



FSG  
INVESTMENT MANAGEMENT, LLC

## FSG Investment Management, LLC

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March 29, 2011

This Brochure provides information about the qualifications and business practices of FSG Investment Management, LLC ("FSGIM"). If you have any questions about the contents of this Brochure, please contact us at 901-531-7423 or via e-mail at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

FSG Investment Management, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information which helps you determine to hire or retain an Adviser.

Additional information about FSG Investment Management, LLC also is available on the Securities and Exchange Commission's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **ITEM 2 - MATERIAL CHANGES**

### **Annual Update**

FSGIM is providing this information as part of our annual updating amendment which contains material changes from our last annual update. This section discusses only material changes since the last annual update which most recently occurred on December 31, 2009.

### **Material Changes since the Last Update**

The Securities and Exchange Commission adopted amendments to Part 2 of Form ADV effective October, 2010. The newly revised Part 2 consists of Part 2A (the "Brochure") and Part 2B (the "Brochure Supplement"). Each update of the Brochure must now include a summary of all material changes since the last annual update. This Brochure, dated December 31, 2010 is materially different in structure and contains certain new information that our previous brochure dated December 31, 2009 did not require. There are no other material changes from the information presented in the last update dated December 31, 2009.

### **Full Brochure Availability**

Currently, our Brochure may be requested by contacting Cliff Paessler, President and Chief Manager at 901-531-7423 or via e-mail at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com). Our Brochure is also available on our web site [fsgim.com](http://fsgim.com).

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## **ITEM 4 - ADVISORY BUSINESS**

### **Firm Description**

FSGIM is a Tennessee Limited Liability Company that engages in the business of investment management principally for individuals, trusts, estates and charitable organizations. FSGIM has been in business since June, 2005. FSGIM specializes in implementing asset class portfolios for clients. Limited financial planning is provided to clients of the firm.

FSGIM is under common control through ownership with Financial Strategy Group, PLC ("FSG"), a Certified Public Accounting firm that specializes in work for individuals. FSG provides tax preparation and planning, estate planning and financial planning to many of the same individuals that utilize the services of FSGIM. FSG is a primary referral source for FSGIM. FSG is a fee only provider of financial planning services. Further discussion of the relationship between FSGIM and FSG is contained in this brochure under *ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS*.

### **Principal Owners**

The principal owners of FSGIM, those owning 25% or more, include J. Clifton Paessler, President and Chief Manager of FSGIM and M. Andrew Shaul, Chief Manager of Financial Strategy Group, PLC, a related entity that is discussed in the *ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS* section of this brochure.

### **Types of Advisory Services**

FSGIM manages client investment portfolios using asset class investing. Asset class investing involves developing portfolio allocations based on the size of companies and whether the companies are growth or value companies. The allocations also include cash and bonds, which are used to provide cash flow and reduce portfolio volatility, along with alternative assets. FSGIM developed a group of asset class investment allocations that are used for clients to account for different client risk tolerances and needs.

In addition to focusing on asset classes, we also focus on the tax efficiency of the portfolio. Tax efficiency is created many ways. One way is by purchasing investment choices that are not as tax efficient as others in non-taxable accounts e.g. IRA, 401(k), 403(b), deferred compensation, etc. Another way to create tax efficiency is by maintaining records that allow the most tax efficient lot, the one that will create the least amount of tax, of an investment to be sold when rebalancing a portfolio. Another technique is to harvest capital losses from the portfolio when a negative

market period is present. The capital losses can then be used to offset capital gains in the current or future periods.

Accounts managed by FSGIM are held by third party custodians who maintain the custody of the assets. You will receive reports from both FSGIM and the third party custodian, allowing you to easily compare the balances reported by FSGIM to the balance reported by the third party. Having your accounts with a third party custodian helps to protect your assets from misappropriation.

Many of our clients also have assets that we do not manage, such as stock in the company they work for or individual stocks they do not want to sell. We assist clients with managing and monitoring those assets by opening unmanaged accounts. Having the assets in an account that we are attached to allows us to account for trading activity and assist in the liquidation of the asset. Unmanaged accounts are not included in the total asset balance used to calculate the fee for our services. We provide this service as a convenience to our clients.

The selection of one of our standard portfolio allocations is specific to each client but the selections within each asset class are not. We do not accept any restrictions on investing in certain types of securities or asset classes unless there is a very good rationale for doing so. An example of a change we would make is to exclude Real Estate Investment Trusts for a real estate investor who has substantial exposure to commercial real estate outside of the portfolio we manage. Any change of this nature would be agreed to by both parties and memorialized in writing.

### **Financial Planning Services**

We also provide limited financial planning to our clients. The planning is related to assisting with the analysis of specific questions regarding whether to pay for items with portfolio funds or to finance those items with debt. For example, "Should I payoff my house?" We then help the clients arrange the necessary financing with qualified lending institutions (typically banks or margin loans). We also help clients understand whether or not they are spending too much money.

### **Client Assets Under Management**

As of December 31, 2010 we managed on a discretionary basis \$368,990,000 in portfolio assets for 452 clients. Those clients had an additional \$52,814,631 in assets in their accounts where we do not exercise discretion per agreement with the client. We refer to this group of assets as unmanaged assets, and we do not charge a fee related to those assets.

