

**Item 1 – Cover Page**

**Steele Capital Management, Inc.**  
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**03/05/2012**

This Brochure provides information about the qualifications and business practices of Steele Capital Management, Inc. [“SCM”]. If you have any questions about the contents of this Brochure, please contact us at (563) 588-2097 or [info@steelecapital.com](mailto:info@steelecapital.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.

Steele Capital Management, Inc. is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. Additional information about Steele Capital Management, Inc. also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

This Item discusses only the material changes that have occurred since SCM's last annual update dated December 31, 2010. Steele does not have any material changes to disclose in this Item.

### **Item 3 -Table of Contents**

Item 1 – Cover Page .....	i
Item 2 – Material Changes .....	ii
Item 3 -Table of Contents.....	iii
Item 4 – Advisory Business .....	1
Item 5 – Fees and Compensation.....	1
Item 6 – Performance-Based Fees and Side-By-Side Management.....	2
Item 7 – Types of Clients .....	2
Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss .....	3
Item 9 – Disciplinary Information.....	4
Item 10 – Other Financial Industry Activities and Affiliations .....	4
Item 11 – Code of Ethics.....	5
Item 12 – Brokerage Practices .....	6
Item 13 – Review of Accounts .....	9
Item 14 – Client Referrals and Other Compensation .....	10
Item 15 – Custody.....	11
Item 16 – Investment Discretion .....	12
Item 17 – Voting Client Securities.....	12
Item 18 – Financial Information .....	12
Brochure Supplement(s)	

#### **Item 4 – Advisory Business**

A) Steele Capital Management, Inc. is a SEC registered investment adviser that has been in business since 1996. SCM is owned by Kevin Timmerman (50%) and Michael Steele (50%).

B) Steele Capital Management, Inc. provides specialized investment management services, pursuant to which it will invest the assets of each client's investment portfolio, by selecting mutual funds, exchange traded funds and individual securities. Such selections are based on the client's goals, objectives and risk tolerance. SCM monitors the performance of each client's investment portfolio, as well as the market conditions for investment securities. SCM may make changes in the selection or allocation of investment alternatives on a discretionary or non-discretionary basis, depending on the agreement with the client. The fund selection process for SCM includes consideration of a fund's historical performance, taking into account risk, fund objectives, and market conditions. In providing investment consultation services, SCM attempts to construct each client's portfolio in a way that both enhances returns and controls risk.

Steele Capital Management, Inc. also specializes in providing advisory services to company sponsored retirement plans. Advisory services provided are in the nature of research, analysis, and recommendation of investment alternatives. SCM's services also include participant education and enrollment. SCM may have discretionary or nondiscretionary control over the investments of a company sponsored retirement plan, depending on the type of contract with the client. SCM does not advise participants as to specific investment selections. Participants may, however, contract directly with SCM if they desire advice regarding specific investment choices, and/or ongoing asset management.

C) Although SCM does have certain investment strategies that it seeks to execute for all of its clients, SCM will tailor its advisory services to the individual needs and preferences of each client. Clients may also impose restrictions on investing in certain securities or types of securities.

D) SCM does not participate in wrap fee programs.

E) SCM's assets under management as of December 31, 2011 are \$1,188,633,000.  
Discretionary \$1,061,868,000 Non-Discretionary \$126,765,000

#### **Item 5 – Fees and Compensation**

- A) Fees are payable quarterly in advance upon debit instructions delivered to the custodian of each client account. Fees are calculated on the market value of the managed assets on the first day of each calendar quarter. Fees on assets deposited or withdrawn during the quarter shall be prorated based on the number of days

remaining in the quarter. Advisory fees are not based on capital gains or capital appreciation of the client's managed account (SEC Rule 205(a)(1)).

For discretionary and non-discretionary investment management services, unless agreed otherwise, fees are negotiated as a percentage of assets under management not to exceed an annualized fee of 1.5%. SCM, in its sole discretion, may decrease its annual minimum fee and/or charge a lesser management fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, historical relationship, related accounts, account composition, negotiations with client, accounts referred to adviser by another professional, etc.)

B) SCM deducts fees from clients' assets unless a client specifically requests the fees to be direct billed. Fees are billed on a quarterly basis.

C) Brokerage commissions (trading costs) and custodial fees of the broker/dealer (custodian of client assets) are in addition to SCM's management fees (See Item 12 – Brokerage Practices, below).

