

**Part 2A of Form ADV: *Firm Brochure***

**PREMIER FINANCIAL GROUP, INC.**

725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741  
Facsimile: (707) 443-9411  
Email: [pfg@premieradvisor.com](mailto:pfg@premieradvisor.com)  
Web: [www.premieradvisor.com](http://www.premieradvisor.com)

01/31/2012

**This brochure provides information about the qualifications and business practices of Premier Financial Group, Inc. (hereinafter “PFG” or “firm” or “we”). If you have any questions about the contents of this brochure, please contact us at (707) 443-2741 or at [pfg@premieradvisor.com](mailto:pfg@premieradvisor.com)**

**The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Additional information about PFG is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for PFG is 107314.**

## **Item 2. Summary of Material Changes**

On July 21, 2010, the U. S. Securities and Exchange Commission (the "SEC") unanimously adopted changes to Form ADV, Part II. All fifty states have also adopted the new format, with some additional state-specific disclosures mandated. The new Part 2, also known as the "Brochure" has 18 separate items that our firm must address (19 for state-registered advisers), each of which requires disclosure on a distinct topic, and answers must be presented in the order of the items in the form, using the headings in the form. Our goal is to provide you with easy-to-understand "plain-English disclosure," using an easy-to-read format and definite, concrete, everyday words.

Our current (updated) Form ADV, Part 2 will be available to our existing and prospective clients 24 hours a day through the Investment Adviser Public Disclosure website. Additionally, we will annually and within 120 days of the end of our fiscal year, provide you either: (i) a copy of our Form ADV, Part 2 that includes or is accompanied by a summary of material changes; or (ii) a summary of material changes that includes an offer to provide a copy of the current Form ADV, Part 2. We urge you to carefully review all subsequent summaries of material changes, as they will contain important information about any significant changes to our advisory services, fee structure, business practices, conflicts of interest, and disciplinary history.

**Item 3. Table of Contents**

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#### **Item 4.        Advisory Business**

PFG is an SEC-registered fee-based investment adviser with its principal place of business located in Eureka, California. We have been in business since 1987, with Wayne O. Caldwell, Director, John C. Gloor, Director and Charles R. Ross, Director as majority owners of the firm.

Discretionary assets under our firm's management were \$240,170,090 as of January 31, 2012. Non-discretionary assets under our firm's management were \$72,348,044 as of January 31, 2012.

#### Portfolio Management Services

PFG is in the business of managing individually tailored investment portfolios designed to preserve capital while providing growth and/or income. Our firm provides continuous advice to a client regarding the investment of client funds based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client's particular circumstances are established, we develop a client's personal investment policy and create and manage a portfolio based on that policy. During our data-gathering process, we determine the client's individual objectives, time horizons, risk tolerance, and liquidity needs. We may also review and discuss a client's prior investment history, as well as family composition and background.

Our Efficient Index Strategies program (hereinafter, "EIS Program") is based on five core model portfolios which primarily invest in institutional "no-load" mutual funds managed by Dimensional Fund Advisers, Inc. (hereinafter, "DFA"), an unaffiliated mutual fund firm. DFA funds are generally not available to individual investors. We will typically not transact in any other investments unless it is pursuant to a specific client request.

Account supervision is guided by the stated objectives of the client (i.e., maximum capital appreciation, growth, income, or growth and income), as well as tax considerations. Clients may impose reasonable restrictions on investing in certain securities, types of securities, or industry sectors.

We will manage EIS Program accounts on a discretionary or non-discretionary basis. For discretionary accounts, we will implement transactions without seeking prior client consent. For non-discretionary accounts, we will seek prior client consent for every contemplated transaction. Therefore, clients with non-discretionary accounts should understand that any delay in obtaining consent may result in less favorable transaction terms, including higher security price.

We also offer non-discretionary portfolio management services outside of the EIS Program.

### Pension Consulting Services

We also provide several advisory services separately or in combination. While the primary clients for these services will be pension, profit sharing and 401(k) plans, we will also offer these services, where appropriate, to individuals and trusts, estates and charitable organizations. Pension Consulting Services are comprised of four distinct services. Clients may choose to use any or all of these services.

#### *Investment Policy Statement Preparation (hereinafter referred to as "IPS"):*

We will meet with the client (in person or over the telephone) to determine an appropriate investment strategy that reflects the plan sponsor's stated investment objectives for management of the overall plan. Our firm will then prepare a written IPS stating those needs and goals and encompassing a policy under which these goals are to be achieved. The IPS will also list the criteria for selection of investment vehicles and the procedures and timing interval for monitoring of investment performance.

