

## **FORM ADV, PART 2A BROCHURE**

### **Brochure Cover Page**

Laurel Grove Capital, LLC  
SEC File No. 801-50514

1875 Century Park East #1970  
Los Angeles, CA 90067

Phone: 310-789-0000  
Email: [info@laurelgrovecapital.com](mailto:info@laurelgrovecapital.com)  
Website: [www.laurelgrovecapital.com](http://www.laurelgrovecapital.com)

January 22, 2014

This brochure provides information about the qualifications and business practices of Laurel Grove Capital, LLC. If you have any questions about the contents of this brochure, please contact us at 310-789-0000 or [info@laurelgrovecapital.com](mailto:info@laurelgrovecapital.com).

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Additional information about Laurel Grove Capital, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Laurel Grove Capital, LLC is a registered investment advisor.  
Registration of an investment advisor does not imply any level of skill or training.

## **Item 2 - Material Changes**

The purpose of this page is to inform you of any material changes since the previous version of this brochure. If you are receiving this brochure for the first time, this section may not be relevant to you.

A material change was made to this brochure on January 22, 2014 to reflect our change of address.

The brochure was also amended on that date to update assets under management.

Laurel Grove Capital, LLC reviews and updates our brochures at least annually to make certain that the information we provide is current.

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#### **Item 4 - Advisory Business**

Laurel Grove Capital, LLC, a registered investment advisor, was founded in 1995. The principal owner is Leora Garner.

Laurel Grove Capital, LLC provides clients with investment advisory services, which include:

- Determining investment needs, risk tolerance and financial objectives.
- Planning investment portfolios compatible with a client's objectives and total financial circumstances.
- Implementing portfolio strategy when such responsibility is delegated by the client.
- Recording of portfolio details for the benefit of clients and their other professional advisors.

Laurel Grove Capital, LLC may provide advice on the following types of securities:

Equity securities - domestic and foreign  
U.S. government securities  
Municipal securities  
Corporate debt securities  
Preferred securities  
Mutual funds  
Exchange-traded funds  
Options contracts  
Variable annuities

Our advisory services are tailored to the individual needs of the client. An appropriate strategy is arrived at after we determine the client's specific needs including any special preferences and restrictions. Each account is unique and reflects the culmination of an interchange between the clients and Laurel Grove Capital, LLC. Asset allocation is determined by factors such as clients' risk aversion, need for current income and tax considerations. Clients may impose restrictions on investing in certain securities or sectors such as alcohol, gaming, tobacco and healthcare.

Laurel Grove Capital, LLC does not participate in wrap fee programs.

Client assets managed on a discretionary basis were \$235,519,277 as of December 31, 2013. Non-discretionary assets under management were \$528,593 as of December 31, 2013.

## Item 5 - Fees and Compensation

Laurel Grove Capital, LLC's standard fee is 1% on assets under management with a minimum annual fee of \$10,000. Fees may be subject to negotiation at the advisor's discretion.

Fees are billed quarterly in advance and clients have the option to have fees deducted from their brokerage account or to be billed directly. New clients that start mid-quarter will have their fees prorated if their assets are managed by Laurel Grove Capital, LLC for one month or longer before the next billing cycle. For less than one month's management, Laurel Grove Capital, LLC does not charge a fee but rather begins charging at the start of the next billing cycle.

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The agreement may be canceled in writing 2 weeks prior to quarter end by either party unless otherwise stated in the investment management agreement. If an advisory contract is terminated before the end of the billing period, a refund will be issued based on a prorated calculation for the number of days an account was under Laurel Grove Capital, LLC's management. The refund may be issued by check or as a credit back to the brokerage account.

Sometimes mutual funds, exchange-traded funds and variable annuities, which have their own management fees in addition to our investment advisor fee, are included in the portfolios. Clients may also be subject to custodian fees, depending on the custodian, as well as commission costs, transaction fees for some mutual funds and prime brokerage fees. Please refer to Item 12 - Brokerage Practices.

