

**Form ADV Part 2A**

**Brochure Cover Page (Item 1)**

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This Brochure provides information about the qualifications and business practices of Maryland Capital Management, LLC. If you have any questions about the contents of this Brochure, please contact us at [spumphrey@mdcapital.com](mailto:spumphrey@mdcapital.com). The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Maryland Capital Management, LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information and you determine whether to hire or retain an Adviser.

Additional information about Maryland Capital Management, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

## **Item 2 – Material Changes**

Not applicable.

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## **Item 4 – Advisory Business**

Maryland Capital Management (MCM) is an independently-owned investment advisory firm committed to providing comprehensive advice and investment management services to high net worth individuals, family groups and institutions. Since our founding in 1978, we have built lasting client relationships based upon personalized service, quality investment solutions and a team of experienced personnel. Our approach is based upon thoughtful client conversations and carefully constructed portfolios. We believe this client-centric approach and our dedication to providing the highest level of client service is the source of our success.

We design solutions to meet specific client needs and determine a client's tax situation, income needs, time horizon, and risk tolerance. We work with our client's outside estate planning, tax, insurance, and accounting advisors in order to understand all aspects of a client's situation and to incorporate those considerations into the tailored investment plans we design. We believe a combination of multiple investment strategies and varying management styles allows our clients to achieve enhanced diversification and a desired blend of risk and return objectives. At times, clients are permitted to impose restrictions on investing in certain securities and types of securities in their accounts.

We offer our clients access to equity, fixed income, alternative and balanced investment management strategies:

- Our equity strategy focuses on a concentrated portfolio of high quality companies that offer above average long-term growth potential
- Our fixed income strategy seeks capital preservation and income generation, and is designed to complement a client's tax status and income needs
- Our alternative strategies seek to capitalize on global market trends by dynamically providing optimal market exposure. These strategies are tactical in nature and are designed to adapt to market conditions
- Our balanced strategy blends together our equity, fixed income and alternative strategies in order to reach a client's desired level of expected return with a comfortable degree of risk

MCM participates in Unified Managed Account (UMA) Programs in which MCM provides the Model Program Sponsor with non-discretionary model portfolio investment recommendations. The Model Program Sponsor uses the information supplied by MCM to provide investment management services to their clients. The Model Program Sponsor retains the discretion to accept, modify, or reject MCM's recommendation and is responsible for executing any trades. The Model Program Sponsor's clients are not MCM clients and MCM is not responsible for overseeing the provision of services by the Model Program Sponsor.

MCM does not participate in wrap fee programs.

#### **Item 4 – Advisory Business (continued)**

Assets Under Management as of 12/31/2011 were:

Discretionary –	\$564,948,000
Non-Discretionary –	<u>\$ 31,678,000</u>
	\$596,626,000

MCM is a 100% employee owned Limited Liability Company. Partners of the firm with greater than 25% ownership are: Stephen Schuler, President and Principal (40%) and John Blair, Principal (30%).

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

Maryland Capital Management's (MCM) compensation for services is calculated based on a percentage of assets under management and is included in the investment advisory contract. For equity, balanced and alternative portfolio management, services shall be calculated at an annual rate of 1.00% of account assets under management. For fixed income portfolio management, services shall be calculated at an annual rate of 0.75% of account assets under management. Fees are computed on the basis of assets valued on the last business day of each calendar quarter. Some accounts are charged a flat fee annually. Depending on the nature of the account, fees may be negotiable in some instances and may differ from this standard schedule. With respect to the UMA model program, a fee is collected by the Model Program Sponsor and then a portion of the fees are remitted to MCM.

Fees may be paid by deduction from the client's account or by direct payment by the client and are due by the 10<sup>th</sup> business day of the subsequent quarter.

MCM's fees are exclusive of brokerage commissions, transactions fees and other related costs and expenses which shall be incurred by the client. A portion of some client's holdings may be invested in exchange traded funds or mutual funds. Exchange traded funds and mutual funds charge operating expenses, which are disclosed in the fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to the MCM quarterly fee. MCM does not receive any portion of these commissions, fees and costs. Item 12 further describes the factors that MCM considers in selecting or recommending broker-dealers for client transactions and determining the reasonableness of their compensation (e.g. commissions).

Investment agreements between the client and MCM may be terminated at any time, in writing by either party. Fees are billed and payable upon termination of the account. If termination occurs at a time other than quarter end, fees will be prorated for the appropriate time period.

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

Maryland Capital Management does not accept performance-based fees or other fees based on a share of capital gains on or capital appreciation of the assets of a client.

