

Part 2A of Form ADV: Firm Brochure

DOWLING & YAHNKE, LLC

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This document (Brochure) provides information about the qualifications and business practices of Dowling & Yahnke, LLC (Firm or Dowling & Yahnke). If you have any questions about the contents of this brochure, please contact Dowling & Yahnke at (858) 509-9500.

The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Dowling & Yahnke, LLC is a registered investment adviser. Registration of an investment adviser does not imply a certain level of skill or training.

Additional information about Dowling & Yahnke is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2. Material Changes

As noted last year, the SEC requires all registered investment advisers under its supervision, including Dowling & Yahnke, to disclose each year a summary of specific and significant changes that have occurred. The following items summarize additions or changes to the Firm's Part 2A of Form ADV: Firm Brochure.

- 1.) The SEC has significantly revamped Part 1 of Form ADV to include more in-depth disclosures. The Firm's newly filed ADV Part 1, as well as Part 2A and Part 2B, may be found at www.adviserinfo.sec.gov.
- 2.) Mark Munoz, Chief Operating Officer and Chief Financial Officer, became a Partner of the Firm on December 31, 2011. Mark has been with the Firm since October 2009.
- 3.) Alana Asmussen, Jacqueline Bell, and Karrol Gibbs were promoted to Directors effective December 31, 2011.

The Firm offers information about its qualifications and business practices to clients on, at least, an annual basis. Pursuant to the SEC rules, clients will receive a summary of any materials changes to this and subsequent Brochures within 120 days of the Firm's business fiscal year end (presently December 31). The Firm may further provide other ongoing disclosure information about material changes as necessary.

Currently, the Brochure may be requested by contacting Karrol Gibbs, Director, at (858) 509-9500.

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Item 4. Advisory Business

Firm Description

Established in 1991, Dowling & Yahnke is an independent wealth management firm located in San Diego, California. The Firm provides customized investment management solutions on a fee-only basis. As a fiduciary, the Firm offers objective advice, accepts no commissions, and has no proprietary products to sell. The Firm's highly experienced team of advisers boasts degrees from top universities and certifications from leading professional organizations.

The Firm's investment approach is to build broadly diversified, tax-efficient portfolios that capture the targeted asset class returns in a low-cost manner. Dowling & Yahnke designs and implements wealth management solutions that are tailored to its clients' goals and objectives, delivered with outstanding personalized service.

Principal Owners

Dowling and Yahnke, Inc. was founded in 1991 by Mark Dowling and Dale Yahnke. In October 2007, Dowling and Yahnke, LLC was formed to add new shareholders and maintain the business operations of the Firm. Effective December 31, 2011, Dowling and Yahnke, Inc. controls 100% ownership of Dowling & Yahnke, LLC. The current shareholders of Dowling & Yahnke, Inc. are Mark Dowling, Dale Yahnke, Paul Temby, William Beamer, and Mark Munoz.

Advisory Services

Dowling & Yahnke provides investment management services focused on the ongoing selection and management of marketable security portfolios. The Firm provides such services by incorporating a financial planning perspective with a holistic view of the client's investment management needs. The investment management strategy is further tailored to reflect the client's return objectives, risk tolerance, liquidity needs, time horizon, tax status, and other unique, personal circumstances. The terms of the arrangement are detailed in the Investment Advisory Agreement. Either party may terminate the Investment Advisory Agreement at any time by written notice delivered to the other party.

Tailored Relationships

Based upon each client's situation, Dowling & Yahnke helps clients understand and plan for their liquidity needs, as well as, develop and maintain an appropriate long-term investment plan. In particular, the Firm:

- Seeks a complete understanding of each client's investment objectives.
- Tailors an Investment Policy Statement to describe in writing the objectives of the portfolio, taking into consideration the client's liquidity requirements, investment horizon, risk tolerance, tax status, and unique circumstances. This Investment Policy Statement may be amended from time to time, as client circumstances or objectives change.
- Implements the Investment Policy Statement using the appropriate account structures and asset classes for the client.

- Monitors portfolio progress and performance through time, rebalancing the portfolio as actual asset allocation deviates from target ranges.
- Reports portfolio performance and balances on a quarterly basis.
- Reconciles account capital transactions and provides reports necessary for income tax preparation. Interacts with tax professionals as requested.
- Meets periodically with clients to review their investments and any changes to their financial situation.

Clients may put restrictions on investing in certain securities or types of securities in their portfolios. Where possible, Dowling & Yahnke will strive to accommodate such investment restrictions. The Firm, however, may utilize mutual funds where appropriate to maintain broadly diversified portfolios. As such, there may be a limitation in its ability to avoid investments in a specific security or industry. The Firm will disclose and discuss with the client those instances where implementing restrictions might detract from investment performance.

Non-Participation in Wrap Fee Programs

Dowling & Yahnke does **not** participate in wrap fee programs.

Assets Managed

As of December 31, 2011, Dowling & Yahnke provided discretionary investment advisory services on \$1,976,855,598 of financial assets for approximately 900 relationships.

Item 5. Fees and Compensation

Description and Fee Schedule

Fees for investment management services are charged as a percentage of assets under advisement according to the following annual rate schedule:

<u>Value of Assets Under Advisement</u>	<u>Rate</u>
First \$2,000,000	0.85%
Next \$1,000,000	0.70%
Next \$7,000,000	0.50%
Above \$10,000,000	0.40%

Other aspects of the Firm's Investment Advisory Agreement fee structure include:

- The minimum client account size is \$1,000,000. Multiple accounts within a client relationship may be aggregated for billing purposes.
- As client objectives, security types, account management, and reporting complexity all impact the Firm's management costs, the minimum account size and rate schedule above are negotiable under special circumstances.
- Unless otherwise amended, the above referenced investment management fee schedule replaces older schedules. Existing clients who contracted with the Firm under a previous fee schedule will continue to be billed under that agreement.

- In some instances, Dowling & Yahnke may charge a one-time initial set-up fee for investment management accounts. This fee may be charged in situations where an extraordinary amount of up-front work is required prior to the actual management of the account (e.g., accumulation of tax basis information for securities brought by the client and placed under the Firm's management). Such a set-up fee charge will be based on the time required to complete the work and will be agreed upon in advance by the client.

Fee Payment Method

Investment management fees are billed in arrears and payable each quarter. The fee is based on the market value of the account at the end of the calendar quarter.

Although the majority of the Firm's clients may have their fees deducted from their accounts, clients may choose to be billed directly. In some situations, clients may find it tax advantageous to have fees directly deducted from their tax-deferred accounts, such as a traditional IRA.

The account custodian does not verify the accuracy of the Firm's advisory fee calculation.

