



FORM ADV PART 2A* Brochure

February 2011

900 Larkspur Landing Circle, Suite 185
Larkspur, California 94939-1756

Tel: 415.925.3400

www.jlfwealth.com

*This brochure provides information about the qualifications and business practices of JLFranklin Wealth Planning. If you have any questions about the contents of this brochure, please contact us at telephone 415.925.3400. The information in this brochure has not been approved or verified by the U. S. Securities and Exchange Commission. Additional information about JLFranklin Wealth Planning is available at www.advisorinfo.sec.gov.

MATERIAL CHANGES FROM PRIOR FORM ADV PART 2A

In 2010, the U. S. Securities and Exchange Commission ("SEC") adopted revised rules regarding the format and content of the Form ADV Part 2 disclosure brochure. Pursuant to revised requirements, all SEC-registered investment advisors were required to prepare a new ADV Part 2 brochure that is presented in a narrative format and that addresses certain enumerated disclosure topics. Most of these topics were addressed in the Schedule F to JLFranklin Wealth Planning's ("JLFranklin") prior ADV Part II and have been re-stated here in a more identifiable and readable presentation.

This amended Form ADV Part 2 contains prior content from the Firm's Form ADV Part II brochure statement as well as additional required information.

TABLE OF CONTENTS

MATERIAL CHANGES FROM PRIOR FORM ADV PART 2A	2
1. ADVISORY BUSINESS	4
2. FEES AND COMPENSATION	6
3. PERFORMANCE-BASED FEES	9
4. TYPES OF CLIENTS.....	9
5. METHODS OF ANALYSIS, INVESTMENT STRATEGIES, RISK OF LOSS	10
6. DISCIPLINARY INFORMATION	11
7. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.....	12
8. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.....	12
9. BROKERAGE PRACTICES	13
10. REVIEW OF ACCOUNTS	16
11. CLIENT REFERRALS AND OTHER COMPENSATION	17
12. CUSTODY OF CLIENT ASSETS	17
13. INVESTMENT DISCRETION	18
14. VOTING CLIENT SECURITIES	19

1. ADVISORY BUSINESS

Registration Status - Registered with the SEC on November 8, 2005¹
Principal Owners - Joyce L. Franklin, CPA, CFP®

ADVISORY SERVICES

Comprehensive Financial Planning

JLFranklin provides comprehensive financial planning services on either an hourly fee or fixed fee basis. JLFranklin's financial planning services may include a financial review and analysis of some or all of the following areas:

- Determining Financial Goals And Objectives
- Asset Allocation Review
- Retirement Plan Analysis
- Employee Stock Option Analysis
- Current Portfolio Review
- Education Funding Analysis
- Cost Audit of Current Investments
- Cash Flow Management Review
- Review of Insurance Needs
- Mortgage and Refinance Evaluation
- Estate Plan Review or Development
- Charitable (or social capital) Planning
- Opinion on Current Investment Strategy/Advisors
- Other financial or investment analysis

Typically, clients engaging the Firm to provide financial planning or financial consultation services are required to enter into a separate written agreement setting forth the terms and conditions of the planning engagement and describing the scope of the services to be provided. It is expected that financial planning clients will also be investment management clients of the Firm.

A client may, under a separate investment management agreement and fee, retain the Firm to provide investment management services. JLFranklin may recommend to its financial planning clients that they retain the Firm to implement its recommendations and such recommendation may be viewed as a conflict of interest.

Investment Management Services

Our investment management services include, among others, financial goal setting, risk assessment, strategic asset allocation and the selection and management of securities

¹ "Registration" means only that the Firm meets the minimum requirements for registration as an investment advisor and does not imply that the SEC guarantees the quality of our services or recommends them.

and investments. Client portfolios are often based on an asset allocation and investment policy statement developed in the context of an overall financial plan.

