

Part 2A of Form ADV: *Firm Brochure*

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This brochure provides information about the qualifications and business practices of James Investment Research, Inc.. If you have any questions about the contents of this brochure, please contact us at 937-426-7640 or jir@jir-inc.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 James Investment Research, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 110433.

Item 2 Material Changes

We are required to update our Brochure at least annually, within 90 days of our firm's fiscal year end (FYE) of September 30. This item is used to provide our clients with a summary of any material changes from our last annual update.

There are no material changes from the information presented in our last annual update, dated January 31, 2012.

A summary of any material changes to this and subsequent Brochures will be provided to you within 120 days of our FYE. We may also provide you with additional updates or other disclosure information at other times during the year in the event of any material changes to our business.

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Item 4 Advisory Business

James Investment Research, Inc. (JIR) is a SEC-registered investment adviser with its principal place of business located in Ohio. Registration does not imply a certain level of skill or training. James Investment Research, Inc. began conducting business in 1972.

Listed below is the firm's sole owner.

- Francis Edward James Jr., Founder / Chairman

James Investment Research, Inc. offers the following advisory services to our clients:

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT

Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, we also review and discuss a client's prior investment history, as well as family composition and background and other material aspects of a client's financial health and experience.

We manage these advisory accounts on a discretionary or non-discretionary basis. Account supervision is guided by the client's stated objectives (e.g., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations.

Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors. Some clients have restrictions on securities that may be owned, such as socially responsible restrictions, or prohibitions from holding certain stocks for any reason. We generally accommodate clients on these restrictions, however, such departures from our generally established procedures and strategies may result in performance which is different from other clients without restrictions.

Our investment recommendations are not limited to any specific product or service offered by a broker-dealer or insurance company and will generally include advice regarding the following securities:

- Exchange-listed securities
- Securities traded over-the-counter
- Foreign securities

- Warrants
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Mutual fund shares
- United States governmental securities
- Options contracts on securities
- Options contracts on commodities
- Futures contracts on tangibles
- Futures contracts on intangibles
- Interests in partnerships investing in real estate
- Interests in partnerships investing in oil and gas interests
- Other*

*From time to time, conditions may be deemed especially favorable for purchases of open or closed-end mutual funds or money market mutual funds. These purchases may result in additional fees for the client, due to fees inherent in these types of securities. We also may use one or more of the mutual funds in the James Advantage Funds family in our private client portfolios, however we do not charge a management fee on private client assets invested in the James Advantage Funds so there is no doubling up of fees in that event.

Because some types of investments involve certain additional degrees of risk, they will only be implemented/recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability.

Once the client's portfolio has been established, a portfolio manager performs a review of securities held in the portfolio on a regular basis. Portfolio managers seek to tailor a portfolio for the client's individual needs and objectives. Senior management receives reports showing portfolios out of company target ranges on a daily, weekly, or monthly basis. Management reviews portfolios if warranted.

Reviewers of client portfolios include the seven members of the Investment Committee. They manage accounts in line with firm policies and client objectives. Client objectives are documented at an initial client review and updated upon instructions from the client and/or client meetings.

MUTUAL FUND PORTFOLIO MANAGEMENT

James Investment Research, Inc. serves as the investment adviser to the James Advantage Funds, an open-end investment company registered under the Investment Company Act of 1940, which offers several series of shares (mutual funds). As of January 31, 2012, the James Advantage Funds offered shares of the following mutual funds (each a "Fund"):

- James Balanced: Golden Rainbow Fund
- James Small Cap Fund
- James Mid Cap Fund
- James Long-Short Fund
- James Micro Cap Fund

JIR continuously manages each Fund's assets based on the investment goals and objectives as outlined in the Fund's prospectus.

Interested investors should refer to the prospectus and Statement of Additional Information ("SAI") for important information regarding each Fund's objectives, strategies, risks, fees, and additional disclosures. These documents are available on-line at www.jamesfunds.com. The James Advantage Funds are distributed by ALPS Distributors, Inc.

Prior to making any investment in a Fund, investors and prospective investors should carefully review these documents for a comprehensive understanding of the terms and conditions applicable to investment in the Fund.

Item 5 Fees and Compensation

AMOUNT OF MANAGED ASSETS

As of 09/30/2012, we were actively managing \$2,694,100,000 of clients' assets on a discretionary basis plus \$737,700,000 of clients' assets on a non-discretionary basis.

**INVESTMENT SUPERVISORY SERVICES ("ISS")
INDIVIDUAL PORTFOLIO MANAGEMENT FEES**

Our annual fees for Investment Supervisory Services are based upon a percentage of assets under management and generally range from 0.50% to 2.50%.

JIR has determined the following fee schedules. Management reserves the right to negotiate any fees if economies of scale, market conditions, client needs or other conditions warrant a departure from the standard fee schedule. Typically, all fees are billed quarterly in advance of the quarter. Our services may be terminated, by the client or ourselves, at any time. In this event, prepaid fees will be refunded on a pro-rata basis.

For Equity and Balanced discretionary accounts, our typical annual fees are 1.25% on the first \$1,000,000 and 0.50% on assets over \$1,000,000. For charitable giving accounts, our annual fee for the first \$1,000,000 is reduced to 1.00%. Where accounts are managed for a number of related entities, fees are determined by negotiation. Where supervisory services are performed for banks, outside mutual funds, institutional accounts, or other clients as deemed appropriate by the firm, fees will be determined by mutual agreement, and are normally between 0.50% and 0.75% annually.

