

**Schedule F of  
Form ADV**

**Continuation Sheet for Form ADV Part II**

Adviser:

Foresters Equity Services, Inc.

SEC File Number:

801-68181

Date:

03/31/2009

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of Adviser exactly as stated in Item 1A of Part I of Form ADV:  
Foresters Equity Services, Inc.

IRS Empl. Ident. No.:  
33-0178144

Item of Form  
(identify)

Answer

Item 1(C)(6); Item  
1(D)(3,6); Item 3(L);  
8(C)(9) and Item 13(A)

Foresters Equity Services, Inc. is a broker dealer and investment adviser. Brokers execute trades on behalf of clients through their agents who are called registered representatives. Investment advisers are firms in the business of advising clients regarding the value of securities, the advisability of investing in, purchasing, or selling securities, or issuing analyses or reports concerning securities. Investment adviser representatives are solicitors on behalf of third party registered investment advisers that are not affiliated with the broker dealer or the investment advisor and they provide financial planning services (discussed below).

Foresters Equity Services, Inc. uses the marketing name FESCO. In order to avoid confusion, throughout this document a distinction will be made between brokerage and investment advisory services by referring to Foresters Equity Services, Inc. as FESCO when it is acting in its capacity as a broker-dealer and as "the Adviser" to denote that is acting in an advisory capacity. A similar distinction will be made regarding agents.

The term third-party investment adviser or investment advisers will be used to describe an investment adviser or investment advisers other than Foresters Equity Services, Inc. The relationship with the third party advisers is discussed under "Third Party Investment Programs" later in this document.

Associated persons refer to individuals associated with the Adviser in both a registered and unregistered capacity as employees and independent contractors, either working directly with the Adviser or indirectly, through a contract with an investment adviser representative or employee.

**Financial Planning & Consulting**

Service

The Adviser offers financial planning services for both those under contract with the third party investment advisers clients and for those not under an investment management contract. The Adviser provides financial planning and consulting services consistent with clients' financial and tax status, in addition to their risk profile and investment objectives. The Adviser may also provide general non-securities advice on topics that may include retirement and estate planning, insurance needs analysis, college funding, debt consolidation and budgetary structuring and investment management. The Adviser may provide for either an annual ongoing consultation or a onetime financial plan design including drafting and assistance in the implementation of a the plan including participating in all meetings with required third parties (i.e. attorney or accountant). Financial Planning typically results in a specific plan and involves the implementation of a series of specific recommendations. Financial Consulting is general advice that may or may not lead to an implementation of a financial plan and strategy.

- a. Retirement Planning - This service involves the review of assets and availability of funds to invest along with ownership of property and current cash flows. This review also looks at time lines and the cash needs horizon for family or individual spouses over the mid and long term. Methods of accumulation and the respective tax consequences are evaluated and where appropriate specific investment

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vehicle recommendations may be made. The Adviser does not render any legal, accounting, or tax advice as part of this process.

- b. Estate Planning - Depending on the age of the clients the review of assets and liabilities for purposes of estate planning may be appropriate. This also includes a review of titling of assets, distribution and estate tax reductions techniques as well as the consideration of the role that gifting and trusts would play in a comprehensive estate planning strategy. The implementation of specific tax strategies involving document creation would be done by a licensed attorney.
- c. Insurance Planning – Client insurance needs would be assessed across the full array of insurance products that are available to clients including life, disability, property and casualty, auto and long-term care. This planning and advice would require determination of the client's risk tolerance balanced against their perceived insurance needs and available cash flow. Where appropriate client would be directed to third party insurance agents specializing in a needed insurance product. As such, a conflict of interest may exist with respect to recommendations to buy insurance. In all cases, transactions are effected in the best interests of the client.
- d. College Planning - Long term and short term college funding needs would be assessed and products and strategies would be reviewed. Where appropriate specific investments vehicles would be recommended and when timely set up with the assistance of the Adviser or the appropriate third party.
- e. Investment Planning – This service would cover advice on asset allocation, funding choices and income allocation techniques. The client's current investments and available investable income in combination with the economic and tax characteristics of existing investments would be reviewed as part of this process. Tax consequences and their implications are identified and evaluated in general terms. The Adviser does not render any specific accounting or tax advice as part of this process.
- f. Budgetary Structuring – As part of providing services a through e above, the Adviser may be in a position to recommend techniques or strategies for consolidation of the client's financial situation so that the client can achieve some of the desired financial planning goals they are after. Such strategies would be directed at cost savings and better financial planning of their current cash flows.

