



Weatherly Asset Management Firm Brochure

(Part 2A of Form ADV)

832 Camino Del Mar, Suite 4

Del Mar, California 92014

PHONE: (858) 259-4507

FAX: (858) 259-0782

WEBSITE: weatherlyassetmgt.com

EMAIL: carolyn@weatherlyassetmgt.com

Facebook.com/weatherlyassetmgt

<http://www.linkedin.com/company/weatherly-asset-management>

This brochure provides information about the qualifications and business practices of Weatherly Asset Management, a registered investment advisor. If you have any questions about the contents of this brochure, please contact us via phone at (858) 259-4507, or by email at carolyn@weatherlyassetmgt.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. Registration of an investment advisor does not imply a certain level of skill or training.

Additional information about Weatherly Asset Management is available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. Our Firm's number is 106935.

October 2012



Weatherly
Asset Management

Item 1 Weatherly Asset Management Plain English Brochure

Weatherly Asset Management (WAM) is pleased to provide you with our ADV Part 2 Brochure. This is an Advisory Practices Disclosure Statement, which contains important information about our business practices as well as a description of potential conflicts of interest relating to our advisory business which could affect your account with us. This Disclosure Statement applies to the investment activities of Weatherly Asset Management.

Weatherly Asset Management has one office, located at 832 Camino Del Mar, Suite 4, Del Mar, California 92014. The office Telephone number is (858) 259-4507, and the Fax number is (858) 259-0782. The website is weatherlyassetmgt.com. Weatherly Asset Management currently has 7 supervised professionals who work as a team alongside the founding partner, Carolyn Taylor. The Firm's highly experienced team of advisors holds degrees from top universities and certifications from leading professional organizations. More information regarding the Partners follows this introduction and detailed information is in Part 2B.

We are providing you with this material in accordance with Rule 204-3 of the Investment Advisers Act of 1940, which requires a registered advisor to provide a written disclosure statement upon entering into an advisory relationship. Any questions or future updates to this statement may be obtained by verbal request at our toll-free number (800) 967-9354 or written request to Carolyn Taylor, Senior Partner and Chief Compliance Officer via mail or e-mail to carolyn@weatherlyassetmgt.com.

Weatherly Asset Management is an Investment Advisor registered with the Securities Exchange Commission. This registration with the SEC does not imply a certain level of skill or training. Information regarding this can be found in the following pages and supplements.

Weatherly Asset Management has extremely strict policies, procedures and compliance guidelines. We maintain these strict guidelines and a Code of Ethics for all the partners and employees. They are designed to ensure that we, or persons associated with us, may not benefit directly or indirectly from transactions made for the accounts of clients and that no other conflict of interest exists. Weatherly Asset Management has imposed restrictions upon ourselves, or any person associated with us, in connection with the purchase or sale, directly or indirectly, for their own account or accounts controlled by them, of securities recommended to or purchased for clients.

Under the Advisors Act, an Investment Advisor is a fiduciary whose duty is to serve the best interests of its clients. This includes an obligation not to subrogate clients' interests to its own. Weatherly Asset Management practices fiduciary duty with great care, deals fairly with all clients and prospective clients, and seeks to avoid any potential conflict.

Weatherly Asset Management makes full disclosure of any material conflict or potential conflict in the plain English brochure. A potential client or an existing client may use this disclosure to make a fully informed decision and to evaluate Weatherly Asset Management's business practices and conflicts on an ongoing basis as well as being able to easily compare us to other advisors. The information gives our clients and prospective clients the critical ability to manage their relationship with Weatherly Asset Management, and their decision to retain Weatherly Asset Management as their advisor. A client or prospective client may also seek modifications to an investment advisory agreement to better protect themselves.



Item 2 Material Changes

As noted last year, the SEC requires all registered investment advisors under its supervision to disclose each year a summary of specific and significant changes that have occurred.

Pursuant to the SEC rules, the firm offers information about its qualifications and business practices to clients on at least an annual basis. The SEC has significantly revamped Part I of the Form ADV to include more in depth disclosures. The Firm's newly filed ADV Part I as well as Part 2A may be viewed at www.advisorinfo.sec.gov.

The only material changes in this October 2012 version of Part 2A are the following changes :

- Item 4: Assets Managed
- Item 5: Fees and Compensation: Other Fees
- Item 14.B Fidelity Wealth Advisors Solutions Program

Whenever you would like to receive a complete copy of our Firm Brochure (Part 2A) and Part 2B (detailed information regarding the Firm's Partners and Employees), please contact us at 858-259-4507 or visit our website.



Weatherly
Asset Management

Item 3 Table of Contents

Item 1	
WeatherlyAssetManagementPlainEnglishBrochureCoverPage.....	2
Item2	
MaterialChanges.....	3
Item3	
TableofContents.....	4
Item 4	
Advisory Business.....	6
FirmDescription.....	6
PrincipalOwners.....	6
TypesofAdvisoryServices.....	7
AssetsManaged.....	8
TailoredRelationships.....	8
InvestmentAdvisoryAgreement.....	8
AssetManagement.....	8
FinancialPlanning.....	9
TerminationofAgreement.....	9
Item5	
FeesandCompensation.....	9
Description.....	9
FeeBilling.....	10
OtherFees.....	11
ExpenseRatios.....	11
PastDueAccountsandTerminationofAgreement.....	11
Item 6	
Performance-Based Fees.....	12
SharingofCapitalGains.....	12
Item 7	
TypesofClients.....	12
Description.....	12
AccountMinimums.....	12
Item 8	
MethodsofAnalysis,InvestmentStrategiesandRiskofLoss.....	12
MethodsofAnalysis.....	12
InvestmentStrategies.....	13
RiskofLoss.....	13
Item 9	
Disciplinary Information.....	14
LegalandDisciplinary.....	14
Item 10	
Other Financial Industry Activities and Affiliations.....	14
Affiliations.....	14
Item 11	
CodeofEthics, Participation or Interest in Client Transactions and Personal Trading.....	16
CodeofEthics.....	16
ProhibitiononUseofInsiderInformation.....	17
ParticipationorInterestinClientTransactions.....	17
PersonalTrading.....	17



Item 12	
Brokerage Practices.....	17
Selecting Brokerage Firms.....	17
Best Execution.....	18
Soft Dollars.....	18
Order Aggregation.....	19
Item 13	
Review of Accounts.....	20
Periodic Reviews.....	20
Review Triggers.....	20
Regular Reports.....	21
Item 14	
Client Referrals and Other Compensation.....	21
Incoming Referrals.....	21
Referrals Out.....	22
Item 15	
Custody.....	22
Account Statements and Performance Reports.....	22
Item 16	
Investment Discretion.....	22
Discretionary Authority for Trading.....	22
Limited Power of Attorney.....	24
Item 17	
Voting Client Securities.....	24
Proxy Votes.....	24
Item 18	
Financial Information.....	25
Financial Condition.....	25
Item 20	
Business Continuity Plan.....	25
General.....	25
Disasters.....	26
Alternate Offices.....	26
Loss of Key Personnel.....	26
Item 21	
Information Security Program.....	26
Information Security.....	26
Privacy Notice.....	26



Item 4 Advisory Business

Firm Description

Weatherly Asset Management, founded in 1994, provides confidential investment management and personalized financial planning to individuals, pension and profit sharing plans, trusts, estates, charitable organizations and small businesses. Advice is provided through consultation with the client and may include portfolio management, determination of financial objectives, identification of financial problems, cash flow management, tax planning, insurance review, education funding, retirement planning and estate planning.

