

PART 2A OF FORM ADV: FIRM BROCHURE

ITEM 1 COVER PAGE

Gerber, LLC

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September 15, 2011

This brochure provides information about the qualifications and business practices of Gerber, LLC. If you have any questions about the contents of this brochure, please contact us at 614-431-4343 or Erik.Roemer@RaymondJames.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 Gerber, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

ITEM 2 MATERIAL CHANGES

Gerber, LLC has the following material change since its last brochure update April 1, 2011.

- o The fee schedule for private clients has been updated and is detailed in *Item 5 Fees and Compensation section*. In summary, the asset based fee schedule has changed to the following:

First \$5,000,000	0.65%
Next \$5,000,001 to \$10,000,000	0.50%
Over \$10,000,000	0.35%
Minimum Annual Fee	\$6,000 to \$20,000
Maximum Annual Fee	Negotiable

- o The fee schedule for institutional clients has been updated and is detailed in *Item 5 Fees and Compensation section*. In summary:
 - o The minimum annual service fee has increased to the range of \$3,000 to \$6,000
 - o The minimum fee for conversions and implementations has increased to the range of \$500 to \$2,000
- o Clients engaged prior to 4/1/11 may have lower annual minimum fees and are grandfathered into their minimum fee and corresponding fee schedule

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ITEM 4 ADVISORY BUSINESS

Gerber, LLC ("Gerber or Adviser") was founded in 1999 by Randall T. Gerber, and he remains the sole owner. Gerber's mission is to be the trusted source for first generation entrepreneurs seeking the wisdom and guidance they need to find their "WHY" and attain personal, business and financial fulfillment. Through proper, comprehensive financial planning that explores most, if not all financial and lifestyle issues, Gerber helps Clients accumulate, preserve and distribute wealth throughout their journey of realizing their life goals, dreams and aspirations.

Gerber provides services for individuals, pension and profit sharing plans, trusts, estates, charitable organizations, corporations (for-profit and not-for-profit) or other business entities. Gerber focuses on its Clients with the following types of investments:

- o Equity securities (exchange-listed securities, exchange traded funds, securities traded over-the-counter, and foreign issuers)
- o Corporate debt securities
- o Municipal debt securities
- o Certificates of deposit
- o U.S. government securities
- o Investment company securities (variable life insurance, variable annuities, and mutual fund shares)
- o Options contracts on securities
- o Interests in partnerships investing in real estate and oil and gas interests
- o Other investments as applicable to Clients such as partnerships investing in industrial and transportation equipment leasing programs, participating first mortgages, nursing home leasing and cable television stations

Gerber may also give advice on collectibles, hard assets, and commodities.

Advice is tailored to individual Client's needs through interviews with Clients, the collection of relevant information, and detailed financial planning, as applicable.

As of 12/31/11, Gerber had the following in assets under management:

Discretionary	Accounts: 0	Assets: \$0
Non-Discretionary	Accounts: 284	Assets: \$117,947,135
Total	Accounts: 284	Assets: \$117,947,135

PRIVACY NOTICE

Our Promise to You

As a Client of Gerber, you share both personal and financial information with us. Your privacy is important to us, and we are dedicated to safeguarding your personal and financial information. In order to protect your personal information, we maintain physical, electronic and procedural safeguards. Our Privacy Policy restricts the use of Client information and requires that it be held in strict confidence.

Information Provided by Clients

In the normal course of doing business, we typically obtain the following non-public personal information about our Clients:

- o Personal information regarding our Clients' identity such as name, address and social security number
- o Information regarding securities transactions effected by us
- o Client financial information such as net-worth, assets, income, bank account information and account balances
- o Client and family health history

How We Manage and Protect Your Personal Information

We do not sell information about current or former Clients to third parties, nor is it our practice to disclose such information to third parties unless requested to do so by a Client or Client representative (such as entering into an initial financial plan agreement or an annual financial planning advisory agreement) or, if necessary, in order to process a transaction, service an account or as permitted by law. Additionally, to provide an accurate quote or analysis we may share known relevant information with third parties as noted below including, but not limited to, the following:

- Life, health, disability, and long term care carries
 - Health history, medications and dosages, height, weight, date of birth, tobacco use, income, assets and liabilities
- Property and casualty companies
 - Assets, claims history and driving record
- Mortgage and lending companies
 - Date of birth, income, assets and liabilities and credit history/score
- Attorney's
 - Date of birth, income, assets and liabilities, family relationships
- CPAs and Tax Accountants
 - Date of birth, income, assets and liabilities, recent tax returns

Our arrangements with these service providers require them to treat your information as confidential. If you would prefer to opt out of having your relevant personal information provided to these third parties, please contact our office at 614-431-4343.

Special Note for California and Vermont Accounts

Vermont and California law impose additional requirements beyond federal law for residents of those states. Consistent with these laws, we do not share information with third parties for accounts with a primary mailing address in those states except as required or permitted by applicable federal and state law.

Client Notifications

We are required by law to annually provide a notice describing our privacy policy. In addition, we will inform you promptly if there are changes to our policy.

ITEM 5 FEES AND COMPENSATION

CLIENT PLANNING, ADVISORY AND CONSULTING SERVICES

Gerber offers a range of planning, advisory and consulting services to its Individual Private Clients and Corporate Clients. The fees for these services are detailed later in this section. The process of becoming a new Private Client is detailed below.

New Private Client Process

The process of becoming a private Client of Gerber and when compensation is payable is outlined in the following meeting descriptions. Note that some or all of these meetings may take place via the telephone, although the usual preference is to meet in person. The time between each meeting is generally 2 to 3 weeks depending on scheduling flexibility.

Meeting #1: Concept Interview

The purpose of this meeting is to clearly understand and clarify a prospective Client's goals, dreams and aspirations and determines if Gerber is well suited to help them achieve their objectives. In addition, the Client and Gerber mutually determine if there is a personality fit, as well as determine if a long-term trusting relationship between the prospective Client and Gerber can be developed. Once defined, the prospective Client and Gerber will enter into a Financial Planning Agreement, disclosing the items of the engagement and fees to be charged. At the conclusion of the Financial Planning Agreement, the prospective Client may choose to implement some or all of the recommendations from the Financial Plan, and may enter into a separate Investment Advisory Agreement, disclosing the items of the engagement and fees to be charged. (Generally 1 Hour)

Meeting #2: Fact Finder

The purpose of this meeting is to define the prospective Client's unique financial planning needs, quantify those life goals and commit them in written format. An extremely important part of this process is exploring the boundaries, financially and emotionally, of a prospective Client. Documents to be provided to Gerber include, but are not limited to, information on sources of income, assets owned, insurance policies owned, liabilities, wills, trusts, business agreements, tax returns, investments, and personal and family obligations that will assist in preparing the financial plan. In addition, a Risk Tolerance and Personal Data Questionnaire, which is usually provided following the concept interview, is required to be completed to the best of the prospective Client's ability prior to this meeting. (Generally 1 ½ – 2 Hours)