## ITEM 5 - FEES AND COMPENSATION

We are a fee only investment advisory firm and we are compensated for our services based on the market value of the accounts and assets that we manage. Typically, the fee is only assessed on the asset class portfolio that we have implemented. The assets included in the fee calculation do include assets held in company plans (e.g. 401(k), 403(b), deferred comp, etc.) that are managed as part of the overall portfolio. The fee structure as an annual percentage of the assets under management for these services is as follows:

First \$ 500,000	1.00%
Next \$ 500,000	0.95%
Next \$1,000,000	0.90%
Next \$1,000,000	0.80%
Next \$1,000,000	0.70%
Next \$1,000,000	0.60%
Next \$1,000,000	0.50%
Next \$1,000,000	0.40%
Next \$1,000,000	0.30%
All Else	0.20%

The percentages shown are annual percentages. Fees are calculated monthly with 1/12th of the annual calculation due in arrears each month. Fees are based on the managed market value of the account at the end of the billing period. We may also quote a flat percentage fee that varies from the above schedule. There is no acceptance or termination charge other than the cost of registration and delivery of securities involved. We reserve the right to modify the above fee schedule.

Fees are collected in arrears on a monthly basis and are typically deducted from a taxable managed account held at a third party custodian. An invoice detailing the calculation of the fee is posted on the firm web site each month unless the client does not have web access, in which case we mail a copy of the bill to the client. Clients receive a notice via e-mail when the bill is posted. Clients can also write a check for the FSGIM fee instead of having it deducted from their account.

FSGIM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which will be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to FSGIM's fee, and FSGIM does not receive any portion of those commissions, fees and costs.

*ITEM 12 – BROKERAGE PRACTICES* further describes the factors that FSGIM considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

#### **ITEM 6 - PERFORMANCE BASED FEES**

FSGIM does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client).

#### **ITEM 7 - TYPES OF CLIENTS**

FSGIM provides portfolio management services to individuals, high net worth individuals, charitable institutions, foundations, trusts, profit sharing plans and retirement plans.

FSGIM has no minimum account size.

#### **ITEM 8 - METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

FSGIM primarily uses Strategic Asset Allocation (SAA) to manage client portfolios. According to Managing Investment Portfolios, the CFA Institute defines Strategic Asset Allocation as:

“... an integrative element of the planning step in portfolio management. In strategic asset allocation, an investor’s return objectives, risk tolerance, and investment constraints are integrated with long-run capital market expectations to establish exposures to...asset classes. The aim is to satisfy the investor’s investment objectives and constraints.”

As such, FSGIM does not engage in attempting to “time” financial markets since it has been shown that few, if any, speculators have been consistently successful in this endeavor. Instead, FSGIM applies the well known results of academic research conducted by William Sharpe, Harry Markowitz, and Gene Fama/Kenneth French that indicates that long-run capital market returns come from exposure to various risk premiums including the risk-free rate, the equity premium, the value stock premium, and the small cap stock premium. A globally diversified portfolio is expected to provide optimum long-term results intended to maximize the risk-adjusted return.

FSGIM constructs portfolios using only approved asset classes which may include the following:

- Cash
- Short Term Fixed Income
- Intermediate Term Fixed Income

- Inflation Protected Fixed Income
- Domestic Large and Small Cap Equities
- Foreign Large and Small Cap Equities
- Foreign Emerging Market Equities
- Real Estate Investment Trusts

FSGIM uses a combination of mutual funds and exchange traded funds (ETFs) to gain the necessary exposure to each asset class. Fund managers are evaluated through a combination of various quantitative and qualitative criteria which may include the following:

- Investment philosophy and approach to the selection of securities
- Expense Ratio
- Assets under Management
- Years of tenure as manager
- Turnover and its impact on after-tax returns
- Public or private ownership
- Magnitude of drawdown periods
- Sharpe and Sortino Ratios as measures of risk-adjusted return
- Style purity

Currently, FSGIM does not make use of managed futures, hedge funds, privately-held real estate, precious metals, or commodities as separate asset classes per se. FSGIM may use other alternative asset classes in the future if it can be reliably demonstrated that they produce returns that can be accurately modeled through exposure to proven risk premiums. Also, FSGIM does not make specific use of currency hedges, swaps, forwards or futures contracts although the individual fund managers may make use of some of these derivatives as necessary to gain specific market exposure in a timely manner. FSGIM does not actively take short positions against specific securities.

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

Investment in bonds, whether through individual bonds, mutual funds or ETFs, carries with it several risks. One risk is income risk, the risk that interest will decline and income from the bonds will decline. Another risk is interest rate risk, the risk that bond prices will decline because of rising interest rates. Security selection risk or manager risk is the risk that poor security selection will cause the bonds to underperform. Credit risk is also present. If the credit rating of the issuer declines, it will result in a decrease in bond value.

Investment in equity mutual funds carries with it a number of different risks. The risk most people understand is Market Risk. Even a long-term investment approach cannot guarantee a profit. Economic, political, and issuer specific events will cause the market value of individual companies, and the funds that hold them, to fluctuate. Because the values will fluctuate there is the risk that you will lose money. Another



risk includes the possible use of derivatives in the mutual fund. A derivative is a security whose value is derived from that of other securities or indices. Futures contracts are an example of a derivative. Derivative securities are exposed to a variety of risks including, liquidity, interest rate, market, credit and management risks and the risk of improper valuation. Changes in the value of the derivative may not correlate perfectly with the underlying asset, rate or index and the portfolio could lose more than the principal amount invested. Securities lending is another risk that may be present. Securities lending involves the risk that the borrower of the securities may fail to return the securities in a timely manner or at all. As a result, the fund may lose money and there could be a delay in recovering the loaned securities. In the meantime, losses could be incurred due to the collateral falling in value.

