

The Advisory Group of San Francisco, LLC

**44 Montgomery Street
Suite 2410
San Francisco, CA 94104**

**Telephone: 415-977-1201
Facsimile: 415-977-1204**

www.advisorygroupsf.com

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FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of The Advisory Group of San Francisco, LLC. If you have any questions about the contents of this brochure, please contact us at 415-977-1201. 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 The Advisory Group of San Francisco, LLC is available on the SEC's website at www.adviserinfo.sec.gov.

The Advisory Group of San Francisco, LLC is a registered investment adviser. Registration with the United States Securities and Exchange Commission or any state securities authority does not imply a certain level of skill or training.

Item 2 Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Generally, The Advisory Group of San Francisco LLC will notify clients of material changes on an annual basis. However, where we determine that an interim notification is either meaningful or required, we will notify our clients promptly. In either case, we will notify our clients in a separate document.

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Item 4 Advisory Business

The Advisory Group of San Francisco, LLC is an SEC-registered investment adviser based in San Francisco, California. We are organized as a limited liability company under the laws of the State of Delaware. We have been providing investment advisory services since 1999. Gregory H. Patterson and Roger B. Patterson are our principal owners with more than 30 years of collective industry experience.

As used in this brochure, the words "we", "our" and "us" refer to The Advisory Group of San Francisco, LLC and the words "you", "your" and "client" refer to you as either a client or prospective client of our firm. Also, you may see the term Associated Person throughout this Brochure. As used in this Brochure, our Associated Persons are our firm's officers, employees, and all individuals providing investment advice on behalf of our firm.

We serve individuals and institutions with comprehensive, unbiased advice through an experienced team and leading national, institutional-quality resources. We are a fiduciary to all of our clients, and accept the responsibility of holding our firm and our Associated Persons to the highest legal standard of care.

We are a "fee-only" investment advisor. "Fee-only" means we are paid exclusively by our clients and the amounts of all such compensation are fully disclosed to clients in writing. We do not sell products and we do not receive commissions or other remuneration from any source. We do not receive soft dollar compensation or commissions from any outside party. This fee-only arrangement enables our firm to act solely in our clients' best interests; there is no financial incentive, hidden or otherwise, for our firm to operate in any other manner.

We provide Investment Advisory Services primarily on a discretionary basis and, on occasion, for certain institutional clients only, on a non-discretionary basis. We endeavor to recommend or select appropriate investment vehicles for our clients. If you retain our services, all recommendations or selections are made exclusively in your best interests, as we have no affiliation with any investment manager. Investment vehicles generally consist of open-ended mutual funds, commingled funds, exchange-traded funds (ETFs), separately managed accounts, and unified managed accounts. Separately managed accounts are only available if you have an account size that meets the separate account manager's minimum. The terms and conditions under which you may engage any separate account manager(s) are set forth in separate written agreements between you and the designated separate account manager(s). We will continue to render investment advisory services to you to monitor and review the separate account manager's performance, your asset allocation and individual investment objectives.

If you enter the relationship with existing securities (e.g. individual stocks, bonds, annuity products, closed-end funds) or with a unique situation which warrants different investment vehicles, we will make recommendations accordingly. Factors that we consider in recommending or selecting investments include your stated investment objectives and risk tolerance; investment manager's style, performance, reputation, financial strength, reporting, pricing and research; and taxes.

INVESTMENT ADVISORY SERVICES

We have formed important strategic relationships for the benefit of our clients. We are a select member of the Callan Associates Inc. ("Callan") Independent Advisor Group ("IAG"). Callan is one of the largest independent investment consulting firms in the country and provides research, education, decision support and advice to a broad array of institutional investors. Through our membership in Callan's IAG, we make these resources available to our clients that are normally not available to individual investors or middle market institutions. This membership gives us access to substantial Callan resources, including:

- Capital Markets Projections related to Risk, Return and Correlations of Asset Classes;

- Asset simulation software;
- A research list based on objective and in-depth qualitative and quantitative due diligence of investment management organizations and products (in the form of mutual fund and separate account vehicles);
- Negotiated institutional custody services through multiple independent custodians;
- Performance measurement reports and software;
- Research related to numerous client needs.

Our Investment Advisory Services are normally delivered in the form of a comprehensive five-step investment consulting process:

- An analysis of your investment positioning as it relates to your stated investment objectives and any fiduciary considerations.
- The design of an asset allocation strategy based on your time horizon, return expectations, risk tolerance, asset class preferences, tax considerations and liquidity needs.
- The formalization of an investment program in a written investment policy statement.
- The implementation of your investment program.
- The ongoing monitoring of your investment program and the systematic reporting of performance to you relative to the standards set forth in your investment policy statement.

INDIVIDUALS

We provide discretionary Investment Advisory services to qualified families and individuals. We serve the needs of both taxable and non-taxable portions of our Client's portfolios.

Client Access to Exclusive Non-Retail Funds

Through our Investment Advisory Services, you will have access to certain investment benefits that may not otherwise be available to a retail investor. Such benefits include:

- Access to institutional share classes (i.e. lower cost share classes) of certain fund families;
- Access to certain fund families whose substantial minimums would normally preclude retail client investment; and
- Access to certain highly-regarded and generally low-cost fund families made available only to a select group of registered investment advisors.