## **Item 7 – Types of Clients**

Maryland Capital Management offers investment management services to individuals, high net worth individuals, families, pension and profit sharing plans, trusts, estates, charitable organizations as well as corporate entities. A minimum opening account balance of \$500,000 is required, however MCM may waive this minimum at its discretion.

MCM also offers investment advisory services to UMA Program Sponsors in the form of model portfolios based on one or more of MCM's investments strategies. Program Sponsors utilize the model portfolio to provide investment services to their clients.

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

### Methods of Analysis

Maryland Capital Management's (MCM) methods of analysis include fundamental analysis, technical analysis, cyclical and quantitative analysis.

**Fundamental analysis** involves the analysis of financial statements, the general health of companies, and/or the analysis of management or competitive advantages.

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating an investment.

**Technical analysis** involves the analysis of past market data. Specifically, we examine historical price and volume data, relative strength characteristics, chart patterns and support and resistance levels.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that poorly-managed or financially unsound company may underperform regardless of market movement.

**Cyclical analysis** involves the analysis of business and/or earnings cycles to find favorable conditions for buying and/or selling a security.

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

Cyclical analysis assumes that financial markets react in cyclical patterns which, once identified, can be leveraged to enhance performance. The risk to this type of analysis is that history does not always repeat itself.

**Quantitative** analysis involves the analysis of the mathematically measurable figures of an investment, such as earnings growth or relative price movement. We use screening tools to help us identify investments with favorable statistical characteristics.

Quantitative analysis does not consider the qualitative features of a company. The risk to this type of analysis is that poorly-managed or fundamentally unsound investments may underperform despite strong statistical measures.

### Investment Strategies

MCM manages portfolios with equity, fixed income, alternative and balanced strategies.

#### Equity

Our equity strategy seeks maximum long-term capital appreciation. We focus on high quality companies in growing industry groups. Our portfolio management team employs a mix of quantitative screens with fundamental, bottom-up company analysis to identify quality, growth prospects.

The foundation of our Equity strategy is constructed of the following criteria:

- Maintain a Master List of 22-25 companies that represent MCM's best equity investment ideas
- Invest in companies with favorable revenue growth, earnings growth, and strong returns on equity
- Evaluate individual investments over a 3-5 year time horizon
- Maintain low annual portfolio turnover

#### Fixed Income

We also manage fixed income portfolios consisting of individual bonds. Our primary goals when managing these types of portfolios are to protect principal and generate income. When creating portfolios for clients, we take into consideration specific client objectives, risk tolerances and tax status.

The foundation of our fixed income investment philosophy and process is based on the following:

- Invest primarily in investment grade fixed income securities with varying maturities
- Focus on capital preservation and income generation
- Access to multiple broker-dealers provides for diverse inventory and purchase alternatives

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

### Alternative Strategies

MCM offers alternative investment choices to enhance diversification and potential return. Our global tactical asset allocation strategy seeks to capitalize on global market trends by dynamically providing optimal market exposure. Utilizing investments in exchange traded funds (ETFs), the strategy relies on a systematic, unemotional ranking system to position them in attractive asset classes and sector groupings. This unique portfolio construction and rebalancing process adapts very well to changing market conditions.

### Balanced

When appropriate, we will combine our equity, fixed income and/or alternative strategies together to create portfolios that are balanced via exposure to multiple asset classes.

### Risk of Investment Loss

Investing in securities involves risk of loss that clients should be prepared to bear. The investments that MCM invests in on behalf of clients include: common stocks, preferred stocks, municipal bonds, corporate bonds, government bonds, exchange traded funds (ETFs), Master Limited Partnerships (MLPs), Real Estate Investment Trusts (REITs), and mutual funds (including money market funds). All investments carry some degree of market risk as any security has the ability to decline in value.

## **Item 9 – Disciplinary Information**

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Maryland Capital Management or the integrity of management. We have no information applicable to this item at this time.

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

Our firm and our related persons are not engaged in other financial industry activities and have no other industry affiliations.

## **Item 11 – Code of Ethics**

Maryland Capital Management (MCM) has adopted a Code of Ethics in accordance with rule 204A-1 of the Investment Advisors Act of 1940. MCM has adopted this Code for all supervised persons to promote the highest standard of ethical conduct among our employees and a culture of compliance. The Code



## **Item 11 – Code of Ethics (continued)**

sets forth our standards of business conduct as a fiduciary and specifically requires that employees comply with Federal Securities Laws.

The Code of Ethics includes provisions relating to personal trading and other securities-related conduct of MCM employees as well as written policies and procedures governing the conduct of all advisers, employees and access persons of MCM. Under these procedures, any employee stock or ETF trades are placed in a master account and allocated at the close of trading day. This ensures that all of our clients and/or access persons that trade in a security for that day receive the same average price.