#### *Selection of Investment Vehicles:*

We will assist plan sponsors in constructing asset allocation models, and review various investments to determine which investments are appropriate to implement the client's IPS. We will review various investments, consisting exclusively of mutual funds (both index and managed) to determine which of these investments are appropriate to implement the client's IPS.

#### *Monitoring of Investment Performance:*

We will monitor client investments regularly, based on the procedures and timing intervals delineated in the Investment Policy Statement. Although our firm will not be involved in any way in the purchase or sale of these investments, we will supervise the client's portfolio and will make recommendations to the client as market factors and the client's needs dictate.

#### *Employee Communications:*

For pension, profit sharing and 401(k) plan clients with individual plan participants exercising control over assets in their own account ("self-directed plans"), we may also provide periodic educational support and investment workshops designed for the plan participants. The nature of the topics to be covered will be determined by us and the client under the guidelines established in ERISA Section 404(c). The educational support and investment workshops will NOT provide plan participants with individualized, tailored investment advice or individualized, tailored asset allocation recommendations.

PFG participates in the First Mercantile Trust Company (hereinafter, "FMTC") "wrap fee" program for qualified retirement plans. As a program participant, PFG offers the above-described services to its plan clients, but all implementation of PFG

recommendations is the responsibility of the client plan and FMTC. Please refer to Item 5 of this Brochure for important “wrap fee” program disclosure.

### Seminars

Occasionally, we provide public seminars on investment and financial planning. Discussion includes the idea of financial planning as the basis for investment decisions, effects of taxes and inflation, time value of money, value of diversification, how various generic types of investment vehicles work and their place in a portfolio, and the benefits of living trusts. We do not make any specific investment recommendations and do not address the specific investment needs of any attendee.

## **Item 5. Fees and Compensation**

### Portfolio Management Services

#### EIS Program

Our fees for the EIS Program are based upon a percentage of assets under management, according to the following fee schedule:

<u>Assets Under Management (\$)</u>	<u>Annual Fee (%)</u>
First \$250,000	2.00%
Next \$250,000	1.00%
Next \$500,000	0.80%
Next \$1,000,000	0.60%
Above \$2,000,000	0.40%

This fee schedule represents the maximum fees charged by our firm. Each client’s fee is negotiated individually.

### Non-Discretionary Accounts

The maximum annual fee for these accounts is 2.00%. Each client’s fee is negotiated individually.

Portfolio management fees are directly debited in advance at the beginning of each quarter, based upon the billable balance on the last day of the previous calendar quarter.

### Pension Consulting Services

Clients electing these services will pay an all-inclusive “wrap fee” to FMTC, the program sponsor. This fee includes our pension consulting fees and will be remitted to us by FMTC. Typically, our portion of the “wrap fee” ranges from 0.50% to 1.20% of the client’s assets in the program. Therefore, clients should understand that our fee increases the overall fee they pay to FMTC.

#### Information Regarding “Wrap Fee” Programs

As mentioned above, the FMTC program we recommend is considered a “wrap program,” in which the fee paid to the program sponsor includes the program sponsor’s investment management fee, our pension consulting fee, the advisory fees of independent managers selected within the programs, the execution of the client’s portfolio transactions without commission charge, and/or custodial services for the client’s assets.

In evaluating wrap fee programs, a client should recognize that transactions are usually effected “net,” i.e., without commission. A portion of the wrap fee is generally considered as being in lieu of commissions. Trades are generally expected to be executed only with the broker-dealer with which the client has entered into the wrap fee arrangement, so that the investment managers in the program may not be free to seek best price and execution by placing transactions with other broker dealers. No assurance can be given that the broker-dealers will be able to obtain best execution with respect to transactions effected for such programs.

Accordingly, the client may wish to satisfy him/herself that the broker-dealer offering the “wrap fee” arrangement can provide adequate price and execution of most or all transactions. The client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client’s account, the value of custodial and other services which are provided under the arrangement, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately.

#### Seminars

The fee for a seminar (if any) will be determined on a case-by-case basis. This fee will be charged as a fixed fee.

#### Fees in General

Fees and account minimums for all of our services are negotiable based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.), and discounts, not generally available to our advisory clients, may be offered to family members and friends.

We may group certain related client accounts for the purposes of determining the annualized fee and/or minimum account size. At our discretion we may reduce, share or

waive account transition costs including the trading costs of incoming assets, account closure fees, etc.

Under no circumstances will we earn fees in excess of \$1,200 more than six months in advance of services rendered.