Discretionary Investment Advisory Services

We have authority to select the investments in your portfolio and make sub-asset class allocation decisions. However, any such selection must be consistent with your designated equity/fixed income allocation, as we do not have authorization to change the overall equity/fixed income allocation of your portfolio without your prior written authorization. We periodically rebalance your portfolio in accordance with your designated equity/fixed income allocation. We also perform tax loss harvesting for taxable accounts in the Premier Service level (described below), as appropriate.

Non-Discretionary Investment Services

In the past, we provided only non-discretionary services to our clients. We no longer offer non-discretionary investment services to individuals. All individual clients who previously engaged us on a non-discretionary basis re-engaged us on a discretionary basis in 2008.

Custodian

We generally recommend that you maintain your investment account at Charles Schwab & Co. ("Schwab"). If you participate in our Basic Program, IRA Managed Portfolio program, or utilize the Callan UMA Program (as described below), you must maintain custody at Schwab. Otherwise, you may direct us to use a custodian other than Schwab. (We may charge additional fees for use of such other custodians, as described below). You will enter into a separate custodial agreement with the designated custodian. Fees charged by the broker-dealer/custodian are exclusive of, and in addition to, our ongoing investment advisory fee as detailed below at the *Fees and Compensation* section.

Service Levels

We offer three service levels to individual clients on a discretionary basis:

Premier

The Premier Service level is full service and is generally available to clients with assets over \$500,000 who also pay a minimum annual fee. The services we provide to Premier clients include personal consultations, asset allocation analysis and Monte Carlo simulations, discretionary asset management on a household basis, tax-sensitive investment strategies, and periodic rebalancing. The Premier service level is full-service investment management, including customized portfolios with diversification into numerous asset classes and styles. We generally recommend the use of mutual funds and in some cases the use of separate account managers or a unified managed account structure, to implement the portfolio. Although we generally recommend that our clients select Schwab as custodian of the assets, Premier Service level clients may utilize other custodians as requested by the client or as appropriate.

Personal Managed Portfolio

The Personal Managed Portfolio service is a limited scope arrangement designed for clients with accounts of \$100,000 or more. The purpose of the Personal Managed Portfolios is to provide those individuals who have been participants in Institutional retirement plans managed by our firm with the option to invest their rollover assets into a pre-mixed portfolio similar in design to the managed portfolio(s) utilized within the Institutional retirement plan. Clients may convert to our Premier program at any time, subject to the applicable fees (see below section on *Fees and Compensation*.) Clients utilizing the Personal Managed Portfolios may choose from one of several standard portfolios, all of which are managed on a discretionary basis, covering a spectrum of risk and return characteristics. Clients have no ability to customize the portfolios and may change their portfolio designation no more than once per year. Investments in the Personal Managed Portfolios consist of both actively and passively managed mutual funds and are rebalanced periodically. Assets must be held in custody at Schwab and payment of our fee must be by way of deduction from the account. The Personal Managed Portfolio is designed for IRA rollover accounts but may be used for taxable accounts if the account holder does not require tax-sensitive investing. Under this limited scope arrangement, you are solely responsible for reviewing the materials provided by our firm and selecting a suitable Personal Managed Portfolio given your risk tolerances and time horizon. Our services under this arrangement do not include personal consultations, analysis of your current position or goals, tax-sensitive investment strategies, consideration of your other accounts or outside assets, or any other planning services. We provide this limited scope arrangement for a substantially reduced fee.

Basic

The Basic Service level is not available to new clients but has been grandfathered for existing clients in this service level. The Basic Service level is designed for clients with assets between \$100,000 - \$1 million and who otherwise might not be eligible for our Premier services. Basic Service clients receive fewer advisory services and have no minimum annual fee. The purpose of the Basic Program is to provide eligible Clients with a limited range of professional Investment Advisory Services on a discretionary basis and to provide access to standard managed portfolios at a reduced fee. Clients may convert to our Premier Program at any time subject to our minimum fee

(see below section on Advisory Fees.) Clients utilizing the Basic Program may choose from standard model portfolios covering a spectrum of risk and return characteristics. Client accounts are rebalanced periodically. Clients have no ability to customize the portfolios. Investments in the standard portfolios primarily consist of passively managed mutual funds (index funds). Assets must be held in custody at Charles Schwab & Co. Inc. ("Schwab") and our fee must be deducted from the account. The Basic Program does not include any tax analysis, and correspondingly no tax implications will be considered in the management of the account.

INSTITUTIONS

We provide fiduciary services for mid-sized institutions (\$10 million to \$300 million in investable assets), including 401(k), profit sharing, defined benefit and cash balance plans, as well as for foundations and endowments. We make our services available to participant-directed plans with less than \$10 million in assets through our Select Plan program and to trustee-directed plans with less than \$10 million in assets on a discretionary basis only. We provide mid-sized organizations a third-party, institutional-quality approach that is normally only available to those with assets in excess of \$500 million. For optimal results and to eliminate conflicts of interest, we utilize a transparent, objective institutional-quality process, have no in-house investment products or product ties, do not have soft-dollar arrangements, and we are only paid by our Clients. At our Client's request, we may also provide Investment Advisory and Spending Policy Analysis Services to foundations and endowments. Such services may require payment of a fee separate from and in addition to our Investment Advisory Fees as discussed below at *Fees and Compensation*.