It is anticipated that the financial plan produced will be delivered within six months or sooner of the date of the agreement and fees for financial planning or consulting projects are earned as work is performed.

Fees

For its services in the preparation of financial plans, the Adviser may charge a flat fee of \$450 or may offer an hourly rate that is typically based on a charge of \$150 per hour. The Adviser charges a fixed fee minimum of \$450 unless the financial planning exceeds 3 hours of work at which time the client is billed hourly at a rate of \$150/hr for all time in excess of 3 hours. Based on the nature of the work or advice the client is seeking and the degree of sophistication required to complete a specific financial planning component, the fixed fee and/or the hourly rate are negotiable at the discretion of the Adviser and billed monthly as completed based upon the time the Adviser spends in the analysis and preparation of the report(s). In the preparation of a financial plan, the Adviser may recommend the use of the third party adviser platforms' investment advisory services but the use of those platforms and services is not required. The Adviser has a conflict of

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interest in that it may receive compensation for the preparation of the financial plan and for the referral of investment advisory services to the third party providers. Implementation of the financial plan is at the discretion of the client, and may be implemented with a provider not related to or recommended by the Adviser.

The Adviser does not make any representation that the financial plan is done at the lowest cost available and clients and investors may be able to obtain a financial or estate plan at a more favorable rate from other providers.

Termination

A planning or consulting client will have a period of five (5) business days from the date of signing the agreement to unconditionally rescind the agreement and receive a full refund of all fees. Thereafter, the client may terminate the agreement by providing the Adviser with written notice prior to delivery of the plan or completion of the service and receive a prorated refund of any unearned fees.

**Third Party Investment Programs**

Service

In their capacity as placing client assets with third party advisers, the Foresters Equity Services investment advisor representatives evaluate client investment objectives and recommend investment adviser portfolio products based on that evaluation. The third party advisers manage the client assets and are granted discretion by clients in transacting securities on behalf of the clients.

At the time of filing this Schedule F, the Adviser has entered into agreements with Dunn Warren Investment Advisers LLC and Southwest Securities, Inc. Under these agreements, the Adviser offers clients various types of programs sponsored by the named third party investment programs. All third-party investment advisers to whom the Adviser will refer clients will be licensed as investment advisers by their resident state and any applicable jurisdictions or registered investment advisers with the Securities and Exchange Commission.

Clients referred to the third party advisers will receive full disclosure, including services rendered and fee schedules, at the time of the referral, by delivery of a copy of the relevant third-party adviser's Form ADV Part II or equivalent disclosure document at the same time as the Form ADV Part II or equivalent disclosure document of the Adviser.

In addition, if the investment program recommended to a client is a wrap fee program the client will also receive the Schedule H or equivalent wrap fee brochure provided by the sponsor of the program. The Adviser will provide to each client all appropriate disclosure statements, including disclosure of solicitation fees to the Adviser and its advisory associates.

Certain third party platform investment adviser products may compensate representatives of Foresters Equity Services Inc. at different levels. For those products with higher compensation levels, there is an inherent conflict of interest that incentivizes the recommendation of higher fee products. Clients are under no obligation to participate in

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Foresters Equity Services Inc. recommendations of investment advisory products and there is no assertion that these services are provided at the lowest cost available. Foresters Equity Services Inc. fiduciary responsibility to act in the client's best interest is the foremost consideration in the determination of recommendations to clients.

Fees

Compensation is disclosed to the client in a separate disclosure document and is typically equal to a percentage of the investment advisory fee charged by the third party adviser or a fixed fee. The disclosure document provided by the Adviser will clearly state the fees payable to the Adviser and the impact to the overall fees due to these payments. The fees will be paid to the Foresters by the investment advisers used in the third party investment programs. For the placement of client assets on the third party investment adviser platform, Foresters Equity Services receives a portion of the management fee (solicitation fee) that is generally an annual rate that is between .85% and 1.55% of the client assets under management by the third party advisers, payable in like time periods with the collection of fees from the client. Once established, the fee to Foresters is the generally the same for all clients referred to the third party. However, it is possible that a different fee structure is negotiated by the third party adviser either with the client or with Foresters Equity Services at their discretion. Refer to third party adviser's ADV Part II and Schedule F for their specific fees schedules and whether they are negotiable. The solicitation fee to Foresters continues until the client relationship is terminated by either party. Fees are generally collected quarterly in arrears. Third party providers may determine to collect fees in advance with or without a rebate on unearned fees upon termination and may have different collection terms. Clients are directed to the investment management agreement with the third party adviser.