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

Laurel Grove Capital, LLC does not charge any performance-based fees.

## **Item 7 - Types of Clients**

Laurel Grove Capital, LLC provides investment advice to individuals, trusts, estates, charitable organizations and profit sharing plans. Minimum account size for opening an account is \$1 million and subject to negotiation at the advisor's discretion.

## Item 8 - Methods of Analysis, Investment Strategies and Risk of Loss

Before we begin the investment process, we discuss each client's financial goals, risk tolerance and restrictions to determine the appropriate strategy for their particular portfolio. Asset allocation later may be adjusted due to changes in the client's situation or as market conditions warrant. We use stocks and bonds, both domestic and international, and cash. Where appropriate, we use mutual funds and exchange-traded funds that allow for diversification.

Laurel Grove Capital, LLC's investment strategy for equities is based on the belief that superior long-term equity returns are best earned by investing in companies that are most likely to grow longer term. This is reflected in our investment style, which focuses on well managed companies in good businesses (i.e., market dominance, positive cash flow, ample opportunities for profitable reinvestment) selling at attractive prices. We do, however, recognize the need to reduce risk and the importance of diversification; therefore, we manage portfolios to avoid excessive concentration in either a particular style or economic sector. A typical equity portfolio may contain twenty to thirty issues, both growth and value stocks, and large, mid and small capitalization stocks diversified across ten to fifteen industries. Non-U.S. companies or mutual funds that meet our investment criteria may be included. We use both a "bottom up" approach - purchasing a stock in an excellent business regardless of the industry - in addition to "top down" investing - identifying industries and companies that will benefit from current market conditions and then select specific stocks.

Our research analysts review corporations' annual reports and SEC filings, financial publications such as The Wall Street Journal and Barron's, company press releases and conference calls and research materials prepared by brokers and analysts. FactSet and Bloomberg are also utilized in evaluating data. Key factors in our stock selection are:

- 1) Fundamentals - margins, ratios, profitability, growth, debt levels
- 2) Management - experience, incentives, ownership, shareholder friendly
- 3) Industry - economic tailwinds
- 4) Growth Opportunity - demographic, technological change, geographic expansion
- 5) Competitive Position - well positioned, pricing power
- 6) Dividend - growth opportunity, well covered

Laurel Grove Capital, LLC's fixed income strategy is driven by a client's risk aversion and needs for current income, liquidity, and safety of principal. We regularly monitor the fixed income portion with a focus on duration and quality. Asset allocation will vary by client. Investment grade corporates and municipal bonds preferably with underlying ratings of AA or better are included in portfolios. Treasury and agency securities, dependent on the interest rate environment, and fixed income mutual funds and exchange-traded funds may be included.

Methods of analysis include a review of a company's financials on FactSet and Bloomberg or a municipality's credit quality, municipal bond insurance and other financial information found on

Comment [K2]: is occasionally

Comment [K3]: ratios

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Bloomberg. Mutual funds are researched using Morningstar and the fund companies' websites and filings. Research materials are also provided by brokers, analysts and mutual fund managers who occasionally sponsor webcasts, conference calls and seminars.

Even though Laurel Grove Capital, LLC's investment objectives focus on preservation of capital and maintenance of purchasing power, investing in itself involves risk of loss that clients should be prepared to bear as outlined below. In order to mitigate risk, we diversify holdings, engage in extensive research to choose the most financially sound companies and municipalities and stay abreast of any developing situations which could impact any of our holdings.

#### SECURITY RISKS:

##### *General Risks of Owning Securities*

The prices of securities held in client accounts and the income they generate may decline in response to certain events taking place around the world. These include events directly involving the issuers of securities in a client's account, conditions affecting the general economy, and overall market changes. Other contributing factors include local, regional, or global political, social, or economic instability and governmental or governmental agency responses to economic conditions. Currency, interest rate, and commodity price fluctuations may also affect security prices and income.

#### EQUITIES

Material risks involved in equity investing are a loss of principal due to stock market volatility and a potential reduction of income if dividends are cut due to a corporation's financial situation.