The investment management services we provide are based on each individual client's financial circumstances and investment objectives. Our portfolio manager meets with each client to discuss the client's current financial condition and to review the client's current investment holdings. Based upon each client's circumstances, we determine an appropriate asset allocation for the client's investment portfolio, in accordance with the client's specific financial objectives and risk tolerance and in consideration of other factors, including the client's time horizon (education funding, home purchase, retirement, legacy planning), liquidity needs, and other available resources (including external retirement plans, projected Social Security, real estate, and insurance). Clients may identify any investment restrictions to be placed on their account. Each client's financial objectives, risk tolerance, and liquidity needs, along with a recommended asset allocation, are incorporated into an investment policy statement that is customized to and approved by the client.

A client may make additions to and withdrawals from the client's portfolio account at any time, subject to the Firm's right to terminate an account if the amount of assets drops below our account size minimum. Clients may withdraw account assets with notice to the Firm, subject to the usual and customary securities settlement procedures. However, we design client portfolios as long-term investments and caution our clients that asset withdrawals may impair the achievement of the client's investment objectives.

Additions to an account may be in cash or securities provided that we may decline to accept particular securities into a client's account or may recommend that the security be liquidated if it is inconsistent with the Firm's investment strategy or the client's investment objectives. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Tax Planning and Preparation Services

JLFranklin has a strong CPA background and our knowledge and training in tax matters and awareness of emerging issues enables us to provide effective tax-planning services to our financial planning and investment management clients that request them. Our tax consulting services include a wide variety of offerings, including stock-option planning. Our expertise and in-depth understanding of complex tax rules and regulations assist clients to improve their tax position and optimize tax savings.

Tax planning and preparation services are subject to a separate engagement agreement and separate fee arrangement from those of our financial planning and investment management services.

General Notice

In performing its services, JLFranklin relies upon the information received from its client or from the client's other professional advisors, and is not required to independently verify such information. Clients must promptly notify us of any change in their financial situation or investment objectives that would necessitate a review or revision by our advisors of the client's portfolio and/or financial plan.

ASSETS UNDER MANAGEMENT AS OF DECEMBER 31, 2010

Discretionary Assets - 43110881.18

Non-discretionary Assets - \$0

TERMINATION OF AGREEMENT

Clients or the Firm may terminate the relationship upon written notice to other party. Any earned investment management fees owed to the Firm will be billed to the client, or where authorized, deducted from the client's account, on a pro rata basis determined on the amount of time expired in the billing period. Any unearned prepaid financial planning or financial consultation fees will be refunded to the client. Any unpaid financial planning or consultation fees will be billed to the client for immediate payment or deducted from the client's retainer.

If a copy of this Form ADV Part 2A disclosure statement was not delivered to the client prior to or simultaneous with a client entering into a written advisory contract with Advisor, then the client has the right to terminate the contract without penalty within five (5) business days after entering into the contract. For purposes of this provision, a contract is considered entered into when all parties to the contract have signed the contract. If the client terminates the contract on this basis, all fees paid by the client will be refunded. Any transaction costs imposed by the executing broker or custodian for establishing the custodial account or for trades occurring during those five days are non-refundable.

2. FEES AND COMPENSATION

FINANCIAL PLANNING AND CONSULTATION FEES

We have established a minimum financial planning fee of \$15,000. Under certain circumstances, and in its sole discretion, JLFranklin may negotiate an alternative minimum financial planning fee. Fees for comprehensive financial planning and financial consultations are based upon hourly rates that range from \$95 to \$350 per hour. The hourly fees are negotiable.

Under certain circumstances, financial planning or consultation services are offered on a fixed fee basis. Fixed fees are charged at rates individually negotiated with a client.

Fixed fees for comprehensive financial planning consultations range from \$5,000 to \$20,000.

Compensation is payable in three installments. The first installment is paid prior to our commencement of work. The second installment is paid after our first financial planning meeting and includes the balance of our fees incurred up to that time. The final payment, including the balance of our professional fees, expenses and out-of-pocket costs, will be made following our delivery of your written summary of financial planning conclusions.

In the event the Firm requires the up-front payment of a retainer fee, the Firm will not hold the retainer for more than six months.

ADVISORY FEES

For its investment management clients, JLFranklin charges a fee based on a percentage of the market value of the investments held in each client's account. Assets in the account are included in the fee assessment unless specifically identified in writing for exclusion. The annual management fee prorated and billed every three months, in arrears. The Firm has established a minimum \$10,000 annual investment management fee per client relationship.

