

FORM ADV**Uniform Application for Investment Adviser Registration****Part II - Page 1****OMB APPROVAL**

OMB Number: 3235-0049
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Name of Investment Adviser: George McKelvey Co., Inc.				
Address: (Number and Street)	(City)	(State)	(Zip Code)	Area Code: Telephone Number:
529 Washington Boulevard	Sea Girt	NJ	08750	(732) 449-5323

This part of FORM ADV gives information about the investment adviser and its business for the use of clients.
The information has not been approved or verified by any government authority.

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(Schedule A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form
are not required to respond unless the form displays a currently valid OMB control number.

FORM ADV
Part II - Page 2

Applicant: George McKelvey Co., Inc.

SEC File Number:
801- 15425

Date:
12/31/2007

1. A. Advisory Services and Fees. (check the applicable boxes)

For each type of service provided, state the approximate % of total advisory billings from that service. (See instruction below.)

Applicant:

- | | | | |
|-------------------------------------|--|----|---|
| <input checked="" type="checkbox"/> | (1) Provides investment supervisory services | 99 | % |
| <input type="checkbox"/> | (2) Manages investment advisory accounts not involving investment supervisory services..... | | % |
| <input type="checkbox"/> | (3) Furnishes investment advice through consultations not included in either service described above... | | % |
| <input type="checkbox"/> | (4) Issues periodicals about securities by subscription | | % |
| <input type="checkbox"/> | (5) Issues special reports about securities not included in any service described above..... | | % |
| <input type="checkbox"/> | (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities..... | | % |
| <input type="checkbox"/> | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities... | | % |
| <input type="checkbox"/> | (8) Provides a timing service | | % |
| <input checked="" type="checkbox"/> | (9) Furnishes advice about securities in any manner not described above..... | 1 | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

B. Does applicant call any of the services it checked above financial planning or some similar term?

Yes ☒ No ☐

C. Applicant offers investment advisory services for: (check all that apply)

- | | |
|--|---|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly charges | <input checked="" type="checkbox"/> (5) Commissions |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other |

D. For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

2. Types of clients - Applicant generally provides investment advice to: (check those that apply)

- | | |
|---|--|
| <input checked="" type="checkbox"/> A. Individuals | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations |
| <input type="checkbox"/> B. Banks or thrift institutions | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies | <input type="checkbox"/> G. Other (describe on Schedule F) |
| <input checked="" type="checkbox"/> D. Pension and profit sharing plans | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1)

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Part II - Page 3

Applicant: **George McKelvey Co., Inc.**

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3. Types of Investments. Applicant offers advice on the following: (check those that apply)

- | | |
|--|--|
| <input checked="" type="checkbox"/> A. Equity securities | <input checked="" type="checkbox"/> H. United States government securities |
| <input checked="" type="checkbox"/> (1) exchange-listed securities | <input type="checkbox"/> I. Options contracts on: |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter | <input type="checkbox"/> (1) securities |
| <input checked="" type="checkbox"/> (3) Foreign issuers | <input type="checkbox"/> (2) commodities |
| <input checked="" type="checkbox"/> B. Warrants | <input type="checkbox"/> J. Futures contracts on: |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles |
| <input checked="" type="checkbox"/> D. Commercial paper | <input type="checkbox"/> (2) intangibles |
| <input checked="" type="checkbox"/> E. Certificates of deposit | <input type="checkbox"/> K. Interests in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities | <input checked="" type="checkbox"/> (1) real estate |
| <input type="checkbox"/> G. Investment company securities: | <input checked="" type="checkbox"/> (2) oil and gas interests |
| <input type="checkbox"/> (1) variable life insurance | <input checked="" type="checkbox"/> (3) other (explain on Schedule F) |
| <input type="checkbox"/> (2) variable annuities | <input type="checkbox"/> L. Other (explain on Schedule F) |
| <input checked="" type="checkbox"/> (3) mutual fund shares | |

4. Methods of Analysis, Sources of Information, and Investment Strategies.

A. Applicant's security analysis methods include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Charting | (4) <input checked="" type="checkbox"/> Cyclical |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input checked="" type="checkbox"/> Technical | |

B. The main sources of information applicant uses include: (check those that apply)

- | | |
|---|--|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines | (5) <input type="checkbox"/> Timing services |
| (2) <input checked="" type="checkbox"/> Inspections of corporate activities | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | Securities and Exchange Commission |
| (4) <input checked="" type="checkbox"/> Corporate rating services | (7) <input checked="" type="checkbox"/> Company press releases |
| | (8) <input type="checkbox"/> Other (explain on Schedule F) |

