

Annual Disclosure for Clients of Kensington Financial

With this brochure I tell existing clients how I conduct my business.

Table of contents

1. My financial planning philosophy
2. What fees I charge
3. Areas of financial planning on which I advise
4. What my clients receive from me
5. How I make investment decisions
6. What vendors and consultants I use
7. Who makes decisions at my firm
8. Summary of material changes.
9. Assets under management
10. Brokerage and custody fees and expenses
11. Performance fees and side-by-side management.
12. Disciplinary history of the firm.
13. Trade aggregation practices
14. Referrals of clients from broker-dealers
15. Custody
16. Voting client securities
17. Financial information
18. Biographical data for John Micetich (part 2B, brochure supplement).
19. Code of ethics

1. My financial planning philosophy.

I believe that the keys to building wealth are threefold: 1) Obtain objective, unbiased advice from advisors who are fee-only, as opposed to traditional commission-oriented planners and brokers; 2) Use no-load mutual funds and discount brokers to substantially reduce or eliminate commissions; *** 3) Maintain a diversified portfolio.

2. What fees I charge.

I charge fixed fees on a quarterly basis. For clients with assets \$500,000 to \$1,500,000, a typical fee would be \$350 per quarter; for those clients \$1,500,000 to \$2,500,000, a typical fee would be \$450; and those over \$2,500,000 would pay something over \$500. In this calculation, I only count marketable assets like stocks,

*** Clients investing in mutual funds are, in effect, paying two advisory fees, one to the mutual fund and one to me. I make an effort to minimize such fees by using index funds and other low-cost funds, especially those at but not limited to the Vanguard Group. At the latter, annual fees run 0.08% to 0.45% (est.).

bonds, money market funds, bank accounts, mutual funds, etc., but not a residence, investment real estate, a business, insurance cash value, etc. The fee is negotiable and depends mainly on the complexity of a client's situation. Thus the ranges above are just a guide. My clients pay fees one quarter in advance; there is no obligation on their part or my part to renew the contract beyond three months. I do not offer my services on an hourly-fee basis. I am not accepting new clients and have no intention of doing so in the future. Before 2010, I increased the fee each one-year anniversary of a client's contract based on the national Consumer Price Index (CPI) for the prior 12 months. Beginning in 2010, I suspended the fee increase as we have had deflation. If we see inflation again, then I reserve the right to re-impose the annual increases based on the CPI. I bill each client by e-mail or letter at the expiration of each quarterly contract.

3. Areas of financial planning on which I advise.

About 95% of the time I manage my client investment portfolios; this typically includes stocks, bonds, real estate, gold, commodities, mutual funds, trust deeds (mortgages), bank accounts, fixed-rate annuities, money market accounts, limited partnerships, and commodities. I do not advise on art works, collectibles, hedge funds, futures, and options. About 5% of the time I advise on income taxes, estate planning, college funding, life insurance, custodial accounts, consumer loans, and mortgage refinancing. Advice on taxes, estate planning, and insurance is typically generic in nature. In cases where a client's situation is beyond my expertise in these three areas, I refer them to a CPA, life insurance agent, or attorney.

4. What my clients receive from me.

Internally, I continuously monitor each client portfolio. Most clients own the same 8-10 investments, thus monitoring each investment effectively amounts to monitoring each client account. The only difference would be the asset allocation percentage each client has in each investment. Each client receives two formal updates per year, one in January and one in June or July. These updates are in the form of a letter or an e-mail specific to a client's portfolio, and this may include a spreadsheet of assets with a 3-5-year projection. Besides the two formal updates, I periodically send out e-mails or make telephone calls to clients advising them to buy or sell an asset. (Example: in April/May 2010, I advised most clients to reduce their stock portfolios.) I also send out an e-mail newsletter two to three times per year which I call a Clipping Service. I "clip" articles from the Wall Street Journal, New York Times, etc., on topics deemed to be appropriate for investing or tax planning. The Clipping Service and all updates are done at my discretion; I reserve the right to change their frequency at any time, but I have no intention of doing so. I strongly believe that keeping my clients informed is to our mutual benefit.

