

**Part 2A of Form ADV:**  
**Firm Brochure**

**Advisor Information**

<i>Name of Investment Advisor:</i>	The Killen Group, Inc.
<i>Business Address:</i>	1189 Lancaster Avenue Berwyn, PA 19312
<i>Contact Information:</i>	(610) 296-7222
<i>Website Address:</i>	www.thekillengroup.com
<i>Date of Brochure:</i>	November 30, 2012

**Description of Brochure**

This Part 2A of Form ADV (hereinafter referred to as the “Brochure”) provides information about the qualifications and business practices of The Killen Group, Inc. (“TKG”). If you have any questions about the contents of this Brochure please contact the Chief Compliance Officer at (610) 296-7222 extension 145. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (the “SEC”) or by any state securities agency.

**Disclaimer**

TKG is a registered investment advisor. Registration of an investment advisor does not imply a certain level of skill or training.

## **Item 2 – Material Changes**

We are required to update our Brochure on an annual basis. Our last annual update was filed on November 30, 2011. There have been no material changes since the last update.

The date of this Brochure is November 30, 2012. It contains updated information about The Killen Group, Inc.

Under SEC rules, we are required to send you this Brochure within 120 days of the close of our fiscal year. You may obtain additional copies of this Brochure free of charge by contacting Patti McCabe, Chief Compliance Officer at 610-296-7222 extension 145 or [pmccabe@thekillengroup.com](mailto:pmccabe@thekillengroup.com).

Additional information about The Killen Group is available on the SEC's website at [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov).

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#### **Item 4 – Advisory Business**

The Killen Group, Inc. is a Pennsylvania corporation, founded in 1982 by Robert E. Killen. Mr. Killen is Chairman, Chief Executive Officer and majority shareholder of the Advisor.

This Brochure is offered to potential and existing clients to provide an understanding of the services the company provides, potential conflicts of interest and the experience and education of certain personnel.

The advisor provides fully discretionary investment management services to its clients. It adheres to a strict value approach to investment management. Clients' portfolios may contain individual securities, such as stocks and bonds, as well as mutual funds. The mutual funds may be one or more of The Berwyn Funds, for which the company serves as investment advisor, or other funds recommended by the company, including exchange traded funds.

As noted above, TKG may purchase shares of the Berwyn Fund Series (BF) the Berwyn Income Fund Series (BIF) or the Berwyn Cornerstone Fund Series (BCF) of The Berwyn Funds for its clients' portfolios. The Berwyn Funds is a Delaware Business Trust that is registered as an investment company. Three separate mutual funds, the Berwyn Fund, the Berwyn Income fund and the Berwyn Cornerstone Fund are distinct series of The Berwyn Funds.

TKG manages client accounts based upon the individual client's investment objectives and risk tolerance ranging from Growth (100% equity securities) to Income (0-25% equity securities). Reasonable restrictions on the management of an account may be requested by the investor. The restrictions, however, must be in writing and accepted by the company to be in force.

As of August 31, 2012, the company managed \$ 2,007,676,000 in assets on a discretionary basis.

## **Item 5 – Fees and Compensation**

The fees charged by the Advisor vary depending upon the service chosen, the client's total investments, and the composition of those investments.

For an initial investment of less than \$5 million the annual fee is generally 1% of the value of the assets under management. For individual bond holdings the fee is 5/8 of 1% and for bond mutual funds, including exchange traded funds, the fee is 3/8 of 1%.

No management fee is charged for any portion of the client's account invested in one or more of The Berwyn Funds.

For an initial investment of \$5 million and above the annual fee is negotiated between the Advisor and the client.

The client contract specifies how fees are charged by TKG. Fees for all portfolios are billed on a quarterly basis in arrears. The amount of the fee is determined by the value of the assets under management as of the last business day of the calendar quarter. Accounts that have not been opened for a full quarter are charged a pro-rated fee based upon the number of days the account has been under management. Upon termination, any earned, unpaid fees will be due and payable. Clients may elect either to be billed directly for fees or to authorize TKG to send invoices to their custodian for payment from their accounts.

