

Item 1 – Cover Page

Joel Isaacson & Co., LLC

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March 14, 2013

This Brochure provides information about the qualifications and business practices of Joel Isaacson & Co., LLC. If you have any questions about the contents of this Brochure, please contact us at (212) 302-6300. 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.

Joel Isaacson & Co., LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Joel Isaacson & Co., LLC also is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

This Item of the Brochure will discuss only specific material changes that have been made to the Brochure and provide clients with a summary of such changes.

There have been no material changes since our last annual update of our brochure on March 16, 2012.

Currently, our Brochure may be requested by contacting Stanley Altmark at (212) 302-6300.

(Date of Most Recent Annual Updating Amendment: 03/14/2013)

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Item 4 – Advisory Business

Joel Isaacson & Co., Inc., (the predecessor firm to Joel Isaacson & Co., LLC) was founded June 1, 1993 and has been providing advisory services for over 19 years.

Joel Isaacson & Co., LLC (hereinafter “JIC”) is an affiliate of Focus Financial Partners, LLC and is owned by Focus Operating LLC. JIC has been providing advisory services since December 17, 2009. As of December 31, 2012, JIC managed a total of \$2,065,166,428 of which \$1,084,830,985 is managed on a discretionary basis and \$980,335,443 on a non-discretionary basis.

We help advise these assets within the context of the client’s overall asset allocation, including those managed by other investment advisers or held within employee and executive benefit and stock award plans. We refer to these as “assets under advisement.” The value of these other assets under advisement is approximately \$2.5 billion as of December 31, 2012.

Services

JIC provides several types of advisory services to clients.

Wealth Management Services

Comprehensive Services

- Continuous tax, estate and personal financial planning to assist in achieving lifetime financial goals.
- Development, implementation, and continuous monitoring of investment strategy, including assets held by other investment advisors.
- Investment performance reporting – available generally on a semi-annual basis.
- Meetings with advisory team – available semi-annually and as needed.
- Phone calls and correspondence with an advisor in the interim time between meetings with the advisory team.

Additional Services generally available to clients include:

- Investment Planning
- Retirement Planning
- Cash Management & Budgeting
- Income Tax Planning and Preparation
- Estate Planning
- Risk Management
- Education Funding

Portfolio Management Services

JIC provides portfolio management services that are Investment Advisory Services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. Investment goals, objectives, management style and other factors affecting the client's portfolio are determined via extensive interview with each client which may be conducted in person or via the telephone.

JIC also provides portfolio management services that are not Investment Supervisory in nature (an example of this type of service might be the management of a portfolio limited to a particular class of security). The type of portfolio management service is dependent upon client circumstances and the services contracted for.

All clients should understand that JIC will primarily utilize no-load mutual funds (and to a lesser extent, exchange traded funds, closed-end mutual funds and alternative investments) as the investment security to achieve client portfolio management goals.

Some clients may choose to hold individual securities in their brokerage accounts including those accounts at Charles Schwab & Co., Inc. Clients must continue to monitor these positions and perform their own due diligence and not rely on JIC for analysis. JIC may give some general advice with regard to monitoring and over time reducing over weighted and concentrated individual security positions. This advice will be given in the context related to the client's overall asset allocation.

When selecting securities and determining amounts, JIC observes the investment policies, limitations and restrictions of the clients for which it advises. Investment guidelines and restrictions must be provided to JIC in writing.

Comprehensive Financial Planning

JIC provides a Comprehensive Financial Planning service to clients. In providing this service, JIC will review several areas of the client's financial profile, including objectives, asset/liability analysis, tax planning, cash flow management, investment planning, retirement planning, risk management, fringe benefits analysis, estate planning and business planning.

An investment plan is developed in the context of the client's investment objectives and financial resources. A determination is made of the degree of risk that the client can tolerate and the need for diversification, liquidity, capital accumulation and tax reduction. Once suitable investment strategies are determined, JIC will recommend one or more of such strategies in response to changing market and economic conditions.