Other Types of Fees or Expenses

Management fees paid to Dowling & Yahnke are exclusive of brokerage commissions (see Item 12: Brokerage Practices), transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, and other parties. These charges could include custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer fees, electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange-traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to Dowling & Yahnke's fee. **The Firm does not receive any portion of these commissions, fees, and costs and strives to negotiate and minimize such expenses wherever possible.** Dowling & Yahnke believes that the fees and charges incurred within its management programs are competitive with similar offerings available through other firms, but lower fees may be available.

Fee Prepayment

The Firm bills in arrears but will accommodate unique client requests to prepay fees. The Firm will consider fee prepayment in such unique situations as long as the prepayment is not for more than six months in advance.

In the case whereby the client or the Firm terminates the Investment Advisory Agreement (by providing the other party written notice) and has prepaid, the Firm will refund any unearned fees. The amount of unearned fees will be calculated by prorating from the date of termination specified in the notice of termination to the end of the billing period.

Additional Compensation

The Firm's sole source of revenue is the management fee charged relating to the management of clients' accounts. Dowling & Yahnke:

- Does **not** charge any markup on securities purchased or sold for clients.
- Does **not** receive any compensation based on the securities used in the portfolios the Firm manages.
- Does **not** receive commissions of any kind from trades executed for its clients.

Dowling & Yahnke believes this billing structure provides clarity, objectivity, and reduces conflicts of interest.

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

Dowling & Yahnke does **not** charge, nor does any supervised person of the Firm accept, any performance-based fees or fees based on a share of capital gains or capital appreciation of client assets.

Item 7. Types of Clients

Dowling & Yahnke provides portfolio management services to high net worth individuals, trusts and estates, corporate pension and profit-sharing plans, individual retirement plans, charitable organizations, foundations, endowments, and other entities. The minimum account size is \$1,000,000 (see Item 5: Fees and Compensation).

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

Methods of Analysis and Sources of Information

The analysis and selection of securities for client portfolios is based on the cumulative investment experience and research by the Firm's investment professionals. Sources of information utilized for security analysis and investment decision making may be derived from, but not limited to, the following: (i) commercially available data and evaluation sources, (ii) securities rating services, (iii) general economic, market and financial information, (iv) due diligence reviews, (v) specific investment analyses, (vi) financial publications, periodicals, newspapers, journals, and academic white papers, (vii) prospectuses and statements of additional information, and (viii) other issuer-prepared information.

The Firm's advisers also attend various investment and financial planning conferences. Research is received from consultants, including financial economists affiliated with Dimensional Funds Advisors (DFA), Vanguard, and other firms. DFA provides historical market analysis, risk/return analysis, and continuing education services. Various computer software programs from DFA and other third parties may also be utilized to better model the historical and/or expected returns of designed portfolios.

Investment Philosophy and Strategy

The Firm's management philosophy incorporates many of the principles of "Modern Portfolio Theory." This theory has been thoroughly researched and supported for decades by leading financial academics, including several Nobel Prize winners. The investment management strategy is based on several fundamentals, including:

- Market efficiency - The theory states that the securities markets are fairly "efficient," although not always rational. This means that the price of financial assets reflects all information publicly available. Therefore, it is impossible to know ahead of time the next direction of the market as a whole. From an investment perspective, the theory implies that investors cannot consistently out-perform the overall market by conducting "active" investment strategies. "Active" investment strategies include attempting to "time the market" and conducting "stock picking."
- The importance of asset allocation - The theory states that the construction of an investment portfolio as a whole is more important than individual security selection. The appropriate investment allocation across asset classes (e.g., stocks, bonds, cash) will have far more influence on long-term portfolio results than the selection of individual securities.
- Long-term investing - Investing for the long-term, preferably longer than ten years, becomes critical to investment success because it allows the long-term characteristics of the asset classes to surface.
- Evaluating portfolio risk - Risk is the uncertainty regarding future returns (or losses) on an investment. Risk is a critical component of investing and creating portfolios. The theory states that investment portfolios can be created and tailored to a level of expected risk. Over long periods of time, there is a relationship between the level of risk assumed and the return that can be expected in an investment program.
- Benefits of diversification - The level of risk can be reduced by increasing the diversification (types and number of securities) in a portfolio without significantly changing the portfolio's overall expected return.
- Asset location - Matching investments with different tax treatments and available account types can result in more favorable after-tax returns (e.g., some investments are better held in a taxable account while others best held in a tax deferred account like an IRA).
- Costs matter - Investment costs are inevitable, but minimization of investment costs and taxes can enhance long-term performance.

Dowling & Yahnke will recommend an initial allocation of assets (among stocks, bonds, and cash) after working with the client to determine:

- Their goals and objectives, risk tolerance, and investment horizon.
- The cash requirements for the portfolio (as well as expectations for future cash inflows or outflows).

- Any constraints under which Dowling & Yahnke would manage the portfolio (e.g., low-cost basis stock that should be carefully evaluated to minimize recognition of capital gains, current tax status, and any anticipated change in tax status).
- Any circumstances unique to their individual situation.

Dowling & Yahnke does not allow day-to-day changes in the financial markets to dictate changes in its long-term asset allocation for our clients. The Firm does, however, rebalance portfolios to return to the target allocation and intended risk/return profile.

When the allocation is agreed upon, a customized Investment Policy Statement is drafted. This document outlines the investment objectives and constraints of the particular client. The Investment Policy Statement assists both the client and the Firm with a clear understanding of the strategy, as well as, providing the client with a meaningful method for evaluating the portfolio and the Firm. The Investment Policy Statement should be periodically reviewed and modified based upon changing client needs and objectives, as well as, any material changes to the financial markets (see Item 13: Review of Accounts).

Once the target allocation is set, Dowling & Yahnke analyzes the mix of taxable and tax-deferred accounts to build the desired portfolio to optimize the client's after-tax rate of return. This is implemented by utilizing the distinctive tax attributes of the different client accounts. Although the Firm cannot guarantee performance, it strives to create portfolios that, in the long run, should have a reasonable probability of meeting client objectives.

Understanding Risk

Investing in securities involves risk of loss that clients should be prepared to bear. Dowling & Yahnke does not guarantee the future performance of any client's portfolio or the level of success of a recommended strategy. Also, the Firm informs clients that investment decisions will not always be profitable. The Firm does seek to reduce and limit risk by investing in broadly diversified global equities and high quality fixed income securities and/or broadly diversified bond mutual funds.

