

Form ADV Part 2 Appendix 1
March 2012

S. R. Schill & Associates
2448 76th Ave. SE, Suite 107
Mercer Island, WA 98040

(206) 275-2700

www.srschill.com

This wrap fee program brochure provides information about the qualifications and business practices of S. R. Schill & Associates. If you have any questions about the contents of this brochure, please contact us at (206) 275-2700 or info@srschill.com. 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.

Additional information about S. R. Schill & Associates also is available on the SEC's website at www.adviserinfo.sec.gov.

S. R. Schill & Associates is a registered investment advisor, registered with the Securities and Exchange commission. Registration does not imply a particular level of skill or training.

Additional information about Stanley R. Schill, Stephen L. Kessler, Leonard A. Skiena, or Robert E. Toomey is available on the SEC's website at www.adviserinfo.sec.gov.

Material Changes

We added Bob Toomey to our firm in July 2011, which is reflected in this ADV, as well as our ADV update filed in June 2011, but there have been no material changes to the information regarding S. R. Schill & Associates since the last annual filing.

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Services, Fees, and Compensation

Describe the services, including the types of portfolio management services, provided under each program. Indicate the wrap fee charged for each program or, if fees vary according to a schedule, provide your fee schedule. Indicate whether fees are negotiable and identify the portion of the total fee, or the range of fees, paid to portfolio managers.

S. R. Schill & Associates charges only one asset-based fee for all of its services. These services include portfolio management and implementation on a fully discretionary basis, estate and tax planning, the rendering of advice generally with respect to the client's financial affairs and investments, the compilation of financial statements, and the drafting of investment policy statements where appropriate.

S. R. Schill & Associates executes a financial plan for clients, incorporating the client's assets, liabilities, expenses, income, and goals. We also implement that plan, investing client assets over which we have discretion to realize the plan. Having discretion of client assets means that we decide which funds or securities to invest in and when to buy and sell according to our portfolio allocation model. On an annual basis, or more often if the client requests, we will revisit the financial plan to ensure that the plan is still appropriate for the client to achieve all of their goals. We do not sell individual investment products, nor do we sell insurance, but we do advise and recommend such products when it is appropriate for the client.

We charge only one fee—a percentage of the assets under our management. This fee covers all costs associated with the account including financial planning, custody, trading, and online access. We charge no other fees and do not accept commissions from funds or policies that we recommend for clients. If we receive such a commission, we pass it on to the client as a credit toward their fee.

Fees are generally deducted from the client's account, but can be paid by check if easier for the client.

Our fee schedule is as follows...

<u>Portfolio Range</u>	<u>Base Fee</u>	<u>Plus</u>
\$250,000 to \$1,000,000	\$3,625	1.45% of the value over \$250,000
\$1,000,000 to \$5,000,000	\$14,500	1.075% of the value over \$1,000,000
Over \$5,000,000	\$57,500	0.70% of the value over \$5,000,000

Fees are not generally negotiable. Special fee arrangements may be made on a temporary basis for clients who have an existing relationship with an advisor prior to that advisor joining our firm. As a function of our management of a client's assets, S. R. Schill & Associates may provide partial management consisting of asset allocation on assets not domiciled at our custodian, TD Ameritrade. These assets can include, among others,

annuity contracts and qualified retirement plan accounts. In those instances, reduced fees are charged on those assets, typically only 40% of the usual fee.

The fee schedule above is annual, but fees are collected on a quarterly basis. The asset base for the calculation of a particular quarter's fee is the portfolio value on the last day of the previous month. For example, if a particular fee is to be paid at the end of August, the fee is based on the portfolio value at the end of July. The fee for the initial quarter is based on the value of the assets transferred to the account.

Fees are paid in advance. Clients have the right to terminate the engagement agreement at any time subsequent to the first year. If the client terminates after the first year, the advisory fee will be refunded on a pro rata basis less any actual expenses incurred.

Our fee schedule, which includes all costs of financial planning services and portfolio management may cost more or less than purchasing such services separately at other firms, depending on the complexity of individual planning needs and trading activity.

S. R. Schill & Associates does not use outside managers and so none of the fee that we charge is allocated toward that purpose. The Exchange Traded Funds (ETFs) that we use typically impose a small fee (often between 0.10% to 0.25%) that is deducted from the fund. Because we tend to use funds that track an index, these fees are usually lower than those of actively managed mutual funds. Also, though we do not charge any brokerage or trading costs, as with any securities trading, there is a difference in the price when buying a security and when selling one. This is called the bid/ask spread and is typically kept by the broker executing the trade. We attempt to reduce the size of the bid/ask spread by only choosing ETFs that trade at high enough volumes that there should be an ample supply of shares on the market and an ample demand for the shares that we sell.

S. R. Schill & Associates does not offer its services a la carte, and thus no one is additionally compensated for recommending a wrap fee program over other programs.

Account Requirements and Types of *Clients*

The minimum size to open an account is \$250,000, though we waive that minimum for family members of existing clients.

Our advice and services are typically provided to individuals and families. This includes advice regarding the individual's accounts, their trusts, their 401(k) plans, and their IRAs. In a few instances, we also offer advice to pension and profit sharing plans (other than plan participants), charitable organizations, and corporations or businesses.

Portfolio Manager Selection and Evaluation

S. R. Schill & Associates does not use outside portfolio managers. Instead, the investment committee allocates client assets across various sectors utilizing publicly traded Exchange Traded Funds (ETFs). The investment committee consists of firm employees Stan Schill, Stephen Kessler, Len Skiena, and Bob Toomey, as well as outside attorney Scott Schill. In addition, we may invite an individual from the financial services industry who is outside S. R. Schill & Associates to serve as a rotating guest on our investment committee during one of our meetings. This helps to promote outside perspectives being represented and taken into account during investment decisions.

Every week, S. R. Schill & Associates compares the performance of our ETF choices against the performance of indices corresponding to each of the sectors in which we invest. We note those areas where we have outperformed the index, as well as those areas where we have under-performed the index, and keep track of how often under-performance occurs.

Though performing the allocation in-house rather than using outside portfolio managers could be done as way of decreasing the firm's costs and increasing profits, the firm regularly monitors the performance to ensure that clients are getting performance consistent with market expectations. In addition, the firm lowered its fees by 30 basis points across the board in 2006 when it stopped using outside portfolio managers, thus passing much of the savings on to clients.

