
Item 1 Cover Page

Part 2A of Form ADV

Firm Brochure

FiduciaryVest, LLC
134351

115 Perimeter Center Place
Suite 920
Atlanta, GA 30346

Phone: (404) 446-1270
www.fiduciaryvest.com

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This brochure provides information about the qualifications and business practices of FiduciaryVest, LLC. If you have any questions about the contents of this brochure, please contact Lyn Conley at (404) 446-1278 or via email at lyn.conley@fiduciaryvest.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 FiduciaryVest, LLC is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 Material Changes (since the last annual update)

FiduciaryVest, LLC

Evan Melcher

FiduciaryVest is disclosing that Mr. Melcher was added to the firm's ownership January 2017.

Item 4.E. Assets under management (as of December 31, 2016):

Discretionary: \$3,640,616,191

Non-Discretionary: \$12,127,761,089

Total: \$15,768,377,280

Table of Contents

Item 1	Cover Page	1
Item 2	Material Changes	2
Item 3	Table of Contents	3
Item 4	Advisory Business	4
Item 5	Fees and Compensation	6
Item 6	Performance-Based Fees and Side-By-Side Management	7
Item 7	Types of Clients	7
Item 8	Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9	Disciplinary Information	9
Item 10	Other Financial Industry Activities and Affiliations	9
Item 11	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	9
Item 12	Brokerage Practices	9
Item 13	Review of Accounts	11
Item 14	Client Referrals and Other Compensation	12
Item 15	Custody	12
Item 16	Investment Discretion	12
Item 17	Voting Client Securities	13
Item 18	Financial Information	13

FiduciaryVest, LLC (SEC No. 134351)

Item 4 Advisory Business

A. FiduciaryVest's history and ownership. FiduciaryVest, LLC ("FiduciaryVest") was formed in January 2005, by a group of 7 people who had worked together as an institutional investment advisory team at a prior firm. Several members of the original team have ties back to the mid-1990s.

From FiduciaryVest's inception until December 31, 2012, its principal owners were W. Philly Jones, Jr. and Harold W. Small. As of December 31, 2012 the principal owners are W. Philly Jones, Jr. and Jason P. Small. As of January 1, 2016, Zack Sadler was promoted to Partner and as of January 1, 2017, Evan Melcher was promoted to Partner both minority owners joining principal owners W. Philly Jones, Jr., Managing Partner and Jason P. Small, Partner. Harold W. Small is a non-equity Partner and Co-Founder. FiduciaryVest neither owns, nor is owned by any other business entity.

B. Types of FiduciaryVest clients. FiduciaryVest has clients that are pension and profit sharing plans, charitable organizations including foundations and endowments, insurance companies, state or municipal government entities, corporations and other businesses, pooled investment vehicles and high net worth individuals.

Business. The business of FiduciaryVest is delivery of *fee-only, independent investment advisory services* involving research, education, structuring, strategy and implementation on a client-by-client basis (services are unique for each client).

Pursuant to the Employee Retirement Income Security Act ("ERISA"), and regulations under the Internal Revenue Code of 1986 (the "Code"), FiduciaryVest will be deemed to be an investment advice fiduciary (hereinafter "ERISA Fiduciary") when we render individualized investment advice to a plan, plan fiduciary, plan participant or beneficiary, IRA, or IRA owner, and Health Savings Accounts ("HSAs"), Archer Medical Savings Accounts and Coverdell Education Savings Accounts (together, "Retirement Accounts") for a fee or other compensation, whether direct or indirect. While we are already fiduciaries for all of your advisory accounts under the Investment Advisers Act of 1940, we are required to acknowledge this new ERISA Fiduciary status.

