
PART 2A OF FORM ADV: FIRM BROCHURE

DATED SEPTEMBER 27, 2012

delphi PRIVATE ADVISORS

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This brochure provides information about the qualifications and business practices of Delphi Private Advisors. If you have any questions about the contents of this brochure, please contact Marc Channick, Chief Compliance Officer, by telephone at (858) 222-8065 or by email at marc@delhiprivate.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any State Securities Authority.

Additional information about Delphi Private Advisors also is available on the SEC's website at www.adviserinfo.sec.gov.

Please note that the use of the term "registered investment adviser" and description of Delphi Private Advisors and/or our associates as "registered" does not imply a certain level of skill or training. You are encouraged to review this Brochure and Brochure Supplements for our firms' associates who advise you for more information on the qualifications of our firm and its employees.

ITEM 2. MATERIAL CHANGES TO OUR PART 2A OF FORM ADV:
FIRM BROCHURE

Delphi Private Advisors is required to advise you of any material changes to our Firm Brochure ("Brochure") from our last annual update, identify those changes on the cover page of our Brochure or on the page immediately following the cover page, or in a separate communication accompanying our Brochure. We must state clearly that we are discussing only material changes since the last annual update of our Brochure, and we must provide the date of the last annual update of our Brochure.

Please note that we do not have to provide this information to a client or prospective client who has not received a previous version of our brochure.

Last Annual Amendment Filing Date: 03/29/2011

Since our last annual amendment, Delphi Private Advisors have made the following material changes to this Brochure:

- Added a 401(k) Advisory Planning service (see Items 4.B and 5.A for a description of the services offered and a fee schedule).

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ITEM 4. ADVISORY BUSINESS

A. Firm Description/Principal Owners¹

Delphi Private Advisors is an independent firm dedicated to providing our clients with a wide array of investment advisory and portfolio management services, delivered in an unconflicted, fee-only model. Our firm is a limited liability company formed in the State of Delaware. We have been in business as an investment adviser since 2009 and are owned as follows:

Marc Channick – one third owner

Darren Reinig – one third owner

Keith McKenzie – one third owner

B. Advisory Services

Wrap Asset Management:

We construct and manage globally-diversified investment portfolios for our clients, with an emphasis on continuous and regular account supervision. Our clients' portfolios generally consist of individual stocks or bonds, exchange traded funds ("ETFs"), options, mutual funds and other public and private securities or investments. Each client's individual investment strategy is tailored to their specific needs and may include some or all of the previously mentioned securities. Each portfolio will be initially designed to meet a particular investment goal, which we determine to be suitable to the client's circumstances. Once the appropriate portfolio has been determined, we review the portfolio regularly and, as appropriate, rebalance the portfolio based upon market movement, as well as the client's individual needs, stated goals and objectives. Each client has the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

We may utilize independent money managers to oversee parts of our clients' portfolios. Before selecting other managers, we make sure that they are properly licensed or registered.

For more information on our Wrap Asset Management, please refer to Appendix 1 of our ADV Part 2A (the "Wrap Fee Brochure").

¹ Please note that for purposes of this item, our principal owners include the *persons* we list as owning 25% or more of our firm on Schedule A of Part 1A of Form ADV (Ownership Codes C, D or E).

401(k) Advisory Planning:

We assist 401(k) plan sponsors with the selection and monitoring of investment options, including the selection of qualified default investment alternatives (“QDIAs”) and, if requested by the sponsor, the creation of multi-asset class “lifestyle” options. We also provide plan sponsors with strategic planning advice regarding the structure of the plan and assist with the development of an investment policy statement. While we conduct informational meetings with plan participants and provide general investment education, we do **not** render individualized investment advice to plan participants.

C. Tailored Services

We offer individualized investment advice to every client based upon their specific circumstances, including investment objectives, financial goals and risk tolerance. Clients may request reasonable restrictions on investing in certain securities or types of securities. The determination of whether a particular client request is reasonable and feasible is made on a case-by-case basis.