5. How I make investment decisions.

I follow macroeconomic trends, political and international events, and social and demographic trends, primarily through the Wall Street Journal, the New York Times, Morningstar, AAI Journal, the Financial Planning Magazine, and information obtained from mutual fund websites, especially those of Pacific Investment Management Company (PIMCO), Charles Schwab, and Vanguard. My primary investment criterion is asset allocation (or investment policy), rather than market timing or security selection. This is because academic studies have shown that asset allocation explains about 90% of a portfolio's variance in the long run. I do not believe in market timing, that is, the frequent buying and selling of assets like stocks, trying to catch a market trough or peak. I typically do one to three trades per year for each client. I am a long-term investor, not a short-term trader. For stocks, I believe that fundamental analysis is somewhat useful and that technical analysis is not, and that the stock market is highly efficient. Thus it is difficult, if not impossible, to beat the market on a risk-adjusted basis. Therefore, I make heavy use of Vanguard index funds. I believe that the U.S. economy is in a phase that is now called The New Normal (borrowed phrase from PIMCO). In my view, this means that we will probably see lower GDP growth, lower increases in corporate earnings, higher unemployment, and eventually higher interest rates. Thus I think that stock returns will be lower in the future, perhaps 6-7% a year, versus the historical 10-11%. This translates into a more conservative asset allocation. In prior years, I advocated 50-65% in stocks and 35% to 50% in bonds and cash. Now a typical portfolio is about the reverse at 30% to 40% in stocks (and other risky assets) and 60% to 70% in bonds, cash, and other low-risk assets. A few clients are as low as 20% in stocks and other risky assets, a few are still at 60%, but the vast majority follows my advice of 30-40% stocks and 60-70% bonds/cash. In all cases, the client makes the final decision. Overall, I believe my strategy is defensive, albeit with a small allocation to gold and emerging markets.

6. What vendors and consultants I use. I rely on several associates for financial advice: two lawyers, a CPA, a real estate broker, and two insurance agents. Their qualifications are typically equal or superior to mine. At times I refer my clients to them. At other times I explain a client's problem to them and then I relay their advice to my clients at no charge to the client. These consultants are self-employed individuals. They also refer clients to me, and I refer clients to them (e.g., my CPA who does federal and state tax returns). There is never any money exchanged between us. The only criterion for referring business to them is the quality of their advice.

I primarily use Charles Schwab, T.D. Ameritrade, and Vanguard to execute securities transactions. A client, however, is free to use any broker; I have an arms-length relationship with all brokers and mutual funds. I do rely on some research (for which I pay nothing) from Schwab and Vanguard. I do not receive any compensation or "soft dollars" from brokers, advisors, originators, syndicators, or distributors of investments. Charles Schwab provides me with a computer program used to place client trades and track their portfolios. In all cases, I have a limited power of attorney with Schwab and T.D. Ameritrade only to execute trades. These are not discretionary accounts; I must

obtain the client's permission before execution. I do not maintain custody of clients' assets. In those cases where I recommend a discount broker (e.g., Schwab), my criterion is the quality of the service and secondarily the commission rates. My wife and I have six accounts at Schwab, one at Vanguard, and two at Fidelity. I often recommend a security to a client that I also own. These are publically-traded securities, and it is impossible for me to manipulate the price. I do not engage in "front running" (buying before placing a client trade). I do not engage in securities transactions that could result in preferring my interest to those of my clients. My personal securities transactions are nearly always consistent with advice given to clients. They will never coincide entirely, as no two investors will be exactly alike in terms of risk tolerance, tax bracket, need for liquidity, and short and long term goals.

As a practical matter, conflicts of interest are unavoidable; see the Code of Ethics below where I describe how I avoid or resolve them.

7. Who makes decisions at my firm.

I make all decisions at my firm. I have no employees.

8. Summary of material changes

There have been no material changes to this brochure (formerly called ADV, part II) over the past year.

9. Assets under management

I have approximately \$75,000,000 of assets under management, \$38,000,000 of which is at Schwab. The balance is at Vanguard, Fidelity, TD Ameritrade, The Loan Company (a limited partnership), and Wells Fargo Bank.

10. Brokerage and custody fees and expenses

I use Schwab for most of my securities transactions. Their commissions range from \$8.95 to \$19.95 for stock trades, \$2 to \$3 for bond trades, and \$29 to \$49.95 for mutual fund trades; all of these depend on the amount of the trade and the amount of assets at Schwab.

Although I have a limited power of attorney to place trades at TD Ameritrade, clients do this on their own. TD's commissions are similar to Schwab's.

I recommend Vanguard mutual funds; clients place these trades on their own for which they pay zero in commissions.