More detailed information about specific risks is contained in the prospectus for each of the investment choices.

#### **ITEM 9 - DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of FSGIM or the integrity of FSGIM's management. FSGIM has no information applicable to this Item.

#### **ITEM 10 - OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

The principal owners of FSGIM, Mr. Paessler and Mr. Shaul, also own several other entities. The most active is Financial Strategy Group, PLC ("FSG"). FSG is a CPA firm organized under the laws of Tennessee and regulated by the Tennessee State Board of Accountancy. FSG specializes in individual taxation, estate planning, fee only financial planning, and partnership taxation. It does not perform any attest work (audits, reviews and compilations).

FSG's primary client base is made up of corporate executives at publicly held companies and retired executives. FSG developed proprietary planning software to help people understand what their financial future might look like given their financial assumptions. The software has been service marked by FSG as the Cash Flow Fingerprint ("CFF"). Using the CFF, clients can compare the results of various financial alternatives and make an informed decision. The software uses asset class investing and looks back at historical quarterly rolling periods of history. Clients have found the software immensely helpful in making decisions about their savings, retirement, benefits, lifestyle, etc. FSG continues to make changes to the model to make it more flexible and take into account changes that occur in various company benefit plans. FSG makes the CFF model available to FSGIM for use with their clients. The availability of the model allows FSGIM to determine the amount of risk (quantity of equities) someone needs to have in their portfolio in order to have

acceptable historical results. While history is not a predictor of the future it is one of the only things we can look at to determine the potential impact of decisions and to model the variability of returns over time. The goal is for clients to take no more risk within an investment portfolio than is required. This relationship has proven to be beneficial to both firms and to the clients of the firms. FSG acts as a solicitor for FSGIM and that arrangement is further discussed in *ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION*.

Mr. Paessler and Mr. Shaul also own Paessler Shaul, LLC ("PS"). Mr. Paessler and Mr. Shaul are licensed life insurance producers in the state of Tennessee and PS was formed to contain any activity related to their life insurance producer licenses. Mr. Paessler and Mr. Shaul do not sell life insurance and do not participate in life insurance commissions other than in large estate planning transactions. Whenever they are eligible to receive a commission, they disclose the amount to the client and give the client the option of either paying by the hour or allowing participation in the commission. Because the client makes the decision regarding how Mr. Paessler and Mr. Shaul are to be compensated there is no conflict of interest with the client.

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

FSGIM has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor mongering, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at FSGIM must acknowledge the terms of the Code of Ethics annually, or as amended.

The investment methodology employed by FSGIM, asset class investing, creates a situation where FSGIM and or its employees will own the same investment choices that are recommended to clients. Those investments are on an approved investment list maintained by Mr. Warren Coleman, Chief Investment Officer and approved by the Investment Committee of FSGIM. FSGIM's employees and persons associated with FSGIM are required to follow FSGIM's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of FSGIM and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for FSGIM's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of FSGIM will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Employee trading is monitored under the Code of Ethics to reasonably prevent conflicts of interest between FSGIM and its clients.

FSGIM employees and persons associated with FSGIM are also prohibited from trading the stock of a group of companies where employees of those companies are clients of FSGIM. This policy is in effect to avoid any possible appearance of trading on insider information.

FSGIM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Mr. Cliff Paessler, President and Chief Manager, Chief Compliance Officer.

It is FSGIM's policy that the firm will not affect any cross securities transactions for client accounts. FSGIM will also not cross trades between client accounts. Cross securities transactions are generally defined as transactions where an adviser, buys from or sells any security in one client's account to any other advisory client. A cross security transaction may also be deemed to have occurred if a security is crossed between an affiliate and another client account.

#### **ITEM 12 - BROKERAGE PRACTICES**

FSGIM will conduct both qualitative and quantitative analysis of the brokers used to trade in clients' accounts. The determinative factor is whether a transaction represents the best overall execution for the client and not whether the lowest possible commission cost is obtained. The Company considers the full range and quality of the broker's service in selecting brokers to meet best execution obligations, and may not pay the lowest commission rate available. As a starting point, though, the primary consideration is the trade price and commission quoted by the brokers. These things being equal or fairly equal among brokers, the following qualitative factors, are considered when performing FSGIM's periodic and systematic evaluation of its brokerage arrangements and the execution quality of client trades:

- Ability to maintain the confidentiality of trading intentions
- Timeliness of execution
- Timeliness and accuracy of trade confirmations
- Liquidity of the securities traded
- Willingness to commit capital
- Ability to place trades in difficult market environments
- Research services provided
- Ability to provide investment ideas
- Execution facilitation services provided
- Record keeping services provided
- Custody services provided
- Frequency and correction of trading errors
- Ability to access a variety of market venues
- Expertise as it relates to specific securities
- Financial condition

Transactions in client company plans must be done with the custodian/broker chosen by the plan. FSGIM and the client have no other choice. Because of this limitation, we may not be able to achieve the most favorable execution of client transactions and the costs incurred in the plan account may be higher than if the transaction could be executed with another broker.

The Chief Investment Officer evaluates the broker-dealers selected by FSGIM semi-annually and presents his evaluation to the investment committee. The evaluation includes a comparison to alternative choices and consideration is given to non-financial criteria as well as cost.