Weatherly Asset Management is strictly a fee-only wealth management firm. The firm does not sell annuities, insurance, stocks, bonds, mutual funds, limited partnerships, or other commissioned products. The firm is not affiliated with entities that sell financial products or securities. No commissions in any form are accepted. No finder's fees are ever accepted or paid out.

Investment advice is provided and is an integral part of financial planning. In addition, Weatherly Asset Management advises clients regarding cash flow, college planning, retirement planning, tax planning and estate planning.

Weatherly Asset Management does not act as a custodian of client assets. The client always maintains asset control at a third party custodian, broker/dealer such as Fidelity or Schwab. Weatherly Asset Management places trades for clients under a discretionary Investment Advisory Agreement.

A comprehensive evaluation of each client's initial situation involving statements of all investment assets, cash flow, other assets and liabilities, prior years' tax information is provided to the client, in person during a personalized, detailed meeting. Periodic reviews are also communicated to provide reminders of the specific courses of action that need to be taken. More frequent reviews occur but are not necessarily communicated to the client unless immediate changes are recommended.

Other professionals (e.g., Trust attorneys, business lawyers, accountants, tax and insurance specialists, charitable giving etc.) are engaged directly by the client on an as-needed basis. Weatherly Asset Management may make multiple referrals and helps orchestrate this team of professionals as appropriate. Conflicts of interest will be disclosed to the client in the unlikely event they should occur.

The initial meeting, which may be by telephone or face-to-face, is free of charge and is considered an exploratory interview to determine the extent to which financial planning and investment management may be beneficial to the client.

Principal Owners

Weatherly Asset Management is a Limited Partnership. Carolyn Person Taylor is a 99% stockholder and Weatherly Asset Management Inc. whose President is Carolyn Person Taylor, is a 1% stockholder.

Carolyn Person Taylor, Candise Holmlund, and Hazel Easton are Income Partners.



Weatherly
Asset Management

Types of Advisory Services

Weatherly Asset Management provides investment advisory services, also known as asset management services, usually on a discretionary basis to individuals, trusts, Traditional IRA, Rollover IRA, SEP IRA, Roth IRA, Non-deductible IRA, 401(k), pensions and profit sharing plans.

At Weatherly Asset Management, managing assets has been our core business since our founding in 1994. Weatherly Asset Management L.P. (Weatherly Asset Management) is the investment advisory division of Weatherly Asset Management, Inc., a California Corporation. Based in California, our office is at 832 Camino Del Mar, Suite 4, Del Mar, California 92014. We are an independent, woman-owned firm and have earned a national reputation as an SEC registered investment advisor dedicated to providing high quality, innovative investment services to a variety of high-net-worth individuals, trusts, estates, charitable organizations, pension and profit sharing plans, corporations, other business entities and institutional clients. Our business focus is comprehensive wealth management, offering our clients expertise in equity, fixed income and balanced portfolio management. Advice on long- and short-term strategies is provided through consultation with the client. Advice is not limited to, but may include, determination of financial objectives, identification of financial problems, cash flow management, education funding, retirement planning, and estate planning.

On more than an occasional basis, Weatherly Asset Management furnishes advice to clients on matters not involving securities, such as financial planning matters, taxation issues, and trust services that often include estate planning.

The equity style is primarily mid- to large-cap core. Initially we take a top-down macro-economic view in order to identify areas of opportunity and areas of risk. With this macro view, we then take a bottom-up approach, utilizing fundamental research and relative valuations amongst peers, in order to identify attractive companies for investment. More specifically, we search for equities with strong fundamentals selling at reasonable prices at which intelligent investors with a reasonable time horizon would be interested in buying. We also look for stocks that have the potential to generate strong returns independent of the broader market. While we principally use individual equities, select Exchange Traded Funds and No-Load Mutual Funds are utilized as appropriate.

Fixed income investments follow three broad investment criteria, all with a focus on high-quality, intermediate-maturity securities. Maturities are actively managed based on the trend in interest rates utilizing a battery of quantitative models. Sector enhancement is an integral part of the portfolio strategy focusing on those sectors offering value. Once attractive sectors are identified, Weatherly Asset Management scrutinizes available positions in an effort to locate the most compelling individual value within that sector.

In addition to monthly statements provided to the client by the custodian, Weatherly Asset Management provides quarterly client performance reports. Weatherly Asset Management also provides a market commentary in our quarterly newsletter, the "Weather(ly) Report", highlighting domestic and global events, specific market and investment activities, as well as insight to overall portfolio holdings and activities, and remarkable financial planning or tax issues.

Weatherly Asset Management manages all of our clients' portfolios with a team approach. Weatherly Asset Management's team of professionals is prepared to handle all inquiries related to specific transactions within accounts, overall market outlook or re-evaluation of individual client needs.

Weatherly Asset Management's education and business standards for the Weatherly team members providing service to the clients are premier in the industry. Members of the Weatherly team offering advice must have at least a college education and a



Weatherly
Asset Management

minimum of two years' experience in investment management, securities analysis or a related field. This team is overseen by the principal partners who have over fifty years of combined industry experience.

Assets Managed

As of September 30, 2012, Weatherly Asset Management manages approximately \$371,800,068 in assets for approximately 238 relationships. Approximately \$361,275,114 is managed on a discretionary basis, and \$10,524,954 is managed on a non-discretionary basis.

Tailored Relationships

Investment Advisory Agreements are created that reflect the stated goals and objective for each portfolio.

These goals and objectives for each client are documented in our client portfolio management system.

Clients may impose restrictions on investing in certain securities or types of securities.

These restrictions are noted and flagged in the portfolio management system.

Agreements may not be assigned without client consent.

Investment Advisory Agreement

Weatherly Asset Management has an Investment Advisory Agreement (IAA) that defines the client relationship. The terms of the arrangement are detailed in each clients signed IAA.

Weatherly Asset Management performs due diligence on a prospect, and urges the prospect to perform due diligence on Weatherly Asset Management and the personnel. The services provided include investment management (including performance reporting), cash flow management, insurance review; education planning, retirement planning, estate planning; and tax guidance, as well as the implementation of recommendations within each area.

In most cases a face-to-face meeting occurs prior to either party signing the Investment Advisory Agreement. Occasionally this initial meeting is on the phone. At these meetings the answer to all questions are documented, and valid picture identification is requested. Telephonic, electronic, webex, and e-mail exchange of documents may also occur.

Upon the decision of the client to select Weatherly Asset Management as their advisor, the IAA is signed by both parties for each account opened. Appended to the IAA are guidelines describing the chosen investment strategy for that specific account after Weatherly Asset Management's analysis of the client's unique personal demographics, economic situation, specific goals and risk aversion. All aspects of the client's financial affairs are reviewed, often including other family members such as their children, parents or siblings.

Realistic and measurable goals are set and objectives to reach those goals are defined. As goals and objectives change over time, suggestions are made and implemented on an ongoing basis.

Although the Investment Advisory Agreement is an ongoing agreement, adjustments are occasionally required.

The investment strategy and risk factors are explained on the next pages.