C. The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- | | |
|--|--|
| (1) <input checked="" type="checkbox"/> Long term purchases
(securities held at least a year) | (5) <input type="checkbox"/> Margin transactions |
| (2) <input checked="" type="checkbox"/> Short term purchases
(securities sold within a year) | (6) <input type="checkbox"/> Option writing, including covered options,
uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days) | (7) <input type="checkbox"/> Other (explain on Schedule F) |
| (4) <input type="checkbox"/> Short sales | |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1)

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Part II - Page 4

Applicant: George McKelvey Co., Inc.

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12/31/2007

5. Education and Business Standards.

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? Yes ☒ No ☐

(If yes, please describe these standards on Schedule F)

6. Education and Business Background.

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice clients (if more than five, respond only for their supervisors)
- each principal executive officer of applicant or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

7. Other Business Activities. (check those that apply)

- ☒ A. Applicant is actively engaged in a business other than giving investment advice.
- ☒ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

8. Other Financial Industry Activities or Affiliations. (check those that apply)

- ☒ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commission merchant, commodity pool operator or commodity trading adviser.
- ☐ C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:
- | | |
|--|--|
| <input type="checkbox"/> (1) broker-dealer | <input type="checkbox"/> (7) accounting firm |
| <input type="checkbox"/> (2) investment company | <input type="checkbox"/> (8) law firm |
| <input type="checkbox"/> (3) other investment adviser | <input type="checkbox"/> (9) insurance company or agency |
| <input type="checkbox"/> (4) financial planning firm | <input type="checkbox"/> (10) pension consultant |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer |
| <input type="checkbox"/> (6) banking or thrift institution | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F identify the related person and describe the relationship and the arrangements.)

D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest?.. Yes ☐ No ☒

(If yes, describe on Schedule F the partnerships and what they invest in.)

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1)

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Date:
12/31/2007

9. Participation or Interest in Client Transactions.

Applicant or a related person: (check those that apply)

- ☒ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☒ B. As broker or agent effects securities transactions for compensation for any client.
- ☒ C. As broker or agent for any person other than a client effects transactions in which client securities are sold to or bought from a brokerage customer.
- ☒ D. Recommends to clients that they buy or sell securities or investment products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sell for itself securities it also recommended to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment advisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other condition for starting or maintaining an account?

Yes No
☐ ☒

(If yes, describe on Schedule F)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory account, or holds itself out as providing financial planning or some similarly termed services:

- A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

Each investment advisory account has at least two advisors including a principal and an account executive. The principal and account executive review each account at least once every 90 days. Based on certain triggering factors (for example, bond redemptions, interest/dividends paid, security reorganizations, purchase or sale recommendations, cash inflows or outflows, etc.), the principal and/or account executive will review the account more frequently than every 90 days. The number of accounts for each principal and account executive is outlined in Schedule F.

- B. Describe below the nature and frequency of regular reports to clients on their accounts.

George McKelvey Co., Inc. (the "Company") provides each client with a detailed portfolio summaries including a comprehensive advisory letter on a quarterly basis unless otherwise directed by the client. A limited number of clients have requested an alternative reporting schedule, which the Company does provide to them. National Financial Services LLC, clearing firm for George McKelvey Co., Inc., provides account statements to clients with active accounts on a monthly basis and all clients on a quarterly basis.

Applicant: George McKelvey Co., Inc.

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Date:
12/31/2007

12. Investment or Brokerage Discretion.

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- | | | |
|--|---|-----------------------------|
| (1) securities to be bought or sold? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (2) amount of securities to be bought or sold? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (3) broker or dealer to be used? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| (4) commission rates paid? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |

B. Does applicant or a related person suggest brokers to clients?

Yes ☒ No ☐

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commissions. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for product and research services received.