The initial financial planning fee is separate from and in addition to the annual investment management fee. However, ongoing financial planning services are included in ongoing annual investment management fees.

The management fee is computed on the last day of the billing period by determining the market value of the account using the following guidelines: (a) for marketable securities: the current market price provided by custodian; (b) for securities for which there exists no active market (such as real estate, gas and oil, or other illiquid securities), by using such information as JLFranklin shall in good faith deem relevant to determine the value thereof, or in the absence of such information, at cost; and (c) for cash or equivalents, at dollar value.

Unless otherwise negotiated between the Firm and the client, the annual fee is calculated according to the following standard fee schedule:

Value of Account Assets	Annual Fee Rate
On the market value of Account up to \$2,000,000	1.00.% plus
On the market value of Account above \$2,000,000 up to \$5,000,000	0.75% plus
On the market value of Account above \$5,000,000	0.30%

Clients customarily authorize JLFranklin to deduct its quarterly investment advisory fee directly from their custodial account. This authorization is granted under the terms of the client's signed investment management agreement and the client's instructions to the custodian. It is the client's responsibility to verify the accuracy of the fee calculation, as the custodian will not determine whether the fee is properly calculated.

At the discretion of the Firm, clients may arrange to pay their fee directly to the Firm. Under this arrangement, payment is due upon client's receipt of our billing invoice.

To the extent that a client authorizes the use of margin, and margin is thereafter employed, the market value of the client's account and corresponding fee payable by the client to JLFranklin may be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin are advised of the potential conflict of interest whereby the client's decision to employ margin may correspondingly increase the management fee payable to the Firm. Accordingly, the decision as to whether to employ margin is left to the sole discretion of client. Clients employing margin are advised that the margin balance is not deducted when calculating the quarterly advisory fee.

GENERAL FEE DISCLOSURES

The client's fee is determined in accordance with the above fee structures, with exceptions negotiated on a case-by-case basis at the Firm's discretion. Any deviations from the fee structure are based upon a number of factors including the amount of work involved, the amount of assets placed under management and the attention needed to manage the account.

We believe our investment management fees are competitive with the fees charged by other investment advisors in the San Francisco Bay area for comparable services. However, comparable services may be available from other sources for lower fees than those charged by JLFranklin.

JLFranklin receives no commissions on investment products purchased or sold for client accounts.

CUSTODIAN AND BROKERAGE FEES

Investment management clients incur certain charges imposed by their custodians and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, clients will incur charges by the executing broker-dealer in the form of brokerage commissions and transaction fees on the investment transactions entered into for their account(s). All of these charges, fees and commissions are in addition to JLFranklin's investment management fee.

FUND DISCLOSURES

Mutual funds, closed-end funds, exchange traded funds and alternative investment funds are investment vehicles and the investment strategies, objectives and types of securities held by such funds vary widely. In addition to the advisory fee charged by JLFranklin, clients indirectly pay for the expenses and advisory fees charged by the funds in which their assets are invested.

All such funds incur operating expenses in connection with the management of the fund. Investment funds pass some or all of these expenses through to their shareholders (the individual investors in the funds) in the form of management fees. The management fees charged vary from fund to fund. In addition, funds charge shareholders (individual investors in the funds) other types of fees such as early redemption or transaction fees. These charges also vary widely among funds. As a result, clients will still pay management fees and other, "indirect" fees and expenses as charged by each mutual fund (or other fund) in which they are invested.

Clients are provided a copy of a fund prospectus for each fund in which they invest by their custodian or by the fund sponsor rather than by JLFranklin. As required by law, a prospectus represents the fund's complete disclosure of its management and fee structure. In addition, a fund's prospectus can be obtained directly from the fund.

BOND DISCLOSURE

Clients whose assets are invested in bonds purchased directly from an underwriter may pay a sales credit or sales concession to the underwriter on the trade (in lieu of a sales commission) ranging from 0% - 2% of the par value of the bond.

