

Firm Brochure

(Part 2A of Form ADV)

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This brochure provides information about the qualifications and business practices of DREHER COMPANY, INC. If you have any questions about the contents of this brochure, please contact us at: 325-486-8600, or by email at: mary.robertson@dreherco.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 DREHER COMPANY, INC. is available on the SEC's website at www.adviserinfo.sec.gov

MARCH 30, 2011

Material Changes

Annual Update

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

Material Changes since the Last Update

The U.S. Securities and Exchange Commission issued a final rule in July 2010 requiring advisers to provide a Firm Brochure in narrative “plain English” format. The new final rule specifies mandatory sections and organization.

Full Brochure Available

Whenever you would like to receive a complete copy of our Firm Brochure, please contact us by telephone at: 325-486-8600 or by email at mary.robertson@dreherco.com.

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Advisory Business

Firm Description

DREHER COMPANY, INC., was founded in 1996.

DREHER COMPANY, INC. is an Investment Advisory firm which provides personalized confidential and customized investment design and investment management to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses.

DREHER COMPANY, INC. services are provided through consultation with the client and may include: determination of financial objectives, investment management, retirement planning, asset allocation, implementation of investments based on the allocation models agreed upon by the client, and quarterly reporting of investment performance.

Other professionals (e.g., lawyers, accountants, insurance agents, etc.) may be engaged directly by the client on an as-needed basis. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting with a client is free of charge and is considered an exploratory interview to determine the extent to which investment management may be beneficial to the client.

Principal Owners

DREHER COMPANY, INC. has no single shareholder with an ownership share of 25% or more.

Types of Advisory Services

DREHER COMPANY, INC. provides asset allocation services; implementation of investment design utilizing allocation model agreed upon by the client; monitoring of investment markets; and quarterly reporting of investment performance.

Tailored Relationships

DREHER COMPANY, INC. tailors investment allocation models based upon the individual needs and characteristics of each client such as age, employment status, risk tolerance, cash flow requirements and tax considerations. Each client may impose restrictions on investing in certain securities or types of securities within their asset account. Each client has the right to invest in securities that may or may not be recommended by DREHER COMPANY, INC.

Wrap Fee Program

DREHER COMPANY, INC. does not participate in a Wrap Fee Program.

Asset Management

As of DATE, DREHER COMPANY, INC. manages approximately \$101,319,272.47 in assets for approximately 84 clients. Approximately \$40,905,323.88 is managed on a discretionary basis, and \$60,413,948.59 is managed on a non-discretionary basis.

Termination of Advisory Agreement

A Client may terminate their Advisory Agreement with DREHER COMPANY, INC. by notifying DREHER COMPANY, INC. with a written 30 day notice. Advisory fees incurred up to the date of termination of the Advisory Agreement indicated in the written 30 day notice from the client will be due and payable within 30 days after said termination date.

DREHER COMPANY, INC. may terminate the Advisory Agreement with the Client under the same terms stated in the paragraph above.

Fees and Compensation

Description

DREHER COMPANY, INC. provides strictly fee-only based investment advisory services. Fees are calculated on a percentage of assets under management. Our fee schedule is as follows, however, fees are negotiable:

Individual Accounts (>50% Equity Funds):

1.00% on the first \$1,000,000
0.80% on the next \$1,500,000
0.65% on the next \$2,500,000
0.50% on the next \$5,000,000
Negotiated over \$10,000,000

Blended Accounts (<50% Equity Funds):

0.75% on the first \$1,000,000
0.65% on the next \$1,500,000
0.50% on the next \$2,500,000
0.40% on the next \$5,000,000
Negotiated over \$10,000,000

Fixed income Account (no Equity Allocation):

0.50% on the first \$2,000,000
0.35% on the next \$8,000,000
Negotiated over \$10,000,000

Retirement Plan Accounts

0.75% on the first \$5,000,000 with less than 75 participants
Negotiated over \$5,000,000 with less than 75 participants
Negotiated with more than 75 participants

Fee Billing

Fees incurred for private client and Institutional accounts are calculated and billed monthly in *ARREARS*, meaning fees are billed to clients *AFTER* the monthly billing period has *ENDED*. Fees are usually electronically deducted from a designated client account to facilitate payment. The client consents to direct debiting of their investment account in both the Advisory Agreement with DREHER COMPANY, INC. and the account application with the custodial institution holding client's assets under management with DREHER COMPANY, INC.