FSGIM does not accept or utilize soft dollar arrangements. However, FSGIM participates in the Schwab Institutional program ("Schwab") sponsored by Charles Schwab ("the Program"). Clients in need of brokerage and custodial services have Schwab recommended to them. The commission schedule for Schwab is competitively priced when compared to other brokerage institutions and considering the services provided by Schwab. FSGIM makes the recommendation based on the needs of the clients and the services provided by Schwab such as the ability to execute trades, margin rates, on-line access to accounts, transaction charges, consolidated reporting, duplicate monthly statements, access to mutual funds, including lower sales charges than for direct purchases and lower minimum purchase amounts. There is no direct affiliation between the investment advice given to clients and FSGIM's participation in the Program, however, other products and services discussed below are received by FSGIM which would not be received if the advisor did not give investment advice to clients and participate in the Program. Some of these other products and services assist FSGIM in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution, pricing information and other market data, facilitate payment of FSGIM's fees from its clients' accounts and assist with back office support, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of FSGIM's clients accounts. Schwab may also provide FSGIM with information and consulting services intended to help FSGIM manage and further develop its business. The services may include technology consulting and regulatory compliance publications and presentations. The availability to FSGIM of the products and services is not contingent upon FSGIM committing to brokerage any specific amount of business. However, Because FSGIM does not have to produce or pay for the research, products or services, and instead they are paid by client commissions and other client costs, FSGIM may have an incentive to select or recommend Schwab based on our interest in receiving such research and services, rather than on our clients' interest in receiving more favorable execution.

FSGIM does not aggregate trades for client transactions. Aggregation is not available for mutual fund trades, which makes up the majority of FSGIM's trades.

Aggregation may be available in the trading of individual stocks and, if trades were aggregated the transaction cost would be decreased.

### **ITEM 13 - REVIEW OF ACCOUNTS**

The VP of Investments/Chief Investment Officer (“CIO”) is responsible for evaluating securities for investment, reviewing clients’ managed portfolios, creating asset allocations and security recommendations for review by the Investment Committee (“IC”) and ensuring that transactions are properly executed.

FSGIM utilizes asset class investing in client managed portfolios (“Accounts”) principally through the use of open end mutual funds. The mutual funds used are periodically reviewed and, if necessary, the CIO recommends changes to the IC which reviews the recommendation and gives final approval. No recommendations are made relative to the purchase of securities in unmanaged accounts or unmanaged assets. FSGIM is attached to unmanaged accounts only for the convenience of the client and for reporting purposes.

#### **Account Review Procedures**

FSGIM utilizes a team approach to managing and serving client accounts. The President, Vice President of Investments, Executive Vice President of Customer Service and the Vice President of Client Reporting will serve every Account depending upon availability at the time of the client request. This group as a whole is referred to as the portfolio manager and the President is referred to as the lead portfolio manager. Clients are informed of this management methodology at the time they select FSGIM to manage their investments.

At least quarterly, personnel, including the CIO, will review FSGIM’s portfolios, specifically looking for irregularities and for unusual positions. In addition, performance analyses will be conducted to ensure that all accounts with similar investment objectives are performing within a reasonable band of returns. Any issues will be resolved by the CIO.

Clients are requested to contact FSGIM any time they have a significant change in their financial picture. Either the President or Executive Vice President of customer service along with other FSGIM personnel will meet with the client to update their CFF to determine what, if any changes, need to be made to the client’s portfolio. This work is done based on the contact initiated by the client. Other changes to the portfolio may be initiated by FSGIM personnel based on market conditions. Any change to a client allocation is done with the client’s approval, which will be documented.

## **Client Reporting**

A copy of the client's consolidated investment portfolio is posted on FSGIM's secure website on a daily basis.

Quarterly reports are also posted to the secure website and they include a list of managed and unmanaged accounts, a consolidated investment portfolio statement that shows positions and unit values, return data for the portfolio for the quarter, year to date, last 12 months, last 5 years and since inception of the relationship, and a graphic showing the relationship of the client's net investment and the value of the accounts since inception of the relationship with FSGIM. Clients also receive quarterly letters related to the market. All of the reports are written and are posted on the secure website. Some clients prefer paper copies and those are mailed at the end of each quarter. The daily report is not available except on the website.

Clients also receive reports from the third party custodians which can be compared to the FSGIM reports. We strongly encourage clients to compare the 2 different reports and to report any discrepancies to us if any are noted. The third party custodian reports are in a variety of forms as directed by the client. Included in those reports, on not less than a quarterly basis, are the numbers of units, the value per unit, total value of each investment, trades executed in each account during the period, and contributions and withdrawals.

## **ITEM 14 - CLIENT REFERRALS AND OTHER COMPENSATION**

Mr. Paessler and Mr. Shaul are the primary principals of Financial Strategy Group, PLC ("FSG"), a Certified Public Accounting firm that specializes in tax planning, tax return preparation, estate planning, and financial planning for individuals and FSGIM. Clients are informed of the relationship between the firms and are informed that they are under no obligation to select FSGIM to assist with management of their portfolio. Fees for services provided by FSGIM and FSG are billed separately. FSGIM has written agreements with FSG to compensate FSG, which may in turn compensate employees and/or owners, for referrals. FSG receives 15% of the FSGIM fees to compensate for referrals, technical tax support and use of the CFF model. Such fees will be paid by FSGIM and the clients will not incur any additional fees as a result thereof.

