

BROUWER & JANACHOWSKI LLC

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This brochure, updated October 24, 2012, provides information about the qualifications and business practices of Brouwer & Janachowski, LLC.

If you have any questions about the contents of this brochure, or would like an additional copy, please contact Suzanne Williamson at 415.435.8330 or swilliamson@fundmastery.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. Brouwer & Janachowski, 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 about which you determine to hire or retain an Adviser.

Additional information about Brouwer & Janachowski, LLC is available on the SEC's website at www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with Brouwer & Janachowski, LLC who are registered, or who are required to be registered, as investment adviser representatives of Brouwer & Janachowski, LLC.

This brochure, October 24, 2012, is prepared according to the SEC's requirements and rules. Our annual brochure was last updated on March 31, 2012.

In the past, we have offered information about our qualifications and business practices to our clients on an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent brochures within 120 days of the close of our fiscal year. We will also provide you with a new brochure as necessary, based on business updates or new information, without charge.

The update to this Brochure, effective October 24, 2012, relates to additional investment vehicles we may use in client portfolios. See Section 8 Investment Strategies 4. Selecting a Portfolio, where we now reflect additional categories of investment vehicles.

TABLE OF CONTENTS

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

4. ADVISORY BUSINESS

Brouwer & Janachowski, LLC ("Brouwer & Janachowski") is an investment advisory firm providing financial advice and investment management services to our clients to help them achieve their financial goals. In addition, we may also provide comprehensive financial planning services to clients. These planning services are designed to help clients set and achieve financial goals such as funding retirement, education or other areas of interest to a given client.

Background: Brouwer & Janachowski Incorporated was formed in 1987. The principal owners of Brouwer & Janachowski Incorporated are Stephen Janachowski and Kurt Brouwer. In 2007, Brouwer & Janachowski Incorporated formed a subsidiary, Brouwer & Janachowski, LLC, which became the operating entity for the advisory business. In November 2008, Brouwer & Janachowski, LLC acquired Seton Smoke Capital Management Inc.

Brouwer & Janachowski may provide prospective clients with our written recommendations for a given type of portfolio or for other matters. We will also consider requests for our services in special situations which are not described above. Brouwer & Janachowski may offer advice to clients who own an interest in partnerships investing in real estate, hedge funds, or other interests.

Kurt Brouwer writes regularly for MarketWatch.com. His articles can be found at <http://www.marketwatch.com/trading-deck/stories?authorid=12685>. These articles discuss issues such as: investing, mutual funds, economic trends and current events that have an impact on the financial markets and other related topics.

As of 12/31/11, Brouwer & Janachowski managed \$979,932,598 of client assets on a discretionary basis.

For more information, see Section 7.

5. FEES AND COMPENSATION

Our annual investment advisory fee is based on the portfolio value of the client's account. The minimum household account size is \$1,000,000.

Quarterly fee schedule:

Amounts up to \$2,000,000.....	0.2500 percent of portfolio value
The next \$ 1,000,000.....	0.1875 percent of portfolio value
Amounts over \$ 3,000,000.....	0.1250 percent of portfolio value

For the purpose of calculating the fee, the client's portfolio value will initially be based on the assets transferred into their account and pro-rated for a partial time period (from the date the service agreement is signed through the end of the calendar quarter). Pro-rated fees are calculated based on a 90 day calendar quarter. The initial invoice will normally be sent within 60 days of the signing

of the agreement. Thereafter, our management fee will be invoiced quarterly and due from the client in advance.

In most cases, the fee is deducted from the client's account by the client's custodian broker and paid to Brouwer & Janachowski. If a client makes an additional deposit to the account during the year, a pro-rated fee may be charged, based on the date of the deposit through quarter-end. If a client makes a partial withdrawal from their account, there will be no refund of any portion of that quarter's investment advisory fee. Occasionally, Brouwer & Janachowski negotiates alternate fee schedules and payment methods, as well as account minimums.

If the client deposits securities rather than cash into an account, the Advisor may, by their sole discretion, maintain such securities in the account, but the Advisor is under no obligation to hold any such securities and is authorized to engage in an orderly liquidation of such securities as promptly as possible to establish the client's investment portfolio. The sale of such securities may be a taxable event and could result in a substantial tax obligation.

In addition, a client may pay custodian fees or mutual fund expenses in connection with our advisory services. Clients may also incur brokerage and other transaction costs. For more details, please see the "Brokerage Practices" Section 12 of this Brochure.