As mentioned previously, TKG may recommend the purchase of shares of the Berwyn Fund Series (BF) the Berwyn Income Fund Series (BIF) or the Berwyn Cornerstone Fund Series (BCF) of The Berwyn Funds for clients' portfolios. TKG acts as the advisor for each of the series. When shares of a Series are purchased for clients, the clients' accounts are not charged an advisory fee for the assets invested in the Series but are subject to the operating expenses of the fund(s) in which the clients invest. If TKG recommends mutual funds for which it does not act as advisor, the client is charged an advisory fee of 3/8 of 1 % by TKG in addition to the operating expenses of the specific fund.

TKG acts as investment adviser to a privately offered Limited Partnership (Focus Limited Partners) for qualified investors. The partnership pays TKG a fee equal to 20% of the net appreciation, as defined, of all Partners' capital accounts at the end of each billing period.

The Chief Operating Officer monitors the trading activity and security pricing in the performance account to insure that no favoritism is shown and these activities are regularly reviewed by the Chief Compliance Officer.

## **Other Fees/Expenses**

TKG's fees are in addition to brokerage commissions, transaction fees and other related costs and expenses that are incurred by the client. Clients may also incur certain charges imposed by custodians and brokers such as custodial fees, 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 charge internal management fees that are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of, and in addition to, TKG's fee.

Clients will incur brokerage and other transaction costs. Please refer to Item 12 for more information.

## **Item 6 – Performance-Based Fees and Side-by-Side Management**

As noted in Item 5, TKG has entered into a performance fee arrangement with a limited partnership, Focus Limited Partners. The partnership invests primarily in the common stock of publicly traded companies. TKG's performance fee is structured to comply with Section 205 (a) (1) of the Investment Advisors Act of 1940 and the exemption set forth in Rule 205-3. The compensation structure associated with the management of the Limited Partnership may create an incentive for TKG to recommend investments which may be riskier or more speculative than those which would be recommended under a different fee arrangement. Such fee arrangements also create an incentive to favor higher fee paying accounts over other accounts in the allocation of investment opportunities. TKG has implemented procedures designed to ensure that all clients are treated fairly and equally, thus precluding this conflict from influencing the allocation of investment opportunities among clients.

## **Item 7 – Types of Clients**

TKG provides investment management services on a continuous basis to a variety of individual, institutional and corporate clients. TKG also acts as advisor or sub-advisor to investment companies registered under the Investment Company Act of 1940. The minimum account size for a portfolio of stocks and bonds is \$1million.

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

### **Methods of Analysis**

TKG's value-based investment research is generated internally by its employees with the goal of identifying prospective companies that, in our opinion, represent unrecognized growth potential. Our equity and fixed income selection processes focus on what we believe to be undervalued, temporarily out-of-favor securities with sound fundamentals. Our security research relies primarily on fundamental analysis, but is augmented by technical and sector analyses.

### **Investment Strategies**

Our strategy is to outperform the relevant benchmark indices over the long-term, three to five years, by adhering to a strict value approach to the selection of investment securities. We believe a diversified portfolio of such securities, constructed over time in a disciplined manner, will provide superior long-term performance while reducing risk during volatile markets. Our portfolios are diversified by the number of holdings, industry sectors and by a range of market capitalizations.

We also apply our value approach to the selection of investment grade and high yield bonds, including convertible bonds. Our bond research often identifies companies undergoing fundamental, positive changes. Bond maturities generally align closely with our benchmark indices as we rely primarily on our credit analysis and security selection to add value, not on interest rate forecasting. In determining the composition of our bond portfolios, we consider credit quality, sector yield spreads, interest rate sensitivity and the shape of the yield curve.

## **Risks**

### **Risk of Loss**

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

### **Loss of Capital**

Any investment is subject to general market risk. Any investment in the securities market is subject to risk of loss of capital. The value of the portfolio will fluctuate based upon changes in value of the underlying securities. Investments are not insured by the Federal Deposit Insurance Corporation.

**Interest Rate Risk**

Portfolios may change in response to the movement of interest rates. The price of a fixed income security will generally fall when interest rates rise.