Fees incurred for Retirement Plans and Bank Portfolio clients are calculated and billed on a quarterly basis in *ARREARS*, meaning that fees are billed to client after the quarterly billing period has *ENDED*. Invoices are then mailed and/or emailed directly to each client at their address and/or email address of record. Plan Sponsors have the choice of how advisory fees are to be paid to DREHER COMPANY, INC.

Other Fees

The Custodian of a client's assets may charge transaction fees on purchases or sales of certain mutual funds and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security. The Custodian determines these fees and they will be deducted from client's account in accordance with the account application with the Custodian.

Assets are invested primarily in no-load or low-load mutual funds and exchange-traded funds, usually through the Custodian where the client's assets are held. Mutual Funds charge each fund shareholder fees which are disclosed in the fund prospectus. The Custodian may charge a transaction fee for the purchase and/or sale of some mutual funds.

Investments may also include: equities (stocks), corporate debt securities, commercial paper, certificates of deposit, municipal securities and U. S. government securities. The Custodian may charge a transaction fee for the purchase and/or sale of these securities.

DREHER COMPANY, INC. does not receive any compensation, in any form, from any custodial institution, mutual fund company or brokerage firm.

Initial public offerings (IPOs) are not available through DREHER COMPANY, INC.

Performance-Based fees and Side-By-Side Management

DREHER COMPANY, INC. does not accept any type of performance-based fees or side-by-side management fees associated with the assets of our clients.

Types of Clients

Description

DREHER COMPANY, INC. generally provides investment advice to individuals, banks or thrift institutions, qualified corporate retirement plans, trusts, estates, charitable organizations, corporations, trade associations or business entities other than those listed above.

Account Minimums

At this time, there is no account minimum.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

DREHER COMPANY, INC. uses the following processes and resources in formulating investment advice and/or managing client assets:

Charting, assessment of fundamental economic indicators and trends, technical analysis, and cyclical analysis.

The firm's primary sources of information include, but are not limited to, financial newspapers and magazines, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Other sources of information that DREHER COMPANY, INC. may use include Morningstar Principia mutual fund information, Morningstar Principia stock information, Charles Schwab & Company's "SchwabLink" service, and the World Wide Web.

Investment Strategies

DREHER COMPANY, INC. provides investment management utilizing various weightings of equity, fixed income and cash (money market) securities, none of which involve frequent trading. The disciplines utilized to minimize investment risk in these basic investment sectors are as follows:

Equity Investments – Equity mutual funds* are the predominant tool for equity investing rather than individual common stocks. This allows for extensive

diversification of equity holdings across a broader range of capitalization sizes and geographical positioning. This practice contributes to a reduced level of risk versus concentrated investing in a smaller universe of equity securities. A limited percentage of equity positioning may be in the form of individual publicly-traded common stocks. The objectives for such investments are long-term growth and attractive dividends.

Fixed Income Investments – Positioning in fixed income securities utilizes either conservative bond mutual funds* or individual positioning in either U.S. Government or investment-grade Corporate bonds.

*DREHER COMPANY, INC. utilizes its load-waived trading capability through its Custodian to minimize fund commission costs on all fund purchases and sales.

A Client's Portfolio is globally diversified to control the risk associated with traditional markets.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time.

Risk of Loss

DREHER COMPANY, INC. makes it clear to every client that investing in securities, even in the most conservative of strategies, can involve a risk of loss that clients should be aware of and be prepared to bear when making investment decisions.