Among our services, we execute a financial plan for clients, incorporating the client's assets, liabilities, expenses, income, and goals. We also implement that plan, investing their assets over which we have discretion to realize the plan. On an annual basis, or more often if the client requests, we will revisit the financial plan to ensure that the plan is still appropriate for the client to achieve all of their goals. We do not sell individual investment products, nor do we sell insurance, but we do advise and recommend such products when it is appropriate for the client.

We have 25 portfolio allocations, all of which are allocated across nine sectors. Those sectors include large US stocks, small/mid-sized US Stocks, international stocks, real estate, natural resources, short-term bonds, intermediate-term bonds, long-term bonds, and cash. The 25 allocations vary by how the assets are distributed across the nine sectors. More conservative allocations have a greater emphasis on the bond and cash sectors. More aggressive allocations have a greater emphasis on the stock, real estate, and natural resources sectors. For all the allocations, we typically represent the sectors with Exchange Traded Funds (ETFs). In those instances where it makes sense, such as where a client has other holdings that they do not wish to sell, but that might result in an over-allocation to a particular sector, we can tailor an allocation that is customized to that client's unique situation. S. R. Schill & Associates typically trades with discretion, meaning that we decide which funds or securities to invest in and when to buy and sell according to our portfolio allocation model. However, if a client has particular holdings that they wish us not to sell, we will, of course, honor that request.

All of our accounts are managed similarly. We charge only one fee—a percentage of the assets under our management. This fee covers all costs associated with the account including financial planning, custody, trading, and online access. We charge no other fees and do not accept commissions from funds or policies that we recommend for clients. If we receive such a commission, we pass it on to the client as a credit toward their fee.

S. R. Schill & Associates does not charge performance-based fees and is free of the conflict-of-interest that such fees can produce.

S. R. Schill & Associates uses a variety of strategies to analyze markets and investments. These include charting, fundamental analysis, technical analysis, cyclical analysis, and using historical and economic data to prepare a quantitative model of expected performance for various asset classes. These models drive the allocation of client assets into appropriate mixes of asset classes consistent with client goals, objectives, and risk tolerances. Investment with S. R. Schill & Associates, as with any security investment, involves risk of loss. A positive return is not guaranteed.

Charting and technical analysis involve looking at stock prices without regard to company fundamentals and using past investor behavior to spot possible trends to gain potential insight into future investor behavior. It should be noted that past behavior is no guarantee of future behavior, and using such analysis alone would lead to ignoring underlying changes in a company or a sector. Because we typically invest in Exchange Traded Funds that represent sectors rather than individual companies, our analysis tends to focus on the sector level rather than the company level.

Fundamental analysis involves looking at the underlying financial data of a sector and the aggregate of the companies that represent that sector. It focuses on the overall health of the economy, interest rates, production, earning, and management. It has been suggested that with the ability of markets to efficiently price in any public information, fundamental analysis may not lead to returns that exceed the market.

Cyclical analysis involves looking at recurring trends in the economy and interpreting its movement as correlating to phases that repeat in sequence. While this helps provide context for economic behavior by identifying its place in the economic cycle, it should be understood that the duration of economic cycles are variable and that identification of the beginning and end of various phases can only be pinpointed with hindsight.

S. R. Schill & Associates does not engage in techniques requiring frequent trading. We generally buy and hold Exchange Traded Funds (ETFs) that follow an index to represent the various sectors in a client portfolio, typically rebalancing and reallocating on a quarterly basis. We do not participate in IPOs or private placements. In those instances where an individual company stock is recommended for a client, we will not buy or sell a position on the same day that we trade that same security for a client.

S. R. Schill & Associates accepts authority to vote client securities. It is our policy to vote shares strictly according to the recommendations of the Board for the particular

security. Clients are free to retain their right to vote shares and need not provide us with that authority. If, on an individual basis, a client wishes to vote a particular proxy, they can call us and let us know how they would like to vote. Information about how S. R. Schill & Associates voted their shares is available upon request. Clients may also obtain a copy of our proxy voting policies and procedures upon request.

Client Information Provided to Portfolio Managers

S. R. Schill & Associates does not use outside portfolio managers, so it does not share client information with outside portfolio managers. The one permanent member of the investment committee that is not a firm employee and the rotating guest member of the investment committee, who also is not a firm employee, do not have or need access to personal information of clients.

Client Contact with Portfolio Managers

Clients may call and talk with the employee members of the investment committee at any time.

Additional Information

Disciplinary Information

If there are legal or disciplinary events that are material to a client's or prospective client's evaluation of your advisory business or the integrity of your management, disclose all material facts regarding those events.

- 1. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which your firm or a management person*
 - 1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;*

None.

- 2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;***

None.

- 3. was found to have been involved in a violation of an investment-related statute or regulation; or***

None.

- 4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, your firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.***

None.

- 2. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which your firm or a management person***

- 1. was found to have caused an investment-related business to lose its authorization to do business; Or***

None.

- 2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority***

- a) denying, suspending, or revoking the authorization of your firm or a management person to act in an investment-related business;***

None.

- b) barring or suspending your firm's or a management person's association with an investment-related business;***

None.

- c) otherwise significantly limiting your firm's or a management person's investment-related activities; or***

None.

d) imposing a civil money penalty of more than \$2,500 on your firm or a management person.

None.

3. A self-regulatory organization (SRO) proceeding in which your firm or a management person

1. was found to have caused an investment-related business to lose its authorization to do business; or

None

2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.

None.

Other Financial Industry Activities and Affiliations

If you or any of your management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer, disclose this fact.

No one at S. R. Schill & Associates is registered as a broker-dealer, nor does anyone have such a registration pending.

If you or any of your management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities, disclose this fact.

...

No one at S. R. Schill & Associates is registered as a futures commission merchant, commodity pool operator, commodity trading advisor or an associated person of those entities, nor does anyone have such a registration pending.

Describe any relationship or arrangement that is material to your advisory business or to your clients that you or any of your management persons have with any related person listed below. Identify the related person and if the relationship or arrangement creates a material conflict of interest with clients, describe the nature of the conflict and how you address it.