Institutional accounts may be trustee-directed pools with a single allocation for each pool, or participant-directed plans with participants selecting their own individual allocation and/or among several pre-mixed diversified portfolios with differing equity/fixed income allocations. Trustee-directed pools include endowments, foundations, pooled profit sharing plans, defined benefit plans, cash balance plans, and certain 401(k) plans that do not permit participant investment direction. Participant-directed plans are generally 401(k) plans but may include profit sharing or other defined contribution plans. Both trustee-directed pools and participant-directed plans may engage us on either a discretionary or non-discretionary basis, and our services vary based upon this choice. In very limited cases, and pursuant to a written sub-advisory agreement, we engage the services of Hewins Financial Advisors, LLC, ("HFA"), an SEC-registered investment adviser, to provide portfolio accounting, daily transaction processing, and report generation on behalf of certain trustee-directed pools. In all such circumstances, our Clients are informed of this outside service and will not pay any additional fee.

Discretionary Investment Advisory Services

For trustee-directed pools that engage our firm to provide services on a discretionary basis, we have authority to select the investments in our Client's portfolio and make sub-asset class allocation decisions. However, any such selection must be consistent with Client's designated equity/fixed income allocation, as we do not change the overall equity/fixed income allocation of Client's portfolio without Client's prior written authorization. Cash inflows/outflows are deployed in a manner consistent with Client's strategic asset allocation. For participant-directed plans that engage our firm to provide services on a discretionary basis, including those plans that are part of our Select Plan program, we have authority to select the investments in the plan's investment menu and/or within the diversified portfolio investment options offered within the plan. We also have authority to make sub-asset class allocation decisions within pre-mixed diversified portfolios. The target equity/fixed income allocations of diversified portfolios cannot be changed without Client's prior written authorization.

Non-discretionary Investment Advisory Services

For trustee-directed pools that engage us to provide services on a non-discretionary basis, we will recommend an appropriate asset allocation, including sub-asset classes, and suitable investment managers and vehicles. Client retains absolute discretion over all investment decisions and is free to accept or reject any recommendation made by our firm. We generally maintain ongoing responsibility to make recommendations based upon Client needs, as to the specific mutual funds,

ETFs, separate account managers, or other securities. If such recommendations are accepted by Client, we are responsible for arranging or effecting the purchase or sale. Periodic rebalancing of the account occurs only among Client approved designated investments for the purpose of reallocating the account in accordance with Client approved percentage asset allocations. Cash inflows/outflows are deployed in a manner consistent with Client's strategic asset allocation. For participant-directed plans that engage us to provide services on a non-discretionary basis, we recommend the appropriate asset classes to include in the investment menu. We also recommend the investment managers and the asset allocation, including sub-asset class allocation, for each pre-mixed diversified portfolio. Rebalancing of pre-mixed diversified portfolios within participant-directed plans is handled by the plan's third-party administrator.

Custodian

For trustee-directed pools, we generally recommend that investment accounts be maintained at Schwab. For participant-directed plans, Client selects the preferred custodian based upon its relationship with the plan's record keeper/third-party administrator. All Clients enter into a separate custodial agreement with the designated custodian. Clients must also enter into a separate agreement with the record keeper/third party administrator. Fees charged by record keeper/third party administrator and/or broker-dealer/custodian are exclusive of, and in addition to, our ongoing Investment Advisory Fee as detailed below at the *Fees and Compensation* section.

PLANNING AND OTHER FINANCIAL ADVICE

In addition to Investment Advisory Services, as requested, we may provide general financial advice, including planning on non-investment related matters. Such advice may include, but is not limited to, retirement, estate, insurance, tax, college savings, wealth transfer, real estate transaction, and family business transfer planning. Our staff includes Certified Financial Planners (CFP®). Clients who engage us to provide Investment Advisory Services are under no obligation to separately engage us to provide Planning Services. Except in cases where financial planning is incidental to our Investment Advisory Services, Clients who request Planning Services must engage us for such services under the terms of a separate Planning Agreement, under which a separate planning fee is charged, as detailed below. Generally we only provide Planning Services to Clients who have otherwise engaged us for Investment Advisory Services.

TERMINATION INFORMATION

Either party may terminate the Investment Advisory Agreement at any time by one party giving the other party thirty (30) days' written notice of such termination. You will incur a pro rata charge for services rendered prior to the termination of the agreement, which means you will incur advisory fees only in proportion to the number of days in the quarter for which you are a client. If you have pre-paid advisory fees that we have not yet earned, you will receive a prorated refund of those fees.

ACCURACY OF CLIENT INFORMATION AND ASSIGNMENT

In providing the contracted services, we are not required to verify any information we receive from you or from your other professionals (e.g. attorney, accountant, etc.) and we are expressly authorized to rely on the information you provide. You must promptly notify our firm if your financial situation, goals, objectives, or needs change for the purpose of reviewing, evaluating, and/or revising our previous recommendations and/or services.

Neither party may assign the Investment Advisory Agreement without the consent of the other party. You acknowledge and agree that transactions that do not result in a change of actual control of management or our firm shall not be considered an assignment.

Types of Investments

We generally recommend style specific mutual funds, commingled funds, exchange traded funds, separate accounts, and/or a unified managed account for client portfolios. Additionally, we may recommend other types of investments since each client has different needs and different tolerances for risk. We may also advise you on any type of investment held in your portfolio at the inception of our advisory relationship, or on specific types of investments at your request.