Termination

Termination of the client contract with the third party adviser(s) is detailed in the investment management agreement between the client and the adviser in which the client is placing their assets. For additional disclosure on the third party advisers' products, fees, terms and conflicts of interest, clients are directed to the ADV Part II and Schedule F of the selected third party adviser.

**Other Services**

Insurance

The Adviser is wholly owned by The Independent Order of Foresters which is a Fraternal Benefit Society and an insurance company. The IOF is a separate business entity fully engaged in the life insurance and fixed annuity business. 80% of FESCO RRs are appointed with IOF to sell life insurance. FESCO RRs may be licensed with other insurance companies. Many of the RRs are required to be appointed with other life insurance companies in order to sell variable annuities and variable universal life insurance products that are distributed through FESCO. The average IAR's time is spent 60% conducting insurance business, 35% conducting brokerage business and 5% conducting investment advisor business. Advisory services constitute less than 5% of revenues of FESCO's total business.

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Item 5

**Education & Business Standards**

The Adviser routinely requires that individuals involved in determining or giving investment advice have at least two years of financial planning, advisory, or brokerage related experience or educational achievements that the Adviser deems appropriate. The Adviser requires that each investment adviser representative have the licenses required in any applicable state.

Item 6

**Education & Business Background**

Frank L. Smith, born in 1944, is President and Chief Executive Officer of Foresters Equity Services, Inc. since August 2005, and President of Foresters Equity Services Investment Advisors since August 2007. Mr. Smith has served on the Foresters Equity Board of Directors since 1991. Mr. Smith earned his Bachelors Degree from the U.S. Naval Academy and a Masters Degree in Public Administration from the University of Rhode Island. Mr. Smith currently holds the following industry registration/licenses:

Series 6 Investment Company Products /Variable Contracts Representative  
Series 26 Investment Company Products / Variable Contracts Principal  
Series 63 Uniform State Securities Representative  
Series 65 Investment Advisor Representative

Stephen A. Cheeseman, born in 1958, is the Chief Compliance Officer and Director of Legal and Corporate Affairs for Foresters Equity Services, Inc. Mr. Cheeseman received his Bachelor of Arts in business with Honors at Wilfred University in Canada in 1982. Mr. Cheeseman graduated from the University of Windsor faculty of law in 1987 and is admitted and qualified to practice in Canada, USA and the United Kingdom. Mr. Cheeseman has been the Chief Compliance Officer for Foresters Equity since 2004, and has directed legal affairs for Foresters Equity since 1999. Mr. Cheeseman is also the Associate General Counsel and Assistant Vice President of legal department of Independent Order of Foresters, the parent company of Foresters Equity as well as the Compliance Officer for the US Division of the Independent Order of Foresters. Mr. Cheeseman currently holds the following industry registration/licenses:

Series 6 Investment Company Products /Variable Contracts Representative  
Series 26 Investment Company Products / Variable Contracts Principal  
Series 63 Uniform State Securities Representative  
Series 65 Investment Advisor Representative

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Items 7 (B)  
8(A), (C)(1)

**Broker Dealer Activities**

The Adviser's principal business is as a securities broker-dealer which is registered with the Securities and Exchange Commission ("SEC") and a member of the Financial Industry Regulatory Authority ("FINRA"). The brokerage-related activities generate the majority of the firm's revenues. The Adviser is a broker-dealer offering various types of products including mutual funds, and variable insurance products. As such, the representatives spend the majority of their time on broker-dealer related activities with approximately 10% of their time devoted to investment advisory activities.