13. Additional Compensation.

Does the applicant or a related person have any arrangements, oral or in writing, where it:

- | | | |
|---|---|--|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? | Yes <input checked="" type="checkbox"/> | No <input type="checkbox"/> |
| B. directly or indirectly compensates any person for client referrals? | Yes <input type="checkbox"/> | No <input checked="" type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

14. Balance Sheet. Applicant must provide a balance sheet for the most recent fiscal year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet?..... Yes ☐ No ☒

**Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant:
George McKelvey Co., Inc.

SEC File Number:

801- 15425

Date:

12/31/2007

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident. No.:

Item of Form
(identify)

Answer

1. D.

**George McKelvey Co., Inc.
COMMISSION AND FEE SCHEDULE
December 31, 2007**

COMMISSIONS

Stocks

- A - Discretionary Service* - \$35 per transaction
- B - Non Discretionary Service* Approximately 25% discount from regular rates¹
- C - Simple/market - Regular rates¹
- D - Special/limit - Up to 125% of regular rates¹
- E - Complex - Up to 150% of regular rates¹

Bonds

- A - Discretionary Service* - \$35 per transaction
- B - Non Discretionary Service* - Up to 1 1/2% of principal
- C - Simple/market - Up to 2% of principal
- D - Special/limit - Up to 2 1/2% of principal
- E - Complex - Up to 3% of principal

No Load Mutual Funds

- A - Discretionary Service* - \$35 per transaction
- B - Non Discretionary Service* - Up to 3/4 of 1% of principal
- C - Simple/market - Up to 1% of principal
- D - Special/limit - Up to 1 1/4% of principal
- E - Complex - Up to 1 1/2% of principal

Minimum commission on any transaction - \$35 Investment Advisory; \$50 Non Investment Advisory
(See foreign stock trades below)

¹ Regular rates are defined as the commission schedule calculated by National Financial Services LLC ("NFS"), the clearing firm for George McKelvey Co., Inc. The commission rate formula and a series of sample commissions for various size transactions are available upon request. Commissions are negotiable. Additional \$75 fee is added to the commission for foreign stock trades. Certain transactions, depending on the share price and number of shares, may cause the commission to exceed FINRA's "5% Policy." Please consult your registered representative for further details.

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

**Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant:
George McKelvey Co., Inc.

SEC File Number:
801- 15425

Date:
12/31/2007

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident. No.:

Item of Form
(identify)

Answer

1. D.

OTHER CHARGES

** Investment Advisory Service Regular Rates ²*

Fixed income assets (bonds) and George McKelvey Co., Inc. recommended special investments - Up to 1 1/2% of assets

Mutual Funds - Up to 1 1/2% of assets

Equity assets (stocks) and other special investments - Up to 1 1/2% of assets

² Advisory fees are determined by many factors including the number of portfolios, the complexity of the assets within each portfolio, total account size, etc. Fees are negotiable. Fees are payable quarterly after services are rendered. The advisory relationship may be terminated in writing at any time and a pro-rata refund of fees will be provided, if applicable. The minimum annual charge per portfolio is \$500. Clients whose funds are invested in mutual funds where management fees and/or expenses are assessed may be paying two advisory fees and client's proportionate share of fund expenses.

Portfolio Reporting Service-Annual Watch Service \$395 (non-refundable); Special Reports (each) \$75; Start-up Reports (one-time) \$95

Financial and Estate Planning-\$150 to \$350 per hour

Other Investments-Some other investments, including special investments, certain limited partnerships and load mutual funds, set their own fee or commission schedules and may include ongoing "trailer fees." If applicable, full details are provided in the prospectus for each investment.

Estate Valuations-\$15.00 per item

Estate Transfer-\$25.00 per item (minimum)

Mail Charge-\$ 5.00 (per transaction)

Bank Wires-\$15.00 (per transaction)

Inactivity Fee-\$50.00 (per annum)

George McKelvey Co., Inc. (the "Company") provides Investment Supervisory Services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, the Company develops a client's personal investment policy and manages the portfolio based on that policy, making adjustments as needed if the client's goals and/or objectives change. The Company will manage advisory accounts on a discretionary and non-discretionary basis. Account supervision is guided by the stated objectives of the client (for example, maximum capital appreciation, growth, income, or growth and income).

These services include custody of securities, income collection and deposit by National Financial

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

**Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II**

Applicant:
George McKelvey Co., Inc.