Meeting #3: Presentation

At this meeting recommendations compatible with the goals, objectives and aspirations established during the fact-finding session are provided. Gerber delivers a booklet that includes the written analysis supporting the recommendations. The Financial Plan provides clarity to the items that should be implemented to achieve the stated goals. In addition, Gerber will provide a written Investment Policy Statement (IPS), which will be used to help monitor investments and asset allocation model(s). See page 8 beginning with the bullet point on *Constructing the Initial Financial Plan* for the full scope of services provided to Individual Private Clients. (Generally 1 ½ – 2 Hours) Note that at times there are additional follow up meetings to the plan presentation to ensure complete understanding and conduct analysis based on new information uncovered in the plan presentation meeting. (Generally 1 ½ – 2 Hours)

Meeting #4: Implementation

If the prospective Client decides to proceed with Gerber's advisory services, Gerber will assist you in implementing and coordinating your financial plan at this meeting (or more meetings if necessary). An implementation schedule will be reviewed to determine which steps will be pursued and with whom those steps can be accomplished. Prospective Clients are under no obligation to use Raymond James Financial Services ("RJFS") and/or its affiliates to implement the recommendations and may choose to apply or implement some or all recommendations in any manner, which is most expedient, and in the best interest of

the prospective Client. (Generally 1 Hour)

Meeting #5: Wrap-Up

At this meeting operational issues are discussed and implemented to enhance the client experience. The issues include reviewing how to read statements, selecting how statements are to be sent (electronically or mailed), logging into accounts online, movement of money for withdrawals or deposits, discussing the quarterly review process, and reviewing the Gerber, LLC team members.

(Generally 1 ½ – 2 Hours)

Review Meetings

One of the most important aspects of the entire financial planning process is the review element. Gerber proactively reviews the Client's financial plan on a predefined schedule, which depending on services agreed to, ranges from monthly to annually. See page 28 for the full scope of review services. (Generally 1 – 1½ Hours Each Review)

INDIVIDUAL PRIVATE CLIENTS (ALSO KNOWN AS ENTREPRENEURS, INDIVIDUALS AND FAMILIES)

- Constructing the Initial Financial Plan – The initial financial plan is a written customized document designed to provide the steps necessary to achieve an individual's verbalized goals. These verbalized goals, which may include one or more of the following major aspects of an individual's current financial situation, are analyzed and examined with subsequent strategies and solutions provided in the written plan. The Gerber Private Client Individual Review Meetings Service, as discussed later in *Item 13 Review of Accounts*, is a standardized process providing check-ups and advice to assist Clients in achieving their goals.
- Goals Planning
 - Assist in refining and clarifying financial and non-financial goals
 - Pre-retirement planning
 - Accumulation of assets
 - Construct required savings scenarios
 - Calculate required rate(s) of return
 - Review of social security benefits
 - Written employer sponsored deferred compensation plan evaluation
 - Written pension evaluation
- Post-retirement planning
 - Efficient distribution of assets
 - Analysis of semi-retirement alternatives
 - Required minimum distribution (RMD) calculations/withdrawal strategies
- Education planning
 - Accumulation and efficient distribution of assets
 - Construct required savings scenarios
 - Identify appropriate funding techniques
 - Cash flow integration
 - Asset ownership
- Estate planning (in coordination with legal counsel where relevant)
 - Current document recap and observations
 - Inventory of documents
 - Identify potential strategies to minimize probate
 - Identify potential trusts and strategies to bequeath assets
 - Develop recommendations to reduce estate taxes
 - Develop charitable giving strategies
 - Construct legacy and generational wealth transfer plans
 - Review beneficiary designation wishes
 - Review incapacity issues and needs
 - Family governance
 - Liability management
- Tax planning (in coordination with tax advisor where relevant)
 - Identify potential income tax reduction strategies (forward looking versus backward looking)
 - Provide required minimum distribution (RMD) calculation
 - Review of prior year's tax return, if provided
 - Develop potential strategies to minimize income taxes based on stock option and stock appreciation rights analysis
 - Potential tax reduction and deferral strategies as it relates to investments
 - Coordination with accountant

- Risk management planning
 - Calculate life insurance needs via capital needs scenario and identify solutions if deficiency exists
 - Calculate disability insurance needs and identify solutions if deficiency exists
 - Calculate long term care insurance needs and identify solutions if deficiency exists
 - Written life insurance policy analysis
 - Written disability insurance policy analysis
 - Written long term care insurance policy analysis
 - Liability insurance analysis
- Investment planning
 - Develop cash flow based asset allocation model
 - Construct investment policy statement (IPS)
 - Concentrated asset diversification
- Stock option/restricted stock/stock appreciation rights analysis
 - Price point reallocation strategies
 - Tax preferable strategies
- Cash flow planning
 - Develop strategies to improve cash flow
 - Cash management cost analysis
 - Debt structure review and analysis
 - Financial ratios analysis
 - Liability management
 - Investment property cash flow analysis
- Real estate planning
 - Financial assessment of primary residence
 - Advice on necessary steps to obtain additional property(ies)
 - Evaluation and rate of return of investment property(ies)
 - 1031 exchange considerations
- Consulting service to business owners of closely held businesses – Identify and address issues to improve the overall profitability within the business (These services can be a stand alone service with fees generally ranging from \$6,000 to \$12,000 annually)
 - Exit versus Lifestyle Business (define and/or redefine)
 - Integration of Business Mission Statement with Personal Goals
 - Business Needs Checklist (Capital structure, staffing considerations process and procedure review)
 - Key Performance Indicators Creation (profit driver construction, liquidity analysis, etc.)
 - Written Business Plan
 - Qualified Plan Design
 - Succession Agreement
 - Business succession planning (i.e. buy/sell agreement)
 - Financial Reporting
 - Corporate Debt
 - Personal Capitalization and Income – Asset Allocation By Value
 - Personal Capitalization and Income – Asset Allocation By Income Source
 - Advisor Review (Legal, Accounting, Tax, Insurance, Advisory Board)
 - Company Benefits (Benefit Plans, Key Employee Compensation, Health Insurance, Etc.)
- Other mutually agreed upon financial planning analysis, strategies or services
 - Facilitating the implementation of the recommendations according to the Financial Plan
 - Monitoring the achievement of the goals according to the Financial Plan

- o Screening, selecting and reviewing investments for their appropriateness within the asset allocation model(s) according to the investment policy statement
- o Coordinating relevant planning issues with other advisors (CPAs, Attorneys, etc.)
- o Consulting and disclosing information with third parties (i.e. health history to a life insurance carrier to produce quotes and analysis)

FEES FOR PRIVATE CLIENTS

Initial Comprehensive Financial Plan Fees

The one-time fee for the construction of the Initial Financial Plan generally ranges from \$4,000 - \$12,000, is negotiable depending on the depth of the analysis, and is usually determined by the conclusion of the fact-finding meeting.

