

**Item 1 – Cover Page**

**Robert Leshner and Associates, Inc.**

**Suite 210, 200 Baldwin Center**

**625 Eden Park Drive**

**Cincinnati, OH 45202**

**(513) 791-4910**

**August 1, 2011**

This Brochure provides information about the qualifications and business practices of Robert Leshner and Associates, Inc. [“Robert Leshner and Associates”]. If you have any questions about the contents of this Brochure, please contact us at (513) 791-4910. 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.

Robert Leshner and Associates 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 Robert Leshner and Associates 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 Robert Leshner and Associates is 121975.

## Item 2 – Material Changes

This Item of the Brochure will discuss only specific material changes that are made to the Brochure and provide clients with a summary of such changes. The most recent update of our Brochure was 8/1/2011. The 8/1/2011 update of our Brochure includes the following material changes:

- Robert Leshner and Associates has a new office location.

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 Chief Compliance Officer Maryellen Peretzky at (513) 791-4910.

Additional information about Robert Leshner and Associates 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 Robert Leshner and Associates who are registered, or are required to be registered, as investment adviser representatives of Robert Leshner and Associates.

### Item 3 -Table of Contents

Item 1 – Cover Page.....	i
Item 2 – Material Changes .....	ii
Item 3 -Table of Contents.....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation .....	3
Item 6 – Performance-Based Fees and Side-By-Side Management.....	6
Item 7 – Types of Clients .....	6
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	6
Item 9 – Disciplinary Information .....	12
Item 10 – Other Financial Industry Activities and Affiliations.....	12
Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading .....	13
Item 12 – Brokerage Practices.....	15
Item 13 – Review of Accounts .....	18
Item 14 – <i>Client</i> Referrals and Other Compensation.....	19
Item 15 – Custody .....	21
Item 16 – Investment Discretion .....	22
Item 17 – Voting <i>Client</i> Securities.....	22
Item 18 – Financial Information.....	22

## **Item 4 – Advisory Business**

Robert Leshner and Associates is owned by Robert Leshner and has been providing advisory services since 2002.

As of December 31, 2010, Robert Leshner and Associates managed \$110,413,061 on a discretionary basis and \$395,653 on a nondiscretionary basis.

### **Portfolio Management Services:**

Robert Leshner and Associates manages investment portfolios for individuals, pension and profit sharing plans, trusts, estates, charitable organizations, and corporations. Robert Leshner and Associates may also provide Portfolio Management services on a sub-advisory basis to investment advisers.

Through personal discussions in which goals and objectives based on a client's particular circumstances are established, Robert Leshner and Associates develops a client's personal investment policy and creates and manages a portfolio based on that policy. Robert Leshner and Associates provides advice on equities, fixed income, balanced or options portfolios. Each portfolio is specifically designed and managed to meet the individual needs, concerns and goals of each client.

Robert Leshner and Associates will typically manage advisory accounts on a discretionary basis; however, in certain unusual circumstances, an account may be managed on a non-discretionary basis. A client may impose any reasonable restrictions on Robert Leshner and Associate discretionary authority, including restrictions on the types of securities which Robert Leshner and Associates may invest client's assets and on specific securities, which the client may believe to be appropriate.

### **Money Manager Search and Monitoring Services:**

Robert Leshner and Associates may perform management searches of various independent registered investment advisers, who pay referral fees to Robert Leshner and Associates on behalf of a client. Based on a client's individual circumstances and needs, Robert Leshner and Associates will determine which independent adviser's portfolio management style is appropriate for that client. Factors considered in making this determination include account size, risk tolerance, the opinion of each client and the investment philosophy of the independent advisor. Clients should refer to the independent adviser's disclosure document for a full description of the services offered. Robert Leshner and Associates will

meet with the client on a regular basis, or as determined by the client, to review the account.

If Robert Leshner and Associates believes that a particular independent adviser is performing inadequately, or if Robert Leshner and Associates believes that a different manager is more suitable for a client's particular needs, then Robert Leshner and Associates may suggest that the client contract with a different adviser. Under this scenario, Robert Leshner and Associates will assist the client in selecting a new adviser, and then monitor that adviser's performance. However, any move to a new manager is solely at the discretion of the client. Robert Leshner and Associates will only recommend the use of advisers that pay Robert Leshner and Associates a referral fee.

### **Consulting Services:**

Robert Leshner and Associates provides consulting services to individuals and institutions. This may include formulating their investment strategy, updates and forecasts for various financial markets and recommendations. Consulting services may also include non-investment related business consulting, advice on non-securities matters, business strategy development, real estate consulting and any other specific consultation regarding financial and investment concerns of the individual or institution.

