



(Formerly TW Asset Management LLC)

**Part 2A of Form ADV
Firm Disclosure Brochure**

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Address: 805 SW Broadway, Suite 2400
Portland, Oregon 97205

Telephone: (503) 944-3240

This brochure provides information about the qualifications and business practices of Timberline Asset Management LLC¹. If you have any questions about the contents of this brochure, please contact our Chief Compliance Officer, Peter R. Guarino at (775) 250-2897. 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. Timberline Asset Management LLC is a registered investment adviser; however such registration does not imply a certain level of skill or training.

Additional information about Timberline Asset Management LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

¹ Timberline Asset Management LLC, a Delaware limited liability company, does business in the State of California as Timberline Asset Managers LLC.

Material Changes

The following changes have been made to this Brochure since our last annual update on April 2, 2012:

- Effective April 30, 2012, TW Asset Management LLC changed its name to Timberline Asset Management LLC. In addition, the firm's principal place of business is now 805 SW Broadway, Suite 2400, Portland, Oregon 97205.
- On the cover page, we identified Peter R. Guarino as the Chief Compliance Officer for the firm.
- We updated our Code of Ethics to make it clear that its fiduciary principles and business conduct standards are applicable to all supervised persons, that all supervised persons are deemed to be access persons and as such are subject to the personal securities trading, preclearance and reporting requirements as defined in the Code.
- We updated the "Brokerage Practices" section of this Brochure to provide additional details on research services that may be considered as part of the best execution review.
- We also added disclosures required pursuant to Section 408(b)(2) of ERISA in the Brochure.
- As part of this update, we made various non-material edits to the information in this Brochure. We therefore encourage each client to read the Brochure in its entirety.

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Advisory Business

Firm Description

Timberline Asset Management LLC (“Timberline”) (formerly TW Asset Management LLC) was formed on October 6, 2006, began managing assets on November 15, 2006, and registered with the Securities and Exchange Commission as an investment adviser on March 23, 2007. Timberline Asset Management LLC is a Delaware limited liability company; Timberline does business in the State of California as Timberline Asset Managers LLC. Timberline is majority-owned subsidiary of Thomas Weisel Asset Management LLC (“TWAM”) which, in turn, is a wholly-owned subsidiary of Thomas Weisel Partners Group, Inc., itself a wholly-owned subsidiary of Stifel Financial Corp. (“Stifel”).

Stifel is a financial services holding company whose stock is publicly traded on the New York Stock Exchange under the symbol “SF”. Stifel subsidiaries provide a full range of financial services, including investment banking (such as strategic advisory services and equity underwriting to high quality growth companies), research, institutional brokerage (including equities trading and global distribution for large institutional investors), private equity investing, retail brokerage and investment advisory services.

Principal Owners

Ownership of Timberline is currently split as follows: 65% is held by TWAM, and 35% is held by members of the Timberline portfolio management team (none of whom individually owns 25% or more of the company). Information about Timberline’s portfolio managers is included in the Form ADV Part 2B provided with this Brochure.

Type of Advisory Services

Timberline provides investment advice on a fully discretionary basis to high net worth individuals, institutions and investment companies. Timberline currently specializes in managing small cap and small/mid cap U.S. equity portfolios.

Tailored Relationships

Timberline may manage numerous accounts with similar or identical investment objectives or may manage accounts with different objectives but trading in the same securities. Despite such similarities, portfolio decisions relating to clients’ investments and the performance resulting from such decisions may differ from client to client as a result of, for example, restrictions that the client has imposed on the account. Timberline generally allows each client to impose restrictions its account(s) such as with respect to investing in certain securities or types of securities. However, in the event that Timberline determines that the restrictions involved will substantially and/or adversely affect its management of the account(s), it may refuse to comply with the restrictions. Timberline’s goal is to ensure that clients’ objectives and reporting needs are met to their specifications.

