



Homrich Berg
3060 Peachtree Road, Suite 830
Atlanta, GA 30305
404-264-1400

www.homrichberg.com

03/30/2012

This Brochure provides information about the qualifications and business practices of Homrich Berg. If you have any questions about the contents of this Brochure, please contact us at 404-264-1400. 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.

Homrich Berg 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 Homrich Berg also is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules.

This Brochure dated 3/30/12 is an updated version of the Brochure delivered to clients last year, which was dated 3/31/11. In this Brochure we have made additional disclosures regarding certain conflicts of interests. In addition, we made a more thorough description of situations where we may have custody of client assets. A discussion of these changes can be found below. Currently, a full copy of our Brochure may be requested by contacting April Jones, Marketing Assistant, at 404-264-1400 or jones@homrichberg.com.

Additional information about Homrich Berg is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any Homrich Berg employees who are registered as investment adviser representatives of Homrich Berg.

Item 10 – Other Financial Industry Activities and Affiliation

Client’s of HB who are also Investment Managers

HB clients include other investment managers that HB recommends to its clients. Currently, two executives of a recommended fixed income manager are clients of HB. In addition, an executive of a REIT manager is a client of HB. In both cases, HB decided to invest with the managers before they became a client of HB. There is an inherent conflict of interest present when/if HB recommends an investment to a client where the manager of that investment is also a client of HB. To mitigate this conflict, HB discloses this fact prior to recommending the investment to a client.

Item 15 - Custody

HB does not maintain physical custody of client assets. However, in some cases HB may have access to client funds. In these cases, HB has what is termed “implied custody”. The cases where HB has such implied custody are listed below:

Fee deductions - HB may deduct advisory fees from client brokerage accounts,

Bill pay - for certain clients HB pays personal bills and other invoices on their behalf. This requires HB to have the ability to write checks on their behalf,

Trustee relationship – In some cases, clients have requested that a Principal of HB to personally serve as trustee of their trust.

HB has engaged Porter Keadle Moore, LLP (“PKM”) for custody related audits to examine the above referenced situations where HB has implied custody. PKM is an independent public accounting firm registered with the Public Company Accounting Oversight Board. Because HB has “implied custody”, these annual audits are mandated by the SEC Custody Rule and are conducted on a surprise basis. A copy of the audit report is available upon request. It is also available through the SEC’s website, www.adviserinfo.sec.gov.

Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes.....	ii
Item 3 -Table of Contents	iv
Item 4 – Advisory Business	1
Item 5 – Fees and Compensation.....	3
Item 6 – Performance-Based Fees and Side-By-Side Management	5
Item 7 – Types of Clients.....	5
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss	5
Item 9 – Disciplinary Information	7
Item 10 – Other Financial Industry Activities and Affiliations	7
Item 11 – Code of Ethics.....	9
Item 12 – Brokerage Practices	10
Item 13 – Review of Accounts	10
Item 14 – Client Referrals and Other Compensation.....	15
Item 15 – Custody	16
Item 16 – Investment Discretion.....	17
Item 17 – Voting Client Securities.....	17
Item 18 – Financial Information	17
Item 19 – Requirements for State-Registered Advisers.....	18
Brochure Supplement(s)	

Item 4 – Advisory Business

Homrich Berg was founded in 1989. Homrich Berg's principal owners are Andrew Berg, Franklin Butterfield, Anthony Guinta, Adam Fuller, and Andrew Klepchick. Homrich Berg Family Office ("HBFO") is a division within Homrich Berg which caters to select clients with financial situations that require expanded services beyond traditional wealth management.

Homrich Berg primarily provides wealth management services. However, HBFO provides a full range of family office investment, planning, and lifestyle advisory and management services to select high net worth families. These services include investment management, financial planning, estate planning, tax planning, lifestyle management, family governance, philanthropy, risk management, and administrative services and reporting. Families may use some or all of these services. Homrich Berg also provides specific investment advice solely on the basis of investment objectives and instructions received from the client. HB also offers consolidated quarterly investment capital reports.