## **ITEM 15 - CUSTODY**

FSGIM does not maintain possession of client funds or securities. Client funds are held by third party custodians (Charles Schwab, company plan sponsors). Nonetheless, because clients may authorize FSGIM to directly deduct fees from client assets, FSGIM has custody. FSGIM downloads activity on a daily basis from the custodians to maintain a system where consolidated statements can be created and returns calculated. The third party custodians provide statements directly to



clients. We also provide clients with information that can be compared to the statements sent to them by their third party custodian. FSGIM personnel reconcile third party custodian records to FSGIM's records not less than monthly. However, FSGIM strongly recommends that clients compare the balance on their third party custodian statement to their FSGIM statement to ensure that there are no discrepancies. If there are any discrepancies please notify Cliff Paessler, President and Chief Manager, Chief Compliance Officer at 901-531-7423 or [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com) immediately.

#### **ITEM 16 - INVESTMENT DISCRETION**

FSGIM receives discretionary authority to manage securities accounts on behalf of clients. The authority is received via limited powers of attorney either included in the third party custodian account documents or in a separate document for company plan accounts. The limitations allow FSGIM to buy or sell securities in the account, transfer money to an account with the same name and/or to collect their monthly fee from the account.

Clients may also have unmanaged accounts to which FSGIM is attached. The client agreement with FSGIM prohibits FSGIM from exercising investment discretion with unmanaged assets.

#### **ITEM 17 - VOTING CLIENT SECURITIES**

FSGIM votes, where possible, proxies for managed portfolio securities held in managed accounts. Investments held in Company Plan accounts are controlled by the third party custodian. Neither FSGIM nor clients have the authority to vote proxies on securities held in those accounts. Proxy voting for assets held in unmanaged accounts is the responsibility of the client and they will receive the proxies or other solicitations directly from their custodians.

Proxy voting is done by the CIO who informs the investment committee about the votes. Proxy votes are cast to maximize shareholder value based on our review of the matter being considered. We do not always vote with management. Clients cannot direct our vote in any particular solicitation since the vote covers all shares that we manage. While conflicts of interest on proxies may occur, the use of mutual funds and ETFs in the portfolio significantly reduces any potential conflict. If there is a conflict we again look at the matter and cast the vote in the manner that we believe maximizes shareholder value. Clients can obtain a copy of our proxy voting policies and procedures by requesting a copy from Cliff Paessler at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com). Clients may also obtain information about how we voted proxies by contacting Cliff Paessler at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com).

## **ITEM 18 – FINANCIAL INFORMATION**

FSGIM has never been the subject of a bankruptcy petition and we are not aware of any financial condition that is reasonably likely to impair our ability to meet our contractual commitments to clients. However, should at some future date FSGIM file for bankruptcy or should the company become unprofitable and additional capital is not available, FSGIM may no longer be able to meet its contractual commitments to clients.

### **ADDITIONAL DISCLOSURES**

#### **Business Continuity/Disaster Recovery Plan**

FSGIM has a business continuity/disaster recovery plan that will go into effect if their office space becomes uninhabitable or loses internet connectivity for an extended period. FSGIM will simply set up in a location that has internet connectivity and will post on the website the best way for you to contact them. Location will be determined by the extent of the disaster.

#### **Privacy Notice**

FSGIM is committed to maintaining the confidentiality, integrity, and security of the personal information that is entrusted to us by our current and former clients.

FSGIM must collect certain personally identifiable financial information about its customers to provide financial services and products. The personally identifiable information that we gather during the normal course of doing business with you may include:

- 1) Information we receive from you on applications and other forms,
- 2) Information about your transactions with us, our affiliates, or others,
- 3) Information collected through an Internet “cookie” (an information collecting device from a web server), and
- 4) Information we receive from a consumer reporting agency.

We do not disclose any nonpublic personal information about our clients or former clients to anyone, except as permitted or required by law, or as necessary to provide services to you, or as permitted by you in writing. In accordance with Section 248.13 of Regulation S-P, we may disclose all of the information we collect, as described above, to certain nonaffiliated third parties such as attorneys, accountants, auditors and persons or entities that are assessing our compliance with industry standards. We enter into contractual agreements with all nonaffiliated third parties that prohibit such third parties from disclosing or using the information other than to carry out the purposes for which we disclose the information.



We restrict access to nonpublic personal information about you to those Employees who need to know that information to provide financial products or services to you. We maintain physical, electronic, and procedural safeguards that comply with federal standards to guard your nonpublic personal information.

**John Clifton (Cliff) Paessler**  
President, Chief Manager, Chief Compliance Officer, Principal Owner

## **FSG Investment Management, LLC**

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Fsgim.com

December 31, 2010

This Brochure Supplement provides information about Mr. Paessler that supplements the FSGIM Brochure. You should have received a copy of that Brochure. Please contact Mr. Paessler at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com) or at the number above if you did not receive FSGIM's Brochure or if you have any questions about the contents of this supplement.

Additional information about Mr. Paessler is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

**Name:** John Clifton Paessler

**Year of Birth:** 1956

**Formal education after high school:** BBA in accounting from Memphis State University (Magna Cum Laude), various continuing education courses required to maintain CPA certification.

**Business background for at least the preceding five years:** 1999-Current, Member of Financial Strategy Group, PLC ("FSG"), a CPA firm that specializes in serving individuals tax and financial planning needs. 2001 – March, 2005, served as a director, President, and member of both the Investment Committee and the Trust Committee of Investment Counsel & Trust Company, a state chartered trust company with approximately \$200 million in assets under management at the time of his departure. April 2005 – Present, President, Chief Manager, Chief Compliance Officer of FSG Investment Management, LLC.