When evaluating an investment strategy, Dowling & Yahnke works with its clients to identify risks and manage/minimize risk wherever possible. Types of risk can include:

- Inflation risk - The risk that investment returns will be below the general increase in prices due to inflation.
- Investment style risk - The chance that returns from one investment style will trail returns from another investment style.
- Credit risk - The chance that a bond issuer will fail to pay interest and principal in a timely manner.

- Interest rate risk - The chance that bond prices will change based on a move in interest rates (bond prices decline as interest rates rise). Relative to fixed income securities with near term maturities, longer maturity bonds will have a larger change in price for a move in interest rates.
- Reinvestment risk - The potential exposure that a bond investor will have to accept a lower yield upon receiving the interest or principal from a maturing bond.
- Early redemption risk - Some bonds have features that allow the bond issuer to repurchase or redeem the bond before maturity at a specific price. This risk is the chance that the borrower will do so; thus, expose the investor to a lower than expected return on that bond investment.
- Systematic risk - Also known as “market risk,” this is the chance of a severe drop of an entire financial market (e.g., political upheaval, natural disaster, etc.).
- Unsystematic risk - Also known as “specific risk,” this is the chance of a decline in the value of a particular asset (i.e., an individual stock declines while the overall stock market is not impacted).
- Currency risk - This is the chance that investments in a particular country will decrease in value if the U.S. dollar rises in value against that country’s currency.
- Tax risk - This is the chance that the taxing authority changes its tax rates or policies (e.g., rescind tax exempt status of particular bonds).
- Liquidity risk - This is the risk whereby the ability to buy or sell a security becomes more difficult and, therefore, negatively impacts the price at which one is able to transact in the security.

Item 9. Disciplinary Information

Dowling & Yahnke and its employees have **not** been involved in any legal or disciplinary events that would be material to the evaluation of the Firm or the integrity of its management.

Item 10. Other Financial Industry Activities and Affiliation

No Other Registrations

Dowling & Yahnke strives to avoid potential conflicts of interest by maintaining its business focus as an independent registered investment adviser. 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 securities entity.
- Do **not** have economic relationships or arrangements with any other related persons or entities that are material to its advisory business.

No Other Material Relationships

Dowling & Yahnke does **not** recommend other investment advisers to its clients for which the Firm receives direct or indirect compensation.

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

Description

As a fiduciary, Dowling & Yahnke and its employees maintain an ongoing commitment to act solely in the best interests of its clients. This duty compels all employees to act with the utmost integrity in all dealings. To document such a policy, Dowling & Yahnke has adopted a Code of Ethics to which all its employees adhere. The key components of the Code of Ethics include:

- Employees are expected to act in the best interest of each of the Firm's clients, and the interests of 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 and to avoid any actual or perceived conflict with the Firm's clients.
- Employees will not take inappropriate advantage of their position with the Firm.
- Employees are expected to conduct their personal securities transactions in accordance with the Personal Securities Transactions section of the Code of Ethics.
- Employees are expected to exercise diligence and care in maintaining and protecting its clients' nonpublic, confidential information (see Item 19: Additional 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.
- Individuals not in observance of the Code of Ethics will be subject to disciplinary action.

Dowling & Yahnke monitors compliance with the personal securities requirements of its Code of Ethics. More specifically,

- The Firm requires all employees who possess access to the Firm's advisory recommendations ("Access Persons") provide to the Firm's Chief Compliance Officer:
 - Quarterly reports detailing transaction activity for that period, and
 - A complete list of securities held at year-end.
- All employees of Dowling & Yahnke review and provide a written commitment to adhere to the Firm's current Code of Ethics.

Dowling & Yahnke will provide a complete copy of its Code of Ethics to a client or a prospective client upon request.

Client Transactions

Dowling & Yahnke does **not** recommend clients buy and sell any security in which it or any related person has a material financial interest. A related person includes the Firm's officers, partners, directors, and all current employees with the exception of support staff.

Employee Security Purchases

Dowling & Yahnke, its employees, and/or an employee's family may own shares of securities, directly or indirectly, that the Firm recommends to clients. Any beneficial ownership of securities which could reasonably be expected to influence or bias objective advice is disclosed to clients prior to effecting transactions.

In general, employees of Dowling & Yahnke purchase for their own accounts mutual funds or readily marketable securities that have negligible market pricing impact. The Firm, however, requires all Access Persons receive pre-approval of personal trades in those securities that could possibly result in a conflict of interest with clients.

Timing of Employee Security Purchases

Dowling & Yahnke manages accounts on a client-by-client basis and rarely enacts transactions across all client accounts. As a result, it is impractical for the Firm to institute security-specific trading windows for its employees. To minimize potential conflicts, Firm employees enacting personal security transactions that could possibly result in a conflict are required to obtain pre-approval for the potential transaction. Once approved, the employee is required (i) to trade on the exchanges in the last hour of trading when substantially all client trades are completed for the day, or (ii) to include the transaction in a bundled market order submitted electronically to the trading custodian. The Firm believes that employee transactions are unlikely to have a material impact on the pricing of client security purchases or sales.

Item 12. Brokerage Practices

Brokerage Firm Selection (Custodian)

Dowling & Yahnke is independently owned and operated and is not affiliated with any broker dealer or investment company.

Dowling & Yahnke utilizes the services of non-affiliated brokerage custodians to hold and safeguard client securities and implement securities transactions. Dowling & Yahnke will recommend that clients establish brokerage accounts with a broker-dealer that:

- Is registered with the Financial Industry Regulatory Authority (FINRA), the largest independent regulator for all securities firms doing business in the United States.
- Is a member of the Securities Investor Protection Corporation (SIPC), a federally mandated, non-profit, member-funded, corporation that protects clients of brokerage firms that are forced into bankruptcy.
- Has access to institutional trading, custody services, mutual funds, and other investments that are otherwise generally not available to retail investors (or would require a significantly higher minimum initial investment).

While transaction costs are a primary consideration in selecting and recommending custodians, firm size, financial stability, years in business, execution, responsiveness, custodial services, and client reporting are also taken into consideration in the selection process.

Non-Participation in Soft Dollar Transactions

Dowling & Yahnke does **not** receive research or other products (known as “Soft Dollars”) in connection with client security transactions.

Referrals

Dowling & Yahnke does **not** currently receive referrals from any broker-dealer or custodian (see Item 14: Client Referrals and Other Compensation for past participation).

Brokerage Recommendation

The Firm currently utilizes and recommends Charles Schwab & Co. Inc. (Schwab) Institutional Services as its primary brokerage custodian for client accounts. In some instances where client circumstances dictate, other custodians may be used. Although Dowling & Yahnke makes this recommendation, it is the client's decision to custody assets with a particular broker-dealer.

