

**Item 1 – Cover Page**

**A&F Financial Advisors LLC**

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**Charleston, WV 25301**

**(304) 206-3338**

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**March 22, 2011**

This Brochure provides information about the qualifications and business practices of A&F Financial Advisors LLC (“A&F”). If you have any questions about the contents of this Brochure, please contact us at (304) 206-3338. 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.

A&F 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 from which you may determine to hire or retain an Adviser.

Additional information about A&F 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 A&F is 119092.

## 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 22, 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 A&F’s Chief Compliance Officer Cindy S. McGhee at (304) 206-3338.

Additional information about A&F 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 A&F who are registered, or are required to be registered, as investment adviser representatives of A&F.

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## **Item 4 – Advisory Business**

A&F is owned by A&F Financial Holdings LLC. A&F has been providing advisory services since 2002.

As of December 31, 2010, A&F managed \$159,975,641 on a discretionary basis, \$7,776,174 on a nondiscretionary basis and \$16,146,050 of self-directed retirement account assets.

### **Investment Management Services:**

A&F manages investment portfolios for individuals, trusts, foundations, small businesses, Individual Retirement and SEP accounts, defined contribution retirement plans and defined benefit plans. A&F works with the client to determine the client's investment objectives and investor risk profile and will design a written investment policy statement. A&F uses investment and portfolio allocation software to evaluate alternative portfolio designs. A&F may evaluate the client's existing investments with respect to the client's investment objectives. A&F works with new clients to develop a plan of transition for moving from the client's existing portfolio to the portfolio recommended by A&F. A&F monitors the client's portfolio holdings and the overall asset allocation strategy and holds periodic review meetings with the client regarding the account as necessary.

A&F typically creates a portfolio of no-load mutual funds and may use model portfolios if the models match the client's investment policy. A&F will allocate the client's assets among various investments taking into consideration the overall management style selected by the client. Client portfolios may also include some individual equity securities.

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

A&F may also recommend fixed income portfolios to advisory clients, which consist of managed accounts of individual bonds. A&F requests discretionary authority from advisory clients to manage fixed income portfolios, including the discretion to retain a third party fixed income manager.

Pursuant to its discretionary authority, A&F may retain a fixed income securities manager. The fixed income securities manager will have the discretionary authority to invest client assets in fixed income securities consistent with the client's 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 obtains A&F's consent prior to the sale of any client securities. A&F provides to investment manager any updated client financial information or account restrictions necessary for the investment manager to provide sub-advisory services.

On an ongoing basis, A&F answers clients' inquiries regarding their accounts and reviews periodically with clients the performance of their accounts. A&F periodically, and at least annually, reviews client's investment policy and risk profile and discusses the re-balancing of each client's accounts to the extent appropriate.

In addition to managing the client's investment portfolio, A&F consults with clients on various financial areas including income and estate tax planning, sale of business interests, college planning, retirement planning, insurance analysis, personal cash flow analysis, establishment and design of retirement plans and trust designs, among other things. A&F, through its affiliated accounting firm, may also, for a separate fee, prepare a client's tax returns as part of its wealth management services.

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

A&F also provides advisory services to participant-directed retirement plans. A&F also provides advisory services for balance forward account defined contribution retirement plans and defined benefit retirement plans.

A&F analyzes the plan's current investment platform and assists the plan sponsor in creating an investment policy statement defining the types of investments to be offered and the restrictions that may be imposed. A&F recommends investment options to achieve the plan's objectives, provides participant education meetings, if applicable, and monitors the performance of the plan's investment vehicles.

A&F recommends changes in the plan's investment vehicles as may be appropriate from time to time. A&F periodically reviews the plan's investment vehicles and investment policy.

#### **Financial Planning Services:**

A&F may also provide advice in the form of a Financial Plan. Clients purchasing this service may receive a financial report, including a Monte Carlo analysis. The types of reports provided to clients will vary depending upon the services requested by the client.

