

**Item 1 – Cover Page**

**Great River Asset Management L.L.C.**

**320 North Third Street, Suite 501**

**Burlington, IA 52601**

**(319) 758-6792**

**March 23, 2011**

This Brochure provides information about the qualifications and business practices of Great River Asset Management LLC (“GRAM”). If you have any questions about the contents of this Brochure, please contact us at (319) 758-6792. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

GRAM 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 about which you determine to hire or retain an Adviser.

Additional information about GRAM also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for GRAM is 115238.

## Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Brochure dated March 23, 2011 is a new document prepared according to the SEC’s new requirements and rules. As such, this Document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. We will also reference the date of our last annual update of our brochure.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

We will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting James R. Walker, Managing Member and Chief Compliance Officer at (319) 758-6792.

Additional information about GRAM is also available via the SEC’s web site [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The SEC’s web site also provides information about any persons affiliated with GRAM who are registered, or are required to be registered, as investment adviser representatives of GRAM.

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## **Item 4 – Advisory Business**

GRAM is owned by James Walker and has been providing advisory services since 2000.

As of December 31, 2010, GRAM managed \$87,623,020 on a discretionary basis and no assets on a nondiscretionary basis. GRAM also provides consulting services to participant-directed retirement account assets of \$6,477,603.

### **Investment Management Services:**

GRAM manages investment portfolios for individuals, qualified retirement plans, trusts, small businesses and pension or profit sharing plans. GRAM will work with the client to determine the client's investment objectives and investor risk profile and will design a written investment policy statement.

GRAM uses investment and portfolio allocation software to evaluate alternative portfolio designs. GRAM evaluates the clients existing investments with respect to the clients investment policy statement. GRAM works with new clients to develop a plan to transition from the clients existing portfolio to the desired portfolio. GRAM will then continuously monitor the client's portfolio holdings and the overall asset allocation strategy and hold regular review meetings with the client regarding the account as necessary.

GRAM will typically create a portfolio of no-load mutual funds, and may use model portfolios if the models match the client's investment policy. GRAM will allocate the clients assets among various investments taking into consideration the overall management style selected by the client. GRAM primarily recommends portfolios consisting of mutual funds offered by Dimensional Fund Advisors (DFA). DFA sponsored mutual funds follow a passive asset class investment philosophy with low holdings turnover. Client portfolios may also include some individual equity securities in situations where disposition of these securities would present an overriding tax implication or the client specifically requests they be retained for a personal reason. These situations will be specifically identified in the client's Investment Policy Statement (IPS).

GRAM manages mutual fund and equity portfolios on a discretionary or nondiscretionary basis. A client may impose any reasonable restrictions on GRAM's discretionary authority, including restrictions on the types of securities in which GRAM may invest client's assets and on specific securities, which the client may believe to be appropriate.

GRAM may also recommend fixed income portfolios to advisory clients, which consist of managed accounts of individual bonds. GRAM will request discretionary authority from advisory clients to manage fixed income portfolios, including the discretion to retain a third party fixed income manager. GRAM will prepare a separate Fixed Income Investment Policy Statement for any client qualifying for separate fixed income portfolio services.

Pursuant to its discretionary authority, GRAM will retain a fixed income securities manager. The fixed income securities manager will be provided with the discretionary authority to invest client assets in fixed income securities consistent with the clients Fixed Income Investment Policy Statement. The manager will also monitor the account for changes in credit ratings, security call provisions, and tax loss harvesting opportunities (to the extent that the manager is provided with cost basis information). The manager will obtain GRAMs consent prior to the sale of any client securities.

On an ongoing basis, GRAM will answer client's inquiries regarding their accounts and review periodically with clients the performance of their accounts. GRAM will periodically, and at least annually, review client's investment policy and risk profile to discuss the re-balancing of each client's accounts to the extent appropriate. GRAM will provide to investment manager any updated client financial information or account restrictions necessary for investment manager to provide sub-advisory services.

In addition to managing the client's investment portfolio, GRAM may consult with clients on various financial areas including income and estate tax planning, business sale structures, college financial planning, retirement planning, insurance analysis, personal cash flow analysis, establishment and design of retirement plans and trust designs, among other things.