A written report is then prepared which includes a summary of JIC's review process and an action guide which may provide recommendations with respect to insurance coverage, employee benefits and business, as well as investment areas such as asset allocation and mutual funds. If a client's financial objectives are not complex or comprehensive in nature, a limited financial plan is offered. This plan is prepared in the same fashion as a comprehensive plan but is narrower in scope.

Item 5 – Fees and Compensation

In certain circumstances, all fees may be negotiable based upon certain criteria. The specific manner in which fees are charged by JIC is established in a client's written agreement with JIC. JIC will generally bill its fees on a quarterly basis in advance. Clients may also elect to be billed directly for fees or to authorize JIC to directly debit fees from client accounts. Client relationships initiated or terminated during a calendar quarter will be charged a prorated fee. Upon termination of any account, any prepaid, unearned fees will be promptly refunded, and any earned, unpaid fees will be due and payable.

JIC's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of and in addition to JIC's fee, and JIC shall not receive any portion of these commissions, fees, and costs.

Alternative investments available to certain qualified investors and offered through the Capital Integration Systems LLC ("CAIS") platform will also charge a separate annual platform fee, and JIC will receive a portion of such fees as disclosed in the subscription agreement. This practice presents a conflict of interest in that the firm may have an incentive to recommend investment products based on such compensation received. See Item 8 for further information. JIC shall maintain its fiduciary duty by only recommending such funds offered through CAIS to a limited subset of clients for whom JIC deems it appropriate and suitable. Further, the speculative nature of participation in the Platform makes it appropriate only for a limited portion of the risk segment of an investor's portfolio.

Item 12 further describes the factors that JIC considers in selecting or recommending broker-dealers for *client* transactions and determining the reasonableness of their compensation (*e.g.*, commissions).

Fees

Comprehensive and Limited Financial Planning

The fee charged for these services may be based upon an hourly rate that varies from \$50 to \$700 per hour. For each client a specific rate will be dependent upon the level of expertise necessary for each client's individual case. The work accomplished for each client on an hourly basis will be billed monthly, with each such bill due and payable at presentation. A portion of the total anticipated fee is due upon the signing of the advisory contract. Should a client terminate the contract prior to the plan being presented, all unearned, pre-paid fees will be promptly refunded.

JIC primarily uses a fixed fee schedule as detailed below. Typically, a fixed fee financial plan will be not less than \$10,000. An exact fixed fee is negotiated with each client in the contract being executed and describes the services being provided.

A financial planning (Comprehensive and Limited) agreement may be terminated by the client at any time provided five business days written notice is given and all accrued fees due JIC are paid.

JIC may terminate any financial planning agreement at any time by giving the client five business days written notice and returning in full any pre-paid, unearned fees. Should a client terminate the agreement at some time after the five-day period after entering into the agreement, but before the presentation of the written report and payment of their remaining portion of the fee, then JIC will return the portion of collected fees that have not been earned. Retention of pre-paid fees will only be done by JIC to cover costs and time spent working on a client's case.

Wealth Management Services Fixed Fee Guidelines

Assets Under Influence	Estimated Fee (based on Advisor assessment)
Up to \$1,000,000	\$10,000 (minimum fee)
\$1,000,000 - \$3,000,000	\$15,000
\$3,000,000 - \$5,000,000	\$20,000
\$5,000,000 - \$10,000,000	\$30,000
\$10,000,000 - \$20,000,000	\$40,000
\$20,000,000 - \$30,000,000	\$50,000
Over \$30,000,000	To be individually assessed

Portfolio Management Services Fee Guidelines

The annual fee charged for Portfolio Management Services will be:

1% on the first \$1,000,000 of assets under management

.5% (one half of one percent) on assets over \$1,000,000

The fee is payable quarterly, in advance, on the basis of the value of the assets in the account as of the beginning of each calendar quarter (prior quarters' end balance). The fee is charged directly to the client's account. Any accounts opened or closed during a calendar quarter will have the advisory fee pro-rated for the period. A contract may be terminated by either party upon written notice to the other. All pre-paid, unearned fees will be promptly refunded.