The Service Agreement, between Brouwer & Janachowski and a client, will continue in effect until terminated by either the Advisor or the Client with 30 days written notice. Upon the termination of this agreement, the Advisor will have no obligation to recommend or take any action with regard to the securities, cash, or other investments in the account. A prorated portion of the prepaid fees will be returned to the client for the period which services were not performed. No assignment, as defined in the Advisers Act, of the Service Agreement will be made by the Advisor without the consent of the client.

Brouwer and & Janachowski does not accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

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

7. TYPES OF CLIENTS

Brouwer & Janachowski, LLC's clientele consists of: retirement plans, high net worth individuals, private trusts, charitable organizations, corporations and other business entities, pension and profit sharing plans, and other individual investors.

8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

Brouwer & Janachowski uses various methods of security analysis. These may include: charting, fundamental, and technical methods. The primary sources of financial information for Brouwer & Janachowski are: direct contact with mutual fund or other management companies, research services such as Morningstar, financial newspapers and magazines, research materials, corporate rating services, annual reports, prospectuses, filings with the SEC, and company press releases.

Brouwer & Janachowski provides our clients with the following financial advisory and investment management services:

1. Identification of a client's financial and personal goals

Our first step is to meet with a client to identify their financial goals and needs. We then help a client develop a financial roadmap to assist them in achieving their goals. This roadmap serves as the basis for developing a solid, personalized financial and investment strategy.

2. Financial Analysis

Once we have an understanding of a client's situation, we help answer questions such as: When can I retire? How much will I need in retirement so as not to outspend my resources? How much money must I begin saving today to fund my children's (or grandchildren's) education? How can I best structure my assets to accomplish my estate planning goals? What investment vehicles are the best ones for my situation? We then recommend strategies to our clients that are designed to help them achieve their retirement and financial goals.

3. Developing a sound investment program

We work with clients to develop a clearly articulated investment strategy and appropriate asset allocation for their assets. We assist clients in tracking how they are doing in terms of meeting their goals.

4. Selecting a Portfolio

Once a client's investment objectives and asset allocation have been determined, we develop a portfolio consisting of carefully selected investments designed to meet that client's objectives.

Investment vehicles we may use include, but are not limited to, the following:

- Cash and cash equivalents
- Equities and fixed-income investments (domestic and foreign)
- Alternative investments and structured investment products, which may utilize hedging strategies

5. Providing ongoing investment/portfolio management

We monitor and track all client accounts, including reviewing extensive research information on each mutual fund or other investment vehicles, tracking income and dividend information as well as realized gains or losses and tracking portfolio performance.

6. Providing ongoing financial advice

We generally meet with clients once a year to review their portfolio and update their financial goals, which may include retirement analysis and assistance with other financial decisions.

Our investment philosophy is rooted in a long-term approach to building clients' assets, independence and financial security. Since the inception of our firm, we have specialized in managing money with mutual funds, exchange traded funds, and similar investment vehicles. At times, we may see the need to broaden the investment types utilized for our clients in order to achieve the results commensurate with their goals.

Our expertise lies in constructing portfolios designed to meet an individual's particular needs, in selecting the best managers available to manage money in each of a portfolio's asset classes, and in tracking, monitoring and adjusting the portfolio as conditions change.

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 Brouwer & Janachowski, LLC or the integrity of Brouwer & Janachowski's management.

Brouwer & Janachowski, LLC has no disciplinary record and therefore has no information which is applicable to this topic.

10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Brouwer & Janachowski (along with certain officers of Brouwer & Janachowski) is a shareholder of less than ten percent (10%) interest in National Advisors Holdings, Inc. ("NAH"). NAH has formed a federally chartered trust company, "National Advisors Trust Company" ("NATC"). Additionally, Stephen Janachowski is a Director of NAH and NATC. He receives a modest quarterly fee for his role as Director. A Stock Option Plan has been implemented to reward NATC staff and may also potentially benefit Directors. NAH and NATC are regulated by the Office of Thrift Supervision.

Brouwer & Janachowski also has a long-standing relationship with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a FINRA registered broker-dealer, and a member of SIPC.

For more information, see Section 12.

11. CODE OF ETHICS

Brouwer & Janachowski maintains a Code of Ethics for all employees of the company. Employees are required to conduct themselves with honesty, integrity, and professionalism. As indicated in our Privacy Policy, access to a client's personal information is restricted to our employees and agents for business purposes only. Clients or prospective clients can contact our office via email (fundmaster@fundmastery.com), regular mail, in person, or by phone to request a copy of our current Code of Ethics.