1. broker-dealer, municipal securities dealer, or government securities dealer or broker

None.

2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)

None.

3. other investment adviser or financial planner

None.

4. futures commission merchant, commodity pool operator, or commodity trading advisor

None.

5. banking or thrift institution

None.

6. accountant or accounting firm

None.

7. lawyer or law firm

None.

8. insurance company or agency

None.

9. pension consultant

None.

10. real estate broker or dealer

None.

11. sponsor or syndicator of limited partnerships

None.

If you recommend or select other investment advisers for your clients and you receive compensation directly or indirectly from those advisers that creates a material conflict of interest, or if you have other business relationships with those advisers that create a material conflict of interest, describe these practices and discuss the material conflicts of interest these practices create and how you address them.

S. R. Schill & Associates does not receive compensation from other investment advisers, either directly or indirectly. S. R. Schill & Associates has no relationship with any investment advisor that would create a material conflict of interest.

Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

If you are an SEC-registered adviser, briefly describe your code of ethics adopted pursuant to SEC rule 204A-1 or similar state rules. Explain that you will provide a copy of your code of ethics to any client or prospective client upon request.

S. R. Schill & Associates' code of ethics is intended to embody the principles of the Financial Planning Association, the CFA Institute, the Investment Management Consulting Association, and the Investment Advisers Act of 1940, as most directly applicable to the activity or activities practiced as a firm. We acknowledge our status as a fiduciary whose first obligation is to serve the financial needs of our clients. We pledge to put the client's needs first, to disclose fully the services we provide and the compensation we receive, to provide clients with all information related to investment decision-making and management processes, to maintain confidentiality of all information entrusted by the client, to comply fully with all statutory and regulatory requirements, to enhance the industry by supporting and participating in professional associations, and maintain the highest standards of personal and professional conduct so as to bring credit to the investment advisory profession. A full copy of our code of ethics is available to any client or prospective client upon request.

If you or a related person recommends to clients, or buys or sells for client accounts, securities in which you or a related person has a material financial interest, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

During the execution of normal re-allocation activities, in order to bring accounts into balance, accounts of S. R. Schill employee clients are considered on the same basis as other client accounts. Thus, it may happen that securities are bought or sold from or to employees and vice versa. Reallocation is based on the last prior day's closing prices for all clients and transactions are done without cost to either client or the firm.

If you or a related person invests in the same securities (or related securities, e.g., warrants, options or futures) that you or a related person recommends to clients, describe your practice and discuss the conflicts of interest this presents and generally how you address the conflicts that arise in connection with personal trading.

S. R. Schill & Associates and its affiliates maintain accounts within which the same strategy allocations are determined as for its clients and which buy and sell the same securities as are bought for its clients. S. R. Schill & Associates does not sell client securities from its own account to its clients. We do not participate in IPOs or private placements. For those accounts where our clients hold stocks of individual companies, we will not buy or sell those positions for our own accounts on the same day that we trade for a client account.

If you or a related person recommends securities to clients, or buys or sells securities for client accounts, at or about the same time that you or a related person buys or sells the same securities for your own (or the related person's own) account, describe your practice and discuss the conflicts of interest it presents. Describe generally how you address conflicts that arise.

S. R. Schill & Associates executes large, quarterly rebalances as block trades, so that prices are determined without regard to the account allocation. The allocation to a particular account is done without bias and is identical for clients affiliated with the firm as for those who are not. Rebalances at other times may be executed non-blocked on the TD platform, but all client trades are submitted at the same time without regard to the clients involved. So, trades for S. R. Schill & Associates employees are done at the same time as those of other clients, such that no pricing benefit for employees is realized. When buying or selling individual stocks in a client account, we will not buy or sell a similar position in an employee account on the same day.

Review of Accounts

Indicate whether you periodically review client accounts or financial plans. If you do, describe the frequency and nature of the review, and the titles of the supervised persons who conduct the review

Accounts are reconciled daily. Each account is further reviewed for asset allocation purposes at least monthly. The initial review is undertaken by computer models designed to compare the individual account's stated goals, objectives and risk threshold. These factors are translated into an asset mix. The model provides an evaluation of the deviation from the assigned asset mix, and the performance relative to broad common indices with a similar risk orientation. The system is designed to issue an exception report for sectors that are out of balance with regard to its established asset class guidelines.

The list of exception reports is reviewed by one of the principals employed by the applicant with financial advisory responsibility. If any reviewer recommends action, that recommendation will be discussed by all the reviewers to reach a consensus before any action is taken.

At present, there are four advisors employed by the applicant with the financial advisory responsibilities; Stanley R. Schill, President, Chief Executive Officer; Stephen L. Kessler, Vice President, Director of Research; Leonard A. Skiena, Vice President; and Robert E. Toomey Jr., Vice President, Research.

Financial plans are reviewed with the client annually, or more frequently if the client requests.

If you review client accounts on other than a periodic basis, describe the factors that trigger a review.

Client requests can trigger a review of a client account, as can recognition by an advisor of a significant movement in one or more asset classes that might result in accounts deviating too far from their preferred asset mix. In addition, any imbalance with the custodian will trigger a review of the client account.

Describe the content and indicate the frequency of regular reports you provide to clients regarding their accounts. State whether these reports are written.

Each client receives a report, on a monthly basis, from TD Ameritrade describing all activities that have taken place in their account as well as a current appraisal of its value. In addition, each client receives a report on at least a monthly basis from S. R. Schill & Associates describing the current appraisal of its value and its performance relative to various indices. Not less than quarterly, the client receives an explanation about any changes in tactics. Annually, the client is invited in for a thorough review of the account, a reappraisal of all its assets, a re-analysis of the client's stated goals, objectives & risk orientation.

Client Referrals and Other Compensation

If someone who is not a client provides an economic benefit to you for providing investment advice or other advisory services to your clients, generally describe the arrangement, explain the conflicts of interest, and describe how you address the conflicts of interest. For purposes of this Item, economic benefits include any sales awards or other prizes.

No one provides such compensation to S. R. Schill & Associates.

If you or a related person directly or indirectly compensates any person who is not your supervised person for client referrals, describe the arrangement and the compensation.