If you require an enhanced and/or specialized level of investment consulting services, we may recommend that you authorize the active discretionary management of a portion of, or your entire, investment portfolio by and/or among certain Separately Managed Accounts (SMA) consistent with your stated investment objectives. SMA recommendations are not available to clients in the Basic Program or Personal Managed Portfolios.

Alternatively, or in addition, we may recommend that you utilize the Callan Unified Managed Account (UMA) Program. The Callan UMA Program is available to Premier and Institutional clients who may benefit from this specialized investment program and who meet minimum asset requirements to participate in the program. The Callan UMA Program allows investors to access separate account portfolios and mutual fund investment strategies via the program's overlay advisor, Natixis Asset Manager Advisors, L.P. ("Natixis"), an SEC-registered investment adviser. We have entered into a written agreement with Natixis in order to be able to provide this service to our clients, as appropriate. If you participate in the UMA Program, you do so via our agreement with Natixis. Performance reporting for accounts in this program is provided by Callan. Clients in the Callan UMA Program pay a separate fee to Natixis as set forth in our written UMA Implementation Agreement, which you must sign prior to participating in the Callan UMA Program. The Natixis fee is in addition to, and separate from, our Advisory Fee, and is inclusive of the fee paid to Callan.

You may request that we refrain from investing in particular securities or certain types of securities. You must provide these restrictions to our firm in writing.

Assets Under Management

As of December 31, 2011 we manage \$250,799,836.00 in client assets on a discretionary basis, and \$287,012,135.00 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation

INVESTMENT ADVISORY FEES

Our Investment Advisory fees, as described below, are exclusive of, and in addition to, other fees that you may incur, including, but not limited to, the following types of fees: custody and transaction, separate account manager, overlay manager, third-party administrator, directed-trustee, legal, audit, and funds' internal investment expenses.

Clients using separate account managers pay separate account manager fees directly to the managers. Clients using a Unified Managed Account (UMA) program pay fees directly to the UMA overlay manager and the underlying separate account managers. Institutional clients pay all other retirement plan providers directly (such as trustee fees, record keeper fees, audit fees, legal fees.)

Individual Clients (Premier Program) and Institutional Clients

Our Investment Advisory fees for Institutional Clients and Individual Clients in the Premier Program are normally calculated on a tiered fee schedule based upon a percentage of the assets under management ("AUM"). Specific assets or accounts that Client designates as unmanaged (i.e. courtesy accounts) are not included in fee calculations or performance reporting. The effective rate of our annual fee typically ranges from 0.25% to 1.10% of assets under management. Our standard minimum annual fee for individuals in our Premier service level is \$12,000 (\$3,000 per quarter). This minimum fee is reduced to \$5,000 for clients with assets totaling less than \$1,000,000. The standard minimum annual fee for Institutional clients is \$30,000 (\$7,000 per quarter), or \$12,000 (\$3,000 per quarter) on the Select Plan program. Minimum fees may be reduced or waived in limited instances. Fees are fully disclosed in writing prior to engagement. Fees are charged quarterly in advance and are based upon the value of the assets under management as of the last day of the preceding quarter. Generally, our fees are deducted directly from Client's accounts for individual clients and pooled institutional accounts and billed to the plan sponsor for participant-directed institutional accounts. Initial billing generally begins upon execution of the Investment Advisory Agreement, is based upon the expected value of the assets to be managed, and is

prorated to take into consideration the number of days in the quarter since execution of the agreement. No fee adjustment is made for cash inflows or outflows during billing cycles. For certain existing clients, fees are charged in arrears; however, this option is no longer available to new clients. We may, in our sole discretion, charge a lesser annual investment management fee based upon certain criteria. Additional fees may be charged for multiple asset allocations (\$500/quarter), manual data entry (\$250/account/quarter), certain direct costs associated with travel and education materials (at cost), participant education meetings (up to \$1,500 per day), special projects (varies depending upon scope of project), and one-time implementation or project-based fees (varies depending upon complexity of implementation or project).

Individual Clients (Personal Managed Portfolios, formerly IRA Managed Portfolios)

For each account within our Personal Managed Portfolio program, our Fee for services shall be assessed at an annual rate of 0.85% of assets (85 basis points). For participants in the plans of certain Institutional Clients that went out of business in 2008, we have made available to those plan participants our Personal Managed Portfolio program at a reduced annual rate. We do not impose a minimum fee for this service but we do generally require a minimum asset value of \$100,000. Fees are fully disclosed in writing prior to engagement and are deducted from the client's account. Fees are charged quarterly, in advance, and are based upon the value of the assets under management as of the last day of the preceding quarter. Initial billing begins upon the date the rollover is deposited into the account and is prorated to take into consideration the number of days in the quarter. No fee adjustment is made for cash inflows or outflows during billing cycles. We may, in our sole discretion, charge a lesser annual investment management fee based upon various criteria it deems sufficient.

Individual Clients (Basic Program)

For each account remaining in the Basic Program, our Fee for services is assessed at an annual rate of eighty five basis points (0.85%) based upon the market value of the assets under management on the last day of the previous quarter. Our Fees are deducted from Client's account. We do not impose a minimum fee for Basic Program services; however, in order to qualify for this program, the minimum assets under management must be \$100,000. We may, in our sole discretion, charge a lesser annual investment management fee or accept assets below the standard minimum asset level based upon various criteria we deem sufficient. This program is now only available on a grandfathered basis.