Wrap Fee Program

Timberline acts as portfolio manager for wrap fee programs sponsored by its affiliated broker-dealer, Stifel, Nicolaus & Company, Inc. (“Stifel Nicolaus”). In each case, the end wrap client pays an all inclusive fee to Stifel Nicolaus covering its custodial, execution and other services, as well as the portfolio management services rendered by Timberline. Stifel Nicolaus then pays a portion of the wrap fee received from its wrap client to Timberline for its services. Wrap accounts differ from other accounts managed by Timberline as follows:

- All trades are directed to the wrap program sponsor, in this case, Stifel Nicolaus. Timberline will not execute trades for any other client account through its affiliated brokers unless specifically directed to do so by the applicable client.
- To meet Timberline's minimum account size of \$10 million, Stifel Nicolaus aggregates underlying wrap client accounts.
- Timberline generally does not have direct client relationships with wrap account holders; rather the wrap client interfaces with Stifel Nicolaus and its representatives who then forward applicable information to Timberline. Among other things, wrap clients may direct Timberline, through Stifel Nicolaus, to perform tax loss selling affecting their returns. Timberline does not independently verify the accuracy of such information.

Assets Under Management

As of December 31, 2012, Timberline managed assets in the amount of \$667.8 million, all on a discretionary basis.

Fees and Compensation

Investment Management Service Fees

Timberline has a standard fee schedule based on the type of account (for example, separate account or mutual fund), whether the client is serviced directly by Timberline or through an intermediary, and the investment approach used (for example, small cap growth or small/mid cap growth). Typically, annual management fees are calculated as a percentage of the net market values of applicable client accounts based on market close prices as of the last business day of the preceding quarter.

In general, annual management fees are payable quarterly in advance and may be pro-rated if an account is opened or receives an additional capital contribution on a day that is not the first business day of the calendar quarter. If an account that pays in advance is closed during a billing period, a pro-rata fee is calculated for the time that the account was in existence during the quarter and any unused portion of the advanced payment will be returned to the client. Notwithstanding the foregoing, wrap accounts may be subject to different billing schedules and/or pro-ratio or re-imbursement policies based on the sponsor's applicable policies.

The standard account fee schedule for Timberline's Small Cap Growth Strategy is as follows:

On the Amount that is	Fee
Less than or equal to \$50 million	1.00%
Greater than \$50 million but less than or equal to \$100 million	0.95%
Greater than \$100 million	0.90%

The standard account fee schedule for Timberline's Small/Mid Cap Growth Strategy is as follows:

On the Amount that is	Fee
Less than or equal to \$50 million	0.95%
Greater than \$50 million but less than or equal to \$100 million	0.90%
Greater than \$100 million	0.85%

Fees Negotiable

From time to time, Timberline may negotiate fees with clients depending on, but not limited to, account size, customization, multi-product relationships, date of establishment of the advisory relationship, or other circumstances or factors that Timberline may deem relevant. In addition, a different fee schedule may apply if Timberline manages an account on a sub-advisory or wrap fee platform. In such cases, the end client may be charged an annual fee (by the sponsor or manager, as the case may be) in a range of between 1.25% and 2.50%, of which a range of 0.50% and 1.50% may be payable to Timberline. In each

case, Timberline's applicable fee is as stated in the investment management agreement with the wrap sponsor or adviser.

Termination of Client Relationship

Clients may terminate investment advisory contracts by providing written notice in accordance with the terms of the applicable contract (usually 30 days).

Fee Billing

Typically, clients are invoiced their fees directly on a quarterly basis. In the case of subadvisory relationships, the adviser calculates the fees and notifies Timberline of the calculation. Timberline does not obtain authority to deduct fees directly from client accounts. If fees are to be deducted from client accounts, instructions to the account custodian are sent from the account owner.

Other Investment Products

Associated persons of Timberline do not sell investment products to clients and, as such, do not receive additional compensation in respect of investment recommendations and other advice given to clients.

Trading and Other Costs

Clients generally will pay custodial fees, brokerage and other transaction costs in connection with Timberline's advisory services. To the extent that Timberline invests client assets in a registered investment company, such as an exchange traded fund ("ETF"), the client also will incur internal expenses charged directly by the applicable ETF. These expenses are separate and in addition to Timberline's management fees. Internal expenses are described in each ETF prospectus. The prospectus contains important information about the ETF being offered and should be reviewed carefully. Additional details about brokerage transactions are provided below under the section "*Brokerage Practices*".

