

**Part 2A Appendix 1 of Form ADV: Hunter McGuire Capital Management, L.L.C. –
*Wrap Fee Program Brochure***

Item 1 - Cover Page

November 15, 2012

Hunter McGuire Capital Management, L.L.C.
2912 N.W. 156th Street
Edmond, Oklahoma 73013
Phone - (405) 509-6838

This Wrap Fee Program Brochure provides information about the qualifications and business practices of Hunter McGuire Capital Management, L.L.C. If you have any questions about the contents of this brochure, please contact us at (405) 509-6838. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (“SEC”) or by any state securities authority.

Hunter McGuire Capital Management, L.L.C. is a registered as an investment adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an investment adviser provide you with information about which you determine to hire or retain an investment adviser.

Additional information about Hunter McGuire Capital Management, L.L.C. also is available on the SEC’s website at www.adviserinfo.sec.gov.

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Item 2 - Material Changes

While Hunter McGuire Capital Management, L.L.C. (the “Adviser”) is currently registered with the United States Securities Commission (“SEC”) and is a new registrant with the Oklahoma Securities Commission (“OSC”), the Adviser has not previously offered a wrap fee program. Therefore, this is its initial “Wrap Fee Program Brochure” with the SEC and the OSC. In the future, this Item will discuss only specific material changes that are made to the Wrap Fee Program Brochure and provide a summary of such changes. We will also reference the date of our last annual update of our Wrap Fee Program Brochure.

Pursuant to SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Wrap Fee Program Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

Currently, our Wrap Fee Program Brochure may be requested by contacting Michael McGuire, the Adviser’s Chief Compliance Officer, at (405) 509-6838 or mmcguire@huntermcguirecapital.com.

Additional information about the Adviser is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with the Adviser who are registered, or are required to be registered, as investment adviser representatives of the Adviser.

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Item 4 – Services, Fees and Compensation

- A. The Adviser was formed in 2012 by Jerry Hunter and Michael McGuire (the “Principals”). The Principals are the sole members of the Adviser. The Adviser provides investment advisory services to separate accounts for individuals, high net worth individuals, banking institutions, pension and profit sharing plans, and small to mid-size businesses (the “Clients”) in its wrap fee program (the “Program”). The Adviser’s investment philosophy has a bias toward value investing principals. The Adviser strongly believes in diversification and allocates to traditional and non-traditional asset classes. While each of its Clients will follow the general strategy stated above, the Adviser may tailor the specific advisory services with respect to each Client based on each Client’s need, risk profile, tolerances, and expected return preference. Clients may impose restrictions on their investment portfolios.

In addition to the foregoing investment advisory services, the Program includes the brokerage services of Charles Schwab & Co. (“Schwab”), a broker-dealer registered with the SEC and a member of FINRA and SIPC. The Adviser is independently owned and operated and is not affiliated with Schwab. Schwab will act solely as a broker-dealer and not as an investment adviser to Clients. It will have no discretion over Client accounts and will act solely on instructions it receives from the Adviser. Schwab has no responsibility for the Adviser’s services and undertakes no duty to the Client to monitor the Adviser’s management of Client accounts or other services the Adviser provides to its Clients. Schwab will hold Client assets in a brokerage account and buy and sell securities and execute other transactions when the Adviser instructs them to. While the Adviser requires that its Clients use Schwab as custodian/broker to participate in the Program, the Clients will decide whether to do so and will open their accounts with Schwab by entering into account agreements directly with Schwab. The Adviser does not open the account for its Clients. If a Client does not wish to place its assets with Schwab, then the Adviser cannot manage the account in the Program. Not all investment advisors require their advisory clients to use a particular broker-dealer or other custodian selected by the adviser. Even though Clients accounts are maintained at Schwab, the Adviser can still use other brokers to execute trades for Clients accounts, as described below.

The wrap fee will be negotiated for each Client individually based on a number of factors, including, but not limited to, account size and investment needs, but generally range between 0.50% and 1.50% of the Client’s assets in the Program. The wrap fee will be calculated and billed each calendar quarter in advance.