3. PERFORMANCE-BASED FEES

No part of JLFranklin's investment management fee is based upon capital gains or the capital appreciation of assets.

4. TYPES OF CLIENTS

Our clients include individuals and high net worth individuals and their trusts and estates and related entities.

For financial planning clients, we have established a \$15,000 minimum financial planning fee. For investment management clients, we have established a \$10,000 minimum annual management fee and a \$1 million minimum value of assets requirement, although multiple accounts for the same client may be aggregated to meet this minimum. These minimums may be altered or waived in the Firm's discretion. As a result of the minimum fee and minimum account size requirements,

our services may not be appropriate for everyone. Particularly for smaller accounts, other financial planners or investment advisors may provide somewhat similar services for lower compensation, although still others may charge more for similar services.

5. METHODS OF ANALYSIS, INVESTMENT STRATEGIES, RISK OF LOSS

METHODS OF ANALYSIS

Depending upon the type of investment, JLFranklin utilizes a combination of fundamental and technical analyses. Fundamental analysis involves analyzing real data, including overall economic and company-specific information available to determine the value of a particular investment. Technical analysis involves analyzing statistics provided by market activity such as past prices and volume to identify patterns that can be used to predict future activity. In performing these analyses, the Firm consults third-party research materials, company annual reports and other regulatory filings, corporate rating services and financial newspapers and periodicals.

As one source of market information, we utilize the research services of AdvisorIntelligence, an in-depth, independent research service for financial advisors. In addition, we rely on research provided by Dimensional Fund Advisors. Based on such research, we continuously monitor and revise our investment recommendations.

INVESTMENT STRATEGY

JLFranklin believes that passive mutual funds provide low-cost exposure and broad, global diversification. Our investment strategy relies primarily on equity and fixed income mutual funds, and exchange-traded funds ("ETF"s). The Firm relies on no-load mutual funds and ETFs for implementing client equity allocations.

We do not manage individual equity portfolios or perform individual equity security analysis. As a service for clients, we may report on individual equity securities previously purchased by the client. However, the Firm's portfolio manager does not actively monitor these individual equity positions.

INVESTMENT RISKS

All securities investments carry risk, including the risk that an investor may lose a part or all of his or her initial investment. Risk refers to the uncertainty that the actual return the investor realizes could differ from the expected return. Risks may be systematic, referring to factors that affect the returns on all comparable investments and that affect the market as a whole. Systematic risks include market risk, interest rate risk, reinvestment rate risk, purchasing power risk and exchange rate risk. Unsystematic risks depend on factors that are unique to the specific investment security. These risks include business risk and financial risk.

Here are some of the general risks associated with parts of our investment strategy:

Short-term purchases - on occasion, generally only for tax management purposes, we may determine to buy or sell securities in a client's account and hold them for less than a year. Some of the risks associated with short-term trading that could affect investment performance are increased commissions and transaction costs to the account and increased tax obligations on the gains in a security's value.

Bond Pricing - The price of bonds depends in part on the current rate of interest. Rising interest rates decrease the current price of bonds because current purchasers require a competitive yield. As such, decreasing interest rates increase the current value of bonds with associated decrease in bond yield. We may decide to exchange to a lower or higher duration bond or to another asset class due to interest rate risk that could affect investment performance.

Price Fluctuation - Security prices do fluctuate (except for cash or cash equivalents) and clients must accept that risk associated with the fluctuations or change to a more appropriate investment portfolio in alignment with their risk tolerance.

Reinvestment of Dividends - We will reinvest interest, dividends and capital gains as appropriate to accumulate wealth based on factors such as ongoing cash needs and tax-loss harvesting opportunities. This is an appropriate strategy for a portfolio designed for capital growth. However, the reinvested earnings could result in a lower or a higher rate of return than was initially projected.

Mutual Funds with Foreign Asset Holdings - Any investments in mutual funds that make foreign investments are subject to uncertainty with changes in the foreign currency value, unless they are hedged back to the U.S. Dollar. Non-hedged holdings would cause the client to bear more risk and subsequently may earn a substantially higher return or a substantially lower return than projected.