In general, the financial planning may address any or all of the following areas of concern:

- **PERSONAL:** Family records, budgeting, personal liability, estate information and financial goals.
- **TAX & CASH FLOW:** Income tax and spending analysis and planning for past, current and future years. A&F may illustrate the impact of various investments on a client's current and future income tax liability.
- **DEATH & DISABILITY:** Cash needs at death, income needs of surviving dependents, estate planning and disability income analysis.
- **RETIREMENT:** Analysis of current strategies and investment plans to help the client achieve the client's retirement goals.
- **INVESTMENTS:** Analysis of investment alternatives and their effect on a client's portfolio.

A&F gathers required information through personal interviews. Information gathered may include a client's current financial status, future goals and attitudes toward risk. Related documents supplied by the client are reviewed. A written financial planning report may be prepared. Should a client choose to implement the recommendations contained in the plan, A&F suggests the client work closely with his/her attorney, accountant, insurance agent, and/or stockbroker. Implementation of financial plan recommendations is entirely at the client's discretion.

## **Item 5 – Fees and Compensation**

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

A&F 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. A&F has also contracted with BAM for sub-advisory services with respect to clients' fixed income accounts. A&F pays a fee for BAM services based on management fees paid to A&F on accounts which use BAM Advisor Services. The fee paid by A&F to BAM consists of a portion of the fee paid by clients to A&F and varies based on the total client assets. These fees are not separately charged to advisory clients.

Client accounts managed on the BAM Advisor Services platform generally consist of mutual funds offered by Dimensional Fund Advisors (DFA), which follow a passive asset class investment philosophy with low holdings turnover and may include individual fixed income securities.

The specific manner in which fees are charged by A&F is established in a client's written agreement with A&F. 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 A&F 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 assets are transferred in).

For Investment Management and Employee Benefit Plan Services, A&F requests 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 A&F or its designated service provider, BAM, to withdraw fees from the account. A&F sends to the client an invoice showing the amount of the fee, the value of the client's assets on which the fee was based, and the specific manner in which the fee was calculated. Clients should verify the accuracy of the fee calculations in such invoices. Certain third party administrators calculate and debit A&F's fee and remit such fee to A&F.

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 at any time after the required 30-day notice, any prepaid, unearned fees will be promptly refunded.

A&F'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 generally include a management fee and other fund expenses. All fees paid to A&F 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 A&F's fee, and A&F 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 total assets under management, according to the schedule below:

<b>Assets under management</b>	<b>Annual Fee (%)</b>
Up to \$499,999	1.25%
\$500,000 - \$999,999	1.00%
\$1,000,000 - \$1,999,999	0.90%
\$2,000,000 - \$2,999,999	0.80%
\$3,000,000 - \$4,999,999	0.70%
\$5,000,000 - \$9,999,999	0.65%
\$10,000,000 or greater	0.60%

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.

A&F imposes a minimum fee of \$5,000 per client relationship. The minimum fee may be negotiable under certain circumstances.

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

The annual fee for Employee Benefit Plan Services will be charged as a percentage of assets within the plan. The annual fee for employee benefit retirement plan services may be discounted from the above quoted fees depending on services to be performed by A&F.

### **Financial Planning Services:**

Financial planning fees will be charged on an hourly basis, ranging from \$125 - \$295 per hour, depending on the nature and complexity of each client's circumstances and upon mutual agreement with the client. 50% of the estimated fee may be due upon signing the engagement agreement, with the balance due upon presentation of the plan to the client. Depending on the services to be performed, A&F may set a maximum "not to exceed" fee or a "fixed fee" for such planning services.



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

A&F 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**

A&F provides services to individuals, trusts, foundations, small businesses, Individual Retirement and SEP Accounts, defined contribution retirement plans, and defined benefit pension plans.

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

### *Methods of Analysis and Investment Strategy*

A&F's services are based on long-term investment strategies incorporating the principles of Modern Portfolio Theory. A&F'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. A&F recommends diversified portfolios, principally through the use of passively managed, asset class mutual funds. A&F 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, A&F'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. A&F'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 A&F's strategy seeks to minimize.

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

Clients may hold or retain other types of assets as well, and A&F 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.

A&F'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.