### Professional Designations Held

**Certified Public Accountant ("CPA")** CPAs are licensed and regulated by their state boards of accountancy. At the time Mr. Paessler obtained his CPA license, the minimum education requirement was a BBA in Accounting and a minimum experience requirement of 2 years providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA. Successful passage of the Uniform CPA Examination was also required. In order to maintain a CPA license in Tennessee, he must complete 80 hours of continuing professional education ("CPE") every 2 years with not less than 20 hours in any one year. He is also a member of the American Institute of Certified Public Accountants (AICPA) and is required to follow a rigorous *Code of Professional Conduct* which requires that he act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services.

**Personal Financial Specialist ("PFS")** The PFS credential demonstrates that an individual has met the minimum education, experience and testing required of a CPA in addition to a minimum level of expertise in personal financial planning. To attain the PFS credential, a candidate must hold an unrevoked CPA license, fulfill 3,000 hours of personal financial planning business experience, complete 80 hours of personal financial planning CPE credits, pass a comprehensive financial planning exam and be an active member of the AICPA. Mr. Paessler did not have to take the examination because of his experience. A PFS credential holder is required to adhere to AICPA's *Code of Professional Conduct*, and is encouraged to follow AICPA's *Statement on Responsibilities in Financial Planning Practice*. To maintain their PFS

credential, the recipient must complete 60 hours of financial planning CPE credits every three years. The PFS credential is administered through the AICPA.

## **DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

## **OTHER BUSINESS ACTIVITIES**

Mr. Paessler is actively involved in Financial Strategy Group, PLC ("FSG) as a member/owner of that CPA firm. His activity in FSG does not create any material conflict of interest with clients of FSGIM. He spends approximately 30% of his time on FSG matters. The FSGIM brochure speaks to this activity in *ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS*.

## **ADDITIONAL COMPENSATION**

If someone who is not a client provides an economic benefit to Mr. Paessler for providing advisory services then disclosure of that arrangement is required. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the individual's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not. Mr. Paessler does receive compensation directly from FSG and FSG does receive a referral fee from FSGIM. Hence, the compensation from FSG could be deemed to be additional compensation.

## **SUPERVISION**

Mr. Paessler is active in giving advice to clients and monitoring of the advice given by him and/or other individuals with client contact is done several ways. First, there are standard presentations and tools that are used to answer questions for clients. Second, customer service and other individuals are copied on e-mails in which advice is given and those e-mails are retained in the client relationship management system. Third, whenever a meeting is held with a client we always attempt to have 2 firm representatives in the meeting whenever possible. Separation of duties within the firm also assists with the monitoring of advice given. If anyone feels any advice given by Mr. Paessler is a problem they can notify Mr. Shaul, Managing Member of FSG and a principal owner of both FSG and FSGIM. Mr. Shaul can be contacted at 901-763-3335 or via e-mail at [ashaul@fsgplc.com](mailto:ashaul@fsgplc.com).

**Michael Andrew (Andy) Shaul**  
Secretary and Principal Owner

## **FSG Investment Management, LLC**

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This Brochure Supplement provides information about Mr. Shaul that supplements the FSGIM Brochure. You should have received a copy of that Brochure. Please contact Mr. Paessler at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com) or at the number above if you did not receive FSGIM's Brochure or if you have any questions about the contents of this supplement.

Additional information about Mr. Shaul is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Name: Michael Andrew Shaul

Year of Birth: 1957

Formal education after high school: BS from University of Tennessee and an MS in taxation from Memphis State University, various continuing education courses required to maintain CPA certification.

Business background for at least the preceding five years: 1999-Current, Managing Member of Financial Strategy Group, PLC ("FSG"), a CPA firm that specializes in serving individuals tax and financial planning needs. 2001 – March, 2005, served as a director, member of the Trust Committee and member of the Investment Committee of Investment Counsel & Trust Company, a state chartered trust company with approximately \$200 million in assets under management at the time of his departure. April 2005 – Present, Secretary and a principal owner of FSGIM. Mr. Shaul serves on the Investment Committee of FSGIM.

### Professional Designations Held

**Certified Public Accountant ("CPA")** CPAs are licensed and regulated by their state boards of accountancy. At the time Mr. Shaul obtained his CPA license, the minimum education requirement was a BS in Accounting and a minimum experience requirement of 2 years providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA. Successful passage of the Uniform CPA Examination was also required. In order to maintain a CPA license in Tennessee, he must complete 80 hours of continuing professional education ("CPE") every 2 years with not less than 20 hours in any one year. He is also a member of the American Institute of Certified Public Accountants (AICPA) and is required to follow a rigorous *Code of Professional Conduct* which requires that he act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services.

**Personal Financial Specialist ("PFS")** The PFS credential demonstrates that an individual has met the minimum education, experience and testing required of a CPA in addition to a minimum level of expertise in personal financial planning. To attain the PFS credential, a candidate must hold an unrevoked CPA license, fulfill 3,000 hours of personal financial planning business experience, complete 80 hours of personal financial planning CPE credits, pass a comprehensive financial planning exam and be an active member of the AICPA. Mr. Shaul did not have to take the examination because of his experience. A PFS credential holder is required to adhere to AICPA's *Code of Professional Conduct*, and is encouraged to follow AICPA's *Statement on Responsibilities in Financial Planning Practice*. To maintain their PFS

credential, the recipient must complete 60 hours of financial planning CPE credits every three years. The PFS credential is administered through the AICPA.