Robert Leshner and Associates may recommend that other advisory clients use the services of firms that are consulting clients of Robert Leshner and Associates. For example, Robert Leshner and Associates may introduce clients to a real estate investment firm that is a consulting client for purposes of making investments in real estate. Robert Leshner and Associates will only recommend the use of such firms when suitable and consistent with the best interests of the client. The consulting relationship will be disclosed at the time of the introduction. The implementation of any or all recommendations is solely at the discretion of the client. Neither Robert Leshner and Associates nor any of its related persons receive any referral fees or separate special compensation for recommending the use of a consulting client's services, however, Robert Leshner and Associates does receive advisory fees from these consulting clients. These fees charged by Robert Leshner and Associates to the consulting clients are entirely separate and distinct from advisory fees charged to referred clients by Robert Leshner and Associates.

## **Item 5 – Fees and Compensation**

In certain circumstances, all fees and account minimums may be negotiable.

The specific manner in which fees are charged by Robert Leshner and Associates is established in a client's written agreement with Robert Leshner and Associates. Portfolio Management 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 Robert Leshner and Associates calculates fees may vary from account custodial statements based on independent valuations and other accounting variances, including mechanisms for including accrued interest and certain dividend payments in account reports) of the client's account at the end of the prior quarter. New accounts are charged a prorated fee for the remainder of the quarter in which the account is incepted.

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 subject to a pro rata calculation including the 30-day notification period. Any earned, unpaid fees including the 30-day notification period will be due and payable.

Robert Leshner and Associates' 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 Robert Leshner and Associates 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 Robert Leshner and Associates' fee, and Robert Leshner and Associates shall not receive any portion of these commissions, fees, and costs.

## **Advisory Fees**

### **Portfolio Management Services:**

Some client accounts with a pre-existing relationship may be on a different fee schedule.

Accounts of less than \$1,500,000 will be accepted under certain conditions subject to a minimum fee of \$300/quarter or our first tier fee, whichever is greater.

Robert Leshner and Associates' fee schedule may be amended from time to time upon thirty (30) days written notice to Client.

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

### **Equities:**

<b>Principal Amount</b>	<b>Annual Fee (%)</b>
\$1,500,000 - \$3,000,000	1.00%
Next \$7,000,000	0.75%
Next \$10,000,000	0.50%
Next \$20,000,000	0.375%
Amount over \$40,000,000	Negotiated

Any equity account(s) that wishes to add options will be charged an additional advisory fee of 0.20%

### **Fixed Income:**

<b>Principal Amount</b>	<b>Annual Fee (%)</b>
\$1,500,000 - \$3,000,000	0.75%
Next \$7,000,000	0.50%
Next \$10,000,000	0.375%
Next \$20,000,000	0.30%
Amount over \$40,000,000	Negotiated

**Balanced:**

<b>Principal Amount</b>	<b>Annual Fee (%)</b>
\$1,500,000 - \$3,000,000	0.90%
Next \$7,000,000	0.70%
Next \$10,000,000	0.45%
Next \$20,000,000	0.35%
Amount over \$40,000,000	Negotiated

Any balanced account(s) that wishes to add options will be charged an additional advisory fee of 0.20%

**Options Only:**

<b>Principal Amount</b>	<b>Annual Fee (%)</b>
\$1,500,000 - \$5,000,000	1.20%
Next \$5,000,000	0.75%
Amount over \$10,000,000	Negotiated

**Money Manager Search and Monitoring Services:**

Contractually, Robert Leshner and Associates will be paid by the independent adviser for whom it solicits, based on a percentage of the client's advisory fee (ranging from 25% to 50%), which is included in the independent investment adviser's annual management fee, depending on the size of the account.

The management fee is disclosed in the independent investment adviser's disclosure document (Part 2 of Form ADV or other disclosure document in lieu of Part 2).

**Consulting Services:**

Consulting service fees are negotiable and are based on the requirements of the client and the complexity of the services provided. Fees will typically be a fixed retainer based on the anticipated services and are billed monthly in advance. Billings for services based on a fixed fee are negotiated and upon agreement between Robert Leshner and Associates and the client.



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

Robert Leshner and Associates 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**

Robert Leshner and Associates provides services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and corporations.

### Account Minimums

Robert Leshner and Associates requires a minimum account of \$1,500,000 for Portfolio Management services. Portfolio Management accounts of less than \$1,500,000 will be accepted under certain conditions subject to a minimum fee of \$300/quarter or our first tier fee, whichever is greater. This minimum account size and minimum fee may be negotiable under certain circumstances.