Private Client Individual Financial Planning Services (Review Meetings) Fees

The ongoing private Client individual financial planning services annual **minimum** fee generally ranges from \$6,000 - \$20,000, is negotiable depending on the depth of the analysis, and is usually determined by the conclusion of the fact-finding meeting. Note that clients engaged prior to 4/1/11 may have lower annual minimum fees. The services Gerber includes in the minimum fee are listed in the Private Client Individual Review Meetings Services section below in *Item 13 Review of Accounts*. Any fees generated from the management of investment assets are considered investment fees and are charged based on the schedule illustrated in the Asset Management Service Fee section below. These investment asset management fees will offset the minimum financial planning services fees until the minimum agreed financial planning fee is reached. Any fees above the minimum financial planning fee are considered to be investment management fees.

Fees are billed in arrears. These fees may be assessed at a flat or blended rate. It is possible that a Client of Gerber may pay more or less for similar services than another Client in a different location. In the unlikely event Gerber has determined it is necessary to charge an hourly fee, the hourly fee range is \$200 - \$500 based on the complexity and scope of the Client request.

In the unfortunate event where our married clients divorce, the subsequent additional work involved outside the scope of our routine services will be billed at a rate of \$300 per hour.

Should a Client choose to implement the recommendations contained in the financial plan, Investment Advisor Representatives (IARs) generally make recommendations with respect to products and services offered by RJFS and its affiliates. However, the decision to implement any recommendation rests exclusively with the Client, and the Client has no obligation to implement any such recommendations through RJFS or its affiliates.

You may terminate the financial planning agreement within the first five (5) days of the execution of the agreement without penalty. The Client may terminate the agreement by notifying in writing the cancellation of the agreement to our Columbus, Ohio address:

Gerber, LLC
450 West Wilson Bridge Rd, Suite 100
Worthington, OH 43085

Asset Management Service (AMS) Fees

Investment Management Program for Advisory Clients (IMPAC)

Account minimum: \$25,000

IMPAC is a fee based account, offered and administered through RJFS, in which the Client is provided with ongoing investment advice and monitoring of securities holdings. The investment adviser representative (IAR) will manage the account on a non-discretionary basis according to the Client's objectives. Equity trades will have a \$30 transaction charge while Options, Bonds and Preferred Stocks will have a \$50 transaction charge paid to the broker-dealer. Mutual Fund purchases may be subject to a \$30 transaction charge. Mutual funds incur expenses for portfolio management services and fund administrative services. These

expenses are disclosed in the mutual fund prospectus. Periodic Investments (PIPs), Systematic Withdrawals (SWPs), Exchanges, and mutual fund liquidations are exempt from transaction charges.

Fee Schedule for IMPAC:

First \$5,000,000	0.65%
Next \$5,000,001 to \$10,000,000	0.50%
Over \$10,000,000	0.35%
Minimum Annual Fee	\$6,000 to \$20,000
Maximum Annual Fee	Negotiable

The annual asset-based fee is paid quarterly in arrears, as outlined in the Investment Advisory Agreement. This asset based fee that is billed in arrears is calculated on the account asset value on the last business day of the quarter for the previous quarter. Client authorizes and directs Raymond James & Associates, Inc. ("RJA") as Custodian to deduct asset-based fees from the Client's account; Client further authorizes and directs the Custodian to send a quarterly statement to the Client which shows all amounts disbursed from Client's account, including fees paid to Gerber. Client understands that the brokerage statement will show the amount of the asset-based fee, the value of the assets on which the fee was based, and the specific manner in which the fee was calculated.

In addition to the foregoing transaction charge, the Client will incur a charge in the amount of \$4.00 per transaction for handling and postage charges. The Client may also incur charges for other account services provided by RJA not directly related to the execution and clearing of transactions including, but not limited to, IRA custodial fees, safekeeping fees, interest charges on margin loans, and fees for legal or courtesy transfers of securities.

The Investment Management Agreement may be terminated by the Client or Gerber at any time upon providing written notice pursuant to the provisions of the Investment Management Agreement. There is no penalty for terminating the Client's account. Upon termination, the Client will receive a refund of the portion of the prepaid asset-based fee which is not utilized for accounts billed in advance. For accounts billed in arrears, the Client may be charged a fee pursuant to the number of days the account was managed for the current quarter. Gerber will not accept instructions to terminate the Agreement unless such instructions are provided in writing by Client.

ADDITIONAL DISCLOSURES ABOUT AMS PROGRAMS:

Investment of Cash Reserves

With respect to cash reserves of advisory Client accounts, the Custodian of the account assets will determine where cash reserves are held. The Custodian may offer one or multiple options to different account types (such as non-taxable and managed accounts). In addition, the Custodian may, among other things, consider terms and conditions, risks and features, conflicts of interest, current interest rates, the manner by which future interest rates will be determined, and the nature and extent of insurance coverage (such as deposit protection from the Federal Deposit Insurance Corporation and the Securities Investor Protection Corporation). The Custodian may change an investment option at any time by providing the Client with thirty (30) days advance written notice of such change, modification or amendment. As of October 2008, Cash Sweep Options include the Raymond James Bank Deposit Program ("RJBDP"), the Credit Interest Program ("CIP") sponsored by RJA, and the Heritage Cash Trust, including the money-market and municipal money-market fund, or any combination thereof.

Raymond James Bank is an affiliate of Raymond James, and offers a similar interest rate to the yield on Heritage Cash Trust and the CIP, but generally earns more than the interest it pays on such balances. The Heritage Cash Trust money-market and municipal money-market fund both pay Heritage Asset Management, Inc. (also an affiliate) a fee for investment management and administrative services. Raymond

James & Associates generally earns a higher rate of interest on CIP balances than the interest rate it pays on such balances. The income earned by Heritage Asset Management and RJA is in addition to the asset-based fees that RJFS receives from these accounts.

Where an unaffiliated third party acts as Custodian of account assets, Client and/or the Custodian will determine where cash reserves are held.

Cash balances arising from the sale of securities, redemptions of debt securities, dividend and interest payments and funds received from customers are invested automatically on a daily basis. When securities are sold, funds are deposited on the day after settlement date. Funds placed in a Client's account by personal check usually will not be invested until the second business day following the day that the deposit is credited to the Client's account. Due to the foregoing practices, RJA may obtain federal funds prior to the date that deposits are credited to Client accounts and thus may realize some benefit because of the delay in investing such funds.

For further information please refer to the Cash Sweep Options disclosure statement, a copy of which can be obtained from Gerber, or is available on the Raymond James public website, www.raymondjames.com.

Cash Rule Conflict

Participants in the IMPAC program with cash or money market investments will not be included in the value of Client's account for fee purposes. This fee billing provision is intended to equitably assess advisory fees to Client assets for which an ongoing advisory service is being provided, and the exclusion of cash from the advisory fee is intended to benefit Clients holding substantial cash balances (as a percentage of the total individual account value) for an extended period of time. However, this provision may pose a financial disincentive to an investment adviser representative (IAR), as the portion of cash or money market investments will not be included in the asset-based fee charged to the account. This may cause an IAR to reallocate a Client account from cash or money market investments to advisory fee eligible investments in order to avoid the application of this provision and therefore receive a fee on the full asset value in a Client's account(s).