Homrich Berg considers the client's specific goals and risk tolerance along with the firm's outlook on the capital markets when directing assets to domestic and international investments (e.g. stocks, bonds, exchange traded funds, hedge funds, real estate, natural resources and private equity).

Investment purchases are generally made through Charles Schwab & Company ("Schwab") but may also include other custodians if appropriate or necessary. Using the custodian's services, each client opens a custodial/brokerage account and authorizes Homrich Berg to effect transactions on his or her behalf. The custodian's services offer the client the advantage of, among other things, online access to accounts, a dedicated service team for handling client matters, and a broad range of investment and asset management options. Schwab also offers consolidated statements of account.

Homrich Berg provides its clients with periodic summaries of the firm's outlook on the capital markets. In addition, Homrich Berg occasionally sends general industry, individual company, or economic reports to clients (and at times, other persons) that are believed have a particular interest in the subject of this material.

All HBFO clients retain Homrich Berg by entering into a written agreement. This agreement may be terminated within five (5) days of the executing date of the agreement or by either party with a written notice thirty (30) days prior to termination as agreed upon. Fees will be prorated to the date of the termination as specified in the notice and any unearned portion of prepaid fees will be refunded to the client.

The values and returns for pooled hedge fund entities are computed monthly. Final monthly valuations are usually available on the 20th business day of the month. To give a more accurate picture of the values of pooled hedge fund entities, HB will use estimates from the hedge fund managers as soon as they are available and update the hedge fund values in client accounts. Generally hedge fund managers provide these estimates beginning on the 5th business day of the month for the prior month ending value. HB uses its best efforts to update hedge fund valuations based upon estimates provided by the managers. When the managers deliver the final valuation the last week of the month, HB will update the value if there is a change from the estimate. Advisory fees will be calculated using the most current hedge fund valuations. In some cases this is an estimate and in other cases it may be the actual value from the prior month. This may result in a higher or lower fee based on the current value of the fund.

Market values of other non-hedge fund pooled investments such as Private Equity, Real Estate and Natural Resources are estimated by Homrich Berg on a quarterly basis based upon valuation received by underlying Managers. The valuations are lagged by one quarter such that a quarterly report dated June 30 will contain the valuation from March 31. This may result in a higher or lower fee based on the current value of the fund.

The estimated market values affect client fee and rate-of-return calculations.

Legal Proceedings

HB has engaged a third party service provider, Chicago Clearing Corporation (“CCC”), to monitor and file securities claims class action litigation paperwork with Claims Administrators on behalf of HB Clients. HB may share client information such as name and account number with CCC in connection with this service. HB does not receive any fees or remuneration in connection with this service nor does it receive any fees from the third party provider(s). CCC will earn a fee of 20% of all claims they collect on behalf of HB Clients. This fee is retained by CCC out of the claims paid by the Claim Administrator. Clients may opt out of this service at any time. If a Client opts out, HB has no obligation to advise or to take any action on behalf of a client in any legal proceedings, including bankruptcies or class actions, involving investments held in or formerly held in a client's account. HB will forward to the client or to the client's custodian any notices received relating to pending class actions involving a client's account.

Business Continuity

HB has developed an immediate and long term contingency and disaster recovery plan (“CDRP”) which will be followed in the event of a business disruption. The objectives of the plan are to minimize the impact upon the safety of the firm's employees, protect against the loss or damage of firm assets, and provide alternative site processing with a minimum of inconvenience to firm clients.

A copy of a summary of the CDRP is available upon request. Please contact the Chief Compliance Officer at 404-264-1400 for a copy.

Assets Under Management

Homrich Berg provides discretionary and non-discretionary asset management. In addition, Homrich berg also advises clients on assets and makes investment recommendation to clients on assets where Homrich Berg has no ability to places trade for the clients. In this situation, we refer to those assets as “assets under advisement”. Our advisory asset picture as of 12/31/2011 is as follows:

Discretionary:	\$1,813,266,163.
Non Discretionary:	\$ 453,566,097.
Total:	\$2,266,832,260.