The Firm's recommendation that clients establish accounts at Schwab to custody their investments is based upon both the brokerage services offered to the client and the availability of benefits received by Dowling & Yahnke. Benefits include access to (i) client account data, (ii) electronic duplicate statement and confirmations, (iii) pricing and market data, (iv) institutional, administrative, and trading staff, (v) practice management information and publications, (vi) conferences and educational sessions, and (vii) institutional mutual funds (e.g., Dimensional Fund Advisors) that are not available to retail investors. Such benefits may create a potential conflict of interest as clients may pay higher transaction fees than they might at other discount brokers.

While there are no known costs to clients as a result of these discounts and services provided to the Firm, there is financial benefit to Dowling & Yahnke. This may create an incentive for the Firm to recommend one custodial broker over another. It is the policy of Dowling & Yahnke that such services may not be a factor in recommending a broker or any investment. Rather, such recommendations may only be based on the full range and quality of the broker's services including execution capability, commission rates, financial condition, responsiveness, and the overall value and quality of custodial services provided to the client.

Although clients may be able to obtain lower fees at other custodians, Dowling & Yahnke has negotiated generally low fees. The Firm continues to monitor its custodians' fee structures relative to fees and services offered at other custodians. Given its investment approach of emphasizing low trading levels, the Firm believes that Schwab's fees are very competitive and not a significant factor in overall investment performance.

Where appropriate, the Firm will recommend clients maintain a Prime Brokerage account. Maintained at the client's custodian, a Prime Brokerage account will allow Dowling & Yahnke to execute trades, on the client's behalf, through other broker-dealers and settle the trades in the client's custodial brokerage account. This flexibility allows the Firm to shop for best pricing on securities with additional outside brokers. The custodial broker will charge a fee for each transaction utilizing the Prime Brokerage account. This fee will be taken into account by

Dowling & Yahnke in evaluating the merits of trading through other brokers. In most cases, there is no additional net cost and often a net benefit to the client involved in such trades. For example, a specific bond may not be available through the client's custodial broker or a better price can be secured through another broker. The allocation of prime broker trades is based upon the specific needs of each individual client.

Aggregated Transactions

As detailed below, the Firm evaluates trades on a client-by-client basis. On any given day, the number of securities traded that are common across clients will vary greatly. The Firm utilizes software programs to enhance its trading efficiency including the aggregating or "batching" of trades in securities across clients. Upon execution, the pricing of such batched trades is averaged and proportionately allocated among the corresponding client accounts. Given normal trade size and depth of the market for such securities, the Firm's execution of aggregated trades is not expected to have a material impact on pricing.

Item 13. Review of Accounts

The investment portfolio monitoring and reviewing is a continuous process. With the assistance of software programs, all reviews and updates are performed by the Principals or Portfolio Managers of Dowling & Yahnke who together are responsible for all accounts and client relationships.

Portfolio Reviews

The Firm maintains a disciplined, ongoing approach around portfolio reviews to:

- Rebalance the portfolios through time to the target asset class allocations set forth in each client's Investment Policy Statement. Rebalancing is implemented on an "as-needed" basis and not on any periodic schedule.
- Realize tax losses ("tax loss harvesting").
- Identify bonds maturing or being redeemed early so the proceeds can be efficiently and timely reinvested.
- Identify new funds deposited or assets transferred into the account for effective investment and allocation.
- Review and accommodate client's cash needs (in case cash is needed for the client to withdraw on a scheduled, periodic, or one-time basis).
- Implement decisions made by the Firm's Investment Committee to change portfolio composition.
- Accommodate client-directed modifications.

Client Reports

The Firm provides clients with a quarterly report detailing the securities held in their investment portfolio, a summary of investment allocation, and a report detailing investment performance. In addition, in February of each calendar year, the Firm supplies the client with a realized gains and losses report. This report is provided for managed taxable accounts and aids the client, or their tax professional, in income tax preparation. This report includes cost basis information, which has been reconciled to the custodian's Form 1099 B.

Item 14. Client Referrals and Other Compensation

Economic Benefit from Others

Dowling & Yahnke does not accept referral fees from other professionals when a client is referred to another firm. The sole source of revenue for Dowling & Yahnke is its management fees. The Firm:

- Does **not** charge any markup on any securities purchased or sold for clients.
- Does **not** receive any compensation based on the securities used in the portfolios managed.
- Does **not** receive commissions of any kind from trades executed for its clients.

Custodian broker-dealers (see Item 12: Brokerage Practices) and mutual fund companies may also make available to the Firm other products and services that may directly benefit the Firm. These services may include (i) compliance, legal and business consulting; (ii) publications and conferences on practice management; and (iii) educational or business events. Dowling & Yahnke strives to avoid having such economic benefits impact either the selection of investments or its recommendation for custodial relationships.

Compensation to Others

Dowling & Yahnke has received and will continue to receive client referrals from existing clients, accounting firms, law firms, business professionals, and other sources. The Firm does not currently pay for these referrals.

Although the Firm does not currently participate in the program, the Firm does pay referral fees associated with legacy participation in the Schwab Advisor Network. The Schwab Advisor Network service was designed to help investors find an independent investment adviser. (Schwab is a broker-dealer independent of and unaffiliated with Dowling & Yahnke.)

From March 2002 to August 2006, the Firm participated in the Schwab Advisor Network and received client referrals from Schwab. Under the program, Dowling & Yahnke agreed to pay Schwab a fee as long as the referred client's account remains at Schwab. The fee paid by Dowling & Yahnke is a percentage of the investment management fees the client pays the Firm and does not result in any additional charges to the client. Although Dowling & Yahnke currently does not actively participate in the Schwab Advisor Network, the Firm continues to pay fees to Schwab for those clients referred during its participation.

Item 15. Custody

The Firm strives to create as many safeguards for its clients' assets as possible. Part of this effort is for the Firm to avoid possessing, or being "custodian," of client assets. It is the policy of Dowling & Yahnke **not** to accept custody of client securities. Schwab (or other custodians) physically maintain possession of securities included in client accounts, record and collect dividend and interest payments, redeem maturing securities, and affect receipt and delivery of securities and monies following purchases and sales. The custodian provides copies of all trade confirms to the client upon trade execution, as well as monthly account statements, which show all account activity. In addition, clients have 24/7 online access to their accounts via Schwab's secure website.

With a client's written consent, Dowling & Yahnke can be provided with the authority to directly deduct management fees from a client's account(s). This can be efficient for both the client and the Firm, as well as potentially provide tax benefits for the client when fees are paid from certain tax-deferred accounts.