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

### Methods of Analysis and Investment Strategy

Our private portfolio management is offered to clients with customized portfolio management designed to meet our clients' objectives. The individuals at our firm have a combined seventy-five years of experience in the industry, and we utilize that experience in building and servicing our clients' portfolios.

We provide discretionary investment management (special situations will allow our client to invest on a non-discretionary basis) and recordkeeping services. In the development of investment plans for clients, including the recommendation of an appropriate asset allocation, Robert Leshner and Associates relies on an analysis of the client's financial objectives, current and estimated future resources and tolerance of risk. We take care of all day to day investment decisions, striving to keep clients fully informed. Asset mix is regularly monitored and reviewed within the scope of current client objectives and changing financial markets.

We focus our attention on the long-term which does not preclude us from more active investing on a short-term basis if the markets cause us to do so.

Diversification is always present when building a portfolio. We also believe that too much diversification works against our clients.

Our equity style is one that invests primarily in securities of U.S. companies, foreign companies through ADRs and indexes of both U.S. and foreign companies. The companies usually are ones with large market capitalizations with an eye toward established, competitive market positions and a demonstrated ability to live through temporary setbacks by product position, distribution or service strength. Many of these companies are strategically positioned for growth in the U.S. and overseas. These companies typically have low debt, a strong earnings history and steady growth with lower price to earnings and lower market price to book value. Our bias is toward companies that pay dividends. At times we will go outside the parameters and invest in smaller companies because of growth in their industry, specialized production or specialized growth within the service area. Generally, we take a buy and hold approach, but we are constantly re-evaluating our investment choices. In addition, we look continually at research reports, company reports and newspaper reports on companies we own or are considering for investment.

Our fixed income management seeks to utilize a taxable/tax-free strategy designed to limit risk by limiting our dependence on the forecasting of interest rates. In the municipal/taxable government sectors, we work to control the risk/return profile relative to the appropriate customized municipal/taxable government benchmarks. Our active strategy consists of sector allocation, yield curve and security selection. The sector allocation is determined based on client information related to taxes and income objectives. Our disciplined value added approach allows us to monitor a wide range of market data and identify relative value.

In the corporate sector, we provide customized client management in the taxable fixed income area by the use of taxable investment grade securities including preferreds, structured products and other vehicles. Occasionally, we may also select below investment grade securities including bank loans, preferreds and high yield debt. We analyze the issuer, quality and duration to determine the appropriate investment.

We use options as a management tool centering on market volatility, and we attempt to increase current income through contractual option writing. Through the use of options, we try to earn rates of return normally found in other conservative asset classes like fixed income. We may hedge individual stocks and ETFs by selling both put and call options to generate income through the premiums received. We analyze the fundamentals of the underlying security to determine the appropriate option position for our clients. When

selling put options, we look for the most attractive price at which the client may be forced to buy the security. Based on that analysis, our goal is either for the share price to remain stable allowing the client to keep the premium while retaining their shares or for the share price to rise allowing the client to keep the premium while being obligated to sell the shares at a predetermined price. We may sell call options in two instances: (1) when the client has acquired the shares outright or (2) when the client has had shares put to them as a result of selling put options. From time to time, we may have to buy puts or calls we have previously sold depending on market movement.

We use ETFs and mutual funds to allow our clients to obtain exposure to a diversified range of securities among various sectors while limiting the risk associated with holding individual securities. Our use of ETFs and mutual funds is geared toward enhancing long-term growth of capital and/or income dictated by specific client objectives.

In using any of the strategies employed by us, no assurance can be given that the investment objectives will be achieved and investment results may vary substantially. Our methods of analysis and strategies involve the risk of loss that clients should be prepared to bear.

### *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, when sold or otherwise disposed of, may be less than the price paid for the securities.

The securities and instruments (including securities and instruments independent managers hired by Robert Leshner and Associates utilize) utilized by Robert Leshner and Associates are subject to normal market fluctuations and other risks inherent in investing in such investments and there can be no assurance that any appreciation in value will occur. Securities markets, especially foreign markets, are volatile and can decline significantly in response to adverse issuer, political, regulatory, market or economic developments. Different parts of the market can react differently to these developments and the value of an individual security or particular type of security can be more volatile than, and can perform differently from, the market as a whole. Investing in foreign securities involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility.

Equity securities and equity-related securities (collectively “equity securities”). Investing in equity securities includes market risk, issue risk, price volatility risk and market trends risk. Robert Leshner and Associates may invest in equity securities without regard to

market capitalization. The securities of small-to-medium-sized (by market capitalization) companies, or financial instruments related to such securities, may have a more limited market than the securities of larger companies. Accordingly, it may be more difficult to effect sales of such securities at an advantageous time or without a substantial drop in price than for securities of a company with a large market capitalization and broad trading market. In addition, securities of small-to-medium-sized companies may have greater price volatility as they are generally more vulnerable to adverse market factors such as unfavorable economic reports.