Acknowledgement of Fiduciary Status

As an ERISA Fiduciary to our clients, we have an affirmative duty of undivided loyalty to always serve our clients' best interests and act in utmost good faith, placing our clients' interests first and foremost without regard to the financial interests of our employees, affiliates, and any related entities or other parties. Further, as Fiduciaries we are required to act prudently on our clients' behalf, exercising care, skill and diligence when providing our services. As an ERISA Fiduciary, we are committed to: (i) providing prudent advice that is, at the time of the recommendation, in the Best Interest of our client, (ii) receiving no more than reasonable compensation, and (iii) not making materially misleading statements on matters relevant to a retirement investor's investment decisions.

CORE SERVICES. These services involve NO discretionary decision authority delegated by clients to FiduciaryVest:

- (1) Policy creation services: investment objectives setting, policy formulation, program structure design, constraints
- (2) Asset Allocation services: including the creation of recommended custom, long term, multiple-asset-class forecasting models and recommendations
- (3) Implementation services: searches for investment managers and/or mutual funds
- (4) Investment program maintenance services: investment performance monitoring, evaluation and action recommendations
- (5) General investment consulting services

DETAILS OF CORE SERVICES. FiduciaryVest develops and delivers written investment decision-making information and advice, primarily with respect to the following elements of an overall client investment program; typically, FiduciaryVest:

- (1) Develops and documents client-specific, comprehensive investment policy which includes investment objectives, investing time horizon(s) or investing criteria and appropriate constraints, if any, and
- (2) (When applicable) performs asset allocation studies, including recommendations based upon client-specific asset/liability forecasting studies, and
- (3) Performs searches for mutual funds and/or investment managers who will be appropriate to implement the client's investment policy and objectives, and
- (4) Performs comprehensive quarterly, or semi-annual evaluations of managers'/funds' compliance with policy and contributions toward stated client objectives, including conclusions and recommendations for client action (including termination and replacement of an existing manager, or fund), and
- (5) Makes periodic reviews of investment policy in order to develop any changes deemed appropriate, and
- (6) (When needed) performs searches for investment custodian/administrative service providers.

FiduciaryVest delivers investment advice in the form of written analytical presentations, investment information, investment education and recommendations that are based on client specific investing situations and objectives.

NON-CORE SERVICES are provided under formal service agreements that are separate and apart from Core Services; these services primarily involve *discretionary decision-making authority* over client investment assets, delegated to FiduciaryVest (sometimes called "supervisory services"):

- (1) Discretionary management of institutional client portfolios incorporating asset allocation, portfolio rebalancing, as well as manager and fund selection.
- (2) Discretionary rebalancing of allocations within the client's investment policy target-range percentages, via a service named "Dynamic Rebalancing."
- (3) Discretionary asset allocation management, subject to client-established investment policy, of commercially available mutual funds or other institutional investment pools that have been selected and approved by the client for use in their formally sponsored employee benefit programs known as "401(k) plans"; this asset-allocation-only service is typically referenced in the retirement plan/investment community under the label "Target Date Portfolios".
- (4) Limited audience non-discretionary investment advisory services involving employer-sponsored seminars or webcasts delivered on broad subjects such as asset allocation and education as it relates to the employer's program and/or general retirement income planning.
- (5) Discretionary and non-discretionary management of private wealth advisory accounts. FiduciaryVest provides continuous advice to a client regarding the investment of client funds based upon individual needs of the client. Through personal discussions in which goals and objectives are established a personal investment strategy is developed to help create and manage the client's portfolio. During the data gathering process, FiduciaryVest will determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. As appropriate, the review and discussion of a client's prior investment history as well as family composition and background may be included. Our investment recommendations generally include ETFs, mutual funds, separately managed accounts and limited partnerships.

Rollover Recommendations. A retirement investor or prospective retirement investor leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the Retirement Investor's age, result in adverse tax consequences). If we recommend that a client or prospective client roll over their retirement plan assets into an account to be managed by us, such recommendation creates a conflict of interest insofar as the firm will earn an advisory fee on the rolled over assets. We have adopted reasonable and prudent procedures to facilitate and document the consideration of the retirement investor's investment alternatives which requires an assessment of the existing plan and available options. As applicable, such assessment will evaluate the fees and expenses of each option, including whether the employer pays for some or all of the plan's administrative expenses, and the different levels of services and investments available under each option, among other considerations.

