduciary
- 2013- present Chief Compliance Officer First Fiduciary

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