Item 5 – Fees and Compensation

Homrich Berg 's fee for providing Family Office services depends on several factors including the scope, complexity, and frequency of the services to be provided. And the value of the investment capital placed under Homrich Berg 's discretionary management is also a consideration. Homrich Berg generally imposes a minimum annual fee for its services and may negotiate a fee below the annual minimum where circumstances warrant. Homrich Berg may request reimbursement of out-of-pocket expenses it incurs in providing services to its clients.

Homrich Berg 's compensation for services is calculated and payable in accordance with the agreed upon fee schedule. The fee schedule is applied by Homrich Berg to the market value of assets (in some cases excluding margin balances while in other cases the margin balances are not excluded) of the client's accounts as reasonably determined by Homrich Berg at the beginning of each calendar quarter. Fees are paid in advance at the beginning of each calendar quarter. Homrich Berg deducts fees from client accounts as described in the client agreement. In some cases, the client may pay fees from outside funds instead of the account fee deduction.

Homrich Berg occasionally provides financial services to clients on an hourly rate basis. Our fees are negotiable.

Homrich Berg's 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, third party investment managers and other third parties such as margin interest, trade away fees, 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 a fund's prospectus. We advise each client to read the appropriate prospectus for Mutual Funds and exchange traded funds in addition to Operating Agreement and Offering Memorandum of Private Investment Partnerships for a list of expenses. Such charges, fees and commissions are exclusive of and in addition to Homrich Berg's fee, and Homrich Berg shall not receive any portion of these commissions, fees, and costs. Item 12 further describes the factors that Homrich Berg considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Subject to a minimum annual fee of \$100,000, the HBFO standard fee schedule is listed below.

FAMILY OFFICE SERVICES

Market Value of Assets Advised by HB	Annual Fee
---	-------------------

First \$ 30,000,000	.65%
---------------------	------

Amount over \$30,000,000	.50%
--------------------------	------

Payment of fees may be paid directly to HB by the client, or payment of fees may be made by the independent custodian holding the client's investments.

When payment is to be made by the custodian:

- (1) The client provides written authorization permitting the fees to be paid directly from the client's account held by the custodian;
- (2) HB provides the custodian the amount of the fee;
- (3) HB sends to the client an invoice that shows the amount of the fee, the value of the client's assets upon which the fee is based, and the specific manner in which the fee is calculated;

(4) The custodian discloses to the client that it is the client's responsibility to verify the accuracy of the fee calculation and that the custodian has not determined whether the calculation is properly made; and

(5) The custodian sends to the client an account statement that shows all amounts disbursed from the client's account.

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

Performance fees include fees based upon the investment performance of an account or overall portfolio. Homrich Berg does not charge any such performance-based fees. Such performance fees may come with an inherent conflict of interest for a manager to take on additional risk in order to attempt to achieve a higher return thereby increasing the management fee. HB does not want to be in this position and have excluded that potential conflict from our relationship with our clients.

Item 7 – Types of Clients

HBFO clients include high net worth individuals and families.

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

Investing in securities involves risk of loss that clients should be prepared to bear. Homrich Berg provides advice on securities such as mutual funds, exchange traded funds (ETF's), exchange traded notes (ETN's), bonds, stocks, hedge funds, private equity funds, real estate funds, and natural resources funds. Our methods of analysis, investment strategies, and certain risks are described below.

Third-party equity and fixed income mutual funds, ETFs/ETNs, hedge funds, private partnerships - *Methods of Analysis*

Quantitative Analysis – When evaluating third-party managers, we use a variety of investment factors that include, but are not limited to, performance statistics, risk statistics, volatility, concentration (sector, position, and geographic), market-cap weightings, and liquidity of underlying securities. For passive (index) investments, we evaluate the index methodology.

Qualitative Analysis

Team – We evaluate the strength of the investment team which includes, but is not limited to, determining key decision makers, relevant experience, compensation structure, alignment of interests, employee turnover, and ownership structure.