The yields on, and market prices of municipal securities are dependent on a variety of factors, including general conditions of the municipal securities market, the size of a particular offering, the maturity of the obligation and the rating of the issue. The value of outstanding municipal securities will vary as a result of changing evaluations of the ability of their issuers to meet interest and principal payments. Such values will also change in response to changes in the interest rates payable on new issues of municipal securities and changes in general interest rate levels. Securities of below-investment grade quality are regarded as having predominantly speculative characteristics with respect to the issuer's capacity to pay interest and repay principal, and are commonly referred to as "junk bonds" or "high yield securities."

The mutual funds and exchange traded funds (ETFs) utilized by Robert Leshner and Associates may include funds invested in domestic and international equities, including real estate investment trusts (REITs), corporate, municipal and government fixed income securities. 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.

Before investing in mutual funds or ETFs, clients should understand that mutual funds are not insured by the FDIC or any other federal government agency and are not deposits or obligations of, guaranteed by, or insured by, the depository institution where offered or any of its affiliates. Mutual funds and ETFs involve investment risk and may lose value.

Robert Leshner and Associates may also recommend to advisory clients investments in private placement offerings and/or limited investment partnerships, such as hedge funds and other pooled investment partnerships. Investments in Private Placements and/or limited investment partnerships involve additional risk of loss, including the risk of loss of a full investment. Because these types of investments involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated investment objectives, tolerance for risk, liquidity and suitability. Clients need to be aware that these

types of investments do not afford the same level of liquidity as traditional investments and may be subject to lock-ups and other liquidity restrictions. The risk of loss described herein should not be considered to be an exhaustive list of all the risks which Clients should consider. Investors in Private Funds should refer to the applicable Offering Documents for additional information on risk factors and risk of loss.

When appropriate to the needs of the client, Robert Leshner and Associates may recommend the use of short sales against the box, margin transactions or option writing. Because these investment strategies involve certain additional degrees of risk, they will only be recommended when consistent with the client's stated tolerance for risk.

The prices of many derivative instruments, including many options and swaps, are highly volatile. The value of options and swap agreements depend primarily upon the price of the securities, indexes, or other instruments underlying them. Price movements of options contracts and payments pursuant to swap agreements are also influenced by, among other things, interest rates, changing supply and demand relationships, trade, fiscal, monetary and exchange control programs and policies of governments, and national and international political and economic events and policies. The cost of options is related, in part, to the degree of volatility of the underlying securities or other assets. Accordingly, options on highly volatile securities, currencies or other assets may be more expensive than options on other investments.

Put options and call options typically have similar structural characteristics and operational mechanics regardless of the underlying instrument or asset on which they are purchased or sold. A put option gives the purchaser of the option, upon payment of a premium, the right to sell, and the writer the obligation to buy, the underlying security, index, currency or other instrument or asset at the exercise price. A call option, upon payment of a premium, gives the purchaser of the option the right to buy, and the seller the obligation to sell, the underlying instrument at the exercise price. Purchasing and writing put and call options and, in particular, writing "uncovered" options are highly specialized activities and entail greater than ordinary investment risks. In particular, the writer of an uncovered call option assumes the risk of a theoretically unlimited increase in the market price of the underlying instrument or asset above the exercise price of the option. This risk is enhanced if the instrument or asset being sold short is highly volatile and there is a significant outstanding short interest. These conditions exist in the stocks of many companies. The instrument or asset necessary to satisfy the exercise of the call option may be unavailable for purchase except at much higher prices. Purchasing instruments or assets to satisfy the exercise of the call option can itself cause the price of the instruments or assets to rise further, sometimes by a significant amount, thereby exacerbating the loss.

Accordingly, the sale of an uncovered call option could result in a loss by the client account of all or a substantial portion of its assets.

Investment advice may be offered on all or part of investments held by a client at the start of the advisory relationship. Robert Leshner and Associates reserves the right to segregate any holdings at the start of the relationship as unmanaged and on which Robert Leshner and Associates will not charge a fee. Clients may maintain assets within their accounts that Robert Leshner and Associates neither actively manages, prices or charges fees.