Because the Adviser’s wrap fees are not tied to the frequency of trading for Client accounts and apply generally to all assets in the accounts, this fee arrangement is not appropriate for all accounts. For example, a wrap fee arrangement would not be appropriate for an account that holds primarily all cash and cash equivalents, fixed income securities, or no-transaction-fee mutual funds for a substantial period of time.

In addition to compensating the Adviser for investment advisory services to its Clients, the wrap fees paid by Clients allow the Adviser to pay Schwab for the brokerage services it provides to Clients, as described above, as well as additional services Schwab provides the Adviser, as described below. The fees the Adviser pays to Schwab consist primarily of asset-based fees assessed on the total assets (including stocks, bonds, mutual funds, and cash) in all of the Adviser’s Client accounts in the Program that are maintained at Schwab. Subject to a specified minimum fee, the asset-based fee is not greater than 16 basis points (0.16%) of the

Item 4 – Services, Fees and Compensation (continued)

value of the assets in a Client's account at Schwab. The fees the Adviser pays to Schwab may decrease as the amount of assets that the Adviser's Clients collectively hold in accounts at Schwab increases. This fee structure may give the Adviser an incentive to recommend that its Clients participate in the Program and open Clients accounts with Schwab so that the amount of fees the Adviser pays to Schwab is less. That incentive could conflict with the Clients' interest in receiving the most appropriate fee arrangement and best value for investment advisory and brokerage services.

In addition to the asset-based fee described above, the Adviser pays to Schwab certain other fees that it would otherwise charge its Clients. These fees include (i) flat dollar per trade fees for Schwab's prime brokerage and trade away services (through which the Adviser can have trades for Client accounts at Schwab executed by broker-dealers other than Schwab), (ii) custody and setup fees for alternative investments (such as non-standard assets, non-publicly traded limited partnership interests, foreign securities, non-marketable securities, etc.), and (c) short-term redemption fees on mutual funds available through Schwab's Mutual Fund OneSource®.

The fees the Adviser pays to Schwab may be more than what the Adviser would pay solely for Schwab's brokerage services. In addition to those brokerage services, for the fees the Adviser pays to Schwab, the Adviser also receives from a Schwab affiliate a software system and related support services called the "Integrated Office," which helps the Adviser manage Client relationships and Client investment portfolios. More detail on this arrangement appears below in Item 4.D.

- B. The Program may cost Clients more or less than purchasing the Adviser's investment advice and Schwab's brokerage services separately. The relative cost of the program to each Client is influenced by various factors, including the cost of the Adviser's investment advice and Schwab's brokerage services if the Client purchased them separately, the types of investments held in the Client's account, and the frequency and size of trades the Adviser made for the Client's account. For example, if the number of transactions in a Client's account is low enough, the wrap fee paid to the Adviser may exceed the stand alone investment advisory fee and separate brokerage commissions that the Client otherwise would have paid. In addition, because the fees the Adviser pays to Schwab that comprise a portion of the wrap fee paid to the Adviser (i) are generally not tied to the number of trades made and (ii) are based on the total assets of all of the Adviser's Client accounts in the Program and custodied at Schwab, Client accounts that have relatively few assets but that trade relatively frequently could disproportionately benefit from the Program compared to larger accounts that trade less frequently.

The Adviser has agreed with Schwab that the wrap fee charged to Clients will not be more than the asset-based fees the Adviser pays to Schwab plus the stand-alone investment advisory fee the Adviser would otherwise separately charge its Clients (*i.e.*, the Adviser does not mark-up Schwab's fees).

- C. The wrap fee does not cover the fees and costs listed below, which may apply to assets in a Client's enrolled account to which the wrap fee also applies, and to transactions in a Client's accounts:

Item 4 – Services, Fees and Compensation (continued)