Overall market risk poses the greatest potential danger for investors in stocks and stock funds. Stock prices can fluctuate for a broad range of reasons such as the overall strength of the economy or demand for particular products or services. Growth stocks, which can be priced on future expectations rather than current results, may decline substantially when expectations are not met or general market conditions weaken.

Foreign equities are also subject to currency fluctuations, political instability and potentially illiquid markets. Investing in smaller, less developed emerging market countries may accentuate these risks.

Stocks of small- and mid-cap companies involve additional risks as smaller companies have a higher risk of failure and are not as established as larger blue-chip companies. Smaller and midsize companies may experience greater market volatility and be less liquid than the securities of larger companies.

## MUTUAL FUNDS

Mutual funds typically have the benefit of diversification. Spreading investments across a wide range of companies and industry sectors can help lower the risk if a company or sector fails. The affordability factor of mutual funds accommodates investors who have limited funds to invest by setting relatively low dollar amounts for initial purchases, subsequent monthly purchases, or both. Mutual funds also provide liquidity as investors can readily redeem their shares at the current NAV, less any fees and charges assessed on redemption.

Mutual funds may also have disadvantages such as:

### *Costs Despite Negative Returns*

Investors may pay transaction fees, annual fees, and other expenses regardless of how the fund performs. Depending on the timing of their investment, investors may also have to pay taxes on any capital gains distribution they receive. This includes instances where the fund went on to perform poorly after purchasing shares.

**Comment [AJ5]:** Doesn't apply to users of only no-load funds.

### *Lack of Control*

Investors typically cannot ascertain the exact make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades. The fund manager could be replaced with another unknown to the mutual fund holder.

### *Price Uncertainty*

With an individual stock, investors can obtain real-time (or close to real-time) pricing information with relative ease by checking financial websites or by calling a broker or your investment advisor. Investors can also monitor how a stock's price changes from minute to minute. By contrast, with a mutual fund, the price at which an investor purchases or redeems shares will typically depend on the fund's NAV, which the fund might not calculate until many hours after the investor placed the order. In general, mutual funds must calculate their NAV at least once every business day, typically after the major U.S. exchanges close.

### *Sector Specialization*

Sector funds may specialize in a particular industry segment. Investing exclusively in one sector or industry involves additional risk as the lack of industry diversification subjects the investor to increased industry-specific risk. In addition, certain sectors such as real estate are also subject to interest rate, regulatory and liquidity risks.

## EXCHANGE-TRADED FUNDS

Exchange-traded funds (ETFs) are investment portfolios that trade like stocks on an exchange and are structured to be low cost and tax efficient. ETF investors can obtain real-time pricing information and readily sell their shares. ETFs offer the benefits of diversification - spreading investments across a wide range of indexes and sectors to minimize risk – and transparency as ETFs typically disclose portfolio holdings daily.

ETFs may also have disadvantages such as:

### *Costs Despite Negative Returns*

Investors may pay transaction fees and other expenses regardless of how the ETF performs. Investors may also have to pay taxes on any capital gains distribution they receive.

**Comment [AJ6]:** Doesn't apply to users of only no-load funds.

### *Lack of Control*

ETF investors typically cannot directly influence which securities the ETF buys and sells or the timing of those trades.

### *Sector Specialization*

Sector or regional ETFs may be highly specialized and investing exclusively in one sector or area involves additional risk as the lack of diversification subjects the investor to increased sector-specific risk. In addition, certain sectors such as real estate are also subject to interest rate, regulatory and liquidity risks.

## FIXED INCOME

Fixed income securities are also subject to loss. As interest rates rise, bond prices decline. Interest rates can be influenced by Fed policy and/or world events. Interest and principal payments may also be impaired due to a decline in the financial condition of a corporation, agency, state or municipality.