Generally Robert Leshner and Associates does not use leverage. However, in the event that Firm determines that leverage is appropriate in its investment program or margin is required for a an options program, Robert Leshner and Associates may use borrowed funds and/or investments in certain types of options, such as puts, calls and warrants, which may be purchased for a fraction of the price of the underlying securities while giving the purchaser the full benefit of movement in the market of those underlying securities. While such strategies and techniques increase the opportunity to achieve higher returns on the amounts invested, they also increase the risk of loss. To the extent Robert Leshner and Associates purchases securities for a client account with borrowed funds, its net assets will tend to increase or decrease at a greater rate than if borrowed funds are not used. The level of interest rates generally, and the rates at which such funds may be borrowed in particular, could affect the operating results of an account. If the interest expense on borrowings were to exceed the net return on the investments made with borrowed funds, Robert Leshner and Associates' use of leverage would result in a lower rate of return than if an account was not leveraged. When the market value of a particular open position changes to a point where the margin on deposit does not satisfy maintenance margin requirements, a "margin call" on the customer is made. If the customer does not deposit additional funds with the broker to meet the margin call within a reasonable time, the customer's position may be closed out.

Overall, the use of leverage, while providing the opportunity for a higher return on investments, also increases the volatility of such investments and the risk of loss. Clients should be aware that an investment program utilizing leverage is inherently more speculative, with a greater potential for losses, than a program that does not utilize leverage.

## **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 Robert Leshner and Associates or the integrity of Robert Leshner and Associates' management. Robert Leshner and Associates has no information applicable to this Item.

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

The principal executive officer and other employees are separately engaged in other business activities. While Robert Leshner and Associates always place the interests of its advisory clients ahead of its own, the receipt of additional compensation creates a potential conflict of interest that could influence Robert Leshner and Associates and these individuals.

### Affiliated Consulting Firm:

The sole shareholder of Robert Leshner and Associates, Robert H. Leshner, is also the sole proprietor of RHL Consulting. Mr. Leshner and other associated persons of Robert Leshner and Associates will separately provide consulting services on behalf of RHL Consulting.

RHL Consulting offers advice on marketing and business development to brokerage firms, municipal bond underwriters, mutual fund companies, hedge funds, and other financial services firms.

Robert Leshner and Associates may recommend that advisory clients use the services of firms that are clients of RHL Consulting. For example, Robert Leshner and Associates may invest client assets in a bond for which an RHL Consulting client is the underwriter, or in a mutual fund for which an RHL Consulting client is the distributor. Similarly, Robert Leshner and Associates may suggest that a client use the brokerage services of a RHL Consulting client. Robert Leshner and Associates will only recommend the use of such securities or firms when consistent with the best interests of the client. Neither Robert Leshner and Associates nor any of its related persons receive any special compensation for recommending the use of these RHL Consulting clients. Fees charged by RHL Consulting to these clients are entirely separate and distinct from advisory fees charged by Robert H. Leshner and Associates.

RHL Consulting may also identify real estate and other investments for individuals, corporations and others, including advisory clients of Robert Leshner and Associates. RHL

Consulting may receive a finder's fee from the firm selling such investments for introducing a buyer. Should RHL Consulting receive such a fee for introducing a Portfolio Management client of Robert Leshner and Associates, and if all or part of that investment is included in the client's managed portfolio, RHL Consulting will rebate the finder's fee received by RHL Consulting to the client in an amount equal to the advisory fee charged by Robert Leshner and Associates associated with that asset in the client's portfolio.

#### Individually Licensed Insurance Agents

Robert Leshner and Associates does not provide advice about insurance. However, certain associated persons of Robert Leshner and Associates are separately licensed in their individual capacity as insurance agents or brokers for one or more insurance companies. In this separate capacity, these individuals can purchase insurance for any client for separate and typical compensation. No client is obligated to use these individuals to purchase insurance.

### **Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading**

Robert Leshner and Associates has adopted a Code of Ethics expressing the firm's commitment to ethical conduct. The Code is designed to ensure that the high ethical standards long maintained by Robert Leshner and Associates continue to be applied. The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading and other forms of prohibited or unethical business conduct. The excellent name and reputation of our firm continues to be a direct reflection of the conduct of each employee. Robert Leshner and Associates' Code of Ethics describes the firm's fiduciary duties and responsibilities to clients, and sets forth Robert Leshner and Associates' practice of supervising the personal securities transactions of supervised persons with access to client information. The Code is based upon the principle that Robert Leshner and Associates and its employees owe a fiduciary duty to Robert Leshner and Associates' clients to conduct their affairs, including their personal securities transactions, in such a manner as to avoid (i) serving their own personal interests ahead of clients, (ii) taking inappropriate advantage of their position with the firm and (iii) any actual or potential conflicts of interest or any abuse of their position of trust and responsibility.