The majority of the mutual funds utilized by SCM are purchased on a "no-transaction-fee" basis through Schwab. A complete explanation of the expenses charged by a mutual fund is contained in the fund's prospectus.

D) Fees are required to be paid quarterly in advance. If investment management services are terminated, unearned fees paid in advance will be ratably refunded upon request of the client. The refund is calculated based on the number of days remaining in the quarter as a percentage of the number of total days in the quarter times the fee charged. Clients may terminate the Advisory relationship during the first 5 days at no cost.

E) SCM and supervised persons do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Item 12 further describes the factors that SCM considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

### **Item 6 – Performance-Based Fees and Side-By-Side Management**

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

### **Item 7 – Types of Clients**

SCM provides portfolio management services to individuals, high net worth individuals, corporations/businesses, corporate pension and profit-sharing plans, Taft-Hartley plans, charitable institutions, foundations, and endowments. SCM's minimum for corporate pension and profit-sharing plans is \$1 million and for all other types of clients it is \$250,000. SCM will make exceptions to its minimums in certain situations.

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

SCM typically manages each client's portfolio with one of five investment strategies; Conservative, Moderate, Balanced, Growth, or Aggressive, depending on the client's objectives and tolerance for risk. The Aggressive strategy will typically have the most stock market exposure, while the Conservative strategy will have the least. Overall SCM's investment strategy is based on a strategic asset allocation discipline; however, it will make tactical adjustments as market conditions dictate. SCM's strategy also includes diversifying portfolios across several investment styles and industry sectors utilizing primarily no-load mutual funds, however, portfolios may also include individual securities and exchange traded funds.

Portfolios are built with the intent of utilizing multiple fund managers, each having a distinct and unique process. SCM conducts an extensive quantitative and qualitative analysis of potential fund managers, including a statistical analysis of historical risk/return data, style analysis data, stock selection philosophies, buy and sell disciplines, and manager longevity.

It should be noted that all investments are subject to inherent risks, and investments in the portfolios managed by SCM are no exception. Accordingly, you may lose money when investing with SCM. Portfolios utilizing each of SCM's strategies will fluctuate, reflecting day-to-day changes in market conditions, interest rates and numerous other factors. It is possible, even in SCM's Conservative strategy, that a client will lose money. Investing in securities involves risk of loss that clients should be prepared to bear.

SCM may allocate the investment management assets of its client accounts, on a discretionary basis, among one or more of its proprietary asset management programs, whereby SCM shall exchange and/or transfer funds owned by the client among different asset categories within the same (or different) fund family(ies), in accordance with the investment objective(s) of the client. SCM's proprietary programs have been designed to comply with the requirements of Rule 3a-4 of the Investment Company Act of 1940. Rule 3a-4 provides similarly managed investment programs, with a non-exclusive safe harbor from the definition of an investment company. In accordance with Rule 3a-4, the following disclosure is specifically applicable to SCM's management of client assets:

1. Initial Interview – at the opening of the account, SCM, through its designated representatives, shall obtain from the client information sufficient to determine the client's financial situation and investment objectives;
2. Individual Treatment – the client's account is managed on the basis of the client's financial situation and investment objectives;

3. Quarterly Notice – at least quarterly SCM shall notify the client to advise SCM whether the client’s financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of his/her/its account;
4. Annual Contact – at least annually, SCM shall contact the client to determine whether the client’s financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of his/her/its account.
5. Consultation Available – SCM shall be reasonably available to consult with the client relative to the status of the client’s account;
6. Quarterly Statement – client shall be provided with a quarterly report for the account for the preceding period;
7. Ability to Impose Restrictions – the client shall have the ability to impose reasonable restrictions on the management of the account, including the ability to instruct SCM not to purchase certain mutual funds; and,
8. Ownership – each client retains indicia of ownership of the account (e. g. right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations).

### **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of **SCM** or the integrity of SCM’s management. SCM has no information applicable to this Item.

### **Item 10 – Other Financial Industry Activities and Affiliations**

Steele Retirement Plan Services, Inc. (SRPS) was established on May 14, 2003, as an affiliate of SCM. SRPS operates as a full-service third party administrator of company sponsored retirement plans. Plan sponsors may engage SRPS as the third party administrator and SCM as the investment advisor, where the two companies will work together to administer and advise on the plan in compliance with ERISA. In addition, plan sponsors may choose to engage one company without engaging the services of the other. This relationship does not present a conflict of interest for SCM.