Participants in the IMPAC program may be entitled to a discounted asset-based fee if they maintain one or more related accounts within these programs.

It is the Client's responsibility to include all Related Accounts for purposes of qualifying for an aggregated account fee discount. While Gerber may attempt to identify related accounts, it shall not be held responsible for failing to consider any related accounts not listed by the Client.

For non-IRA/ERISA IMPAC accounts, the Client's IAR may elect to absorb all or a portion of the Processing Fee, if any, but not less than 10% per trade. Certain open-end mutual funds which may be acquired by Clients, may, in addition to assessing management fees, internally assess a distribution fee pursuant to section 12(b)-1 of the Investment Company Act of 1940, or an administrative or service fee ("trail"). Such fees are included in the calculation of operating expenses of a mutual fund and are disclosed in the fund prospectus. If received by the firm, these fees will be used to offset Advisory Fees incurred by the Client. However, if the IAR elects to absorb at least 10% of the Processing Fees in *non*-IRA/ERISA accounts, they may also elect to receive trails paid by the fund company, if any, to defray the cost of the Processing Fees they absorb. If such an election is made, there may be a conflict of interest where the IAR may have an incentive to absorb a portion or all of the Processing Fees in consideration of the actual or anticipated trails they will receive.

Clients should understand that the annual advisory fees charged in the IMPAC program are in addition to the management fees and operating expenses charged by open-end, closed-end and exchange-traded funds. To the extent that a Client intends to hold fund shares for an extended period of time, it may be more economical for the Client to purchase fund shares outside of these programs. Clients may be able to purchase mutual funds directly from their respective fund families without incurring the Gerber advisory fee.

When purchasing directly from fund families, Clients may incur a front- or back-end sales charge.

Clients should also understand that the shares of certain mutual funds offered in these programs may impose short-term trading charges (typically 1%-2% of the amount originally invested) for redemptions generally made within short periods of time. These short-term charges are imposed by the funds (and not Gerber) to deter “market timers” who trade actively in fund shares. Clients should consider these short-term trading charges when selecting the program and/or mutual funds in which they invest. These charges, as well as operating expenses and management fees, which may increase the overall cost to the Client by 1%-2% (or more), are available in each fund’s prospectus.

A Client’s total cost of each of the services provided through these programs, if purchased separately, could be more or less than the costs of each respective program. Cost factors may include the Client’s ability to:

- o Obtain the services provided within the programs separately with respect to the selection of mutual funds,
- o Invest and rebalance the selected mutual funds without the payment of a sales charge, and
- o Obtain performance reporting comparable to those provided within each program.

When making cost comparisons, Clients should be aware that the combination of multiple mutual fund investments, advisory services, custodial and brokerage services available through each program may not be available separately or may require multiple accounts, documentation and fees. If an account is actively traded or the Client otherwise may not qualify for reduced sales charges for fund purchases, the fees may be less expensive than separately paying the sales charges and advisory fees. If an account is not actively traded or the Client otherwise would qualify for reduced sales charges, the fees in these programs may be more expensive than if utilized separately.

The Client’s financial advisor may have a financial incentive to recommend a fee-based advisory program rather than paying for investment advisory services, brokerage, performance reporting and other services separately. A portion of the annual advisory fee is paid to the Client’s financial advisor, which may be more than the financial advisor would receive under an alternative program offering or if the Client paid for these services separately. Therefore, the Client’s financial advisor may have a financial incentive to recommend a particular account program over another. Financial advisors do not receive a financial incentive to recommend and sell proprietary mutual funds versus non-proprietary funds. However, because compensation structures vary by product type, financial advisors may receive higher compensation for certain product types. In addition, your financial advisor may receive incentive compensation for utilizing a particular account program.

The Gerber believes the charges and fees offered within each fee-based program are competitive with alternative programs available through other firms and/or investment sources, yet makes no guarantee that the aggregate cost of a particular program is lower than that which may be available elsewhere.

Clients that terminate the advisory agreement(s) within the first five (5) business days of entering into the advisory agreement will have any advisory fees that were charged refunded back to them. All above quoted fees may be negotiated, except the minimum fees, within the stated fee schedule; however certain circumstances may dictate an exception from the set range.

Raymond James Consulting Services

Raymond James Consulting Services (“RJCS”), a division of RJA, selects portfolio managers (“sub-advisers”) for the RJCS program, establishes custodial facilities, monitors performance of Client accounts, provides Clients with accounting and other administrative services and assists portfolio managers with certain trading activities. Based upon the Client’s financial needs and investment objectives, the IAP assists the Client in selecting the appropriate sub-adviser(s). The Investment Management Agreement is solely between RJA and the Client, and there is no direct agreement between the sub-adviser and the Client. Clients may contact the

sub-adviser, but generally do so through their IAR or the RJCS Client Services Department.

There generally is a minimum investment of \$100,000 for all equity and balanced accounts, and \$200,000 to \$350,000 depending on the fixed income manager selected.

RJA negotiates with sub-advisers the management fee payable to sub-adviser, based on factors including, but not limited to:

- o The sub-adviser's assets under management in the RJCS program
- o Average number of portfolio holdings
- o Average annual turnover
- o Anticipated sales and administrative service levels
- o And others factors

The management fee payable to sub-advisers is typically 0.40% - 0.50% for equity and balanced accounts, and 0.25% - 0.30% for fixed income accounts, but may be lower due to incremental rate negotiation.

Although the basis of RJA's recommendation of sub-advisers is not based on this negotiated management fee, a conflict may exist due to the potential incentive RJA may have to recommend a sub-adviser(s) with a lower management fee.

Employees of RJA or its affiliates are entitled to lower management fee arrangements for their personal accounts.

The annual asset-based fee is paid quarterly in advance. When an account is opened, the asset based fee is billed for the remainder of the current billing period and is based on the initial contribution. Thereafter, the quarterly asset-based fee is paid in advance, is based on the account asset value on the last business day of the previous calendar quarter, and becomes due the following business day. Client authorizes and directs RJA as Custodian to deduct asset-based fees from the Client's account; Client further authorizes and directs the Custodian to send a quarterly statement to the Client which shows all amounts disbursed from Client's account, including fees paid to Raymond James Financial Services & Associates (RJFSA).

For the RJCS program, the all-inclusive wrap fees are set integrated with the *Investment Management Program for Advisory Clients (IMPAC)* as noted in the Asset Management Service Fees section on page 11 and 12 of this document. In other words, if the sub-advisor, clearing and management fees total 0.50% and the Client's assets under management total \$2,000,000, Gerber will charge an asset based fee of 0.65% and the Client's fee under this program would total 1.15%.

Clients may also incur charges for other account services provided by RJFSA not directly related to the execution and clearing of transactions including, but not limited to, IRA custodial fees, safekeeping fees, and fees for legal or courtesy transfers of securities.