Margin Trading - In some cases, and generally only for short term financing considerations, clients may elect to assume a margin balance on their investment account. The client's custodian may require a percentage of assets under management to be pledged as collateral for the margin amount. Clients risk that in a falling market, the pledged collateral will be insufficient to cover a margin call by their custodian. Other than short term margin for trade settlement purposes, all margin decisions are left to the client.

6. DISCIPLINARY INFORMATION

JLFranklin has no disciplinary history and consequently, is not subject to any disciplinary disclosures.

7. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

JLFranklin's principal, Joyce Franklin is a certified public accountant. In addition to its financial planning and investment management services, the Firm provides comprehensive tax services to clients that may include the preparation of tax returns for individuals and advising clients on tax compliance and tax planning issues. Where such services are desired, tax clients are generally expected to be financial planning and investment management clients of the Firm.

Tax services are subject to separate billing from financial planning and investment management services.

JLFranklin is an independent investment advisor, unaffiliated with any other financial institution or securities dealer or issuer. Although we recommend that our clients custody their investment accounts at Charles Schwab & Co., Inc. ("Schwab"), we have no affiliation with Schwab, do not supervise its brokerage activities and are not subject to its supervision.

Although we may refer our clients to other professionals such as attorneys or accountants for estate planning, tax or other matters, neither the Firm nor its principals or employees are affiliated with any law or accountancy firm.

8. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

JLFranklin, its employees and their immediate families (sometimes collectively "employees") are permitted to buy and sell securities for their personal investment accounts. The Firm has adopted employee personal trading policies and procedures and a code of ethics to govern proprietary (on behalf of the Firm itself) and employee trading practices. Employees with access to the Firm's investment decision-making and trading activities are required to report all personal securities transactions on a regular basis. All personnel are required to abide by the Firm's personal trading practices and code of ethics. JLFranklin's employee personal trading policies and code of ethics are made available to clients and prospective clients upon request.

Employees may trade in the same securities traded for clients. However, it is Firm policy not to give preference to orders for personnel associated with the Firm regarding such trading. Employees may personally invest in the same securities that are purchased for client trading accounts and may own securities that are subsequently purchased for client accounts. From time to time, trading by employees in particular securities may be restricted in recognition of impending

investment decisions on behalf of clients. If a security is purchased or sold for client accounts and employees on the same day, either employees will pay or receive the same price as the client account, or the client account will receive the more favorable price. If purchased or sold on different days, it is possible that employees' personal transactions might be executed at more favorable prices than were obtained or clients.

Employees may buy or sell different investments, based on personal investment considerations, which the Firm may not deem appropriate to buy or sell for clients. It is also possible that employees may take investment positions for their own accounts that are contrary to those taken on behalf of clients. Employees may also buy or sell a specific security for their personal account based on personal investment considerations aside from company or industry fundamentals, which are not deemed appropriate to buy or sell for clients. If these securities subsequently appreciate, these personal transactions could be viewed as creating a conflict of interest.

Conversely, employees may liquidate a security position that is held both for their own account and for the accounts of Firm clients, sometimes in advance of clients. This occurs when personal considerations (i.e., liquidity needs, tax-planning, industry/sector weightings) deem a sale necessary for individual financial planning reasons. If the security subsequently falls in price, these personal transactions could be viewed as a conflict of interest.

9. BROKERAGE PRACTICES

RECOMMENDATION OF SCHWAB AS CUSTODIAN AND EXECUTING BROKER

JLFranklin recommends that clients establish brokerage accounts with Schwab, a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Schwab is independently owned and operated and not affiliated with JLFranklin and does not supervise or otherwise monitor JLFranklin's investment management services to its clients. Schwab provides JLFranklin with access to its institutional trading and custody services, which typically are not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets is maintained in accounts at Schwab, but are not otherwise contingent upon JLFranklin committing to Schwab any specific amount of business (in the form of either assets in custody or trading). Schwab's services include brokerage, custody, research and access to mutual funds and other investments that are otherwise generally available only to institution investors or would require a significantly higher minimum initial investment.

