



MAXWELL NOLL INVESTMENT ADVISORS

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January 1, 2012

This brochure provides information about the qualifications and business practices of MAXWELL NOLL INVESTMENT ADVISORS ("Advisor"). If you have any questions about the contents of this brochure, please contact us at 626/796-7133 or email us at info@maxnoll.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Maxwell Noll Investment Advisors is a state-registered investment advisor. Registration of an investment advisor does not imply any level of skill or training. The oral and written communications of an Advisor provide you with information about which you can determine to hire or retain an Advisor.

Additional information about Maxwell Noll Investment Advisors is available on the SEC's website at www.adviserinfo.sec.gov.

Maxwell Noll Investment Advisors
Form ADV – Part 2

Item 2 – Material Changes

January 1, 2012

Maxwell Noll Investment Advisors reviews and updates our brochure at least annually to make sure it is still current.

In the past, we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

Pursuant to the provisions of the Dodd-Frank Wall Street Reform & Consumer Protection Act, Maxwell Noll Investment Advisors is no longer eligible for SEC-registration and must terminate SEC registration by June 28, 2012. Dodd-Frank raised the asset level for SEC-registered investment advisors to \$100 million. As of December 31, 2011, Maxwell Noll Investment Advisors has assets in the range of \$80 million under management

Maxwell Noll Investment Advisors has filed an application for registration with the State of California, and will file with additional states as necessary. We will provide you with a new brochure based on these changes or new information, at any time, without charge.

This change in registration does not affect the manner in which we do business.

We have made no other material changes to the brochure since October 1, 2011.

Maxwell Noll has relocated its principal office at 600 South Lake Avenue, Pasadena, California to Suite 502.

Currently, our brochure may be requested by contacting Chris Saccente, Chief Compliance Officer, at 626/796-7133, Ext. 600 or chrissaccente@maxnoll.com. Our current brochure is also available on our website www.maxnoll.com, without charge.

Additional information about Maxwell Noll Investment Advisors is also available via the SEC's website www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with Maxwell Noll Investment Advisors who are registered, or are required to be registered, as investment advisor representatives of Maxwell Noll Investment Advisors.

Maxwell Noll Investment Advisors
Form ADV – Part 2

Item 3 – Table of Contents

| <u>Part 2a</u> | Page |
|--|--------|
| Item 1 – Cover Page | 1 |
| Item 2 – Material Changes | 2 |
| Item 3 – Table of Contents | 3 |
| Item 4 – Advisory Business | 4 |
| Item 5 – Fees and Compensation | 5 |
| Item 6 – Performance-Based Fees and Side-by-Side Management | 6 |
| Item 7 – Types of Clients | 6 |
| Item 8 – Methods of Analysis, Investment Strategies & Risk of Loss | 6 |
| Item 9 – Disciplinary Information | 8 |
| Item 10 – Other Financial Industry Activities and Affiliations | 8 |
| Item 11 – Code of Ethics | 9 |
| Item 12 – Brokerage Practices | 10 |
| Item 13 – Review of Accounts | 10 |
| Item 14 – Client Referrals and Other Compensation | 10 |
| Item 15 – Custody | 12 |
| Item 16 – Investment Discretion | 12 |
| Item 17 – Voting Client Securities | 12 |
| Item 18 – Financial Information | 13 |
| Item 19 – Requirements for State-Registered Advisors | 13 |
| <u>Part 2b - Supplemental Information</u> | |
| Noll, H. Eugene | 14 |
| Noll, Michael B. | 15 |
| Fitzhugh, William M. | 16 |
| SCHEDULE H | 17 |

Maxwell Noll Investment Advisors
Form ADV – Part 2a

Item 4 – Advisory Business

Maxwell Noll Inc., a FINRA-member broker dealer, was founded in 1975 in Pasadena, California by John "Terry" Maxwell and Howard "Gene" Noll. In 1990, Maxwell Noll Investment Council was established as a wholly-owned subsidiary of Maxwell Noll Inc. to provide clients with investment advisory services under a wrap-fee program, based on proprietary investment rankings for financial and management quality, and long-term growth of capital and income. The name was changed to Maxwell Noll Investment Advisors in 2003.

The advisors design custom portfolios to meet the individual investment needs of its clients for a fee (see Item 5). All wrap-fee advisory accounts are discretionary, which means the advisor has authority to make purchase and sale transactions in the clients' account at will, provided such transactions are in the clients' best interest, and conform to the clients' investment objectives.

Advisors may invest in securities or investment products in which the firm, its employees, officers, directors or related persons retain some financial interest. At present, no officer, director, employee or related person maintains a board position or a controlling interest in any publicly-traded companies. Should a possible conflict of interest arise, disclosure will be made to the clients.