The Investment Management Agreement may be terminated by the Client or RJFSA at any time upon providing written notice pursuant to the provisions of the Investment Management Agreement. There is no penalty for terminating the Client's account. Upon termination, the Client will receive a refund of the portion of the prepaid asset-based fee which is not utilized. RJFSA will not accept instructions to terminate the Agreement unless such instructions are provided in writing by Client.

IARs may receive other forms of compensation as a part of business activities unrelated to the Adviser. These activities may create a conflict for the IAR. However, Gerber has policies and procedures in place to recognize and appropriately deal with any conflicts that arise between the IAR's multiple capacities. These activities are discussed in *Item 10 Other Financial Industry Activities and Affiliations*.

INSTITUTIONAL

New Institutional Client Process for Retirement Plans

The process of becoming a corporate Client for retirement plans of Gerber is outlined below. Note that some or all of these meetings may take place via the telephone, although the preference is to meet in person. Note that certain meetings may be combined and do not necessarily have to be separate. The fees for these services are detailed later in this section.

Meeting #1: Concept Interview

The purpose of this meeting is to clearly understand and clarify a prospective Client's objectives for establishing a retirement plan and determine if Gerber is well suited to help achieve these objectives. In addition, the Client and Gerber mutually determine if there is an opportunity to develop a constructive, mutually successful business relationship. (Generally 1 Hour)

Meeting #2: Fact Finder

The purpose of this meeting is to define the prospective Client's unique retirement plan needs and goals and commit them in written format. Documents to be provided to Gerber include, but are not limited to, the company's census information and current plan documents, if applicable, which will be used designing the proper retirement plan. In addition, a profiling questionnaire, which is mailed following the concept interview, is required to be completed to the best of the prospective Client's ability prior to this meeting. (Generally 1 ½ – 2 Hours)

Meeting #3: Presentation

At this meeting recommendations compatible with the goals, objectives and aspirations established during the fact-finding session are provided. Gerber delivers a proposal that includes the written analysis supporting the recommendations. In addition, Gerber will provide a written Investment Policy Statement (IPS), which will be used to help monitor the retirement plans investments. See the bullet point on Designing, installing and monitoring qualified retirement plan services (401(k), Profit Sharing, SIMPLE IRA, etc.) on page 10 for the full scope of services provided to corporate Clients. (1 ½ – 2 Hours)

Meeting #4: Implementation

If the prospective Client decides to proceed with Gerber's retirement plan recommendation and/or retirement advisory services, Gerber will assist in implementing and coordinating the plan at this meeting (or more meetings if necessary). An implementation schedule, describing the required action steps and the party responsible for the completion of those steps, will be reviewed and agreed upon. (Generally 1 Hour)

On-going Institutional Services for Retirement Plans

- o **Investment Information (Fiduciary Services)**
- o **Employee Communications and Education (Non-Fiduciary Services)**
- o **Consultative Services (Non-Fiduciary Services)**
- o **Miscellaneous Services (Non-Fiduciary Services)**

INSTITUTIONAL: RETIREMENT PLAN

Constructing and Designing the Retirement Plan (401(k), Profit Sharing, SIMPLE IRA, etc.) – The initial plan design is a written customized document designed to provide the steps necessary to achieve the company's verbalized goals. These verbalized goals are analyzed and examined with subsequent strategies and solutions provided in the written plan. In addition the written plan will address the following aspects to help achieve a successful retirement plan for the Client and employees of the Client. The Gerber Retirement Client Review Meetings Service, as discussed later in *Item 13 Review of Accounts*, is a standardized process providing check-ups and advice assisting Client's in achieving their goals, which follows along with these bullet points.

- Employee Meeting and Ongoing Investment Education
 - Conduct participant enrollment meetings
 - Provide ongoing investment education for participants regarding the Plan's investments
 - Provide information and education in response to participant inquiries
 - Gerber will not provide investment advice to participants and is not a "fiduciary advisor" as defined in ERISA
- Education update meetings for participant employees
- Reinforcement of investment concepts and financial planning strategies
- Overview of economy and financial markets
- Legislative changes
- Plan review – Minimizes the liability with plan sponsor and ensures the effectiveness of the plan is maximized as it relates to the stated objectives by providing analysis, strategies and/or solutions with regard to the following:
 - Appropriateness of plan design based on current and perceived needs
 - Plan metrics
 - Investment policy statement (IPS) review
 - Investment performance review
 - Commentary on legislative issues and trends impacting the plan
 - 404(c) compliance
- Investment monitoring
- On-going review of plan investments and model portfolios
- Group financial planning seminars (Additional negotiable fees may apply)
- Optional seminars on planning topics such as estate, insurance, etc.
- Individualized financial advisory services (Additional negotiable fees may apply)
- Optional financial planning services for individual including estate, insurance, education, retirement, tax and cash flow planning
- Consult and coordinate on relevant planning issues with other advisors (CPAs, Attorneys, etc.)
- General services

Gerber will assist the individual in those areas in which it is competent to advise, and will assist the Client during the implementation of any recommendations provided. However, within certain disciplines the services required by the Client may be beyond the scope of Gerber's expertise or Gerber may not be licensed to provide the requisite advice. Subsequently, Gerber will refer to other practicing professionals (CPAs, Attorneys, etc.) whose services may be required. Gerber will generally attempt to facilitate the relationship and services of these practicing professionals versus simply referring services. Additionally, Gerber will generally attempt to coordinate relevant planning issues with these practicing professionals.

INSTITUTIONAL FEES FOR RETIREMENT PLANS

Qualified and Non-Qualified Retirement Plan Fees

The annual fees (billed quarterly in arrears) for our Retirement Plan Clients will generally range from 0.20% - 1.50% based on the assets in the plan and can be blended or a flat fee. These fees are negotiable. Fees paid to Gerber for advice on the selection of mutual funds are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. In regards to the education update sessions, the

following table illustrates the number of sessions included in the fee:

MINIMUM FEE

The ongoing minimum annual fee for Institutional clients generally ranges from \$3,000 - \$6,000, is negotiable depending on the depth of services to be provided.

Update Sessions

If you choose to provide additional education sessions, the amount of the fees generally will be subject to a minimum of \$750.00 plus travel costs, but are negotiable. Fees can be billed to the plan sponsor or the plan consistent with the Department of Labor (DOL) and Internal Revenue Service (IRS) guidelines.

Plan Conversions and Implementations

The fees for converting retirement plans generally range from \$500 to \$2,000, depending on Client needs, are negotiable, but generally subject to a \$500 minimum.

Seminars

Additionally, advice may be rendered regarding financial planning and/or securities through seminars. Such seminars may be used as an introduction to the financial planning process as noted above. Custom quotes will be provided.

ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Gerber does not have performance - based fees or utilize side-by-side management. The only fees charged to Clients are noted in *Item 5 Fees and Compensation* and *Item 13 Review of Accounts*, as applicable.