## **DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

## **OTHER BUSINESS ACTIVITIES**

Mr. Shaul is actively involved in Financial Strategy Group, PLC ("FSG") as the Managing member of that CPA firm. His activity in FSG does not create any material conflict of interest with clients of FSGIM. He spends approximately 70% of his time on FSG matters. The FSGIM brochure speaks to this activity in *ITEM 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS*.

## **ADDITIONAL COMPENSATION**

If someone who is not a client provides an economic benefit to Mr. Shaul for providing advisory services then disclosure of that arrangement is required. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the individual's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not. Mr. Shaul does receive compensation directly from FSG and FSG does receive a referral fee from FSGIM. Hence, the compensation from FSG could be deemed to be additional compensation.

## **SUPERVISION**

Mr. Shaul is not active in giving investment advice to clients but in his role as the managing member of FSG he has extensive client contact with clients who have hired both FSG and FSGIM. If anyone feels any advice given by Mr. Shaul is a problem they can notify Mr. Paessler, President and Chief Manager of FSGIM and a principal owner of FSG and FSGIM. Mr. Paessler can be contacted at 901-531-7423 or via e-mail at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com).

Robert (Rob) Glenn Dingler  
Executive Vice President Customer Service

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This Brochure Supplement provides information about Mr. Dingler that supplements the FSGIM Brochure. You should have received a copy of that Brochure. Please contact Mr. Paessler at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com) or at the number above if you did not receive FSGIM's Brochure or if you have any questions about the contents of this supplement.

Additional information about Mr. Dingler is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).



## EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Name: Robert Glenn Dingler

Year of Birth: 1959

Formal education after high school: BBA in Marketing from Harding University and an MS in Accounting from University of Memphis, various continuing education courses required to maintain CPA certification.

Business background for at least the preceding five years: July, 2005 - Present, Executive Vice President of FSGIM with primary responsibility for Customer Service. Mr. Dingler also serves on the Investment Committee of FSGIM. December, 2001 – June, 2005, Vice President and Director of Operations for Investment Counsel and Trust Company, a state chartered bank trust company where he also served as Cashier, Chief Compliance Officer and Chief Financial Officer.

### Professional Designations Held

**Certified Public Accountant (“CPA”)** CPAs are licensed and regulated by their state boards of accountancy. At the time Mr. Dingler obtained his CPA license, the minimum education requirement was a BBA in Accounting and a minimum experience requirement of 2 years providing services that involve the use of accounting, attest, compilation, management advisory, financial advisory, tax or consulting skills, all of which must be achieved under the supervision of or verification by a CPA. Successful passage of the Uniform CPA Examination was also required. In order to maintain a CPA license in Tennessee, he must complete 80 hours of continuing professional education (“CPE”) every 2 years with not less than 20 hours in any one year. He is also a member of the American Institute of Certified Public Accountants (AICPA) and is required to follow a rigorous *Code of Professional Conduct* which requires that he act with integrity, objectivity, due care, competence, fully disclose any conflicts of interest (and obtain client consent if a conflict exists), maintain client confidentiality, disclose to the client any commission or referral fees, and serve the public interest when providing financial services.

**Personal Financial Specialist (“PFS”)** The PFS credential demonstrates that an individual has met the minimum education, experience and testing required of a CPA in addition to a minimum level of expertise in personal financial planning. To attain the PFS credential, a candidate must hold an unrevoked CPA license, fulfill 3,000 hours of personal financial planning business experience, complete 80 hours of personal financial planning CPE credits, pass a comprehensive financial planning exam and be an active member of the AICPA. Mr. Dingler did not have to take the examination because of his experience. A PFS credential holder is required to adhere to AICPA’s *Code of Professional Conduct*, and is encouraged to follow AICPA’s *Statement on Responsibilities in Financial Planning Practice*. To maintain their PFS credential, the recipient must complete 60 hours of financial planning CPE credits every three years. The PFS credential is administered through the AICPA.

## **DISCIPLINARY INFORMATION**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

## **OTHER BUSINESS ACTIVITIES**

Mr. Dingler is not involved in any other business activities.

## **ADDITIONAL COMPENSATION**

If someone who is not a client provides an economic benefit to Mr. Dingler for providing advisory services then disclosure of that arrangement is required. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the individual's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not. Mr. Dingler receives no such compensation.

## **SUPERVISION**

Mr. Dingler is active in giving advice to clients and monitoring of the advice given by him and/or other individuals with client contact is done several ways. First, there are standard presentations and tools that are used to answer questions for clients. Second, customer service and other individuals are copied on e-mails in which advice is given and those e-mails are retained in the client relationship management system. Third, whenever a meeting is held with a client we always attempt to have 2 firm representatives in the meeting whenever possible. Separation of duties within the firm also assists with the monitoring of advice given. If anyone feels any advice given by Mr. Dingler is a problem they can notify Mr. Paessler, President and Chief Manager FSGIM. Mr. Paessler can be contacted at 901-531-7423 or via e-mail at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com).

Warren A. Coleman  
Vice President of Investments, Chief Investment Officer

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Additional information about Mr. Coleman is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Name: Warren A. Coleman

Year of Birth: 1962

Formal education after high school: BS in Physics from Vanderbilt University (cum laude), MA in National Security and Strategic Studies from U.S. Naval War College, MA in Management from Bowie State University, European Division, Heidelberg, Germany.