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Some of the risks associated with fixed income investing, whether in individual bonds or mutual funds, include:

### *Credit Risk*

There is a possibility that companies or other issuers may fail to pay their debts (including the debt owed to holders of their bonds). Credit risk is less of a factor for bonds and funds that invest in insured bonds or U.S. Treasury securities. By contrast, those that invest in the bonds of companies with poor credit ratings generally will be subject to higher risk.

### *Interest Rate Risk*

There is a risk that the market value of the bonds will go down when interest rates go up. Because of this, investors can lose money even if invested only in insured bonds or U.S. Treasury Bonds. Longer-term bonds tend to have higher interest rate risk.

### *Prepayment Risk*

Issuers may choose to pay off debt earlier than the stated maturity date on a bond. For example, if interest rates fall, a bond issuer may decide to “retire” its debt and issue new bonds that pay a lower rate. When this happens, the investor may not be able to reinvest the proceeds in an investment with as high a return or yield.

## PREFERRED SECURITIES

Preferred stocks are senior to a company’s common stock but subordinate to the debt. In a liquidation or bankruptcy reorganization, the interests of the preferred holders come ahead of those of the common stock holders but behind the debt holders. Dividends are normally paid but are not guaranteed. Preferred stocks with cumulative dividends accumulate the dividends until a later date if dividend payments have been deferred. Preferreds are also subject to loss.

### *Credit Risk*

There is a possibility that a company’s fundamentals may decline, resulting in the inability to make dividend payments. Issuers may eliminate a preferred dividend payment before defaulting on its debt.

#### *Interest Rate Risk*

Like most fixed income securities, there is the risk that the market value of the preferred will decrease when interest rates rise. Preferreds usually have long maturities, making them even more sensitive to interest rate risk.

#### *Callability*

Most preferred stocks are callable which, in a low interest rate environment, can leave holders unable to reinvest the proceeds in an investment with as high a yield.

#### *No stated maturity date*

Unlike corporate bonds, many preferred stocks are issued in perpetuity and do not have maturity dates.

#### *Minimal voting rights*

Preferred holders are generally excluded from the right to vote on certain issues such as the election of directors.

### OPTIONS

An option is the right either to buy or sell a specified amount or value of a particular underlying interest at a fixed exercise price by exercising the option before its specified expiration date. An option which gives a right to buy is a call option. An option which gives a right to sell is a put option. Calls and puts are distinct types of options and the buying or selling of one type does not involve the other.

Options may involve certain costs and risk such as liquidity, interest rate, market, credit, and the risk that a position could not be closed when most favorable. Laurel Grove Capital, LLC may sell "covered" options which produce income for the client's account. Selling covered call options may place a limit on upside gains, while selling put options may result in the purchase of a security at a price higher than the current market price. Laurel Grove Capital, LLC may invest in "naked" options for aggressive portfolios which may result in a loss of value.

### VARIABLE ANNUITIES

Variable annuities may be recommended by Laurel Grove Capital, LLC if a client has an existing variable annuity and wishes to transfer the assets to another variable annuity option rather than pay a surrender fee or tax penalty. Variable annuities are typically invested in mutual funds yet differ from mutual funds in several ways. Variable annuities distribute periodic payments for the rest of the client's life (or designated person), have death benefits and are tax-deferred. Risks associated with variable annuities include a decline in market value, high surrender charges, long surrender periods, administrative fees and underlying fund expenses.

**Comment [AJ8]:** Dana, again feel free to update as appropriate.

## **Item 9 - Disciplinary Information**

Laurel Grove Capital, LLC nor any of its employees have had any legal or disciplinary events that would be material to the firm's management and integrity.

## **Item 10 - Other Financial Industry Activities and Affiliations**

Please reference Item 14 – Client Referrals and Other Compensation.

## **Item 11 - Code of Ethics, Participation or Interest in Client Transactions & Personal Trading**

### **CODE OF ETHICS**

Laurel Grove Capital, LLC has adopted a Code of Ethics pursuant to SEC rule 204A-1 and will provide a copy to any client or prospective client upon request. Our Code of Ethics outlines procedures that ensure that clients' interests are our primary concern. All information regarding clients' financial information and security holdings is confidential. Employees are expected to conduct business at all times in an honest, professional and unbiased, fiduciary responsible manner. This is not only to protect the clients' interests, but to also maintain the firm's overall reputation of integrity. All supervised persons must acknowledge the terms of the Codes of Ethics annually, or as amended.