Clients will have a period of five (5) business days from the date of signing the agreement to unconditionally rescind the agreement with us and receive a full refund of all fees. Thereafter, the client may terminate the agreement by providing us with a 30-day written notice at our principal place of business. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

Program sponsor(s) recommended by us to clients have their own policies for account terminations and refunds. Clients should carefully review all such policies since our firm has no control over any contractual provisions imposed by third parties.

Mutual Fund and ETF Fees and Expenses: All fees paid to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. A client could invest in a mutual fund or an ETF directly, without the services of our firm. In that case, the client would not receive the services provided by us which are designed, among other things, to assist the client in determining which mutual fund or funds or ETFs are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and ETFs and the fees charged by us to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

#### Management, Brokerage and Custodian Fees

Typically, for clients participating in the EIS Program, our firm will pay for all brokerage and transaction fees associated with mutual fund transactions. Those clients not participating in the EIS Program or transacting in non-mutual fund transactions will also be responsible for all transaction, brokerage, and custodian fees incurred as part of their account management, unless they have selected the "wrap fee" options of the programs described above. These fees are in addition to our advisory fees. Please see Item 12 of this Brochure for important disclosures regarding our brokerage practices.

#### Additional Compensation Received by Us

PFG is also acts as an insurance agency. Some of our principals and employees are insurance agents with PFG. In these capacities, these individuals are able to recommend insurance products and receive normal insurance transactions commissions if products are purchased through PFG or insurance companies with which these individuals are



appointed. Currently, neither PFG nor any individuals employed with PFG sells or offers to sell insurance products to advisory clients. However, a conflict of interest exists between the interests of these individuals and those of the advisory clients, creating an incentive for them to recommend investment and/or insurance products based on the compensation received, rather than on a client's needs. However, clients are under no obligation to act upon any recommendations of these individuals or to effect any transactions through them or through PFG if they decide to follow the recommendations. These individuals do not limit their recommendations to products or services offered by PFG and ensure that all recommendations are appropriate for a client's specific needs. Clients have the option to purchase investment and insurance products recommended through other insurance companies not affiliated with our firm. Please refer to Item 10 of this Brochure for a more detailed explanation of how our firm handles and mitigates these conflicts of interest.

Our firm's advisory fees are not reduced by the amount of commissions received by these individuals.

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

We do not charge any fees based on a share of capital gains on or capital appreciation of the assets of a client.

#### **Item 7. Types of Clients**

Our firm generally provides advisory services to individuals, high net worth individuals, pension and profit sharing plans, trusts, estates, charitable organizations, and corporate and business entities.

We typically require a minimum account of \$250,000 for portfolio management services and \$1,000,000 for pension consulting services.

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

Our firm employs the following types of analysis to formulate client recommendations:

Mutual fund and/or ETF analysis: We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in other funds in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the

underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the fund or ETF less suitable of the client's portfolio.

Asset Allocation: Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Risks for all forms of analysis: Our securities analysis method relies on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

We use the following strategies in managing client accounts:

Long-term purchases: We purchase securities with the idea of holding them in the clients account for a year or longer. We may do this because we believe the short-term tactical strategy exposes clients to unnecessary costs and promotes market timing and sector/stock pricing.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Margin transactions: We will purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash, and allows us to purchase stock without selling other holdings.

A risk in margin trading is that, in volatile markets, securities prices can fall very quickly. If the value of the securities in your account minus what you owe the broker falls below a certain level, the broker will issue a "margin call", and you will be required to sell your position in the security purchased on margin or add more cash to the account. In some circumstances, you may lose more money than you originally invested.

*Clients should understand that investing in any securities, including mutual funds, involves a risk of loss of both income and principal.*

**Item 9. Disciplinary Information**

Our firm has no reportable disciplinary events to disclose.

**Item 10. Other Financial Industry Activities and Affiliations**

As is disclosed in Item 5 of this Brochure, our firm is also a licensed insurance company. Some of our principals and employees are appointed as insurance agents with PFG and/or various other insurance companies. Please refer to Item 5 for a detailed explanation of these relationships and important conflict of interest disclosures.

Clients should be aware that the receipt of additional compensation by our firm and its management persons or employees creates a conflict of interest that may impair the objectivity of our firm and these individuals when making advisory recommendations. We endeavor at all times to put the interest of our clients first as part of our fiduciary duty as a registered investment adviser and take the following steps to address this conflict:

1. We disclose to clients the existence of all material conflicts of interest, including the potential for our firm and its employees to earn compensation from advisory clients in addition to our advisory fees;
2. We do not currently sell or offer to sell any insurance products to advisory clients;
3. We disclose to clients that they are not obligated to purchase recommended investment products from our employees;
4. We collect, maintain and document accurate, complete and relevant client background information, including the client's financial goals, objectives and risk tolerance;
5. Our management conducts regular reviews of each client account to verify that all recommendations made to a client are suitable to the client's needs and circumstances;
6. We require that our employees seek prior approval of any outside employment activity so that we may ensure that any conflicts of interests in such activities are properly addressed;
7. We periodically monitor these outside employment activities to verify that any conflicts of interest continue to be properly addressed by our firm; and
8. We educate our employees regarding the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

**Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading**

Code of Ethics Disclosure

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws. Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code provides for oversight, enforcement and recordkeeping provisions. A copy of our Code of Ethics is available to our advisory clients and prospective clients upon request to Angele Olsen, Director and Chief Compliance Officer, at the firm's principal office address.