SEC File Number:
801- 15425

Date:
12/31/2007

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
	<p>Services LLC ("NFS"), the Company's clearing firm, quarterly portfolio summaries and a quarterly review of the portfolio. See Commission and Fee Schedule included above for full details. The Company does not provide to clients any publications or reports on a subscription basis or for a fee.</p> <p>Fees are paid in one of two ways: 1) quarterly withdrawals from the client's account, or 2) direct payment by the client.</p> <p>In the event the withdrawal method is authorized by the client, withdrawals are made after the services are provided.</p> <p>If the client elects to pay directly and does so in advance, upon receipt the payments are booked as unearned revenue. As service is provided, a pro-rata portion of the prepayment is recorded as income. The client is entitled to cancel the service at any time and receive a pro-rata refund. Fees are negotiable under special circumstances.</p> <p>Clients whose funds are invested in mutual funds where management fees and/or expenses are assessed may be paying two advisory fees and client's proportionate share of fund expenses.</p> <p>The Company provides financial planning services for a fee of up to \$350 per hour. Financial planning services consist of the preparation of comprehensive investment plans for client's assets. Fees are billed when the plan is delivered.</p>	
3. K. (3)	Equipment leasing partnerships, e.g. American Income Partners and Fidelity Leasing.	
5.	College education; business or equivalent experience; passed all relevant securities exams. Good judgment and common sense.	

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

**Schedule F of
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Applicant:
George McKelvey Co., Inc.

SEC File Number:
801- 15425

Date:
12/31/2007

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
6.	<p>Robert G. McKelvey, President; born February 6, 1937</p> <p><u>Education/School/Degree</u></p> <ul style="list-style-type: none"> • Wesleyan University, Middletown, CT; BA in History, 1959 • Oxford University, Cambridge, England, MA in History, 1962 <p><u>Work history</u></p> <ul style="list-style-type: none"> • Employed at George McKelvey Co., Inc. since 1976 <p>Richard Looney, Vice-President & Treasurer; born April 24, 1965</p> <p><u>Education/School/Degree</u></p> <ul style="list-style-type: none"> • University of Hartford, Hartford, CT; BS in Economics/Finance, 1987 <p><u>Work history</u></p> <ul style="list-style-type: none"> • Employed at George McKelvey Co., Inc. since 1987 <p>Robert A. Giunco, Jr., Vice-President & Secretary; born July 27, 1964</p> <p><u>Education/School/Degree</u></p> <ul style="list-style-type: none"> • University of Hartford, Hartford, CT; BA in Communications, 1986 <p><u>Work history</u></p> <ul style="list-style-type: none"> • Employed at George McKelvey Co., Inc. since 1990 	
7. A - B.	<p>George McKelvey Co., Inc. is a broker-dealer. Officers or employees of George McKelvey Co., Inc. spend a minor portion of their time executing transactions on behalf of their clients.</p>	

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

**Schedule F of
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Applicant:
George McKelvey Co., Inc.

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801- 15425

Date:
12/31/2007

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
Item of Form (identify)	Answer	
9. A - E.	<p>Occasionally, transactions for fixed income securities are executed through George McKelvey Co., Inc. (the "Company") on a principal basis. When the Company, as principal, buys fixed income securities from or sells fixed income securities it owns to its advisory clients, the Company provides written notice by fax or mail to the client and obtains subsequent authorization prior to settlement date.</p> <p>See sample notification form below:</p> <p>Mr. and Mrs. Joe Client 123 Main Street Sea Girt, NJ 08750</p> <p>Dear Joe and Jane:</p> <p>We have fulfilled your instructions to purchase the securities listed below for your account. Securities regulations require that we inform you in writing that we have executed this transaction acting as principal.</p> <p>Proposed transaction for ABT-XXXXXXX: Buy: \$200,000 New Jersey State, 4.625% due XX/XX/XX @ 100.00; Cusip No. 123456789; Date of Transaction: XX/XX/200X</p> <p>The Company's purchase price (which approximates the best execution or market price) for this security is XX.XXX. As a result, the Company's remuneration is \$XX.XX.</p> <p>We will send you a written confirmation of the transaction, indicating the settlement date. Upon receipt of the confirmation, you may review the trade and cancel the trade without cost or penalty by contacting our office as of settlement date. If we do not hear from you on or about settlement date, we will assume this transaction is acceptable to you, and final. The name of the other party and the time of the execution are available and will gladly be furnished upon request.</p> <p>Sincerely,</p> <p>Broker: _____</p> <p>In addition, every advisory client may reject a principal fixed income trade until settlement day without cost or penalty.</p>	

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Applicant:
George McKelvey Co., Inc.

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801- 15425

Date:
12/31/2007

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

1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:

IRS Empl. Ident. No.:

Item of Form
(identify)

Answer

From time to time, George McKelvey Co., Inc. (the "Company") or related parties may buy, sell, or own securities recommended to clients for purchase or sale.