Valuation

JIC utilizes the current portfolio valuations provided by the independent custodian. For any private placement investments, the valuation of the holdings is the most current provided by the General Partner or Managing Member.

In the event that JIC references private investment funds owned by the client on any supplemental account reports prepared by JIC, the value(s) for all such private investment funds shall reflect either the initial purchase and/or the most recent valuation provided by fund sponsor. If the valuation reflects the initial purchase price (and/or a value as of a

pervious date), the current value(s) (to the extent ascertainable) could be **significantly more or less** than the original purchase price.

Item 6 – Performance-Based Fees and Side-By-Side Management

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

Item 7 – Types of Clients

JIC provides wealth management services and portfolio management services to high net worth individuals, and occasionally corporate pension and profit-sharing plans, and charitable trusts.

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

Methods of Analysis and Investment Strategies

JIC provides advice on a discretionary and non-discretionary basis, and provides advice regarding assets “under advisement.” Most typically the advice involves mutual fund and ETF investments, but other types of investments and strategies may be implemented based on the client’s needs. Investment strategies are primarily long-term in scope. Recommendations for the short-term are generally limited to cash equivalents and money market funds, and trading is not employed as a strategy other than for end-of-year sales for recognizing tax losses or gains as may be appropriate.

JIC may provide investment advice regarding private investment funds. JIC, on a non-discretionary basis, may recommend that certain qualified clients consider an investment in a private investment fund. JIC’s role relative to the private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become a private fund investor, the amount of assets invested in the fund(s) shall be included as part of “assets under management” for purposes of JIC calculating its investment advisory fee. JIC’s clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).

Risk of Loss

All investments present the risk of loss of principal – the risk that the value of securities (mutual funds, ETFs, private fund vehicles, equities and individual bonds), when sold or otherwise disposed of, may be less than the price paid for the securities. Even when the value of the securities when sold is greater than the price paid, there is the risk that the

appreciation will be less than inflation. In other words, the purchasing power of the proceeds may be less than the purchasing power of the original investment. Investing in securities involves risk of loss that clients should be prepared to bear.

The mutual funds and ETFs utilized by JIC may include Funds invested in domestic and international equities, including preferred equities and Real Estate Investment Trust (REITs), corporate and government fixed income securities and commodities, including gold. Equity securities may include large capitalization, medium capitalization and small capitalization stocks. The prices of the common stocks, other securities or commodities held by the Funds may decline (and the Fund price may in turn decline) in response to certain events taking place around the world, including those directly involving the issuers whose securities are owned by the Funds; conditions affecting the general economy; overall market changes; local, regional or global political, social or economic instability; governmental or governmental agency responses to economic conditions; and currency, interest rate and commodity price fluctuations.

Certain Funds utilized by JIC may contain international securities. Investing outside the United States involves additional risks, such as currency fluctuations, periods of illiquidity and price volatility, as more fully described in the respective Fund prospectus. These risks may be greater with investments in developing countries.

Certain Funds utilized by JIC may invest in lower rated fixed income securities. Funds invested in lower rated bonds are subject to greater fluctuations in value and risk of loss of income and principal than higher rated bonds. The return of principal for the bond holdings in Funds is not guaranteed. Fund shares are subject to the same interest rate, inflation and credit risks associated with the underlying bond holdings.

More information about the risks of any particular market sector can be reviewed in each respective mutual fund prospectus.

Private investment funds generally involve various risk factors and liquidity restraints, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Each prospective client investor will be required to complete a subscription agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be

provided to each client for review and consideration. Unlike other liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Conflict Of Interest. Because JIC can earn additional compensation if a client should determine to become a fund investor, recommendation that a client become a fund investor presents a **conflict of interest**. No client is under any obligation to become a Fund investor. **JIC's Chief Compliance Officer remains available to address any questions regarding this conflict of interest.**

Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by JIC) will be profitable or equal any specific performance level(s).