**Investment Advisor Risk**

Performance may deviate from overall market returns if TKG is either more defensive or more aggressive than the market when it is rising or falling, respectively.

**Liquidity Risk**

Certain securities selected for investment in the portfolio may be deemed to be illiquid under applicable law. During periods of market turbulence or unusually low trading activity, in order to meet redemptions it may be necessary for the portfolio to sell such securities at prices that could impact portfolio value.

**Item 9 – Disciplinary Information**

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that may be material to your evaluation of the advisor or of the integrity of the advisor's management.

There have been three actions by Self Regulatory Organizations against Berwyn Financial Services Corp. (BFS) and Kevin M. Ryan. Two actions were brought by the National Association of Securities Dealers ("NASD") and one was brought by NASD's successor, the Financial Industry Regulatory Authority ("FINRA"). BFS is a broker dealer affiliated with TKG. Kevin M. Ryan is a related person and legal counsel to TKG.

The first action was instituted in May 2002. It was alleged that Kevin Ryan failed to complete the regulatory element of the NASD Continuing Education rule and as a result, his NASD registration became inactive. BFS, however, permitted him to perform duties and activities that required active registration. The matter was settled in July 2002 and BFS paid a fine.

The second was brought in December 2004. It was alleged that BFS, acting through Mr. Ryan, effected four transactions in municipal securities without having a municipal securities principal at the firm. The matter was settled in January 2005. BFS paid a fine and disgorged commissions received in the transaction.

The FINRA action was brought on February 9, 2012. It was alleged that BFS, acting through Mr. Ryan, permitted an unregistered individual to accept unsolicited customer orders and other activities for which the individual should have been registered as an assistant rep-order processing. The action was settled on February 10, 2012. BFS paid a fine.



## **Item 10 – Other Financial Industry Activities and Affiliations**

The Killen Group serves as Investment Advisor to The Berwyn Funds. The Berwyn Funds are open-end registered investment companies. As noted in Item 4, Robert E. Killen is Chairman, Chief Executive Officer and majority shareholder of TKG and is President and Chairman of the Board of Trustees of The Berwyn Funds. Kevin M. Ryan is Chief Legal Officer of The Killen Group and Vice President and Chief Compliance Officer of The Berwyn Funds.

TKG also serves as Investment Advisor to two investment limited partnerships, Compu-Val Growth Fund and Focus Limited Partners. Compu-Val was formed by the predecessor firm to TKG. At the time Compu-Val was formed, the predecessor firm solicited investors to be partners. The partnership is currently open to new investors but new partners are not solicited. Focus Limited Partners was formed by Robert E. Killen in 1986. Mr. Killen is the General Partner. Partnership interests are being offered to “qualified clients” as defined by the Investment Advisers Act of 1940. Both Compu-Val and Focus are private investment companies organized as limited partnerships and invest primarily in the common stock of publicly traded companies.

Berwyn Financial Services Corp (“BFS”) is registered as both a broker dealer and an investment advisor with the Securities and Exchange Commission. BFS is an affiliate of TKG and the two companies are under common control. Robert E. Killen is an Officer, Director, and Principal Owner of BFS. Kevin Ryan is an officer of TKG and BFS. He is also a Director, Principal Owner, and Chief Compliance Officer of BFS.

The Killen Group acts as sub-advisor for the Investment Advisory clients of BFS in the Berwyn Select Mutual Fund Series. Under the agreement, TKG provides BFS with research on candidates for investment, selects the mutual funds to be used and determines the allocation of mutual funds for each client. TKG places fund transactions, reviews investment selections, and calculates the performance of clients’ accounts on a quarterly basis. TKG also provides BFS with administrative support.

The Killen Group also has a sub-advisory agreement with Delaware Management Company to serve as a sub-advisor to the Optimum Small-Mid Cap Value Fund, a series of the Optimum Fund Trust. Under the sub-advisory contract, TKG supervises and directs the investment of a portion of the assets of the Small-Mid Cap Value Fund.