Please refer to *Schedule H* for additional information on our wrap-free program.

All investment research is conducted in-house using data from known research publishers such as Standard and Poor's® and Value Line®, technical analysis, and Economic Value Added (EVA).

We do not offer, recommend or sell proprietary products, commodities, partnerships, private placements or other illiquid, high-risk securities.

Item 5 – Fees and Compensation

Fees for investment advisory services are billed quarterly, in advance, based on the value of the portfolio on the last business day of the previous billing cycle. Assets values of multiple accounts are combined to reduce the fee.

The basic fee schedule is as follows:

| | Annual Percentage |
|--|-------------------|
| Equity Assets (includes Cash and Closed-End Mutual Funds): | |
| Value up to \$1,500,000 | 1.00% |
| Value over \$1,500,000 | 0.75% |
| \$5,000,000 and over | As negotiated |
| Bonds: | |
| Non-US Treasury Bonds | 0.50% |
| US Treasury Bonds | No Fee* |
| Open-End Mutual Funds | No Fee* |

*A small transaction charge may be incurred for each purchase or sale.

Minimum annual fee \$1,000.

There will be an \$8.95 commission charge per transaction.

Fees do not include charges assessed by the custody firm for re-organization, asset transfer, custodial, termination or other services. A list of additional fees will be made available to all clients at account opening, and on request thereafter.

If a management agreement is terminated during the fee cycle, the management fee for that cycle will be recalculated on a pro-rated basis. Any fees collected in excess of the recalculated fees will be refunded, provided the refund amount is in excess of \$100. If the firm is notified in writing of the termination, the re-calculation will be as of the date notification is received or effective, if indicated in the notification. If no written notification received from the client, the re-calculation will be as of the date the firm is notified by the custodial firm of the pending account transfer, or the date the transfer is validated, whichever occurs last.

Accounts under \$50,000 are billed a \$500/year flat rate billed in advance on the contract anniversary date.

Maxwell Noll Investment Advisors
Form ADV-Part 2a

Financial Planning Services:

Fees for financial planning services are billed at \$200 per hour, with a 2 hour minimum.

Item 6 – Performance-Based Fees and Side-by-Side Management

Maxwell Noll does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).

Item 7 – Types of Clients

Maxwell Noll Investment Advisors provides investment portfolio management services to individuals, high net-worth individuals, self-employed and corporate pension and profit sharing plans, family trusts and non-profit organizations.

Minimum assets \$250,000 (exceptions granted)

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

It is our policy to invest in the best managed large, medium and small-sized companies. These companies generally have Value Line® Safety Ranks of 1, 2 or 3, and Value Line® Financial Strength of A++ to B+, and a Standard and Poor's® rank of A+ to B+.

When investing in fixed-income securities, we generally invest in US Treasury securities and investment-quality corporate and/or tax-exempt bonds.

STATEMENT OF INVESTMENT STRATEGY

EQUITIES:

Your wealth in the stock market largely depends on the ability of management to make and execute good decisions. It is management, not factories, stores or employees, that lead a company (and its stock price) to persistent, above-average growth, or to mediocrity or dismal failure. Our strategy is to seek out the best managed large, medium and small size companies.

Generally, the best managed companies over the long term deliver persistent and above average compound growth of: cash flow per share, earnings per share, book value per share and sales (or revenues). These companies earn an above-average return on shareholder equity and maintain reasonable long-term debt ratios.

We identify good management by the company's performance in two vital areas:

1. **Financial Quality:** We use the combined ranking of Value Line® Safety and Financial Strength and the Standard & Poor's® Earnings and Dividend Rank. A vast amount of quality research is summarized in these three indicators. Generally, our accepted range is 1A++A+ to 3B+B+.
2. **Management Quality** is our "grade point average" based on the number of years in the last ten that 4 "vital corporate signs" increased over the previous year. These are: cash flow per share, earnings per share, book value per share and sales (or revenues). If each of these increased every year for the last ten years, a company would have a Management Quality of $(4 \times 10) / 10 = 4.0$. Generally, our accepted range is 4.0 to 3.5.

We invest when the stock price represents a reasonable value, hold as long as the company meets the above criteria, and sell when the company fails to meet the above criteria.

Companies that represent "special situations" may also be included in portfolios. These may not meet the above criteria, but possess unique characteristics that we believe offer superior investment potential.

FIXED INCOME: Bonds

Generally, we invest in U.S. Treasury securities and investment grade municipal and corporate bonds. We weigh maturities vs. the risk of inflation.

Methods of analysis include but are not limited to charting, fundamental, technical & cyclical analysis.