In reference to annual custodial fees for client IRA and Roth IRA accounts, Vanguard charges \$0 a year for mutual funds exceeding \$10,000 and \$20 for mutual funds less than \$10,000. Schwab charges nothing.

11. Performance fees and side-by-side management.

I do not charge performance fees, i.e., a percentage of capital gains or dividends.

Side-by-side management is a practice where an advisor uses a different fee structure for similar client portfolios (e.g., fee-only vs. performance fee). I do not do this.

12. Disciplinary history of the firm or John Micetich.

Neither I nor my firm has been the subject of any disciplinary action.

13. Trade aggregation practices

This is a practice where I might buy a large block of stock and then apportion the shares among several clients. When these allocations differ for each client and I have discretion in allocating to each client, it poses a potential conflict of interest. I do not engage in such practice.

14. Referrals of clients from broker-dealers.

I have never gotten a referral from a broker-dealer. This is no longer applicable as I am not accepting new clients.

15. Custody

I do not have custody of any client assets. All assets are held by third parties such as Schwab and Vanguard.

16. Voting client securities

I do not vote on proxy solicitations made by stock companies my clients own. Clients vote on all such matters and receive them directly from their brokers (e.g., Schwab). I do receive copies of these proposals from Schwab.

17. Financial information.

I am required to deliver a balance sheet of my firm to clients who pay a fee of \$500 or more six or more months in advance. This is not applicable to me as I charge quarterly fees one quarter in advance.

18. Biographical data for John Micetich (part 2B, brochure supplement).

The Securities and Exchange Commission, my regulator, requires that I provide clients with information listed above and below; this is called Part 2A of this brochure. Part 2b, called a Brochure Supplement, is also required for individuals providing advice to clients. I am the only one providing advice so here is relevant information on me.

From 1975 to 1980, I was a loan officer and branch manager for Wells Fargo Bank in San Diego, Calif. From 1981-1985 I was a financial planner for Reilly Investment Companies in San Diego, Calif., and I was also the general manager of our Saudi Arabian partner, Abelco, in Dhahran, Saudi Arabia, from 1983 to 1985. After leaving Reilly Investment Company in 1985, I founded Kensington Financial, a sole proprietorship. From my business's inception, I have been a fee-only financial planner. I have clients in the U.S. and several other countries. Born in 1947, I have a B.S. (1969) in psychology from the University of Illinois and an MBA (1974) from San Diego State University. I have been a Certified Financial Planner since 1982. Since 1989 I have been a part-time college instructor. I taught two to three courses a year in investments and financial planning at the University of California San Diego (Extension) from 1989 through 2005. Since 2002, each spring semester I have taught one to three courses at the University of Illinois in personal financial planning. From 2002 through 2010, I taught one or two courses for eight weeks *pro bono*. Beginning in 2009, I was also hired by two colleges within the university to do curriculum development in personal financial planning and to teach two courses. These are salaried positions. During the periods Jan. 15-May 15 (est.) of 2009 and 2010 and for the period Jan. 18-May 15, 2011, I will have earned about \$100,000 at the university. My typical teaching load is 200-250 students, mostly juniors and seniors, in two courses. I do several hours of preparation each week for these classes, and I attend lectures given by other professors and instructors. As a result, I believe that this university experience for four months each year makes me a better-informed financial planner. My teaching takes about one-third of my time over four months each year. My duties at Kensington Financial take about one-half of my time throughout the year.

In terms of how I monitor investment advice to clients, I repeat number 5 above:

I follow macroeconomic trends, political and international events, and social and demographic trends, primarily through the Wall Street Journal, the New York Times, Morningstar, AAI Journal, the Financial Planning Magazine, and information obtained from mutual fund websites, especially those of Pacific Investment Management Company (PIMCO), Charles Schwab, and Vanguard. My primary investment criterion is asset allocation (or investment policy), rather than market timing or security selection. This is because academic studies have shown that asset allocation explains about 90% of

a portfolio's variance in the long run. I do not believe in market timing, that is, the frequent buying and selling of assets like stocks, trying to catch a market trough or peak. I typically do one to three trades per year for each client. I am a long-term investor, not a short-term trader. For stocks, I believe that fundamental analysis is somewhat useful and that technical analysis is not, and that the stock market is highly efficient. Thus it is difficult, if not impossible, to beat the market on a risk-adjusted basis. Therefore, I make heavy use of Vanguard index funds.