- Commissions and other fees for services provided by broker-dealers other than Schwab for transactions executed or effected by or through them that settle into or from a Client's account at Schwab such as through the Adviser's use of Schwab's Prime Brokerage or Trade Away Services. Clients will be responsible for paying any commissions and other fees or compensation charged by broker-dealers other than Schwab. Because Clients will pay the wrap fee in addition to any commissions and/or other charges paid to broker-dealers other than Schwab who execute transactions for Client accounts, the Adviser may have an incentive to execute transactions for Client accounts through Schwab, and this incentive could, in some circumstances, conflict with the Adviser's duty to seek best execution.
- Fees charged by mutual fund companies, unit investment trusts (UITs), closed-end funds, and other collective investment vehicles, including, but not limited to, sales loads (a portion of which are paid to Schwab) and/or charges and short-term redemption fees.
- Short-term redemption fees charged by Schwab for funds other than those available through the Schwab Mutual Fund OneSource[®] service.
- Markups and markdowns, bid-ask spreads, selling concessions, and the like received by Schwab in connection with transactions it executes as principal by selling or buying securities to or from Clients for its own account. Principal transactions contrast with those in which Schwab acts as the Client's agent in effecting trades between the Client and a third party. Schwab may make a profit or incur a loss on trades in which it acts as principal. Markups and markdowns and bid-ask spreads are not separate fees, but rather are reflected in the net price at which a trade order is executed.
- Transaction-based fees imposed on Schwab by regulatory organizations and exchanges, as well as fees to offset processing costs incurred by Schwab for the exchange of securities for equity, options, or other covered security sell transactions.
- Transfer taxes, odd-lot differentials, certificate delivery fees, reorganization fees, fees required by law, and any other fees or charges similar to those described above.

A complete list of Schwab's charges and fees is contained in the *Charles Schwab Institutional Pricing Guide*, which each Client will receive promptly following the opening of its account with Schwab.

- D. The Adviser may receive more compensation from Client participation in the Program than if Clients purchased the Adviser's investment advisory services and Schwab's (or another broker/custodian's) services separately. As part of the services for the fees the Adviser pays to Schwab, Schwab pays for its affiliate to provide the Adviser with the Integrated Office (a customer relationship and portfolio management system and related support services). The Integrated Office benefits the Adviser and may indirectly benefit its Clients by enhancing the services provided by the Adviser to its Clients. If the Adviser did not have the fee arrangement with Schwab, as described above, Integrated Office would be available to the Adviser only through paying fees for it directly to Schwab's affiliate. Consequently, the

Item 4 – Services, Fees and Compensation (continued)

Adviser may have an incentive to recommend that Clients participate in the Program and open accounts with Schwab. That incentive may be based on the Adviser's interest in receiving Integrated Office as part of the Adviser's services/fee arrangement with Schwab rather than based on a Client's interest in having the most appropriate fee arrangement for investment advisory services and the best value in custody services and the most favorable execution of Client transactions. This is a potential conflict of interest. The Adviser believes, however, that its recommendation of the Program, including the use of Schwab as custodian and broker, is in the best interests of those Clients to whom the Adviser recommends it based on an assessment of their investment objectives, financial situation, the Adviser's investment plans and anticipated trading activity in Client accounts, and all other relevant factors.

Item 5 – Account Requirements and Types of Clients

The Adviser provides investment advisory services to individuals, high net worth individuals, institutional clients, pension and profit sharing plans, and small to mid-size businesses. The Adviser also solicits separately managed account clients such as banking institutions. The minimum initial account balance for a separately managed account is \$100,000, which may be waived at the sole discretion of the Adviser. Acceptance of separate account management is determined on a case-by-case basis at the sole discretion of the Adviser.

Item 6 – Portfolio Manager Selection and Evaluation

- A. The Adviser serves as the portfolio manager for all Client accounts in the Program.
- B. As noted, above, the Adviser serves as the portfolio manager for all Client Accounts in the Program. Since the Adviser does not select any outside portfolio managers for Client Accounts, there are no conflicts of interest because the Adviser is the sole portfolio manager for the Program.
- C. Advisory Business. The Adviser's investment philosophy has a bias toward value investing principals. The Adviser strongly believes in diversification and allocates to traditional and non-traditional asset classes. In implementing the Adviser's investment philosophy for each individual client, the Adviser utilizes the following six-step defined process set forth below. While each of its Clients will follow the general strategy stated above, the Adviser may tailor the specific advisory services with respect to each Client based on each Client's need, risk profile, tolerances, and expected return preference. Clients may impose restrictions on their investment portfolios. There is no difference in how the Adviser manages Client accounts in the Program versus other Client accounts. As noted above in Item 4.B, Clients pay a portion of the wrap fee to Schwab. The remainder of the wrap fee is remitted to the Adviser.