Kurt Brouwer, Stephen Janachowski, Robert Smoke or employees of Brouwer & Janachowski may, from time to time, invest in securities that the firm is recommending to clients. In the case of mutual funds, shares are bought at the net asset value of the fund. Personal trading in such mutual funds has no effect on the fund's share price or availability. Employee trades in investments other than mutual funds must be approved by management. If a client and employee trade will be executed on the same day for the same security, Brouwer & Janachowski will instruct the custodian to process the trade at an average price. Firm policy specifically prohibits the use of insider information.

12. BROKERAGE PRACTICES

Brouwer & Janachowski may recommend that clients establish a brokerage or trust account with either National Advisors Trust (NATC) or with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab). Both firms maintain custody of clients' assets and effect trades for their accounts. Although Brouwer & Janachowski may recommend that clients establish accounts at Schwab or NATC, it is the client's decision to custody assets with Schwab or NATC.

National Advisors Trust, Schwab Advisor Services, and all other custodians provide statements directly to Brouwer & Janachowski clients and maintain custody of their assets.

National Advisors Trust information

Brouwer & Janachowski (along with certain officers of Brouwer & Janachowski) is a shareholder of less than ten percent (10%) interest in National Advisors Holdings, Inc. ("NAH"). See section 10 for additional details.

NATC provides competitively priced custody and traditional trust services, along with online access via AdvisorDesk to Clients and to Brouwer & Janachowski at no cost. Brouwer & Janachowski utilizes the AdvisorDesk system for electronically communicating trades and client data.

Schwab Advisor Services information

Schwab provides Brouwer & Janachowski with online access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. These services are not contingent upon Brouwer & Janachowski committing to Schwab any specific amount of business (assets in custody or trading commissions). Schwab's brokerage services include the execution of securities transactions, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. For Brouwer & Janachowski client accounts maintained in Schwab's custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions and other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Brouwer & Janachowski is not affiliated with Schwab Advisor Services, a division of Charles Schwab & Co., Inc.

Schwab Advisor Services and National Advisors Trust

Schwab Advisor Services and National Advisors Trust Company make available to Brouwer & Janachowski products and services that benefit Brouwer & Janachowski but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or some substantial number of Brouwer & Janachowski accounts, including accounts not maintained at Schwab or NATC. Schwab and NATC's products and services that assist Brouwer & Janachowski in managing and administering clients' accounts may include software and other technology that (i) provide access to client account data (such as trade confirmations and account statements); (ii) facilitate trade execution and allocate aggregated trade orders for multiple client accounts; (iii) provide research, pricing and other market data; (iv) facilitate payment of Brouwer & Janachowski's fees from its clients' accounts; and (v) assist with back-office functions, recordkeeping and client reporting. Schwab Advisor Services and NATC also offer other services intended to help Brouwer & Janachowski manage and further develop its business enterprise. These services may include: (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. Schwab and NATC may make available, arrange and/or pay third-party vendors for the types of services rendered to Brouwer & Janachowski. Schwab Advisor Services and NATC may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Brouwer & Janachowski. Schwab Advisor Services and NATC may also provide other benefits such as educational events, occasional business entertainment or complimentary tickets to sporting events for Brouwer & Janachowski personnel or clients. Travel or expense reimbursements are not provided for these activities.

The benefits to the clients of the automated services offered by the custodian firms include automated processing between Brouwer & Janachowski and NATC or Schwab that result in more efficient processing of trades and servicing clients.

In evaluating whether to recommend that clients custody their assets at Schwab or NATC, Brouwer & Janachowski may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab or NATC, which may create a potential conflict of interest.

Brouwer & Janachowski has limited trading authorization with respect to the management and investment of client assets. Our trading authorization is limited to placing buy and sell orders for investments without limitation on the amount of securities to be bought or sold. Since Brouwer & Janachowski is not authorized to take or receive physical possession of any cash or securities, trading instructions are provided to the client's custodian on behalf of the client. The sole responsibility for safekeeping investments and executing trading instructions rests with the client's custodian firm.

ADDITIONAL FEES:

In addition to the management fee paid to Brouwer & Janachowski, clients may pay transaction fees to the custodian firms for certain purchase and sale transactions occurring in a client's account. Some mutual funds may also charge a redemption fee if the fund is sold within a certain period of time. In addition, the custodian may charge a fee for certain items such as paper statements, employee benefit plan tasks, holding a non-standard asset or other types of exceptions. These fees are disclosed in the custodian information which accompanies the Account Application forms provided to clients.

Brouwer & Janachowski monitors all transaction fees charged by its client's custodian firm to ensure their reasonableness.