The principals of the Company discuss any real or potential conflict of interest as they arise and an appropriate action is taken to disclose any potential conflict of interest and to protect the client. The Company's counsel is consulted as required. The Company follows its procedures regarding potential conflicts of interest as contained in its Compliance and Written Supervisory manual. The procedures used in the past have included special notes on confirmation tickets, individual letters, and opinions of counsel.

To ensure client interests are placed above those of employees, the Company has adopted a Code of Ethics. A copy of the Company's Code of Ethics will be provided to any client or prospective client upon request. The Company's Code of Ethics is included below:

I. Definitions

For purposes of the Code of Ethics (the "Code") of George McKelvey Co., Inc. ("George McKelvey" or the "Company"), the following definitions shall apply:

- "Access person" means any supervised person (see definition of "supervised person" below) who has access to nonpublic information regarding any clients' purchase or sale of securities, or who is involved in making securities recommendations to clients, or who has access to the such recommendations that are nonpublic.
- "Account" means accounts of any George McKelvey employee and includes accounts of the employee's immediate family members (any relative by blood or marriage) or other person living in the employee's household, and any account in which he or she has a direct or indirect beneficial interest, such as trusts and custodial accounts or other accounts in which the employee has a beneficial interest or exercises investment discretion.
- "Beneficial ownership" shall be interpreted in the same manner as it would be under Rule 16a-1(a)(2) under the Securities Exchange Act of 1934 (the "Act") in determining whether a person is the beneficial owner of a security for purposes of Section 16 of such Act and the rules and regulations thereunder.

(Complete amended pages in full, circle amended items and file with execution page (page 1).)

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1. Full name of applicant exactly as stated in Item 1A of Part I of Form ADV:		IRS Empl. Ident. No.:
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	<ul style="list-style-type: none">• "Reportable security" means a security as defined in section 202(a)(18) of the Act, except that it does not include:<ul style="list-style-type: none">i. Direct obligations of the Government of the United States;ii. Bankers' acceptances, bank certificates of deposit, commercial paper and high quality short-term debt instruments, including repurchase agreements;iii. Shares issued by money market funds;iv. Shares issued by open-end funds other than reportable funds; andv. Shares issued by unit investment trusts that are invested exclusively in one or more open-end funds, none of which are reportable funds• "Supervised person" means directors, officers and partners of George McKelvey or other persons occupying a similar status or performing similar functions; employees of George McKelvey; any other person who provides advice on behalf of George McKelvey and is subject to the Company's supervision and control; and temporary employees, consultants, independent contractors and other persons designated by the Chief Compliance Officer. <p>II. Standards of Business Conduct</p> <p>The following Code sets forth policies and procedures of George McKelvey intended to establish standards of business conduct that comply with the various provisions of the Investment Advisers Act of 1940 and also requires that all supervised persons comply with the various applicable provisions of the Investment Company Act of 1940, as amended, the Securities Act of 1933, as amended, the Securities Exchange Act of 1934, as amended, applicable rules and regulations adopted by the Securities and Exchange Commission ("SEC") and other applicable federal securities laws.</p>	

(Complete amended pages in full, circle amended items and file with execution page (page 1)).

Schedule F of
FORM ADV
Continuation Sheet for Form ADV Part II

Applicant:
George McKelvey Co., Inc.

SEC File Number:
801- 15425

Date:
12/31/2007

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

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	<p>George McKelvey and its employees are also subject to the following specific fiduciary obligations when dealing with clients:</p> <ul style="list-style-type: none">• A duty to be loyal to clients.• to put clients' interests first;• to act with utmost good faith;• to provide full and fair disclosure of all material facts;• not to mislead clients;• to expose all conflicts of interest to clients.• The duty to have a reasonable, independent basis for the investment advice provided;• The duty to obtain best execution for a client's transactions where the Firm is in a position to direct brokerage transactions for the client;• The duty to ensure that investment advice is suitable to meeting the client's individual objectives, needs and circumstances. <p>III. Prohibition Against Insider Trading</p> <p>Trading securities while in possession of material, nonpublic information, or improperly communicating that information to others may expose supervised persons and George McKelvey to stringent penalties. Criminal sanctions may include a fine of up to \$1,000,000 and/or ten years imprisonment. The SEC can recover the profits gained or losses avoided through the illegal trading, impose a penalty of up to three times the illicit windfall, and/or issue an order permanently barring you from the securities industry. Finally, supervised persons and George McKelvey may be sued by investors seeking to recover damages for insider trading violations. The Company's policy on insider trading is provided to employees through the Employee Handbook.</p>	