ITEM 7 TYPES OF CLIENTS

Gerber has the following types of Clients:

- Individuals
- Trusts
- Estates
- Charitable Organizations
- Corporations (for-profit and not-for-profit)
- Pension and Profit Sharing Plans

ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

METHOD OF ANALYSIS

Gerber uses the following methods of analysis in its Client accounts:

- o Fundamental
- o Charting
- o Technical
- o Cyclical

Fundamental analysis and charting deal with the examination of all the material factors of the security, the company, industry in which the company operates, and the economy while technical analysis and cycles deal with the examination of the supply and demand of the securities as evidenced by market activity. The potential risks of using Fundamental/Charting are that the IAR is utilizing historical information, which may not predict the future outcome of a security. The potential risks of using Technical/Cyclical are the quality of the information being utilized to support the analysis and no expectation of a change to a cycle.

Gerber obtains research from several sources including Raymond James, Morningstar, and others as necessary. Research consists of:

- o Financial newspapers and magazines
- o Inspections of corporate activities
- o Corporate ratings services
- o Company press releases
- o Annual reports, prospectuses, and other filings with the Securities Exchange Commission

Asset Management Services (AMS) via Raymond James Consulting Services (RJCS) Manager Research & Due Diligence

Clients are provided standardized information on each sub-adviser prior to entering into the Investment Management Agreement. Potential sub-advisers are considered for the program if they meet the following:

- o A well-defined investment style
- o Proven past performance results
- o Consistency of portfolio returns
- o Risks taken within acceptable bounds of investment objectives
- o Complementary philosophy of the manager with the existing managers.

Other factors considered in the screening process include:

- o Low turnover of personnel
- o In-depth interviews with top personnel
- o Personal visit to the investment manager's office
- o Size of the firm
- o Review of the firm's current ADV
- o No naked options, short sales or futures
- o And a cooperative, open attitude.

After a Manager has been selected to participate in the Raymond James Consulting Services (RJCS) program, Raymond James enters into a sub-advisory agreement with the Manager to provide discretionary investment management services upon their selection by a Client. AMS Manager Research & Due Diligence conducts a continuous, detailed analysis of the Manager's portfolio(s). This analysis includes performance calculations, peer comparisons, and examination of portfolio characteristics and holdings. AMS Manager

Research & Due Diligence's goal is to ensure the Manager maintains adherence to their investment discipline while providing Clients with quality investment decisions. The Manager must annually complete an in-depth questionnaire which provides detailed information about their organization and the products that they offer. Further, an on-site visit is performed periodically to interview the firm's stock selector(s), analysts, and operations & Client services personnel. Additionally, conference calls are periodically conducted between onsite visits. These calls are held with the key investment professionals of the firm and emphasize the Managers' perspectives on current events, issues, and market conditions.

Performance information provided to Raymond James by Managers is reviewed by AMS Manager Research & Due Diligence and compared to publicly available sources for reasonableness, and is believed to be reliable. However, Manager-provided performance has not been independently verified by Raymond James and therefore its accuracy cannot be guaranteed. For all performance analysis provided to Clients, AMS generally requires that Managers utilize GIPS (Global Investment Performance Standards, as set forth by the CFA Institute), for confidence in performance calculation methodology, but the information is not presented by Raymond James in GIPS format. AMS Manager Research & Due Diligence reviews and monitors performance of Client accounts and compares this performance to the respective Manager's applicable composite performance returns reported to third party consulting and database services to ensure uniform application of the Manager's investment style and identify and reconcile performance dispersion, if any.

In the event AMS changes its opinion of a Manager such that it is no longer able to recommend that Manager as a sub-advisor in the RJCS program, the Client will be notified and asked to select a new Manager. In the event the Client wishes to retain a Manager against the recommendation of AMS, Raymond James may terminate the Investment Management Agreement. Raymond James' duties will not include any discretionary authority the purchase and sale of securities for the Client's account(s). The Investment Management Agreement is exclusively between Raymond James and the Client, and there is no direct agreement between the Manager and the Client. Clients may contact the Manager, but generally do so through their financial advisor or the AMS Client Services department.

There generally is a minimum investment of \$100,000 for equity and balanced accounts, and \$200,000 to \$350,000 for most fixed income accounts. Certain Managers may have a higher minimum investment.

Upon the selection of the Manager and investment discipline by the Client, the Client authorizes the Manager as sub-advisor to assume all investment duties with respect to assets held in the Client's RJCS account and to exercise sole investment authority with respect to such assets. The Manager will thereafter invest and reinvest the assets of each account in such stocks, bonds, or other property of any kind as it deems is in the best interest of the Client in order to achieve the investment objective(s) identified by the Client, without regard to holding period, portfolio turnover or resulting gain or loss.

Clients should be aware that the investment discipline offered by Managers through the RJCS program may be branded under a different name than the same discipline(s) offered through another firm's separately managed account ("SMA") program.

INVESTMENT STRATEGIES

Gerber typically employs the following types of investment strategies:

- Long term purchases (held for more than a year)
- Short term purchases (held for less than a year)
- Trading (securities sold within 30 days)
- Margin transactions
- Option writing on securities

Clients investing in securities should be aware of the risks involved. Each investment strategy may entail

unique risks including the possibility of incurring a loss. In a long term investment strategy, returns may be adversely affected by market downturns or inflation. A short term investment strategy is susceptible to current market volatility. An active trading strategy may incur additional transaction costs and taxes and affect investment performance. Margin transactions could be subject to maintenance margin requirements, and margin loans must be repaid regardless of the underlying value of the securities purchased. Option writing has several kinds of risks. An options holder may risk the entire amount paid for the option. An options writer may be assigned the option at any time during which the option is exercisable. Losses in options contracts may be significant.

Gerber focuses primarily on the following types of investments:

- Equity securities (exchange-listed securities, securities traded over-the-counter, and foreign issuers)
- Corporate debt securities
- Certificates of deposit
- Municipal securities
- Investment company securities (variable life insurance, variable annuities, and mutual fund shares)
- U.S. government securities
- Options contracts on securities
- Interests in partnerships investing in real estate and oil and gas interests
- Other investments as applicable to Clients such as partnerships investing in industrial and transportation equipment leasing programs, participating first mortgages, nursing home leasing and cable television stations

Gerber may also give advice on collectibles, hard assets, and commodities.

ITEM 9 DISCIPLINARY INFORMATION

Gerber and its IARs do not have any disciplinary history.

ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Associated persons of the Adviser may be registered representatives of Raymond James Financial Services (RJFS), member FINRA/SIPC, which is a wholly owned subsidiary of Raymond James Financial, Inc. As registered representatives, associated persons act as broker or agent and effect securities transactions for compensation. They may also recommend, buy, or sell for themselves securities that they have a financial interest or recommend to Clients. In addition, they are involved in the sale of various insurance products. The time spent in such capacities varies from individual to individual.