Schwab also makes available to JLFranklin other products and services that benefit the Firm but may not benefit its clients. Some of these other products and services assist us 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 our 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 our client accounts, including accounts not maintained at Schwab. Schwab also makes available other services intended to help us manage and further develop its business. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services to JLFranklin by independent third parties. Schwab may discount or waive fees it otherwise would charge for some of these services or pay all or a part of the fees of a third-party providing these services to JLFranklin.

Our recommendation that clients maintain their assets in accounts at Schwab may be based in part on the benefit to the Firm 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 Schwab, which may create a potential conflict of interest.

DIRECTED BROKERAGE

In a limited number of cases, clients may elect to custody their accounts or to direct JLFranklin to place all orders for securities transactions with a specific broker-dealer (directed brokerage). In these cases, JLFranklin is not obligated to, and will generally not solicit competitive bids for each transaction or seek the lowest commission rates for the client. As such, the client may pay higher commission costs, higher security prices and transaction costs than it otherwise would have had it not directed JLFranklin to trade through a specific broker. In addition, the client may be unable to obtain the most favorable price on transactions executed by JLFranklin as a result of JLFranklin's inability to aggregate/bunch the trades from this account with other client trades.

Furthermore, the client may not be able to participate in the allocation of a security of limited availability (such as an IPO) for various reasons, including if those new issue shares are provided by another broker or dealer. As a result of the special instruction, JLFranklin may not execute client securities transactions with brokers that have been directed by clients until non-directed brokerage orders are completed. Accordingly, clients directing brokerage may not generate returns equal to clients that do not direct brokerage.

Due to these circumstances, there may be a disparity in commission rates charged to a client who directs JLFranklin to use a particular broker and performance and other differences from other similarly managed accounts. Clients who direct brokerage should understand that similar brokerage services may be obtained from other broker-dealers at lower costs and possibly with more favorable execution.

BEST EXECUTION

JLFranklin is not obligated to obtain the best net price or lowest brokerage commission on any particular transaction. Rather federal law requires investment managers to use their reasonable best efforts to obtain the most favorable execution for each transaction executed on behalf of client accounts.

In selecting broker-dealers, our primary objective is to obtain the best execution. Expected price, giving effect to brokerage commissions, if any, and other transaction costs, are principal factors, but the selection also takes account of other factors, including the execution, clearance and settlement capabilities of the broker-dealer, the broker-dealer's willingness to commit capital, the broker-dealer's reliability and financial stability, the size of the particular transaction and its complexity in terms of execution and settlement, the market for the security, the value of any research and other brokerage services provided by the broker-dealer, and the cost incurred by placing prime brokerage trades in client accounts.

Based upon an evaluation of some or all of these factors, we may execute client trades through broker-dealers that charge fees that are higher than the lowest available fees. We may select broker-dealers whose fees may be greater than those charged for similar investments if the Firm determines that brokerage services and research materials provided by that broker-dealer warrant the payment of higher fees.

The Firm's portfolio manager reviews transaction results periodically to determine the quality of execution provided by the various broker-dealers through whom JLFranklin executes transactions on behalf of clients.

SOFT DOLLAR ARRANGEMENTS AND POTENTIAL CONFLICTS

JLFranklin is not a party to any formal arrangements by which it receives research or brokerage services, known as "soft dollar" services and research from an executing broker or allows by which it allows a broker to pay for research or brokerage services. "Soft dollars" refers to the use of brokerage commissions on client trades to pay for the soft dollar research or brokerage services received. Soft dollar research and services would otherwise include among others, economic and market information, portfolio strategy advice, proxy voting services, industry and company comments, technical data, recommendations, research conferences, general reports, periodical subscription fees, consultations, performance measurement data, on-line pricing, news wire charges, quotation services, computer hardware and software.

As disclosed previously above, the Firm may, on occasion, be the recipient of unsolicited discounts on software and other services from Schwab. The discounts are generally offered to all firms who fit a common profile and JLFranklin is not offered such discounts because of a particular event or request. Such discounts are accepted with the intent to benefit all clients and the value of these discounts is not considered in the process of selecting securities to purchase for client accounts.