Performance-Based Fees and Side-By-Side Management

Timberline does not charge performance-based fees with respect to any of its existing client accounts.

Types of Clients

Timberline provides investment advice to high net worth individuals, pension and profit sharing plans, charitable organizations, corporations or other businesses, wrap fee platforms and mutual funds. The minimum account size for Timberline's asset management services generally is \$10,000,000. Timberline may waive this account minimum in its discretion.

Methods of Analysis, Investment Strategies and Risk of Loss

Type of Investments

Timberline specializes in creating growth portfolios and currently offers the following two investment strategies to help its clients meet their investment needs: Small Cap Growth Strategy and Small/Mid Cap Growth Strategy (collectively, “Strategies”).

Method of Analysis and Investment Strategies

In managing its small or small/mid U.S. equity portfolios, Timberline’s portfolio managers analyze public filings, third-party research, news and interviews with company management, competitors, suppliers and customers. In general, the portfolio managers seek to identify companies with shareholder oriented management teams, with strong revenue growth and strong positioning relative to competitors.

The portfolio managers then apply various valuation techniques to each company to develop price points at which Timberline would buy and sell the security, and identify those companies that the portfolio manager(s) believe present favorable opportunities for return relative to the levels of risk. A portfolio manager may also consider, among other factors, a company’s buy and sell price points, risk/reward profile and its potential price volatility to create a “roadmap” for the optimal size of the investment in each company. The portfolio managers will then use this roadmap to allocate capital across and within market capitalizations and industry sectors.

Timberline’s portfolio managers continually evaluate each security in client portfolios to determine whether Timberline should continue to maintain its investment in such securities. Timberline generally will sell or reduce an investment position the applicable portfolio manager(s) believe:

- the initial reasons for buying the security are no longer valid;
- the risk/reward profile of the position is no longer favorable;
- adjustments are appropriate in light of capital allocation targets within or across industry sectors or risk management parameters; or
- a better investment opportunity exists.

Risk of Loss

The following is a list of certain principal risks that may apply to clients with one or more accounts in our Strategies:

Market Risk: All investments are subject to the risk that the market value of the security may fluctuate, sometimes rapidly and unpredictably. Securities may decline in value due to factors affecting securities markets generally, or the specific company in particular. Factors that affect securities markets generally include real or perceived adverse economic conditions, changes in the general outlook for corporate earnings, changes in interest or currency rates or adverse investor sentiment generally. Factors that may affect a particular industry or industries include labor shortages or increased production costs and competitive conditions within an industry. During a general downturn in the securities markets, multiple asset classes may decline in value simultaneously.

Management Risk: Timberline may not be successful in selecting the best-performing securities or investment techniques, and an account performance may lag behind that of similar accounts. Timberline may also miss out on an investment opportunity because the assets necessary to take advantage of an opportunity are tied up in other investments, potentially including investments that may not perform as well as the investment opportunity.

Small-Cap/Mid-Cap Securities Risk: Small-cap and mid-cap companies may be more vulnerable than large-cap companies to adverse business or economic developments. Securities of such companies may be less liquid and more volatile than securities of large-cap companies and therefore may involve greater risk.

Exchange-Traded Funds (ETFs) Risk: When investing in ETFs, a client will bear a proportionate share of the ETF expenses. Although ETFs seek to provide investment results that correspond generally to the price and yield performance of a particular market index, the price movement of an ETF may not track the underlying index.

Foreign Securities Risk: Some of the Strategies may hold securities of non-U.S. companies denominated in U.S. dollars (including depositary receipts). Such securities may be less liquid and their prices more volatile than those of securities of comparable U.S. companies for a number of reasons. Less information may be available to investors concerning non-U.S. issuers. Investing in foreign securities is subject to the risk of political, social or economic instability in the country of the issuer of a security, variation in international trade patterns, the possibility of the imposition of exchange controls, expropriation, confiscatory taxation, limits on movement of currency or other assets and nationalization of assets. Depositary receipts are generally subject to the same risks as the foreign securities that they evidence or into which they may be converted. In addition, unsponsored depositary receipts may be subject to the risk that their issuer may not be obligated to disclose information that is, in the United States, considered material. Therefore, there may be less information available regarding these issuers and there may not be a correlation between such information and the market value of the depositary receipts.