For Micro-capitalization discretionary accounts, our annual fees are 2.50% for the first \$5,000,000, and 2.00% on amounts over \$5,000,000. The minimum annual fee is \$50,000.

For Small-capitalization discretionary accounts, our annual fees are 1.00% on the first \$20,000,000; 0.75% on assets greater than \$20,000,000 up to \$50,000,000; and 0.65% on assets over \$50,000,000. There is a minimum \$50,000 annual fee for small capitalization portfolios.

For Market Neutral discretionary accounts, our annual fees are 1.25% on the asset balance.

For discretionary Fixed Income accounts, our typical annual fees are 0.50% for the first \$5,000,000, with a \$1,000,000 investment minimum. For account balances over \$5,000,000, fees will be determined by negotiation. If Fixed Income portfolios are managed for clients in addition to Balanced or Equity accounts, fees will be determined by negotiation, normally at the rate of 0.50% for the first \$1,000,000. Public funds are generally negotiated.

Except where negotiated, fees for non-discretionary accounts can be up to 20% higher than those for discretionary accounts.

JIR has, in the past, and may in the future, work as sub-adviser to other fund managers, including banks, advisers or brokers, or as the manager of a bank's commingled trust fund (s). Under these arrangements, the fund adviser typically

provides services that JIR might normally furnish. Fees are set by negotiation with the fund manager in these cases. We reserve the right to enter into sub-advisory or additional wrap relationships, at negotiated fee schedules. For all private accounts, corporate officers are authorized to negotiate fees subject to management approval.

Limited Negotiability of Advisory Fees: Although James Investment Research, Inc. has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fee schedule is identified in the contract between the adviser and each client.

We may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

Discounts not generally available to our advisory clients, may be offered to family members of associated persons of our firm. Per management's approval, our firm may manage non-fee paying accounts of our associated persons.

Fees Billed in Advance or Arrears: Our advisory fees are charged in one of two ways as agreed upon with the client:

- *In advance:* Advisory fees are billed in advance at the beginning of each billing quarter based upon the asset value (market or fair market value in the absence of market value) of the client's account at the end of the previous quarter.
- *In arrears:* Advisory fees are billed in arrears at the end of each billing quarter based upon the asset value (market or fair market value in the absence of market value) of the client's account at quarter-end.

Clients are billed on a quarterly basis in accordance with the terms set forth in the Client Management Agreement.

MUTUAL FUND PORTFOLIO MANAGEMENT FEES

James Investment Research, Inc. is the Investment Adviser to the James Advantage Funds (the Funds), a family of mutual funds. The fees for the James Advantage Funds are negotiated with the Funds' Board of Trustees and have been approved by each Fund's shareholders. The James Small Cap Fund, the James Micro Cap Fund, the James Long-Short Fund, and the James Mid Cap Fund have universal fee structures where the adviser is paid a management fee and is responsible for most Fund expenses. The James Balanced: Golden Rainbow Fund pays its own expenses. The management fees for each Fund are as follows:

Fund	Management Fee
James Balanced: Golden Rainbow Fund	0.72%
James Small Cap Fund	1.23%
James Mid Cap Fund	1.15%
James Long-Short Fund	1.25%
James Micro Cap Fund	1.31%

We reserve the right to enter into additional or different management contracts with the James Advantage Funds or with other investment companies with fees determined through negotiations with the Funds' Board of Trustees or with another investment company.

Pursuant to the Plans of Distribution Pursuant to Rule 12b-1 ("Plans") for the Retail Class shares of the James Balanced: Golden Rainbow Fund and shares of the James Small Cap Fund, James Mid Cap Fund and James Long-Short Fund, each Fund makes payments to the Adviser, that are used for distribution and shareholder service expenses for the Fund. The amount payable by each Fund that has a plan is 0.25% of its average daily net assets. The Plan is a compensation plan, meaning payments are made to the Adviser regardless of 12b-1 expenses actually incurred. Therefore, payments under the Plan may exceed distribution and shareholder service expenses incurred pursuant to the Plan, and the Adviser is permitted to retain the excess. It is also possible that 12b-1 expenses paid by the Adviser for a period will exceed the payments received by the Adviser, in which case the Adviser may pay for any excess expenses. Payments received by the Adviser under the Plan is in addition to the fees paid to the Adviser pursuant to each Fund's Management Agreements. The James Micro Cap Fund and the Institutional Class shares of the James Balanced: Golden Rainbow Fund do not have Plans.

The fee arrangement, termination, and refund policies are described in each Fund's prospectus and Statement of Additional Information ("SAI").

Portfolio management clients of our firm who also invest in the Funds will pay only those fees charged to investors by each Fund, i.e., the value of the client's investment in a Fund is excluded from our quarterly portfolio management fee calculation.