Individuals associated with Robert Leshner and Associates may buy or sell securities for their personal accounts identical to or different than those recommended to clients. It is the expressed policy of Robert Leshner and Associates that no person employed by Robert



Leshner and Associates shall prefer his or her own interest to that of an advisory client or make personal investment decisions based on the investment decisions of advisory clients.

No supervised person, knowing of a pending client order, shall purchase or sell, directly or indirectly, any security on a day during which any client has a pending "buy" or "sell" order in that same security until that order is executed or withdrawn except if the trade (a) is aggregated with similar client orders subject to Robert Leshner and Associates' procedures or (b) falls within the following exceptions:

- purchases or sales involving 2500 or fewer shares of a covered security that is included in the Standard & Poor's 500, Dow Jones 65 Composite, Dow Jones 30 Industrials or the NASDAQ 100
- purchases or sales involving 1000 or fewer shares of a Covered Security that is included in the Standard & Poor's Midcap 400, Standard & Poor's Small Cap 600 or the NASDAQ Financials 100
- purchases or sales effected in any account over which the Access Person has no direct or indirect influence or control
- purchases or sales that are non-volitional on the part of the Access Person
- purchases that are part of an automatic withdrawal plan
- sales that are part of an automatic withdrawal plan
- purchases effected upon the exercise of rights issued by an issuer pro rata to all holders of a class of its securities to the extent the rights were acquired from the issuer
- sales of rights issued by an issuer pro rata to all holders of a class of its securities to the extent the rights were acquired from the issuer
- purchases or sales that the Compliance Officer approves in writing before the purchase or sale

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

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

Robert Leshner and Associates will provide a complete copy of its Code of Ethics to any client or prospective client upon request to the Chief Compliance Officer, Maryellen Peretzky.

## **Item 12 – Brokerage Practices**

### **Portfolio Management Services:**

With the exception of certain fixed income securities transactions described below, Robert Leshner and Associates does not have the discretionary authority to determine the broker dealer to be used or the commission rates to be paid. Clients must direct Robert Leshner and Associates as to the broker-dealer to be used. Clients may direct that one broker be used for part of the client's account and another broker-dealer(s) for the rest of the account. In directing the use of a particular broker or dealer, it should be understood that Robert Leshner and Associates may not be authorized under those circumstances to negotiate commissions and may not be able to obtain volume discounts, and best execution may not be achieved. In addition, under these circumstances a disparity in commission charges may exist between the commissions charged to clients who direct Robert Leshner and Associates to use a particular broker or dealer and other clients who do not direct Robert Leshner and Associates to use a particular broker or dealer.

As Robert Leshner and Associates does not have the discretion to determine the broker to be used for client transactions, its efforts to negotiate commissions on behalf of the client are necessarily limited to the range of commissions offered by the broker selected by the particular client. Within these constraints, Robert Leshner and Associates will use its best efforts to obtain a favorable commission for the client. However, a disparity in commissions may exist among clients using the same brokerage firm, and clients who have selected one firm may pay higher or lower commissions than those clients who have selected another.

Robert Leshner and Associates participates in the Fidelity Institutional Wealth Services ('FIWS') program, sponsored by Fidelity Brokerage Services LLC ("Fidelity"), member FINRA/SIPC. Fidelity is an unaffiliated SEC-registered broker dealers and FINRA member broker dealer.

Clients in need of brokerage and custodial services will have Fidelity recommended to them. As part of the FIWS program, Robert Leshner and Associates receives benefits that it would not normally receive if it did not offer investment advice (See the disclosures under Item 14 of this Brochure).

Depending on client circumstances and needs, Robert Leshner and Associates may also recommend the use of one of several other broker dealers, provided that this recommendation is consistent with the best interests of the client. Robert Leshner and Associates' clients must evaluate these brokers before opening an account. The factors considered by Robert Leshner and Associates when making this recommendation are the broker's ability to provide professional services, Robert Leshner and Associates' experience with the broker, the broker's reputation, the broker's access to certain types of securities, and the broker's quality of execution services and costs of such services, among other factors. Clients are not under any obligation to effect trades through any recommended broker; however, Robert Leshner and Associates may decline to enter into an advisory relationship with a client who directs the use of a broker that Robert Leshner and Associates believes would be unable to provide the level of service needed to efficiently manage the client's account.

Brokers or dealers that Robert Leshner and Associates recommends to execute transactions may from time to time refer clients to Robert Leshner and Associates. Robert Leshner and Associates will not make commitments to any broker or dealer to compensate that broker or dealer through brokerage or dealer transactions for client referrals; however, a potential conflict of interest may arise between the client's interest in obtaining best price and execution and Robert Leshner and Associates' interest in receiving future referrals.