### **Employee Benefit Plan Services:**

GRAM also provides advisory services to participant-directed employee retirement benefit plans. GRAM will analyze the plan's current investment platform, and assist the plan in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. GRAM will recommend investment options to achieve the plan's objectives, provide participant education meetings, and monitor the performance of the plan's investment vehicles.

GRAM will recommend changes in the plan's investment vehicles as may be appropriate from time to time. GRAM generally will review the plan's investment vehicles and investment policy as necessary.

## **Item 5 – Fees and Compensation**

In certain circumstances, all fees, account minimums and their applications to family circumstances may be negotiable.

GRAM has contracted with BAM Advisor Services, LLC (BAM), for services including trade processing, collection of management fees, record maintenance, report preparation, marketing assistance, and research. GRAM has also contracted with BAM for sub-advisory services with respect to clients' fixed income accounts. GRAM pays a fee for BAM services based on management fees paid to GRAM on accounts that use BAM Advisor Services. The fee paid by GRAM to BAM consists of a portion of the fee paid by clients to GRAM and varies based on the total client assets participating in BAM Advisor Services through GRAM. These fees are not separately charged to advisory clients.

The specific manner in which fees are charged by GRAM is established in a client's written agreement with GRAM. Investment Management and Employee Benefit Plan clients will be invoiced in advance at the beginning of each calendar quarter based upon the value (market value based on independent third party sources or fair market value in the absence of market value; client account balances on which GRAM calculates fees may vary from account custodial statements based on independent valuations and other accounting variances, including mechanisms for including accrued interest in account statements) of the client's account at the end of the previous quarter. New accounts are charged a prorated fee for the remainder of the quarter in which the account is incepted (date of first trade).

For Investment Management and Employee Benefit Plan Services, GRAM will request authority from the client to receive quarterly payments directly from the client's account held by an independent custodian. Clients may provide written limited authorization to GRAM or its designated service provider, BAM, to withdraw fees from the account. Clients will receive custodial statements showing the advisory fees debited from their account(s). Certain third party administrators will calculate and debit GRAM's fee and remit such fee to GRAM.

A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded.

GRAM's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall 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, 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. These fees will generally include a management fee and other fund expenses. All fees paid to GRAM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders.

Such charges, fees and commissions are exclusive of and in addition to GRAM's fee, and GRAM shall not receive any portion of these commissions, fees, and costs.

### **Advisory Fees**

#### **Investment Management Services:**

The annual fee for investment management services will be charged as a percentage of assets under management, according to the schedule below:

<b>Assets under management</b>	<b>Annual Fee (%)</b>
Up to \$199,999	1.50%
\$200,000 - \$500,000	1.25%
\$500,001 - \$1,000,000	1.00%
\$1,000,001 - \$2,000,000	0.90%
\$2,000,001 - \$3,000,000	0.80%
\$3,000,001 - \$4,000,000	0.70%
\$4,000,001 --\$5,000,000	0.60%
\$5,000,000 or greater	Negotiable

All accounts for members of the client's family (husband, wife and dependent children) or related businesses may be assessed fees based on the total balance of all accounts.

#### **Employee Benefit Plan Services:**

The annual fee for employee benefit retirement plan services will be charged as a percentage of assets within the plan. Typically, the annual fee will be 75 percent of above the quoted fees for investment management services.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

GRAM 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). All fees are calculated as described above and are not charged on the basis of income or capital gains or capital appreciation of the funds or any portion of the funds of an advisory client.

## **Item 7 – Types of Clients**

GRAMA manages investment portfolios for individuals, qualified retirement plans, trusts, small businesses and pension or profit sharing plans.

A minimum of \$250,000 of assets under management is typically required for mutual fund and equity management services (including bond funds). A separate minimum of \$400,000 is generally required for management services of portfolios of individual fixed income securities. These minimum account sizes may be negotiable under certain circumstances. All accounts for members of the client's family (husband, wife and dependent children) or related businesses may be assessed fees based on the total balance of all accounts.

## **Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss**

### *Methods of Analysis and Investment Strategy*

GRAM's services are based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. GRAM's investment approach is firmly rooted in the belief that markets are "efficient" over periods of time and that investors' long-term returns are determined principally by asset allocation decisions, rather than market timing or stock picking. GRAM recommends diversified portfolios, principally through the use of passively managed, asset class mutual funds. GRAM selects or recommends to clients portfolios of securities, principally broadly-traded open end mutual funds or conservative fixed income securities to implement this investment strategy.