C. Services are tailored to the individual needs of each client. Essentially all of FiduciaryVest's services are individually client-specific. The content of advice and written deliverables (other than commentaries on the markets) directly address each client's investment program, based upon client-specific, written investment goals and policy guidelines (the development of which FiduciaryVest is typically involved, at a significant level). The characterization of our services as "client-specific" applies to one-time, or non-periodic services, as well as those which are delivered on a routine, periodic basis. Clients have full latitude to direct FiduciaryVest to exclude from its advice any particular types of securities, investing techniques, strategies, or vehicles.

D. NO "wrap fees". FiduciaryVest does not participate in "wrap fee" programs.

E. "Assets under management". FiduciaryVest believes the term "assets under advisement" most accurately describes its non-discretionary client relationships versus client assets managed via a discretionary service agreement. The total of all client assets with which FiduciaryVest has a recurring advisory relationship as of December 31, 2016, was approximately as follows:

Discretionary: \$3,640,616,191

Non-Discretionary: \$12,127,761,089

Total: \$15,768,377,280

Item 5 Fees and Compensation

A. Fees. Because FiduciaryVest's institutional services are determined and contracted according to the unique facts and circumstances of each client, fees are not quoted under a fixed schedule, or computed using a uniform method for all clients.

Our annual fees for private wealth services are based on a percentage of assets under management per the schedule below. FiduciaryVest has a minimum annual fee of \$50,000.

1.0% on the 1st \$5M;
0.75% on the next \$5M;
0.5% next \$15M;
0.4% next \$25M;
0.3% next \$50M

Fees may be negotiated per FiduciaryVest's discretion.

Level Fee Fiduciary Recommendation. A recommendation that a retirement investor roll money out of a plan into a fee-based account that will generate ongoing fees for us that we would not otherwise be receiving, even if those fees do not vary with the assets recommended or invested creates a conflict of interest. To mitigate the conflict, our policies and procedures require an assessment of whether a fee-based account is more suitable for the particular client (e.g., a review of trading activity, requirements for ongoing monitoring and/or investment advice, among other considerations). We maintain required documentation reflecting the reason(s) such arrangement is considered to be in the Best Interest of the retirement investor, and specifically detail the services that will be provided for the stated fee.

B. Method of fee payment. Institutional clients will be billed (via an invoice) per the terms of their specific client agreement.

Private wealth clients are billed quarterly in advance based on the market value of the client's account(s) on the last day of the previous billing period utilizing the fee schedule above unless noted otherwise in the client agreement. Private wealth fees will be automatically deducted as authorized by the client agreement unless stated otherwise.

C. Other investment-related fees and expenses paid by clients. In some of FiduciaryVest's client service agreements, clients are responsible for reimbursing it for one or more types of cash-paid expenses that are directly related to that specific client, such as travel costs, printing and/or shipping of reports.

In essentially all client cases, there will be brokerage commissions, investment management fees, custodian fees, legal and accounting fees incurred in connection with a client's account. *Such fees and expenses are in addition to FiduciaryVest's fees*; they are authorized solely by the client and are paid directly to the vendors, either by the client, or from the client's investment asset account(s); the methods of calculating and paying all such fees and expenses are the direct responsibility of the client, with no intervening involvement by FiduciaryVest.

D. Prepayment of fees. FiduciaryVest bills its clients according to the specific terms of its written client service agreements which do not require or solicit prepayment of six months or more in advance. If the service agreement is terminated before the end of the billing period, fees for the quarter will be pro-rated and adjusted as of the termination date. Upon initial execution of agreement, the client may revoke within 5 days without penalty by giving FiduciaryVest written notice.

E. NO compensation for the sale of securities, or other investment products. FiduciaryVest does not accept asset-based sales charges, commissions for transactions or service fees from the sale of investment products.

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

FiduciaryVest has no performance-based fee arrangements nor side by side management.