Part of the assessment process includes evaluating your risk tolerance, and we make every effort to structure your portfolio to mitigate risk. However, *investing in securities involves risk of loss of all or part of your assets.*

Maxwell Noll Investment Advisors
Form ADV-Part 2a

Item 9 – Disciplinary Information

Registered investment advisors are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Maxwell Noll Investment Advisors or the integrity of Maxwell Noll's management.

Maxwell Noll Investment Advisors has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Michael B. Noll, President and CEO, is a Certified Public Accountant in the State of California. He retains a sole-proprietorship practice not affiliated with Maxwell Noll Investment Advisors. Books and records for the CPA practice are separate from those of Maxwell Noll Investment Advisors, though there are some shared clients.

No principal or advisor employed by Maxwell Noll serves as a director for any publicly-traded company.

Item 11 – Code of Ethics

The client's interest must come first. To this end, Maxwell Noll has established guidelines concerning its employees' securities activities. When the purchase of a security is under active consideration for clients' accounts, no employee may purchase that security until after those client's purchases have been completed. Further, in the event of a sale, all client sales must be completed before any sales may be entered. No employee may place an order for his or her account which is contrary to the recommendation or, for discretionary accounts, a transaction. Specifically, no employee may sell a security which is subject to a buy recommendation or transaction, or buy a security which is subject to a sell recommendation or transaction. All employee transactions must be placed after all client transactions have been executed. Further in the event that an employee purchases or sells a security recommended or subject to a transaction, the employee is not permitted to receive a price better than the clients receive. In the event that an employee transaction is executed at a better price, such employee transaction and, if applicable, client transactions will be adjusted to give precedence to the client transaction price. All employees' securities transactions are reviewed on a daily basis to assure compliance with these guidelines. This review shall be conducted by a Registered Principal other than the employee for whose account the transaction was effected.

Maxwell Noll Investment Advisors
Form ADV-Part 2a

Item 12 – Brokerage Practices

Maxwell Noll recommends TD Ameritrade Inc. to act as broker or agent to effect securities transactions for compensation for all its investment advisory clients. TD Ameritrade is a member of FINRA, SIPC and NFA, and is an independent SEC-registered broker-dealer, unaffiliated with Maxwell Noll Investment Advisors. They provide services to independent investment advisors such as custody of securities, trade execution, clearance and settlement of transactions.

As a result of our participation in TD Ameritrade's institutional services advisor program, Maxwell Noll will receive certain economic benefits and services related to the referral of clients to TD Ameritrade. (*See Item 14 below for details*)

Receipt of these benefits and services will in no way diminish Maxwell Noll's obligation to act in the best interest of its clients at all times, including making sound and appropriate investment recommendations, and ensuring best execution of trades for client accounts.

Investment Advisory clients are not subject to transaction fees or commission charges beyond those described in Item 5.

Maxwell Noll will conduct periodic reviews of its relationship with TD Ameritrade to ensure they are continuing to provide high-value service to our clients and remain competitive with other service providers.

The firm retains some non-discretionary clients for whom a transaction fee (commission) is charged.

Item 13 – Review of Accounts

Portfolio reviews are conducted at least quarterly by a principal advisor. Periodic reviews are triggered by a change in investment strategy by the client, or significant changes in any asset(s) within the portfolio.

Item 14 – Client Referrals and Other Compensation

As discussed in Item 12 above, Advisor participates in TD Ameritrade's Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade, Inc. ("TD Ameritrade") member of FINRA/SIPC/NFA. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer.

Maxwell Noll may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between Advisor's participation in the program and advice provided to its clients.

Maxwell Noll receives from TD Ameritrade certain additional economic benefits ("Additional Services") through its participation in the program that are typically not available to TD Ameritrade retail investors and may or may not be offered to any other independent investment advisors participating in the program. These services include use of facilities directly related to the servicing of client accounts, such as duplicate statements and confirmations, access to clients accounts via a dedicated website, access to a trading desk serving Advisor participants, access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to Client accounts), the ability to deduct advisory fees directly from Client accounts and access to certain mutual funds with no transaction fee. Other services include access to research products and tools, quotation services, consulting and professional services, which are made available at no cost to Maxwell Noll, or at a discount. Maxwell Noll principals and employees also have access to educational, technology, marketing and business development services through its relationship with TD Ameritrade. These services may be provided by TD Ameritrade directly, or through their relationship with third party vendors. Some of these products and services may benefit Maxwell Noll, but may not benefit Clients accounts. Other products and services made available by TD Ameritrade are intended to help Maxwell Noll manage and further develop its business enterprise.

Availability of these benefits and services is unrelated to the volume of trading directed to TD Ameritrade by Maxwell Noll Investment Advisors.