Our firm or individuals associated with our firm may buy or sell securities identical to those recommended to or purchased for customers for their personal accounts. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. This practice results in a potential conflict of interest, as we may have an incentive to manipulate the timing of such purchases to obtain a better price or more favorable allocation in rare cases of limited availability.

To mitigate these potential conflicts of interest and ensure the fulfillment of our fiduciary responsibilities, we have established the following restrictions:

1. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No principal or employee of our firm may prefer his or her own interest to that of the advisory client;
2. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, and therefore, preventing such employees from benefiting from transactions placed on behalf of advisory accounts;
3. We maintain a list of all securities holdings for our firm and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by our Chief Compliance Officer;
4. All clients are fully informed that certain of our principals and employees may receive separate compensation when effecting transactions during the implementation process.
5. We emphasize the unrestricted right of the client to decline to implement any advice rendered;
6. For pension consulting clients we emphasize the unrestricted right of the client to select and choose any broker or dealer and/or insurance company (s)he wishes;
7. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices; and
8. Any individual not in observance of the above may be subject to disciplinary

action or termination.

## **Item 12. Brokerage Practices**

We do not have any soft-dollar arrangements and do not receive any soft-dollar benefits.

We do not request or accept the discretionary authority to determine the broker dealer to be used for client accounts. This means that we will not survey or shop the brokerage market place for best execution on a transaction-by-transaction basis. Clients must direct us as to the broker dealer to be used for all client securities transactions. In directing the use of a particular broker or dealer, it should be understood that we will not have authority to negotiate commissions among various brokers, and best execution may not be achieved, resulting in higher transaction costs for clients.

For clients in need of brokerage or custodial services, we may recommend the use of TD Ameritrade, Inc., an unaffiliated broker dealer, member FINRA/SIPC (hereinafter, "TD Ameritrade"), where appropriate to client needs. We participate in the institutional customer program offered by TD Ameritrade Institutional, a division of TD Ameritrade. TD Ameritrade offers to independent investment advisors services which include custody of securities, trade execution, clearance and settlement of transactions. Our firm receives some benefits from TD Ameritrade through its participation in the program that are typically not available to TD Ameritrade retail investors. These benefits include the following products and services (provided without cost or at a discount): duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving advisor participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors. Some of the products and services made available by TD Ameritrade through the program may benefit our firm but may not benefit our client accounts directly. These products or services may assist us in managing and administering client accounts, including accounts not maintained at TD Ameritrade. Other services made available by TD Ameritrade are intended to help us manage and further develop our business enterprise. The benefits received by our firm or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to TD Ameritrade. Clients should be aware, however, that the receipt of economic benefits by our firm or its staff in and of itself creates a potential conflict of interest and may indirectly influence our recommendation of TD Ameritrade for custody and brokerage services.

Participation in the TD Ameritrade program results a potential conflict of interest for our firm, as the receipt of the above benefits creates an incentive for us to recommend TD Ameritrade to clients.

Nonetheless, we have reviewed the services of TD Ameritrade and recommend the services based on a number of factors. These factors include the professional services offered, commission rates, and the custodial platform provided to clients. While, based on our business model, we will not seek to exercise discretion to negotiate trades among various brokers on behalf of clients, we will, however, periodically attempt to negotiate lower commission rates for our clients with TD Ameritrade.

*Not all advisers require their clients to direct brokerage.*

*Clients are not under any obligation to effect trades through any recommended broker.* Clients may direct us to place trades through another broker. However, we reserve the right to decline acceptance of any client account for which the client directs the use of a broker if we believe that this choice would hinder our fiduciary duty to the client and/or our ability to service the account.

#### Trade Aggregation

Typically, we aggregate client trades when doing so is advantageous to our clients. Mostly, we will batch client transactions to receive volume discounts and to obtain better and more uniform pricing across client accounts. Clients should carefully review the disclosure documents of selected third-party managers and/or program sponsor(s) for detailed information about their best execution, aggregation and allocation practices.