Performance-Based Fees and Side-By-Side Management. Currently, neither the Adviser nor its supervised persons currently accept performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a Client).

Methods of Analysis, Investment Strategies and Risk of Loss. The following describes the investment strategies the Adviser uses in formulating investment advice or managing assets on a separate account basis:

Client Investment Needs and Asset Allocation

In developing an investment strategy for each individual Client, the Adviser utilizes the following six-step defined process to help Clients meet their financial goals:

1. *Investment Needs* – Each of the Adviser's Clients has unique individual investment needs. The Adviser's first step is to identify the Client's individual financial goals. This is accomplished through a conversation with the Client to ask why they are investing and what they wish to accomplish with their investment. The Adviser reviews, as applicable, each Client's financial statements, tax returns, age, retirement goals, special income needs, debt service, expected windfalls, net worth, employment stability legacy concerns, and current income. The information the Adviser receives helps the Adviser understand the unique investment needs of each individual Client.
2. *Asset Allocation* – The Adviser creates a fluid asset allocation target mix. The Adviser holds a discussion with each Client to determine the percentage of their total investment that should be allocated into each of the following asset classes: (i) equities; (ii) fixed income; (iii) cash equivalents; (iv) real estate securities; (v) equity options; (vi) commodities; (vii) mutual funds; and (viii) annuities.

Item 6 – Portfolio Manager Selection and Evaluation (continued)

3. *Desired Rate of Return* – The Adviser projects desired rates of return on a Client's portfolio based on the Client's asset allocation percentages. For example, based on historical rates of return, the Adviser may project a 6% long term average return for equities, a 1% long term average return for fixed income, and a 1% long term average return for cash equivalents. If the Client's asset allocation is 40% to equities, 30% to fixed income, and 20% to cash equivalents, then the Adviser may project the portfolio's rate of return as a 2.4% return for the equity portion of the portfolio ($6\% \times .40$), 1.2% return for the fixed income portion of the portfolio ($4\% \times .30$), and a 0.2% return for the cash equivalent portion of the portfolio ($1\% \times .20$). Under this methodology, the Advisers projected return for such a portfolio would be 3.8% ($2.4\% + 1.2\% + .20\%$) for the long term.
4. *Individual Investments* – The Adviser's next step is to define what it is looking for in each Client's individual investments, including the criteria used by the Adviser to select the securities in the portfolio and to assess the securities on an ongoing basis.
5. *Quarterly Account Reviews* – The Adviser conducts quarterly account reviews with each Client. These quarterly reviews may be conducted either in person or over the phone and are used as a checkup to see if any life events or other circumstances have occurred that may affect the Client's investment needs. The Adviser will review any fundamental changes to the individual investments made by the Client's account. Also, the quarterly reviews will be used to ensure that each Client's account is within 5% of the asset allocation target mix developed for each Client.
6. *Semi-Annual Account Reviews* – The Adviser also conducts semi-annual account reviews with each Client; typically in person. These reviews include an assessment of individual holdings versus established investment criteria; monitoring of existing asset allocation versus target asset allocation; monitoring of individual holding performance versus a style appropriate benchmark; monitoring of aggregate performance of holdings within asset classes versus appropriate benchmarks; and monitoring of portfolio rates of return versus projected rates of return.

Investment Philosophy and Strategy

The Adviser's investment philosophy has a bias toward value investing principals. The Adviser strongly believes in diversification and allocates to traditional and non-traditional asset classes. The Adviser believes in the value of alternative strategies that add correlation benefits to a portfolio of traditional stocks and bonds.

The Adviser invests client assets in individual stocks, bonds, real estate securities, mutual funds, and annuities. Additionally, the Adviser will at times utilize equity options which can favor the movements in the underlying equities that are bullish, bearish, or neutral. Furthermore, the Adviser will seek out niche opportunistic investment strategies within both traditional and non-traditional asset classes and allocate to such investments around each Client's core holdings.

Individual security selections are primarily driven through a fundamental, bottom-up security analysis. The Adviser utilizes multiple analytical and informational tools to help it make confident investment decisions based on the best information and analytics

Item 6 – Portfolio Manager Selection and Evaluation (continued)

available to the Adviser, including Bloomberg, Morningstar, and mpi Stylus. The Adviser employs a wide range of resources to obtain the most precise information and data regarding investment opportunities.