AGGREGATION OF TRADES AND POTENTIAL CONFLICTS

When it is determined to be in the best interests of the participating clients, the Firm may aggregate transaction orders on behalf of multiple clients and allocate the securities or proceeds on an average price basis among the various participants in the transactions. While we believe combining transaction orders in this way should, over time, be advantageous to all participants, in particular cases the average price could be less advantageous to a particular client than if such client had been the only client effecting the transaction or had completed its transaction before the other participants. There may be circumstances in which transactions on behalf of the Firm or its associated persons may not, under certain laws and regulations, be combined with those of some of the Firm's other clients. In such cases, neither the Firm nor any associated person will effect transactions in a security on the same day as clients until after the clients' transactions have been executed.

When orders are aggregated, the price paid by each account is the average price of the order. Transaction costs are allocated to each client by the client's custodian according to the client's custodial agreement. It is our policy that trades are not allocated in any manner that favors one group of clients over another over time. Client transactions may be aggregated according to custodial relationship in consideration of "trade away" charges that may be imposed if trades are directed to a non-custodial broker-dealer for execution. Aggregated trades placed with different executing brokers may be priced differently.

The Firm and/or its associated persons may participate in such aggregated orders along with clients.

ALLOCATION OF OPPORTUNITIES AND POTENTIAL CONFLICTS

Because we manage more than one client account, there may be a conflict of interest related to the allocation of investment opportunities among all accounts managed by the Firm. We attempt to resolve all such conflicts in a manner that is generally fair to all of clients over time. We may give advice and take action with respect to any of our clients that may differ from advice given or the timing or nature of action taken with respect to any other client based upon individual client circumstances. It is our policy, to the greatest extent practicable, to allocate investment opportunities over a period of time on a fair and equitable basis relative to all clients. The Firm is not obligated to acquire for any client account any security that the Firm or its owners, officers, employees or affiliated persons may acquire for their own accounts or for the account of any other client, if in the discretion of the portfolio managers, based upon the client's financial condition and investment objectives and guidelines, it is not practical or desirable to acquire a position in such security for that account.

10. REVIEW OF ACCOUNTS

All accounts under management are monitored on a continuous basis by Joyce Franklin, CPA, CFP®, Principal and Portfolio Manager. Account holdings and asset allocations are reviewed at least annually. Reviews determine consistency with the Firm's investment strategy and with client investment objectives. Ms. Franklin reviews asset class allocations, cash allocations and other account factors. Portfolio adjustments may be required due to client investment guideline changes, client deposits and withdrawals and client liquidity needs. Additionally, client accounts are reviewed in response to changes in the financial markets and/or changes in the Firm's investment strategy.

The Firm sends client account reports to its investment management clients on a quarterly basis with information about securities held in their account, current valuations and asset allocation.

A comprehensive assessment of financial plans is recommended at least annually and more often as requested by the client. Reports related to financial planning, such as long term financial projections and cash flow, are normally provided during annual review meetings as requested by the client.

Brokerage account statements list all positions and detail investment transactions, and are sent directly from the custodian of the client's account on at least a quarterly basis. Forms 1099 for tax reporting are also sent annually by the custodian, where appropriate.

11. CLIENT REFERRALS AND OTHER COMPENSATION

JLFranklin may enter into arrangements with another registered investment advisor for the joint provision of services to a client, and for the sharing of related compensation. All such arrangements and compensation would be fully disclosed to clients prior to their execution of an advisory agreement with JLFranklin.

JLFranklin does not pay referral fees to third party firms or individuals for recommending the Firm to prospective clients. We do not direct brokerage transactions to any broker-dealer in exchange for receiving client referrals.

12. CUSTODY OF CLIENT ASSETS

JLFranklin does not maintain physical custody of client funds or securities. Clients are required to set up their investment accounts with a "qualified custodian," namely a broker dealer, bank or trust company. JLFranklin is unable to take even temporary possession of client assets for the purpose of transferring them to the client's account. Each client has a direct relationship with their custodian and is responsible for making deposits to and withdrawals from their account as necessary. The Firm is given the authority to receive payment of its management fees directly from the account, but it

is not authorized to make any other withdrawals or to transfer money out of the account to a third party.