#### **Item 13. Review of Accounts**

The following individuals are responsible for reviewing client accounts:

- Wayne Caldwell, Director
- Ginger Weber, President
- John Gloor, Director
- Charles Ross, Director
- Bruce Smith, Chief Compliance Officer
- Ann Marie Bugenig, Investment Advisor Representative
- Teresa Conley, Investment Adviser Representative

#### Portfolio Management Services:

Reviews: While the underlying securities within these accounts are continuously monitored, these accounts are reviewed at least quarterly by the above-listed individuals. Accounts are reviewed for consistency with client investment strategy, asset allocation, risk tolerance and performance relative to the appropriate benchmark. More frequent reviews may be triggered by changes in an account holder's personal, tax or financial status, and cash inflows or outflows. Economic and macroeconomic specific events may also trigger reviews.

Reports: Clients will receive monthly/quarterly statements and confirmations of transactions from their custodian. Our firm will not provide any additional reports unless specifically requested by a client.

#### Pension Consulting Services

Reviews: We will review the IPS for these accounts whenever clients indicate a change in circumstances regarding the needs of the plan. We will also review the investment options of the plan according to the agreed-upon time intervals established in the IPS. Such reviews will occur at least annually.

Reports: We will provide reports to these clients as contracted for at the inception of the advisory relationship.

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

Our employees may receive additional compensation as described in Item 5 of this Brochure. Please refer to Item 5 for a detailed explanation of these relationships and important conflict of interest disclosures.

Other than that already described in this Brochure, our firm does not receive any additional compensation from third parties for providing investment advice to its clients.

### **Item 15. Custody**

Since we directly debit client fees from their custodial accounts, our firm is deemed to have constructive custody of client funds. Custody is defined as any legal or actual ability by our firm to access client funds or securities. We urge all of our management clients to carefully review their quarterly reviews of account holdings and/or performance results received from their custodian. Should you have any questions, please notify us and/or your custodian as soon as possible.

### **Item 16. Investment Discretion**

For clients granting us discretionary authority to determine which securities and the amounts of securities that are to be bought or sold for their account(s), we request that such authority be granted in writing, typically in the executed investment management agreement.

Should the client wish to impose reasonable limitations on this discretionary authority, such limitations shall be included in this written authority statement. Clients may change/amend these limitations as desired. Such amendments must be submitted to us by the client in writing.

### **Item 17. Voting Client Securities**

As a matter of firm policy, our firm does not vote proxies on behalf of clients. Clients will receive their proxies and other solicitations directly from their custodian or transfer agent and retain sole responsibility for voting. However, we may provide clients with consulting assistance regarding proxy issues if they contact us with questions at our principal place of business.

We will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct us to transmit copies of class action notices to the client or a third party. Upon such direction, we will make commercially reasonable efforts to forward such notices in a timely manner.

**Item 18. Financial Information**

Under no circumstances will our firm earn fees in excess of \$1,200 more than six months in advance of services rendered.



**Part 2B of Form ADV: *Brochure Supplement***

Wayne Oliver Caldwell  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

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725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

07/27/2011

**This brochure supplement provides information about Wayne Caldwell that supplements the Premier Financial Group brochure. You should have received a copy of that brochure. Please contact Bruce Smith if you did not receive our brochure or if you have any questions about the contents of this supplement.**

**Additional information about Wayne Caldwell is available of the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2. Educational Background and Business Experience**

Wayne O. Caldwell, Principal, Director, Certified Financial Planner

Year of birth: 1947

### Education:

Mr. Caldwell attended Humboldt State University where he earned 165 units toward a degree in Business Administration.

### Business Background:

Principal, Director, Certified Financial Planner, Premier Financial Group, Inc. from 04/1987 to present

Registered Representative, Cantella & Co., Inc. from 05/2002 to 09/2006

Registered Representative, Raymond James Financial Services, Inc. (formerly Robert Thomas Securities, Inc.) from 01/1999 to 05/2002

Registered Representative, Robert Thomas Securities, Inc. from 12/1988 to 01/1999

### Professional Designations:

Mr. Caldwell has earned the Certified Financial Planner (CFP) designation from the College of Financial Planning in 1987. The CFP designation is a professional certification mark for financial planners conferred by the Certified Financial Planner Board of Standards, Inc. (CFP Board) in the United States. To receive authorization to use the designation, the candidate must meet education, examination, experience and ethics requirements, and pay an ongoing certification fee. To fulfill the education requirement, students are required to complete course training in various topic areas and sit for the ten hour CFP Board Certification Examination. A bachelor's degree (or higher), or its equivalent in any discipline, from an accredited college or university is required to attain CFP certification.