Item 7 Types of Clients

FiduciaryVest provides advisory services to the following types of clients:

- (1) Pension and Profit Sharing Plans
- (2) Charitable Organizations including Foundations and Endowments
- (3) Corporations
- (4) Pooled Investment Vehicles
- (5) State or Municipal Government Entities
- (6) Insurance Companies
- (7) High net worth individuals

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

Securities analysis: FiduciaryVest primarily provides analysis on publicly traded mutual funds that have no sales charges and which trade in the open market at their net asset value (NAV). FiduciaryVest does provide pre-investment, non-legal reviews and recommendations on certain types of partnership, or partnership-like interests in pooled investment funds which are typically: (1) not registered with the SEC and (2) not deployed into specific investments when the investment pool is first created and (3) illiquid for stated periods ranging from 3 months to 10-12 years; in such cases, FiduciaryVest routinely recommends that clients additionally obtain reviews from their legal counsel and/or tax accounting professional advisers. In addition to mutual funds and limited partnerships, FiduciaryVest may also recommend the inclusion of ETFs and separately managed accounts.

Publicly Available Research Sources: FiduciaryVest uses commercially available, subscription databases, in

order to obtain computerized data on market indexes and to research and evaluate mutual funds, investment management firms and their products.

Proprietary Research: FiduciaryVest regularly conducts face-to-face/teleconference meetings and/or on site interviews with various investment management firms and their portfolio managers, incorporating data from research databases and presentation materials the managers prepare for such meetings. FiduciaryVest typically supplements the research information on investment management firms and their products with proprietary questionnaires which are generally completed by those firms, at the time their product is in the final stages of consideration for recommendation to a specific client.

Proprietary Asset Allocation Modeling: In addition, FiduciaryVest performs custom investment portfolio asset allocation studies for specific clients, using proprietary, stochastic projections (i.e., the modeling output is presented in probability terms) of expected outcomes and ranges of outcomes that are constructed by FiduciaryVest on a software platform tool which is commercially labeled "@Risk". FiduciaryVest does not generally advise on specific purchases or sales of individual securities (other than mutual funds). FiduciaryVest considers the development of comprehensive investment policy by and for the client to be the cornerstone of any investment program with which FiduciaryVest is associated. FiduciaryVest bases investment strategies it devises for recommending to its clients, and the implementation thereof, on each client's written policy or a similar documented common understanding between it and its clients. FiduciaryVest provides advice on a wide range of investment strategies, each of which is specific to a client's situation and objectives, within any constraints that are imposed by the client. Typically, such recommended strategies will be long term (5 years, or longer) in nature.

Investing Strategies: Investment strategies that may be recommended by FiduciaryVest range from basic long term mixtures of marketable common stocks and bonds to more intricate allocations that may involve the use of highly specialized, narrowly defined investing categories and strategies, such as (1) long/short equity securities, (2) funds of hedge funds, (3) concentrated portfolios (typically arranged in a "core-and-satellites" configuration that balances expected volatility of concentrated portfolios, around a passively managed, or indexed core portfolio), (4) below- investment-grade debt securities portfolios, (4) marketable index options, (5) actively managed timberlands and other real estate pools, (6) participation in managed commodity pools, (7) "liability-driven" configurations (typically for defined benefit pension plan clients) and other strategies designed to manage a client's overall risk exposure so that a particular risk profile is achieved.

Investment Risk: FiduciaryVest helps each client to arrive at their own, unique definition for investment risk and to decide how much risk is appropriate (for each investment pool within each client). The results of the risk-definition process are incorporated into a written investment policy (or a similar documented common understanding between it and its clients) that is adopted. Our working definition for "Investment [portfolio] risk" is the ***degree of exposure to outcomes that are unacceptable to the client***. To assess the range and probability of outcomes in our long-term client portfolios, FiduciaryVest routinely performs asset allocation modeling studies and delivers recommendations from those studies to clients based on their individual acceptance of risk exposure. One exception to this approach is with our employee benefit plan clients where employees are allowed to allocate investments within their plan-account balances by selecting from a menu of investment funds (e.g. 401k). In those instances, instead of the individual, FiduciaryVest works with the plan sponsor's designated fiduciary (typically a committee) who is responsible for the plan's governance. Our process assists the designated fiduciary and involves: (a) providing recommendations for investing categories to be offered to plan participants and (b) conducting formal searches to provide a selection of mutual funds or other investing vehicles that are aligned with the plan participants' range of risk-taking postures.