Payment of Investment Advisory Fees

Our Investment Advisory Agreement authorizes us to instruct Client's account Custodian to debit Client's account for the amount of our investment advisory fee and to remit that fee directly to us in accordance with procedures accepted by the United States Securities and Exchange Commission. Immediately upon the deduction of the fee, but no less than quarterly, we provide Client with a written billing statement showing the amount of fee deducted from each account and the calculation upon which the fee was based. Clients also receive statements directly from the custodian which reflect the deduction of our fee. Institutional or Premier Clients may request that fees to be deducted from a single account or invoiced directly to Client. In the event that automatic fee deduction is not possible, we will invoice Client for the amount of our quarterly fee.

PLANNING FEE INFORMATION

Prior to engaging our firm to provide Planning Services, Client will generally be required to enter into a written Planning Agreement with us setting forth the terms and conditions of the engagement, describing the scope of the services to be provided, and any portion of the fee that is due from Client before we commence services. In no event will we accept fees for services that are to be performed later than six months from receipt of any fee.

Our planning fees are negotiable, but generally range from \$2,000 - \$20,000 on a fixed fee basis, depending on the level and scope of the services required. We may, in our sole discretion, charge a lesser planning fee based upon various criteria we deem sufficient. In the event Client terminates the Planning Agreement prior to completion of the financial planning services, we will promptly refund any unearned balance of our fee.

Our written Planning Agreement authorizes the custodian to debit Client's account for the amount of our planning fee and to remit that fee directly to us in accordance with procedures accepted by the United States Securities and Exchange Commission. Immediately upon the deduction of the fee, but no less than quarterly, we will provide Client with a written statement showing the amount of fee deducted from Client's account and the calculation upon which the fee was based.

We may recommend the services of other professionals for implementation purposes or for specialized consulting beyond our area of expertise. Client is under no obligation to engage the services of any such recommended professional, nor will we receive any fee or other benefit by making such recommendations. Any fee charged by other professionals in this context is separate from, and in addition to, our fee for Planning Services.

Additional Fees and Expenses

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. Refer to the *Brokerage Practices* section below for additional disclosure on this topic.

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

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Fees and Compensation* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, endowments, corporations, and other business entities.

We offer several different levels of service, each with different minimums. On the Institutional side, the minimum asset level for non-discretionary engagements is \$10 million. Plans or institutional accounts with assets between \$1 million and \$10 million can use our services on a discretionary basis only. On the Individual side, individuals who participate in the Personal Managed Portfolio program must have minimum assets of \$100,000 in a single account to participate in the program. Individuals with total investable assets over \$500,000 across multiple accounts qualify for our Premier Services. Refer to the description of each level of service at the *Advisory Business* section above for additional details regarding minimum fees and/or minimum account size requirements.

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

Through our association with Callan as described above at *Advisory Services*, we receive capital markets research, asset allocation and other investment planning technologies, investment manager due diligence information and performance evaluation services, for the benefit of our clients. We conduct additional quantitative and qualitative research on managers.

A long term investment strategy is the cornerstone of our investment advisory and wealth building recommendations. Nonetheless, our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine recommendations and allocations based upon your predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Your restrictions and guidelines may affect the composition of your investment portfolio. We do not trade on margin or sell short. Refer to the *Advisory Business* section above for a detailed discussion of our investment strategy,

In certain circumstances, we may recommend short-term trading (selling securities within one year of purchase) as an investment strategy. Short-term trading is not a fundamental part of our overall investment process, but we may use this strategy occasionally when we determine that it is suitable to implement tax efficient strategies.

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional prior to and throughout the investing of your assets.

As a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of various securities acquired in client accounts on or after January 1, 2011. Depending on the type of account you have with our firm, we may consider the appropriateness of your tax status and we may specify tax methods as part of a tax-efficient portfolio management approach. Nonetheless, you are responsible for contacting your tax advisor to determine what accounting method is best suited to you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities and the capital markets involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. You understand that our investment recommendations for your account are subject to various market, currency, economic, political and business risks, and that those investment decisions will not always be profitable. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is not an indication of future performance.

Recommendation of Particular Types of Securities

We primarily recommend style specific mutual funds for our clients. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the potential return of an investment, the higher the risk of loss associated with it. You should be advised of the following risks when investing in these types of securities:

Mutual funds are funds that are operated by an investment company that raises money from shareholders and invests it in stocks, bonds, and/or other types of securities. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. The mutual funds charge a separate management fee for their services. The returns on mutual funds can be reduced by the costs to manage the funds. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market. Mutual funds come in many varieties. Some invest aggressively for capital appreciation, while others are conservative and are designed to generate income for shareholders. Investors should carefully assess their tolerance for risk before they decide which fund is suitable for their account.

Item 9 Disciplinary Information

The Advisory Group of San Francisco, LLC has been registered and providing investment advisory services since 1999. Neither our firm nor any of our Associated Persons has any disciplinary information.

Item 10 Other Financial Industry Activities and Affiliations

We have not provided information on other financial industry activities and affiliations because we do not have any relationship or arrangement that is material to our advisory business or to our clients with any of the types of entities listed below.