If Clients act upon IAR advice and choose to use one of applicant's affiliates as a money manager, Custodian or purchasing insurance, applicant may receive compensation in the form of commissions from the affiliate. If a Client chooses to use an IAR in his individual capacity as an insurance agent, the individual IAR will receive a commission. Additionally, if a Client purchases a mutual fund containing a 12b-1 fee, the adviser and representative may receive such fee. The adviser from time to time may issue special reports, charts, graphs, and similar informational materials to Clients. It may also offer investment advice in manners not described above. Fees for such services are disclosed in the disclosure documents provided to the Client.

RJFS clears its securities transactions on a fully disclosed basis through Raymond James and Associates, Inc. (member NYSE), which is a wholly owned subsidiary of Raymond James Financial, Inc. Notwithstanding the fact that principals and associates of the adviser may be registered representatives of RJFS, the adviser is solely responsible for investment advice rendered. Advisory services are provided separately and independently of the broker-dealer.

From time to time Gerber may receive compensation in the form of sponsorship fees for seminars, meetings or conferences from product sponsors such as limited partnerships, mutual funds, insurance companies and annuity sponsors. Such sponsorship fees generally entitle the sponsor to an allotted presentation to representatives of RJFS.

Gerber has entered into a General Partnership Agreement (the "Agreement") with Financial Advisors, Resources, LLC (FAR). Under the terms of the Agreement, Gerber pays its proportionate share of monies for commercial office space, utilities, receptionist services and computer and hardware main frame systems.

ITEM 11 CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

The Advisers Act of 1940 imposes a fiduciary duty on investment advisers. As a fiduciary, Gerber has a duty of utmost good faith to act solely in the best interests of each of our Clients. Our fiduciary duty compels all employees to act with the utmost integrity in all of our dealings. This fiduciary duty is the core principle underlying this Code of Ethics and Personal Trading Policy, and represents the expected basis of all of our dealings with our Clients. A complete written copy of Gerber's Code of Ethics and Personal Trading Policy may be requested by contacting Gerber at the following address:

Gerber, LLC
450 West Wilson Bridge Rd, Suite100
Columbus, OH 43085

IARs may also recommend, buy, or sell for themselves securities that they have a financial interest or recommend to Clients. This may create a conflict of interest between Gerber and Clients. However, Gerber has put policies into place to ensure that the Client's interests always come first.

ITEM 12 BROKERAGE PRACTICES

Gerber currently uses RJA as its Custodian. Clients may use a Custodian of their choice and have no obligation to utilize RJFS. However, the Gerber may not accept the account if the Client chooses another Custodian.

The Custodian may have their own fee and cost schedules they are entitled to as a Custodian of the account. These fees and costs are completely independent of Gerber, and Gerber does not receive any portion of these collected costs. The execution and clearing fees are listed below. (Note that the custodian has additional fees depending the service, such as a \$25 wire fee or \$100 fee to close out an IRA.)

Schedule of Charges for Execution and Clearing of Transactions in an IMPAC Account

Security Type	Processing Fee
Exchange Traded Equities: Listed and OTC	\$30.00
Close End Mutual Funds	\$30.00
Exchange Traded Funds	\$30.00
Mutual Funds	\$30.00
Stock: Listed and OTC	\$30.00
Preferred Stocks	\$30.00
Options	\$50.00
Bonds: Government, Corporate, Municipal & Mortgage Backed	\$50.00

Effective March 1, 2011 select fund companies have agreed to pay RJFS administrative fees in consideration for RJFS's waiver of the above \$30 Processing Fee on certain mutual fund purchases ("Participating Funds"). You may request a list of Participating Funds from Gerber.

In addition to the forgoing transaction charge, Client may incur a nominal charge per transaction for handling and postage. Client may also incur charges for other account services provided by RJFS through RJA not directly related to the execution and clearing of transactions including, but not limited to, IRA custodial fees, safekeeping fees, interest charges on margin loans, and fees for legal or courtesy transfers of securities.

Certain of the open-end mutual funds, which may be acquired in Client's IMPAC account, may in addition to assessing management fees, internally assess a distribution fee pursuant to section 12(b)-1 of the Investment Company Act of 1940 as amended, or an administrative or service fee. RJFS may be eligible, or may subsequently become eligible to receive such fees which generally equal 0.25%, or exceed that amount, each year of the mutual fund account balance. These fees may be used to offset Processing or Advisory fees incurred by Client Adviser, or RJFS and affiliates. Such fees are included in the calculation of operating expenses of a mutual fund, and the existence of such fees is disclosed in the prospectus for each mutual fund. Additionally, Client understands that no-load funds may be transacted directly with the sponsoring fund organization with no transaction or processing fee.

Client should be aware that all mutual funds incur expenses for portfolio management services and fund administrative services. Internal expenses of bond funds tend to be lower than for equity funds. These internal fees are disclosed in the mutual fund prospectus. The advisory fee charged pursuant to an Agreement will be in addition to mutual fund internal expenses. A portion of the annual advisory fee charged by Adviser is paid to RJFS for administration of the account. Client understands that Adviser will not share in any transaction charges paid by Client to RJFS. Said charges are not commissions but are charged solely to defray the expenses incurred in facilitating the execution and clearing of Client's portfolio transactions. In certain circumstances the actual expense incurred by RJFS for any given transaction may be less than or greater than the stipulated charge paid by Client pursuant to this schedule.

ITEM 13 REVIEW OF ACCOUNTS

PRIVATE CLIENT INDIVIDUAL REVIEW MEETINGS SERVICES

Client relationships that generate minimum annual fee revenue of \$6,000 are offered to have a formal review at least three to four times annually. Every review meeting Gerber will analyze and make recommendations regarding the individual security performance, the appropriateness of the asset allocation relative to the Client's risk tolerance and income needs as well as rebalancing the composite portfolio to the agreed upon asset allocation. In addition, the combination of review meetings conducted throughout the year will analyze and/or provide commentary on the following per Client relevant issues:

1st Quarter Focus

- o Overall goals review
- o Pre-retirement planning
 - o Accumulation of assets
 - o Required savings scenarios and stress tested via Monte Carlo simulations
 - o Required rate of return
 - o Social security benefits
 - o Employer sponsored deferred compensation plan
 - o Pension plan
- o Post-retirement planning
 - o Efficient distribution of assets
 - o Analysis of semi-retirement alternatives
 - o Required minimum distribution calculations
- o Education planning
 - o Accumulation and efficient distribution of assets
 - o Required savings scenarios
 - o Appropriate funding techniques
 - o Cash flow integration
 - o Asset ownership
- o Risk management planning
 - o Life insurance needs via capital needs scenario
 - o Disability insurance needs
 - o Long term care insurance needs
 - o Liability insurance analysis
- o Real estate planning
 - o Financial assessment of primary residence
 - o Steps to obtain additional property(ies)
 - o Investment property(ies)
 - o 1031 exchange considerations
 - o Rate of return on real estate portfolio
- o Other mutually agreed upon financial planning analysis/strategies or services