Michael Steele does maintain a life insurance license. Clients and prospective clients may purchase life insurance policies from Mr. Steele. SCM does not view this as a conflict of interest as Mr. Steele merely assists SCM clients that request life insurance.

## **Item 11 – Code of Ethics**

SCM has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at SCM must acknowledge the terms of the Code of Ethics annually, or as amended.

SCM anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which SCM has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which SCM, its affiliates and/or clients, directly or indirectly, have a position of interest. SCM's employees and persons associated with SCM are required to follow SCM's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of SCM and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for SCM's clients. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of SCM will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

SCM's recommendations do not generally have the potential for a conflict of interest arising from recommendation of securities traded in an active market. Any purchase or sale of such securities by SCM consultants should not alter the price of the investment as sold by the issuer. Such securities or investment products may be publicly traded, not publicly traded, or insurance.

SCM has implemented an investment policy relative to personal securities transactions. This investment policy is part of SCM's overall Code of Ethics which serves to establish a standard of business conduct for all of SCM's Access Persons that is based upon fundamental principles of openness, integrity, honesty and trust. All Access Persons are required to report personal securities transactions as these are monitored by the Chief Compliance Officer to ensure compliance with SCM's Code of Ethics.

SCM's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Kathryn Moran, Chief Compliance Officer.



## **Item 12 – Brokerage Practices**

### **The Custodian and Brokers We Use**

SCM does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. Each SCM client reserves the right to direct brokerage/custodian business to any financial institution of choice (subject to SCM’s right to decline or terminate the engagement). We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we/you instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your Brokerage and Custody Costs”).

### **How We Select Brokers/Custodians**

We seek to use a custodian/broker who will hold your assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds (ETFs), etc.)
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability

- Prior services to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us From Schwab”)

### **Your Brokerage and Custody Costs**

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. Schwab’s commission rates applicable to our clients accounts were negotiated based on the total assets that our clients collectively maintain in accounts at Schwab. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How We Select Brokers/Custodians”).

### **Products and Services Available to Us From Schwab**

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage – trading, custody, reporting, and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services generally are available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. If our clients collectively have less than \$10 million in assets at Schwab, Schwab may charge us quarterly service fees of \$1,200. Following is a more detailed description of Schwab’s support services:

**Services That Benefit You.** Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which

we might not otherwise have access to that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

**Services That May Not Directly Benefit You.** Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our clients' accounts including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution
- Provide pricing and other market data
- Facilitate payment of our fees from clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

**Services That Generally Benefit Only Us.** Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefit providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide these services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

### **Our Interest in Schwab's Services**

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as our

clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interest of our clients. Our selection is primarily supported by the scope, quality, and price Schwab's services (see "How We Select Brokers/Custodians") and not Schwab's services that benefit only us. We have \$1 billion in client assets under management, and we do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

As noted above, SCM does allow clients to direct brokerage in certain situations; however SCM cannot guarantee best execution of client transactions. As a result, directing brokerage may cost the client more money.

SCM does not aggregate the purchase or sale of securities. Typically, SCM is purchasing mutual funds inside client accounts so there is not a cost benefit to aggregating.

SCM does not have any formal arrangements to utilize research, research-related products or other services from broker-dealers, or other third parties.

### **Item 13 – Review of Accounts**

For those clients to whom SCM provides investment supervisory services, account reviews are conducted on an ongoing basis by SCM's Principals and/or Associated Persons. All clients are advised that it remains their responsibility to advise SCM of any changes in their investment objectives and/or financial situation, or if they want to impose, modify or add any reasonable restrictions to SCM's management of their accounts. All clients (in person or telephonically) are encouraged to review their financial planning issues (to the extent that SCM has been engaged to provide financial planning services), investment objectives and account performance with SCM on an annual basis.

Statements of each account are mailed at least quarterly to clients directly by the applicable brokerage firms, mutual funds, trust departments and/or financial institutions. SCM does not take possession of any assets of its clients and therefore does not issue its own statements of accounts to clients. However, as part of its quarterly investment management/advisory billing process, SCM does send to its clients (either directly itself, or

through an authorized agent), quarterly performance reports. These reports are either mailed or e-mailed depending on the preference of each client. Reports are sent for informational purposes only, and do not, and should not be relied upon to, serve as a substitute for any reports distributed by the client's mutual fund company nor any monthly or annual statements sent by the broker/dealer that maintains custody of the client's account.