1. broker-dealer, municipal securities dealer, or government securities dealer or broker
2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
3. other investment adviser or financial planner
4. futures commission merchant, commodity pool operator, or commodity trading advisor
5. banking or thrift institution
6. accountant or accounting firm
7. lawyer or law firm
8. insurance company or agency
9. pension consultant
10. real estate broker or dealer
11. sponsor or syndicator of limited partnerships

Insurance Agent

An Associated Person of our firm is a licensed insurance agent; however, this individual does not and will not sell any insurance products to our clients. This individual is not an owner of the firm, but he is a management person in that he has the authority to determine the general investment advice given to our clients.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for our Associated Persons. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of openness, integrity, honesty, good faith, and fair dealing. All of our Associated Persons are expected to adhere strictly to these guidelines. Our Code of Ethics also requires that certain persons associated with our firm submit reports of their personal account holdings and transactions to a qualified representative of our firm who will review these reports on a periodic basis. Additionally, we maintain and enforce written policies reasonably designed to prevent the

misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm. Clients or prospective clients may obtain a copy of our Code of Ethics by contacting us at the telephone number on the cover page of this brochure.

Participation or Interest in Client Transactions

Neither our firm nor any of our Associated Persons has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell the same securities that we recommend to you or securities in which you are already invested. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our Associated Persons nor we shall have priority over your account in the purchase or sale of securities.

Our Associated Persons may purchase or sell the same publicly traded mutual funds or variable annuities in their own accounts. Since purchases or sales of such investments do not affect their market values, clients are not advised of these transactions. Our Associated Persons may also purchase or sell the same exchange-traded funds (ETFs) in their own accounts. We have determined that our Associated Persons' ETF transactions are of insignificant size in relationship to the total value of the ETF and therefore these transactions do not affect the value of your ETF holdings.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Item 12 Brokerage Practices

When making investment decisions for client accounts, we determine the broker-dealer/custodian to be used in each specific transaction with the objective of negotiating the best execution available under the circumstances. In recommending broker-dealers/custodians, we will generally seek the best combination of net price and execution for client accounts and may consider other factors, including financial strength, execution capabilities, efficiency, acceptable record keeping, ability to obtain best price, transaction charges, access to low cost share classes of mutual funds, quality and timeliness of execution, technological integration with our systems, front and back office service, frequency of failed trades, error policies, financial stability and reputation and integrity. Although transaction fees paid by our clients shall comply with our duty to obtain best execution, a client may pay a transaction fee that is higher than another qualified broker-dealer might charge to effect the same transaction where we determine, in good faith, that the transaction fee is reasonable in relation to the value of the brokerage services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of broker-dealer services, as detailed above. Accordingly, although we will seek competitive rates, we may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer are exclusive of, and in addition to, our Investment Advisory Fee as detailed above at the *Fees and Compensation* section. In addition to our investment advisory fee, brokerage commissions and/or transactions fees, Client will also incur, relative to all investment vehicles, charges imposed at the investment level (e.g. management fees and other fund expenses.) Our best execution responsibility as it pertains to pricing is satisfied if securities that we purchase for client accounts are open ended mutual funds that trade at net asset value as determined at the daily market close. Our best execution responsibility with respect to equitable pricing on individual securities traded in multiple accounts is met if we block trade those securities that trade inter-day and if we determine the allocation of shares prior to executing the block trade.

Certain custodians enable our firm to obtain many no-load mutual funds without transaction charges and other no-load and load waived funds at nominal transaction charges. These transaction charges and/or commission rates are generally considered discounted from customary retail transaction charges and commission rates.

Best execution is not measured solely by reference to commission rates. Paying a broker dealer/custodian a higher commission rate than another broker dealer/custodian might charge is permissible if the difference in cost is reasonably justified by the quality of the brokerage services offered. We do not obligate ourselves to seek the lowest transaction charges in all cases except to the extent that it contributes to the overall goal of obtaining the best results for your account. It is expected that our firm will receive some economic benefits, for example, research and access to industry consultants, from various full service and discount brokers in connection with utilizing their brokerage services.

When helping a Client determine an appropriate custody/brokerage provider, the primary factors we consider include: 1) stability and quality of the organization; 2) ability to serve the Client's specific custody (including the broadest array of mutual fund and separate account manager custody possible) and reporting needs; 3) relatively low cost to custody assets, whether that cost be fee-based or transaction based; 4) transparency of commissions and any other charges or revenue obtained from the Client. Where a Client uses separate account managers, we offer, for an additional fee, to coordinate outside "Trading & Execution Cost Analysis" services, in order to assess the effectiveness and reasonableness of the costs incurred by the investment manager and custodian. Refer to the *Advisory Business* section and *Fees and Compensation* section above for additional disclosures on this topic.

Clients (other than those on the Basic Program and Personal Managed Portfolio program, or those who utilize the Callan UMA Program) are not obligated to use any particular custodian/brokerage firm; however, to the extent that Client requires performance reporting (i.e. all individual clients and non-participant-directed institutional clients), Client must use a custodian with electronic links to our portfolio accounting software or pay an additional fee for manual data entry (see *Fees and Compensation* section above). Currently the custodian with such links is the Schwab Institutional (SI) platform. Clients using our Basic Program or Personal Managed Portfolio program, and all clients using the Callan UMA program, must designate Schwab as their custodian. While there is no direct linkage between the investment advice given and the use of any given custodian by Clients, we do receive some benefits that would not be received if we did not suggest that Clients use Schwab as their custodian. These benefits are common industry services, benefiting the Client by improving our ability to service and monitor Client assets and include: receipt of duplicate Client confirmations and bundled duplicate statements, access to a trading desk serving SI Clients exclusively, electronic daily downloads of price and transaction files, ability to have investment advisory fees deducted directly from Client's accounts, access to an electronic communication network for client order entry and account information, receipt of compliance publications and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. The benefits received through participation in these programs do not depend upon the amount of transactions we direct to SI.