Process – We determine whether we believe the investment process is repeatable and if it has remained consistent in various market environments. We evaluate how idea sourcing occurs, how security selection is made, and how the portfolio construction is determined.

Additional Methods of Analysis and Risks for individual bonds

Individual bond analysis and risks – Analysis of individual bonds includes, but is not limited to, evaluation of the underlying ratings of the securities, analysis of spreads versus similarly rated bonds, and analyzing the overall shape of the yield curve. We evaluate the bond structure (e.g. general obligation bonds vs. revenue bonds). We seek bonds that offer proper diversification to the client's portfolio in terms of sector, geography, and maturity.

Additional Methods of Analysis and Risks for ETFs

Liquidity analysis – Illiquidity of ETFs is a risk that must be evaluated. We analyze trading volume and determine if we should place trades outside of market orders to protect our clients from wide bid/ask spreads which may result in unfavorable pricing.

Additional Methods of Analysis and Risks for ETNs

Counterparty risk – ETNs are exchange traded notes that are senior, unsecured debt securities issued by an underwriting bank and are therefore backed only by the credit of the issuer. As part of our analysis, we review the credit-worthiness of the underlying issuer.

Additional Methods of Analysis and Risks for hedge funds

Operational due diligence checks – Because hedge funds do not provide full transparency or daily liquidity, we perform an extra layer of analysis. These include, but are not limited to, assessment of valuation policies, cash management controls, portfolio risk management, reliability of systems, and checks on their service providers. In addition, we review all legal documents.

Additional Methods of Analysis and Risks for private partnerships

Deal flow/sourcing – Because private partnerships are often blind pools (investors know the strategy but not the specific investments), we attempt to determine if the management team will be able to generate sufficient deal flow and has the appropriate contacts to source attractive opportunities.

Valuation methods – Because private partnerships are illiquid and often have long durations, we must determine that we are comfortable with the valuation policies in place and they are an accurate depiction of the value of the underlying investments.

Fund terms – Terms for private investments are more complicated than mutual funds and ETFs. We must become comfortable with the partnership's terms and determine that they are not onerous for underlying investors.

Item 9 – Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Homrich Berg or the integrity of Homrich Berg's management. Homrich Berg has no material information necessary to disclose.

Item 10 – Other Financial Industry Activities and Affiliation

HB has formed several private investment funds listed below in which clients are solicited to invest. The Manager of each investment fund is a related company which is under common ownership and control of HB. The Principals of HB, including some select employees may also invest in the same private investment funds as HB clients.

H&B Partners, LLC ("Partners"). Partners is an affiliated company under common ownership and control with HB. Partners, a Georgia limited liability company, was formed in 1998 and is owned by HB Principals Andrew Berg, Frank Butterfield, Adam Fuller, and Anthony Guinta. Partners serves as managing member for the following eight investment vehicles in which clients are solicited to invest. The investment vehicles were organized by the investment committee of HB. Partners does not receive fees for its management services from the investment vehicles. Partners is reimbursed the cost of various incidental operating expenses (licenses, mail service, etc.) paid for the benefit of the investment vehicles.

1) H&B Hedge Fund, LLC, a Georgia limited liability company formed in 1998 as a vehicle for HB's clients to invest in private hedge funds not affiliated with either HB or H&B Partners, LLC;

2) H&B Equity Ventures Fund I, LLC, a Delaware limited liability company formed in 2000 as a vehicle for HB's clients to invest in private equity (including venture capital and leveraged buyout companies) funds not affiliated with either HB or H&B Partners, LLC. This fund is currently closed to new members;

3) H&B Georgia Tax Exempt Bond Fund, LLC, a Georgia limited liability company formed in 2003 as a vehicle for HB's clients to invest in bonds issued primarily by the state of Georgia, its counties and municipalities.