Investing in securities involves risk of loss that clients should be prepared to bear.

Disciplinary Information

There have been no disciplinary actions taken with respect to Timberline and its employees since its inception in October 2006.

Other Financial Industry Activities and Affiliations

Certain affiliates of Timberline are registered as broker/dealers and certain of Timberline's management and/or associated persons are registered representatives of a broker/dealer.

As set forth above, Timberline is a member of the Stifel affiliated group of entities, which includes registered broker-dealers and/or registered investment advisers. These affiliates include Stifel Nicolaus; Century Securities Associates, Inc.; Thomas Weisel Capital Management LLC; Thomas Weisel Global Growth Partners LLC; Missouri Valley Partners, Inc.; Keefe, Bruyette & Woods, Inc.; Miller Buckfire & Company, LLC; and Choice Financial Partners, Inc. Timberline shares operational and/or administrative staff with a number of these affiliates; however, Timberline has its own dedicated portfolio management staff.

Timberline manages assets for or on behalf of various affiliates, including Stifel Nicolaus (wrap accounts) and Thomas Weisel Partners Group, Inc. Stifel Nicolaus' wrap fees generally do not vary on the basis of the managers selected. As a result, when the end-wrap client selects Timberline out of all other managers available under the Stifel Nicolaus wrap platform, the total portion of the wrap fees that is retained by the Stifel affiliated group will be higher than when the wrap client selects an unaffiliated adviser.

Stifel Nicolaus may act as a selling broker and/or placement agent for investment funds managed by Timberline, or may act as underwriter or placement agent in connection with the public or private sales of securities owned by a Timberline advisory client. In addition, from time to time, Stifel Nicolaus may separately provide other services to Timberline's clients and/or to the issuers of securities held in Timberline's portfolios. In such instances, Stifel Nicolaus generally will be paid customary fees for its services. In each such case, the client will receive appropriate disclosure of the affiliated relationship between Stifel Nicolaus and Timberline.

Timberline has adopted policies and procedures designed to address conflicts, including policies restricting Timberline's trading in a security when an affiliate notifies Timberline that the affiliate has material non-public information about the security and/or issuer. As a result, Timberline may not be able to dispose of a security at a favorable time or take advantage of investment opportunities that would be available to it but for its affiliation with such affiliates. As set forth above, Timberline generally does not use affiliated brokers for execution and/or custody except with respect to wrap accounts offered by such affiliates or as expressly directed by the applicable client. In addition, a Timberline employee or an affiliate's employee can only invest or withdraw assets from an investment account or mutual fund managed by Timberline at a time when other unaffiliated customers could do the same.

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

Code of Ethics

Timberline has adopted a Code of Ethics applicable to all supervised persons which code is designed to comply with the requirement of both Rule 204A-1 under the Investment Advisers Act of 1940 (the “Advisers Act”) and Rule 17j-1 under the Investment Company Act of 1940, as amended (the “1940 Act”). The Code reinforces the fiduciary principles that govern supervised persons, including:

- Setting forth standards of business conduct that are expected of all supervised persons, which standards reflect our fiduciary duties to clients. All supervised persons are required to acknowledge in writing receipt of the Code of Ethics and any material amendments thereto.
- Requiring compliance with federal securities laws, including (but not limited to) the Advisers Act, the 1940 Act and the rules thereunder, as well as applicable state securities and/or fiduciary laws (for example, Oregon law where Timberline maintains its principal place of business). In addition, when managing accounts of employee benefit plans and individual retirement accounts, Timberline and all personnel are also required to comply with all applicable provisions of ERISA, the Internal Revenue Code of 1986 and the rules thereunder.