D. Participation in Wrap Fee Programs

We offer wrap fee programs as further described in Part 2A, Appendix 1 (the “Wrap Fee Brochure”).

E. Assets Under Management

We manage² \$192,638,962 on a discretionary basis and \$0 on a non-discretionary basis as of 3/31/2012.

² Please note that our method for computing the amount of “*client* assets we manage” is the same as the method for computing “assets under management” required for Item 5.F in Part 1A of Form ADV. Our “as of” date is less than three months before the date we last updated our Brochure in response to this question.

ITEM 5. FEES AND COMPENSATION

We are required to describe our brokerage, custody, fees and fund expenses so you will know how much you are charged and by whom for our advisory services provided to you.

A. Description and Fee Schedule

(i) Wrap Asset Management:

We charge our wrap asset management clients a percentage of assets under management according to the following schedule:

<u>Assets under Management</u>	<u>Annual Advisory Fee</u>
\$0-\$1,000,000	1.30%
\$1,000,000-\$2,000,000	0.90%
\$2,000,000-\$5,000,000	0.80%
\$5,000,000-\$10,000,000	0.70%
\$10,000,000-\$25,000,000	0.50%
\$25,000,000+	Negotiable

Tiered-Blended Pricing Schedule: The actual fees charged to a client account are a blending of the rates above. For example, a client with \$2,000,000 of assets under management would pay 1.30% annually on the first \$1,000,000 and 0.90% on the second \$1,000,000. The resulting blended fee would be 1.10%.

Our firm's fees are billed on a pro-rata annualized basis quarterly in advance based on the value of your account on the last day of the previous quarter. The only exception to this is that the first full quarter's advisory fee may include an additional pro-rata charge in arrears for the time your assets were managed by us during the previous quarter.

In certain cases, fees may be negotiable. Factors which may affect whether fees are negotiable include, but are not limited to, a client's prior relationship with our firm and the overall size of a client's account.

(ii) 401(k) Advisory Planning:

We charge our 401(k) advisory planning clients an annual asset-based fee of 0.50%. Such fees are based on the fair market value of the Plan assets on the last day of the month of each calendar quarter and will be paid quarterly in arrears out of Plan assets. We do **not** have the discretion to change its compensation without Client's prior approval.

B. How Fees Are Paid

Fees will be automatically deducted from your managed account through a qualified custodian. As part of this process, you understand and acknowledge the following:

- (i) Your independent custodian will send statements at least quarterly to you showing all disbursements for your account, including the amount of the advisory fees paid to us; and
- (ii) You will provide authorization permitting us to be directly paid by these terms as part of the account-opening process.

C. Other Fees/Expenses

Clients will pay the following separately incurred expenses, of which we do not receive any part:

- (1) charges imposed directly by a mutual fund, index fund, or exchange traded fund, which shall be disclosed in the fund's prospectus (i.e., fund management fees and other fund expenses); and
- (2) charges imposed directly by independent money managers for their services.

More information is disclosed in our separate Wrap Fee Brochure.

D. Advisory Fees Paid in Advance

We charge our advisory fees quarterly in advance. In the event that you wish to terminate our services, we will refund the unearned portion of our advisory fee to you. You need to contact us in writing and state that you wish to terminate our services. Upon receipt of your letter of termination, we will proceed to close out your account and process a pro-rata refund of unearned advisory fees.

E. Commissionable Securities Sales

We do not sell securities for a commission. In order to sell securities for a commission, we would need to have our associated persons registered with a broker-dealer. We have chosen not to do so.

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

We do not charge performance fees to our clients.

ITEM 7. TYPES OF CLIENTS AND ACCOUNT REQUIREMENTS

We work with the following types of clients:

- Individuals
- Trusts, Estates or Charitable Organizations
- Pension and Profit Sharing Plans
- Corporations, limited liability companies and/or other business entities

Our requirements for opening and maintaining accounts or otherwise engaging us:

- We generally require a minimum annual fee of \$7,500 for our asset management service. This requirement may be waived in certain cases at our discretion.