Some management personnel and other related persons of our firm are licensed with FINRA as registered representatives. Licenses of registered representatives are held at ALPS Distributors, Inc. in Denver, Colorado, the distributor of the James Advantage Funds. Clients are not under any obligation to engage these individuals when considering implementation of advisory recommendations and have the option to purchase investment products that we recommend through other brokers or agents that are not affiliated with JIR. The implementation of any or all recommendations is solely

at the discretion of the client. The fact that certain of our personnel may accept compensation for the sale of securities or other investment products presents a conflict of interest and may give those personnel an incentive to recommend investment products based on the compensation received, rather than on a client's needs. If our personnel recommend investment mutual funds, the James Advantage Funds, a "no-load" family of mutual funds, are typically recommended. Clients are not charged an amount in excess of JIR's standard advisory fee as a result of our personnel's recommendations. In addition, our personnel disclose conflicts of interests to clients with respect to solicitation of investment products.

GENERAL INFORMATION

Termination of the Advisory Relationship: A client agreement may be terminated at any time, by either party, upon written notice to the other. Said termination shall be effective immediately upon receipt of said termination notice by the other party. Since advisory fees are billed quarterly in advance, James will refund the client's account after any such termination a pro rata share of his or her fees, computed on a daily basis for the 90-day quarter.

Mutual Fund Fees: All fees paid to James Investment Research, Inc. for investment advisory services are separate and distinct from the fees and expenses charged by the James Advantage Funds to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. The Funds are no-load mutual funds. A client could invest in a mutual fund directly, without our services. If we hold shares of the James Advantage Funds in a private client portfolio, we will not charge the advisory fee on those assets.

Additional Fees and Expenses: In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this brochure for additional information.

Grandfathering of Minimum Account Requirements: In order to maintain a personalized approach to our clients and have sufficient time for our research efforts and individualized application, we have been limiting our new accounts since December 1997, by requiring a \$1 million dollar minimum investment, or by requiring an equivalent minimum annual fee. The minimum investment for a small-capitalization portfolio is \$5 million, or a \$50,000 annual fee. The Micro-cap style has a \$1 million investment minimum. However, we may waive these requirements.

ERISA Accounts: James Investment Research, Inc. is deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), respectively. As

such, our firm is subject to specific duties and obligations under ERISA and the Internal Revenue Code that include among other things, restrictions concerning certain forms of compensation.

Advisory Fees in General: Clients should note that similar advisory services may (or may not) be available from other registered (or unregistered) investment advisers for similar or lower fees.

Limited Prepayment of Fees: Under no circumstances do we require or solicit payment of fees in excess of \$1200 and more than six months in advance of services rendered.

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

James Investment Research, Inc. currently does not have any products that charge performance-based fees.

Item 7 Types of Clients

James Investment Research, Inc. provides advisory services to the following types of clients:

- Individuals (other than high net worth individuals)
- High net worth individuals
- Investment companies (including mutual funds)
- Pension and profit sharing plans (other than plan participants)
- Charitable organizations
- Corporations or other businesses not listed above
- State or municipal government entities
- Other* entities such as
 - *Foundations and Endowments, Trusts, Financial Institutions and Foreign-Held accounts.

As previously disclosed in Item 5, our firm has established certain minimum initial account requirements, based on the nature of the service(s) being provided. For a more detailed understanding of those requirements, please review the disclosures provided above.

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

METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is under priced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may under perform regardless of market movement.

Cyclical Analysis. In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

Quantitative Analysis. We use proprietary models to determine stock rankings based on a company's quantifiable data, such as the book value of a share, earnings per share or analyst predictions about those figures.

A risk in using quantitative analysis is that the models may be based on assumptions that prove to be incorrect.

Qualitative Analysis. We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development. These factors are not readily subject to measurement.

A risk is using qualitative analysis is that our subjective judgment may prove incorrect.

Asset Allocation. Rather than focusing solely on securities selection, we also identify an appropriate asset allocation suitable to the client's investment goals, risk tolerance, and our view of the market.

A risk of relying on asset allocation is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected (rebalanced), will no longer be appropriate for the client's goals. Another risk is that our allocation decision may be incorrect.

Mutual Fund and/or ETF Analysis. We look at the experience and track record of the manager of the mutual fund or exchange-traded fund (ETF) in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are accurate and unbiased. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Other: We develop and test statistical programs which assist us in analyzing computer data, permitting us to efficiently review and monitor large quantities of data and investment opportunities.

In addition to financial periodicals, SEC filings and company corporate reports, we use computer data banks and electronic information services such as Bloomberg and Zacks, to assist our analysis. We do not use soft dollar commissions for research. However, some brokerage houses provide research free of charge, or the research is available on Bloomberg, in which case we may review the research. James Investment Research prides itself on its proprietary research.

INVESTMENT STRATEGIES

We use the following strategy(ies) in managing client accounts, provided that such strategy(ies) are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

Long-term purchases. We purchase securities with the idea of holding them in the client's account for a year or longer. Typically we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

Short-term purchases. We may sell a holding in less than a year if we believe the prospects for that security have deteriorated or if we lower the allocation to stocks.

Trading. We do not engage in day-trading or other types of high turnover securities management.

Short sales. For some mutual funds and some aggressive private clients, we may sell securities short (i.e. borrowing shares of a security and selling them). We engage in short selling based on our determination that the stock is likely to fall in price after we have borrowed the shares. If we are correct and the stock price goes down, the client account realizes a profit. Because the price of a security could theoretically infinitely increase, forcing us to buy back the shares at a much higher price than they were sold short, short selling is a high risk strategy and depends upon our ability to borrow the securities to be sold short.