Notwithstanding the above directed brokerage arrangements, for certain fixed income portfolios and transactions, however, Robert Leshner and Associates may request that it be provided with written authority to determine the broker dealer to use for client transactions and the commissions costs that will be charged to clients for these fixed income transactions. 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. In this situation, Robert Leshner and Associates will monitor the fixed income trading services provided to assess the quality of broker dealer services and client fixed income transactions, and approve the selection of those brokers or dealers which will provide the best services at the lowest commission rates possible. The reasonableness of brokerage costs, commissions and mark up/mark downs is based on the broker dealer's ability to provide professional services, competitive execution, and other services that will help Robert Leshner and Associates in providing investment management services to clients.

Robert Leshner and Associates may block trades where possible and when advantageous to clients. This blocking of trades permits the trading of aggregate blocks of securities

composed of assets from multiple clients' accounts so long as transaction costs are shared equally and on a pro-rata basis between all accounts included in any such block. Block trading allows Robert Leshner and Associates to execute equity trades in a more timely, equitable manner and to reduce overall commission charges to clients. To the extent that Robert Leshner and Associates determines to aggregate client orders for the purchase or sale of securities, Robert Leshner and Associates shall generally do so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. Robert Leshner and Associates shall not receive any additional compensation or remuneration as a result of the aggregation.

In certain circumstances, Robert Leshner and Associates may also aggregate trades for itself or for its associated persons with client trades, provided that the following conditions are met:

- 1) Robert Leshner and Associates' policy for allowing this aggregation of transactions has been disclosed in this Form ADV;
- 2) Robert Leshner and Associates will not aggregate transactions unless it believes that aggregation is consistent with its duty to seek best execution (which includes the duty to seek best price) for its clients;
- 3) No advisory client will be favored over any other client. Each client that participates in an aggregated order will participate at the average share price for all Robert Leshner and Associates' transactions in a given block in a given security on a given business day, with transaction costs shared pro-rata based on each client's participation in the transaction.

When transactions in the same security need to be placed for several clients at the same time, the order in which those trades are placed will be determined by a random selection of the various brokers used by the clients. Trades for all clients who have directed the use of the broker who is selected to go first will be placed before the trades of the clients who have directed the use of the broker who is selected to go second, and so on until all trades have been placed.

#### **Money Manager Search and Monitoring:**

Clients should refer to the disclosure document(s) of recommended advisers for information on the brokerage recommendations for those entities.

**Consulting Services:**

Robert Leshner and Associates' consulting practice, due to the nature of its business and client needs, does not include blocking trades, negotiating commissions with broker dealers or obtaining volume discounts, nor necessarily obtaining the best price. Clients will be required to select their own broker dealers and insurance companies for the implementation of consulting recommendations. Robert Leshner and Associates may recommend any one of several brokers. Robert Leshner and Associates clients must independently evaluate these brokers before opening an account. The factors considered by Robert Leshner and Associates when making this recommendation are the broker's ability to provide professional services, Robert Leshner and Associates' experience with the broker, the broker's reputation, and the broker's financial strength, among other factors. Robert Leshner and Associates' consulting clients may use any broker or dealer of their choice.

**Item 13 – Review of Accounts****Reviews:****Portfolio Management Services:**

The underlying securities within client accounts are continuously monitored. Robert Leshner, the Chief Investment Officer of Robert Leshner and Associates is responsible for the continuous management of client accounts. Mr. Leshner continuously reviews current asset holdings and new investment ideas. All accounts are reviewed at least quarterly for conformity with individual objectives. Additional account reviews may be triggered by material changes in variables such as the client's individual circumstance, or the market, political or economic environment.

**Money Manager Search and Monitoring:**

Robert Leshner and Associates will meet with the client on a regular basis, or as determined by the client, to review the account.

**Consulting Services:**

Consulting accounts will be reviewed as contracted for with the client at the inception of the advisory relationship.

## **Reports:**

### **Portfolio Management Services:**

In addition to the monthly statements and confirmation of transactions that clients receive from their custodian and/or broker/dealer, Robert Leshner and Associates will provide quarterly reports to clients and may provide an individual performance report. In order to provide these reports to clients, Robert Leshner and Associates utilizes the Advent OnDemand Portfolio Management System and internal systems to prepare these reports and receives information from custodians and broker/dealers selected by the clients. This client portfolio analysis quarterly includes asset holdings, cash flow summary and portfolio performance.