Personal Securities Trading and Reporting

From time to time, Timberline’s directors, officers, employees or other supervised persons may buy or sell securities for their own accounts which securities are also held in client accounts. Such persons’ personal securities transactions may raise potential conflicts of interest when these persons trade at or around the same time as a client account, or in a manner inconsistent with Timberline’s then-current recommendations to a client. Personal securities transactions by its supervised persons may also raise potential conflicts of interest when Timberline is considering the related security for purchase or sale in client accounts.

To mitigate the associated risks, Timberline has adopted a Code of Ethics designed to reasonably detect and prevent such conflicts of interest and, when they do arise, to ensure that the supervised person effects the transactions in a manner that is consistent with Timberline’s fiduciary duty to clients and in accordance with applicable law. To this end, all supervised persons are prohibited from using their position with Timberline or any investment opportunities that such individual learns of because of his or her position, to the detriment of our clients. Additionally, all access persons are required to obtain pre-approval from the Chief Compliance Officer or his or her designee prior to entering any personal trade. With limited exceptions, supervised persons are prohibited from trading in a security on the same day that a client effects a transaction in the same securities. In addition, all supervised persons are deemed to be “access persons” (generally those with information about Timberline’s pending trades) submit a completed Pre-Clearance Request Form to the Chief Compliance Officer or his or her designee on the date of the proposed transaction, and may not place an order for the purchase or sale of the security until the Chief Compliance Officer or his or her designee has approved the transaction in accordance with Timberline’s Code of Ethics.

The Chief Compliance Officer and members of the Compliance Department monitor all supervised persons’ trading and conducts periodic testing of the procedures to ensure ongoing compliance. A copy of the Code of Ethics is available to all clients and prospective clients upon request.

Participation or Interest in Client Transactions

Timberline generally does not execute trades for client accounts through its affiliates, except for those accounts with respect to which the affiliate is the wrap program sponsor and/or where a client specifically directs brokerage to a Timberline affiliate.

The following conflicts of interest may apply in connection with Timberline's services to clients:

- Timberline or its investment professionals, for themselves or for others, may take the same or conflicting positions in a security in which there has been an investment under Timberline's Strategies.
- Timberline may invest in securities of issuers that one or more of Timberline's affiliates have sponsored or promoted. These affiliates may have purchased or otherwise acquired securities or other interests in such issuers on terms different from, and more favorable than, those available to Timberline's clients.
- Timberline's affiliates also may, for their own client accounts, take substantial positions in companies the securities of which Timberline may have purchased or later purchases on the open market for its client accounts. In such cases, the affiliate may indirectly benefit from Timberline's investment recommendations if (for example) the later purchase by Timberline of the securities for its client accounts causes the price of those securities to rise. Neither Timberline nor, generally, its affiliates share information relating to investments made for client accounts. To the extent that associated persons obtain information relating to investments by Timberline and/or an affiliate, such associated persons are prohibited from (i) passing such information to any other person who does not need to know the information in order to perform required duties, and (ii) using such information to benefit themselves or any other person (including clients).
- Timberline's affiliates' officers and/or employees may serve on the boards of companies in Timberline's portfolios. In addition, these affiliates may provide services to such portfolio companies. The portfolio companies may compensate the affiliates (or their officers and employees) for their services with options to purchase stock or other equity interests of the portfolio companies. If an affiliate owns options or other securities issued by portfolio companies, a conflict of interest may arise between the timing of any exercise or sale of these options, and Timberline's decisions about the same portfolio securities for its Strategies.
- Affiliates of Timberline frequently have access to non-public information about publicly traded companies. When this occurs, Timberline may be prohibited from trading an existing position at a time that would be beneficial to Timberline's clients, resulting in investment losses or the failure to achieve investment gains. In other cases, Timberline may cause the purchase or sale of securities of an issuer at a time when an affiliate or its employees have material non-information about such securities or their issuers if the affiliates have not otherwise notified Timberline of their possession of such information. Timberline's affiliates and their respective employees have no duty to make any such information available to Timberline, and Timberline has no duty to obtain such information.