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

A. Methods of Analysis

We may use one or more of the following methods of analysis in formulating our investment advice and/or managing client assets:

Fundamental Analysis. We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell). 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 the stock.

Technical Analysis. We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement. Technical analysis does not consider the underlying financial condition of a company. This presents a risk in that a poorly-managed or financially unsound company may underperform regardless of market movement.

Cyclical Analysis. In this type of technical analysis, we measure the movements of a particular stock against the overall market in an attempt to predict the price movement of the security.

B. Investment Strategy

Our investment strategy focuses primarily on asset allocation, as we believe that the combination of asset classes used in a client's portfolio will have significantly more impact on the portfolio's long-term returns than the selection of particular securities. We build diversified portfolios, blending together asset classes that do not move in the same direction at the same time, which has the effect of reducing risk without significantly affecting the portfolio's long-term expected return.

We also firmly believe in market efficiency, which is the theory that, over time, equity markets express the "rational" price for securities (although there can be short periods of significant irrationality). Accordingly, we do not believe that one can outperform the stock market in the long run by active management or "stock-picking". Additionally, as we are long-term investors, we do not practice "market timing".

Finally, we believe that how the portfolio is constructed and managed can have a significant effect on returns. First, we focus on reducing portfolio costs through the use of institutional class shares of mutual funds wherever possible. Next, we practice active tax management at both the asset class and portfolio level, with a goal of maximizing our clients' after-tax returns. Third, we have a systemic rebalancing discipline, which keeps portfolios at their desired risk/reward profiles while at the same time making sure that our clients buy low and sell high at the asset class level whenever possible.

C. Risks of Investing

Investing in securities involves risk of loss that clients should be prepared to bear. While the stock market may increase and your account(s) could enjoy a gain, it is also possible that the stock market may decrease and your account(s) could suffer a loss. It is important that you understand the risks associated with investing in the stock market, are appropriately diversified in your investments, and ask us any questions you may have. Examples of risks that may be present in investing include:

Capitalization Risk. The risk that mid-capitalization and small-capitalization stocks may be more volatile than the large-capitalization stocks, and may at times underperform as compared to large-capitalization stocks.

Company Risk. The risk that a particular company's stock will suffer losses for reasons unique to that company (also known as "unsystematic risk").

Credit Risk. The risk that a bond issuer fails to pay interest and/or principal on their obligations in a timely fashion.

Currency Risk. The risk that investments in stocks denominated in other currencies will lose value because of a rise in the value of the dollar relative to those currencies.

Foreign Exposure Risk. The risk that investments in foreign markets, including emerging markets may be more volatile than the U.S. markets due to fluctuations in currency exchange rates or political or economic conditions in a particular country. Investing in emerging markets countries may involve risks greater than the risks of investing in more developed foreign countries.

Inflation Risk. The risk that in the future, your investments or proceeds from your investments will not be worth what they are today due to the rising costs of goods and services. Said another way, a dollar tomorrow will likely get you less than what it can today.

Interest Rate Risk. The risk that the price of bond holdings will decline due to a rise in interest rates. Changes in price will generally be greater for longer-maturity bonds than for bonds with shorter maturities.

Legal/Regulatory Risk. The risk that changes in state or federal laws and/or regulations will negatively impact the performance or tax treatment of certain investments.

Liquidity Risk. The risk that certain investments may not be readily converted into cash due to the nature of those investments or changes in market conditions. This may negatively impact the ultimate price at which an investment is sold.

Management Strategy Risk. The risk that the strategies and techniques utilized by the outside managers who oversee different parts of our clients' portfolios will not achieve their intended results, leading to underperformance against a conventional index or benchmark and/or other funds with a similar investment objective.

Market Risk. The risk that the value of investments can fall, sometimes sharply, in response to economic changes or other events that affect the capital markets as a whole (also known as "systematic risk").