Although all investments involve risk, GRAM's investment advice seeks to limit risk through broad diversification among asset classes and, as appropriate for particular clients the investment directly in conservative fixed income securities to represent the fixed income class. GRAM's investment philosophy is designed for investors who desire a buy and hold strategy. Frequent trading of securities increases brokerage and other transaction costs that GRAM's strategy seeks to minimize.



In the implementation of investment plans, GRAM therefore primarily uses mutual funds and, as appropriate, portfolios of conservative fixed income securities. GRAM may also utilize Exchange Traded Funds (ETFs) to represent a market sector.

Clients may hold or retain other types of assets as well, and GRAM may offer advice regarding those various assets as part of its services. Advice regarding such assets will generally not involve asset management services but may help to more generally assist the client.

GRAM's strategies do not utilize securities that we believe would be classified as having any unusual risks, and we do not recommend frequent trading, which can increase brokerage and other costs and taxes.

GRAM receives supporting research from BAM Advisor Services and from other consultants, including economists affiliated with Dimensional Fund Advisors ("DFA"). GRAM utilizes DFA mutual funds in client portfolios. DFA mutual funds follow a passive asset class investment philosophy with low holdings turnover. DFA provides historical market analysis, risk/return analysis, and continuing education to GRAM.

#### *Analysis of a Client's Financial Situation*

In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, GRAM relies on an analysis of the client's financial objectives, current and estimated future resources, and tolerance for risk. To derive a recommended asset allocation, GRAM may use a Monte Carlo simulation, a standard statistical approach for dealing with uncertainty. As with any other methods used to make projections into the future, there are several risks associated with this method, which may result in the client not being able to achieve their financial goals. They include:

- The risk that expected future cash flows will not match those used in the analysis
- The risk that future rates of return will fall short of the estimates used in the simulation
- The risk that inflation will exceed the estimates used in the simulation
- For taxable clients, the risk that tax rates will be higher than was assumed in the analysis

#### *Risk of Loss*

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

All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, ETFs and individual bonds), when sold or otherwise disposed of, may be

less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment.

The mutual funds and ETFs utilized by GRAM may include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate and government fixed income securities and commodities. Equity securities may include large capitalization, medium capitalization and small capitalization stocks. Mutual funds and ETF shares invested in fixed income securities are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

Among the riskiest mutual funds used in GRAM's investment strategies funds are the U.S. and International small capitalization and small capitalization value funds, emerging markets funds, and commodity futures funds. Conservative fixed income securities have lower risk of loss of principal, but most bonds (with the exception of Treasury Inflation Protected Securities, or TIPS) present the risk of loss of purchasing power through lower expected return. This risk is greatest for longer-term bonds.

Certain funds utilized by GRAM may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility. These risks may be greater with investments in developing countries.

More information about the risks of any particular market sector can be reviewed in representative mutual fund prospectuses managing assets within each applicable sector.

## **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 GRAM or the integrity of GRAM's management. GRAM has no information applicable to this Item.

## **Item 10 – Other Financial Industry Activities and Affiliations**

### Affiliated Accounting Firm

GRAM is a SEC registered investment adviser. Mr. Walker is also associated with the accounting firm, Walker Tax Service LLC. (hereinafter "WTS"). WTS limits its activities to

tax planning and preparation. Many clients of GRAM are also clients of WTS for their tax planning and preparation. These tax services are separate and distinct from the advisory services of GRAM, and are provided for separate and typical compensation. There are no referral fee arrangements between GRAM and WTS for these recommendations. No GRAM client is obligated to use WTS for any tax services.

Mr. Walker will spend approximately 50% of his business time on the tax practice.