MCM personnel must pre-clear all trades for personal securities accounts with the Chief Compliance Officer (or a designated senior trading person) except for trades with respect to U.S. government securities or open-ended mutual funds. Pre-clearance is valid on the day with which it is granted. Limitations also exist for participation in initial public offerings and private placements.

All of our personnel submit a quarterly personal securities transaction report to the Chief Compliance Officer no later than 30 days after the end of the calendar quarter. The quarterly security transaction report details all transactions in covered securities in which MCM personnel have direct or indirect beneficial interest. Employees also provide an initial holdings report when they are first hired as well as an annual statement of holdings, both of which are reviewed by the Chief Compliance Officer.

We will provide a copy of the Code of Conduct/Ethics to any client or prospective client upon request.

## **Item 12 – Brokerage Practices**

### The Custodians and Brokers We Use

Maryland Capital Management (MCM) does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15 – Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. For clients who request custody at a particular broker/dealer, MCM will consider this request to be a directed brokerage and custody situation, and will require the client to sign a form to document this understanding. When a client does not have a broker/dealer designated for brokerage or qualified custody, we will recommend a brokerage to the client. Any recommendation would be subject to explicit client consent. MCM recommends that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. MCM is independently owned and operated and not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Even though your account is

## **Item 12 – Brokerage Practices (continued)**

maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your Brokerage and Custody Costs”).

### How We Select Brokers/Custodians

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

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payments, electronic funds transfers, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], Master Limited Partnerships [MLPs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Availability of other products and services that benefit us, as discussed below (see “Products and Services Available to Us From Schwab”)

### Your Brokerage and Custody Costs

For our client’s accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle in your Schwab account. This commitment benefits you because the overall commission rates you pay are lower than they would be otherwise. In addition to commission fees, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are settled into your Schwab account. MCM has the ability to select the executing broker and will seek competitive commission rates but will not necessarily attempt to obtain the lowest possible commission fee in these prime broker transactions. We have determined that having Schwab execute most trades is consistent to seek “best execution” of your trades. Best execution means the most favorable terms for transactions based on all relevant factors, including those listed above (see “How We Select Brokers/Custodians”).

## Item 12 – Brokerage Practices (continued)

### Products and Services Available to Us From Schwab

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

The following is a more detailed description of Schwab's support services:

Services That Benefit You – Schwab's institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access to or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit you and your account.

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

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

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

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

## **Item 12 – Brokerage Practices (continued)**

Of the services mentioned above, MCM utilizes educational conferences, compliance consulting, and publications. Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive the fees for some of these services or pay all or part of the third-party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel. At MCM we do not utilize the employee benefits providers, the human capital consultants or the insurance providers.

### Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We do not have to pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions. The \$10 million minimum may give us incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interest of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How We Select Brokers/Custodians") and not Schwab's services that benefit only us. We have \$596,626,000 in client assets under management as of 12/31/2011 and do not believe that recommending our clients to collectively maintain at least \$10 million of those assets at Schwab in order to avoid paying Schwab quarterly service fees presents a material conflict of interest.

### Block/Aggregation of Trades

MCM will aggregate transactions when it believes that aggregation is consistent with its duty to seek best execution for its clients. MCM enters transactions to purchase or sell securities in client accounts using block trading for ease of execution and to obtain fair pricing for clients. When trading in one "block" where executions occur at different prices, an average price is given to all participants in the trade ensuring that all clients are treated fairly.

For the aggregated orders, MCM will prepare a transaction order form that specifies which client accounts will participate in the aggregated order and the number of shares of the security intended to be purchased or sold in each account. If the aggregated order is filled in its entirety, the securities acquired will be allocated at the end of the trading day in accordance with the transaction order form. If the order is partially filled, the securities will be allocated pro rata based upon the transaction order form. Allocations of partially filled orders are subject to rounding to ensure that each account receives a round lot.

MCM may not be able to aggregate trades of directed brokerage clients with those of other MCM clients. The inability to block trades may result in directed brokerage trades being executed at different price than the block trades and may be less favorable. MCM will maintain a trade log whereby MCM will

## **Item 12 – Brokerage Practices (continued)**

document the order entry by custodian when trades are entered using multiple custodians on the same day. MCM will randomly rotate orders as to not systematically disadvantage directed brokerage clients.

With respect to Unified Managed Account (UMA) Programs, MCM informs the Model Program Sponsor of the changes made to the model, but does not execute trades on behalf of the Model Program Sponsor. The Model Program Sponsor has discretion to execute the submitted model changes and may receive an execution that varies from MCM's clients.