A&F receives supporting research from BAM Advisor Services and from other consultants, including economists affiliated with Dimensional Fund Advisors ("DFA"). A&F 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 A&F.

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

In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, A&F 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, A&F 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 A&F 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 A&F'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 A&F 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 A&F or the integrity of A&F's management. A&F has no information applicable to this Item.

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

### Affiliated Companies

A&F is an SEC registered investment advisor. Through common ownership, A&F is affiliated with the accounting firm Arnett & Foster, P.L.L.C.; A & F Insurance Advisors LLC; AF Consulting, LLC; AF Realty, LLC; and A & F Financial Holdings LLC. These related companies may be recommended to A&F advisory clients. No advisory client is obligated, however, to use the services of any of these companies.

Arnett & Foster, P.L.L.C.'s accounting services do not include the authority to sign checks or otherwise disburse funds on any A&F advisory client's behalf. A&F may utilize the services of its affiliated accounting firm in the preparation of financial plans for advisory clients. A&F may compensate the accounting firm for tax services, and estate and retirement planning necessary for financial plans. A&F may charge clients and compensate the accounting firm based on its assistance.

A & F Insurance Advisors LLC may be recommended to advisory clients for the implementation of insurance product recommendations. A & F Insurance Advisors LLC and its agents may receive commission compensation, which is separate and distinct from A&F's advisory fees, for implementing insurance product transactions on behalf of advisory clients. A & F Insurance Advisors LLC also provides insurance consulting for hourly fees. A & F Insurance Advisors LLC may assist with annuity products, life insurance, disability insurance, and long-term care insurance. A&F and its associated persons will act in a client's best interest pursuant to their fiduciary duty. The receipt of additional compensation creates a conflict of interest.

AF Consulting, LLC provides various business consulting services. These services include assistance with health care cost reimbursement.

AF Realty, LLC is a commercial property business not recommended to clients. Commercial property may be available for lease by advisory clients.

A & F Financial Holdings LLC is a holding company for a number of the above described businesses.

#### BAM Advisor Services, LLC

As described above in Item 4, A&F 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. A&F selects BAM Advisors Services, LLC for such fixed income management. A&F also contracts with BAM Advisor Services, LLC for back office services and assistance with portfolio modeling. A&F 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 A&F continuously makes this assessment. While A&F has a contract with BAM Advisor Services, LLC governing a time period for back office services, A&F 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.

## **Item 11 – Code of Ethics**

A&F has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. A&F's Code of Ethics describes the firm's fiduciary duties and responsibilities to clients and sets forth A&F's practice of supervising the personal securities transactions of employees with access to client information. Individuals associated with A&F may buy or sell securities for their personal accounts identical or different than those recommended to clients. It is the expressed policy of A&F 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, A&F 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 Chief Compliance Officer. A&F 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).

A&F'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. A&F 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.

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

It is A&F's policy that the firm will not affect any principal or agency cross securities transactions for client accounts. A&F 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**

A&F arranges for the execution of securities transactions with the assistance of BAM Advisor Services. Through BAM, A&F participates in the Fidelity Institutional Wealth Services (FIWS) program offered to independent investment advisors, sponsored by Fidelity Brokerage Services, LLC ("Fidelity"), member FINRA/SIPC. Fidelity is an SEC-registered broker dealer and FINRA member broker dealer.

The FIWS program will generally be recommended to advisory clients for the execution of mutual fund and equity securities transactions. A&F regularly reviews this program to ensure that its recommendations are consistent with its fiduciary duty. This trading platform is essential to A&F's service arrangements and capabilities, and A&F may not accept clients who direct the use of other brokers. As part of this program, A&F receives benefits that it would not receive if it did not offer investment advice (See the disclosure under Item 14 of this Brochure).

As A&F will not request the discretionary authority to determine the broker dealer to be used or the commission rates to be paid in these situations, clients must direct A&F as to the broker dealer to be used. In directing the use of a particular broker or dealer, it should be understood that A&F will not have authority to negotiate commissions among various brokers or obtain volume discounts, and best execution may not be achieved. Not all investment advisors require clients to direct the use of specific brokers.