TD Ameritrade provides the Additional Services to Maxwell Noll in its sole discretion and at its own expense, and Maxwell Noll does not pay any fees to TD Ameritrade for such Additional Services. Maxwell Noll Investment Advisors and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

Clients should be aware that Maxwell Noll's receipt of Additional Services creates potential conflicts of interest and may indirectly influence Maxwell Noll's choice of TD Ameritrade for custody and brokerage services. TD Ameritrade considers the amount and profitability to TD Ameritrade of the assets in, and trades places for, Maxwell Noll's client accounts when determining whether to provide or continue providing Additional Services to the Firm.

TD Ameritrade reserves the right to terminate the Additional Services Addendum with Maxwell Noll, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, Maxwell Noll may have an incentive to recommend to its Clients that the assets under management by Maxwell Noll be held in custody with TD Ameritrade and to place transactions for Client accounts with TD Ameritrade.

Specific Additional Services currently received by Maxwell Noll Investment Advisors, which may or may not be offered to any other independent investment advisors participating in the

program, include subscriptions to Morningstar Office (portfolio management and performance tracking), Standard & Poor's and Value Line Publishing (research).

Receipt of Additional Services does not diminish Maxwell Noll's duty to put the Clients' interests above its own at all times, including to seek best execution of trades for Client accounts.

Item 15 – Custody

Maxwell Noll Investments Advisors does not have custody of client funds or securities, nor does the firm prepare statements.

The firm utilizes the services of TD Ameritrade Institutional to hold securities and credit balances.

Statements are provided to clients from TD Ameritrade Institutional monthly, but not less than quarterly. Statements for the previous month end are generally mailed by the fifth business day of the following month. Statements are also available by email or online by visiting www.advisorclient.com.

Clients should review statements carefully and report any discrepancies to Maxwell Noll immediately.

Assets held at other custodians may be managed by Maxwell Noll Investment Advisors, provided a limited Power of Attorney for trading authority and Standing Fee Payment Authorization are obtained. Maxwell Noll may request or require access to account information. Additionally, Maxwell Noll will not be responsible for fees or commissions charged by other custodians.

Item 16 – Investment Discretion

Maxwell Noll maintains discretionary authority over investment advisory accounts in accordance with the terms of the management agreement to select the type, issuer and amount of securities bought and sold on behalf of the client. In all cases, such discretion is exercised in a manner consistent with the clients' stated investment objectives and risk tolerance.

Item 17 – Voting Client Securities

Maxwell Noll Investment Advisors does not have authority to vote proxies on behalf of advisory clients. Clients retain responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. Maxwell Noll Investment Advisors may provide advice regarding the clients' voting of proxies.

Maxwell Noll Investment Advisors
Form ADV-Part 2a

Item 18 – Financial Information

(Not required)

Item 19 – Requirements for State-registered Advisors

Application for registration in the State of California is pending. Application for registration in other states will be made as necessary.

Registration does not imply endorsement by the regulating authority.

Principal Executive Officers and Management Persons

The principal executive officers and management persons of Maxwell Noll are listed under *Advisory Business*, above. A description of their education and business background is included in the brochure supplement, Form ADV Part 2b, which is provided to clients initially. Clients can also get a copy of the brochure supplement for Maxwell Noll's officers at any time by contacting us at the address or phone number on the cover page of this brochure.

Maxwell Noll Investment Advisors and our employees may engage in other business activities besides providing investment advice. We discuss these activities under *Other Financial Industry Activities and Affiliations*, above.

Performance-Based Fees

Maxwell Noll does not receive any performance-based fees.

Legal and Disciplinary Issues

Maxwell Noll and our employees seek to maintain the highest level of business professionalism, integrity, and ethics. Neither Max Noll nor our employees have any disclosable legal or disciplinary events on our records.

Arrangements with Securities Issuers

Maxwell Noll and our employees have no relationships or arrangements with issuers of securities.

Maxwell Noll Investment Advisors
Form ADV-Part 2b
Supplemental Information

All representatives providing investment advice to clients are required to meet all regulatory agency registration requirements, as well as complete continuing education requirements as assigned by the firm, regulatory agencies or applicable professional organizations.