To allow consistency and transparency, Dowling & Yahnke provides quarterly reports to all its clients. The reports include account balances and account performance, and may reflect additional information not contained in the monthly custodial statements. The Firm urges clients to carefully review such statements and compare custodial records to the account statements provided by the Firm. Dowling & Yahnke statements may vary slightly from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Item 16. Investment Discretion

By utilizing limited discretionary authority, Dowling & Yahnke manages client accounts in a manner consistent with their stated investment objectives as described in their Investment Policy Statement. To allow the Firm to manage the accounts, clients grant the Firm discretion by signing Dowling & Yahnke's Investment Advisory Agreement and signing the custodians' limited power of attorney agreement contained in the new account forms (or a separate limited power of attorney document).

With this authority, Dowling & Yahnke has the discretion to determine and execute purchases and sales of securities, without obtaining specific client consent. This limited authority does **not** permit unauthorized withdrawals from client accounts. As with all investment recommendations, client investment objectives and constraints are identified and used as the overriding criteria in the investment selection process.

Item 17. Voting Client Securities

Unless the client designates otherwise by providing the Firm with sufficient advanced notice, Dowling & Yahnke votes proxies for securities over which it maintains discretionary authority. The Firm has established policies and procedures for voting proxies for its clients:

- Dowling & Yahnke has appointed a Proxy Administrator who is charged with identifying the proxies that the firm will vote, voting the proxies in the best interest of the clients, and promptly submitting the proxies.
- The Firm's policy is to vote proxies in the interest of maximizing shareholder value. Consistent with its fiduciary responsibilities, the Firm provides consideration to both the short-term and long-term implications of the proposal to be voted on when considering the optimal vote.
- Dowling & Yahnke has currently identified no significant conflicts of interest between its clients' interests and its own within the proxy voting process. Nevertheless, if the Proxy Administrator determines that he/she or Dowling & Yahnke is facing a material conflict of interest in voting proxies (e.g., an employee of Dowling & Yahnke may personally benefit if the proxy is voted in a certain direction), the Firm's procedures provide for a Proxy Voting Committee to convene and to determine the appropriate vote. Decisions of the Committee must be unanimous. If the Committee cannot reach a unanimous decision, a competent third-party will be engaged, at the Firm's expense, who will determine the vote that will maximize shareholder value. As an added protection, the third-party's decision is binding.

Dowling & Yahnke's complete proxy voting policy and procedures are available for client review. In addition, the Firm's proxy voting record is available to clients upon written request.

Item 18. Financial Information

Dowling & Yahnke is not required to provide financial information to its clients because:

- The Firm does not require the prepayment of more than \$1,200 in fees and six or more months in advance,
- The Firm does not take custody of client funds or securities,
- The Firm does not have a financial condition or commitment that impairs its ability to meet contractual and fiduciary obligations to clients.

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

Item 19. Additional Information

Business Continuity Plan

Dowling & Yahnke continuously reviews potential interruptions and risks that could threaten its business operations. Such threats could be from natural disasters (such as earthquakes, flooding, and fires) as well as man-made events (including loss of electrical power, bomb threats, chemical or biological disaster, and loss of network infrastructure). To anticipate and prepare for the possibility of such an event, the Firm has created a Business Continuity Plan (BCP). Key elements of the BCP include:

- The mechanism to address the orderly transition in the event of a loss of a Partner of the Firm.
- Ongoing business impact analysis to identify and prioritize key business processes and functions that could be impacted by a disaster so they can be properly protected.
- Identification of key personnel who would maintain and implement the BCP in a disaster.
- Testing of the plan.
- Training of the Firm's employees regarding the BCP and its implementation.
- Maintenance and recovery of key business contacts, client records, documentation, and financial records.
- Hardware and software credentials and passwords.
- A process for the backing up of data, as well as, the recovery of data and network operations.

The BCP is a "living document" and is regularly reviewed and updated.

Confidentiality of Information

Dowling & Yahnke is committed to safeguarding confidential information of all its present and former clients. The Firm has adopted policies in order to protect such personal information:

- Each employee is required to comply with Dowling & Yahnke's Code of Ethics, Privacy Statement (provided annually to all clients), Privacy Information Security Policy, and Confidentiality and Non-Disclosure Agreement, which reiterate the confidentiality and detail the procedures surrounding client information.
- In complying with applicable laws and regulations, Dowling & Yahnke maintains physical, electronic, and procedural safeguards to protect personal information.
- In order to implement strategies and transactions, the Firm may be required to provide confidential information to non-affiliated third parties, such as broker-dealers, tax professionals, attorneys, bankers, and other investment related businesses with which clients conduct business. In such situations, the Firm provides only the information required to implement the strategy or transaction.
- All third-party service providers requiring access to confidential information must maintain appropriate security measures to protect such confidential information consistent with applicable state and federal regulations.

- The Firm continuously reviews the protection of confidential information and provides ongoing, firm-wide education and training regarding confidential information.

Security Claims Class Action Litigation

Dowling & Yahnke has engaged a third-party service provider, Chicago Clearing Corporation (CCC), to monitor and file securities claims class action litigation paperwork with claims administrators on behalf of the Firm's clients. When a claim is settled and payments are awarded to Dowling & Yahnke clients, it may be necessary to share client information, such as name and account number, with CCC in connection with this service.

Dowling & Yahnke does not receive any fees or remuneration in connection with this service nor does it receive any fees from the third-party provider(s). CCC earns a fee based on a flat percentage of all claims it collects on behalf of Dowling & Yahnke clients. This fee is collected and retained by CCC out of the claims paid by the claim administrator.

Clients may opt out of this service at any time. If a client opts out, Dowling & Yahnke does not have an obligation to advise or take any action on behalf of a client with regard to class action litigation involving investments held in or formerly held in a client's account.

Brochure Supplement

(Part 2B of Form ADV)

SUPERVISED PERSONS

Dale Edward Yahnke
Mark Edward Dowling
Paul Raymond Temby
William Giles Beamer
Alana Christine Asmussen
Jacqueline Ann Bell
Michael Scott Brown

DOWLING & YAHNKE, LLC

12340 El Camino Real, Suite 450
San Diego, CA 92130

(858) 509-9500

July 10, 2012

This Brochure Supplement provides information on the above referenced supervised persons that supplements the Dowling & Yahnke, LLC (Firm or Dowling & Yahnke) Part 2A Form ADV: Firm Brochure. You should have received a copy of the Firm Brochure Material Changes. Please contact Karrol Gibbs at (858) 509-9500 if you did not receive Dowling & Yahnke's Brochure or if you have any questions about the contents of this supplement.

Additional information about Dale Yahnke, Mark Dowling, Paul Temby, William Beamer, Alana Asmussen, Jacqueline Bell, and Michael Brown is available on the SEC's website at www.adviserinfo.sec.gov.