Item 9 – Disciplinary Information

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of JIC or the integrity of JIC's management. JIC has no information applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

Other Financial Industry Activities

JIC also provides tax planning and compliance consulting services. Tax planning services may include verifying that a client is in tax compliance, that is, all applicable federal, state and employment taxes have been calculated correctly and filed. The fee schedule charged to clients for tax services will generally follow the hourly fee schedule as disclosed under Item 5 above.

JIC clients are not obligated to utilize JIC for tax planning or compliance services.

Other Financial Industry Affiliates

Joel Isaacson & Co., LLC is a subsidiary of Focus Operating, LLC, which is a subsidiary of Focus Financial Partners, LLC ("Focus"). Focus also controls other registered investment advisers, broker-dealers, pension consultants, insurance firms, and other financial services

firms (the "Focus Affiliates"). The Focus Affiliates may provide, among other services, wealth management, benefit and other investment consulting services that may serve individuals, families, employers, and institutions. Some Focus Affiliates also manage or advise limited partnerships, private funds or limited liability companies as disclosed on their respective Form ADV Schedule D.

A list of the affiliated investment advisers and broker dealers can be found on Joel Isaacson & Co., LLC's Form ADV Part 1 Schedule D. Additional information about Focus and the Focus Affiliates can be found at www.focusfinancialpartners.com.

Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading

JIC permits its directors, officers and employees to purchase and sell securities for their own accounts. The personal securities transactions of these persons may raise potential conflicts of interest. Given the nature of JIC's advisory business (predominantly no-load mutual funds and ETFs), the potential conflicts are minimized as open-end mutual funds are exempt for personal reporting and monitoring requirements. JIC has, however adopted a Code of Ethics that governs the personal securities transactions of its personnel (the "Code"). The Code prohibits JIC's covered personnel from trading in any security in a private placement or initial public offering without the advance written consent of JIC's Chief Compliance Officer and requires, among other things, JIC's covered persons to report their personal securities holdings and transactions periodically as required under SEC rules. The Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of JIC will not interfere with making decisions in the best interest of advisory clients.

The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at JIC must acknowledge the terms of the Code of Ethics annually, or as amended.

Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between JIC and its clients.

The Code contains other provisions required by Rule 204A-1 under the Advisers Act. The Code describes the fiduciary obligations of JIC and its personnel, and requires JIC's

personnel to comply with applicable federal securities laws and to report any violations of the Code to JIC's Chief Compliance Officer.

Clients or prospective clients of JIC may, upon request, obtain a copy of the Code by contacting Stanley Altmark at (212) 302-6300.

Item 12 – Brokerage Practices

Unless the client directs otherwise, JIC shall generally recommend that *Schwab* serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as *Schwab* charge brokerage commissions and/or 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 fixed income securities transactions.) In addition to JIC's investment management or financial planning fee, brokerage commissions and/or transaction fees, the client will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses). JIC's best execution responsibility is qualified if securities that it purchases for client accounts are no-load mutual funds that trade at net asset value as determined at the daily market close.

Factors that JIC considers in recommending Schwab to clients include historical relationship with JIC, financial strength, reputation, execution, pricing, research, and service. Neither JIC, nor any of its Principals or Associated Persons will receive any portion of the brokerage commissions or transactions fees charged to clients. In return for effecting securities transactions through Schwab, JIC currently receives certain investment research products or services which assist JIC in its investment decision making process for the client pursuant to Section 28(e) of the Securities Exchange Act of 1934 (generally referred to as a "soft-dollar" arrangement). Investment research products or services received by JIC may include, but are not limited to, analyses pertaining to specific securities, companies or sectors; market, financial and economic studies and forecasts; financial publications, portfolio management systems, and statistical and pricing services. By receiving other products or services other than execution from Schwab, JIC receives a benefit because the firm does not have to pay for such research, products or services. Further, the firm may have an incentive to select or recommend a broker-dealer based upon receiving such benefits.