## **Item 3. Disciplinary Information**

Mr. Caldwell does not have any history of reportable disciplinary events.

## **Item 4. Other Business Activities**

Mr. Caldwell is not engaged in any other business or occupation.

## **Item 5. Additional Compensation**

Mr. Caldwell does not receive any additional compensation from third parties for providing investment advice to its clients.

**Item 6. Supervision**

Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for all internal supervision. Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for the formulation and monitoring of investment advice offered to clients, documentation of investment meetings, oversight of all material investment policy changes, and conducting of periodic testing to ensure that client objectives and mandates are being met. They can be reached at (707) 443-2741. Bruce Smith reviews all employee personal securities transactions on a quarterly basis. Mr. Smith's personal securities transactions are reviewed on a quarterly basis by other principals of PFG.

**Part 2B of Form ADV: *Brochure Supplement***

Charles Ronald Ross  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

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725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

07/27/2011

**This brochure supplement provides information about Charles Ross that supplements the Premier Financial Group brochure. You should have received a copy of that brochure. Please contact Bruce Smith if you did not receive our brochure or if you have any questions about the contents of this supplement.**

**Additional information about Charles Ross is available of the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2. Educational Background and Business Experience**

Charles Ronald Ross, Principal, Director, Certified Financial Planner

Year of birth: 1941

### Education:

Mr. Ross graduated from the University of Tulsa with a B.S in Economics in 1963 and from the Oklahoma State University with an M.S. in Economics in 1967 and Ph.D. in Economics in 1969.

### Business Background:

Principal, Director, Certified Financial Planner, Premier Financial Group, Inc. from 02/1990 to present

Registered Representative, Cantella & Co., Inc. from 05/2002 to 09/2006

Registered Representative, Raymond James Financial Services, Inc. (formerly Robert Thomas Securities, Inc.) from 01/1999 to 05/2002

Registered Representative, Robert Thomas Securities, Inc. from 02/1990 to 01/1999

### Professional Designations:

Mr. Ross has earned the Certified Financial Planner (CFP) designation from the College of Financial Planning in 1979. The CFP designation is a professional certification mark for financial planners conferred by the Certified Financial Planner Board of Standards, Inc. (CFP Board) in the United States. To receive authorization to use the designation, the candidate must meet education, examination, experience and ethics requirements, and pay an ongoing certification fee. To fulfill the education requirement, students are required to complete course training in various topic areas and sit for the ten hour CFP Board Certification Examination. A bachelor's degree (or higher), or its equivalent in any discipline, from an accredited college or university is required to attain CFP certification.

## **Item 3. Disciplinary Information**

Mr. Ross does not have any history of reportable disciplinary events.

## **Item 4. Other Business Activities**

Mr. Ross is not engaged in any other business or occupation.

## **Item 5. Additional Compensation**

Mr. Ross does not receive any additional compensation from third parties for providing investment advice to its clients.

**Item 6. Supervision**

Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for all internal supervision. Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for the formulation and monitoring of investment advice offered to clients, documentation of investment meetings, oversight of all material investment policy changes, and conducting of periodic testing to ensure that client objectives and mandates are being met. They can be reached at (707) 443-2741. Bruce Smith reviews all employee personal securities transactions on a quarterly basis. Mr. Smith's personal securities transactions are reviewed on a quarterly basis by other principals of PFG.

**Part 2B of Form ADV: *Brochure Supplement***

John Christian Gloor  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

Premier Financial Group, Inc.  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

07/27/2011

**This brochure supplement provides information about John Gloor that supplements the Premier Financial Group brochure. You should have received a copy of that brochure. Please contact Bruce Smith if you did not receive our brochure or if you have any questions about the contents of this supplement.**

**Additional information about John Gloor is available of the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Item 2. Educational Background and Business Experience**

John Christian Gloor, Principal, Director, Senior Retirement Plan Advisor

Year of birth: 1950

Education:

Mr. Gloor attended Humboldt State University where he earned 161.5 units toward a degree in Oceanography.

Business Background:

Principal, Director, Senior Retirement Plan Advisor, Premier Financial Group, Inc. from 04/1987 to present

Registered Representative, Cantella & Co., Inc. from 05/2002 to 09/2006

Registered Representative, Raymond James Financial Services, Inc. (formerly Robert Thomas Securities, Inc.) from 01/1999 to 05/2002

Registered Representative, Robert Thomas Securities, Inc. from 12/1988 to 01/1999

**Item 3. Disciplinary Information**

Mr. Gloor does not have any history of reportable disciplinary events.