NOLL, HOWARD EUGENE
"GENE"

Chairman

| | | |
|-----------------------|----------------|--|
| Born | | 1927 |
| Education | 1950 | Purdue University BS-Engineering |
| Licenses | | Series 7, 24, 27, 53, 63 |
| | 1973-1975 | Bateman Eichler Hill Richards Broker |
| | 1975 | Maxwell Noll Inc. Co-Founder Pacific School of Finance (non-profit) Co-founder |
| Industry Affiliations | 1992 - present | Los Angeles Society of Financial Analysts Member |
| Other | 1995 - present | Convalescent Aid Society Investment Committee |

Maxwell Noll Investment Advisors
Form ADV-Part 2b
Supplemental Information

NOLL, MICHAEL BECKER, CPA
"MIKE"

President, CEO
Director
Certified Public Accountant

| | | |
|-----------|----------------|---|
| Born | | 1958 |
| Education | 1980 | The Colorado College BA-Business Administration |
| Licenses | | Series 7, 24, 28, 53, 66 Certified Public Accountant |
| | 1981-1983 | Arthur Young & Co. |
| | 1983-1990 | Outsourced comptroller/CFO for various companies in Dallas TX |
| | 1991-present | Michael B. Noll, CPA |
| | 2005-present | Maxwell Noll Investment Advisors Investment Advisor |
| Other | 1999 – present | Rotary International (Altadena) Past-President |
| | 2010 - present | Five Acres Planned Giving Committee Business Advisory Committee |

Maxwell Noll Investment Advisors
Form ADV-Part 2b
Supplemental Information

FITZHUGH, WILLIAM McPHERSON
"BILL"

Vice President, Marketing
Investment Advisor

Born

1966

Education

1990

University of Southern California
BS-Public Administration

Licenses

2008

Series 7, 65

Maxwell Noll Investment Advisors

MAXWELL NOLL INVESTMENT ADVISORS



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This brochure provides clients with information about Maxwell, Noll, Inc. and the managed account program. This information has not been approved or verified by any governmental authority.

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FORM ADV-Schedule H

TABLE OF CONTENTS

| <u>Subject</u> | <u>Page</u> |
|--|-------------|
| Wrap Fee Schedule | 19 |
| Selection of Portfolio Managers | 20 |
| Client Communications | 21 |
| Broker-Dealer Registration & Affiliations | 21 |
| Statement of Conflict of Interest | 22 |
| Privacy Statement | 24 |
| What You Should Know About Maxwell Noll Inc. | 26 |
| Statement of Investment Strategy | 26 |
| Statement of Ethics | 27 |

WRAP FEE SCHEDULE

Maxwell, Noll Inc. is the sponsor of a wrap fee program. A wrap fee is charged to the client for the management of portfolios which includes the commission charge and a management fee as follows:

Basic Fee Schedule:

| | |
|-------------------------------------|---|
| Cash and Equity Assets: | Annual Percentage: |
| Portfolio Value up to \$1,500,000 | 1.00 % |
| Value Over \$1,500,000 | .75 % |
| Value Over \$5,000,000 | As negotiated |
| | |
| Bonds: | |
| Corporate, Municipal US Govt Agency | .50 % |
| | |
| U.S. Treasury Bonds: | No fee, however a small transaction charge may be assessed for each purchase, sale or redemption. |
| | |
| Open-End Mutual Funds: | No fee |

Management fees are billed in advance on a quarterly basis on the client's contract year.

Additional charges for holding, transfer, and regulatory fees, custodial charges, and debit interest imposed by regulatory agencies or the custody firm, TD Ameritrade Institutional will be paid by the client.

Wrap fees portfolio management services. A \$8.95 fee will be charged per purchase or sale transaction. Fees do not include nominal charges for special services provided by the custodian such as regulatory fees.

Management fees are refundable on a pro-rata basis. A management agreement may be canceled by either the client or Maxwell, Noll Inc. with 14 days written notice. The client is provided with a written disclosure document at least 48 hours prior to entering into the management contract. If received concurrently with entering into management contract, client may terminate said agreement within 5 business days without penalty.

A fee-based account may result in higher cost than a similar transaction-based account, though cost may not be the only consideration in choosing a fee-based account. The Management Agreement contains important information regarding the services included in a fee-based account. Clients should periodically review their accounts to ensure a fee-based arrangement remains appropriate for their current situation.

SELECTION OF PORTFOLIO MANAGERS

Maxwell, Noll Inc., as sponsor of the wrap fee program, provides individual portfolio managers who are responsible for managing client portfolios. Selection of managers is based on education and experience. Managers are required to hold a principal's license and all applicable securities licenses with FINRA and applicable jurisdictions, as well as a minimum of five years experience managing portfolios in both the U.S. equity and bond markets. Managers must be proficient in adopting the Maxwell, Noll Inc. management philosophy and strategies to portfolio management, and be capable of teaching these concepts.

Managers are selected and reviewed by Michael B. Noll, President.