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Minimum Qualifications for Professional Designations

CFA - Chartered Financial Analyst

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by the CFA Institute, the largest global association of investment professionals.

There are currently more than 90,000 CFA charterholders working in 135 countries. To earn the CFA charter, candidates must (1) pass three sequential, six-hour examinations, (2) have at least four years of qualified professional investment experience, (3) join CFA Institute as members, and (4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

High Ethical Standards

The CFA Institute Code of Ethics and Standards of Professional Conduct, enforced through an active professional conduct program, require CFA charterholders to:

- Place their clients' interests ahead of their own
- Maintain independence and objectivity
- Act with integrity
- Maintain and improve their professional competence
- Disclose conflicts of interest and legal matters

Global Recognition

Passing the three CFA exams is a difficult feat that requires extensive study (successful candidates report spending an average of 300 hours of study per level). Earning the CFA charter demonstrates mastery of many of the advanced skills needed for investment analysis and decision making in today's quickly evolving global financial industry. As a result, employers and clients are increasingly seeking CFA charterholders, often making the charter a prerequisite for employment.

Additionally, regulatory bodies in 19 countries recognize the CFA charter as a proxy for meeting certain licensing requirements. More than 125 colleges and universities around the world have incorporated a majority of the CFA Program curriculum into their own finance courses.

Comprehensive and Current Knowledge

The CFA Program curriculum provides a comprehensive framework of knowledge for investment decision making and is firmly grounded in the knowledge and skills used every day in the investment profession. The three levels of the CFA Program test a proficiency with a wide range of fundamental and advanced investment topics, including ethical and professional standards, fixed-income and equity analysis, alternative and derivative investments, economics, financial reporting standards, portfolio management, and wealth planning.

The CFA Program curriculum is updated every year by experts from around the world. Such updates ensure that candidates learn the most relevant and practical new tools, ideas, and investment wealth management skills to reflect the dynamic and complex nature of the profession.

To learn more about the CFA charter, visit www.cfainstitute.org.

CFP® - Certified Financial Planner

The Certified Financial Planner (CFP®) certification is a voluntary certification that is recognized in the United States and a number of other countries for its (1) high standard of professional education, (2) stringent code of conduct and standards of practice, and (3) ethical requirements that govern professional engagements with clients. Currently, more than 62,000 individuals have obtained CFP® certification in the United States.

To attain the right to use the CFP® marks, an individual must satisfactorily fulfill the following requirements:

- Complete an advanced college-level course of study addressing the financial planning subject areas that CFP Board's studies have determined as necessary for the competent and professional delivery of financial planning services, and attain a Bachelor's Degree from a regionally accredited United States college or university (or its equivalent from a foreign university). CFP Board's financial planning subject areas include insurance planning and risk management, employee benefits planning, investment planning, income tax planning, retirement planning, and estate planning;
- Pass the comprehensive CFP® Certification Examination. The examination, administered in ten hours over a two-day period, includes case studies and client scenarios designed to test one's ability to correctly diagnose financial planning issues and apply one's knowledge of financial planning to real world circumstances;
- Complete a minimum of three years of full-time financial planning-related experience (or the equivalent, measured as 2,000 hours per year); and
- Agree to be bound by CFP Board's *Standards of Professional Conduct*, a set of documents outlining the ethical and practice standards for CFP® professionals.

Individuals who become certified must complete the following ongoing education and ethics requirements in order to maintain the right to continue to use the CFP® marks:

- Complete thirty hours of continuing education hours every two years, including two hours on the *Code of Ethics* and other parts of the *Standards of Professional Conduct*, to maintain competence and keep up with developments in the financial planning field; and
- Renew an agreement to be bound by the *Standards of Professional Conduct*. The Standards prominently require that CFP® professionals provide financial planning services at a fiduciary standard of care. This means CFP® professionals must provide financial planning services in the best interests of their clients.

To learn more about CFP® Certification, visit <http://www.cfp.net/>.

CDFA™ - Certified Divorce Financial Analyst™

The Certified Divorce Financial Analyst™ (CDFA™) designation is issued by The Institute for Divorce Financial Analysts™ (IDFA™), which is a national organization dedicated to the certification, education, and promotion of the use of financial professionals in the divorce arena.

Founded in 1993, IDFA™ provides specialized training to accounting, financial, and legal professionals in the field of pre-divorce financial planning. Over the years, IDFA™ has certified more than 5,000 professionals in the U.S. and Canada as Certified Divorce Financial Analysts™ (CDFAs™).

The CDFA™ designation is available to individuals who have a minimum of two years experience as a financial professional, accountant, or matrimonial lawyer.

To acquire the designation, a candidate must successfully pass all exams and be in good standing with their broker dealer (if applicable) and the FINRA/SEC or other licensing or regulatory agency.

To earn the designation, the participant must complete a series of self-study course modules and pass an examination for each module. The American module topics are:

- Financial and legal issues of divorce
- Advanced financial issues of divorce
- Tax issues of divorce
- Working as a CDFA: case studies

To retain the Certified Divorce Financial Analyst™ designation, a CDFA™ must obtain twenty hours of Continuing Education (CE) every two years (ten of which must be divorce-related), remain in good standing with the IDFA™, and keep his/her dues current.

To learn more about the CDFA™ designation, visit <http://www.institutedfa.com/>.

CPA - Certified Public Accountant

Certified Public Accountant (CPA) is the statutory title of qualified accountants in the United States who have passed the Uniform Certified Public Accountant Examination (Uniform CPA Exam) and have met additional state education and experience requirements for certification as a CPA. The CPA was established in law in 1896. The requirements for licensure as a CPA, which are set by each state board of accountancy, include completing a program of study in accounting at a college or university, passing the Uniform CPA Exam, and obtaining a specific amount of professional work experience in public accounting (the required amount and type of experience varies according to licensing jurisdiction).

One of the world's leading licensing examinations, the Uniform CPA Examination, serves to protect the public interest by helping to ensure that only qualified individuals become licensed as CPAs. The Uniform CPA Exam is set by the American Institute of Certified Public Accountants and administered by the National Association of State Boards of Accountancy. Eligibility to sit for the Uniform CPA Exam is determined by individual state boards of accountancy. Typically, the requirement is a U.S. bachelor's degree including a minimum number of qualifying credit hours in accounting and business administration with an additional one year study.

The subject matter areas covered by the Uniform CPA Exam include:

- Auditing and Attestation - Planning the engagement, internal controls, obtaining and documenting information, reviewing engagements and evaluating information, and preparing communications.
- Financial Accounting and Reporting - Concepts and standards for financial statements, typical items in financial statements, specific types of transactions and events, accounting and reporting for governmental agencies, and accounting and reporting for non-governmental and not-for-profit organizations.
- Regulation - Ethics and professional responsibility, business law, Federal tax procedures and accounting issues, Federal taxation of property transactions, Federal taxation – individuals, and Federal taxation – entities.
- Business Environment and Concepts - Business structures, economic concepts, financial management, information technology, and planning and measurement.