### Soft Dollar Arrangements

MCM does not have any soft-dollar arrangements and does not receive any soft-dollar benefits.

## **Item 13 – Review of Accounts**

Maryland Capital Management (MCM) has an Investment Committee that meets regularly to discuss market outlook, investment strategy, and security selection for investment portfolios managed by the firm. The Committee consists of five Portfolio Managers with voting authority and one Portfolio Manager with non-voting authority. Records of all Investment Committee meetings are kept by an associate analyst in attendance at the meeting.

Additionally, as part of MCM's internal review process, each investment portfolio is subject to continuous supervision and evaluation by the Portfolio Manager that manages the account. This assures it is managed in accordance with the investment objectives established by the client. On a quarterly basis, MCM prepares a portfolio appraisal, performance results and market comments for each client. MCM urges clients to carefully review such statements and compare them to the account statements received by the custodian (as also mentioned in Item 15 regarding Custody). Client meetings are scheduled based on the needs of each individual client.

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

### Client Referrals

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

MCM pays Schwab a Participation Fee on all referred clients' accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on all accounts that are maintained at, or transferred to,

## **Item 14 – Client Referrals and Other Compensation (continued)**

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

MCM generally pays Schwab a non-Schwab Custody Fee if custody of a referred clients' account is not maintained by, or if the accounts are transferred from Schwab. The Fee does not apply if the client was solely responsible for the decision to not maintain custody at Schwab. The Non-Schwab Custody Fee is higher than the Participation Fee MCM would generally pay in a single year. Thus, MCM will have an incentive to recommend that client accounts remain in custody at Schwab.

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

### Other Compensation

MCM has a written Independent Contractor Agreement with M. Jenkins Cromwell, Jr. that has been in effect since February 2000. This agreement covers both the investment responsibilities and the compensation arrangements for MCM and for Mr. Cromwell. In consideration for services rendered, MCM agrees to pay Mr. Cromwell a percentage of the annual fees earned for the investment advisory services provided for certain accounts.

## **Item 15 – Custody**

Under government regulations, we are deemed to have custody of your assets if, for example, you authorize us to instruct the custodian to deduct our advisory fees directly from your account or if you grant us authority to move your money to another person's account. The custodian maintains actual custody of your assets. Clients will at least quarterly receive statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. MCM urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

## **Item 16 – Investment Discretion**

Maryland Capital Management normally enters into Investment Advisory Agreements whereby the client grants discretionary authority to MCM. When given discretionary authority, MCM has full power to supervise and direct the investment of a client's account. As a result, the implementation of investment decisions can be done without prior consultation of the client (in accordance with the client's established investment objectives).

In addition, MCM may provide its services on a non-discretionary and model portfolio basis.

## **Item 17 – Voting Client Securities (Proxy Voting)**

Maryland Capital Management (MCM) is solicited to vote proxies on behalf of clients for who MCM has voting authority. For such clients, we participate in the proxy issues that directly impact shareholder value and will take a position that, in our best judgment, will enhance the value of client assets.

MCM votes according to the written Proxy Voting Policy and Procedure, which describe how we will generally vote on numerous proxy issues concerning corporate governance, boards of directors, director and executive compensation, capital structure, etc. In certain instances MCM will consider issues on a case-by-case basis, and it may be necessary to deviate from positions indicated in the Proxy Voting Policy and Procedures. In the case of social and environmental proxy issues, most of which do not impact shareholder value, MCM will not vote with management or will abstain from voting.

In the event that MCM has a conflict of interest with clients with respect to the outcome of certain proxy proposals, MCM will resolve the conflict in any of the following ways: 1) vote in accordance with the Proxy Voting Policy and Procedures if the issue is addressed therein, 2) obtain direction from clients on how to vote, or 3) vote according to the recommendation of an independent third party.

In addition, MCM may be solicited to vote on a variety of corporate actions, or other matters, and we will act in the interest of clients when the action impacts shareholder value. Frederick Allner is primarily responsible for monitoring corporate developments and proxy voting. Clients may request a copy of MCM's Proxy Voting Policy and Procedures or obtain a record of its voting by submitting a written request to:

Maryland Capital Management, LLC  
Attn: Proxy Voting Department  
809 Cathedral Street  
Baltimore, MD 21201

To direct MCM to vote a proxy in a particular manner, clients should contact MCM by telephone, email or in writing.

## **Item 18 – Financial Information**

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

Under no circumstances do we require or solicit payment of fees in excess of \$1,200 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.