#### **Item 14 – *Client Referrals and Other Compensation***

SCM receives an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

SCM does receive client referrals from unaffiliated and affiliated solicitors. SCM may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements. Any such referral fee shall be paid solely from SCM's investment management fee, and may or may not result in an additional cost to the client. If the client is introduced to SCM by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of SCM's written disclosure statement as same is set forth on Part II of Form ADV, together with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between SCM and the solicitor, including the compensation to be received by the solicitor from SCM. Any affiliated solicitor of SCM shall disclose the nature of his/her relationship to prospective clients at the time of the solicitation.

#### **Schwab Advisor Network**

SCM receives client referrals from Schwab through SCM's participation in Schwab Advisor Network® ("the Service"). The service is designed to help investors find an independent advisor. Schwab is a broker-dealer independent of and unaffiliated with SCM. Schwab does not supervise Advisor and has no responsibility for SCM's management of clients' portfolios or Advisor's other advice or services. SCM pays Schwab fees to receive client referrals through the Service. SCM's participation in the Service may raise potential conflicts of interest described below.

SCM pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to, another custodian. The Participation Fee paid by SCM is a percentage of the fees the client owes to SCM or a percentage of the value of the assets in the client's account, subject to a minimum Participation Fee. SCM pays Schwab the Participation Fee for so long as the referred client's account remains in custody at Schwab. The Participation Fee is billed to SCM quarterly and may be increased, decreased or waived by Schwab from time to time. The Participation Fee is paid by SCM and not by the client. SCM has agreed not to charge clients referred through the Service fees or costs greater than the fees or costs SCM charges clients with similar portfolios who were not referred through the service.

SCM generally pays Schwab a Non-Schwab Custody Fee if custody of a referred client's account is not maintained by, or assets in the account are transferred from Schwab. This Fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab. The Non-Schwab Custody Fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab. The Non-Schwab Custody Fee is higher than the Participation Fees Advisor generally would pay in a single year. Thus, SCM will have an incentive to recommend that client accounts be held in custody at Schwab.

The Participation and Non-Schwab Custody Fees will be based on assets in accounts of SCM's clients who were referred by Schwab and those referred clients' family members living in the same household. Thus, SCM will have incentives to encourage household members of clients referred through the Service to maintain custody of their accounts and execute transactions at Schwab and to instruct Schwab to debit SCM's fees directly from the accounts.

### **Item 15 – Custody**

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct Schwab to deduct our advisory fees directly from your account or if you grant us authority to move your money to another person's account. Schwab maintains actual custody of your assets. You will receive account statements directly from Schwab at least quarterly. They will be sent to the email or postal mailing address you provided to Schwab. You should carefully review those statements promptly when you receive them. We also urge you to compare Schwab's account statements to the quarterly performance reports you will receive from us.

**Item 16 – Investment Discretion**

SCM recommends equity, fixed income, exchange traded funds and mutual fund investments under written investment management agreements, which includes discretionary authority. Such discretionary authority, together with limited powers of attorney executed by SCM's clients, allows SCM consultants to determine, without specific client consent, (1) the securities to be purchased or sold, (2) the amount of securities to be bought or sold, (3) the commissions to be paid for each transaction processed. Clients may limit or amend SCM's discretionary authority by making a written request. While there are no other express limitations on the authority described, SCM requires prior written discretionary authority from its clients in the form of a contract.

SCM has clients where it does not have discretionary authority, typically these clients are corporate pension and profit sharing plans. The individuals participating in these plans can give SCM discretionary authority over their assets inside the plan by signing a contract.

**Item 17 – Voting *Client* Securities**

SCM exercises proxy voting authority over clients' securities, unless a client specifically requests differently. Brad Lewis is responsible for voting proxies in the best interest of SCM clients and will consult the proxy committee if necessary. SCM maintains records of all proxy voting and a client may contact SCM at any time to obtain their proxy voting record. A complete copy of SCM's Proxy Voting Policies and Procedures is available upon request at no charge.

**Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide clients with certain financial information or disclosures about SCM's financial condition. SCM has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.