The Uniform CPA Exam tests primarily understanding and the ability to apply authoritative literature—such as auditing and accounting standards, the Uniform Commercial Code, and the Internal Revenue Code—that are universally adopted by all U.S. jurisdictions or are federal in nature.

Ethics

Over 40 of the state boards of accountancy now require applicants for CPA status to complete a special examination on ethics. Many states require that the ethics course include a review of that state's specific rules for professional practice.

Continuing Professional Education (CPE)

CPAs are required to take continuing education courses in order to renew their license. Requirements vary by state, but the majority of states require 120 hours of CPE every three years with a minimum of 20 hours per calendar year. As part of the CPE requirement, most states require their CPAs to take an ethics course during every renewal period.

To learn more about the CPA designation, visit <http://www.AICPA.org/>.

Dale Edward Yahnke, CFA, CFP®

Year of Birth: 1956

Educational Background and Business Experience

Educational Background:

BA Degree in Economics/Accounting, Claremont McKenna College 1979

MBA with emphasis in Finance, San Diego State University 1985

CFP®, Certified Financial Planner, College for Financial Planning, Denver, CO 1986

CFA, Chartered Financial Analyst, Institute of Chartered Financial Analysts 1992

Business Experience:

Principal/Partner, Dowling & Yahnke, LLC (May 1991 - Present)

Financial Analyst, Gray, Cary, Ames & Frye law firm (now known as DLA Piper) (June 1985 - June 1991)

Disciplinary Information

Dowling & Yahnke is required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of each investment person providing advice to you. Mr. Yahnke has no information required to be disclosed under this Item.

Other Business Activities

Outside of his activities at Dowling & Yahnke, Mr. Yahnke is not actively engaged in any investment-related business or occupation. Additionally, Mr. Yahnke does not engage in other business activities outside of this position at Dowling & Yahnke which represent a substantial source (i.e. more than 10%) of his time or income.

Additional Compensation

Outside of the compensation earned from his employment at Dowling & Yahnke, Mr. Yahnke does not receive an economic benefit from other business activities.

Supervision

Dale Yahnke is a principal of the Firm and, as such, does not have an immediate supervisor. His investment recommendations are monitored during the periodic compliance review process. Mr. Yahnke's compliance-related activities are supervised by Karrol Gibbs (Director; (858) 509-9500). Ms. Gibbs reviews Mr. Yahnke's security holdings and trades to ensure compliance with the Firm's Code of Ethics.

Mark Edward Dowling, CFA, CFP®

Year of Birth: 1951

Educational Background and Business Experience

Educational Background:

BA Degree in Industrial Arts, San Diego State University 1974

California State Teaching Credential, San Diego State University 1975

MBA with emphasis in Finance, San Diego State University 1984

CFP®, Certified Financial Planner, College for Financial Planning, Denver, CO 1986

CFA, Chartered Financial Analyst, Institute of Chartered Financial Analysts 1989

Business Experience:

Principal/Partner, Dowling & Yahnke, LLC (May 1991 - Present)

Disciplinary Information

Dowling & Yahnke is required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of each investment person providing advice to you. Mr. Dowling has no information required to be disclosed under this Item.

Other Business Activities

Outside of his activities at Dowling & Yahnke, Mr. Dowling is not actively engaged in any investment-related business or occupation. Additionally, Mr. Dowling does not engage in other business activities outside of this position at Dowling & Yahnke which represent a substantial source (i.e. more than 10%) of his time or income.

Additional Compensation

Outside of the compensation earned from his employment at Dowling & Yahnke, Mr. Dowling does not receive an economic benefit from other business activities.

Supervision

Mark Dowling is a principal of the Firm and, as such, does not have an immediate supervisor. His investment recommendations are monitored during the periodic compliance review process. Mr. Dowling's compliance-related activities are supervised by Karrol Gibbs (Director; (858) 509-9500). Ms. Gibbs reviews Mr. Dowling's security holdings and trades to ensure compliance with the Firm's Code of Ethics.

Paul Raymond Temby, CFA, CFP®, CDFA™

Year of Birth: 1964

Educational Background and Business Experience

Educational Background:

BS Degree in Mechanical Engineering, University of California, San Diego 1988

Diplômé en Administration des Entreprises, Université Catholique de Louvain, Belgium 1990

MBA with emphasis in Finance, The Wharton School of the University of Pennsylvania 1998

CFA, Chartered Financial Analyst, Association for Investment Management & Research (AIMR) 1999

CFP®, Certified Financial Planner, Certified Financial Planner Board of Standards 2001

CDFA™, Certified Divorce Financial Analyst™, Institute for Divorce Financial Analysts 2004

Business Experience:

Partner/Portfolio Manager, Dowling & Yahnke, LLC (September 2005 - Present)

Portfolio Manager, Dowling & Yahnke, LLC (August 1998 - September 2005)

International Sales Manager, James Hardie Irrigation, Inc. (October 1992 - May 1996)

Disciplinary Information

Dowling & Yahnke is required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of each investment person providing advice to you. Mr. Temby has no information required to be disclosed under this Item.

Other Business Activities

Outside of his activities at Dowling & Yahnke, Mr. Temby is not actively engaged in any investment-related business or occupation. Additionally, Mr. Temby does not engage in other business activities outside of this position at Dowling & Yahnke which represent a substantial source (i.e. more than 10%) of his time or income.

Additional Compensation

Outside of the compensation earned from his employment at Dowling & Yahnke, Mr. Temby does not receive an economic benefit from other business activities.

Supervision

Paul Temby is a principal of the Firm and, as such, does not have an immediate supervisor. His investment recommendations are monitored during the periodic compliance review process. Mr. Temby's compliance-related activities are supervised by Karrol Gibbs (Director; (858) 509-9500). Ms. Gibbs reviews Mr. Temby's security holdings and trades to ensure compliance with the Firm's Code of Ethics.