S. R. Schill & Associates does not compensate anyone outside of the firm for client referrals.

Financial Information

If you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, include a balance sheet for your most recent fiscal year.

S. R. Schill & Associates does not require or solicit prepayment of fees six months or more in advance.

If you have discretionary authority or custody of client funds or securities, or you require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, disclose any financial condition that is reasonably likely to impair your ability to meet contractual commitments to clients.

S. R. Schill & Associates does not foresee a reason that it would be unable to meet its contractual commitments to its clients.

If you have been the subject of a bankruptcy petition at any time during the past ten years, disclose this fact, the date the petition was first brought, and the current status.

S. R. Schill and Associates has not been the subject of any bankruptcy petition.

Requirements for State-Registered Advisers

Identify each of your principal executive officers and management persons, and describe their formal education and business background. If you have supplied this information elsewhere in your Form ADV, you do not need to repeat it in response to this Item.

Stanley R. Schill, President, (born July 7, 1940) has had over 39 years of experience in the financial services industry, most recently serving as Vice President, Manager of Financial Services for Shearson Lehman and Vice President, Resident Manager for Prudential-Bache Securities prior to establishing S. R. Schill & Associates.

Stephen L. Kessler, Vice President, (born September 27, 1939) has had over 31 years of experience in the securities industry, most recently serving for 8 years as a Vice President

with Dain Bosworth prior to joining the applicant in 1991. He received the B.S. in Mechanical Engineering from the University of Miami in 1961.

Eva V. Baker; Vice President, Operations and Client Services; (born August 11, 1946) is responsible for directing the operations of the systems designed to provide services to applicant's clients. Ms. Baker has 19 years of banking experience, most recently as Customer Service Manager at NationsBank of Texas El Paso, Texas. She joined S. R. Schill & Associates in 1995.

Leonard A. Skiena, Vice President, (born July 3, 1963) received a BS in Electrical Engineering from Pennsylvania State University in 1985 and an MS in Computer Science in 1987, also from Penn State. He received his MBA from the University of Washington in 2006 and has the Certified Financial Planner designation. The Certified Financial Planner designation requires the advisor to pass an exam covering major areas of Financial Planning, to have at least three years of work experience, and to fulfill ongoing continuing education requirements. He was previously Director of R&D at Accretive Technology Group in Seattle and Acting Director of Software Development for CarDomain Network, also in Seattle, Washington. Len's responsibilities include personal financial planning, marketing, research, and compliance. Len joined S. R. Schill & Associates in 2006.

Robert E. Toomey Jr., Vice President, Research (born March 14, 1953) received an MBA from Boston University in 1982. He also earned a Bachelor's degree from Trinity College in 1975. Bob has the Chartered Financial Analyst designation. This designation requires the advisor to pass a series of three exams covering major areas of financial analysis, to have a bachelor's degree, and to have at least four years of related work experience. Prior to joining S. R. Schill & Associates, Bob was a Broker and Advisor for D. A. Davidson in Redmond, Washington, Research Director and Equity Strategist for E. K Riley Investments in Seattle, Washington, and an Equity Analyst for RBC Wealth Management also in Seattle, Washington. He joined S. R. Schill & Associates in 2011.

Describe any business in which you are actively engaged (other than giving investment advice) and the approximate amount of time spent on that business. If you have supplied this information elsewhere in your Form ADV, you do not need to repeat it in response to this Item.

S. R. Schill & Associates is not engaged in any other business.

In addition to the description of your fees in response to Item 5 of Part 2A, if you or a supervised person are compensated for advisory services with performance-based fees, explain how these fees will be calculated. Disclose specifically that performance-based compensation may create an incentive for the adviser to recommend an investment that may carry a higher degree of risk to the client.

S. R. Schill & Associates is not compensated with performance-based fees.

If you or a management person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

- a) an investment or an investment-related business or activity;*
- b) fraud, false statement(s), or omissions;*
- c) theft, embezzlement, or other wrongful taking of property;*
- d) bribery, forgery, counterfeiting, or extortion; or*
- e) dishonest, unfair, or unethical practices.*

S. R. Schill & Associates has not been involved in any of these events.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

- a) an investment or an investment-related business or activity;*
- b) fraud, false statement(s), or omissions;*
- c) theft, embezzlement, or other wrongful taking of property;*
- d) bribery, forgery, counterfeiting, or extortion; or*
- e) dishonest, unfair, or unethical practices*

S. R. Schill & Associates has not been found liable in any of these events.

In addition to any relationship or arrangement described in response to Item 10.C. of Part 2A (regarding performance-based fees above), describe any relationship or arrangement that you or any of your management persons have with any issuer of securities that is not listed in Item 10.C. of Part 2A (“Other Financial Industry Activities and Affiliations”).

N/A

Supervised Persons

Stanley R. Schill

Educational Background and Business Experience

Stanley R. Schill, (born 1940), Principal, President - CEO/CFO and member of the Investment Committee, spent nearly 30 years in the financial services industry before founding S. R. Schill & Associates in 1987. For several of those years, Stan's financial commentaries were broadcast on the Seattle radio station, KIRO-AM, where he became known as "The Financial Advisor." His former positions include Vice President and Manager for Financial Services for Shearson/American Express, and Vice President and Regional Manager of Prudential Bache. As a member of many financial industry boards and committees, Stan has served as either former President or Chairman of the Seattle Bond Club, Washington State Chapter of the International Association for Financial Planning, and the Securities Industry Association.

Disciplinary Information

If there are legal or disciplinary events material to a client's or prospective client's evaluation of the supervised person, disclose all material facts regarding those events.

- A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which the supervised person*
- 1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;*

There are no such disciplinary events pertaining to Stanley R. Schill.

- 2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;*

There are no such disciplinary events pertaining to Stanley R. Schil.

3. *was found to have been involved in a violation of an investment-related statute or regulation; or*

There are no such disciplinary events pertaining to Stanley R. Schill.