The aggregation (or trading a block of securities affecting multiple client accounts) of client transactions allows Brouwer & Janachowski to execute transactions in a more timely, equitable, and efficient manner. It is our firm's policy to aggregate client transactions where possible. However, there is a possibility that clients may receive a less favorable price than if their trade was not aggregated. Clients participating in any aggregated transactions will receive an average share price and transactions costs may be shared equally on a pro-rata basis, or the client may be charged as a single trade in their account. Different custodians process block trades differently.

As a result of its acquisition of Seton Smoke Capital Management, the following information applies to a small percentage of former Seton Smoke clients.

Brouwer & Janachowski may select one or more registered investment advisors or persons or companies who are not required to register with federal or state securities authorities to serve as investment managers (each chosen one described herein as a "sub-adviser") of the assets dedicated to that manager. Brouwer & Janachowski may employ the services of other firms as it deems necessary to fulfill its obligations in selecting, monitoring and otherwise determining the suitability of sub-advisers it recommends.

The selection of investments, which may include stocks, mutual funds, closed-end funds, exchange traded funds, bonds, other securities or sub-advisers for a client, is based on a client's goals, objectives and asset allocation decisions. When sub-advisers are used, each sub-adviser will implement a specific investment strategy and philosophy that individually, or combined with other sub-advisers, private investment or assets managed by Brouwer & Janachowski, will serve to meet the client's asset allocation decision and advance the client's objectives.

Each sub-adviser will have discretion to manage the funds by investing in various securities. Brouwer & Janachowski (directly or through its current authorized agent, Greenrock Research, Inc. or "Greenrock") will monitor the organization, investment philosophy and performance of each sub-adviser, as well as the economy, investment climate and competitive market conditions of securities being managed. As a result, Brouwer & Janachowski will provide ongoing management services with respect to the client's investment assets. Over time, Brouwer & Janachowski may make recommendations to a client regarding proposed changes in the selection of sub-advisers.

Prior to the merger with Brouwer & Janachowski, Seton Smoke Capital Management, as an aspect of the investment advisory service (but in its own fee category), recommended investments in a private equity investment to meet a specific client investment objective. Brouwer & Janachowski (either directly or through Greenrock) will monitor the organization, investment philosophy and performance of the fund manager or issuer with respect to these private investments. Brouwer & Janachowski will not be involved in selecting or monitoring the underlying individual securities of each private investment and will rely solely on the expertise of the entity managing the assets. Brouwer & Janachowski does not currently recommend private investments to clients, but may, from time to time, discuss such investments with a client at their request.

A client who has assets managed in the private equity category will incur a management fee charged by Brouwer & Janachowski. Fees are payable in advance and generally are charged directly to, and deducted from, the client's account maintained by the custodian upon debit instructions to the custodian as authorized in writing by the client. The client will also incur a management fee inside the private equity investment which will not be paid by Brouwer & Janachowski, but will be paid by the private equity entity and economically borne by the client.

When sub-advisers have been retained to manage some or all of a client's investment portfolio, the manager of the sub-adviser will have discretionary authority over the client assets allocated to that sub-adviser for investment.

Generally, when a sub-adviser manages a client's investment portfolio, the client delegates to the sub-adviser the authority to vote client proxies. In those instances where the sub-adviser disclaims proxy voting authority, the client will be notified that they are responsible to vote the proxies.

When a client retains a sub-adviser to manage a portfolio, the sub-adviser has the responsibility to determine the brokerage firm used for the execution of the transactions. Sub-advisers may select Fidelity, Charles Schwab or any other firm which the sub-adviser determines provides the best execution for a transaction.

For certain investment management accounts for which Brouwer & Janachowski has retained Greenrock, Greenrock will be authorized to deduct fees for their research services ("Greenrock Fees") as well as investment fees for the sub-advisers ("Management Fees") directly from the client's account.

Greenrock charges an annual fee on assets of 0.10%.

The Management Fees are generally broken down by asset class as follows:

Equity Sub-Advisers - 0.50% annually
Fixed Income Managers - 0.30% annually

The Management Fees may be higher or lower for specific sub-advisers and the client will be notified prior to account opening of any differences in Management Fees.

Greenrock Fees and Management Fees are calculated on the value of the portfolios at the beginning of the quarterly billing period. New accounts started at other than a calendar quarter will be billed from the date service began to bring them up to the calendar quarterly billing cycle.

Greenrock Fees and Management Fees are payable in advance and generally are charged directly to, and deducted from, the client by the custodian upon debit instructions to the custodian as authorized by the client in the engagement letter.