### **PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

Laurel Grove Capital, LLC does not recommend to clients or trade in client accounts, securities in which any personnel or related person has a material financial interest.

### **PERSONAL TRADING**

All employees' personal securities transactions are required to be done within the firm's guidelines to avoid any potential conflict of interest. Laurel Grove Capital, LLC personnel must receive pre-approval before executing personal securities transactions if trades are not done as part of a block trade which includes clients' accounts. Employees may trade as part of a block trade along with client accounts where all receive the same execution. The signed pre-approval form covers the day of approval only and prohibits good-till-cancelled or limit orders other than those done as same day. Personnel are prohibited from executing personal securities transactions on days when clients have pending orders in that same security. All trades of a particular security must be completed in the clients' accounts prior to employees' personal trading. All personal securities transactions must be reported quarterly and brokerage statements submitted annually for compliance review.

Laurel Grove Capital, LLC may aggregate orders for clients in the same securities in an effort to seek best execution, negotiate more favorable commission rates, and/or allocate differences in prices, commissions, and other transaction costs equitably among our clients. These are benefits of aggregating orders that we might not obtain if we placed those orders independently.

Laurel Grove Capital, LLC may also aggregate trades in like securities among client accounts as well as with accounts of Laurel Grove Capital, LLC and our personnel, if we follow the policies described below.

The following is our trade aggregation policy:

1. We aggregate transactions unless we believe that aggregation does not seek best execution (which includes the duty to seek best price) for our clients. The trade also needs to be consistent with the terms of our investment advisory agreement with each client that has an account included in the aggregation;
2. We will not favor any account over any other account. This includes accounts of Laurel Grove Capital, LLC or any of our personnel. Each account in the aggregated order will participate at the average share price for all of our transactions in a given security on a given business day (per custodian). All accounts will pay their individual transaction costs.
3. Before entering an aggregated order, we will prepare either a Buy Allocation Report (purchases) or a Security Cross-reference Report (sales) specifying the participating accounts and how we intend to allocate the order among those accounts;
4. If the aggregated order is filled entirely, we will allocate shares among clients according to the Buy Allocation Report or Security Cross-reference Report; if the order is partially filled, we allocate it to the clients first and then based on alphabetical order or to clients who do not already hold a position in that security or may need cash if the trade is a sale.
5. However, we may allocate the order differently than specified in the Buy Allocation Report if all client accounts receive fair and equitable treatment. This could happen, for instance, should there not be sufficient cash to cover a purchase due to a client withdrawal unknown to us at the time.
6. Our books and records will separately reflect each aggregated order and the securities held by, bought, and sold for each client account;
7. Funds and securities of clients participating in an aggregated order will be deposited with one or more qualified custodians. Clients' cash and securities will not be held collectively any longer than is necessary to settle the trade on a delivery versus payment basis. Following settlement, cash or securities held collectively for clients will be delivered out to the qualified custodian as soon as practical; and
8. We do not receive additional compensation or remuneration of any kind as a result of aggregating orders.

## Item 12 - Brokerage Practices

### RESEARCH AND OTHER SOFT DOLLAR BENEFITS

Laurel Grove Capital, LLC does not maintain custody of assets that we manage, although we may be deemed to have limited custody of assets if a client gives us authority to withdraw management fees from their account. All assets must be maintained in an account at a “qualified custodian,” generally a broker/dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold client assets in a brokerage account and buy and sell securities when we instruct them to do so. While we recommend that clients use Schwab as custodian/broker, the client is free to decide whether to do so. By opening an account with Schwab, clients are entering into an account agreement directly with them. We do not open the account for the client, although we may assist in doing so. Even though the account is maintained at Schwab, we can still use other brokers to execute trades for the account as described below.