Margin transactions. When permitted, we may purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash, and allows us to purchase stock without selling other holdings. Borrowing incurs a cost to you.

Option writing. If permitted, we may use options as an investment strategy. An option is a contract that gives the buyer the right to buy or sell an asset (such as a share of stock) at a specific price on or before a certain date. An option, just like a stock or bond, is a security. An option is also a derivative, because it derives its value from an underlying asset. The two types of options are calls and puts:

- A call gives us the right to buy an asset at a certain price within a specific period of time. We will buy a call if we think the stock will increase substantially before the option expires.
- A put gives us the holder the right to sell an asset at a certain price within a specific period of time. We will buy a put if we think the price of the stock will fall before the option expires.

We may, for some aggressive portfolios, use multiple options to speculate on the possibility of a sharp price swing. We may also use options to "hedge" a purchase of the underlying security; in other words, we may use an option purchase to limit the

potential upside of a security we have sold short and downside of a security we have purchased for your portfolio.

We may use "covered calls" in some accounts where appropriate, in which we sell an option on security you own. In this strategy, you receive a fee for making the option available, and the person purchasing the option has the right to buy the security from you at an agreed-upon price.

We may use a "spreading strategy", in which we purchase two or more option contracts (for example, a call option that you buy and a call option that you sell) for the same underlying security. This effectively puts you on both sides of the market, but with the ability to vary price, time and other factors.

Risk of Loss. Clients should understand that investing in any security, including mutual funds, involves a risk of loss of both income and principal, which clients should be prepared to bear.

Item 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

Our firm and our management personnel have no reportable disciplinary events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Investment Adviser:

James Investment Research, Inc. has a contractual relationship with an affiliated SEC-registered investment adviser, James Capital Alliance, Inc. In this relationship, James Investment Research has been hired to provide asset allocation, research, stock and bond selections and other services. James Capital Alliance, Inc. is primarily owned by Barry James, Ann Shaw and Francis E. James, Jr.

James Investment Research has entered into a referral agreement with James Capital Alliance, Inc., an affiliated investment advisor due to common control and ownership. Under terms of the referral agreement, employees, officers, and directors of either adviser may refer clients to the other adviser, and the employee, officer, or director may receive a fee for the referral.

Mutual Fund:

James Investment Research, Inc. previously disclosed in "Advisory Business" (Item 4) and "Fees and Compensation" (Item 5) of this brochure that our firm is the investment adviser to the James Advantage Funds, an investment company registered under the

Investment Company Act of 1940. We are the investment adviser to the James Advantage Funds. Please refer to these items for an explanation of this relationship and potential conflicts of interest disclosures.

For additional information, the Fund Prospectus and Statement of Additional Information are available on-line at: www.jamesfunds.com. Prospective investors should review these documents carefully before making any investment in the Mutual Fund.

Other Items:

Certain management personnel of James Investment Research, Inc. or JIR itself may be general partner(s) to limited partnerships (LPs) formed for investment purposes. These related persons of our firm do not receive investment advisory compensation in relation to these investments.

Because we have confidence in our research and recommendations, our personnel may personally invest in securities that we recommend to our clients, including our mutual funds. Such transactions create conflicts of interest and therefore must be pre-cleared consistent with reporting requirements in the James Investment Research Code of Ethics, which is described in greater detail in Item 11 below. A summary of the Code of Ethics is available to clients upon written request.

James Investment Research, Inc. allows employees to participate in a Nano-cap limited partnership, which invests in speculative securities that are too small, or have such limited trading volume that they cannot be used in other styles or products, including the Micro-cap style. These transactions are monitored by James' compliance personnel, and must be pre-cleared and reported according to the Code of Ethics. This investment vehicle is not open to the public for investing.

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

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

James Investment Research, Inc. and our personnel owe a duty of loyalty, fairness and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly security transaction reports as well as initial and annual security holding reports that must be submitted by firm access persons. Our code also provides for oversight, enforcement and record keeping provisions.

James Investment Research, Inc.'s Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A summary of our Code of Ethics is available to our advisory clients and prospective clients. You may request a copy by email sent to jir@jir-inc.com, or by calling us at 937-426-7640.

James Investment Research, Inc. and individuals associated with our firm are prohibited from engaging in principal transactions and investing in private placements or initial public offerings without compliance approval.

Rarely, either the firm or a firm officer, may purchase a security from a client through a broker/dealer-directed trade. This may be done if a municipal bond or an over-the-counter security, which is infrequently traded, needs to be sold, and would be done only after a careful study to ensure the price was fair. In all such cases, the client would be notified and his or her written consent secured prior to any action. The James Investment Research Code of Ethics requires personal transactions in covered securities by access persons be pre-cleared by and reported to the Chief Compliance Officer, or her designee.

From time to time, James Investment Research may execute cross trades, whereby securities are purchased from one client account and sold to another client. These transactions require the written permission of both sides of the transaction and must be executed through a broker as a cross trade. We do not act as principal in these transactions.

Access persons of our firm are required to report all personal transactions conducted in shares of our affiliated mutual funds, the James Advantage Funds.