### **Money Manager Search and Monitoring:**

Money Manager Search and Monitoring Clients should refer to the independent manager's disclosure document(s) for information on the types of reports, and their frequency, to be provided by the manager to these clients.

### **Consulting Services:**

Consulting accounts will receive reports as contracted for with the client at the inception of the advisory relationship. Typically, Robert Leshner and Associates does not provide any regular reports to Consulting services clients

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

### **Client Referrals**

Robert Leshner and Associates may from time to time compensate, either directly or indirectly, any person including employees of Robert Leshner and Associates (defined as a natural person or a company) for client referrals. Robert Leshner and Associates is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940. As such, appropriate disclosure shall be made, all written instruments will be maintained by Robert Leshner and Associates and all applicable Federal and/or State laws will be observed.

Certain solicitors for Robert Leshner and Associates may themselves be registered representatives of a broker-dealer, and may suggest that the client direct Robert Leshner

and Associates to use that broker-dealer for all transactions in the client's account. Clients are under no obligation to direct the use of these solicitors or the referring broker-dealer for transactions in managed accounts. If these individuals are used to implement transactions in a solicited client's account, Robert Leshner and Associates will offset the amount of the referral fee paid to the individual by the amount of commissions received; however, this will not result in a change in the total advisory fee paid to Robert Leshner and Associates by the client.

In addition, certain independent advisers may recommend the use of Robert Leshner and Associates to their clients without receiving a referral fee or any other type of compensation from Robert Leshner and Associates. These advisers may themselves charge an advisory fee to their clients for recommending and reviewing Robert Leshner and Associates and other advisers. Such fees are described in these advisers' disclosure documents.

#### Other Compensation

As indicated under the disclosure for Item 12, FIWS provides Robert Leshner and Associates 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 Robert Leshner and Associates but may not benefit its clients' accounts. Many of the products and services assist Robert Leshner and Associates 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 Robert Leshner and Associates' fees from its clients' accounts with prior client authorization, and assist with back-office functions, recordkeeping and client reporting. FIWS also provides Robert Leshner and Associates with a discount rate for performance reporting software Advent OnDemand Portfolio Management System. Many of these services generally may be used to service all or a substantial number of Robert Leshner and Associates accounts. FIWS also make available to Robert Leshner and Associates other services intended to help Robert Leshner and Associates 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. The availability to Robert Leshner and Associates of the foregoing products and services is not contingent upon Robert Leshner and Associates committing to FIWS any specific amount of business (assets in custody or trading). Robert

Leshner and Associates does not enter into any commitments with the brokers for transaction levels in exchange for any services or products from brokers. While as a fiduciary, Robert Leshner and Associates endeavors to act in its clients' best interests, Robert Leshner and Associates' requirement that clients maintain their assets in accounts at FIWS may be based in part on the benefit to Robert Leshner and Associates 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.

In addition to Fidelity, Robert Leshner and Associates may receive certain products and services from other broker dealers selected by clients including but not limited to: receipt of duplicate client confirmations and duplicate statements; access to block trading which provides the ability to aggregate securities transactions; ability to have investment advisory fees deducted directly from client accounts with prior client authorization; access to the broker-dealer systems for client order entry, research and account information; and providing downloads of client information to Robert Leshner and Associates through the Advent OnDemand Portfolio Management System.

As disclosed in Item 4 of this Brochure, Robert Leshner and Associates will act as a solicitor for various registered investment advisers, and for doing so will receive an ongoing solicitation fee ranging from 25% to 50% of assets under the referred adviser's management. Robert Leshner and Associates is aware of the special considerations promulgated under Section 206(4)-3 of the Investment Advisers Act of 1940. As such, appropriate disclosure shall be made and all applicable Federal and State laws will be observed.

## **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. Robert Leshner and Associates 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 discretionary clients, Robert Leshner and Associates requests that it be provided with written authority to determine which securities and the amounts of securities that are bought or sold. 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, Robert Leshner and Associates observes the investment policies, limitations and restrictions of the clients for which it advises. Investment restrictions must be provided to Robert Leshner and Associates in writing.

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

Proxy Voting: As a matter of firm policy, Robert Leshner and Associates does not vote proxies on behalf of advisory clients. Clients are responsible for voting their own proxies. Clients will receive all applicable proxies directly from the issuer of securities held in clients' investment portfolios. However, Robert Leshner and Associates may provide clients with consulting assistance regarding proxy issues.

Class Actions, bankruptcies and other legal proceedings: Robert Leshner and Associates 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 Robert Leshner and Associates to transmit copies of class action notices to the client or a third party. Upon such direction, Robert Leshner and Associates 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 Robert Leshner and Associates' financial condition. Robert Leshner and Associates 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.