FiduciaryVest does not represent, warrant, or imply that the services or methods of analysis employed can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. Investment risks involve but are not limited to the following: systematic risk, interest rate risk, inflation risk, currency risk, liquidity risk, sociopolitical risk, management risk, credit risk and assessment risk. In addition to general risks associated with investing, certain products also have additional risks. This and other important information is contained in the product prospectus.

Frequency of Trading: FiduciaryVest does not employ frequent trading strategies.

Item 9 Disciplinary Information

FiduciaryVest, its Managing Members and Members have no reportable disciplinary, regulatory, or legal events to disclose.

Item 10 Other Financial Industry Activities and Affiliations

Neither FiduciaryVest, nor any of its management persons has registered, or applied for registration:

- as a broker-dealer, or
- as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person involving such activities.

Neither FiduciaryVest, nor any of its management persons has any material business relationship with any other investment industry business enterprise. As part of its typical and customary role in serving its clients, FiduciaryVest recommends, or selects other investment advisers for its clients, following a formal search process. FiduciaryVest is compensated directly by its clients for conducting such searches and making these recommendations.

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

FiduciaryVest has adopted a Code of Ethics which sets forth high ethical standards of business conduct that is required of our employees, including compliance with applicable federal securities laws and Employee Retirement Income Security Act ("ERISA") and regulations under the Internal Revenue Code of 1986. .

Our Code requires that employees conduct all business dealings in an ethical fashion, and encourages employees to meet not only the technical requirements but also the spirit of the Code. FiduciaryVest has a duty of care, loyalty, and honesty. FiduciaryVest must act in the client's best interest.

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

Employees may at times buy or sell for their personal accounts securities identical to or different from those recommended to our clients. In addition, employees may have an interest or position in a certain security which may also be recommended to a client.

A copy of our Code of Ethics is available upon request.

Item 12 Brokerage Practices

FiduciaryVest does not maintain custody of client assets that are managed or advised, although custody may be granted by the authority to debit fees from advisory accounts. Regardless of whether we are deemed to have custody, client assets must be maintained in an account at a qualified custodian, generally a broker-dealer or bank unless they are directly-held private investments. We typically recommend that our **private wealth clients** use Charles Schwab & Co., Inc. (Schwab), a FINRA-registered broker-dealer, member SIPC; "Custodian."

FiduciaryVest is not affiliated with any custodian. The custodian will hold client assets in a brokerage account, and buy and sell securities when instructed via discretion or non-discretion per client authorization. While

Form ADV - Part 2A

FiduciaryVest may recommend a custodian, clients will decide whether to use them and will open their accounts by entering into an account agreement directly with the custodian. FiduciaryVest does not open accounts for clients although we may assist in the process.

FiduciaryVest seeks to recommend custodians who will hold client assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services.

FiduciaryVest considers a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services
- Capability to execute, clear, and settle trades
- Capability to facilitate transfers and payments to and from accounts
- Breadth of available investment products
- Availability of investment research and tools that assist us in making investment decisions
- Quality of service
- Competitiveness of the price of those services and willingness to negotiate prices
- Reputation, financial strength, and stability
- Prior service to us and our clients
- Availability of other products and services

Since FiduciaryVest considers all of the factors above in recommending custodians, clients may not receive the lowest possible commission rate or fee for a particular transaction on a particular day. Our Best Execution review considers many factors noted above, and seeks to achieve the best overall arrangement for the cost of brokers services and trade execution over many trades and over time for the majority of our clients.