Principal and Agency Cross Transactions

A principal transaction occurs when an investment adviser, acting for its own account (or the account of an affiliate) buys a security from, or sells a security to, a client's account. Timberline generally does not engage in principal transactions with respect to client accounts. Timberline also does not permit the selling of a security from one client account and the purchasing of the same security in an unrelated client account (cross transaction) unless specifically requested by both the selling and purchasing client.

Side-by-Side Management of Multiple Accounts

A potential conflict may arise with respect to the side-by-side management of registered investment companies, proprietary accounts, and separately managed accounts for individuals and institutional investors, both with respect to allocation of time to specific client accounts as well as an incentive to favor certain accounts over others. For the time factors, client accounts generally are managed in accordance with the Strategy in which the client is enrolled. As a result, client accounts in the same strategy typically hold the same securities (subject to exceptions arising from the applicable restrictions that the client has imposed on the account). As a disincentive to favor particular clients, Timberline maintains a Trade Allocation Policy designed to ensure that all client accounts are treated fairly and equitably. The investment team performs periodic reviews to confirm that each account complies with the Strategy as well as the defined risk parameters for the account. In addition, the Chief Compliance Officer and members of the Compliance Department periodically review allocations and performance dispersion in client accounts for compliance with firm policies.

Brokerage Practices

Broker Analysis and Selection

Clients typically grant Timberline the authority to select the broker-dealer(s) that will execute securities transactions for client accounts. When selecting brokers, Timberline's primary objective is to obtain the best combination of price and execution in the market(s) involved.

Timberline maintains a list of "Approved Brokers" that it will use to effect client transactions, unless the client has specifically directed trades to a particular broker-dealer. In selecting brokers for inclusion in the Approved Broker List, Timberline evaluates the abilities of the broker-dealer to obtain "best execution" of portfolio transactions, which may include (but is not limited to):

- its execution capabilities the transactions require, as well as clearance and settlement capabilities;
- its ability and willingness to facilitate the accounts' portfolio transactions by committing capital to execute the trade;
- its financial stability, back-office efficiency and ability to handle difficult trades;
- its apparent familiarity with sources from or to whom particular securities might be purchased or sold;
- its reputation and perceived soundness of the broker/dealer or bank;
- the importance to the account of speed, efficiency, and confidentiality, and/or
- research, its estimated value and related services provided by the broker that may be useful to management of client accounts.

Accordingly, transactions will not always be executed at the lowest available commission but are generally within a competitive range.

Best Execution

When selecting a particular Approved Broker(s) for a specific transaction, Timberline considers numerous factors, including (but not limited to) any applicable legal restrictions (such as those imposed under the securities laws and ERISA), as well as any client-imposed restrictions. As set forth above, Timberline may consider research and related services when determining whether a particular broker is providing "best execution". "Research" services may include: research reports on companies, industries, and securities; data and reports on individual companies and industries of interest to Timberline; data and reports on general market or economic conditions; attendance at meetings and seminars of corporate management personnel, industry experts, and other financial analysts; comparative issuer performance, attribution, evaluation, and technical measurement services; and other investment-related consulting services, including those provided by experts on investment matters of interest to Timberline in connection with its management of client accounts.

Within these constraints, Timberline generally selects the "best executing" broker (*i.e.*, one that can provide prompt and reliable execution at the most favorable price obtainable under the prevailing market conditions).

Timberline has appointed a Best Practices Committee to oversee and monitor its trading activities including best execution, brokerage placement and allocation of investments. The Committee also reviews client accounts for guideline compliance, proxy voting, personal securities transactions, discusses

regulatory and legal matters, reviews operational and compliance reports, valuation matters, performance measurement and composite construction and review other matters related to the foregoing.

Order Aggregation

In order to seek best execution, Timberline may aggregate client transactions for the same security into a single “bunched” order, then allocate the securities purchased to each participating client account on an average price basis. There may be instances where Timberline may not be able to purchase or sell all of the desired securities, in which case, accounts will participate in a pro-rata allocation. Additionally, there may be instances when a particular client’s account transaction is the opposite of one or more other client accounts. This can occur, for example, when a client has decided to withdraw a portion of the account at the same time that the applicable portfolio manager decides to increase the Strategy’s position in the same security.