I believe that the U.S. economy is in a phase that is now called The New Normal (borrowed phrase from PIMCO). In my view, this means that we will probably see lower GDP growth, lower increases in corporate earnings, higher unemployment, and eventually higher interest rates. Thus I think that stock returns will be lower in the future, perhaps 6-7% a year, versus the historical 10-11%. This translates into a more conservative asset allocation. In prior years, I advocated 50-65% in stocks and 35% to 50% in bonds and cash. Now a typical portfolio is about the reverse at 30% to 40% in stocks (and other risky assets) and 60% to 70% in bonds, cash, and other low-risk assets. A few clients are as low as 20% in stocks and other risky assets, a few are still at 60%, but the vast majority follows my advice of 30-40% stocks and 60-70% bonds/cash. In all cases, the client makes the final decision. Overall, I believe my strategy is defensive, albeit with a small allocation to gold and emerging markets.

19. Code of Ethics for Kensington Financial

Introduction

I, John Micetich, am the Chief Compliance Officer (CCO), doing business as Kensington Financial (KF below). I am the person responsible for training and education regarding the Code. I have no employees and therefore no supervised persons and there is no board of directors. Any discussion below concerning a supervised person refers to John Micetich. It is my intention neither to have any supervised persons nor to change the legal status of Kensington Financial. If this changes, then this code shall be amended promptly. In the code below, KF and John Micetich are effectively the same.

Part 1. General principles

KF firmly believes in fee-only planning, as opposed to generating commissions from the sale of securities. Receiving commissions poses a conflict of interest: For whom is the advisor working, himself or the client? As a fee-only advisor, KF has no financial axe to grind.

KF also believes clients should have a discount broker to minimize commissions. From time to time, KF may recommend a specific firm, but in all cases it is the client's choice. KF has an arm's length relationship with all outside firms.

The most important principle of this code is that KF has a fiduciary duty to clients. The interests of clients must be placed ahead of KF's interests. Any conflicts of

interest must be resolved in the client's favor. KF shall not take any inappropriate advantage of a client. All information given to KF by clients must be held in confidence. In the decision making process, independence and objectivity on KF's part are paramount. KF promises to uphold integrity, honesty, and professionalism when acting on behalf of clients.

Part 2. Scope of the code

The only person covered by the code is John Micetich of KF. In the event that temporary workers, consultants, or independent contractors are hired, then this code shall be amended promptly. Additionally, no family member of KF is involved in KF's activities and is therefore not covered by this code.

Securities covered are stocks (including foreign and ADRs), bonds (including Treasuries), unit investment trusts, mutual funds (including closed-end, open-end, and foreign), and limited partnerships. Hedge funds, futures, and options are not used and therefore not covered.

Part 3. Standards of Business Conduct

KF shall comply with applicable federal securities laws. In connection with the purchase or sale of a security held or to be acquired by a client, KF shall not defraud or mislead a client, nor engage in any act that would operate as a fraud or deceit, nor engage in any manipulative practice, including security price manipulation, upon a client. KF shall also comply with all federal regulations concerning client privacy and confidentiality matters and anti-money laundering regulations.

As to conflicts of interest, KF once again states that any conflict of interest must be resolved in the client's favor. KF shall not favor one client over another client (e.g., larger accounts over smaller accounts) that would involve a breach of fiduciary responsibility.

KF shall not compete with a client for the purchase or sale of securities.

When recommending securities to clients, KF shall disclose to clients any material beneficial ownership or business or personal relationships. The exception shall be minimal positions that could not possibly affect a client's security position. Example: KF may own \$50,000 of a Vanguard mutual fund; this could not affect client's purchase or sale of such security.

KF may recommend a specific brokerage firm. This shall be based on KF's judgment that using such firm is in the best interest of the client. It shall not be based on any compensation received by KF. In fact, KF receives no compensation from any securities firm, brokerage firm, mutual fund, or any outside firm, including vendors and suppliers.

Best execution.