**Item 4. Other Business Activities**

Mr. Gloor is a licensed insurance agent/broker with our firm. Although Mr. Gloor does not currently sell or offer to sell any insurance products to advisory clients, in this capacity, Mr. Gloor is able to recommend insurance products and receive normal insurance transaction commissions if products are purchased through any firms with which he is appointed. Thus, a conflict of interest exists between the interests of Mr. Gloor and those of the advisory clients, creating an incentive for him to recommend insurance products based on the compensation received, rather than on a client's needs. However, clients are under no obligation to act upon any recommendations of Mr. Gloor or to purchase any insurance products through him if they decide to follow his recommendations. Mr. Gloor does not limit his recommendations to insurance products offered by our firm or any other firm with which he is affiliated, with all advice provided being of a generic nature. Clients have the option to purchase insurance products recommended by Mr. Gloor through other brokers or agents not affiliated with our firm.

**Item 5. Additional Compensation**



Mr. Gloor does not receive any additional compensation from third parties for providing investment advice to its clients.

**Item 6. Supervision**

Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for all internal supervision. Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for the formulation and monitoring of investment advice offered to clients, documentation of investment meetings, oversight of all material investment policy changes, and conducting of periodic testing to ensure that client objectives and mandates are being met. They can be reached at (707) 443-2741. Bruce Smith reviews all employee personal securities transactions on a quarterly basis. Mr. Smith's personal securities transactions are reviewed on a quarterly basis by other principals of PFG.

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Ginger Lynn Weber  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

Premier Financial Group, Inc.  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

07/27/2011

**This brochure supplement provides information about Ginger Weber that supplements the Premier Financial Group brochure. You should have received a copy of that brochure. Please contact Bruce Smith if you did not receive our brochure or if you have any questions about the contents of this supplement.**

**Additional information about Ginger Weber is available of the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

## **Item 2. Educational Background and Business Experience**

Ginger Lynn Weber, Principal, President, Director, Certified Financial Planner

Year of birth: 1971

### Education:

Ms. Weber graduated from the California Polytechnic State University with a B.S. in Business Administration with a Concentration in Marketing in 1993

### Business Background:

Director, President, Certified Financial Planner, Premier Financial Group, Inc. from 07/2000 to present

Registered Representative, Cantella & Co., Inc. from 05/2002 to 10/2004

Registered Representative, Raymond James Financial Services, Inc. (formerly Robert Thomas Securities, Inc.) from 07/2000 to 05/2002

Financial Adviser, Morgan Stanley Dean Witter from 09/1997 to 05/2000

### Professional Designations:

Ms. Weber has earned the Certified Financial Planner (CFP) designation from the College of Financial Planning in 2006. The CFP designation is a professional certification mark for financial planners conferred by the Certified Financial Planner Board of Standards, Inc. (CFP Board) in the United States. To receive authorization to use the designation, the candidate must meet education, examination, experience and ethics requirements, and pay an ongoing certification fee. To fulfill the education requirement, students are required to complete course training in various topic areas and sit for the ten hour CFP Board Certification Examination. A bachelor's degree (or higher), or its equivalent in any discipline, from an accredited college or university is required to attain CFP certification.

## **Item 3. Disciplinary Information**

Ms. Weber does not have any history of reportable disciplinary events.

## **Item 4. Other Business Activities**

Ms. Weber is not engaged in any other business or occupation.

## **Item 5. Additional Compensation**

Ms. Weber does not receive any additional compensation from third parties for providing investment advice to its clients.

**Item 6. Supervision**

Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for all internal supervision. Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for the formulation and monitoring of investment advice offered to clients, documentation of investment meetings, oversight of all material investment policy changes, and conducting of periodic testing to ensure that client objectives and mandates are being met. They can be reached at (707) 443-2741. Bruce Smith reviews all employee personal securities transactions on a quarterly basis. Mr. Smith's personal securities transactions are reviewed on a quarterly basis by other principals of PFG.

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Teresa Irene Conley  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

Premier Financial Group, Inc.  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

07/27/2011

**This brochure supplement provides information about Teresa Conley that supplements the Premier Financial Group brochure. You should have received a copy of that brochure. Please contact Bruce Smith if you did not receive our brochure or if you have any questions about the contents of this supplement.**

**Additional information about Teresa Conley is available of the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Item 2. Educational Background and Business Experience**

Teresa Irene Conley, Operations Manager, Investment Adviser Representative

Year of birth: 1981

Education:

Ms. Conley graduated from Humboldt State University with a B.A. in Psychology in 2004.

Business Background:

Operations Manager, Investment Adviser Representative, Premier Financial Group, Inc. from 07/2002 to present

**Item 3. Disciplinary Information**

Ms. Conley does not have any history of reportable disciplinary events.