The officers of Maxwell, Noll Inc. are the portfolio managers of the wrap fee program:

H. Eugene Noll, Chairman and one of the founders of Maxwell, Noll Inc., has been managing portfolios since 1975. Educated at Purdue University with a B.S. degree in Engineering. Mr. Noll is a registered principal, holding Series 7 and 63 licenses. Mr. Noll is a member of the Los Angeles Association of Financial Analysts, and holds a life credential in banking and finance with the California Community College System.

Michael B. Noll, President & CEO, is a portfolio manager. Educated at The Colorado College with a B.A. degree in Business Administration, Mr. Noll is a practicing CPA. He holds Series 7, 24, 28, 53 and 66 licenses. He has been affiliated with Maxwell Noll since 2005.

William M. Fitzhugh, Vice President, is a portfolio co-manager. Educated at the University of Southern California with a B.S. in Public Administration, Mr. Fitzhugh is in charge of marketing and business development. He holds Series 7 and 63 licenses, and is a Certified Financial Analyst candidate. He joined Maxwell Noll in 2008.

Particular client accounts are not assigned to an individual manager, rather a manager may introduce a client to the firm and become the manager of that client's portfolio.

Reviews are made quarterly by the principals of Maxwell, Noll Investment Advisors. Such reviews are triggered by: 1) a change in client investment objectives, or 2) significant changes in any of the portfolio securities.

Reviewers are to adhere to the client's strategy and investment objectives, ignore market fluctuations and concentrate on security selection. Each client's portfolio is individually tailored to the needs and goals of the client and is measured according to the satisfaction of obtaining those goals over time. Each portfolio manager reviews these objectives annually with the client.

CLIENT COMMUNICATIONS

The portfolio manager is responsible for acquiring financial information about the client to comply with suitability and "know your customer" rules and to effect a written statement of portfolio objectives (Investment Policy Statement) as a part of the management agreement. Information about the client is updated regularly by the portfolio manager.

Clients receive immediate confirmations on any transaction, plus statements of the investment account provided by the custodian, TD Ameritrade Institutional, not less than quarterly. These statements provide information to the client of all transactions made in the client account, all income received, and change of net worth for the period.

An annual review of the client account is prepared by the portfolio manager and sent to the client for discussion. Written disclosure statements are offered to the client annually upon request. Clients are free to contact their portfolio manager and discuss their account at any time. Clients are invited and encouraged to attend events held by the portfolio managers on subjects pertaining to portfolio management theory and practice.

REGISTRATION AND AFFILIATIONS

Maxwell, Noll Investment Advisors is a registered investment advisor (California registration pending), a FINRA-registered broker-dealer, and a member of the MSRB (Municipal Securities Rulemaking Board) and SIPC (Securities Investor Protection Corp.).

Maxwell Noll participates in the TD Ameritrade Institutional program. TD Ameritrade Institutional is a division of TD Ameritrade Inc, a member of FINRA, SIPC and NFA. TD Ameritrade is an independent and unaffiliated SEC-registered broker-dealer. They offer independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Maxwell Noll Investment Advisors is serviced by the TD Ameritrade Institutional office located at 4075 Sorrento Valley Blvd., Suite A, San Diego, California 92121.

Maxwell Noll receives some benefits from TD Ameritrade through its participation in the program. Please see *Statement of Conflicts of Interest* for further details.

Maxwell Noll Investment Advisors engages in the business of wrap fee accounts in which fee are charged on client accounts held on a discretionary basis for compensation as portfolio manager. The transactions are effected through a broker-dealer (TD Ameritrade). Transaction fees are not included in the wrap fee. Regulatory, transfer, and special handling fees charged by regulatory agencies or the custodian firm are *not* included in the wrap fee.

Maxwell, Noll Investment Advisors generally provides wrap fee portfolio management services to individuals, family trusts, estates, non-profit organizations and qualified plans, including IRA's.

STATEMENT OF CONFLICTS OF INTEREST

MAXWELL NOLL INVESTMENT ADVISORS

In keeping with the philosophy of long-term objectives, the managers determine the suitability for clients and disclose the above possible conflicts of interest.

The management fee is based on the current value of assets under management. Generally, the portfolio manager has an incentive to maximize the amount of return in real dollars, since the fees would increase proportionately with a larger asset base. The wrap fee program may cost the client more or less than purchasing such services separately. The factors that bear upon the relative cost of the program may be the cost of commission transactions if provided separately and the number of trades per year.

The manager recommending a wrap fee program to the client receives compensation as a result of the client's participation in the program, and the compensation may be more than what the manager would receive if the client paid separately for investment advice, brokerage services and other services. Therefore, the manager may have a financial incentive to recommend the wrap fee program.

Maxwell, Noll Investment Advisors may recommend to client to buy or sell securities in which the firm, the officers, directors, employees or related persons has some financial interest. Disclosure is made of this possible conflict of interest. Policies and procedures are enforced to avoid such conflict of interest. No officers, directors or employees of Maxwell Noll Inc. currently sit on the Board of Directors of any publicly traded company.