#### BAM Advisor Services, LLC

As described above in Item 4, GRAM may exercise discretionary authority provided by a client to select an independent third party investment manager for the management of portfolios of individual fixed income securities. GRAM selects BAM Advisors Services, LLC for such fixed income management. GRAM also contracts with BAM Advisor Services, LLC for back office services and assistance with portfolio modeling. GRAM has a fiduciary duty to select qualified and appropriate managers in the client's best interest, and believes that BAM Advisor Services, LLC effectively provides both the back office services that assist with its overall investment advisory practice and fixed income portfolio management services. The management of GRAM continuously makes this assessment. While GRAM has a contract with BAM Advisor Services, LLC governing a time period for back office services, GRAM has no such fixed commitment to the selection of BAM Advisor Services, LLC for fixed income management services and may select another investment manager for clients upon reasonable notice to BAM Advisor Services, LLC.

In order to ensure continuity of investment advisory services to clients in the event of the death or prolonged incapacity of GRAM's Managing Member, GRAM has contracted with Buckingham Asset Management, LLC ("Buckingham"), an affiliate of BAM Advisor Services, to act as sub-advisor to clients' portfolios. GRAM's agreement with Buckingham provides that Buckingham may determine, for a period of up to one-hundred eighty (180) days following such death or incapacity, to act as sub-advisor and to provide portfolio management and related services to GRAM's clients. In the event of the investment representative's death or incapacity, and prior to activating Buckingham's sub-advisory authority, a written notice will be provided to each client.

## **Item 11 – Code of Ethics**

GRAM has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. GRAM's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth GRAM's practice of supervising the personal securities transactions of employees with access to client information. Individuals associated with GRAM may buy or

sell securities for their personal accounts identical or different than those recommended to clients. It is the expressed policy of GRAM that no person employed by the firm shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on investment decisions of advisory clients.

To supervise compliance with its Code of Ethics, GRAM requires that anyone associated with this advisory practice with access to advisory recommendations provide annual securities holding reports and quarterly transaction reports to the firm's principal. GRAM also requires such access persons to receive approval from the Chief Compliance Officer prior to investing in any IPO's or private placements (limited offerings).

GRAM's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information and protecting the confidentiality of client information. GRAM requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to discipline.

GRAM will provide a complete copy of its Code of Ethics to any client or prospective client upon request.

It is GRAM's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. GRAM will also not cross trades between client accounts. Principal transactions are generally defined as transactions where an advisor, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated private fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment advisor in relation to a transaction in which the investment advisor, or any person controlled by or under common control with the investment advisor, acts as broker for both the advisory client and for another person on the other side of the transaction. Agency cross transactions may arise where an advisor is dually registered as a broker-dealer or has an affiliated broker-dealer.

## **Item 12 – Brokerage Practices**

GRAM arranges for the execution of securities transactions with the assistance of BAM Advisor Services. Through BAM, GRAM may participate in the Schwab Advisor Services (SAS) program offered to independent investment advisors by Charles Schwab & Company, Inc., member FINRA/SIPC, and the Fidelity Institutional Wealth Services (FIWS) program

offered to independent investment advisors, sponsored by Fidelity Brokerage Services, LLC ("Fidelity"), member FINRA/SIPC. Schwab and Fidelity are unaffiliated SEC-registered broker dealers and FINRA member broker dealers.

The Schwab and Fidelity brokerage programs will generally be recommended to advisory clients for the execution of mutual fund and equity securities transactions. GRAM regularly reviews these programs to ensure that its recommendations are consistent with its fiduciary duty. These trading platforms are essential to GRAM's service arrangements and capabilities, and GRAM may not accept clients who direct the use of other brokers. As part of these programs, GRAM receives benefits that it would not receive if it did not offer investment advice.

As GRAM will not request the discretionary authority to determine the broker dealer to be used or the commission rates to be paid for mutual fund and equity securities transactions, clients must direct GRAM as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that GRAM will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. Not all investment advisers require clients to direct the use of specific brokers.

GRAM will not exercise authority to arrange client transactions in fixed income securities. Clients will provide this authority to a fixed income manager retained by GRAM on client's behalf by designating the portfolio manager with trading authority over client's brokerage account. Clients will be provided with the Disclosure Brochure (Form ADV Part II) of portfolio manager.

SAS and FIWS do not generally charge clients a custody fee and are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the broker or that settle into the clients' accounts at the brokers. Trading client accounts through other brokers may result in fees (including mark-ups and mark-downs) being charged by the custodial broker and an additional broker. While GRAM will not arrange transactions through other brokers, the authority of the fixed income portfolio manager includes the ability to trade client fixed income assets through other brokers.