Asset Management

Stocks and bonds may be purchased or sold through a brokerage account when appropriate. The brokerage firm charges a commission for stock and some bond trades. Weatherly Asset Management does not receive any compensation, in any form, from fund companies or custodians.

Investments may also include: equities (stocks), warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, investment company



Weatherly
Asset Management

securities (variable life insurance, variable annuities, and mutual funds shares), U. S. government securities, options contracts, futures contracts, and interests in partnerships. Initial public offerings (IPOs) are also available through Weatherly Asset Management for certain clients, as appropriate.

Assets may also be invested primarily in no-load or low-load mutual funds and exchange-traded funds, usually through discount brokers or fund companies. Fund companies charge each fund shareholder an investment management fee that is disclosed in the fund prospectus. Discount brokerages may charge a transaction fee for the purchase of some funds.

Financial Planning

As appropriate, a financial plan may be designed to help the client with all aspects of financial planning complemented by ongoing investment management.

The financial plan may include, but is not limited to:

- a net worth statement
- a cash flow statement
- a review of investment accounts, including reviewing asset allocation and providing repositioning recommendations
- a review of retirement accounts and recommendations for changes
- one or more retirement scenarios, if appropriate
- a review of insurance policies and recommendations for changes
- estate planning review and recommendations
- education planning with funding recommendations
- strategic tax planning

Detailed investment advice and specific recommendations are usually provided as part of a financial plan. These recommendations are discussed with the client in general and appropriately implemented with discretion by Weatherly Asset Management.

There is no additional fee for a financial plan. In the event that the client's situation is substantially different than disclosed for the initial financial plan, a revised plan will be provided as appropriate.

Termination of Agreement

The client or the investment manager may terminate an Agreement by written notice to the other party at any time. At termination, fees will be billed on a pro rata basis for the portion of the quarter completed, and the pro-rated remainder will be refunded. The portfolio value at the completion of the prior full billing quarter is used as the basis for the fee computation, adjusted for the number of days during the billing quarter prior to termination.

Item 5 Fees and Compensation

Description

Weatherly Asset Management bases its fees on a percentage of assets under management or assets under advisement. All fees are agreed to in writing, by signing the Investment Advisory Agreement, before any services are performed.

Investment management fees are billed quarterly in advance, meaning that we invoice the client based on the beginning market value. Payment in full is expected upon invoice presentation and is typically deducted directly from the clients' account and the invoice is included in their quarterly statement. The client must provide written consent in advance to direct debiting of their investment account for advisory services. Such consent is provided by signing the Investment Advisory Agreement which includes a complete, appropriate fee schedule.



Weatherly
Asset Management

Due to the unique nature and needs of certain clients, Weatherly Asset Management may provide specially designed services for a fixed fee. The fee is based on the comprehensive family office services provided by an experienced management team, which include but are not limited to: Estate, Wealth and Philanthropic Planning; Wealth Transfer Guidance; Risk Management; Investment Management; Tax Planning; Cash Flow Analysis; Monitoring and Advice on outside assets.

All fees are negotiable. Weatherly Asset Management reserves the right to increase or decrease the rate or amount of the fee with a client. Weatherly Asset Management, in its sole discretion, may waive its minimum fee and/or charge a lesser investment advisory fee based upon certain criteria (e.g., historical relationship, type of assets, anticipated future earning capacity, anticipated future additional assets, dollar amounts of assets to be managed, related accounts, account composition, negotiations with clients, etc.).

Fee Billing

The annual Investment Advisory Agreement fee (payable quarterly, in advance) is based on a percentage of the assets under management according to the following schedules:

For equity securities that are being held for permanent investment

1.0% of the first \$500,000;

0.875% of the next \$2,000,000 (from \$500,001 to 2,500,000); and

0.75% of the next \$2,500,000. (from \$2,500,001 to \$5M)

0.50% of the balance.

For fixed income securities that are being held for permanent investment

0.50% of the first \$10 million;

0.30% of the next \$40 million (from \$10,000,001 to \$50M) and

0.20% of the next \$50 million (from \$50,000,001 to \$100,000,000)

0.15% of the next \$100 million.

For cash and corporate cash accounts investing in fixed income securities with significant liquidity needs the annual charge for assets in the account is:

0.20% of the first \$25 million of market value,

0.15% of the next \$25 million, and

0.10% on the balance.

Certain clients also hold annuities. From time to time these clients request that Weatherly Asset Management reviews these annuities for fees, performance, investment holdings, asset allocation, surrender dates, and any tax implications. If the annuities are held at Fidelity, and Weatherly Asset Management becomes proactively involved in ongoing reviews and asset allocation the annual charge (payable quarterly in advance) for the assets in the annuity account is:

0.25% of market value.

Fees may be negotiated for large institutional accounts in special circumstances. For such accounts a performance fee may apply, as permitted by State laws and by Rule 205-3 under the Investment Advisers Act of 1940.

Weatherly also charges for Assets Under Advisement. Assets Under Management includes all investment assets under discretion of Weatherly Asset Management. Assets Under Advisement includes client investment assets not under discretion of Weatherly Asset Management. Weatherly Asset Management provides ongoing advisement, continuous monitoring and periodic reporting on all Assets Under Management or Assets Under Advisement. Assets excluded from either Management or Advisement will not be subject to ongoing advisement, monitoring or reporting.

The annual charge (payable quarterly) for Assets Under Weatherly Asset Management Advisement (whether in equities, cash or fixed income securities) is:

0.20% of market value,



Weatherly
Asset Management

The minimum fee for Assets Under Advisement is \$2,500 per quarter, in advance.

Depending on the services required a flat fee may be applied, as appropriate.

If a client has chosen a custodian to hold assets in an account under the advisement of Weatherly Asset Management the client shall pay the custodian's fees and charges including fees for "sweeping" cash into money market mutual funds or other pooled investments managed by the custodian. Under such circumstances, the custodian shall be solely responsible for the investments in such "sweep" accounts.

Weatherly Asset Management will usually invest client accounts with less than \$250,000 in equity, fixed income or other mutual funds or pooled investments, such as exchange traded funds. In such cases, Weatherly Asset Management will receive a fee of:

1.0% per annum of assets under supervision for equity investments and

0.50% per annum for assets under supervision for fixed income.

Such investments will be made by Weatherly Asset Management (on a discretionary basis) after taking into account client investment objectives, considerations of portfolio diversification, client's time horizon, safety, yield and alternative investments. Such accounts will also incur the management fees charged to the mutual funds or other pooled investments by the respective investment advisers for the mutual funds or other pooled investments in which these accounts are invested.

Accounts with special investment guidelines (e.g. quasi passive, self-liquidating) will be charged differently based on the nature of services rendered. In addition, under certain circumstances, not-for-profits may be charged an adjusted fee.

Other Fees

Under the Fidelity Wealth Advisor Solutions program (WAS), Weatherly pays Strategic Advisors Inc. (SAI) a referral fee for each referral received. This referral fee is paid by WAM to SAI. All new clients who are referred to WAM under this program after November 1, 2012 will be charged a separate administrative annual fee (payable quarterly) of 0.20 percent of the market value, payable in advance and calculated on the total Assets Under Management on the last day of the previous quarter. This fee is in addition to the IA Fees referenced in fee billing above. This fee stops after the client has been utilizing WAM's services for seven (7) years.