4) H&B Real Estate Ventures III, LLC a Georgia limited liability company formed in 2003 as a vehicle for HB clients to invest in unaffiliated diversified real estate properties and funds invested in real estate investments. The fund is currently closed to new members;

5) H&B Equity Ventures Fund II, LLC, a Delaware limited liability company formed in 2005 as a vehicle for HB's clients to invest in private equity (including venture capital and leveraged buyout companies) funds not affiliated with either HB or H&B Partners, LLC. The fund is currently closed to new members;

6) H&B Real Estate Ventures IV, LLC, a Georgia limited liability company formed in 2005 as a vehicle for HB clients to invest in unaffiliated diversified real estate properties and funds invested in real estate investments. The fund is closed to new members;

7) H&B Natural Resources I, LLC, a Georgia limited liability company formed in 2005 as a vehicle for HB clients to invest in unaffiliated diversified natural resources and funds invested in natural resource investments. The fund is currently closed to new members;

8) Income Opportunity Fund, LP, a Delaware limited partnership formed in 2011 as a vehicle for HB clients to invest in public and/or private debt, equity, fixed income, real estate, natural resources, and distressed asset investment funds. The fund is closed to new investors.

2008 Opportunity Partners, LLC (“Opportunity Partners”), is an affiliated company under common ownerships and control with HB. Opportunity Partners, a Delaware limited liability company formed in 2008, is owned by HB Principals Andrew Berg, Frank Butterfield, Adam Fuller, Anthony Guinta, and Andrew Klepchick. Opportunity Partners serves as General Partner to the 2008 Opportunity Fund, L.P. listed below. Opportunity Partners, LLC does not receive fees for its management services from fund listed below. Opportunity Partners is reimbursed the cost of various incidental operating expenses (licenses, mail service, etc.) paid for the benefit of the 2008 Opportunity Fund, L.P.

1) 2008 Opportunity Fund, L.P., a Delaware limited partnership formed in 2008 as a vehicle for HB clients to invest in private markets (including private equity, real estate, natural resources, and distressed debt).

Client's of HB who are also Investment Managers

HB clients include other investment managers that HB recommends to its clients. Currently, two executives of a recommended fixed income manager are clients of HB. In addition, an executive of a REIT manager is a client of HB. In both cases, HB decided to invest with the managers before they became clients of HB. There is an inherent conflict of interest present when/if HB recommends an investment to a client where the manager of that investment is also a client of HB. To mitigate this conflict, HB discloses this fact prior to recommending the investment to a client.

Item 11 – Code of Ethics

Homrich Berg has adopted a Code of Ethics for all principals and employees of the firm that describes its high standard of business conduct and fiduciary duty owed to its clients. The Code of Ethics includes provisions relating to personal securities trading procedures. All employees of Homrich Berg must acknowledge the terms of the Code of Ethics annually, and if materially amended.

Homrich Berg anticipates that, when consistent with clients' investment objectives, it may recommend that investment advisory clients or prospective clients purchase or sell securities in which Homrich Berg employees, its affiliates, and/or clients have a position of interest. This occurs in some cases with recommended exchange traded funds or mutual funds where employees may invest in the same funds that the firm recommends to clients. In addition to this, principals of the firm may invest in the same Private Investment Partnerships as they recommend to clients. Homrich Berg's principals and employees are required to follow Homrich Berg's Code of Ethics. Subject to satisfying this policy employees of Homrich Berg may trade for their own accounts in securities which are recommended to and/or purchased for Homrich Berg's clients. If a conflict of interest is present when investing in the same securities as a client, the principal or employee must disclose that conflict to the client prior to making the investment. The Code of Ethics is designed to assure that the personal securities transactions, as well as activities and interests of the HB employees, will not interfere with (i) making decisions in the best interest of clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between HB and its clients. HB has engaged a third party software provider which allows HB to electronically monitor employee trading activity.

Certain affiliated accounts may trade in the same securities with client accounts on an aggregated basis when consistent with HB's obligation of best execution. In such circumstances, the affiliated and client accounts will share commission costs equally and receive securities at a total average price. HB 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.