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	<p>IV. <u>Personal Securities Transactions</u></p> <p>General Policy</p> <p>George McKelvey has adopted the following principles governing personal investment activities by the Company's supervised persons:</p> <ul style="list-style-type: none">• The interests of client accounts will at all times be placed first;• All personal securities transactions will be conducted in such manner as to avoid any actual or potential conflict of interest or any abuse of an individual's position of trust and responsibility; and• Access persons must not take inappropriate advantage of their positions. <p>Pre-Clearance Required for Participation in IPOs</p> <p>No access person shall acquire any beneficial ownership in any securities in an Initial Public Offering for his or her account, as defined herein without the prior written approval of the Compliance Officer who has been provided with full details of the proposed transaction (including written certification that the investment opportunity did not arise by virtue of the access person's activities on behalf of a client) and, if approved, will be subject to continuous monitoring for possible future conflicts.</p> <p>Pre-Clearance Required for Private or Limited Offerings</p> <p>No access person shall acquire beneficial ownership of any securities in a limited offering or private placement without the prior written approval of the Compliance Officer who has been provided with full details of the proposed transaction (including written certification that the investment opportunity did not arise by virtue of the access person's activities on behalf of a client) and, if approved, will be subject to continuous monitoring for possible future conflicts.</p>	

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	<p>Reporting Requirements</p> <p>Every access person shall arrange for delivery of initial and annual holdings reports and quarterly transaction reports to the Compliance Officer no later than 30 days after the close of the year or quarter. Access persons are excused from submitting transaction reports that would duplicate information contained in trade confirmations or account statements that the Company holds in its records. It is the policy of George McKelvey that each access person must arrange for their brokerage firm(s) to send automatic duplicate brokerage account statements and/or trade confirmations of all securities transactions to the Compliance Officer or designated supervisory person.</p> <p>The Compliance Officer or a designee will monitor and review all reports required under the Code for compliance with the Company's policies regarding personal securities transactions in reportable securities and applicable SEC rules and regulations. Any transactions for any accounts of the Compliance Officer will be reviewed and approved by a designated supervisory person.</p> <p><u>V. Gifts and Entertainment</u></p> <p>Giving, receiving or soliciting gifts in a business setting may create an appearance of impropriety or may raise a potential conflict of interest. George McKelvey has adopted the policies set forth below to guide access persons in this area:</p> <p>Employees are prohibited from accepting gifts and/or gratuities in excess of \$100 (in value) from third party business contacts of the George McKelvey during a calendar year. In addition, employees are prohibited from providing gifts and/or gratuities in excess of \$100 (in value) to third party business contacts of the Company. Any gifts to/from employees will be documented and forwarded to the Company's Compliance Officer.</p> <p><u>VI. Protecting the Confidentiality of Client Information</u></p> <p>Employees have the responsibility to safeguard our clients' non-public personal information ("NPI"). Access to client NPI is permitted only to employees who require such information to perform their job responsibilities at George McKelvey. Disclosure of such information to third parties is prohibited unless it is necessary to perform client service functions. Known violations of the above will be reported to the Company's Compliance Officer. The Company's policy on client's NPI is further explained in the Privacy Policy sent annually to clients.</p>	

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	<p><u>VII. Certification</u></p> <p>Initial Certification</p> <p>All supervised persons will be provided with a copy of the Code and must initially certify in writing to the Compliance Officer that they have: (i) received a copy of the Code; (ii) agreed to read and understand all provisions of the Code; (iii) agreed to abide by the Code; and (iv) reported all account holdings as required by the Code.</p> <p>Acknowledgement of Amendments</p> <p>All supervised persons shall receive any amendments to the Code and must certify to the Compliance Officer in writing that they have: (i) received a copy of the amendment; (ii) read and understood the amendment; (iii) and agreed to abide by the Code as amended.</p> <p>Further Information</p> <p>Supervised persons should contact the Compliance Officer regarding any inquiries pertaining to the Code or the policies established herein.</p> <p><u>VIII. Reporting Violations and Sanctions</u></p> <p>All supervised persons shall promptly report to the Company's Compliance Officer or an alternate designee all apparent violations of the Code.</p> <p>The Compliance Officer shall promptly report to senior management all apparent material violations of the Code. When the Compliance Officer finds that a violation otherwise reportable to senior management could not be reasonably found to have resulted in a fraud, deceit, or a manipulative practice in violation of Section 206 of the Investment Advisers Act of 1940, he or she may, in his or her discretion, submit a written memorandum of such finding and the reasons therefore to a reporting file created for this purpose in lieu of reporting the matter to senior management.</p> <p>George McKelvey senior management shall consider reports made to it hereunder and shall determine whether or not the Code has been violated and what sanctions, if any, should be imposed. Possible sanctions may include reprimands, monetary fine or assessment, or suspension or termination of the employee's employment with the firm.</p>	