Maxwell, Noll Investment Advisors policy on personal securities transactions on related accounts are as follows: All discretionary customer orders take precedence over orders for personal and related accounts. No personal transaction shall either precede or be contrary to (i.e., the opposite side of the trade, as in shorting the same security that a client purchased on the same day) any discretionary customer account transaction. Maxwell, Noll has internal procedures to monitor personal securities transactions such that in the event a personal security transaction has been executed before a discretionary customer transaction, on the same side, same day, and at a better price, then a cancel/correct shall be effected to give the customer the better price; and other procedures necessary to avoid conflict of interest are enforced by management.

Maxwell, Noll does not receive payment for order flow.

TD AMERITRADE INSTITUTIONAL

As disclosed above, Maxwell Noll Investment Advisors ("MNIA") participates in TD Ameritrade's institutional customer program and Advisor may recommend TD Ameritrade to clients for custody and brokerage services. There is no direct link between MNIA's participation in the program and the investment advice it gives to its clients, although MNIA receives economic benefits through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving Advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from Client accounts; access to an electronic communications network for Client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to MNIA by third party vendors. TD Ameritrade may also have paid for business consulting and professional services

received by MNIA's related persons. Some of the products and services made available by TD Ameritrade through the program may benefit MNIA but may not benefit its client accounts. These products or services may assist MNIA in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help MNIA manage and further develop its business enterprise. The benefits received by Advisor or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. As part of its fiduciary duties to clients, Maxwell Noll Investment Advisors endeavor at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by MNIA or its related persons in and of itself creates a potential conflict of interest and may indirectly influence the Advisor's choice of TD Ameritrade for custody and brokerage services.

Maxwell Noll Investment Advisors also receives from TD Ameritrade certain additional economic benefits ("Additional Services") that may or may not be offered to any other independent investment advisors participating in the program. Specifically, the Additional Services include Morningstar, Standard & Poor's and Value Line Publishing.

TD Ameritrade provides the Additional Services to MNIA in its sole discretion and at its own expense, and MNIA does not pay any fees to TD Ameritrade for the Additional Services. Maxwell Noll Investment Advisors and TD Ameritrade have entered into a separate agreement ("Additional Services Addendum") to govern the terms of the provision of the Additional Services.

Maxwell Noll Investment Advisors' receipt of Additional Services raises potential conflicts of interest. In providing Additional Services to MNIA, TD Ameritrade most likely considers the amount and profitability to TD Ameritrade of the assets in, and trades placed for, MNIA's client accounts maintained with TD Ameritrade. TD Ameritrade has the right to terminate the Additional Services Addendum with Maxwell Noll Investment Advisors, in its sole discretion, provided certain conditions are met. Consequently, in order to continue to obtain the Additional Services from TD Ameritrade, MNIA may have an incentive to recommend to its clients that the assets under management by MNIA be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade. Maxwell Noll Investment Advisors' receipt of Additional Services does not diminish its duty to act in the best interests of its clients, including to seek best execution of trades for client accounts.

PRIVACY NOTIFICATION

While obtaining personal information is essential to providing appropriate financial services, it's important that you know with whom we share all or a portion of this information with and why.

Gathering Information

We treat the information gathered about you in a confidential manner. We collect nonpublic personal, financial and health information from the information we receive from you. The sources and the information collected may include:

1. Information on applications and related forms, such as name, address, social security number, assets, and income (and medical information if applying for insurance)
2. Information regarding your transactions with us, such as products or services purchased, account balances, and payment history
3. Information from consumer reporting agencies, such as credit relationships
4. Information from your employer, association, or benefit plan sponsor, such as name, address, social security number, assets, and income

Sharing Information

We do not disclose any non-public personal information about you to anyone, except as required by law, and we do not sell your personal information to third parties. In the course of servicing your account, however, we may share previously described information about our customers with other unaffiliated service providers, such as insurance companies, mutual fund companies, banks, investment firms or service providers that provide account maintenance or customer service to your account.

Any information provided to accounting professionals, attorneys or financial institutions will only be granted after obtaining your written or verbal authorization.

Safeguarding Privacy

We maintain physical, electronic, and procedural safeguards concerning your non-public personal information to ensure we are complying with our own policy, industry practices, and state and federal regulations. If you decide to close your account(s) or become an inactive customer, we will continue to adhere to the privacy policies and practices described above.