Homrich Berg's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Christopher Casdia at 404-264-1400 or casdia@homrichberg.com.

Item 12 – Brokerage Practices

HB has discretion over those accounts under its management as specified in the contractual agreement it enters into with the client. HB buys or sells specific securities in amounts that are a function of HB's understanding of the client's objectives, tolerance for risk, and financial resources in addition to any client imposed trading restrictions. These factors act as limitations on HB's authority and investment discretion.

Except in the case of selected individual fixed income securities (corporate bond, municipal bond, government bond, etc.), HB directs securities transactions to the custodian which maintains the customer account. The custodian is also the broker-dealer used for execution of the transaction. HB does not have the ability to negotiate commissions on a trade by trade basis under normal circumstances. However, at the onset of a relationship with a custodian and periodically thereafter, HB may negotiate standard commission rates for all its client accounts. HB attempts to negotiate the most favorable rates for its clients on a global scale. However, the rates negotiated by HB may not be the lowest available rates found in the market. When selecting a custodian for client accounts, HB considers the overall value of services provided by the custodian to clients of HB. Generally, HB's clients do not pay higher commissions for those services. In most cases HB suggests the use of the custodial and brokerage services of Charles Schwab & Co., Inc., TD Ameritrade, or Fidelity Investments who are all independent and non-affiliated broker-dealers.

When selecting a custodian or broker-dealer, HB considers several factors including:

- (a) The firm's service and commitment to the business;
- (b) Overall costs, including but not limited to: wire transfers, check requests, overnight delivery, etc.

- (c) Execution, clearance and settlement capabilities;
- (d) Whether the firm offers insurance in excess of the insurance afforded by the Securities Investor Protection Corporation;
- (e) Investment product availability and online tools;
- (f) The broker-dealer's financial stability; and
- (g) The firm's willingness to negotiate commission and margin interest rates.

Accordingly, transactions will not always be executed by the custodian/broker-dealer at the lowest available commission.

In the case of individual fixed income securities where markets may be less liquid, HB may search the inventories of multiple broker-dealers and custodians in the effort to obtain better pricing. In such cases, HB will attempt to get competitive pricing from multiple sources and execute the transaction at what it believes are the best terms for the client. When selecting fixed income dealers HB considers several factors including execution speed, access to fixed income inventory, reliability, and pricing. When HB purchases fixed income securities for a client through a firm which is not the custodian of the brokerage account, the client will generally incur an additional “trade away” fee of \$20. This is imposed by the custodian of the account.

Schwab Advisor Services

For most clients, HB recommends that client opens and maintains brokerage accounts with Charles Schwab & Co., Inc., a registered broker-dealer in order to maintain custody of assets and to execute trades.

Products and Services Available to HB from Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like HB. Schwab provides HB and its clients with access to its institutional brokerage—trading, custody, reporting, and related services—many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help HB manage or administer clients’ accounts, while others help HB manage and grow its business. Schwab’s support services generally are available on an unsolicited basis (HB does not have to request them) and at no charge as long as HB’s clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If HB’s clients collectively have less than \$10 million in assets at Schwab, Schwab may charge HB quarterly service fees of \$1,200. Following is a more detailed description of Schwab’s support services:

Services that Benefit Clients

Schwab's 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 Schwab include some to which HB might not otherwise have access or that would require a significantly higher minimum initial investment by HB's clients.

Services that May Not Directly Benefit Clients

Schwab also makes available other products and services that benefit HB but may not directly benefit clients. These products and services assist HB in managing and administering HB's clients' accounts. They include investment research, both Schwab's own and that of third parties. HB may use this research to service all or a substantial number of its clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab 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 HB's fees from HB's clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services that Generally Benefit Only Homrich Berg

Schwab also offers other services intended to help HB manage and further develop its 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