The investment objectives and methods summarized above represent the Adviser's current intentions. Depending on conditions and trends in the securities markets and the economy in general, the Adviser may pursue any objectives, employ any investment techniques or purchase any type of security that it considers appropriate and in the best interests of its Clients. The foregoing discussion includes and is based upon numerous assumptions and opinions of the Adviser concerning world financial markets and other matters, the accuracy of which cannot be assured. There can be no assurance that the Adviser's investment strategy will achieve profitable results.

Voting Client Securities. The Adviser follows a proxy voting policy to ensure that proxies the firm votes, on behalf of each Client, are voted to further the best interest of that Client. The policy establishes a mechanism to address any conflicts of interests between the Adviser and its Client. Further, the policy establishes how each Client may obtain information on how the proxies have been voted.

To the extent that the Adviser has discretion to vote proxies for a Client, the Adviser determines how to vote after studying the proxy materials and any other materials that may be necessary or beneficial to voting. The Adviser votes proxies in a manner that it believes reasonably furthers the best interests of its Clients and is consistent with the investment program developed for each Client.

If a proxy vote creates a material conflict between the interests of the Adviser and a Client, the Adviser will resolve the conflict before voting the proxies. The Adviser will take steps designed to ensure that a decision to vote the proxy was based on the Adviser's determination of the Client's best interest and was not the product of the conflict.

The Adviser maintains records of (i) all proxy votes that are made on behalf of its Client; (ii) all written requests from each Client regarding voting history; and (iii) all responses (written and oral) to investors' requests. Such records are available to each Client upon request.

Item 7 – Client Information Provided to Portfolio Managers

The Adviser is the sponsor and portfolio manager of the Program. As such, the portfolio manager has access to all client information obtained by the Adviser with respect to all Client accounts. Updated financial information about a Client is not collected by the Adviser on a regular basis unless the Adviser is made aware of changes by the Client. Clients may communicate such changes to the Adviser at any time.

Item 8 – Client Contact with Portfolio Managers

- A. The Adviser does not place any restrictions on a Client's ability to contact and consult with their portfolio managers. Clients may contact Michael McGuire, the portfolio manager of the Adviser, at any time during normal business hours at (405) 509-6838 or mmcguire@huntermcguirecapital.com.

Item 9 - Additional Information

- A. 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 the Adviser or the integrity of adviser's management. There are no legal or disciplinary events that are material to an evaluation of the Adviser's advisory services or the integrity of management.

Other Financial Industry Activities and Affiliations. The Adviser is not registered, and does not have an application pending to register, as a broker-dealer or registered representative of a broker-dealer. Currently, no employees of the Adviser are registered representatives of a broker-dealer.

Neither the Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, commodity trading advisor, or an associated person of the foregoing entities.

The Adviser does not have any other relationships or arrangements with any related person listed in the instructions to Item 10.C. of Part 2A of Form ADV that are material to its advisory business.

The Adviser does not recommend or select other investment advisers for its Clients.

- B. Code of Ethics, Participation of Interest in Client Transactions and Personal Trading. The Adviser has adopted a written Code of Ethics designed to address and avoid potential conflicts of interest as required under Rule 204A-1 of the Advisers Act (the "Code"). The Code sets forth a standard of business conduct and compliance with federal securities laws by all of the Adviser's employees. The Code contains policies and procedures that ensure that all personal securities trading by employees of the Adviser is conducted in such a manner as to avoid actual or potential conflicts of interest or any abuse of an individual's position of trust and responsibility. The Adviser prohibits personal trading on certain securities or instruments; requires pre-clearance of personal trades in certain circumstances, including purchases of an IPO or a new private placement; requires periodic reporting of employees' personal securities transactions and holdings; and requires prompt internal reporting of Code violations.

While the Adviser rarely has access to non-public information relating to public companies, as part of its Code, the Adviser has established procedures to prevent the abuse of material, non-public information, which includes procedures for, among other things, the use and maintenance of restricted trading lists. Because the structure of the Adviser would make information barriers impractical, the firm has not imposed information barriers to restrict the internal flow of possible material, non-public information. Thus, all professionals are deemed to be in receipt of material, non-public information, in all instances where any professional of the Adviser has received material, non- public information, and, therefore, may not trade on the basis of that information.