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

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

- **Currency Risk:** Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.
- **Reinvestment Risk:** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.
- **Business Risk:** These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.
- **Liquidity Risk:** Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.
- **Financial Risk:** Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Disciplinary Information

Legal and Disciplinary

DREHER COMPANY, INC. and its employees have not been involved in any legal or disciplinary events related to past or present investment clients.

Other Financial Industry Activities and Affiliations

Financial Industry Activities

Neither DREHER COMPANY, INC., nor any of its employees, is registered or has an application pending to register as a broker-dealer, or a futures commission merchant, commodity pool operator or commodity trading advisor.

Affiliations

DREHER COMPANY, INC. does not have arrangements that are material to its advisory services or its clients with any related person listed below:

Broker-dealer, municipal securities dealer, or government securities dealer or broker
Investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund”, and offshore fund)
Other investment adviser and/or financial planner
Future commission merchant, commodity pool operator, or commodity trading advisor
Banking or thrift institution
Accountant or accounting firm
Lawyer or law firm
Insurance company or agency
Pension consultant
Real estate broker or dealer
Sponsor or syndicator of limited partnerships

DREHER COMPANY, INC. does not recommend or select other investment advisers for our clients. We do not receive compensation directly or indirectly from any other adviser that would create a material conflict of interest for our clients. DREHER COMPANY, INC. does not have any business relationship with any other adviser that would create a material conflict of interest for our clients.

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

Code of Ethics

DREHER COMPANY, INC.’s Code of Ethics consists of an outline of policies regarding several key areas: standards of conduct and compliance with laws, rules and regulations, protection of material non-public information and personal securities trading. It also consists of specific information and guidance that is provided in DREHER COMPANY, INC.’s company policies and procedures for their employees. We will provide a copy of the Code of Ethics to any client or prospective client upon request.

Participation or Interest in Client Transactions

DREHER COMPANY, INC. does not recommend, buy or sell for any client account, securities in which there is a financial interest for DREHER COMPANY, INC. and/or its employees.

DREHER COMPANY, INC. uses the same securities in its 401(k) plan that are recommended to and used by other 401(k) Plan clients for their plans. Transactions on all 401(k) plans are made at the same time. This does not present a conflict of interest for any client.

Personal Trading

The Chief Compliance Officer of DREHER COMPANY, INC. is Charles D. Robertson. Personal trading is not allowed by DREHER COMPANY, INC. employees unless the trades are first reviewed and approved by the Chief Compliance Officer of DREHER COMPANY, INC. This review ensures that the personal trading of employees does not affect the markets and that our clients' interests are always the firm's first priority.

Brokerage Practices

Selecting Brokerage Firms

DREHER COMPANY, INC. does not have any affiliation with product sales firms. Specific custodian recommendations are made to Clients based on their need for such services. DREHER COMPANY, INC. recommends custodians based on the proven integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

DREHER COMPANY, INC. recommends discount brokerage firms and trust companies (qualified custodians), such as CHARLES SCHWAB & COMPANY, INC.

DREHER COMPANY, INC. *DOES NOT* receive fees or commissions from any arrangement with a qualified custodian.

Best Execution

DREHER COMPANY, INC. reviews and documents the execution of trades at each custodian at the time trades are placed with the custodian. If transaction/trading fees are charged by the custodians, they are reviewed at the time trades are placed with the custodian of record for clients. DREHER COMPANY, INC. does not receive any portion of a transaction/trading fee, if there is any.

Soft Dollars

DREHER COMPANY, INC. does not receive "soft dollars".

Order Aggregation

The Custodian of assets for our clients has a program in place called "Prime Brokerage" where an order aggregation can be used if a client meets with specific qualifications set out by Custodian. Utilization of this program benefits the clients who do meet these qualifications.

Review of Accounts

Periodic Reviews

Account reviews are performed quarterly by firm advisers, Charles D. Robertson, President, CEO/Advisor and Katy L. Donaldson, Advisor. Account reviews are performed more frequently when market conditions dictate.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, performance of assets within a client's account and changes in a client's financial situation.