Clients may also incur other fees such as transaction fees, custodian fees and mutual fund fees, although Weatherly Asset Management will typically recommend no-load funds. These are discussed in the Brokerage section.

Custodians may charge transaction fees on purchases or sales of certain mutual funds and exchange-traded funds. These transaction charges are usually small and incidental to the purchase or sale of a security. The selection of the security is more important than the nominal fee that the custodian charges to buy or sell the security.

Expense Ratios

Mutual funds generally charge a management fee for their services as investment managers. The management fee is called an expense ratio. For example, an expense ratio of 0.50 means that the mutual fund company charges 0.5% for their services.

These fees are in addition to the fees paid by you to Weatherly Asset Management.

Performance figures quoted by mutual fund companies in various publications are after their fees have been deducted.

Past Due Accounts and Termination of Agreement

Weatherly Asset Management reserves the right to stop work on any account that is more than 90 days overdue. In addition, Weatherly Asset Management reserves the right to terminate any engagement where a client has willfully concealed or has refused to provide pertinent information about financial situations when necessary and



Weatherly
Asset Management

appropriate, in Weatherly Asset Management's judgment, to providing proper financial advice.

Item 6 Performance-Based Fees

Sharing of Capital Gains

Weatherly Asset Management chooses not to use a performance-based fee structure because of the potential conflict of interest. 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.

Fees are not based on a share of the capital gains or capital appreciation of managed securities.

Item 7 Types of Clients

Description

Weatherly Asset Management generally provides investment advice to individuals, pension and profit sharing plans, trusts, estates, or charitable organizations, corporations or business entities, banks or thrift institutions, investment companies or other institutional clients.

Client relationships vary in scope and length of service.

Account Minimums

The minimum account size is \$1,000,000.00 of assets under management, which equates to an annual fee of \$7,500.00 if the account is managed with a target asset allocation of 50% Equity and 50% Fixed Income for example.

Weatherly Asset Management has the discretion to waive the account minimum. Accounts of less than \$1,000,000.00 may be set up when the client and the advisor anticipate the client will add additional funds to the accounts within a reasonable time. Other exceptions will apply to employees of Weatherly Asset Management and their relatives, or relatives of existing clients.

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

Methods of Analysis

Security analysis methods may include charting, fundamental analysis, technical analysis, and cyclical analysis.

We glean our information from a number of sources including direct company contact, conferences, webinars, financial newspapers and magazines, inspection of corporate activities, research material prepared by others, annual reports, prospectuses, regulatory filings and filings with the SEC, corporate rating services and company press releases. Additional sources of research information may include but are not limited to trade journals, discussions and meetings with security analysts, internal and external research reports, statistical analysis and material and interviews with outside consultants and, analysts and personal assessment of financial consequences of world events derived from general or specific material depending on the particular circumstances.

The nature of the research services provided by the prime broker is supplemental to Weatherly Asset Management's research. Research services furnished by a broker through which Weatherly Asset Management effects transactions are used to the benefit



Weatherly
Asset Management

of all its clients and not solely for the benefit of the particular client whose transactions were effected by the providing broker.

Other sources of information that Weatherly Asset Management may use include Bloomberg, Fidelity, Charles Schwab, and the World Wide Web.

Investment Strategies

Weatherly Asset Management employs a range of investment strategies to implement the advice we give to clients including long-term purchases, short-term purchases, trading, short sales, margin transactions, option strategies including writing covered options. Weatherly Asset Management offers discretionary advice on the following:

- Equity Securities
- Exchange listed securities
- Securities traded over the counter
- Foreign issuers (ADRs, EDRs and GDRs)
- Warrant
- Rights
- Restricted Shares
- Commercial paper
- U. S. Corporate Debt and non-dollar bonds
- United State Government securities
- Certificates of deposit
- Municipal securities
- Investment Company securities
- Mutual fund shares
- Interests in partnerships
- Structured Notes
- Option contracts on securities and commodities
- Futures contracts on tangibles
- Mortgage related and other asset backed securities
- Collateralized debt and mortgage obligations
- Private placements

As financial markets and products evolve, Weatherly Asset Management may invest in other instruments or securities, whether currently existing or developed in the future, when consistent or appropriate.

The investment strategy for a specific client is based upon the objectives stated by the client during consultations. The client may change these objectives at any time, but the intent is to be appropriate for the stated time horizon. Each client executes an Investment Advisory Agreement that documents their objectives and their desired investment strategy appropriate for a specific portfolio.

Other strategies may include long-term purchases, short-term purchases, trading, short sales, margin transactions, and option writing (including covered options, uncovered options or spreading strategies).

Risk of Loss

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Investors face the following investment risks:

Interest-rate Risk: Fluctuations in interest rates may cause investment prices to fluctuate on fixed income investments. For example, when interest rates rise, price on existing bonds become less attractive, causing their market values to decline.



Weatherly
Asset Management

Market Risk: The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic and social conditions may trigger market risks.

Inflation Risk: When any type of inflation is present, a dollar today will not buy as much as a dollar in the future, because purchasing power is eroding at the rate of inflation.

Currency Risk: Overseas investments are subject to fluctuations in the value of the dollar against the currency of the investment's originating country. This is also referred to as exchange rate risk.

Reinvestment Risk: This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e. interest rate). This primarily relates to fixed income securities.

Business Risk: These risks are associated with a particular industry or a particular company within an industry. For example, oil-drilling companies depend on finding oil and then refining it, a lengthy process, before they can generate a profit. They carry a higher risk of profitability than an electric company, which generates its income from a steady stream of customers who buy electricity no matter what the economic environment is like.

Liquidity Risk: Liquidity is the ability to readily convert an investment into cash. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties generally are less liquid.

Financial Risk: Excessive borrowing to finance a business' operations increases the risk of profitability, because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

Item 9 Disciplinary Information

Legal and Disciplinary

The firm and its employees have not been involved in legal or disciplinary events related to past or present investment clients.

Item 10 Other Financial Industry Activities and Affiliations

Affiliations

Weatherly Asset Management strives to avoid potential conflicts of interest.

More specifically the Firm and its employees:

- Are not registered as a broker-dealer

- Are not affiliated as a registered representative or associated person of a broker-dealer or other security entity.

- Do not have economic relationships or arrangements with any other related persons or entities that are material to its advisory business.

Weatherly Asset Management's primary broker is Fidelity Brokerage Services LLC. Weatherly Asset Management has entered into a participation agreement with its prime broker and affiliate of the prime broker (collectively, "Fidelity") pursuant to which, when Fidelity elects to do so, information about Weatherly Asset Management's investment



Weatherly
Asset Management

advisory services is made available to high net worth investors. Fidelity developed the Fidelity Wealth Advisor Solutions referral program ("WAS Program").

Fidelity exercises its unsupervised discretion in determining when and to whom to provide information about Weatherly Asset Management. If a party receiving information through the WAS Program about Weatherly Asset Management elects to retain Weatherly Asset Management as an adviser, Weatherly Asset Management alone is responsible for the management of that client's account. Any clients developed through the WAS Program pay advisory fees and brokerage charges based on the same rates as that of Weatherly Asset Management's other, comparable clients.