Prepayment Risk. The risk that a bond may be repurchased or redeemed by the issuer before maturity. Depending upon the redemption price, the investor may receive a lower than expected return on the security.

Reinvestment Risk. The risk that bond proceeds (principal and/or interest) may have to be reinvested at a lower yield than what the investor received from the original security due to intervening changes in interest rates.

D. Cash Balances.

We generally invest clients' cash balances in money market funds managed by Charles Schwab & Co., Inc., registered broker-dealer, Member SIPC ("Schwab"). Our primary goal in managing cash balances is safety of principal. While we generally do not hold a strategic allocation to cash in our clients' accounts, in most cases at least a small cash balance will be maintained in a money market fund so that our firm may debit advisory fees for our services as applicable.

ITEM 9. DISCIPLINARY INFORMATION

Our firm and its owners and employees have not been involved in any legal or disciplinary events that would be material to the evaluation of our firm or the integrity of our management.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

We have no other financial industry activities and affiliations to disclose.

ITEM 11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

A. Description of Code of Ethics

We recognize that the personal investment transactions of members and employees of our firm demand the application of a high Code of Ethics and require that all such transactions be carried out in a way that does not endanger the interest of any client. At the same time, we believe that if investment goals are similar for clients and for members and employees of our firm, it is logical and even desirable that there be common ownership of some securities.

Therefore, in order to prevent conflicts of interest, we have in place a set of procedures (including a pre-clearing procedure) with respect to transactions effected by our members, officers and employees for their personal accounts³. In order to monitor compliance with our personal trading policy, we have a quarterly securities transaction reporting system for all of our associates.

Furthermore, our firm has established a Code of Ethics which applies to all of our associated persons. An investment adviser is considered a fiduciary. As a fiduciary, it is an investment adviser's responsibility to provide fair and full disclosure of all material facts and to act solely in the best interest of each of our clients at all times. We have a fiduciary duty to all clients. Our fiduciary duty is considered the core underlying principle for our Code of Ethics, which also includes Insider Trading and Personal Securities Transactions Policies and Procedures. We require all of our supervised persons to conduct business with the highest level of ethical standards and to comply with all federal and state securities laws at all times. Upon employment or affiliation and at least annually thereafter, all supervised persons will sign an acknowledgement that they have read, understand, and agree to comply with our Code of Ethics. Our firm and supervised persons must conduct business in an honest, ethical, and fair manner and avoid all circumstances that might negatively affect or appear to affect our duty of complete loyalty to all clients. This disclosure is provided to give all clients a summary of our

³ For purposes of the policy, our associate's personal account generally includes any account (a) in the name of our associate, his/her spouse, his/her minor children or other dependents residing in the same household, (b) for which our associate is a trustee or executor, or (c) which our associate controls, including our client accounts which our associate controls and/or a member of his/her household has a direct or indirect beneficial interest in.

Code of Ethics. However, if a client or a potential client wishes to review our Code of Ethics in its entirety, a copy will be provided promptly upon request. Such requests can be made by contacting our Chief Compliance Officer, Marc Channick, by phone at (858) 222-8065 or email at marc@delhiprivate.com.

B. Purchases/Sales By Owners/Employees

See our response to Item 11.A of this Brochure. Related persons of our firm are encouraged to invest their money in the same way as our clients and, accordingly, may invest in securities that are also recommended to clients. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request.

C. Timing of Purchases/Sales by Owners/Employees

See our response to Item 11.A of this brochure. Related persons of our firm are encouraged to invest their money in the same way as our clients and, accordingly, may buy or sell securities for themselves at or about the same time they buy or sell the same securities for client accounts. In order to minimize this conflict of interest, our related persons will place client interests ahead of their own interests and adhere to our firm's Code of Ethics, a copy of which is available upon request.