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

Homrich Berg's Interest in Schwab's Services

The availability of these services from Schwab benefits HB because we do not have to produce or purchase them. HB does not have to pay for Schwab's services so long as HB's clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon HB committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give HB an incentive to recommend that clients maintain accounts with Schwab, based on HB's interest in receiving Schwab's services that benefit HB's business rather than based on clients' interests in receiving the best value in custody services and the most favorable execution of transactions. This is a potential conflict of interest. HB believes, however, that its recommendation of Schwab as custodian and broker is in the best interests of clients. HB's selection is primarily supported by the scope, quality, and price of Schwab's services. HB does not believe that recommending clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

Soft Dollars

In addition to the above services, HB receives research and other soft dollar benefits from Charles Schwab & Co. in connection with client transactions. These benefits include third party research, subscriptions, and tools which assist HB with research and portfolio analytics and are at no cost to us. By receiving these benefits without cost to us, there is an inherent conflict of interest in HB advising clients to open and maintain their investment account(s) with Schwab as we may have an incentive to do so over other similar custodians. Despite the benefits to us, we do not believe they are so material to our business that they would influence our decision to recommend Schwab as a custodian to our clients for the fact that similar soft dollar relationships are available with other qualified custodians. We use such research and soft dollar benefits to help us service all client accounts, not just those that generated the benefits. We do not seek to allocate research and soft dollar benefits to client accounts in proportion to how those accounts generate soft dollars. While soft dollar and other research benefits are available to us, these benefits are not a factor in executing transactions. Rather, our trader(s) seek the best available price irrespective of any soft dollar benefit.

In some cases research products or services provided fall into a category known as "mixed use". Mixed use refers to a situation when part of the products or services received is used for research while another part is used for non-research activities. HB reviews products & services received to determine if any are mixed use. HB will make the determination as to the portion of the product to designate as research and will only receive economic benefit for that portion. HB will pay for the portion designated as non-research.

Trade Allocations

Trades are generally executed at the account level. In some infrequent circumstances, a block trade may be executed and portions of the block allocated to various customer accounts. The block transactions are allocated in a fair and equitable manner taking into consideration such factors including, but not limited to, client's cash availability, suitability for participation, and other pending orders. If an order is only partially filled, an attempt will be made, when possible, to allocate on a pro rata basis. When this is not practical, allocation will be made such that, over time, no client will be advantaged or disadvantaged in relation to other client accounts.

Trading Errors

Any trading error that may occur in a client's account will be reported immediately upon discovery to a principal, and any such error will be resolved promptly. A written explanation will be prepared detailing the circumstances and outcome of the error which will be reviewed and approved by a principal and a compliance officer. In no case will a client account suffer a loss resulting from a trading error caused by HB.

Item 13 – Review of Accounts

Reviews of client accounts are ordinarily performed on at least a quarterly basis. A significant change in economic conditions, in the client's financial and investment objectives, or in the client's risk tolerance may also trigger a review. A client request may also trigger a review. The level of the review is dependant upon the triggering factor and can be brief or in-depth. A brief review may involve the verification of holdings, allocations, or minor changes in objectives. An in-depth review includes an evaluation of investor holdings against model allocations, investment policy statements, and financial objectives.

HB has five principals and eight client service teams. Each client is assigned to a principal who may use a client service team. Client service teams are comprised of a director or senior associate, associates and an administrator. Client accounts are reviewed by principals and the team's associates. The members of the client service team work together in performing various functions on each account depending on the complexity of the work and the particular client situation. Client service teams are usually assigned an average of approximately 90 clients.

Beginning in April 2012 clients will have online access to the portfolios. HBFO clients will receive reports at least quarterly regarding performance of their portfolios. These reports typically include a listing of accounts with holdings and values, an investment allocation chart,

and investment performance. Performance for the total portfolio and by each asset class is compared against relevant indices. In addition to quarterly portfolio correspondence and client mailings, clients may consult with HB when they have a change in circumstances.

Item 14 – Client Referrals and Other Compensation

Homrich Berg has entered into third party consultant and referral fee agreements. Such agreements allow Homrich Berg to compensate employees or other professionals and consultants for client referrals through the sharing of applicable investment advisory fees or a finder's fee when appropriate. Advisory fees for referred clients are not greater than fees charged to other Homrich Berg clients and all fees are fully disclosed to the client.