Because Fidelity is the prime broker for Weatherly Asset Management accounts, a significant portion of the brokerage services for these accounts is performed by Fidelity. To the extent that Weatherly Asset Management's assets under management grows, whether from accounts developed through the Program or otherwise, it is reasonable to expect that Fidelity's Brokerage services for Weatherly Asset Management accounts and commissions charged will also grow. Fidelity is only used for brokerage services when Weatherly Asset Management believes that the use of Fidelity meets the best execution standard.

Weatherly Asset Management regularly reviews the prime broker's commissions to assure they are competitive and meet the best execution standards.

Weatherly Asset Management has a small ownership interest (less than 10%) in the parent company forming National Advisors Trust Company (NATC). The trust company intends to provide a low cost alternative to traditional trust service providers. When appropriate, Weatherly Asset Management intends to refer clients to the trust company for trust services. Because Weatherly Asset Management has an interest in the parent, fees earned by the trust company will accrue indirectly to the benefit of Weatherly Asset Management. Clients of Weatherly Asset Management who are recommended to the trust company should take this conflict of interest into account before retaining the trust company. Weatherly Asset Management clients may choose to use other institutional fiduciaries and still retain Weatherly Asset Management to provide investment advisory services.

Weatherly Asset Management ("Weatherly Asset Management") receives client referrals from Hewitt Financial Services LLC ("Hewitt") through Weatherly Asset Management's participation in Hewitt Advisor Connection TM ("the Service"). The Service is designed to help investors find independent investment advisors. Hewitt is a registered investment adviser and broker-dealer independent of and unaffiliated with Weatherly Asset Management. Hewitt does not supervise Advisor and has no responsibility for Weatherly Asset Management's management of clients' portfolios or Advisor's other advice or services. Weatherly Asset Management pays Hewitt fees to receive client referrals through the Service. Weatherly Asset Management's participation in the Service may raise potential conflicts of interest described below.

Weatherly Asset Management pays Hewitt a participation fee on all referred clients' accounts that are maintained in custody through one or more broker-dealers maintaining a fee-sharing relationship with Hewitt and a separate fee on all accounts that are maintained at, or transferred to, another custodian. The participation fee paid by Weatherly Asset Management includes a percentage of the fees the client owes to Weatherly Asset Management and an annual retainer. Weatherly Asset Management pays Hewitt the participation fee for so long as the referred client's account remains in custody at TD Ameritrade. The part of the participation fee based on the fees the client owes to Weatherly Asset Management is billed to Weatherly Asset Management quarterly and may be increased, decreased or waived by Hewitt from time to time. The



Weatherly
Asset Management

Participation Fee is paid by Weatherly Asset Management and not by the client. Weatherly Asset Management has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs Weatherly Asset Management charges clients with similar portfolios who were not referred through the Service.

For accounts of Weatherly Asset Management's clients maintained in custody at broker-dealers having a fee sharing relationship with Hewitt, Hewitt will not charge the client separately for custody but will receive compensation indirectly from Weatherly Asset Management's clients in the form of commissions or other transaction-related compensation on securities trades executed through this participating broker-dealer. Weatherly Asset Management acknowledges its duty to seek best execution of trades for client accounts. Trades for client accounts held in custody through Hewitt's arrangements with third party broker-dealers may be executed through a different broker-dealer than trades for Weatherly Asset Management's other clients. Thus, trades for accounts custodied through these broker-dealers may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

Weatherly Asset Management generally pays Hewitt a separate fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from broker-dealers having fee sharing agreements with Hewitt. This separate fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Hewitt. The fee is higher than the participation fees Advisor generally would pay in a single year. Thus, Weatherly Asset Management will have an incentive to recommend that client accounts be held in custody through broker-dealers having fee sharing agreements with Hewitt.

Item 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Code of Ethics

As a fiduciary, Weatherly Asset Management and its employees maintain an on-going commitment to act solely in the best interest of its clients. The employees of Weatherly Asset Management have committed to a Code of Ethics. The key components include:

- Clients will be placed ahead of the Firm's or any employee's own investment interests

- Employees are expected to conduct themselves with the utmost integrity

- Employees will not take inappropriate advantage of the position with the Firm.

- Employees are expected to conduct their personal securities transactions in accordance with the Personal Securities Transactions section on the Code of Ethics.

- Employees are expected to exercise due diligence and care in maintaining and protecting its clients non-public and confidential information.

- Employees are expected to comply with federal and applicable state securities laws and to promptly report violations to the Firm's Chief Compliance Officer.

- Employees not in observance of the Code of Ethics will be subject to disciplinary action.

The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.



Prohibition on Use of Insider Information

Weatherly Asset Management has adopted policies and procedures to prevent the misuse of “insider” information (material, non-public information). A copy of such policies and procedures is available to any person upon request.

Participation or Interest in Client Transactions

Weatherly Asset Management and its employees may buy or sell securities that are also held by clients. Employees may not trade their own securities ahead of client trades. Employees comply with the provisions of the Weatherly Asset Management *Compliance Manual*.

Personal Trading

The Chief Compliance Officer (CCO) of Weatherly Asset Management is Carolyn Person Taylor. She reviews all employee trades each quarter. Her trades are reviewed by the Weatherly Investment Committee. The personal trading reviews ensure that the personal trading of employees does not affect the markets, and that clients of the firm receive preferential treatment.

The personnel of Weatherly Asset Management are subject to a variety of restrictions on their personal securities transactions. Weatherly Asset Management has established strict standards, policies and procedures, and is enforcing the highest ethical and fiduciary standards and full compliance with the laws. Weatherly has named its Senior Partner, Carolyn Person Taylor, as Chief Compliance Officer (CCO), and has established a Compliance Committee to see that all policies and procedures are strictly enforced for both supervised and access persons. This includes, but is not limited to, the supervised and access persons furnishing an annual securities report and complete securities transaction reports 30 days after the end of each quarter.

Except in extraordinary circumstances all employees are required to maintain their accounts in Weatherly Asset Management's Portfolio Management System or at Fidelity with co-access. The Company prohibits personal trading in a security during any period in which the Firm is actively considering purchasing or selling the security for clients or allocating trades to employees on block trades or in same day trading at a better price than clients', or when clients' orders have not been filled.

Pre-clearance of trades by access persons is required. Access persons shall obtain advance permission from the Chief Compliance Officer for all reportable trades including individual stocks, investing in an initial public offering (IPO) or a private placement.

No counter order in a security for an access person will be entered on the same day after a transaction is executed in such security for a client.

If, as a result of intervening circumstances, a client order is entered in the same security on the same day after an order has been executed for an access person, a contemporaneous informal memorandum shall be written on the back of the order ticket noting the intervening facts leading to the subsequent client order (e.g. additional money received after the access person purchase generating a subsequent client purchase; a client's request for cash after an insider sale generating a subsequent client sale).

Item 12 Brokerage Practices

Selecting Brokerage Firms

Weatherly Asset Management does not have any affiliation with product sales firms. Specific custodian recommendations are made to Clients based on their need for such services. Weatherly Asset Management recommends custodians based on the proven



Weatherly
Asset Management

integrity and financial responsibility of the firm and the best execution of orders at reasonable commission rates.

Weatherly Asset Management recommends brokerage firms and trust companies (qualified custodians), such as Fidelity, Schwab, NATC. Weatherly Asset Management does not receive fees or commissions from any of these arrangements.