Business background for at least the preceding five years: May, 2005 - Present, Vice President of Investments, Chief Investment Officer for FSGIM. Mr. Coleman chairs the Investment Committee of FSGIM. May, 2004 – May, 2005, Portfolio Analyst with Investment Counsel and Trust Company, a state chartered bank trust company. Prior to May, 2004, Commander, U.S. Naval Assistant Division Director, U.S. Navy Personnel Command.

### Professional Designations Held

**Chartered Financial Analyst (“CFA”)** The CFA credential demonstrates that an individual has met the minimum education, experience and testing required of an individual. To attain the CFA credential, a candidate must either have an undergraduate degree and four years of professional experience involving investment decision-making, or four years of qualified work experience that is full time but not necessarily investment related. Mr. Coleman qualifies on both accounts. The education requirement for the credential is a 3 level self-study program with an examination for each level. It is estimated that the study time for each level in order to be successful on the examination is 250 hours. The CFA credential is conferred by the CFA Institute and credential holders are required to adhere to the CFA Institute’s Professional Conduct Program.

## DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

### OTHER BUSINESS ACTIVITIES

Mr. Coleman is not involved in any other business activities.

### ADDITIONAL COMPENSATION

If someone who is not a client provides an economic benefit to Mr. Coleman for providing advisory services then disclosure of that arrangement is required. For purposes of this Item, economic benefits include sales awards and other prizes, but

do not include the individual's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not. Mr. Coleman receives no such compensation.

## **SUPERVISION**

Mr. Coleman is not active in giving advice directly to clients. He does occasionally participate in meetings where advice is given to clients but his primary roles are to develop the portfolio allocations that we use, monitor the investment choices used, supervise and manage the trading activities of the firm, and monitor adherence to the policies of the firm. The Investment Committee of the firm monitors Mr. Coleman's "advice" each month in a formal Investment Committee meeting. If anyone feels any advice given by Mr. Coleman is a problem they can notify Mr. Paessler, President and Chief Manager of FSGIM. Mr. Paessler can be contacted at 901-531-7423 or via e-mail at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com).

**Owen Alexander Keith**  
Customer Service Manager

**FSG Investment Management, LLC**

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December 31, 2010

This Brochure Supplement provides information about Mr. Keith that supplements the FSGIM Brochure. You should have received a copy of that Brochure. Please contact Mr. Paessler at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com) or at the number above if you did not receive FSGIM's Brochure or if you have any questions about the contents of this supplement.

Additional information about Mr. Keith is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## EDUCATIONAL BACKGROUND AND BUSINESS EXPERIENCE

Name: Owen Alexander Keith

Year of Birth: 1972

Formal education after high school: BBA from University of Memphis, MBA from University of Memphis.

Business background for at least the preceding five years: August, 2010 - Present, Customer Service Manager for FSGIM. 1999 – July, 2010, Vice President – Financial Consultant Charles Schwab & Company.

## Professional Designations Held

**Accredited Asset Management Specialist (“AAMS”)** The AAMS credential demonstrates that an individual has met the minimum education, experience and testing required of an individual to receive the credential. The credential is conferred by The College for Financial Planning. To attain the AAMS credential, a candidate must complete a self-study course of 12 modules requiring 100-120 hours, pass an examination that is closed-book and proctored, and be approved by the College for Financial Planning after review of the individual’s history in the investment and planning industry. 16 hours of continuing education are required every 2 year in order to maintain the credential and holders of the credential must comply with the Code of Ethics which includes agreeing to abide by the Standards of Professional Conduct and Terms and Conditions.

**Chartered Mutual Fund Counselor (“CMFC”)** The CMFC credential demonstrates that an individual has met the minimum education, experience and testing required of an individual to receive the credential. The credential is conferred by The College for Financial Planning in association with the Investment Company Institute, the primary trade organization for the mutual fund industry. To attain the CMFC credential, a candidate must complete a self-study course of 9 modules requiring 72-90 hours, pass an examination that is closed-book and proctored, and be approved by the College for Financial Planning after review of the individual’s history in the investment and planning industry. 16 hours of continuing education are required every 2 year in order to maintain the credential and holders of the credential must comply with the Code of Ethics which includes agreeing to abide by the Standards of Professional Conduct and Terms and Conditions.

## DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of each supervised person providing investment advice. No information is applicable to this Item.

## **OTHER BUSINESS ACTIVITIES**

Mr. Keith is not involved in any other business activities.

## **ADDITIONAL COMPENSATION**

If someone who is not a client provides an economic benefit to Mr. Keith for providing advisory services then disclosure of that arrangement is required. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the individual's regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not. Mr. Keith receives no such compensation.

## **SUPERVISION**

Mr. Keith is active in giving advice to clients and monitoring of the advice given by him and/or other individuals with client contact is done several ways. First, there are standard presentations and tools that are used to answer questions for clients. Second, customer service and other individuals are copied on e-mails in which advice is given and those e-mails are retained in the client relationship management system. Third, whenever a meeting is held with a client we always attempt to have 2 firm representatives in the meeting whenever possible. Separation of duties within the firm also assists with the monitoring of advice given. If anyone feels any advice given by Mr. Keith is a problem they can notify Mr. Paessler, President and Chief Manager FSGIM. Mr. Paessler can be contacted at 901-531-7423 or via e-mail at [cpaessler@fsgim.com](mailto:cpaessler@fsgim.com).