HB receives client referrals from Charles Schwab & Co., Inc. (“Schwab”) through HB’s participation in Schwab Advisor Network® (“the Service”). The Service is designed to help investors find an independent investment advisor. Schwab is a broker-dealer independent of and unaffiliated with HB. Schwab does not supervise HB and has no responsibility for HB’s management of clients’ portfolios or HB’s other advice or services. HB pays Schwab fees to receive client referrals through the Service. HB’s participation in the Service may raise potential conflicts of interest described below.

HB pays Schwab a Participation Fee on all referred clients’ accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by HB is a percentage of fees the client owes to HB or a percentage of the value of the assets in the client’s account, subject to a minimum Participation Fee. HB pays Schwab the Participation Fee for so long as the referred client’s account remains in custody at Schwab. The Participation Fee is billed to HB quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by HB and not by the client. HB has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs HB charges clients with similar portfolios who were not referred by the Service.

HB generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client’s account is not maintained by or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees HB generally would pay in a single year. Thus, HB will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of HB's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, HB will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit HB's fees directly from the accounts.

For accounts of HB's clients maintained in custody at Schwab, Schwab will not charge the client separately for custody but will receive compensation from HB's clients in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Schwab also will receive a fee (generally lower than the applicable commission on trades it executes) for clearance and settlement of trades executed through broker-dealers other than Schwab. Schwab's fees for trades executed at other broker-dealers are in addition to the other broker-dealer's fees. Thus, HB may have an incentive to cause trades to be executed through Schwab rather than another broker-dealer. HB nevertheless acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody at Schwab may be executed through a different broker-dealer than trades for HB's other clients. Thus, trades for accounts custodied at Schwab may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

Item 15 - Custody

Clients should receive at least quarterly statements from the broker-dealer, bank or other qualified custodian that holds and maintains client's investment assets. Homrich Berg urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities. HB does not maintain physical custody of client assets. However, in some cases HB may have access to client funds. In these cases, HB has what is termed "implied custody". The cases where HB has such implied custody are listed below:

Fee deductions - HB may deduct advisory fees from client brokerage accounts,

Bill pay - for certain clients HB pays personal bills and other invoices on their behalf. This requires HB to have the ability to write checks on their behalf,

Trustee relationship – In some cases, clients have requested that a Principal of HB personally serve as trustee of their trust.

HB has engaged Porter Keadle Moore, LLP ("PKM") for custody related audits to examine the above referenced situations where HB has implied custody. PKM is an independent public

accounting firm registered with the Public Company Accounting Oversight Board. Because HB has “implied custody”, these annual audits are mandated by the SEC Custody Rule and are conducted on a surprise basis. A copy of the audit report is available upon request. It is also available through the SEC’s website, www.adviserinfo.sec.gov.

Item 16 – Investment Discretion

HB has discretion over those accounts under its management as specified in the contractual agreement it enters into with the client. HB buys or sells specific securities in amounts that are a function of HB's understanding of the client's objectives, tolerance for risk, and financial resources in addition to any client imposed trading restrictions. These factors act as limitations on HB's authority and investment discretion.

In some limited cases, Homrich Berg may accept an account on a non-discretionary basis. In this instance, Homrich Berg will discuss investment decisions and transaction with the client prior to making the transaction.

Item 17 – Voting Client Securities

HB clients retain the right to vote all proxies and HB is precluded from voting proxies on client’s behalf. However, HB may provide advice to clients regarding the clients' voting of proxies if requested. Clients participating in certain investment opportunities may authorize the underlying managers to vote proxies on their behalf through the terms of the investment advisory agreements. A copy of the firm’s proxy voting policy is available upon request. Please contact the Chief Compliance Officer at 404-264-1400 for a copy.

Item 18 – Financial Information

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about Homrich Berg’s financial condition. Homrich Berg 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.