In their capacity as representatives of the Broker Dealer, investment adviser representatives may sell mutual funds, variable annuity products and other managed products or partnerships to investment advisory clients. Clients will likely be charged for the services by the providers/managers of these products in addition to the fees paid to Foresters or a third party adviser for investment advisory services and/or financial planning fees. The fees and expenses charged by the product providers are separate and distinct from the fees and expenses those charged by the Registrant. These fees and expenses are described in each mutual fund's or underlying annuity fund's prospectuses or in the offering memorandums of a partnership. These fees will generally include a management fee, other fund expenses and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund or variable annuity or investment partnership directly, without the services of Registrant. Accordingly, the client should review both the fees charged by the funds and the fees charged by Registrant to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

Clients may, but are not required to use the services of Foresters' broker dealer. Clients of the Registrant may elect to use the services of the affiliated broker dealer to execute transactions outside of those for their investment advisory account(s). In this circumstance, these transactions will be subject to the broker dealer's standard commission schedule. A potential conflict of interest exists when deciding if a proposed security transaction is to be considered as a duplicating or outside of the third party advisor's investment advisory contract. However, all affiliated personnel of the Foresters are subject to its Code of Ethics and Foresters monitors transactions for proper trade execution in order fulfill its fiduciary responsibilities to clients.

Items 9, 9.B & 9.E

**Client Transactions**

In their capacity as registered representatives, investment adviser representatives may receive payments from certain mutual funds distributed pursuant to a 12b-1 distribution plan or other such plans as compensation for administrative services, representing a separate financial interest. The Adviser does not permit insider trading and has implemented procedures to ensure that its policy regarding insider trading is being observed by associated persons.

Associated persons may own an interest in or buy or sell for their accounts the same securities, which may be purchased or sold in the accounts of advisory clients. Associated persons seek to ensure that they do not personally benefit from the short-term market effects of recommendations to clients and their personal transactions are regularly monitored.

Associated persons are aware of the rules regarding material non-public information and

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	<p>insider trading. Associated persons may also buy or sell specific securities for their accounts based on personal investment considerations, which the Adviser does not deem appropriate to buy or sell for clients.</p> <p style="text-align: center;"><b>Code of Ethics</b></p> <p>The Adviser has adopted a Code of Ethics for the purpose of instructing its personnel in their ethical obligations and to provide rules for their personal securities transactions. The Adviser and its personnel owe a duty of loyalty, fairness and good faith towards their clients, and the obligation to adhere not only to the specific provisions of the Code but to the general principles that guide the Code.</p> <p>The Code covers a range of topics that may include: general ethical principles, reporting personal securities trading, exceptions to reporting securities trading, reportable securities, initial public offerings and private placements, reporting ethical violations, distribution of the Code, review and enforcement processes, amendments to Form ADV and supervisory procedures. The Adviser will provide a copy of the Code to any client or prospective client upon request.</p>
Item 10	<p>For financial planning clients, there is a minimum fixed charge of \$450 for up to three hours of financial planning services. Third party investment advisers may have minimum investment amounts. For details on minimums of third party advisers, refer to the specific adviser's ADV Part II and Schedule F.</p>
Items 12.B & 13.A	<p><b>Brokerage Recommendations &amp; Discretion</b></p> <p>Investment adviser representatives may suggest that clients implement recommendations through the Adviser in its capacity as a broker dealer. If a client elects to work with an investment adviser representative, the Adviser is the only broker dealer option. Investment adviser representatives would receive normal and customary commissions resulting from these securities transactions, presenting investment adviser representatives with a potential conflict of interest.</p> <p>Furthermore, in implementing a plan through relationships maintained by investment adviser representatives, clients may pay commissions or fees that are higher or lower than those that may be obtained from elsewhere for similar services. Clients are advised that they are under no obligation to implement the plan or its recommendations through the investment adviser representatives in their capacities as registered representatives. Investment adviser representatives in their capacities as registered representatives may receive payments from certain mutual fund companies distributed pursuant to 12b-1 or 12b-2 distribution plans or other such plans as compensation for administrative services, a portion of which is allocated to the Adviser in its capacity as a broker dealer. While 12b payments are set by the mutual fund companies, brokerage firms must choose to enter into a selling agreement with each fund companies. The compensation allocation varies among fund companies. This presents registered representatives and the broker dealer with potential conflicts of interest with respect to recommendations to buy or sell these securities.</p>

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