ITEM 12. BROKERAGE PRACTICES

A. Selection of Broker-Dealers

Our firm generally recommends that clients establish brokerage accounts with Schwab to maintain custody of their assets and to effect trades for their accounts. Schwab may provide us with access to their institutional custody and trading services, which are typically not available to Schwab retail investors. Schwab's services may also include 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. Please note, however, that our firm is independently owned and operated and not affiliated with Schwab, and we may recommend that clients establish accounts with firms other than Schwab.

For client accounts maintained in their custody, Schwab does not charge separately for trading, but is compensated by our firm out of the advisory fees that we charge. Our firm places trades for clients' accounts subject to its duty to seek best execution and its other fiduciary duties. While our firm may use broker-dealers other than Schwab to execute trades for client accounts maintained at Schwab, this practice may result in additional costs to clients, so that we are more likely to place trades through Schwab rather than other broker-dealers. Schwab's execution quality may be different than other broker-dealers. Neither our firm, nor any of its principals and/or employees, receives any portion of the brokerage commissions and/or transaction fees directly charged by a broker-dealer to our firm or charged to Client by a broker-dealer, which are then absorbed by our firm and credited back to Client.

1. Research and Other Benefits

Our firm may have arrangements with Schwab which provide us with their “platform” services. Schwab’s services include, among others, brokerage, custodial, administrative support, record keeping and related services that are intended to support our firm in conducting business and in serving the best interests of our clients.

Schwab also makes certain research and brokerage services available at no additional cost to our firm. These non soft-dollar services include certain research and brokerage services, including research services obtained by Schwab directly from independent research companies, as selected by our firm (within specific parameters). Research products and services provided by Schwab to our firm may include research reports on recommendations or other information about, particular companies or industries; economic surveys, data and analyses; financial publications; portfolio evaluation services; financial database software and services; computerized news and pricing services; quotation equipment for use in running software used in investment decision-making; and other products or services that provide lawful and appropriate assistance by Schwab to our firm in the performance of our investment decision-making responsibilities. The aforementioned research and brokerage services are used by our firm to manage accounts for which we have investment discretion. Without this arrangement, our firm might be compelled to purchase the same or similar services at our own expense.

We may also gain access to non soft-dollar products and services that will help us in managing and administering client accounts. These include software and other technology that: provide access to client account data (i.e. trade confirmations and account statements); facilitate trade executions; provide research, pricing information, and other market data; facilitate in the payment of our firm’s fees from its clients’ accounts; and assist with back-office functions, record-keeping, and client reporting. Many of these services may be used to service all or a substantial number of our accounts.

As a result of receiving the services for no additional cost, we may have an incentive to continue to use or expand the use of Schwab’s services. Our firm examined this potential conflict of interest when we chose to enter into the relationship with Schwab and we have determined that the relationship is in the best interest of our firm’s clients and satisfies our client obligations, including our duty to seek best execution.

Schwab charges brokerage commissions and transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and debt securities transactions). In some instances, Schwab does charge transaction fees to clients, in which case, our firm will reimburse the client those fees. Schwab enables us to obtain many no-load mutual funds without transaction charges and other no-load funds at nominal transaction charges. Schwab’s commission rates are generally discounted from customary retail commission rates. However, the commission and transaction fees charged by Schwab may be higher or lower than those charged by other custodians and broker-dealers.

The investment research products and services that may be obtained by our firm will generally be used to service all of our clients.

2. Brokerage for Client Referrals

Our firm does not receive brokerage for client referrals.

3. Directed Brokerage

Our firm generally does not permit clients to direct that we execute transactions through a specified broker-dealer. We may recommend clients execute through Schwab, but we do not have discretion over the direction of brokerage.

Special Considerations for ERISA Clients

A retirement or ERISA plan client may direct all or part of portfolio transactions for its account through a specific broker or dealer in order to obtain goods or services on behalf of the plan. Such direction is permitted provided that the goods and services provided are reasonable expenses of the plan incurred in the ordinary course of its business for which it otherwise would be obligated and empowered to pay. ERISA prohibits directed brokerage arrangements when the goods or services purchased are not for the exclusive benefit of the plan. Consequently, we will request that plan sponsors who direct plan brokerage provide us with a letter documenting that this arrangement will be for the exclusive benefit of the plan.