Best Execution

Weatherly Asset Management reviews the execution of trades at each custodian each quarter. The review is documented in the Weatherly Asset Management *Compliance Manual*. Trading fees charged by the custodians is also reviewed on a quarterly basis. Weatherly Asset Management does not receive any portion of the trading fees.

Soft Dollars

Weatherly Asset Management is a participant of the Wealth Advisor Services (WAS) program provided by Fidelity. All clients benefit from this as it reduces the firm's overall expenses.

The selection of other custodians such as Charles Schwab & Company or NATC as a custodian for clients is not affected by this decision.

Weatherly Asset Management receives copies of client materials such as the prime broker's statements, confirmations, and proxy material, in addition to access to such information on-line and via automated feed. If the prime broker were not providing these services, Weatherly Asset Management might have to incur additional costs to secure such services for its clients.

When executing any trades, Weatherly Asset Management's primary goal is best price and execution. Weatherly Asset Management believes the use of "soft dollars" compromises that objective.

When Weatherly Asset Management does not have the authority to determine which broker or dealer shall effect a transaction for a clients' account because the client has a brokerage direction in place, Weatherly Asset Management is unable to assure that the client receives best price and execution. In such cases the client's account generally does not join in block trades and may incur higher commissions. In addition such client is generally precluded from participating in primary and secondary public offerings, when made available to Weatherly Asset Management.

Weatherly Asset Management uses many brokers in addition to Fidelity. It selects such brokers on the basis of best price (including commissions) and execution capability. Appraisal of a broker's execution capability may include such factors as capital depth, market access, transaction, settlement, and confirmation and account statement practices. Weatherly Asset Management reviews brokerage services provided to its clients on a regular basis to assure they receive the best execution.

In most instances, brokerage will be provided by Weatherly Asset Management's prime broker, Fidelity. The prime broker may charge commissions in excess of that which another broker might have charged for the same transaction in recognition of the value of brokerage or research services provided by that broker. These commissions are monitored closely and are at market rates. Among the services provided are analyses and reports regarding securities, securities markets and the economy; published on-line statistical or quotation services, and data processing services used in portfolio research and modeling and allocation of trades among clients' accounts, as well as monitoring clients' investment restrictions is defrayed by broker-dealers with which Weatherly Asset Management effects securities transactions.

The nature of the research services provided by the prime broker is supplemental to Weatherly Asset Management's research. Research services furnished by a broker through which Weatherly Asset Management effects transactions are used to the benefit



of all its clients and not solely for the benefit of the particular client whose transactions were effected by the providing broker.

Weatherly Asset Management believes that these procedures are reasonable and in compliance with applicable regulatory guidelines. The staff of the Securities and Exchange Commission (SEC) require disclosure that the use of "soft dollars" for payment of goods and services which are used in part for the benefit of clients and in part for the Advisor's internal purposes (so-called "mixed use" allocations) constitutes a potential conflict of interest. All clients are informed that the services provided by such brokers and dealers enhance Weatherly Asset Management's capabilities generally and may at times not be used for the benefit of the particular account which paid the brokerage commissions for such services.

Order Aggregation

Weatherly Asset Management has adopted the following policies and procedures related to the fair allocation of investment opportunities. These policies are designed to help ensure that each client receives fair and equitable treatment in the investment process:

Investment ideas and/or research analyst's recommendations are equally disseminated among all appropriate investment professionals responsible for selecting investments

Transactions in the same security on behalf of more than one client are aggregated to facilitate best execution and to reduce brokerage commissions and/or other costs.

When orders cannot be aggregated we employ a process that is fair and objective

Weatherly Asset Management, in its sole discretion, may elect to combine or "bunch" an order entered for a client with other orders entered for the same security for other clients of Weatherly Asset Management to secure certain efficiencies and results with respect to execution, clearance and settlement of such orders. Weatherly Asset Management, in its discretion, may use the average price at which a security is bought or sold when a bunched order is executed at different prices, or when two or more orders from the same security are entered at approximately the same time and are executed at different prices. In some instances bunching or price averaging may adversely affect the price paid or received by a particular account or the number of shares of a security bought or sold for a particular account.

Weatherly Asset Management generally has the authority to determine which broker or dealer shall effect transactions for such accounts and the commission rates at which such transactions are effected. Unless otherwise instructed by clients to execute trades through certain brokers or dealers, Weatherly Asset Management will select brokers and dealers to effect transactions in client accounts. When Weatherly Asset Management places orders for the purchase or sale of portfolio securities for a client's account, it uses reasonable efforts in seeking best combination of price and execution while selecting brokers or dealers, including Fidelity, to execute such orders. As an investment advisor, Weatherly Asset Management has a fiduciary duty to its clients, so it uses Fidelity as prime broker when the goal of best price and execution is not compromised. In selecting a broker or dealer to execute a particular transaction, Weatherly Asset Management need not solicit competitive bids, and shall have no obligation to seek the lowest available commission cost so long as Weatherly Asset Management determines that the commission cost is reasonable in relation to the total quality and reliability of the brokerage and research services made available to Weatherly Asset Management for the benefit of its clients. Weatherly Asset Management regularly reviews the prime



Weatherly
Asset Management

broker's commissions to assure they are competitive and meet the best execution standards.

Item 13 Review of Accounts

Periodic Reviews

Weatherly Asset Management reviews client accounts daily. The daily reviews focus on performance, risk levels and diversification. Generally, trading activity is reviewed daily for execution price, trading activity and conflicts of interest.

Weatherly Asset Management meets with clients periodically, as requested, to review such clients' accounts and overall investment strategy.

The number of investment advisory accounts supervised by the portfolio manager will vary, depending on the size of particular accounts, activity and liquidity needs of those accounts and the manager's capacity to handle additional accounts. Presently, based on the experience of the portfolio manager, the portfolio managers are not restricting new accounts.

Weatherly Asset Management has daily internal controls in place to constantly monitor, verify and reconcile all clients' accounts custodied at a qualified custodian. In addition to our clients receiving monthly statements directly from the custodian, clients receive a quarterly appraisal and performance report from Weatherly Asset Management.

These appraisal reports summarize cash, security positions, activity, and the current performance versus benchmark of each account. Under the amended Rule 206(4)-2 of the Investment Advisors Act of 1940 regarding custody of client funds, Weatherly Asset Management suggests, not only verbally that the client compares the custodial statements and the Weatherly Asset Management statements on a regular basis, but also has this suggestion printed on the quarterly appraisal summary page. Under the same Rule Weatherly Asset Management has determined we are not subject to the annual surprise audit.

From time to time an error may occur when submitting a trade order on a client's behalf. When this occurs, Weatherly Asset Management may place a correcting trade with the broker-dealer which has custody of the account. If an investment gain results from the correcting trade, the gain will remain in the client's account unless the same error involved other client account(s) that should have received the gain, it is not permissible for you to retain the gain, or we confer with you and you decide to forego the gain (e.g. due to tax reasons). If the gain does not remain in your account the custodian may donate the amount of any gain \$100 or over to charity.

If a loss occurs greater than \$100.00 Weatherly Asset Management will pay for the loss out of its administrative account. The custodian may maintain the loss or gain if it is under \$100.00 to minimize and offset its administrative time and expenses. Generally, if related trade errors result in both gains and losses in your account, they may be netted. Weatherly Asset Management also provides Financial Plans utilizing a combination of average returns and Monte Carlo depending on the client's unique situation. These plans are reviewed periodically or if the client experiences any major life changes or needs that would trigger a change in the assumptions and outcome.