## **Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading**

The Killen Group has adopted a Code of Ethics for all employees of the firm reflecting its high standards of business conduct and its fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, insider trading, the acceptance of significant gifts and reporting of gifts and business entertainment and the personal securities transactions of its employees, among other things.

The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of TKG will not interfere with (i) making decisions in the best interests of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Exempted securities include open-end management investment companies (mutual funds) and securities issued by any company included in the Standard and Poor's 500 Index. Employees trading in shares of other securities require approval from the Compliance Officer before the transaction is effected. Employee trading is monitored under the Code of Ethics to reasonably prevent conflicts of interest between TKG and its clients. All employees must acknowledge the terms of the Code of Ethics annually, or as amended.

The Killen Group's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Client Services at (610) 296-7222 x110.

## **Item 12 – Brokerage Practices**

### **Selecting Brokerage Firms**

TKG generally has authority to determine the broker-dealer through which securities are bought and sold for The Berwyn Funds and other sub-advised investment companies, as well as the commission rates at which transactions are effected. Brokers are selected on a trade-by-trade basis based on their expected ability to provide execution quality for the transaction. As part of the process, TKG evaluates a variety of factors to determine the broker-dealer that might be most effective in executing an order. Among the factors considered are the execution price, the commission charged, the confidentiality given the order, the security's trading characteristics, and the broker's expertise in minimizing market impact on the trade. TKG may also use an affiliated broker for the trades of investment companies.

Other clients of TKG maintain accounts at brokerage firms of their choosing and give TKG a limited power of attorney to execute transactions in their accounts. If a client does not have a broker or is dissatisfied with his or her existing brokerage relationship, TKG will inform the client of the brokers with whom it has working relationships, namely Charles Schwab and TKG's affiliated broker-dealer, Berwyn Financial Services Corp. The basis for providing this information is TKG's experience and familiarity with the services, commission schedules and product offerings available for purchase through each firm. If one of these firms is acceptable to

the client, TKG will offer to assist the client in opening a new brokerage account. A client, however, is free to choose any broker the client wishes and TKG will make all reasonable efforts to accommodate a client's choice.

Since TKG generally does not have the ability to select from among different brokers for trade execution for its non-investment company clients, it may not achieve best execution or benefit from volume discounts and TKG clients may pay a higher commission rate than clients of investment advisors who have the ability to select from among different brokers for trade execution. This situation may arise because the client prefers to use a full service broker rather than a discount broker or from the fact that an investment advisor who selects the broker for each trade may be able to aggregate the orders of its clients and negotiate a lower commission payment than if trades are done with the directed broker. When the client instructs TKG to direct trades to a specific broker, the client retains responsibility for negotiating commission rates and other transaction costs with the selected broker.

### **Aggregation**

While TKG does not have the ability to aggregate the orders of all clients for a particular security, select a broker or negotiate a lower commission, the firm may aggregate orders of clients who have accounts with the same broker. This aggregation does not lower the client's brokerage costs since the trades are settled in each account. However, trade aggregation creates more efficient trading, gives all shares in the order the same execution price and may result in a more favorable volume-discounted price.

In some circumstances, with the client's permission, bond trades suitable for multiple client accounts may be placed with an institutional bond dealer. At execution, the trade is allocated across multiple accounts and settled at the brokerage firms where the clients' accounts are maintained. In these "step-out" transactions, the settlement and clearing broker may charge a fee in addition to the commission paid to the executing broker-dealer.

TKG has adopted procedures for the aggregation of orders and the allocation of shares for an aggregated order that is not fully filled. These procedures were adopted to insure that all clients are treated in a fair and equitable manner.

### **Brokerage for Client Referrals**

Brokers may refer clients to TKG. When this occurs, the client's account is maintained with the referring broker who earns commissions for trades that TKG places in the client's account. TKG selects the securities to be traded in the account but the client has the responsibility to negotiate with the broker the commission and transaction fees that will be charged to the account. When TKG receives client referrals from a particular broker-dealer a potential conflict arises from TKG's interest in receiving additional client referrals and the client's desire to obtain favorable execution. TKG's Best Execution Committee monitors the trading activity in client accounts and meets on a quarterly basis to review accounts in which commissions fall outside the normal range for the same security executed by another broker.