As indicated above, certain of the support services and/or products that may be received may assist us in managing and administering client accounts. Others do not directly provide such assistance, but rather assist us in the management and further development of our business enterprise. Examples of such additional support are our receipt of generic newsletters and attendance at seminars sponsored by Schwab.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

In limited circumstances, and at our discretion, some clients may instruct our firm to use one or more particular brokers for the transactions in their accounts. If you choose to direct our firm to use a particular broker, you should understand that this might prevent our firm from aggregating trades with other client accounts or from effectively negotiating brokerage commissions on your behalf. Where a client directs our firm to use a particular broker, we are not obligated to negotiate commissions on the client's behalf. Thus, when directing brokerage business, you should consider whether the commission expenses, execution, clearance, and settlement capabilities that you will obtain through your broker are adequately favorable in comparison to those that we would otherwise obtain for you.

Block Trades

We combine multiple orders for shares of the same securities purchased for advisory accounts we manage (this practice is commonly referred to as "block trading"). We will then distribute a portion of the shares to participating accounts in a fair and equitable manner. The distribution of the shares purchased is typically proportionate to the size of the account, but it is not based on account performance or the amount or structure of management fees. Subject to our discretion regarding factual and market conditions, when we combine orders, each participating account pays an average price per share for all transactions and pays a proportionate share of all transaction costs. Accounts owned by our firm or persons associated with our firm may participate in block trading with your accounts; however, they will not be given preferential treatment.

We combine multiple orders for shares of the same securities purchased for discretionary accounts; however, we do not combine orders for non-discretionary accounts. Accordingly, non-discretionary accounts may pay different costs than discretionary accounts pay. If you enter into non-

discretionary arrangements with our firm, we may not be able to buy and sell the same quantities of securities for you and you may pay higher commissions, fees, and/or transaction costs than clients who enter into discretionary arrangements with our firm.

Item 13 Review of Accounts

We monitor client portfolios as part of an ongoing process while regular account reviews are conducted at least annually. Clients participating in our Premier and Basic levels of service are encouraged to discuss their needs, goals, and investment objectives with our firm, and to keep us informed of any changes which might affect this information. Premier clients are encouraged to meet with a member of our professional team at least annually, or more frequently depending on client preferences. Basic service level clients are encouraged to have an annual telephone consultation with our firm. At these meetings or phone conferences, we will conduct a review of your investment objectives and account performance. Additional reviews may be conducted at your request, or based on various circumstances, including, but not limited to, contributions and withdrawals, year-end tax planning, market moving events, security specific events, and/or, changes in your risk/return objectives.

Personnel currently performing reviews are:

- Gregory H. Patterson, Chief Executive Officer;
- Roger B. Patterson, President;
- Margaret C. Hiller, Director of Institutional Services;
- John J. Hurford, Director of Personal Wealth Services.

The individuals conducting reviews may vary from time to time, as personnel join or leave our firm.

You will receive transaction confirmation notices and regular summary account statements, at least quarterly, directly from your account custodian. As an investment advisory client of our firm, we will also provide you with written quarterly performance reports that generally include relevant account and/or market-related information such as an inventory and appraisal of account holdings and investment performance for the quarter versus a given benchmark and/or predetermined performance objectives. The statement you receive from your account custodian and the report you receive from us will reflect the deduction of our advisory fee from your account.

We encourage you to reconcile our reports with those received from the qualified custodian. If you find your holdings differ between these two statements, please call our main office number located on the cover page of this brochure.

Item 14 Client Referrals and Other Compensation

We do not directly or indirectly use, employ, or compensate non-employee (outside) consultants, individuals, and/or entities (Solicitors) for client referrals.

Refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from full service and discount brokers in connection with utilizing their brokerage services.

Beyond the disclosures provided in this Brochure, we do not receive any compensation from any third party in connection with providing investment advice to you.

Item 15 Custody

We do not take custody of your funds or securities. Your funds and securities will be held with a bank, broker-dealer, or other independent, qualified custodian. We may have the authority to deduct our advisory fees from your account, but only if you previously consented to such deduction in writing.

As paying agent for our firm, your independent custodian may directly debit your account(s) for the payment of our advisory fees, but only if you previously consented to such deduction in writing. This authority to deduct our advisory fees from your accounts causes our firm to exercise limited custody over your funds or securities. We do not have physical custody of any of your funds and/or securities. You will receive account statements from the independent, qualified custodian(s) holding your funds and securities at least quarterly. The account statements from your custodian(s) will indicate the amount of our advisory fees deducted from your account(s) each billing period. You should carefully review account statements for accuracy.