Review Triggers

Other conditions that may trigger a review are changes in the tax laws, new investment information, and changes in a client's own situation.



Regular Reports

Account reviewers are members of the firm's Investment Committee. They are instructed to consider the client's current security positions and the likelihood that the performance of each security will contribute to the investment objectives of the client.

Clients receive quarterly appraisals and letters. Most clients have reviews three to four times a year in person, via phone or e-mail, depending on their preference. Some clients receive updated Financial Plans and progress towards meeting their objectives.

Item 14 Client Referrals and Other Compensation

Incoming Referrals

14.A. Weatherly Asset Management has been fortunate to receive many client referrals over the years. The referrals came from current clients, estate planning attorneys, accountants, employees, personal friends of employees and other similar sources. The firm does not compensate referring parties for these referrals. An appreciative letter thanking for the referral is generally e-mailed or mailed to the source of the referral.

14.B. Weatherly Asset Management (WAM) signed a written agreement on September 5, 2012 to participate in the Fidelity Wealth Advisor Solutions Program (the "WAS Program"), through which WAM receives referrals from Strategic Advisers, Inc. ("SAI"), a registered investment adviser and subsidiary of FMR LLC, the parent company of Fidelity Investments. WAM is independent and not affiliated with SAI or FMR LLC. SAI does not supervise or control WAM, and SAI has no responsibility or oversight for WAM's provision of investment management or other advisory services.

Under the WAS Program, SAI acts as a solicitor for WAM, and WAM pays referral fees to SAI for each referral received based on WAM's assets under management attributable to each client referred by SAI or members of each client's household. The WAS Program is designed to help investors find an independent investment advisor, and any referral from SAI to WAM does not constitute a recommendation or endorsement by SAI of WAM's particular investment management services or strategies. These referral fees are paid by WAM and not the client. More specifically, WAM pays quarterly fees, in arrear to SAI for new client referrals after November 1, 2012, in the amount of 20 basis points per annum of referred Assets Under Management or \$10,000.00 per year whichever is greater. This referral fee stops after the client has been utilizing WAM's services for 7 years.

To receive referrals from the WAS Program, WAM must meet certain minimum participation criteria, but Advisor may have been selected for participation in the WAS Program as a result of its other business relationships with SAI and its affiliates, including Fidelity Brokerage Services, LLC ("FBS"). As a result of its participation in the WAS Program, WAM may have a potential conflict of interest with respect to its decision to use certain affiliates of SAI, including FBS, for execution, custody and clearing for certain client accounts, and Advisor may have a potential incentive to suggest the use of FBS and its affiliates to its advisory clients, whether or not those clients were referred to WAM as part of the WAS Program. Under an agreement with SAI, WAM has agreed that Advisor will not charge clients more than the standard range of advisory fees disclosed in this Form ADV 2A Brochure to cover solicitation fees paid to SAI as part of the WAS Program. Pursuant to these arrangements, WAM has agreed not to solicit clients to transfer their brokerage accounts from affiliates of SAI or establish brokerage accounts



at other custodians for referred clients other than when WAM's fiduciary duties would so require; therefore, WAM may have an incentive to suggest that referred clients and their household members maintain custody of their accounts with affiliates of SAI. However, participation in the WAS Program does not limit WAM's duty to select brokers on the basis of best execution.

Referrals Out

As stated prior, Weatherly Asset Management does not accept referral fees or any form of remuneration from other professionals when a prospect or client is referred to them

Item 15 Custody

Account Statements and Performance Reports

Weatherly Asset Management does not have custody of its clients' assets and all clients' assets are held at a number of Custodians/Broker Dealers. As Weatherly Asset Management only deducts fees in advance at the beginning of each quarter based on prior quarter-end values, Weatherly Asset Management is also exempt from the SEC Custody rule.

Confirmations are sent to customers either electronically or via mail by the Custodian/Broker Dealer on the next business day following the execution of a transaction for a customer's account by the prime broker or custodial bank.

Monthly statements are sent by the prime broker or custodial bank to each client with details of trading activity and positions and cash as of month end. Clients should carefully review the monthly statements from the Custodian and call Weatherly Asset Management if they have any questions at all regarding these statements. Reports are also furnished to clients on a quarterly basis by Weatherly Asset Management summarizing security positions and the current status of an account, including performance. Clients should compare these statements with the appropriate Custodial statements to ensure there are no differences in the Portfolio, and call Weatherly Asset Management with questions on discrepancies.

If a client has chosen a custodian bank to hold assets in an account under the management of Weatherly Asset Management the client shall pay the custodian's fees and charges including fees for "sweeping" cash into money market mutual funds or other pooled investments managed by the custodian. Under such circumstances, the custodian shall be solely responsible for the investments in such "sweep" accounts.

Item 16 Investment Discretion

Discretionary Authority for Trading

Discretionary trading authority facilitates Weatherly Asset Management placing trades in your accounts on your behalf.

Pursuant to the investment advisory agreements executed by its clients, Weatherly Asset Management has the authority to determine, consistent with its clients' investment objectives, policies and restrictions, which securities and the total amount of securities that are to be bought or sold for its clients' account. The client's guidelines in the Investment Advisory Agreement place certain limitations on the securities or the amount of securities to be bought or sold for a particular account. Purchases and sales must be suitable for a particular client. Additional limitations may be imposed as a result of specific instructions received from a client. Such authority is also exercised by Weatherly Asset Management in its capacity as general partner.

Weatherly Asset Management generally has the authority to determine which broker or dealer shall effect transactions for such accounts and the commission rates at which



Weatherly
Asset Management

such transactions are effected. Unless otherwise instructed by clients to execute trades through certain brokers or dealers, Weatherly Asset Management will select brokers and dealers to effect transactions in client accounts. When Weatherly Asset Management places orders for the purchase or sale of portfolio securities for a client's account, it uses reasonable efforts in seeking best combination of price and execution while selecting brokers or dealers, including Fidelity, to execute such orders. As an investment advisor, Weatherly Asset Management has a fiduciary duty to its clients, so it uses Fidelity as prime broker when the goal of best price and execution is not compromised. In selecting a broker or dealer to execute a particular transaction, Weatherly Asset Management need not solicit competitive bids, and shall have no obligation to seek the lowest available commission cost so long as Weatherly Asset Management determines that the commission cost is reasonable in relation to the total quality and reliability of the brokerage and research services made available to Weatherly Asset Management for the benefit of its clients. Weatherly Asset Management regularly reviews the prime broker's commissions to assure they are competitive and meet the best execution standards.

In most instances, brokerage will be provided by Weatherly Asset Management's prime broker, Fidelity. The prime broker may charge commissions in excess of that which another broker might have charged for the same transaction in recognition of the value of brokerage or research services provided by that broker. These commissions are monitored closely and are at market rates. Among the services provided are analyses and reports regarding securities, securities markets and the economy; published on-line statistical or quotation services, and data processing services used in portfolio research and modeling and allocation of trades among clients' accounts, as well as monitoring clients' investment restrictions is defrayed by broker-dealers with which Weatherly Asset Management effects securities transactions.