GRAM does not block affiliated trades with any client trades. GRAM also does not have any arrangements to compensate any broker dealer for client referrals.

GRAM does not maintain any client trade error gains. GRAM makes client whole with respect to any trade error losses incurred by client caused by GRAM.

GRAM generally does not aggregate any client transactions in mutual fund or other securities. Client accounts are individually reviewed and managed, and transaction costs are not saved by aggregating orders in almost all circumstances in which GRAM arranges transactions. BAM Advisor Services, LLC, in the management of fixed income portfolios, will aggregate certain transactions among client accounts that it manages, in which case an GRAM client's orders may be aggregated with an order for another client of BAM Advisor Services, LLC who is not an GRAM client. See BAM Advisor Services, LLC Form ADV Part 2.

### **Employee Benefit Retirement Plan Services**

GRAM does not arrange for the execution of securities transactions for plans as a part of this service. Transactions are executed directly through employee plan participation.

## **Item 13 – Review of Accounts**

### **Reviews:**

#### **Investment Management Services:**

Account assets are supervised continuously and formally reviewed quarterly by Mr. Walker, Managing Member of GRAM. The review process contains each of the following elements:

- a. assessing client goals and objectives;
- b. evaluating the employed strategy(ies);
- c. monitoring the portfolio(s); and
- d. addressing the need to rebalance.

Additional account reviews may be triggered by any of the following events:

- a. a specific client request;
- b. a change in client goals and objectives;
- c. an imbalance in a portfolio asset allocation; and
- d. market/economic conditions.

For fixed income portfolios, certain account review responsibilities are delegated to a third party investment manager as described above in Item 1.D.

### **Employee Benefit Retirement Plan Services:**

Plan assets are reviewed on a quarterly basis, and according to the standards and situations described above for investment management accounts.

### **Reports:**

All clients receiving investment management services will receive quarterly performance reports, prepared by BAM and reviewed by GRAM that summarize the clients account and asset allocation. Clients will also receive monthly statements from their account custodian, which will outline the clients current positions, and current market value. Employee Benefit Retirement Plan clients generally receive statements only from their account custodian.

## **Item 14 – *Client Referrals and Other Compensation***

As indicated under the disclosure for Item 12, SAS and FIWS each respectively provide GRAM with access to services, which are not available to retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them.

These services benefit GRAM but may not benefit its clients' accounts. Many of the products and services assist GRAM 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 (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of GRAM's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of GRAM's accounts. Recommended brokers also make available to GRAM other services intended to help GRAM manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. GRAM does not, however, enter into any commitments with the brokers for transaction levels in exchange for any services or products from brokers. While as a fiduciary, GRAM endeavors to act in its clients' best interests, GRAM's requirement that clients maintain their assets in accounts at Schwab or FIWS may be based in part on the benefit to GRAM of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody

and brokerage services provided by the brokers, which may create a potential conflict of interest.

GRAM also receives software from DFA, which GRAM utilizes in forming asset allocation strategies and producing performance reports. DFA also provides continuing education for GRAM personnel. These services are designed to assist GRAM plan and design its services for business growth.

## **Item 15 – Custody**

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. GRAM urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## **Item 16 – Investment Discretion**

GRAM requests that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold. For fixed income securities, this authority will include the discretion to retain a third party money manager for fixed income accounts. Any limitations on this discretionary authority shall be included in this written authority statement. Clients may change/amend these limitations as required. Such amendments shall be submitted in writing.

When selecting securities and determining amounts, GRAM observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to GRAM in writing.

## **Item 17 – Voting *Client* Securities**

Proxy Disclosure: As a matter of firm policy and practice, GRAM does not accept the authority to and does not vote proxies on behalf of advisory client. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Clients will receive applicable proxies directly from the issuer of securities held in clients' investment portfolios. GRAM, however, may provide advice to clients regarding the clients' voting of proxies.



Class Actions, Bankruptcies and Other Legal Proceedings: Clients should note that GRAM will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held or previously were held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct GRAM to transmit copies of class action notices to the client or a third party. Upon such direction, GRAM will make commercially reasonable efforts to forward such notices in a timely manner

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about GRAM's financial condition. GRAM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.