Regular Reports

A client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client are considered during regular reviews by the firm's advisers.

Clients receive quarterly communications on the performance of their accounts. This communication is in the form of a written report which includes, but is not limited to, a net worth statement and portfolio statement along with updated allocation percentages. Clients are encouraged to schedule meetings with an Advisor to discuss their quarterly reports or any time necessary to make an Advisor aware of any change in their financial situations that would have a bearing on the financial advice provided by an Advisor with the firm.

Client Referrals and Other Compensation

Incoming Referrals

DREHER COMPANY, INC. has been fortunate to receive client referrals over the years. The referrals come from various sources such as current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. It is currently DREHER COMPANY, INC.'s policy to provide no compensation to any person or entity for client referrals.

Referrals Out

DREHER COMPANY, INC. does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them.

Other Compensation

Not applicable.

Custody

Account Statements

DREHER COMPANY, INC. does not have custody of any client's assets under management. All assets are held with a qualified custodian. The custodian provides monthly account statements which are mailed directly to the client at the client's address of record or e-mailed to the client's personal e-mail address of record.

Performance Reports

Performance reports are provided to clients on a quarterly basis by DREHER COMPANY, INC. Clients are urged to compare the account statements they receive from their qualified custodian to these performance reports.

Investment Discretion

Discretionary Authority for Trading

DREHER COMPANY, INC. accepts discretionary authority to manage securities accounts on behalf of clients. DREHER COMPANY, INC. has the authority to determine, without obtaining specific client consent, the securities to be bought or sold, and the amount of the securities to be bought or sold. However, DREHER COMPANY, INC. consults with the client prior to each trade to obtain concurrence if a blanket trading authorization has not been given by the client.

Clients are advised of the name of the custodian of their assets prior to the execution of the Advisory Agreement with DREHER COMPANY, INC.

DREHER COMPANY, INC. does not receive any portion of the transaction fees or commissions paid by the client to the custodian on certain trades.

Discretionary trading authority facilitates placing orders for trades in clients accounts on their behalf so that we may promptly implement the investment allocation as directed by each client.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. The client signs a limited power of attorney in our Advisory Agreement and in the custodian account application. These documents provide our firm with the authority to execute transactions appropriate for each client's investment design and objectives.

Voting Client Securities

Proxy Votes

The Client makes the decision to either personally vote proxies for securities held in his/her account(s) or to designate DREHER COMPANY, INC. to vote proxies for securities over which it maintains discretionary authority consistent with its proxy voting policy. This designation is indicated in our Advisory Agreement and in the custodian account application which is executed by the client. A copy of DREHER COMPANY, INC.'s proxy voting policy is available upon request.

Financial Information

Financial Condition

DREHER COMPANY, INC. is not required to furnish a company Balance Sheet because it does not serve as a custodian for client funds or securities, and we do not require prepayment of fees.

DREHER COMPANY, INC. has not been the subject of a bankruptcy petition at any time.

Information Security

Information Security

DREHER COMPANY, INC. maintains an information security program to reduce the risk that personal and confidential information may be breached.

Privacy Notice

DREHER COMPANY, INC. is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from a client may include information about personal finances, information about health to the extent that it is needed for the financial planning process, information about transactions between the client and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help meet a client's personal financial goals.

We will disclose limited information to attorneys, accountants, and mortgage lenders with whom a client has established a relationship, but only with client permission. With permission, we share a limited amount of information about a client with the brokerage/custodial firm holding a client's assets in order to execute securities transactions on their behalf.

We maintain a secure office to ensure that information is not placed at unreasonable risk. We employ a firewall barrier and authentication procedures in our computer environment.

We do not provide personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to a client's personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and a client's personal records as permitted by law.

Personally identifiable information about clients will be maintained while employing DREHER COMPANY, INC.'s services and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify our clients in advance if our privacy policy is expected to change. We deliver a copy of our *Privacy Notice* to our clients annually, as required by law.