Although the commissions paid by JIC's clients shall comply with JIC's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where JIC determines, in good faith, that the commission is reasonable in relation to the value of the brokerage and research

services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness.

Accordingly, although JIC will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. Although the investment research products or services that may be obtained by JIC will generally be used to service all of JIC's clients, a brokerage commission paid by a specific client may be used to pay for research that is not used in managing that specific client's account. Soft dollar benefits are not limited to those clients who may have generated a particular benefit although certain soft dollar allocations are connected to particular clients or groups of clients.

With respect to investment research products or services obtained by JIC that have a mixed use of both a research and non-research (i.e., administrative, etc.) function, JIC shall make a reasonable allocation of the cost of the product or service according to its use - the percentage of the product or service that provides assistance to JIC's investment decision-making process will be paid for with soft dollars while that portion which provides administrative or other non-research assistance will be paid for by JIC with hard dollars.

The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, JIC's investment management fee.

JIC's Chief Compliance Officer, Stanley Altmark, is available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding conflict of interest any such arrangement may create.

As part of its portfolio management services, the client is given the option to purchase mutual fund shares, stocks, bonds and/or other investments, through Charles Schwab & Co., Inc.'s (Schwab) Institutional Services Group. This service provides the client with a discount on brokerage commissions for all trades Schwab executes for JIC's clients.

In recommending Schwab, JIC considers a number of factors, including but not limited to: the benefits to clients and JIC of participation in the Schwab Institutional program, the nature and type of the securities usually purchased or sold by JIC for its clients; the quality of the execution, clearance and settlement services of Schwab; Schwab's financial stability; and certain brokerage, research and administrative services provided. JIC has an arrangement with Schwab under which Schwab pays an outside firm to assist JIC in the data entry, record conversion, and preparation of performance reports using Portfolio Center software for certain of JIC's clients whose accounts are custodied with Schwab. Not all clients whose accounts are custodied with Schwab benefit from these services. Schwab also pays for various investment and professional related research materials, software programs, publications, newsletters, website maintenance fees, educational seminars for clients and staff, and registration fees for attendance at professional and technical

conferences and seminars.

Aside from the foregoing, JIC does not receive any compensation, either directly or indirectly, in connection with its client's utilization of the Schwab program.

At the request of the client, JIC may provide the names of other brokers. These brokers are selected by JIC based on professionalism, quality of service and track record (satisfaction of other clients referred to these brokers). However, it is the client's responsibility to interview each person or firm to discuss fees and/or commissions and make the final selection of a broker dealer. Unless otherwise disclosed, no products, research or services are given by any of these brokers to JIC.

Clients are not required to execute transactions through any recommended broker. All clients are free to select the broker or dealer of his or her choice. In the event that the client directs JIC to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative arrangements that may be available through JIC.

JIC's advisory practice, because of the nature of the business and client needs, does not generally include block trades, negotiating commissions with broker-dealers of obtaining volume discounts, nor necessarily obtaining best price.

For any brokerage trade errors, clients are made "whole." The custodian absorbs the first \$100 of any trade error costs, and JIC absorbs the remainder of the cost in making the client "whole."

Item 13 – Review of Accounts

Reviews

For those clients to whom JIC provides investment supervisory services, account reviews are conducted on an ongoing basis by the JIC's Principals and/or Associated Persons. All investment supervisory and financial planning clients are advised that it remains their responsibility to advise the JIC of any changes in their investment objectives and/or financial situation. All clients (in person or via telephone) are encouraged to review financial planning issues, investment objectives and account performance with the JIC on an annual basis, as applicable.