Weatherly Asset Management uses many brokers in addition to Fidelity. It selects such brokers on the basis of best price (including commissions) and execution capability. Appraisal of a broker's execution capability may include such factors as capital depth, market access, transaction, settlement, and confirmation and account statement practices. Weatherly Asset Management reviews brokerage services provided to its clients on a regular basis with the primary goal of best price and execution.

All the investment decisions for client accounts of Weatherly Asset Management are made by Carolyn Person Taylor and the Weatherly Asset Management Investment Committee. The timing of the implementation of such decisions and the suitability of such decisions for a particular account, in light of its investment objectives, policies and restrictions and, occasionally, the decision to purchase or sell a particular security within an industry or sector on which the Investment Committee has focused, is determined by the portfolio manager assigned to such account. Once the accounts are identified which will participate in an investment, the portfolio manager directs the execution of orders for such accounts by aggregating such orders in a block trade in order to achieve efficiency of execution and best price and then allocates the investment position among participating client accounts. Weatherly Asset Management has established investment allocation procedures designed to fairly and equitably distribute the block allocations among its client accounts. Difference in the timing of the implementation of investment advice of the Investment Committee by portfolio managers and between client accounts resulting from certain client requirements that all or a portion of their account's brokerage be directed to particular brokers may result in Weatherly Asset Management's inability to fully aggregate and block trade all clients' orders. The foregoing factors over time may



Weatherly
Asset Management

result in differences in performance of client accounts with comparable investment objectives and portfolio profiles.

Weatherly Asset Management believes that such allocation is reasonable and in compliance with applicable regulatory guidelines. The staff of the Securities and Exchange Commission (SEC) requires disclosure that the use of “soft dollars” for payment of goods and services which are used in part for the benefit of clients and in part for the Advisor's internal purposes (so-called “mixed use” allocations) constitutes a potential conflict of interest. All clients are informed that the services provided by such brokers and dealers enhance Weatherly Asset Management's capabilities generally and may at times not be used for the benefit of the particular account which paid the brokerage commissions for such services. Weatherly Asset Management believes that the use of “soft dollars” does compromise that objective.

Weatherly Asset Management receives copies of client materials such as the prime broker's statements, confirmations, and proxy material, in addition to access to such information on-line and via automated feed. If the prime broker were not providing these services, Weatherly Asset Management might have to incur additional costs to secure such services for its clients.

When Weatherly Asset Management does not have the authority to determine which broker or dealer shall effect a transaction for a clients' account because the client has a brokerage direction in place, Weatherly Asset Management is unable to assure that the client receives best price and execution. In such cases the client's account generally does not join in block trades and may incur higher commissions. In addition such client is generally precluded from participating in primary and secondary public offerings, when made available to Weatherly Asset Management.

Subject to firm restrictions dealing with prudence, conflicts of interest and compliance with securities laws and regulations, purchases and sales for advisory accounts for which Weatherly Asset Management exercises trading discretion is based upon the judgment of the individual portfolio manager supervising the account who is encouraged to utilize methods with which such manager has been successful.

Depending upon a client's goals, investment objectives and time horizon, Weatherly Asset Management may make investments on margin. In all situations, Weatherly Asset Management secures the client's specific written authorization prior to engaging in such investment strategies.

Limited Power of Attorney

A limited power of attorney is a trading authorization for this purpose. You sign a limited power of attorney so that we may execute the trades that you have approved.

Item 17 Voting Client Securities

Proxy Votes

Clients with Weatherly Asset Management have the ability to choose whether they would like to vote their proxies for themselves or have Weatherly Asset Management vote the proxies for them. This is normally chosen at the time of opening a new account, but may be changed at a later date as well.

If the client chooses to have Weatherly Asset Management vote the proxies, the physical proxy or e-mail and any related material will be sent to Weatherly any time there is a voting or annual report.

On a weekly basis, all proxies are reviewed and voted for that week's deadline and checked by Carolyn Taylor. All proxies must be voted at least one day prior to the meeting date of the shareholder meeting unless otherwise specified on the proxy.



Weatherly
Asset Management

If any shareholder meetings are scheduled for the next day, all of those proxies are given to Carolyn Taylor to review the proposals and determine how the proxies will be voted (see Proxy Voting Policy). All proxy material received via email is reviewed in the same manner and emailed to Carolyn Taylor to indicate how the proxy should be voted. Electronic copies of proxies should be requested via the website below on all securities voted if not already received via email.

Once all proxy material is reviewed it is voted in a way consistent with Weatherly's Proxy Voting Policy which is available upon request.

The proxies are then voted as indicated by Carolyn Taylor via the web site, www.proxyvote.com, or (800) 603-2119. All votes are logged via the web site and recorded online. The person voting the proxy inputs their email at the end of indicating how the votes are recorded so that they are sent an electronic copy for tracking purposes. All emails of proxies that have been voted for the year are retained on the server for retrieval and confirmation of how the proxies were voted.

In addition to receiving an electronic confirmation of the proxies voted, Weatherly keeps an ongoing log of the securities that we vote for our clients. Every security is put into the log, along with the date voted, how the security was voted, when the proxy is received, and the date of the meeting.

All physical copies of the proxies are kept in their respective folder in Weatherly Asset Management's research filing. Annual reports are recycled as this information is available online or via Bloomberg for each public security voted.

If for some reason a proxy was received late or not voted, we are maintaining a list of these securities separately in an excel spreadsheet so that we have an ongoing record of the missed proxies.

Item 18 Financial Information

Financial Condition

Weatherly Asset Management does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients.

A balance sheet is not required by regulatory authorities because Weatherly Asset Management:

- Does not serve as a custodian for client funds or securities

- Does not require prepayment of fees of more than \$1,200 per client, and six months or more in advance.

- Does not have a financial condition or commitment that impairs its ability to meet contractual and fiduciary obligations to its clients.

- The Firm has never been the subject of a bankruptcy proceeding

Item 20 Business Continuity Plan

General

Weatherly Asset Management has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people. Weatherly Asset Management has utilized and tested many parts of this plan during power outages, fires and other natural disasters.

Disasters

The Business Continuity Plan covers natural disasters such as snow storms, hurricanes, tornados, and flooding. The Plan covers man-made disasters such as loss of electrical power, loss of water pressure, fire, bomb threat, nuclear emergency, chemical event,



Weatherly
Asset Management

biological event, T-1 communications line outage, Internet outage, railway accident and aircraft accident. Electronic files are backed up daily and archived offsite.

Alternate Offices

Alternate offices are identified to support ongoing operations in the event the main office is unavailable. It is our intention to contact all clients within five days of a disaster that dictates moving our office to an alternate location. Our website would be updated with notice/status as soon as possible.

Loss of Key Personnel

Weatherly Asset Management has a Succession Plan in the event of the key partners' serious disability or death.

Item 21 Information Security Program

Information Security

Weatherly Asset Management maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy Notice

Weatherly Asset Management is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us.

The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for the financial planning process, information about transactions between you and third parties, and information from consumer reporting agencies, e.g., credit reports. We use this information to help you meet your personal financial goals.

With your permission, we disclose limited information to attorneys, accountants, and mortgage lenders with whom you have established a relationship. You may opt out from our sharing information with these nonaffiliated third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We maintain a secure office with locks and alarm systems to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment. We also outsource to a technology specialist to make sure our systems stay cutting edge and secure for the full protection of clients' information.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with unaffiliated third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to you annually, in writing.