B. Aggregation of Purchases/Sales

Our firm does not aggregate the purchase or sale of securities for various client accounts in quantities sufficient to obtain reduced transaction costs. Schwab charges the same transaction fees for the purchase and sale of widely traded securities in block and non-block procedures. Long term client accounts are traded differently for a variety of reasons, including tax circumstances and investment objectives.

ITEM 13. REVIEW OF ACCOUNTS OR FINANCIAL PLANS

We review client accounts on at least a bi-weekly basis. These reviews are done by one or more of the principals of the firm, as well as our internal portfolio manager. The nature of these reviews is to learn whether clients' accounts are in line with their investment objectives and appropriately positioned based on market conditions.

We may review client accounts more frequently than described above. Among the factors which may trigger an off-cycle review are major market or economic events, client life events and/or specific requests by the client.

We provide written reports to clients on a monthly basis. Verbal reports to clients preferably take place on a quarterly basis, but at least on an annual basis.

401(k) Advisory Planning clients do not receive reviews of their written plans unless they take action to schedule a financial consultation with us. We do not provide ongoing services to 401(k) Advisory Planning clients, but are willing to meet with such clients upon their request to discuss issues such as updates to their plans and/or changes in their circumstances.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

A. Economic Benefits From Others

1. Schwab

Our firm may recommend that clients establish brokerage accounts with Schwab, to maintain custody of our clients' assets and to effect trades for their accounts. Our firm is independently owned and operated and not affiliated with Schwab. Our firm may also recommend that clients establish accounts with firms other than Schwab.

Our firm places trades for its clients' accounts subject to its duty to seek best execution and its other fiduciary duties. Our firm may use broker-dealers other than Schwab to execute trades for client accounts maintained at Schwab, but this practice may result in additional costs to clients so that we are more likely to place trades through Schwab rather than other broker-dealers. Schwab's execution quality may be different than other broker-dealers.

Some of the products, services and other benefits provided by Schwab benefit us and may not benefit our firm's client accounts. Our recommendation/requirement that a client place assets in Schwab's custody may be based in part on benefits Schwab provides to us, and not solely on the nature, cost or quality of custody and execution services provided by Schwab.

In addition to the benefits described in Item 12.A.1 of this Brochure, Schwab also makes available to our firm other products and services that benefit us, but may not benefit our clients' accounts. These non soft-dollar benefits may include national, regional or investment adviser specific educational events organized and/or sponsored by Schwab. Other potential benefits may include occasional business entertainment of personnel of our firm by Schwab personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Schwab also makes available to our firm other services intended to help our firm manage and further develop our business enterprise. These services may include professional compliance assistance, legal and business consulting, and publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance, and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to our firm by independent third parties. Schwab 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 our firm. While, as a fiduciary, our firm endeavors to act in its clients' best interests, our recommendation/requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to our firm of the availability of some of the foregoing products and

services and other arrangements and not solely on the nature, cost, or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

As a result of receiving the aforementioned products and services for no cost, we may have an incentive to continue to place client trades through Schwab. This interest conflicts with the clients' interest of obtaining the lowest commission rate available. Therefore, we must determine in good faith, based on the best execution policy stated above, that such commissions are reasonable in relation to the value of the services provided by Schwab. Our firm examined this potential conflict of interest when we chose to enter into the relationship with Schwab and we have determined that the relationship is in the best interest of our firm's clients and satisfies our client obligations, including our duty to seek best execution.

Schwab has provided a loan to our firm to assist its business operations, and the loan is guaranteed by **Marc Channick, Darren Reinig, and Keith McKenzie**, principal(s) of our firm. The terms of the loan require that management fees to us be paid to an account at Schwab for deduction of interest and principal payments pursuant to the loan before we may have access to that fee payment. The loan agreement contains various representations by us, including that we will maintain **\$195 million in assets under management**, and various events of default, including that our firm will comply with all laws, contracts, licenses and permits. In the event of an unheeded default under the terms of the loan agreement, Schwab may terminate and/or accelerate the loan, which may have a material adverse effect on our ability to perform services for our clients.