Our Code of Ethics is designed to assure that the personal securities transactions, activities and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the express policy of our firm that no access person may execute a securities transaction while the James Advantage Funds has a pending buy or sell order in that same or equivalent security. An access person shall disgorge any profits realized on trades within such period to the applicable Fund.

We may aggregate our employee trades with client transactions when purchasing certain bonds.

As certain situations may represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.
2. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) while in possession of material non public information.
3. Our firm prohibits IPO or private placement investments by related persons of the firm without compliance approval.
4. We have established procedures for the maintenance of all required books and records.
5. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
6. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
7. We have established policies requiring the reporting of material Code of Ethics violations to our senior management.

Item 12 Brokerage Practices

In selecting brokers through whom transactions will be executed, James Investment Research, Inc.'s primary consideration will be best execution of trades. Unless otherwise directed by a Client/Plan Administrator, JIR may place orders for the execution of transactions with or through such brokers, dealers, or banks as JIR may select and, complying with Section 28(e) of the Securities and Exchange Act of 1934, as amended, and where applicable, ERISA, may consider the nature of brokerage and research services provided by a broker or dealer. The client's account may pay a commission on transactions in excess of the amount of commission another broker or dealer would have charged for effecting a transaction if JIR determines in good faith that the commission was reasonable in relation to the value of the brokerage and research services provided. Research services furnished by brokers generally will be used in connection with all clients, although not all services will be used with the particular account that paid the commissions to the broker providing the services.

It is the policy of James Investment Research (JIR) to treat all clients, individuals, and institutions in a fair and impartial manner. The JIR and the James Advantage Funds Code of Ethics details some of the procedures designed to implement this policy. In addition, JIR requires its employees to treat all clients fairly.

JIR has adopted trade allocation procedures to ensure that its policies of fair dealing are implemented at the portfolio management level. The primary objective of these procedures is to benefit our clients.

JIR's policy is to treat discretionary and non-discretionary clients the same in terms of portfolio transactions. However, when the nature of the non-discretionary client prevents timely execution of transactions, or otherwise would act as a detriment to the performance of the discretionary portfolios, the discretionary client will have precedence.

All clients participating in a block trade will receive the same price, and securities purchased or sold are allocated to client accounts on a pro-rata basis, unless there are compelling reasons not to do so. Those reasons may include, among others: the pro-rata allocation results in an amount too small to be material to the portfolio; the pro-rata allocation results in an illiquid amount which is more likely to harm the portfolio than to help it; or the portfolio has internal constraints which do not permit the pro-rata amount.

In certain instances, JIR may decide to sell or buy a large quantity of shares across a large number of portfolios. When this happens and a limit is placed, the execution may take place over a several day period. Since the limit keeps the execution price fairly stable, all clients can generally be expected to receive roughly the same share price. In these instances, it may make more sense to allocate on a sequential basis rather than on a pro-rata basis (filling one client first, then moving on to the next) because many accounts are charged a transaction fee by their custodian. The higher number of transactions will bring about higher fees, while the execution price of the trade would remain about the same. Therefore there would be an added cost(s) but no added benefit. This sequential processing will be utilized only in an effort to reduce costs over a long trading time frame.

James Investment Research, Inc. does not have any soft-dollar arrangements and does not receive any soft-dollar benefits.

Item 13 Review of Accounts

INVESTMENT SUPERVISORY SERVICES ("ISS") INDIVIDUAL PORTFOLIO MANAGEMENT

REVIEWS: A portfolio manager performs a review of securities held in accounts on a

regular basis. Seven portfolio managers work with approximately 318 accounts seeking to tailor the portfolios for the clients' individual needs and objectives. Senior management receives regular reports showing portfolios out of company target ranges on a daily, weekly or monthly basis. Management reviews portfolios if warranted. More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, or the market, political or economic environment. Management also conducts regular reviews of performance.

These accounts are reviewed by the James Investment Research, Inc. Investment Committee, consisting of seven portfolio members.

- Dr. Frank E. James, Ph.D - Founder and Chairman
- Barry R. James - President/CEO and Portfolio Manager
- Ann M. Shaw - Chief Operating Officer and Portfolio Manager
- David W. James - Sr. Vice President/Director of Research and Portfolio Manager
- Thomas L. Mangan - Senior Vice President and Portfolio Manager
- R. Brian Culpepper - First Vice President and Portfolio Manager
- Brian P. Shepardson - Assistant Vice President and Portfolio Manager

REPORTS: In addition to the monthly statements and confirmations of transactions that clients receive from their broker-dealer, we provide quarterly reports summarizing account performance, balances and holdings.

MUTUAL FUND PORTFOLIO MANAGEMENT

REVIEWS: James Investment Research, Inc. continually reviews and monitors each Fund's holdings in accordance with the investment objectives as detailed in the Fund's Prospectus.

REPORTS: Clients should refer to the Fund's Prospectus for information regarding regular reports provided to Fund shareholders, including annual and semi-annual reports, as well as reports filed with the SEC, including quarterly schedules of portfolio holdings.

Item 14 Client Referrals and Other Compensation

James Investment Research has entered into a referral agreement with James Capital Alliance, Inc., an affiliated investment advisor due to common control and ownership. Under terms of the referral agreement, employees, officers, and directors of either adviser may refer clients to the other adviser, and the employee, officer, or director may receive a fee for the referral.