### **Research and Other Soft Dollar Benefits**

TKG as a matter of policy and practice does not utilize research or other products or services other than execution from broker-dealers in connection with client securities transactions and does not receive so-called “soft dollar” benefits from brokers.

### **Item 13 – Review of Accounts**

Subject to price limitations set by TKG’s Investment Committee, with day to day responsibility delegated to the heads of Research and Trading, purchases and sales of securities are transacted uniformly in all client portfolios having the same investment objectives. Once a quarter, all accounts are reviewed by the head of Trading and Chief Operating Officer according to their investment objective to ensure that the accounts’ holdings correspond with the model portfolio having that objective. Once the outliers are identified, the head trader, C.O.O. and head of research meet to review these portfolios and determine specific security transactions to bring these accounts back to the model. The head of Trading has the responsibility to execute these transactions.

Accounts can, over a period of time, deviate from the model portfolio for a number of reasons: cash flows into, or out of, the account; a change in investment objectives or vehicles which may take time to achieve; restrictions placed on the account by the client; a new account transitioning to TKG’s investment universe.

For accounts invested in The Berwyn Funds, all of which are established with prescribed percentage guidelines, the head of Trading and the C.O.O. meet once a year to review the accounts and effect transactions, if necessary, to bring them back to the agreed upon guidelines.

### **Item 14 – Client Referrals and Other Compensation**

The Killen Group does not have any arrangements, oral or written, where it is paid by, or receives, economic benefit from a non-client in connection with giving advice to clients. The Advisor does not directly or indirectly compensate any person for client referrals.

### **Item 15 – Custody**

All TKG clients select their own brokerage firm through which trades are executed and assets are held in custody. Clients receive monthly or quarterly account statements for their accounts directly from the qualified custodian and we recommend that clients carefully review these statements. TKG does not accept cash or securities for deposit into client accounts and advises clients to send assets or checks directly to the custodian for deposit to their account.

TKG may be deemed to have custody of certain client assets as a result of three factors (1) Certain clients have requested that TKG forward invoices for investment management services

directly to the custodian for payment from their accounts. In these cases, TKG sends quarterly invoices to clients to advise them of the amount of the fee being deducted. (2) Employees of TKG serve as the general partners of two limited partnerships, Compu-Val Growth Fund and Focus Limited Partners. To comply with the custody rules of the Investment Advisers Act of 1940, TKG has the limited partnerships audited by an independent CPA firm registered with, and inspected by, the PCAOB. (3) The accounts of certain clients of Berwyn Financial Services Corp, the firm's affiliated broker-dealer, have selected Berwyn Financial Services Corp as their broker-dealer. To comply with the Custody Rule under these circumstances, the accounts at BFS are subject to a surprise annual audit, also conducted by an independent CPA firm registered with, and inspected by, the PCAOB.

### **Item 16 – Investment Discretion**

By signing an Investment Management Agreement with TKG the client authorizes TKG to manage the assets in his/her brokerage account on a discretionary basis. Discretionary authority allows TKG to buy, sell or otherwise trade securities or other investments in the brokerage account without discussing these transactions with the client in advance. In all cases, however, such discretion is to be exercised in a manner consistent with the investment objectives stated in the Investment Management Agreement. Any investment restrictions must be provided in writing to The Killen Group and accepted by TKG to be in force.

### **Item 17 – Voting Client Securities**

Each client can either: (i) delegate the power to vote proxies to the adviser or (ii) retain the authority to vote his or her proxy. Where a client has delegated the power to vote proxies in his or her account, TKG, Inc. will vote the proxies in a manner that it believes is in the best interests of the client. When the firm has such responsibility, it will follow its Proxy Voting Policies and Procedures.

This policy is available on TKG's website or clients may request a copy of this policy or information regarding how proxies relating to their securities were voted by contacting The Killen Group directly at (610) 296-7222.

### **Item 18 – Financial Information**

Registered investment advisors are required in this Item to disclose certain financial information about themselves. TKG hereby submits that it 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.