2. Industry Associates

Industry associates include vendors, money managers and sub-advisers that our firm either uses or networks with in order to provide the best array of services and providers to our clients. At times, these industry associates may offer to our adviser representatives certain non-monetary benefits. These benefits are not tied to the sales of any products to our clients. Benefits may include such items as gifts valued at less than \$100 annually, an occasional dinner or ticket to a sporting event, or reimbursement in connection with educational meetings with our adviser representatives, client workshops or events, marketing events or advertising initiatives. Industry associates may also pay for, or reimburse our firm for the costs associated with, education or training events that may be attended by our employees.

B. Compensation to Others

While we receive client referrals from, among others, existing clients, accountants, attorneys and bankers, we do not pay for those referrals.

ITEM 15. CUSTODY

Our firm does not have custody of any client assets. All of our clients receive at least quarterly account statements directly from their custodian showing their account balance(s), transaction history and any fee debits or other amounts taken out of your account. Upon opening an account with a qualified custodian on a client's behalf, we promptly notify the client in writing of the qualified custodian's contact information. We also send account statements to our clients and we recommend that clients compare the account statements received from the qualified custodian with those received from our firm. We encourage our clients to raise any questions they may have about the custody, safety or security of their assets with us.

ITEM 16. INVESTMENT DISCRETION

We accept discretionary authority to manage our clients' investment accounts. Before assuming this authority, we require our clients to sign a discretionary investment advisory agreement with our firm, including a limited power of attorney. As discussed in our response to Item 4.C, clients may place on reasonable limitations on investing in certain securities or types of securities.

ITEM 17. VOTING CLIENT SECURITIES

Our firm votes proxies for securities held in client accounts when authorized to do so in writing by a client. We understand our duty to vote client proxies and to do so in the best interest of our clients.

Pursuant to SEC Rule 206(4)-6, we have adopted written proxy voting policies and procedures. In voting proxies, we consider only those factors that relate to the client's investment, including how its vote will economically impact and affect the value of the client's investment (keeping in mind that, after conducting an appropriate cost-benefit analysis, not voting at all on a presented proposal may be in the best interest of the client).

Proxy votes generally will be cast in favor of proposals that: (a) maintain or strengthen the shared interests of shareholders and management; (b) increase shareholder value; (c) maintain or increase shareholder influence over the issuer's board of directors and management; and/or (d) maintain or increase the rights of shareholders. Proxy votes generally will be cast against proposals that would have the opposite effect(s).

We subscribe to a proxy monitor and voting agent service offered by Broadridge Investor Communication Solutions, Inc. ("Broadridge"), which includes access to proxy analyses with research and vote recommendations from Glass, Lewis & Co. ("Glass Lewis"). Our firm will generally vote in accordance with the recommendations of Glass Lewis, but may vote in a different fashion on particular votes if we determine that such actions are in the best interest of our clients. Where applicable, we will consider any specific voting guidelines designated in writing by a client.

In exercising our proxy voting discretion, we will avoid any direct or indirect conflicts of interest between our interests and those of our clients. We will provide adequate disclosure to our clients if any substantive aspect or foreseeable result of the subject matter to be voted upon raises an actual or

potential conflict of interest between us and our clients. After informing our clients of any actual or potential conflict of interest, we will take appropriate action to resolve the conflict before voting those proxies, as described in more detail in our written policies and procedures regarding proxy voting.

Clients may request a copy of our written policies and procedures regarding proxy voting and/or information on how particular proxies were voted by contacting our Chief Compliance Officer, Marc Channick by phone at (858) 222-8065 or email at marc@delhiprivate.com.

ITEM 18. FINANCIAL INFORMATION

We are not required to provide financial information in this Brochure because:

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

We have never been the subject of a bankruptcy proceeding.