Disclosures Related to Custodians

Schwab acts as custodian and executing broker-dealer for most of JLFranklin clients. Schwab is independently owned and operated and not affiliated with JLFranklin and does not supervise or otherwise monitor our investment management services to our clients.

For JLFranklin client accounts maintained in its custody, Schwab generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into client accounts that are held with Schwab. In most cases, trade executions for client accounts custodied at Schwab will be made by Schwab to avoid “trade away” charges otherwise imposed for trades executed at other broker-dealers. In cases where a desired security is not available for purchase or sale through the custodial broker, and in light of our best execution evaluation, certain executions may be made at a different broker-dealer.

Schwab sends account statements directly to the client (or to an independent third party representative designated by the client), no less than monthly, showing all funds and securities held, their current value and all transactions executed in the client’s account, including the payment to JLFranklin of its investment management fees.

13. INVESTMENT DISCRETION

Clients appoint JLFranklin as their investment advisor and grant full trading and investment authority over their assets at the time they establish their investment accounts. Subject to the Firm’s investment strategy and the client’s investment objectives, our portfolio managers are given full discretion to determine:

1. Types of investments;
2. Which securities to buy;
3. Which securities to sell;
4. The timing of any buys or sells;
5. The amount of securities to buy or sell; and
6. The broker-dealer to be used in the transaction; and

This discretion may be limited by client investment guidelines and by any investment restrictions set by the client. Where possible, the Firm will attempt to negotiate the commission rates at which transactions for client accounts are effected, with the objective of attaining the most favorable price and market execution for each transaction.

Client securities transactions generally are executed through the custodian of their account to avoid “trade away” fees for trades that are executed at other broker-dealers. In some cases, a particular security may not be available through the client’s custodian or available only under execution parameters or at an overall cost that makes the use of an alternative executing broker more advantageous for that transaction. In such cases, the portfolio managers have the discretion to select the broker to execute the trade.

14. VOTING CLIENT SECURITIES

As a discretionary investment adviser for its clients, JLFranklin generally is authorized to vote on all matters for which a shareholder vote is solicited by, or with respect to, issuers of securities beneficially held in client accounts. Clients may instruct the custodian of their accounts that the client will retain the authority to vote such shareholder matters and that the client does not authorize the Firm to do so on the client’s behalf.

Where it is granted voting authority, JLFranklin will vote as it deems appropriate in accordance with its written policies and procedures. These policies and procedures set forth pre-determined guidelines for voting many typical proxy proposals. However, each proxy issue will be considered individually in order that the Firm may consider in its judgment what would be in the client’s best interest.

Where a proxy proposal raises a material conflict of interest between the interests of the Firm and its client, JLFranklin seeks to avoid material conflicts of interest by applying the pre-determined proxy voting guidelines in an objective and consistent manner across client accounts. Further, if the Firm has discretion to deviate from, or does not have specific guidelines with respect to, the proposal in question, we will cast the proxies in the same proportion as the other shareholders of the issuer who are not affiliated with the Firm have done, to the extent it has available information from the issuer or its agent to permit that form of voting. This form of voting is known as shadow or mirror voting. To the extent that shadow voting is not available on a timely basis, we will abstain from voting the securities held by that client’s account; provided, however, that if the Firm determines that it is in a client’s best interest to vote the proxy, the Firm will forward the proxy voting materials to the client.

Clients may obtain a copy of JLFranklin’s proxy voting policies and procedures and/or information on how the Firm has voted the client’s securities upon written request. There may also be a variety of corporate actions or other matters for which shareholder action is required or solicited and with respect to which JLFranklin may take action that it deems appropriate in its best judgment except to the extent otherwise required by agreement with the client. These actions may include, for example and without limitation, tender offers or exchanges, and class actions.

15. STATEMENT OF FINANCIAL CONDITION

JLFranklin does not require or solicit prepayment of its management fees from clients six or more months in advance. There are no adverse conditions related to the Firm's finances that are likely to impair its ability to meet its contractual commitments to its clients. The Firm has not been the subject of a bankruptcy filing in the last ten years.