Reports

Clients are provided with transaction confirmation notices and regular summary account

statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Those clients to whom JIC provides investment supervisory services shall also receive a semi-annual report from the JIC summarizing account activity and performance.

If you notice any discrepancies or have any concerns regarding your statements, please contact JIC's Chief Compliance Officer, Stanley Altmark at 212.302.6300.

Item 14 – Client Referrals and Other Compensation

JIC utilizes the services of the Institutional program offered to independent investment advisers by Charles Schwab & Co., Inc.

While there is no direct linkage between the investment advice given and participation in the Institutional program, economic benefits are received which would not be received if JIC did not participate in the Institutional program. These benefits include; daily download of client account information and activity via the Internet, receipt of duplicate client confirmations, duplicate statements, and income tax reports on the Web; access to a trading desk serving Institutional participants exclusively; the ability to have investment advisory and professional fees deducted directly from client accounts; tracking the income tax basis of securities; access to an electronic communications network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors or' normally have a load (sales charge).

The benefits received through participation in the Institutional program do not depend upon the amount of transactions directed to Charles Schwab & Co., Inc.

In addition to the above benefits, Charles Schwab & Co., Inc. pays directly for the services of an outside firm that provides JIC with data entry and record conversion services that facilitate the provision of portfolio performance reports for certain JIC clients whose accounts are custodied at Charles Schwab & Co., Inc. These reports are used solely for the benefit of such existing JIC clients. Schwab also pays for various investment and professional related research materials, software programs, publications, newsletters, educational seminars for clients and staff and registration fees for attendance at professional and technical conferences and seminars.

Consistent with its best execution obligation, JIC's clients do not pay more for investment transactions effected and/or assets maintained at Schwab as result of the above arrangement. There is no corresponding commitment made by JIC to Schwab or any other any entity to invest any specific amount or percentage of client assets in any specific

mutual funds, securities or other investment products as result of the above arrangement. Moreover, a substantial portion of JIC's trading activities involve the purchase and sale of no-load mutual funds at net asset value thereby negating a best execution determination as to such investment transactions.

JIC's Chief Compliance Officer, Stanley L. Altmark remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.

Item 15 – Custody

All client funds and securities are maintained with an independent qualified custodian. JIC is deemed to be subject to the SEC custody rule because JIC provides certain accounting and tax related services, and in situations where JIC or a related person (such as our advisory personnel) serve as a Trustee. As required, JIC has an independent accountant perform an annual surprise examination of such records.

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

Item 16 – Investment Discretion

Generally, the majority of JIC advisory services are non-discretionary in nature, meaning the client provides approval of any trading activity before it is executed. For clients for whom JIC provides discretionary advisory services, JIC usually receives written discretionary authority from the client at the outset of an advisory relationship through the execution of an investment advisory agreement. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

Item 17 – Voting Client Securities

JIC's clients generally retain the right to vote all proxies. Should a client contractually designate JIC to vote proxies on their behalf, the firm has adopted Proxy Voting Policies and Procedures that are designed to ensure that JIC votes proxies with respect to client securities in the best interests of its clients when it is granted such authority. The Procedures require that JIC identify and address conflicts of interest between JIC and its clients. If a material conflict of interest exists, JIC will determine whether voting in

accordance with the guidelines set forth in the Procedures is in the best interests of the client or take some other appropriate action.

JIC generally votes in favor of routine corporate housekeeping proposals, including election of directors (where no corporate governance issues are implicated). Generally, JIC will vote against proposals that make it more difficult to replace members of a board of directors. For all other proposals, JIC will determine whether a proposal is in the best interest of its clients and may take into account the following factors, among others: (i) whether the proposal was recommended by management and JIC's opinion of management; (ii) whether the proposal acts to entrench existing management; and (iii) whether the proposal fairly compensates management for past and future performance.

Clients may obtain a copy of JIC's Procedures and information about how JIC voted a client's proxies by contacting Stanley Altmark by telephone at (212) 302-6300.

Item 18 – Financial Information

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