The James Advantage Funds are all no-load funds, but certain Funds, as described above in Item 5, charge a distribution and/or shareholder servicing (12b-1) fee of 0.25 percent. A portion of this amount may be used to reimburse the Adviser for expenses it

incurs in advertising or distributing the Funds, but most of the 12b-1 fees are paid to brokers who sell shares of the Funds.

From time to time, JIR may enter into agreements with individuals or companies that may solicit investment advisory accounts for James Investment Research or for the James Advantage Funds. These agreements may require that the solicitor meet the disclosure and other requirements of Rule 206(4)-3 under the Investment Advisers Act of 1940. Solicitors typically receive a flat fee, paid in cash over a stated period of time.

Item 15 Custody

In addition to the periodic statements that clients receive directly from their custodians, we also send account statements directly to our clients on a quarterly basis. We urge our clients to carefully compare the information provided on these statements to ensure that all account transactions, holdings and values are correct and current.

Our firm does not have actual or constructive custody of client accounts. We do not have authority to withdraw advisory fees directly from client accounts.

Item 16 Investment Discretion

Clients may hire us to provide discretionary asset management services, in which case we place trades for a client's account without contacting the client prior to each trade to obtain the client's permission.

Our discretionary authority includes the ability to do the following without contacting the client:

- determine the security to buy or sell; and/or
- determine the amount of the security to buy or sell

Clients give us discretionary authority when they sign a discretionary agreement with our firm, and may limit this authority by giving us written instructions. Clients may also change/amend such limitations by once again providing us with written instructions.

Some clients have restrictions on securities that may be owned, such as socially responsible restrictions, or prohibitions from holding certain stocks for any reason. We generally accommodate clients on these restrictions, however, such departures from our generally established procedures and strategies may result in performance which is different from other clients without such restrictions.

Item 17 Voting Client Securities

When possible (with cooperation of the client custodian) James Investment Research, Inc. will vote proxies for its clients; however, clients always have the right to vote proxies

themselves. Clients can exercise this right by instructing us in writing to not vote proxies in their account.

We have retained a third-party proxy voting service for the voting of and record keeping requirements of our clients' proxies. We will try to vote proxies in the best interests of our clients and in accordance with our established policies and procedures. The key objective of our proxy voting policy is to maximize the value of the stock held in our clients' portfolios. A copy of our proxy voting policy is available upon request by calling us at 937-426-7640 or sending an e-mail to jir@jir-inc.com. A copy of the proxy voting record for securities held by mutual funds advised by James Investment Research is posted on the James Advantage Funds website at www.jamesfunds.com.

Upon request, we will try to assist clients who receive legal notices of bankruptcies or class action lawsuits involving securities held or purchased in their accounts. We will pursue such claims on behalf of the mutual funds we advise or sub-advise if and when we receive notification from the custodian or the plaintiff's attorney. We will not act as lead plaintiff in these cases, nor will we be required to act as or retain legal counsel to handle such matters. We do not attempt to monitor legal filings and we cannot assist clients in legal proceedings if we are not duly informed of the filing by the client and/or the client's custodian.

Item 18 Financial Information

As an advisory firm that maintains discretionary authority for client accounts, we are also required to disclose any financial condition that is reasonably likely to impair our ability to meet our contractual obligations. James Investment Research, Inc. has no additional financial circumstances to report.

Under no circumstances do we require or solicit payment of fees in excess of \$1200 per client and more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.

James Investment Research, Inc. has not been the subject of a bankruptcy petition at any time during the past ten years.

Part 2B of Form ADV: *Brochure Supplement*

Richard Brian Culpepper
Barry Ray James
David William James
Francis Edward James Jr.
Thomas Lee Mangan
Ann Marie Shaw-Kremer
Brian Philip Shepardson

James Investment Research, Inc.

1349 Fairground Road
Xenia, OH 45385

Telephone: 937-426-7640
Email: jir@jir-inc.com

Web Address: www.jir-inc.com

12/14/2012

This brochure supplement provides information about the individual(s) listed above that supplements the James Investment Research, Inc. brochure. You should have received a copy of that brochure. Please contact Lesley Ott if you did not receive James Investment Research, Inc.'s brochure or if you have any questions about the contents of this supplement.

Additional information about the individual(s) listed above is available on the SEC's website at www.adviserinfo.sec.gov

Item 2 Educational Background and Business Experience

Full Legal Name: Richard Brian Culpepper

Born: 1972

Education

- Wright State University; Bachelor of Science, Management Information Systems and Management; 1995
- Wright State University; Masters of Business Administration, Management Information Systems; 2005

Business Experience

- James Investment Research, Inc.; First Vice President / Portfolio Manager; from 06/1995 to Present

Designations

Richard Brian Culpepper has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Mutual Fund Counselor; College of Financial Planning; 2005

Individuals who hold the CMFC® designation have completed a course of study encompassing all aspects of mutual funds and their uses as investment vehicles. The program is designed for approximately 120-150 hours of self-study. The program is self-paced and must be completed within one year from enrollment.

Item 3 Disciplinary Information

Richard Brian Culpepper has no reportable disciplinary history.