4. *was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the supervised person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.*

There are no such disciplinary events pertaining to Stanley R. Schill

B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which the supervised person

1. *was found to have caused an investment-related business to lose its authorization to do business; or*

There are no such disciplinary events pertaining to Stanley R. Schill

2. *was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority*
 - a) *denying, suspending, or revoking the authorization of the supervised person to act in an investment-related business;*

There are no such disciplinary events pertaining to Stanley R. Schill

- b) *barring or suspending the supervised person's association with an investment-related business;*

There are no such disciplinary events pertaining to Stanley R. Schill

- c) *otherwise significantly limiting the supervised person's investment-related activities; or*

There are no such disciplinary events pertaining to Stanley R. Schill

- d) *imposing a civil money penalty of more than \$2,500 on the supervised person.*

There are no such disciplinary events pertaining to Stanley R. Schill

C. A self-regulatory organization (SRO) proceeding in which the supervised person

- 1. was found to have caused an investment-related business to lose its authorization to do business; or***

There are no such disciplinary events pertaining to Stanley R. Schill

- 2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.***

There are no such disciplinary events pertaining to Stanley R. Schill

D. Any other hearing or formal adjudication in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct. If the supervised person resigned (or otherwise relinquished his attainment, designation, or license) in anticipation of such a hearing or formal adjudication (and the adviser knows, or should have known, of such resignation or relinquishment), disclose the event.

There are no such disciplinary events pertaining to Stanley R. Schill

Other Business Activities

- A. If the supervised person is actively engaged in any investment-related business or occupation, including if the supervised person is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, disclose this fact and describe the business relationship, if any, between the advisory business and the other business.***

Stanley R. Schill is not engaged in such other business activities

- 1. If a relationship between the advisory business and the supervised person's other financial industry activities creates a material conflict of interest with clients, describe the nature of the conflict and generally how you address it.***

N/A

- 2. *If the supervised person receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service (“trail”) fees from the sale of mutual funds, disclose this fact. If this compensation is not cash, explain what type of compensation the supervised person receives. Explain that this practice gives the supervised person an incentive to recommend investment products based on the compensation received, rather than on the client’s needs.***

Stanley R. Schill does not receive such compensation.

- B. *If the supervised person is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of the supervised person’s income or involve a substantial amount of the supervised person’s time, disclose this fact and describe the nature of that business. If the other business activities represent less than 10 percent of the supervised person’s time and income, you may presume that they are not substantial.***

Stanley R. Schill is not engaged in any such business or occupation.

Additional Compensation

If someone who is not a client provides an economic benefit to the supervised person for providing advisory services, generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the supervised person’s regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

Stanley R. Schill does not receive any such direct compensation, but as an owner of the firm, it could be said that Stan receives an additional economic benefit when the firm acquires new clients.

Supervision

Compliance Officer Leonard A. Skiena (206-275-2700) is responsible for monitoring the advice of Stanley R. Schill. Trading activity is monitored for client accounts. In addition, account reconciliation which is typically done by Eva Baker (206-275-2700) provides additional oversight on transactions in client accounts. All client meetings are discussed weekly including any changes to the asset allocation or investment strategy.

Requirements for State-Registered Advisers

A. In addition to the events listed in the section on disciplinary information above, if the supervised person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

a) an investment or an investment-related business or activity;

No.

b) fraud, false statement(s), or omissions;

No.

c) theft, embezzlement, or other wrongful taking of property;

No.

d) bribery, forgery, counterfeiting, or extortion; or

No.

e) dishonest, unfair, or unethical practices.

No.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

a) an investment or an investment-related business or activity;

No.

b) fraud, false statement(s), or omissions;

No.

c) theft, embezzlement, or other wrongful taking of property;

No.

d) bribery, forgery, counterfeiting, or extortion; or

No.

e) dishonest, unfair, or unethical practices.

No.

B. If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status

N/A

Stephen L. Kessler

Educational Background and Business Experience

Stephen L. Kessler (born 1939), Vice President and Investment Committee member, joined the firm in 1991 although he has provided research services to S. R. Schill & Associates since its inception. Steve graduated from the University of Miami (FL) with a BS in Engineering Science. He is a former President of the Washington State Chapter of International Association for Financial Planning and an adjunct faculty member of the College for Financial Planning. From 1989 to 1995, he edited the Journal of the Investment Management Consultants Association. Steve has spoken at national conferences and contributes regularly to financial publications. Steve is officially retired, but continues to serve as a consultant to S. R. Schill & Associates.

Disciplinary Information

If there are legal or disciplinary events material to a client's or prospective client's evaluation of the supervised person, disclose all material facts regarding those events.

- A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which the supervised person*
- 1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;*

There are no such disciplinary events pertaining to Stephen L. Kessler.

- 2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;*

There are no such disciplinary events pertaining to Stephen L. Kessler.

- 3. was found to have been involved in a violation of an investment-related statute or regulation; or*

There are no such disciplinary events pertaining to Stephen L. Kessler.

- 4. was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the supervised person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.***

There are no such disciplinary events pertaining to Stephen L. Kessler

B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which the supervised person

- 1. was found to have caused an investment-related business to lose its authorization to do business; or***

There are no such disciplinary events pertaining to Stephen L. Kessler

- 2. was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority***
 - a) denying, suspending, or revoking the authorization of the supervised person to act in an investment-related business;***

There are no such disciplinary events pertaining to Stephen L. Kessler

- b) barring or suspending the supervised person's association with an investment-related business;***

There are no such disciplinary events pertaining to Stephen L. Kessler

- c) otherwise significantly limiting the supervised person's investment-related activities; or***

There are no such disciplinary events pertaining to Stephen L. Kessler

- d) imposing a civil money penalty of more than \$2,500 on the supervised person.***

There are no such disciplinary events pertaining to Stephen L. Kessler

C. A self-regulatory organization (SRO) proceeding in which the supervised person

- 1. was found to have caused an investment-related business to lose its authorization to do business; or*

There are no such disciplinary events pertaining to Stephen L. Kessler

- 2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.*

There are no such disciplinary events pertaining to Stephen L. Kessler

- E. Any other hearing or formal adjudication in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct. If the supervised person resigned (or otherwise relinquished his attainment, designation, or license) in anticipation of such a hearing or formal adjudication (and the adviser knows, or should have known, of such resignation or relinquishment), disclose the event.*

There are no such disciplinary events pertaining to Stephen L. Kessler

Other Business Activities

- A. If the supervised person is actively engaged in any investment-related business or occupation, including if the supervised person is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, disclose this fact and describe the business relationship, if any, between the advisory business and the other business.*

Stephen L. Kessler is not engaged in such other business activities

- 1. If a relationship between the advisory business and the supervised person's other financial industry activities creates a material conflict of interest with clients, describe the nature of the conflict and generally how you address it.*

N/A

- 2. *If the supervised person receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service (“trail”) fees from the sale of mutual funds, disclose this fact. If this compensation is not cash, explain what type of compensation the supervised person receives. Explain that this practice gives the supervised person an incentive to recommend investment products based on the compensation received, rather than on the client’s needs.***

Stephen L. Kessler does not receive such compensation.