WHAT YOU SHOULD KNOW ABOUT MAXWELL, NOLL

Maxwell, Noll Inc. was founded October 15, 1975 by J. Terry Maxwell and H. Eugene Noll. Both were Vice Presidents and top producing brokers at Bateman Eichler-Hill Richards, Inc., a leading Southern California brokerage firm.

Gene and Terry felt strongly that there was a need for a small size firm dedicated to serving clients on a professional level such as one might expect from his accountant, doctor or attorney. Having their own brokerage firm would allow them to serve clients without the large firm pressure to "churn" accounts or sell "products" such as junk bond funds, tax shelters, limited partnerships, annuities, etc. which are usually low quality, illiquid and unsuitable investments for most serious investors.

The winning philosophy at Maxwell, Noll has been to invest in quality. That is, invest for the long term in the best managed, highest quality large, medium and small size companies. These companies must have persistent and above-average growth of revenues and net profit; earn a high return on shareholder's equity and maintain reasonable debt ratios and a strong financial condition. When choosing fixed income securities, Maxwell, Noll invests in US Treasury bills, notes and bonds, the highest quality corporate and tax exempt bonds.

Gene's and Terry's "stock picking" expertise and investment skills were honed through years of teaching investments for the adult education departments of the Pasadena City College and California State University, Los Angeles, California. In 1979 they founded The Pacific School of Finance, a non-profit California educational organization dedicated to teaching the investment skills, knowledge and discipline required by a prudent person to manage his or her investment capital.

Many investors who attended the lectures and seminars requested Terry and Gene manage their investment portfolios using the skills and strategies taught in the seminars. In response to these requests, Maxwell, Noll formed a new division, Maxwell, Noll Investment Counsel (*now Maxwell Noll Investment Advisors*), an investment advisory firm. MNIA manages money for qualified retirement plans and IRA's, endowment funds, family trusts and individual accounts.

MNIA's annual management fee is 1% of equity value with lower rates beginning at \$1,500,000, 1/2 % on bonds and no fee on U.S. Treasury bonds. (See Annual Fee Schedule for details.) An \$8.95 fee is assessed for each purchase or sale transaction.

STATEMENT OF INVESTMENT STRATEGY

EQUITIES:

Your wealth in the stock market largely depends on the ability of management to make and execute good decisions. It is management, not the factories, stores or employees that lead a company (and its stock price) to persistent, above average growth, or to mediocrity or dismal failure. Our strategy is to seek out the best managed large, medium and small size companies.

Generally the best managed companies over the long term deliver persistent and above average compound growth of: cash flow per share, earnings per share, book value per share and sales (or revenues). These companies earn an above average return on shareholders equity and maintain reasonable long term debt ratios.

We identify good management by the company's performance in two vital areas:

1. *Financial Quality* - we use the combined ranking of Value Line Safety and Financial Strength and the Standard and Poor's Earnings and Dividend Rank. A vast amount of quality research is summarized in these 3 indicators. Generally our accepted range is 1A++A+ to 3B+B+.

2. *Management Quality* is our "grade point average" based on the number of years in the last 10 that "4 vital corporate signs" increased over the previous year. These are: cash flow per share, earnings per share, book value per share and sales (or revenues). If each of these increased every year for the last 10 years, a company would have a Management Quality of $(4 \times 10) / 10 = 4.0$. Generally our accepted range is 4.0 to 3.5.

We invest when the stock price represents a reasonable value and hold as long as the company meets the above criteria. Sell when the company fails to meet the above criteria.

Companies that represent "special situations" may also been included in portfolios. These may not meet the above criteria, but possess unique characteristics that we believe offer superior investment potential.

FIXED INCOME:

Generally we invest in U.S. Treasury securities and investment grade municipal and corporate bonds. We weigh maturities vs. the risk of inflation.

STATEMENT OF ETHICS

The client's interest must come first. To this end, Maxwell Noll has established guidelines concerning its employees' securities activities. When the purchase of a security is under active consideration for clients' accounts, no employee may purchase that security until after those client's purchases have been completed. Further, in the event of a sale, all client sales must be completed before any sales may be entered. No employee may place an order for his or her account which is contrary to the recommendation or, for discretionary accounts, a transaction. Specifically, no employee may sell for a security which is subject to a buy recommendation or transaction, or buy a security which is subject to a sell recommendation or transaction. All employee transactions must be placed after all client transactions have been executed. Further in the event that an employee purchases or sells a security recommended or subject to a transaction, the employee is not permitted to receive a price better than the clients receive. In the event that an employee transaction is executed at a better price, such employee transaction and, if applicable, client transactions, will be adjusted to give precedence to the client. All employees' securities transactions are reviewed on a daily basis to assure compliance with these guidelines. This review shall be conducted by the Compliance Officer or a Registered Principal other than the employee for whose account the transaction was effected.