Other than sales through Fidelity, A&F will not exercise authority to arrange client transactions in fixed income securities. Clients will provide this authority to a fixed income manager retained by A&F 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 2) of portfolio manager.

FIWS does 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 A&F 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.

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

When trading client accounts, errors may periodically occur. In all circumstances involving trade errors, clients are “made whole.” A&F is always responsible for trade error losses. Errors may also result in gains in client accounts, in which case Fidelity provides to A&F any gains that would have occurred in the client account as a result of the error. For such situations, A&F has established a procedure to use such gains to offset any losses for which it is responsible.

A&F 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 A&F 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 A&F client’s orders may be aggregated with an order for another client of BAM Advisor Services, LLC who is not an A&F client. See BAM Advisor Services, LLC Form ADV Part 2.

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

For daily valuation ERISA plans described in Item 4, A&F does not arrange for the execution of securities transactions as a part of this service, as transactions are executed directly through employee plan participation.

#### **Financial Planning Services:**

Financial Planning clients will be required to select their own broker-dealers and insurance companies for the implementation of advisory recommendations. When consistent with its fiduciary duties, A&F may recommend a representative of A & F Insurance Advisors LLC for insurance products. A&F does not have the authority to negotiate volume transactions or commission rates, or otherwise seek best execution for clients implementing financial planning recommendations.

Although A&F will only recommend the services of affiliated persons when consistent with its fiduciary duty, the receipt of additional compensation by A&F's affiliated persons for the implementation of financial planning recommendations creates a conflict of interest.

## Item 13 – Review of Accounts

### **Reviews:**

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

An investment advisor representative is assigned to each account and that investment advisor representative will review each account at least quarterly. 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
- C. 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 4.

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

Employee benefit retirement plan investment selections are reviewed on a periodic basis and according to the standards and situations described above for investment management accounts.

#### **Financial Planning Services:**

Financial Planning accounts will be reviewed and/or updated as contracted for at the inception of the advisory relationship.



## **Reports:**

All clients will receive quarterly performance reports that summarize the client's account and asset allocation. Clients will also receive monthly statements from their account custodian, which will outline the client's current positions, cost basis of securities, and current market value.

Financial Planning clients receive reports as contracted at the inception of the advisory relationship.

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

### **Client Referrals**

A&F may from time to time compensate, either directly or indirectly, any person (defined as a natural person or a company) for client referrals. A&F may compensate affiliated persons who are members, employees or former members of A&F's affiliated accounting firm, Arnett & Foster, P.L.L.C., for client referrals. Clients should understand that these persons have an economic incentive to recommend the advisory services of A&F. A&F is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940 and similar state regulations. As such, appropriate disclosure shall be made, all written instruments will be maintained by A&F and all applicable Federal and/or State laws will be observed.

### **Other Compensation**

As indicated under the disclosure for Item 12, FIWS provides A&F 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 A&F but may not benefit its clients' accounts. Many of the products and services assist A&F 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 A&F'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 A&F's accounts. FIWS also makes available to A&F other services intended to help A&F 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. A&F does not, however, enter into any commitments with the broker for transaction levels in exchange for any services or products from the broker. While as a fiduciary, A&F endeavors to act in its clients' best interests, A&F's requirement that clients maintain their assets in accounts at FIWS may be based in part on the benefit to A&F 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.

A&F also receives software from DFA, which A&F utilizes in forming asset allocation strategies and producing performance reports. DFA also provides continuing education for A&F personnel. These services are designed to assist A&F 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. A&F 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**

For most portfolios, A&F 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, A&F observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to A&F in writing.

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

Class Actions, Bankruptcies and Other Legal Proceedings: Clients should note that A&F 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 A&F to transmit copies of class action notices to the client or a third party. Upon such direction, A&F will make commercially reasonable efforts to forward such notices in a timely manner.

Proxy Voting: As a matter of firm policy and practice, A&F 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. A&F, however, may provide advice to clients regarding the clients' voting of proxies.

## **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures about A&F's financial condition. A&F 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.