- B. *If the supervised person is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of the supervised person’s income or involve a substantial amount of the supervised person’s time, disclose this fact and describe the nature of that business. If the other business activities represent less than 10 percent of the supervised person’s time and income, you may presume that they are not substantial.***

Stephen L. Kessler is not engaged in any such business or occupation.

Additional Compensation

If someone who is not a client provides an economic benefit to the supervised person for providing advisory services, generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the supervised person’s regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

Stephen L. Kessler receives a percentage of the client fees for those accounts which he brings into the firm.

Supervision

Compliance Officer Leonard A. Skiena (206-275-2700) is responsible for monitoring the advice of Stephen L. Kessler. Trading activity is monitored for client accounts. In addition, account reconciliation which is typically done by Eva Baker (206-275-2700) provides additional oversight on transactions in client accounts. All client meetings are discussed weekly including any changes to the asset allocation or investment strategy.

Requirements for State-Registered Advisers

A. In addition to the events listed in the section on disciplinary information above, if the supervised person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

a) an investment or an investment-related business or activity;

No.

b) fraud, false statement(s), or omissions;

No.

c) theft, embezzlement, or other wrongful taking of property;

No.

d) bribery, forgery, counterfeiting, or extortion; or

No.

e) dishonest, unfair, or unethical practices.

No.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

a) an investment or an investment-related business or activity;

No.

b) fraud, false statement(s), or omissions;

No.

c) theft, embezzlement, or other wrongful taking of property;

No.

d) bribery, forgery, counterfeiting, or extortion; or

No.

e) dishonest, unfair, or unethical practices.

No.

B. If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status

N/A

Leonard A. Skiena

Educational Background and Business Experience

Leonard A. Skiena (born 1963), Principal, Vice President, and Investment Committee member, joined the firm in 2006. Len is a Certified Financial Planner and has an MBA from the University of Washington. The Certified Financial Planner designation requires the advisor to pass an exam covering major areas of Financial Planning, to have at least three years of work experience, and to fulfill ongoing continuing education requirements. In addition, he has undergraduate and graduate degrees in Electrical Engineering and Computer Science from Penn State University and spent seventeen years in the technology industry, including nine managing technical teams and divisions. Len's responsibilities include personal financial planning, marketing, research, and compliance.

Disciplinary Information

If there are legal or disciplinary events material to a client's or prospective client's evaluation of the supervised person, disclose all material facts regarding those events.

- A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which the supervised person*
- 1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;*

There are no such disciplinary events pertaining to Leonard A. Skiena.

- 2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;*

There are no such disciplinary events pertaining to Leonard A. Skiena.

- 3. was found to have been involved in a violation of an investment-related statute or regulation; or*

There are no such disciplinary events pertaining to Leonard A. Skiena.

4. *was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the supervised person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.*

There are no such disciplinary events pertaining to Leonard A. Skiena

B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which the supervised person

1. *was found to have caused an investment-related business to lose its authorization to do business; or*

There are no such disciplinary events pertaining to Leonard A. Skiena

2. *was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority*

- a) *denying, suspending, or revoking the authorization of the supervised person to act in an investment-related business;*

There are no such disciplinary events pertaining to Leonard A. Skiena

- b) *barring or suspending the supervised person's association with an investment-related business;*

There are no such disciplinary events pertaining to Leonard A. Skiena

- c) *otherwise significantly limiting the supervised person's investment-related activities; or*

There are no such disciplinary events pertaining to Leonard A. Skiena

- d) *imposing a civil money penalty of more than \$2,500 on the supervised person.*

There are no such disciplinary events pertaining to Leonard A. Skiena

C. A self-regulatory organization (SRO) proceeding in which the supervised person

- 1. was found to have caused an investment-related business to lose its authorization to do business; or*

There are no such disciplinary events pertaining to Leonard A. Skiena

- 2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.*

There are no such disciplinary events pertaining to Leonard A. Skiena

- F. Any other hearing or formal adjudication in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct. If the supervised person resigned (or otherwise relinquished his attainment, designation, or license) in anticipation of such a hearing or formal adjudication (and the adviser knows, or should have known, of such resignation or relinquishment), disclose the event.*

There are no such disciplinary events pertaining to Leonard A. Skiena

Other Business Activities

- A. If the supervised person is actively engaged in any investment-related business or occupation, including if the supervised person is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, disclose this fact and describe the business relationship, if any, between the advisory business and the other business.*

Leonard A. Skiena is not engaged in such other business activities

- 1. If a relationship between the advisory business and the supervised person's other financial industry activities creates a material conflict of interest with clients, describe the nature of the conflict and generally how you address it.*

N/A

- 2. *If the supervised person receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service (“trail”) fees from the sale of mutual funds, disclose this fact. If this compensation is not cash, explain what type of compensation the supervised person receives. Explain that this practice gives the supervised person an incentive to recommend investment products based on the compensation received, rather than on the client’s needs.***

Leonard A. Skiena does not receive such compensation.

- B. *If the supervised person is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of the supervised person’s income or involve a substantial amount of the supervised person’s time, disclose this fact and describe the nature of that business. If the other business activities represent less than 10 percent of the supervised person’s time and income, you may presume that they are not substantial.***

Leonard A. Skiena is not engaged in any such business or occupation.

Additional Compensation

If someone who is not a client provides an economic benefit to the supervised person for providing advisory services, generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the supervised person’s regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

Leonard A. Skiena receives a percentage of the client fees for those accounts which he brings into the firm. Also, as an owner of the firm, it could be said that Leonard receives additional economic benefit when the firm acquires new clients.