William Giles Beamer, CFA, CFP®

Year of Birth: 1970

Educational Background and Business Experience

Educational Background:

BA Degree in History, Duke University 1993

MBA Degree, Harvard University 1999

CFA, Chartered Financial Analyst, Association for Investment Management & Research (AIMR) 2003

CFP®, Certified Financial Planner, Certified Financial Planner Board of Standards 2005

Business Experience:

Partner/Portfolio Manager, Dowling & Yahnke LLC (October 2007 - Present)

Portfolio Manager, Dowling & Yahnke, LLC (February 2002 - September 2007)

Consultant, Bain & Company, Inc. (August 1999 - January 2002)

Surface Warfare Officer (Lieutenant, junior grade), *USS David R. Ray* (DD971), United States Navy (May 1993 - May 1997)

Disciplinary Information

Dowling & Yahnke is required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of each investment person providing advice to you. Mr. Beamer has no information required to be disclosed under this Item.

Other Business Activities

Outside of his activities at Dowling & Yahnke, Mr. Beamer is not actively engaged in any investment-related business or occupation. Additionally, Mr. Beamer does not engage in other business activities outside of this position at Dowling & Yahnke which represent a substantial source (i.e. more than 10%) of his time or income.

Additional Compensation

Outside of the compensation earned from his employment at Dowling & Yahnke, Mr. Beamer does not receive an economic benefit from other business activities.

Supervision

William Beamer is a principal of the Firm and, as such, does not have an immediate supervisor. His investment recommendations are monitored during the periodic compliance review process. Mr. Beamer's compliance-related activities are supervised by Karrol Gibbs (Director; (858) 509-9500). Ms. Gibbs reviews Mr. Beamer's security holdings and trades to ensure compliance with the Firm's Code of Ethics.

Alana Christine Asmussen, CFA, CFP®

Year of Birth: 1969

Educational Background and Business Experience

Educational Background:

BBA Degree in Economics, University of Iowa 1992

MSBA Degree in Financial & Tax Planning, San Diego State University 1994

CFP®, Certified Financial Planner, Certified Financial Planner Board of Standards 1996

CFA, Chartered Financial Analyst, Association for Investment Management & Research (AIMR) 1999

Business Experience:

Director/Portfolio Manager, Dowling & Yahnke, LLC (December 2011 - Present)

Portfolio Manager, Dowling & Yahnke, LLC (January 1995 - December 2011)

Disciplinary Information

Dowling & Yahnke is required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of each investment person providing advice to you. Ms. Asmussen has no information required to be disclosed under this Item.

Other Business Activities

Outside of her activities at Dowling & Yahnke, Ms. Asmussen is not actively engaged in any investment-related business or occupation. Additionally, Ms. Asmussen does not engage in other business activities outside of this position at Dowling & Yahnke which represent a substantial source (i.e. more than 10%) of her time or income.

Additional Compensation

Outside of the compensation earned from her employment at Dowling & Yahnke, Ms. Asmussen does not receive an economic benefit from other business activities.

Supervision

Alana Asmussen reports to and is supervised by Paul Temby (Partner; (858) 509-9500). Ms. Asmussen's work is monitored through office communications (written and verbal) and electronic review. Work is further reviewed during periodic, company-wide investment performance reviews. Ms. Asmussen's compliance-related activities are supervised by Karrol Gibbs (Director; (858) 509-9500). Ms. Gibbs reviews Ms. Asmussen's security holdings and trades to ensure compliance with the Firm's Code of Ethics.

Jacqueline Ann Bell, CFA, CFP®

Year of Birth: 1967

Educational Background and Business Experience

Educational Background:

BA Degree, magna cum laude, in History and Science, Harvard University 1989
CFA, Chartered Financial Analyst, Institute of Chartered Financial Analysts 1994
CFP®, Certified Financial Planner, Certified Financial Planner Board of Standards 2008

Business Experience:

Director/Portfolio Manager, Dowling & Yahnke, LLC (December 2011 - Present)
Portfolio Manager, Dowling & Yahnke, LLC (February 2007 - December 2011)
Managing Director/Portfolio Manager, Merrill Lynch Investment Managers, investment management subsidiary of Merrill Lynch & Co., Inc. (now owned by BlackRock, Inc.) (September 1996 - August 2006)
Vice President/Analyst, Harbor Capital Management (1994 - 1996)
Analyst, The Boston Company (now a subsidiary of Mellon Financial Corp.) (1989 - 1994)

Disciplinary Information

Dowling & Yahnke is required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of each investment person providing advice to you. Ms. Bell has no information required to be disclosed under this Item.

Other Business Activities

Outside of her activities at Dowling & Yahnke, Ms. Bell is not actively engaged in any investment-related business or occupation. Additionally, Ms. Bell does not engage in other business activities outside of this position at Dowling & Yahnke which represent a substantial source (i.e. more than 10%) of her time or income.

Additional Compensation

Outside of the compensation earned from her employment at Dowling & Yahnke, Ms. Bell does not receive an economic benefit from other business activities.

Supervision

Jacqueline Bell reports to and is supervised by Paul Temby (Partner; (858) 509-9500). Ms. Bell's work is monitored through office communications (written and verbal) and electronic review. Work is further reviewed during periodic, company-wide investment performance reviews. Ms. Bell's compliance-related activities are supervised by Karrol Gibbs (Director; (858) 509-9500). Ms. Gibbs reviews Ms. Bell's security holdings and trades to ensure compliance with the Firm's Code of Ethics.

Michael Scott Brown, CFA, CPA

Year of Birth: 1974

Educational Background and Business Experience

Educational Background:

BS Degree in Accounting, summa cum laude, Oakland University 1997

MBA Degree, Kellogg School of Management of Northwestern University 2008

CFA, Chartered Financial Analyst, CFA Institute 2011

CPA, Certified Public Accountant (California practice privilege 2012, Michigan license 1999, Florida license 2005)

Business Experience:

Senior Portfolio Manager, Dowling & Yahnke, LLC (June 2012 - Present)

Partner, Deloitte & Touche LLP (September 1997 - June 2012)

Disciplinary Information

Dowling & Yahnke is required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of each investment person providing advice to you. Mr. Brown has no information required to be disclosed under this Item.

Other Business Activities

Outside of his activities at Dowling & Yahnke, Mr. Brown is not actively engaged in any investment-related business or occupation. Additionally, Mr. Brown does not engage in other business activities outside of this position at Dowling & Yahnke which represent a substantial source (i.e. more than 10%) of his time or income.

Additional Compensation

Outside of the compensation earned from his employment at Dowling & Yahnke, Mr. Brown does not receive an economic benefit from other business activities.

Supervision

Michael Brown reports to and is supervised by Paul Temby (Partner; (858) 509-9500). Mr. Brown's work is monitored through office communications (written and verbal) and electronic review. Work is further reviewed during periodic, company-wide investment performance reviews. Mr. Brown's compliance-related activities are supervised by Karrol Gibbs (Director; (858) 509-9500). Ms. Gibbs reviews Mr. Brown's security holdings and trades to ensure compliance with the Firm's Code of Ethics.