Item 4 Other Business Activities

A. Investment-Related Activities

Richard Brian Culpepper is is not engaged in any other investment-related activities.

B. Non Investment-Related Activities

Richard Brian Culpepper is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Item 5 Additional Compensation

Richard Brian Culpepper does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Ann M. Shaw-Kremer

Title: COO

Phone Number: 937-426-7640

Item 2 Educational Background and Business Experience

Full Legal Name: Barry Ray James

Born: 1956

Education

- United States Air Force Academy; Bachelor of Science, Humanities; 1978
- Boston University; Masters of Science, Business Administration; 1987

Business Experience

- James Investment Research, Inc.; President / Chief Executive Officer; from 06/1985 to Present
- James Advantage Funds; Chairman / President; from 1991 to Present
- James Capital Alliance, Inc.; Chief Executive Officer / Director; from 2/18/1993 to Present

Designations

Barry Ray James has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Financial Analyst (CFA); CFA Institute; 1997

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

There are currently more than 90,000 CFA charterholders working in 134 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

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

- *Place their clients' interests ahead of their own*
- *Maintain independence and objectivity*

- *Act with integrity*
- *Maintain and improve their professional competence*
- *Disclose conflicts of interest and legal matters*

Global Recognition

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

Additionally, regulatory bodies in 22 countries and territories recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

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

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

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

- Chartered Investment Counselor (CIC); Investment Adviser Association; 1997

The Investment Adviser Association (IAA) established the Chartered Investment Counselor (CIC) Program. As a prerequisite, candidates must hold the CFA® designation. In addition to successful completion of the CFA® program, the CIC designation requires candidates to demonstrate significant experience in performing investment counseling and portfolio management responsibilities.

Qualifying work experience includes a minimum of five (5) cumulative years' in one or more eligible occupational positions. At the time the charter is awarded, candidates must be employed by an IAA member firm, must provide work and character references, must endorse the IAA's Standards of Practice, and must provide professional ethical information.

Item 3 Disciplinary Information

Barry Ray James has no reportable disciplinary history.

Item 4 Other Business Activities

In addition to his services for James Investment Research, Inc., Barry Ray James is the owner and CEO of James Capital Alliance, Inc., an affiliated investment adviser of James Investment Research, Inc. James Investment Research, Inc. has entered into a referral agreement with James Capital Alliance, Inc., an investment adviser affiliated with James Investment Research, Inc. due to common control and ownership. Under the terms of the referral agreement, employees, officers and directors of either adviser may refer clients to the other adviser, and the employee, officer or director may receive a fee for the referral.

Barry Ray James does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

Item 5 Additional Compensation

Barry Ray James does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Francis James

Title: Chairman of the Board

Phone Number: 937-426-7640

Item 2 Educational Background and Business Experience

Full Legal Name: David William James

Born: 1967

Education

- Florida State University; No degree obtained
- Wright State University; No degree obtained

Business Experience

- James Investment Research, Inc.; Director of Research / Sr. Vice President / Portfolio Manager; from 10/2011 to Present
- James Investment Research, Inc.; Director of Research / Sr. Vice President / Portfolio Manager; from 01/1994 to 10/2011
- James Investment Research, Inc.; Research Assistant; from 06/1980 to 01/1994

Designations

David William James has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Financial Analyst (CFA); CFA Institute; 2006

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

There are currently more than 90,000 CFA charterholders working in 134 countries. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

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

- *Place their clients' interests ahead of their own*

- *Maintain independence and objectivity*
- *Act with integrity*
- *Maintain and improve their professional competence*
- *Disclose conflicts of interest and legal matters*

Global Recognition

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

Additionally, regulatory bodies in 22 countries and territories recognize the CFA charter as a proxy for meeting certain licensing requirements, and more than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

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

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

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

Item 3 Disciplinary Information

David William James has no reportable disciplinary history.

Item 4 Other Business Activities

A. Investment-Related Activities

David William James is not engaged in any other investment-related activities.

B. Non Investment-Related Activities

David William James is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Item 5 Additional Compensation

David William James does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Barry R. James

Title: CEO

Phone Number: 937-426-7640

Item 2 Educational Background and Business Experience

Full Legal Name: Francis Edward James Jr. **Born:** 1931

Education

- Rensselaer Polytechnic Institute ; Ph.D., Management and Operations Research; 1967
- Rensselaer Polytechnic Institute ; Masters, Operations Research; 1966
- Louisiana State University; Bachelor of Science, General Science; 1951

Business Experience

- James Investment Research, Inc.; Chairman/Founder; from 1972 to Present
- James Capital Alliance, Inc.; Director; from 1992 to Present

Item 3 Disciplinary Information

Francis Edward James Jr. has no reportable disciplinary history.

Item 4 Other Business Activities

In addition to his services for James Investment Research, Inc., Francis Edward James, Jr. is an owner of James Capital Alliance, Inc., an affiliated investment adviser of James Investment Research, Inc. James Investment Research, Inc. has entered into a referral agreement with James Capital Alliance, Inc., an investment adviser affiliated with James Investment Research, Inc. due to common control and ownership. Under the terms of the referral agreement, employees, officers and directors of either adviser may refer clients to the other adviser, and the employee, officer or director may receive a fee for the referral.