Supervision

President Stanley R. Schill (206-275-2700) is responsible for monitoring the advice of Leonard A. Skiena. Trading activity is monitored for client accounts. In addition, account reconciliation which is typically done by Eva Baker (206-275-2700) provides additional oversight on transactions in client accounts. All client meetings are discussed weekly including any changes to the asset allocation or investment strategy.

Requirements for State-Registered Advisers

A. In addition to the events listed in the section on disciplinary information above, if the supervised person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

a) an investment or an investment-related business or activity;

No.

b) fraud, false statement(s), or omissions;

No.

c) theft, embezzlement, or other wrongful taking of property;

No.

d) bribery, forgery, counterfeiting, or extortion; or

No.

e) dishonest, unfair, or unethical practices.

No.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

a) an investment or an investment-related business or activity;

No.

b) fraud, false statement(s), or omissions;

No.

c) theft, embezzlement, or other wrongful taking of property;

No.

d) bribery, forgery, counterfeiting, or extortion; or

No.

e) dishonest, unfair, or unethical practices.

No.

B. If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status

N/A

Robert E. Toomey Jr.

Educational Background and Business Experience

Robert E. Toomey Jr. (born 1953), Vice President, Research, and Investment Committee member, joined the firm in 2011. Bob graduated from Trinity College with a BA in History. He also has an MBA from Boston University. Bob also has the Chartered Financial Analyst (CFA) designation. This designation requires the advisor to pass a series of three exams covering major areas of financial analysis, to have a bachelor's degree, and to have at least four years of related work experience. Prior to joining S. R. Schill & Associates in 2011, Bob was a Broker and Advisor for D. A. Davidson in Redmond, Washington, Research Director and Equity Strategist for E. K Riley Investments in Seattle, Washington, and an Equity Analyst for RBC Wealth Management also in Seattle, Washington. His present responsibilities at S. R. Schill & Associates include personal financial planning, research, asset allocation studies, and performance measurement.

Disciplinary Information

If there are legal or disciplinary events material to a client's or prospective client's evaluation of the supervised person, disclose all material facts regarding those events.

- A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which the supervised person*
- 1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;*

There are no such disciplinary events pertaining to Robert E. Toomey Jr.

- 2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;*

There are no such disciplinary events pertaining to Robert E. Toomey Jr.

3. *was found to have been involved in a violation of an investment-related statute or regulation; or*

There are no such disciplinary events pertaining to Robert E. Toomey Jr.

4. *was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the supervised person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.*

There are no such disciplinary events pertaining to Robert E. Toomey Jr.

B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which the supervised person

1. *was found to have caused an investment-related business to lose its authorization to do business; or*

There are no such disciplinary events pertaining to Robert E. Toomey Jr.

2. *was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority*
 - a) *denying, suspending, or revoking the authorization of the supervised person to act in an investment-related business;*

There are no such disciplinary events pertaining to Robert E. Toomey Jr.

- b) *barring or suspending the supervised person's association with an investment-related business;*

There are no such disciplinary events pertaining to Robert E. Toomey Jr.

- c) *otherwise significantly limiting the supervised person's investment-related activities; or*

There are no such disciplinary events pertaining to Robert E. Toomey Jr.

- d) *imposing a civil money penalty of more than \$2,500 on the supervised person.*

There are no such disciplinary events pertaining to Robert E. Toomey Jr

C. A self-regulatory organization (SRO) proceeding in which the supervised person

- 1. was found to have caused an investment-related business to lose its authorization to do business; or***

There are no such disciplinary events pertaining to Robert E. Toomey Jr.

- 2. was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.***

There are no such disciplinary events pertaining to Robert E. Toomey Jr.

D. Any other hearing or formal adjudication in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct. If the supervised person resigned (or otherwise relinquished his attainment, designation, or license) in anticipation of such a hearing or formal adjudication (and the adviser knows, or should have known, of such resignation or relinquishment), disclose the event.

There are no such disciplinary events pertaining to Robert E. Toomey Jr

Other Business Activities

A. If the supervised person is actively engaged in any investment-related business or occupation, including if the supervised person is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, disclose this fact and describe the business relationship, if any, between the advisory business and the other business.

Robert E. Toomey Jr. is not engaged in such other business activities

- 1. If a relationship between the advisory business and the supervised person's other financial industry activities creates a material conflict of interest with clients, describe the nature of the conflict and generally how you address it.***

N/A

- 2. *If the supervised person receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and including distribution or service (“trail”) fees from the sale of mutual funds, disclose this fact. If this compensation is not cash, explain what type of compensation the supervised person receives. Explain that this practice gives the supervised person an incentive to recommend investment products based on the compensation received, rather than on the client’s needs.***

Robert E. Toomey Jr. does not receive such compensation.

- B. *If the supervised person is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of the supervised person’s income or involve a substantial amount of the supervised person’s time, disclose this fact and describe the nature of that business. If the other business activities represent less than 10 percent of the supervised person’s time and income, you may presume that they are not substantial.***

Robert E. Toomey Jr. is not engaged in any such business or occupation.

Additional Compensation

If someone who is not a client provides an economic benefit to the supervised person for providing advisory services, generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the supervised person’s regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

Robert E. Toomey Jr. receives a percentage of the client fees for those accounts which he brings into the firm.

Supervision

Compliance Officer Leonard A. Skiena (206-275-2700) is responsible for monitoring the advice of Robert E. Toomey Jr. Trading activity is monitored for client accounts. In addition, account reconciliation which is typically done by Eva Baker (206-275-2700) provides additional oversight on transactions in client accounts. All client meetings are discussed weekly including any changes to the asset allocation or investment strategy.

Requirements for State-Registered Advisers

A. In addition to the events listed in the section on disciplinary information above, if the supervised person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

a) an investment or an investment-related business or activity;

No.

b) fraud, false statement(s), or omissions;

No.

c) theft, embezzlement, or other wrongful taking of property;

No.

d) bribery, forgery, counterfeiting, or extortion; or

No.

e) dishonest, unfair, or unethical practices.

No.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

a) an investment or an investment-related business or activity;

No.

b) fraud, false statement(s), or omissions;

No.

c) theft, embezzlement, or other wrongful taking of property;

No.

d) bribery, forgery, counterfeiting, or extortion; or

No.

e) dishonest, unfair, or unethical practices.