When aggregating purchases or sales of same securities with the same broker, an account generally will be charged or credited, as the case may be, the average transaction price of all securities purchased or sold in such transactions. There may be times when the price may be less favorable than the price that would otherwise have been achieved if similar the client trade was not being executed concurrently for other accounts. In general, however, Timberline believes that aggregating orders results in lower transaction costs than trades effected for a single account.

Timberline has established an allocation policy aimed at ensuring that the securities purchased for client accounts are allocated on an equitable basis among all fund and other accounts that it manages.

New Issues

Timberline may, from time to time receive allocations of new securities issues that may be purchased for client accounts. In determining the allocation of these securities, Timberline allocates such new issues pro-rata for all eligible participating accounts.

Directed Brokerage

Timberline will use directed brokers, commission recapture programs and revenue sharing arrangements only pursuant to a client’s specific request. Timberline will confirm that any percentage allocated to directed brokers is in compliance with a client’s request.

Clients that direct brokerage transactions to a particular broker should be aware that Timberline may be unable to achieve most favorable execution of client transactions. For example, in a directed brokerage account, the client may pay higher brokerage commissions because Timberline may not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices. As a result, directing brokerage may cost clients more money.

Brokerage for Client Referrals

When selecting a broker/dealer, Timberline does not consider nor receive client referrals.

Research and Other Soft Dollar Benefits

Timberline does not currently use soft dollars for any accounts.

Consistent with its fiduciary obligations, when selecting a particular broker to effect a transaction, Timberline may consider research and related services provided by such broker as set forth above in the Section “Best Execution”. Timberline will place a transaction with a broker that provides research services only if consistent with the best execution policies described above.

Review of Accounts

Periodic Reviews

Accounts generally are reviewed internally on a daily basis by the relevant portfolio manager(s), the Chief Operating Officer and/or the Chief Compliance Officer. The applicable portfolio manager(s) and/or account representative may also hold periodic in-person and/or telephonic meetings with clients to review the performance of the account in light of the applicable client guidelines.

Guideline Setting (Review Triggers)

Account limits and guidelines are pre-set in the trading system by the Chief Compliance Officer at the time an account is opened, based upon the Chief Compliance Officer's review of the account's agreement and other applicable documentation.

Regular Reports

Timberline provides clients with monthly written reports containing account activity and portfolio valuations. In addition, certain clients receive specialized written weekly reports regarding their accounts.

Client Referrals and Other Compensation

Timberline has a marketing agreement in place with Endeavour Investment Partners LLC (“Endeavour”), a third party marketing organization. Pursuant to this arrangement, Endeavour has agreed to assist Timberline in identifying and/or soliciting potential clients on Timberline’s behalf. Among other things, Timberline’s agreement with Endeavor complies with the requirements of Rule 206(4)-3 under the Advisers Act. Solicited clients receive appropriate disclosures of Timberline’s relationship with Endeavor, including specific disclosure relating to the asset-based fee that Timberline pays to Endeavour for its services. From time to time, Timberline also may pay its employees or outside sales consultants a referral fee based on a percentage of a client’s assets managed by Timberline or based on a percentage of management fees.

Timberline currently has not entered into any arrangement with a third party pursuant to which Timberline has agreed to solicit clients on behalf of such third party.

Custody

Timberline does not have custody of client assets. As the wrap program sponsor, Stifel Nicolaus, an affiliate of the firm, serves as custodian with respect to the wrap fee accounts managed by Timberline. Stifel Nicolaus also serves as custodian for proprietary accounts. As wrap sponsor and custodian, Stifel Nicolaus undergoes an annual surprise examination of its accounts that it holds, and also obtains an internal control report from an independent public accounting firm that is registered and subject to regular inspection by the Public Company Accounting Oversight Board. Timberline receives a copy of the internal control report issued by such independent public accounting firm.

Investment Discretion

As set forth above, Timberline generally manages client assets on a discretionary basis. Clients grant such discretion to Timberline under the applicable management agreement signed in order to become a Timberline client.