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11. A.	<p>Review of accounts:</p> <table border="1"> <thead> <tr> <th></th> <th><u>Direct Management</u></th> <th><u>Oversight</u></th> </tr> </thead> <tbody> <tr> <td>Robert G. McKelvey, President</td> <td>0</td> <td>102</td> </tr> <tr> <td>Robert A. Giunco, Jr., Vice President, Secretary</td> <td>18</td> <td>110</td> </tr> <tr> <td>Richard Looney, Vice President, Treasurer</td> <td>18</td> <td>104</td> </tr> <tr> <td>Kimberly A. Caldwell, Account Executive</td> <td>22</td> <td>0</td> </tr> <tr> <td>Sharon Cooney Jones, Account Executive</td> <td>83</td> <td>0</td> </tr> <tr> <td>Richard C. Dworzak, Account Executive</td> <td>61</td> <td>0</td> </tr> <tr> <td>Robert A. Giunco, Sr., Account Executive</td> <td>25</td> <td>0</td> </tr> <tr> <td>Michael J. Messinger, Account Executive</td> <td>19</td> <td>0</td> </tr> <tr> <td>Daravy Son, Account Executive</td> <td>70</td> <td>0</td> </tr> </tbody> </table> <p>All reviewers are instructed to manage the accounts consistent with the goals and objectives established for each account.</p>				<u>Direct Management</u>	<u>Oversight</u>	Robert G. McKelvey, President	0	102	Robert A. Giunco, Jr., Vice President, Secretary	18	110	Richard Looney, Vice President, Treasurer	18	104	Kimberly A. Caldwell, Account Executive	22	0	Sharon Cooney Jones, Account Executive	83	0	Richard C. Dworzak, Account Executive	61	0	Robert A. Giunco, Sr., Account Executive	25	0	Michael J. Messinger, Account Executive	19	0	Daravy Son, Account Executive	70	0
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12. A. (1) - (4), B.	<p>George McKelvey Co., Inc. (the "Company") manages accounts on a discretionary and non-discretionary basis.</p> <p>For discretionary clients, the Company requests that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold.</p> <p>Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments must be submitted in writing.</p> <p>In its selection of brokers or dealers, the Company will endeavor to give consideration to those who provide the best services at the lowest commission rate possible. The reasonableness of commissions are based on the broker's ability to provide professional services, competitive commission rates, and other services which will help the Company in providing investment management services to its clients.</p> <p>Most client transactions will be effected through George McKelvey Co., Inc. in its capacity as a registered broker-dealer, at the commission or mark-up/down levels set forward on the fee schedule provided above.</p> <p>On occasion, other brokers or dealers may be selected if it is in the client's best interest. If there are multiple orders for the same security to be bought or sold, the Company may bunch the trade orders, which may result in higher or lower prices and commissions. Block trading allows the Company to execute equity trades in a more timely, equitable manner.</p> <p>Specifically, on bond transactions, the Company solicits bids or offerings from numerous brokers and dealers and selects the offering with the best terms for the client.</p> <p>Instead of allowing the Company to select brokers or dealers for the client's account, a client may direct the Company to use a particular broker or dealer to execute all transactions for his or her account. In that case, the client will negotiate terms and arrangements for his or her account with that broker or dealer, and the Company will not seek better execution services or prices from other brokers or dealers or be able to "batch" client transactions for execution through other brokers or dealers with orders for other accounts managed by the Company. As a result, the client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for his or her account than would otherwise be the case.</p>	

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13. A.	In the sale of certain mutual fund shares, applicant may receive additional compensation in the form of 12b-1 fees. Such fees, if applicable, are disclosed in the prospectus given to the clients before an investment is made.	

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