Francis Edward James, Jr. does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

Item 5 Additional Compensation

Francis Edward James Jr. does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: James Investment Research, Inc. Board of Directors

Title: N/A

Phone Number: 937-426-7640

Item 2 Educational Background and Business Experience

Full Legal Name: Thomas Lee Mangan

Born: 1949

Education

- The Ohio State University; Bachelor of Arts, Political Science; 1972
- University of Notre Dame; Masters of Business Administration, N/A; 1974

Business Experience

- James Investment Research, Inc.; Senior Vice President / Portfolio Manager; from 10/1994 to Present
- James Investment Research, Inc.; Senior Vice President / Chief Compliance Officer / Portfolio Manager; from 10/1994 to 12/2011

Designations

Thomas Lee Mangan has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Mutual Fund Counselor (CMFC); College of Financial Planning; 2000

Individuals who hold the CMFC® designation have completed a course of study encompassing all aspects of mutual funds and their uses as investment vehicles. The program is designed for approximately 120-150 hours of self-study. The program is self-paced and must be completed within one year from enrollment.

Item 3 Disciplinary Information

Thomas Lee Mangan has no reportable disciplinary history.

Item 4 Other Business Activities

A. Investment-Related Activities

Thomas Lee Mangan is not engaged in any other investment-related activities.

B. Non Investment-Related Activities

Thomas Lee Mangan is engaged in another other business or occupation that provides substantial compensation or involves a substantial amount of his time. He has served as an Adjunct Professor in the Department of Finance for Wright State University since 2000.

Item 5 Additional Compensation

Thomas Lee Mangan does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Barry R. James

Title: CEO

Phone Number: 937-426-7640

Item 2 Educational Background and Business Experience

Full Legal Name: Ann Marie Shaw-Kremer

Born: 1952

Education

- Capital University; Bachelor, Business Administration; 1991

Business Experience

- James Investment Research, Inc.; Chief Operating Officer; from 1978 to Present
- James Capital Alliance, Inc.; Secretary/Treasurer/Director; from 1992 to Present

Designations

Ann Marie Shaw has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Financial Planner; College of Financial Planning; 1989

The program is administered by the Certified Financial Planner Board of Standards Inc. Those with the CFP® designation have demonstrated competency in all areas of finance related to financial planning. Candidates complete studies on over 100 topics, including stocks, bonds, taxes, insurance, retirement planning and estate planning. In addition to passing the CFP certification exam, candidates must also complete qualifying work experience and agree to adhere to the CFP Board's code of ethics and professional responsibility and financial planning standards.

Item 3 Disciplinary Information

Ann Marie Shaw has no reportable disciplinary history.

Item 4 Other Business Activities

In addition to his services for James Investment Research, Inc., Ann Marie Shaw-Kremer is an owner of James Capital Alliance, Inc., an affiliated investment adviser of James Investment Research, Inc. James Investment Research, Inc. has entered into a referral agreement with James Capital Alliance, Inc., an investment adviser affiliated with James Investment Research, Inc. due to common control and ownership. Under the terms of the referral agreement, employees, officers and directors of either adviser may refer clients to the other adviser, and the employee, officer or director may receive a fee for the referral.

Ann Marie Shaw-Kremer does not receive commissions, bonuses or other compensation on the sale of securities or other investment products.

Item 5 Additional Compensation

Ann Marie Shaw does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Barry James

Title: CEO

Phone Number: 937-426-7640

Item 2 Educational Background and Business Experience

Full Legal Name: Brian Philip Shepardson **Born:** 1973

Education

- University of Cincinnati; Bachelor of Business Administration, Finance; 1996

Business Experience

- James Investment Research, Inc.; Assistant Vice President / Portfolio Manager; from 01/1999 to Present
- Star Bank; Trust Administrator; from 06/1996 to 12/1998

Designations

Brian Philip Shepardson has earned the following designation(s) and is in good standing with the granting authority:

- Chartered Financial Analyst (CFA); CFA Institute; 2003

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High Ethical Standards

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- *Act with integrity*
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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.

- Chartered Investment Counselor (CIC); Investment Adviser Association; 2004

The Investment Adviser Association (IAA) established the Chartered Investment Counselor (CIC) Program. As a prerequisite, candidates must hold the CFA® designation. In addition to successful completion of the CFA® program, the CIC designation requires candidates to demonstrate significant experience in performing investment counseling and portfolio management responsibilities. Qualifying work experience includes a minimum of five (5) cumulative years' in one or more eligible occupational positions. At the time the charter is awarded, candidates must be employed by an IAA member firm, must provide work and character references, must endorse the IAA's Standards of Practice, and must provide professional ethical information.

Item 3 Disciplinary Information

Brian Philip Shepardson has no reportable disciplinary history.

Item 4 Other Business Activities**A. Investment-Related Activities**

Brian Philip Shepardson is not engaged in any other investment-related activities.

B. Non Investment-Related Activities

Brian Philip Shepardson is not engaged in any other business or occupation that provides substantial compensation or involves a substantial amount of his time.

Item 5 Additional Compensation

Brian Philip Shepardson does not receive any economic benefit from a non-advisory client for the provision of advisory services.

Item 6 Supervision

Supervisor: Ann M. Shaw-Kremer

Title: COO

Phone Number: 937-426-7640