For most clients, I have a limited power of attorney to place trades with Charles Schwab and TD Ameritrade. These are non-discretionary accounts. I must ask permission before trading. The commissions charged by these brokers are not necessarily the lowest, and it is possible that the prices at which trades are executed are not necessarily the best prices. There will always be some other broker charging less in commissions, and there may be other brokers who are able to get a better trade execution. I choose not to do business with these other brokers, as Schwab occasionally provides me with valuable advice (not a soft-dollar arrangement). I believe that Clients have indirectly benefited from such advice. However, I also believe that the commissions paid and the trade executions are excellent at Schwab and TD Ameritrade. *In my opinion, they are certainly better than what could be obtained at the "full-service" brokers like Merrill Lynch and Morgan Stanley based on published rates.* To the best of my knowledge, none of my recommended brokers has been involved in any regulatory action regarding excessive commissions or spreads. Clients are always free to transfer their securities to any other broker. I receive no kickbacks, fees, or any compensation whatever from the brokers I have recommended. My personal securities are all at Schwab, The Loan Company, Vanguard, and Fidelity. The above is disclosed to all clients in my annual offer of form ADV, part II, which has now been replaced by this narrative brochure. KF shall not engage in any insider trading, nor shall KF communicate material nonpublic information to others in violation of the law. This "material nonpublic information" relates to issuers as well as to securities held by a client or KF.

KF shall comply with all regulations concerning personal securities transactions. KF shall keep records of all personal security transactions.

Blackout periods. KF shall not execute any transaction during which a client has a pending buy or sell order in the same security until that order is executed or withdrawn. It is client's responsibility to inform KF of such a period.

KF may engage in short-term trading for its own account as well as margin trading and short sales. Supervised personnel would be prohibited from doing any of these; short-term trading is defined as 30 days or less. (Last point is currently moot, as KF has no supervised persons.)

KF shall not accept any inappropriate gifts from favors, entertainment, special accommodations, or other things of value that could be viewed as influencing decision-making or making a client feel beholden to KF. Nor shall KF provide such gifts, favors, etc. to clients unless they are considered to be of *de minimis* value. A reasonable standard will be used, thus, accepting or providing a typical lunch or dinner gift would be acceptable. No cash is ever allowed to be exchanged between client and KF unless it is for the payment of KF's normal fee.

KF shall not pay any referral fees to clients.

Confidentiality (see below).

KF reserves the right to serve on a board of directors for a publically-held company. Such fact will be disclosed to client if such action has any bearing on client's portfolio.

Part 4. Compliance procedures

Personal Securities transactions

KF shall keep records of all personal securities transactions and record them no later than 30 days after the end of each quarter; such reports must include date, title and exchange ticker symbol, or CUSIP number, interest rate and maturity date if applicable, number of shares/units, dollar amount, price, nature of transaction (sale/purchase), the bank, broker, dealer, or mutual fund through which the transaction was effected, and the date the report is submitted. KF shall maintain all duplicate copies of security transactions and copies of periodic statements for all securities accounts.

Confidentiality

KF states that all information from clients is held in strict confidence, including the client's identity, unless the client consents. Under the Graham-Leach-Bliley Act of 1999, KF is required to tell client if it collects and shares personal information about client. KF does not nor has any affiliates that do. Client files are held in a secure area of my home/office. There may be times when a client authorizes KF to discuss information with his attorney, tax advisor, etc. KF only shares such information with client's express permission.

Annual Certification

On an annual basis, KF shall review and certify Compliance with the code.

Part 5. Record keeping

KF shall maintain the following records in a readily accessible place:

- * Copy of code in effect during the past five years.
- * A record of any violation of the code and any action taken as a result for the past five years from the date end of the fiscal year in which the violation occurred.
- * A record of all written acknowledgments of receipt of the code and amendments for each person who is currently or within the past five years was, a supervised person.

* Holdings and transaction reports pursuant to the code, including brokerage confirmation and account statements made in lieu of these reports.

* A record of any decision and supporting reasons for approving the acquisitions of securities by access persons in limited offerings for at least five years after the end of the fiscal year in which approval was granted.

Part 6: Form ADV disclosure

This code is also part of KF's form ADV, part II. KF shall provide any client or a prospective client a copy of the code upon request.

Part 7. Administrative and enforcement of the code

I, John Micetich, the CCO, am the person responsible for training and education regarding the code. I have no employees and therefore no supervised persons. It is the CCO's intention not to have any supervised persons. If this changes, then this Code shall be amended promptly.

The CCO shall review the code annually as to its adequacy and effectiveness.

The CCO shall be responsible for reporting any violations to the SEC such as noncompliance with applicable laws, fraud or illegal acts, material misstatements in regulatory filings, internal books and records of KF, clients' records or reports, any activity deemed to be harmful to clients, and deviations from required controls and procedures that safeguard clients and KF.

Adopted and amended this date, December 2, 2010, San Diego, California.

Signed,

John Micetich

Chief Compliance Officer