We have adopted the following procedures that are designed to help ensure we do not inadvertently obtain custody over client funds or securities:

- We will obtain prior written authorization from you before deducting fees directly from your account;
- We will not hold your securities in our name or in bearer form;
- Proceeds from the redemption of securities you own may not be directed to us (except in those instances where client securities are sold in order to pay our advisory fees.)
- We will not have signatory power over your checking or custodial account;
- Associated Persons of our firm may not serve as trustee over your account, unless you are an immediate family member of the Associated Person;
- All wires or transfers via ACH from client custodial accounts to outside (i.e., non-client) accounts must be accompanied by client authorization, except in those cases where the outside account is registered identically to the Schwab account from which the wire or transfer was made or where client has previously provided written standing authorization for wires or transfers to accounts with the same beneficial owner; and,
- We do not accept stock certificates from clients under any circumstances.

Trustee

Associated Persons of our firm may serve as trustees to certain accounts for which we also provide investment advisory services. In all cases, the Associated Person has been appointed trustee as a result of a family or personal relationship with the trust grantor and/or beneficiary and not as a result of employment with our firm. Therefore, we are not deemed to have custody over the advisory accounts for which our Associated Persons serve as trustee.

Item 16 Investment Discretion

Before we can buy or sell securities on your behalf, you must first sign our discretionary management agreement. If you engage us to provide Investment Advisory Services on a discretionary basis, we have the authority to determine the selection and amount of securities to be purchased or sold for your account(s) without obtaining your consent or approval prior to each transaction. Generally, the securities include mutual funds, exchange traded funds, commingled funds, and/or securities held in separate accounts and managed by a separate account manager. Accounts in the Basic Program and Personal Managed Portfolio program are invested primarily in passively managed mutual funds (index funds). Our discretionary authority is performed within the parameters of your pre-determined equity/fixed income asset allocation. We do not have authority to change the overall equity/fixed income allocation of your account without your written authorization. Additionally, clients may further limit our discretion by requesting that we maintain certain levels of cash, that we minimize or maximize taxable gains in a given year, or that we hold certain types of investments. Refer to the *Advisory Business* section above for more information on our discretionary management services.

If you enter into non-discretionary arrangements with our firm, we will obtain your approval prior to the execution of any transactions for your account(s). You have an unrestricted right to decline to implement any advice provided by our firm on a non-discretionary basis.

Item 17 Voting Client Securities

Without exception, we will not vote proxies on behalf of your advisory accounts. Whether we provide discretionary or non-discretionary Investment Advisory Services relative to Client's investment assets, Clients maintain exclusive responsibility for: (i) directing the manner in which proxies solicited by issuers of securities beneficially owned by Client shall be voted, and (ii) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to Client's investment assets. Our firm and/or Client shall correspondingly instruct each custodian of the assets to forward to Client copies of all proxies and shareholder communications relating to Client's investment assets. Our proxy voting policy is included in our written Investment Advisory Agreements, and our clients are reminded of this policy on an annual basis.

It is our general intention not to recommend and/or purchase Initial Public Offering ("IPO") shares for our client's accounts.

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1,200 in fees six or more months in advance nor have we filed a bankruptcy petition at any time in the past ten years. Therefore, we are not required to include a financial statement with this brochure.

Item 19 Requirements for State-Registered Advisers

Our firm is a federally registered investment adviser; therefore, we are not required to respond to this item.

Item 20 Additional Information

Your Privacy

We view protecting your private information as a top priority. Pursuant to applicable privacy requirements, we have instituted policies and procedures to ensure that we keep your personal information private and secure.

We do not disclose any nonpublic personal information about you to any non affiliated third parties, except as permitted by law. In the course of servicing your account, we may share some information with our service providers, such as transfer agents, custodians, broker-dealers, accountants, consultants, and attorneys.

We restrict internal access to nonpublic personal information about you to employees, who need that information in order to provide products or services to you. We maintain physical and procedural safeguards that comply with regulatory standards to guard your nonpublic personal information and to ensure our integrity and confidentiality. We will not sell information about you or your accounts to anyone. We do not share your information unless it is required to process a transaction, at your request, or required by law.

You will receive a copy of our privacy notice prior to or at the time you sign an advisory agreement with our firm. Thereafter, we will deliver a copy of the current privacy policy notice to you on an annual basis. Please contact our main office at the telephone number on the cover page of this brochure if you have any questions regarding this policy.

Trade Errors

In limited circumstances, a trading error may occur in your account. It is our policy to restore your account to the position it should have been in had the trading error not occurred. There are two methods by which we can correct a trade error. If the error has resulted in a loss to your account, we correct the error by directing the custodian to reverse the incorrect trade(s) and all associated transactions and restore your account to the exact position that it would have been had the error not occurred. We then make the custodian whole for any shortfall outside of the account so that you are not adversely impacted. If the error has resulted in a significant gain to the client, we correct the error by placing trades to bring the account to the correct position, and you will retain the gain within your account. If the trade error could result in either a small gain or small loss depending on market movement during to the correction process, we direct the custodian to reverse the trades. To the extent that there is a loss, we make the custodian whole. To the extent that there is a gain, the custodian retains the gains, and the custodian's policy is to donate these amounts to charity.

Class Action Lawsuits

We do not determine if securities held by you are the subject of a class action lawsuit or whether you are eligible to participate in class action settlements or litigation nor do we initiate or participate in litigation to recover damages on your behalf for injuries as a result of actions, misconduct, or negligence by issuers of securities held by you.