Upon termination of an investment management account, the client, either through Brouwer & Janachowski or Greenrock or another authorized agent of the Adviser, will promptly provide written notice to all affected sub-advisers (i.e., those that are then providing services on behalf of the client or the Adviser). Where a sub-adviser is involved, the client relationship with the Adviser shall be deemed terminated effective on the date the last affected sub-adviser receives notice from the Adviser or an authorized agent of the Adviser. The unearned portion of all prepaid fees (including, without limitation, Greenrock's Fees and Management Fees) will be refunded to that client, with the amount of the refund calculated as of the effective date of termination.

13. REVIEW OF ACCOUNTS

Kurt Brouwer, Steve Janachowski, Jack Scaff, and Robert Smoke, along with the investment committee, are responsible for the investment management of all accounts as well as establishing the firm's economic outlook, asset allocation strategy, and security selection. All accounts are reviewed on a periodic basis by a member of the investment team, for security selection, asset allocation, and adherence to client objectives.

Beyond the normal analysis of each account's portfolio, certain triggering events may result in additional reviews.

These triggering events are changes in:

- The firm's economic or investment outlook
- The firm's asset allocation strategy
- The client's situation (based on new information received from the client)
- An investment (such as a change in a mutual fund's management) held by a significant number of accounts

Additional events may include:

- Changes in the status of a security
- Substantial market price changes
- Transactions in which special tax considerations are involved
- Inquiry from a client

Clients receive a written quarterly report from Brouwer & Janachowski after the account has been under management for one full quarter. This report shows the performance of the account and provides a portfolio statement reflecting positions held in the account. A client may also receive a performance report of each component investment.

An investment commentary is also sent with each quarterly report. This commentary reports on the current general thoughts regarding investment markets or any current issue thought to be of significant interest to clients. Brouwer & Janachowski periodically compiles and distributes information on selected mutual funds or other investments to its clients.

Clients with 401(k) plans may receive a quarterly newsletter providing investment commentary and information about the investment options available to them.

If a client requests it, Brouwer & Janachowski will also send an annual Realized Gains and Losses report in the beginning of the year. As new regulations are implemented, the custodian firms will begin reporting Realized Gains and Losses to clients and the IRS over the time period of 2011 through 2013 and eventually the custodian firm's reporting will replace the Realized Gains and Losses reports sent by Brouwer & Janachowski.

Clients may also receive one or more of the following reports: a reconciliation of changes in market value, schedules of transactions during the quarter, and a quarterly statement of capital gains and losses as appropriate. Ongoing clients (who do not receive quarterly reports) receive a full portfolio statement at each month-end (this arrangement no longer exists for new clients).

14. CLIENT REFERRALS AND OTHER COMPENSATION

From time to time, Brouwer & Janachowski may provide additional compensation to certain employees relating to soliciting or obtaining new clients for Brouwer & Janachowski. To the extent applicable, such arrangements comply with the provision of Rule 206(4)-3 under the Advisers Act, and do not result in any increase in the advisory fee charged to a client.

15. CUSTODY

Brouwer & Janachowski does not have custody over client accounts. The custodian maintains custody of all client assets.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains the client's investment assets. Brouwer & Janachowski urges clients to carefully review these statements and compare these official custodial records to the account statements that we may provide. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

16. INVESTMENT DISCRETION

Brouwer & Janachowski normally receives discretionary authority from the client at the outset of an advisory relationship. In all cases, however, discretion is exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and allocation of assets, Brouwer & Janachowski observes the investment policies, limitations and restrictions of the clients for which it advises. Brouwer & Janachowski also takes into consideration the client's financial goals and risk tolerance. Investment guidelines and restrictions must be provided to Brouwer & Janachowski by the client.

17. VOTING CLIENT SECURITIES

For client accounts in which Brouwer & Janachowski has voting authority, we receive a proxy ballot and a description of issues that must be voted for a client's shares. We carefully review all information and base our voting decision on our view of the client's best interests. Clients can contact our office via email (fundmaster@fundmastery.com), regular mail, in person or by phone to ask for our current policies and procedures in regards to proxy voting. Clients may also contact our office to obtain information on how we voted their securities. We will then provide the information on how we voted each issue presented on the ballot.

In some cases, Brouwer & Janachowski has no authority to vote proxies on behalf of a client. In those cases, if we become aware of any proxy matters we consider highly important, we may communicate these recommendations to our clients. The client, however, would retain the proxy voting responsibility and will receive the proxy directly from their custodian.

The authorization to vote or not vote proxies is granted on the custodian's specific application.

18. FINANCIAL INFORMATION

Because we invoice our clients quarterly, this section is not applicable to Brouwer & Janachowski, LLC.