**Item 4. Other Business Activities**

Ms. Conley is not engaged in any other business or occupation.

**Item 5. Additional Compensation**

Ms. Conley does not receive any additional compensation from third parties for providing investment advice to its clients.

**Item 6. Supervision**

Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for all internal supervision. Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for the formulation and monitoring of investment advice offered to clients, documentation of investment meetings, oversight of all material investment policy changes, and conducting of periodic testing to ensure that client objectives and mandates are being met. They can be reached at (707) 443-2741. Bruce Smith reviews all employee personal securities transactions on a quarterly basis. Mr. Smith's personal securities transactions are reviewed on a quarterly basis by other principals of PFG.

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Ann Marie Bugenig  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

Premier Financial Group, Inc.  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

07/27/2011

**This brochure supplement provides information about Ann Marie Bugenig that supplements the Premier Financial Group brochure. You should have received a copy of that brochure. Please contact Bruce Smith if you did not receive our brochure or if you have any questions about the contents of this supplement.**

**Additional information about Ann Marie Bugenig is available of the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

**Item 2. Educational Background and Business Experience**

**Ann Marie Bugenig, Investment Adviser Representative**

Year of birth: 1982

**Education:**

Ms. Bugenig graduated from Thomas Edison State College with a B.S. in Human Services in 2006.

**Business Background:**

Investment Adviser Representative, Premier Financial Group, Inc. from 5/1/2011 to present

**Item 3. Disciplinary Information**

Ms. Bugenig does not have any history of reportable disciplinary events.

**Item 4. Other Business Activities**

Ms. Bugenig is not engaged in any other business or occupation.

**Item 5. Additional Compensation**

Ms. Bugenig does not receive any additional compensation from third parties for providing investment advice to its clients.

**Item 6. Supervision**

Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for all internal supervision. Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for the formulation and monitoring of investment advice offered to clients, documentation of investment meetings, oversight of all material investment policy changes, and conducting of periodic testing to ensure that client objectives and mandates are being met. They can be reached at (707) 443-2741. Bruce Smith reviews all employee personal securities transactions on a quarterly basis. Mr. Smith's personal securities transactions are reviewed on a quarterly basis by other principals of PFG.



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Bruce Anderson Smith  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

Premier Financial Group, Inc.  
725 Sixth Street  
Eureka, CA 95501

Telephone: (707) 443-2741

07/27/2011

**This brochure supplement provides information about Bruce Smith that supplements the Premier Financial Group brochure. You should have received a copy of that brochure. Please contact Bruce Smith if you did not receive our brochure or if you have any questions about the contents of this supplement.**

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## **Item 2. Educational Background and Business Experience**

Bruce Anderson Smith, Principal, Director, Secretary/Treasurer, Chief Compliance Officer & Investment Adviser Representative

Year of birth: 1953

### Education:

Mr. Smith graduated from the University of Alaska with an A.A. degree in Surveying Technology in 1975, from the University of California Berkeley with a B.A. degree in Psychology in 1985 and from the San Francisco State University with an M.B.A. in 1988.

### Business Background:

Director, Secretary/Treasurer, Chief Compliance Officer & Investment Adviser Representative, Premier Financial Group, Inc. from 07/2002 to present

### Professional Designations:

Mr. Smith has earned the Accredited Investment Fiduciary (AIF) designation which represents a thorough knowledge of and ability to apply fiduciary practices. Through specially designed training programs, AIF designees learn the legal and best practice framework for implementing a prudent fiduciary process into their own investment practices as well as being able to assist others in implementing proper policies and procedures. AIF designees must sign and agree to abide by a code of ethics and complete six hours of continuing professional education.

## **Item 3. Disciplinary Information**

Mr. Smith does not have any history of reportable disciplinary events.

## **Item 4. Other Business Activities**

Mr. Smith is an owner of Transpacific America, an internet-based communication service. He spends less than 10% of his time on this non-advisory activity, which is always conducted after regular business hours.

## **Item 5. Additional Compensation**

Mr. Smith does not receive any additional compensation from third parties for providing investment advice to its clients.

## **Item 6. Supervision**

Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for all internal supervision. Wayne Caldwell, John Gloor, Charles Ross, Ginger Weber and Bruce Smith are responsible for the formulation and monitoring of investment advice offered to clients, documentation of investment meetings, oversight of all material investment policy changes, and conducting of periodic testing to ensure that client objectives and mandates are being met. They can be reached at (707) 443-2741. Bruce Smith reviews all employee personal securities transactions on a quarterly basis. Mr. Smith's personal securities transactions are reviewed on a quarterly basis by other principals of PFG.