No.

B. If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status

N/A

Eva V. Baker

Educational Background and Business Experience

Eva V. Baker (born 1946), Principal, Vice President, joined the firm in 1995 to assume responsibility for all client services including the transfer of assets for new accounts and responding to client requests. She also supervises internal operations and our support staff. Her background includes taking classes at LA City College and the American Institute of Banking, as well as 20 years in branch banking where she gained a wealth of experience as a manager for customer service and new accounts.

Disciplinary Information

If there are legal or disciplinary events material to a client's or prospective client's evaluation of the supervised person, disclose all material facts regarding those events.

A. A criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which the supervised person

- 1. was convicted of, or pled guilty or nolo contendere ("no contest") to (a) any felony; (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or (c) a conspiracy to commit any of these offenses;***

There are no such disciplinary events pertaining to Eva V. Baker.

- 2. is the named subject of a pending criminal proceeding that involves an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;***

There are no such disciplinary events pertaining to Eva V. Baker.

- 3. was found to have been involved in a violation of an investment-related statute or regulation; or***

There are no such disciplinary events pertaining to Eva V. Baker.

4. *was the subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, the supervised person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.*

There are no such disciplinary events pertaining to Eva V. Baker

B. An administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or any foreign financial regulatory authority in which the supervised person

1. *was found to have caused an investment-related business to lose its authorization to do business; or*

There are no such disciplinary events pertaining to Eva V. Baker

2. *was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority*
 - a) *denying, suspending, or revoking the authorization of the supervised person to act in an investment-related business;*

There are no such disciplinary events pertaining to Eva V. Baker

- b) *barring or suspending the supervised person's association with an investment-related business;*

There are no such disciplinary events pertaining to Eva V. Baker

- c) *otherwise significantly limiting the supervised person's investment-related activities; or*

There are no such disciplinary events pertaining to Eva V. Baker

- d) *imposing a civil money penalty of more than \$2,500 on the supervised person.*

There are no such disciplinary events pertaining to Eva V. Baker

C. A self-regulatory organization (SRO) proceeding in which the supervised person

1. *was found to have caused an investment-related business to lose its authorization to do business; or*

There are no such disciplinary events pertaining to Eva V. Baker

2. *was found to have been involved in a violation of the SRO's rules and was: (i) barred or suspended from membership or from association with other members, or was expelled from membership; (ii) otherwise significantly limited from investment-related activities; or (iii) fined more than \$2,500.*

There are no such disciplinary events pertaining to Eva V. Baker

- D. *Any other hearing or formal adjudication in which a professional attainment, designation, or license of the supervised person was revoked or suspended because of a violation of rules relating to professional conduct. If the supervised person resigned (or otherwise relinquished his attainment, designation, or license) in anticipation of such a hearing or formal adjudication (and the adviser knows, or should have known, of such resignation or relinquishment), disclose the event.*

There are no such disciplinary events pertaining to Eva V. Baker

Other Business Activities

- A. *If the supervised person is actively engaged in any investment-related business or occupation, including if the supervised person is registered, or has an application pending to register, as a broker-dealer, registered representative of a broker-dealer, futures commission merchant ("FCM"), commodity pool operator ("CPO"), commodity trading advisor ("CTA"), or an associated person of an FCM, CPO, or CTA, disclose this fact and describe the business relationship, if any, between the advisory business and the other business.*

Eva V. Baker is not engaged in such other business activities

1. *If a relationship between the advisory business and the supervised person's other financial industry activities creates a material conflict of interest with clients, describe the nature of the conflict and generally how you address it.*

N/A

2. *If the supervised person receives commissions, bonuses or other compensation based on the sale of securities or other investment products, including as a broker-dealer or registered representative, and*

including distribution or service (“trail”) fees from the sale of mutual funds, disclose this fact. If this compensation is not cash, explain what type of compensation the supervised person receives. Explain that this practice gives the supervised person an incentive to recommend investment products based on the compensation received, rather than on the client’s needs.

Eva V. Baker does not receive such compensation.

B. If the supervised person is actively engaged in any business or occupation for compensation not discussed in response to Item 4.A, above, and the other business activity or activities provide a substantial source of the supervised person’s income or involve a substantial amount of the supervised person’s time, disclose this fact and describe the nature of that business. If the other business activities represent less than 10 percent of the supervised person’s time and income, you may presume that they are not substantial.

Eva V. Baker is not engaged in any such business or occupation.

Additional Compensation

If someone who is not a client provides an economic benefit to the supervised person for providing advisory services, generally describe the arrangement. For purposes of this Item, economic benefits include sales awards and other prizes, but do not include the supervised person’s regular salary. Any bonus that is based, at least in part, on the number or amount of sales, client referrals, or new accounts should be considered an economic benefit, but other regular bonuses should not.

Eva V. Baker does not receive any such direct compensation, but as an owner of the firm, it could be said that Eva receives additional economic benefit when the firm acquires new clients.

Supervision

Compliance Officer Leonard A. Skiena (206-275-2700) is responsible for monitoring the advice of Eva V. Baker. Eva does not engage in trading for client accounts. All substantive client communication is discussed weekly including any changes to the asset allocation or investment strategy.

Requirements for State-Registered Advisers

A. In addition to the events listed in the section on disciplinary information above, if the supervised person has been involved in one of the events listed below, disclose all material facts regarding the event.

1. An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following:

a) an investment or an investment-related business or activity;

No.

b) fraud, false statement(s), or omissions;

No.

c) theft, embezzlement, or other wrongful taking of property;

No.

d) bribery, forgery, counterfeiting, or extortion; or

No.

e) dishonest, unfair, or unethical practices.

No.

2. An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following:

a) an investment or an investment-related business or activity;

No.

b) fraud, false statement(s), or omissions;

No.

c) theft, embezzlement, or other wrongful taking of property;

No.

d) bribery, forgery, counterfeiting, or extortion; or

No.

e) dishonest, unfair, or unethical practices.

No.

B. If the supervised person has been the subject of a bankruptcy petition, disclose that fact, the date the petition was first brought, and the current status

N/A