The Adviser will provide a copy of the Code to any investor or prospective investor upon request.

Item 9 – Additional Information (continued)

The Adviser and/or its related persons may invest in the same securities that are recommended by the Adviser to its Clients. This creates a conflict of interest with respect to matters including, but not limited to, allocation of Client transactions, trading best execution, and front-running of Client transactions. To address these conflicts of interest, the Adviser has implemented policies and procedures to monitor employee trading activity to ensure that Clients are treated fairly. In addition, the Adviser will disclose in writing such conflicts of interest to its Clients.

The Adviser may recommend securities to its Clients, or buy or sell securities for its Clients' accounts, at or about the same time that the Adviser or its related persons buys or sells the securities for their own accounts. This creates a conflict of interest with respect to matters including, but not limited to, allocation of Client transactions, trading best execution, and front running of Client transactions. To address these conflicts of interest, the Adviser has implemented policies and procedures to monitor employee trading activity to ensure that Clients are treated fairly. In addition, the Adviser will disclose in writing such conflicts of interest to its Clients.

Review of Accounts. The Principals of the Adviser are responsible for reviewing Client investment portfolios. The Principal may perform intraday, daily, weekly or monthly reviews of Client positions as they deem appropriate. Performance, security positions, exposure levels, and investment opportunities are among some of the matters that may be reviewed.

Clients will receive written quarterly reports from the Adviser highlighting individual securities held, asset allocation, total return (net of all fees and expenses), and comparisons to relevant market indices (if applicable).

Client Referrals and Other Compensation. Schwab Advisor Services (formerly called Schwab Institutional) is Schwab's business serving independent investment advisory firms like us. They provide the Adviser and its 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 the Adviser manage or administer its Clients' accounts while others help the Adviser manage and grow its business. Schwab's support services described below (in contrast to the Integrated Office, as described above in Item 4.D) are generally available on an unsolicited basis (the Adviser doesn't have to request them) and at no charge to the Adviser as long as it keeps a total of at least \$10 million of the assets of the Adviser's Clients in accounts at Schwab. The availability to the Adviser of Schwab's products and services is not based on the Adviser giving particular investment advice, such as buying particular securities for its Clients. Here is a more detailed description of Schwab's support services:

Services that Benefit Clients. 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 the Adviser might not otherwise have access or that would require a significantly higher minimum initial investment by its Clients. Schwab's services described in this paragraph generally benefit Clients and their accounts.

Item 9 – Additional Information (continued)

Services that May Not Directly Benefit Clients. Schwab also makes available to the Adviser other products and services that benefit the Adviser but may not directly benefit the Client. These products and services assist the Adviser in managing and administering its Clients' accounts. This includes investment research, both Schwab's own and that of third parties. The Adviser may use this research to service all or some substantial number of its Clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available 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 the Adviser's fees from Client accounts; and
- Assist with back-office functions, recordkeeping, and Client reporting.

Services that Generally Benefit Only the Adviser. Schwab also offers other services intended to help the Adviser manage and further develop its business enterprise. These services include:

- Educational conferences and events;
- Technology, compliance, legal, and business consulting;
- Publications and conferences on practice management and business succession; and
- Access to employee benefits providers, human capital consultants, and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to the Adviser. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide the Adviser with other benefits such as occasional business entertainment of the Adviser's personnel.

The Adviser does not receive any other economic benefit, including sales awards or prizes, from any third party for providing advisory services to its Clients.

The Adviser may enter into agreements with persons who refer potential Clients to the Adviser. Any such arrangement will be conducted in compliance with applicable laws and regulations.

Financial Information. The Adviser does not require or solicit prepayment of more than \$500, six months or more in advance.

Item 9 – Additional Information (continued)

The Adviser does not believe it has any financial condition that is reasonably likely to impair its ability to meet its contractual commitments to its Clients.

The Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.

Item 10 – Requirements for State-Registered Advisers

The Principals and the Adviser do not have any relationship with any issuer of securities not otherwise described herein.