Voting Client Securities

As investment manager, Timberline generally votes proxies with respect to the securities held in client accounts. However, each client has the option of retaining proxy voting authority for its account positions, in which case the client will receive proxies or other solicitations directly from the applicable custodians.

With respect to accounts for which Timberline is responsible for voting proxies, Timberline has adopted proxy voting policies and procedures the (“Guidelines”) in an effort to ensure that votes are cast in the best interest of such clients, and that proper documentation is maintained relating to how proxies were voted. In general, the Guidelines can be summarized as follows:

- a) The Guidelines set forth, among other things, how Timberline will vote in particular circumstances. We will only vote a proxy contrary to the Guidelines if we determine that such action better serves Timberline’s client(s)’s interest in light of the applicable facts. Prior to making such determination, however, the officer assigned responsibility for voting proxies must obtain approval from the Chief Compliance Officer. The Guidelines also permit us to delegate to a non-affiliated third party vendor the responsibility to review proxy proposals and make voting recommendations on our behalf.
- b) Conflicts of interest relating to proxy proposals will be handled in various ways depending on the type of conflict involved and the materiality of such conflict. Where the Guidelines outline Timberline’s voting position to be determined on a “case-by-case” basis for such proxy proposal, or if the proxy proposal is not listed in the Guidelines, Timberline will vote in a manner that we believe will promote the best interest of the applicable client(s).
- c) Timberline may choose not to vote proxies in certain situations or for certain accounts, such as: (1) when a client has informed us that it wishes to retain the right to vote a specific proxy (in which case Timberline will inform the custodian to send the proxy material directly to the client); (2) when we determine in good faith that the cost of voting would exceed any anticipated benefit to the client; (3) when a proxy is received for a client account that has been terminated with Timberline; (4) when a proxy is received for a security we no longer hold in client accounts (i.e., previously sold the entire position), and/or; (5) when the exercise of voting rights could restrict the ability of an account’s portfolio manager to freely trade the security in question. Additionally, Timberline may be unable to vote proxies for any client account that participates in securities lending programs.
- d) Timberline’s Best Practices Committee generally is responsible for administering and overseeing the firm’s proxy voting process, including the Guidelines. Timberline’s Chief Operating Officer is responsible for actually voting proxies in accordance with the adopted policies, and for responding to inquiries from clients.

Clients may request a copy of our proxy voting Guidelines, as well as information relating to the specific proxies that were voted with respect to their account, at any time, without charge.

Financial Information

Prepayment of Fees

Timberline does not require prepayment of fees by clients six months or more in advance and as such is not required to provide a balance sheet for the most recent fiscal year with this disclosure brochure.

Financial Condition

Timberline is not aware of any financial condition that is reasonably likely to impair its ability to meet contractual commitments to its clients.

ERISA Section 408(b)(2) Disclosure Notice

With respect to retirement plan clients subject to ERISA, Timberline serves as a fiduciary to such clients pursuant to Section 3(21) of ERISA and by virtue of being a registered investment adviser providing fee-based advisory services. Timberline provides discretionary investment management services to the portion of plan assets that assigned to Timberline's management, which services include determining the specific securities in which to invest such plan assets, as well as the specific brokers through which to trade such securities.

Direct Compensation. As set forth in the "Fees and Compensation" above, for its services, Timberline accepts direct compensation in the form of fees. Each client's applicable fees are negotiated and set forth in the applicable investment management agreement pursuant to which Timberline manages the plan's account.

Indirect Compensation. Timberline does not receive indirect compensation from any of the issuers of securities held in client accounts (such as 12b-1 or similar fees). Similarly, Timberline does not engage in the practice of "soft dollars" with respect to brokerage transactions in client accounts. However, from time to time, Timberline may receive research reports from broker-dealers through which it executes brokerage transactions in a client account. In selecting brokers to execute client transactions, Timberline does not base its decision solely on the research provided by such broker; rather, consistent with its fiduciary obligations, Timberline selects brokers on the basis of "best execution" considering all relevant circumstances. For more detailed discussion of the factors considered in selecting brokers, see "Brokerage Practices" in this Brochure.