FiduciaryVest is required to act in the client's best interest, however our recommendation that some clients maintain their assets in accounts at Schwab may be based in part on the benefit to FiduciaryVest of the availability of some of the foregoing services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab which may create a conflict of interest.

For client accounts that Schwab maintains, Schwab generally does not charge account holders separately for custody services but is compensated by charging account holders commissions or other fees on trades that it executes or that settle into the clients Schwab account. For some accounts, Schwab may charge you a percentage of the dollar amount of assets in the account in lieu of commissions. Commission rates and asset-based fees applicable to clients at Schwab were negotiated on behalf of our clients collectively, and are reviewed as part of our Best Execution review. In addition to commissions and asset-based fees, Schwab generally charges a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your account at Schwab. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most of the trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all the relevant factors, including those listed above.

The following is a more detailed description of support services FiduciaryVest receives from Schwab.

Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. The services described in this paragraph generally benefit you and your account.

Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our client's accounts. They include investment research, both Schwab's and third parties. We may use their research to service all or a substantial number of our clients' accounts. In addition to investment research, Schwab will make available software and other technology that provides account, trade, pricing or other information.

Schwab may also offer other services intended to help us manage and further develop our business such as educational conferences, consulting on technology or business needs, publications, or other third party services.

We will make significant use of the services that benefit you directly and indirectly and very limited use of services that benefit only FiduciaryVest.

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We do not have to pay for Schwab's services. We may have an incentive to recommend that some clients maintain accounts with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution for your transactions. This is a potential conflict of interest. We believe, however, that our recommendation of Schwab as custodian and broker is in the best interest of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services and not Schwab's services that benefit only us.

NO Soft Dollar benefits to FiduciaryVest. FiduciaryVest has no license or arrangements to accept any of the "soft dollar" payments or benefits that are common in the investment industry, resulting from transactions in a client's account and paid out by the brokerage firm which executes the transactions. In addition, FiduciaryVest's policy prohibits any of its personnel from accepting any other form of reward that might result from transactions in a client's accounts.

NO benefits received in exchange for referrals to a broker-dealer.

Client-directed, "recapture" brokerage. As an accommodation to clients, FiduciaryVest occasionally recommends certain types of specialty security brokers to clients who have separately managed accounts (i.e., not for clients' mutual funds). These brokers will be hired directly by the client, under agreements that provide for the client to "re-capture" a portion of gross brokerage commissions generated by those brokers, via the trading of securities in that client's accounts. The factors considered by FiduciaryVest in the recommendation of such re-capture brokers are: (1) the broker's resource commitment to its recapture business, (2) reputation of the broker among investment managers (who will be the parties actually ordering trades) and (3) the rate of re-captured commission rebate to the client.

FiduciaryVest has no securities brokerage license; it has no involvement in any phase of the operation of its clients' recapture brokerage accounts and it will have no arrangements with any party, via which FiduciaryVest can receive any commission from brokers.

Item 13 Review of Accounts

A. Periodic reviews of client accounts. The majority of FiduciaryVest client accounts are reviewed on a quarterly basis using analysis that is typically based on monthly data. All accounts are reviewed by experienced investment advisers who are responsible for the service relationship.

B. Review intervals. Client account reviews are typically "periodic" in nature (usually quarterly), rather than "event- triggered" with the exception: NON CORE SERVICE "Dynamic Rebalancing."

C. Content and frequency of written reports to clients. It is FiduciaryVest's practice that clients have a *written Investment Policy (or a similar documented common understanding between it and its clients)* which addresses a number of elements in any systematic approach to long term investment planning and execution. The Investment Policy document includes standards for taking investment risk and measuring return. Accordingly, clients receive formal, written reports, according to the terms of their client service agreement, typically on quarterly frequency; the reports are designed to measure, monitor and recommend actions for maintaining the client's course toward achievement of its stated objectives, within the client's stated time horizon. FiduciaryVest's periodic reports are therefore "progress reports" (toward client goals and objectives). The reports contain the following elements:

- Measurements of the rates of return produced by the client's overall investment program(s) during the most recent quarter, 12 months, 36 months, etc. and similar measurements of the returns produced by the

- underlying investment managers and/or mutual funds.
- Comparisons of the client's returns to those of appropriate market benchmarks (usually indexes).
- Comparisons of the client's actively managed returns to peer group universes of other active managers and/or mutual funds which have similar investment objectives and techniques.
- Commentaries which review the capital markets for recent and long term periods.
- Evaluative comments and recommendations for either client action, or no action, regarding adjustments, expansions, or modifications of the existing investment program, in order to better align it with the objectives and guidelines stated in the client's Investment Policy.

Item 14 Client Referrals and Other Compensation

A. Compensation and/or benefits provided to FiduciaryVest by third parties. Independent, unbiased investment advice is not accidental; instead, it must be designed and operationally protected. Therefore, it is FiduciaryVest's policy and philosophy that any referral of a client to a third party for investment related services which triggers compensation to FiduciaryVest will be fully disclosed to that client at the time of the referral.

B. Compensation to third parties by FiduciaryVest. FiduciaryVest does not currently compensate any person or firm for client referrals.

Item 15 Custody

All of FiduciaryVest's clients have *independent custodians* for their investment assets with which we are involved. FiduciaryVest may be deemed to have custody of a client's funds if certain conditions are met such as the debiting of advisory fees directly from client accounts. FiduciaryVest does not have custody for any other purpose. FiduciaryVest would have additional regulatory custody requirements if access to client accounts were beyond the debiting of advisory fees.

FiduciaryVest does not own or control any custodian.

Clients select and appoint their custodians, or, in the case of mutual funds and other pooled investment funds, the custodian is selected by the third-party investment management organization appointed by our client. Clients receive investment asset reports directly from custodians; in the case of mutual funds, the fund issues reports directly to the client. FiduciaryVest also receives client account statements directly from custodians and uses those statements as its source for preparing its periodic evaluation reports to clients (ITEM 13). The frequency of asset reports to clients by custodians or fund managers varies from monthly to quarterly.

FiduciaryVest does NOT create, compile or issue any original asset statements to clients. Clients should carefully review statements received from their custodian(s).

In all cases, both Core and Non-Core Services *do not* involve the typical incidences (e.g., check-writing authority, ability to change the address of record) for FiduciaryVest to have authority over, or access to a client's cash accounts.

Item 16 Investment Discretion

Occasional, discretionary authority. As described in ITEM 4. B. ("NON-CORE SERVICES"), FiduciaryVest offers several discretionary services. Non-Core Services are rendered according to the specific terms of a separate, written client service agreement which defines, among other things, the limits of FiduciaryVest's authority and responsibilities.

In all cases, both Core and Non-Core Services *do not* involve the typical incidences (e.g., check-writing

authority, ability to change the address of record) for FiduciaryVest to have authority over, or access to a client's cash accounts.

Item 17 Voting Client Securities

A. FiduciaryVest does not vote proxies for clients.

B. In virtually all FiduciaryVest client situations involving separately managed securities accounts, proxy voting materials are directed to the portfolio management firm which, pursuant to its management agreement, is responsible: (1) to see that proxies are voted, (2) according to voting guidelines developed by the manager and published to its clients.

For FiduciaryVest client accounts that hold mutual funds, the funds' proxy materials are directly received and voted by the client's trustee, or, if none, the client.

Item 18 Financial Information

A. Balance sheet. No audited balance sheet is required of FiduciaryVest, because it does not require nor solicit prepayment of fees six months or more in advance. Furthermore, FiduciaryVest does not hold any client assets, for any purpose, nor does it own any account(s) created for, or devoted to securities trading.

B. Required disclosure (due to discretionary authority per NON-CORE SERVICES). FiduciaryVest has no known financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

C. Bankruptcy. FiduciaryVest is not, and has never been the subject of a bankruptcy petition.