2nd/3rd Quarter Focus

- o Cash flow planning
 - o Strategies to improve cash flow
 - o Cash management cost analysis
 - o Debt structure
 - o Financial ratios analysis

- o Liability management
- o Investment property cash flow analysis
- o Estate planning (in coordination with legal counsel where relevant)
 - o Current document recap and observations
 - o Proper document inventory
 - o Strategies to minimize probate
 - o Strategies to bequeath assets
 - o Estate tax reduction strategies
 - o Charitable giving strategies
 - o Legacy and generational wealth transfer plans
 - o Family governance
 - o Liability management
 - o Beneficiary designations
- o Parental Issues
 - o Long term care planning
- o Business Issues for Entrepreneurs
 - o Business value
 - o Exit Strategies

4th Quarter Focus

- o Tax planning (in coordination with tax advisor where relevant)
 - o Income tax reduction strategies (forward looking versus backward looking)
 - o Required minimum distribution (RMD) calculation
 - o Strategies to minimize income taxes based on stock option and stock appreciation rights analysis
 - o Potential tax reduction and deferral strategies as it relates to investments
 - o Coordination with accountant
- o Stock option/restricted stock analysis
 - o Price point reallocation strategies
 - o Tax preferable strategies

All Standard Review Meetings

- o Investment advisory
 - o Investment policy statement (IPS) review
 - o Asset reallocation
 - o Risk tolerance review
- o Review outstanding or pending action items from previous meeting
- o Specific analysis requested by Client, not normally reviewed in that quarter
- o Unique analysis or calculation required by the Client
- o Will consult with third parties where appropriate (i.e. health history to a life insurance carrier to produce quotes and analysis)
- o Other sophisticated financial planning needs analysis

Note that some legacy Client relationships generate less than \$6,000 in annual fee revenue prior to 4/1/11. However, after 3/31/11, the minimum fee for private Client relationships is \$6,000.

Gerber will meet with the Client on an as needed basis and/or on the Client's or Gerber's request.

The standard fee schedule as noted in section 4 for this review service is as follows:

First \$5,000,000	0.65%
Next \$5,000,001 to \$10,000,000	0.50%
Over \$10,000,000	0.35%
Minimum Annual Fee	\$6,000
Maximum Annual Fee	Negotiable

Clients will receive statements (at least quarterly) and confirmations (following placing and execution of a trade(s) from the broker-dealer, Raymond James. Also Clients with AMS RJCS accounts will receive statements and confirmations.

INSTITUTIONAL CLIENT REVIEW MEETINGS SERVICES

- o Investment Information (Fiduciary Services)
 - o Investment Policy Statement (IPS)
 - Assist in development of IPS
 - Review and make recommendations for changes and enhancements of IPS
 - o Mutual Fund Selection
 - Assist Plan Sponsor in mutual fund search
 - Review and make recommendations regarding the selection of the Plan's investment options
 - o Model Portfolios, if applicable
 - Develop and thereafter manager model portfolios for the Plan
 - Gerber will not receive additional fees for managing the model portfolios
 - o Investment Performance Analysis
 - Analyze (no less frequent than annually), the performance of the investments based on the parameters of the IPS
 - Review and make recommendations for retention or removal and replacement of investments
- o Employee Communications and Education (Non-fiduciary Services)
 - o Enrollment Meeting and Ongoing Investment Education
 - Conduct participant enrollment meetings
 - Provide ongoing investment education for participants regarding the Plan's investments
 - Provide information and education in response to participant inquiries
 - Gerber will not provide investment advice to participants and is not a "fiduciary advisor" as defined in ERISA
 - o 404(c)
 - Consult with Plan Sponsor on requirements for compliance with ERISA Section 404(c)
 - Gerber shall not be responsible for ensuring or verifying whether the Plan complies with such requirements
 - o Plan Distributions
 - Consult with Plan Sponsor on Plan distribution options
 - Assist in educating the participants in the Plan about Plan distributions alternatives
- o Consultative Services (Non-fiduciary Services)*
 - o Plan Review
 - Provide information (i.e. plan metrics, services, expenses) to assist the Plan Sponsor and Investment Committee with the company's plan reviews
 - o Regulatory Updates
 - Provide information on legislative, Department of Labor and Internal Revenue Service matters of relevance to employee benefit plans
 - o Vendor Fee Benchmarking
 - Consult with Plan Sponsor on the evaluation and selection of service provider alternatives

- o Plan Design
 - Consult with Plan Sponsor on plan design (i.e. safe harbor design or preparing profit sharing illustrations)
- o Regulatory Compliance Corrections
 - Consult with Plan sponsor on appropriate fixes to plan compliance failures as requested by the Plan Sponsor
- o Year End Compliance
 - Consult with Plan Sponsor on year end compliance information
 - Assist the Plan Sponsor with the information gathering for the year end compliance package
- o Miscellaneous Services (Non-fiduciary Services)
 - o Contribution Remittance
 - Assist with processing contribution remittance files

*There may be additional fees for the above Consulting and Miscellaneous Services (Non-fiduciary Services) depending on the nature and scope of the consultation provided. Any additional fees will be quoted and agreed upon in writing prior to delivery of services.

ITEM 14 CLIENT REFERRALS AND OTHER COMPENSATION

Gerber does not pay for or receive compensation for Client referrals.

Gerber may receive compensation or other economic benefit from a third party Custodian (including commissions, equipment, or non-research services) which may create a conflict of interest. However, Gerber is bound by its policies and procedure to ensure the most favorable execution possible for Client transactions.

ITEM 15 CUSTODY

Gerber does not have custody of Client's assets. Raymond James acts as the custodian for assets.

ITEM 16 INVESTMENT DISCRETION

Gerber does not have discretion in Client accounts. If a Client chooses to open a RJCS account at Raymond James, it may give discretion to RJA.

ITEM 17 VOTING CLIENT SECURITIES

Gerber does not vote proxies on the behalf of Clients. Clients should receive their proxy materials from the Custodian or transfer agent. However, in the event Gerber receives such material, it will forward all proxy materials to Clients. Furthermore, Gerber will not advise Clients on how to vote their proxies.

Gerber does not render advice to or take any actions on behalf of Clients with respect to any legal proceedings, including bankruptcies and shareholder litigation, to which any securities or other investments held in Client accounts, or the issuers thereof, become subject, and does not initiate or pursue legal proceedings, including without limitation shareholder litigation, on behalf of Clients with respect to transactions, securities or other investments held in Client accounts. The right to take any actions with respect to legal proceedings, including shareholder litigation, with respect to transactions, securities or other investments held in a Client account is expressly reserved to the Client.

ITEM 18 FINANCIAL INFORMATION

Gerber does not have custody of Client's assets. It does not solicit payments of \$500 per Client or more six (6) months in advance for services. Gerber has not been subject to bankruptcy and knows of no reason that its financial condition would be impaired in meeting its contractual obligations to Clients.

ITEM 19 REQUIREMENTS FOR STATE-REGISTERED ADVISERS

Gerber is registered with the SEC as a Registered Investment Adviser.