#### How We Select Brokers/Custodians

We seek to recommend a custodian/broker who will hold assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. We consider a wide range of factors, including, among others:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability
- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below

#### Your Brokerage and Custody Costs

For our clients' accounts that Schwab maintains, Schwab generally does not charge separately for custody services but is compensated by charging commissions or other fees on trades that it executes or that settle into the client's Schwab account. Our agreement regarding equity trades is \$18/trade for the first 1,000 shares then .03/share over 1,000 shares. One third of that amount goes directly to research services which benefit all clients. This arrangement may cause clients to pay commissions higher than those charged by other broker-dealers in return for soft dollar benefits. Our experience has shown that this is a fair commission. Soft dollar benefits are not allocated to client accounts proportionately to the soft dollar credits the accounts generate.

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In addition to commissions, Schwab charges a \$25 "prime broker" or "trade away" fee for each trade that we have executed with a different outside broker-dealer but where the securities bought or the funds from the securities sold are ultimately settled in a Schwab account. These fees are in addition to the commissions or other compensation paid to the executing broker-dealer. Because of this, in order to minimize trading costs, we have Schwab execute most trades for our accounts. We have determined that having Schwab execute most trades is consistent with our duty to seek "best execution" of client trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above. Prime broker trades are done primarily for fixed income securities as we obtain multiple bids and offers from several brokers in order to receive best execution for our clients, including the \$25 prime broker fee.

#### Products and Services Available to Us From Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab's business serving independent investment advisory firms like us. They provide us and our 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 us manage or administer our clients' accounts, while others help us manage and grow our business. Schwab's support services generally are available on an unsolicited basis (we don't have to request them) and at no charge to us as long as our clients collectively maintain a total of at least \$10 million of their assets in accounts at Schwab. Following is a more detailed description of Schwab's support services:

#### Services That Benefit Our 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 we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab's services described in this paragraph generally benefit our clients and their accounts.

### Services That May Not Directly Benefit You

Schwab also makes available to us other products and services that benefit us but may not **directly** benefit our clients. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or a substantial number of our 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 our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

### Services That Generally Benefit Only LGC

Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- 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 us. 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 us with other benefits, such as occasional business entertainment of our personnel.

### Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We do not pay for Schwab's services so long as our clients collectively keep a total of at least \$10 million of their assets in accounts at Schwab. [Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody.] The \$10 million minimum may give us an incentive to recommend that a client maintain their account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on the client's interest in receiving the best value in custody services and the most favorable execution of transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services and not Schwab's services that benefit only Laurel Grove Capital, LLC.

Laurel Grove Capital, LLC has a soft dollar arrangement only with Schwab. Research acquired with client brokerage commissions during our last fiscal year include Bloomberg Financial, FactSet Research Systems, Great Lakes Review, Thompson Davis and Strategas Research Partners. Bloomberg Terminal is a financial software tool with extensive data and analytics for the fixed income, equity, commodity and international markets including current news and prices. FactSet is an equity research tool which provides corporate financial statistics, pricing history and valuation analytics along with annual reports and other SEC filings. Great Lakes Review's analysts provide equity research and Thompson Davis's analyst provides research coverage of the transportation sector. Strategas Research Partners focuses on macro research themes and their implications for the global financial markets. All of these services aid us in our investment management decision making and qualify for the safe harbor in section 28(e) of the Securities Exchange Act of 1934.

The management of Laurel Grove Capital believes that the access to additional resources and services provided by the Charles Schwab Advisors Services relationship leads to more comprehensive security analysis and effective portfolio management.

#### **BROKERAGE FOR CLIENT REFERRALS**

In recommending Charles Schwab as a broker-dealer, Laurel Grove Capital, LLC nor any related person does not receive client referrals from a broker-dealer or third party.

#### **DIRECTED BROKERAGE**

Clients who instruct Laurel Grove Capital to direct their brokerage to brokers other than Schwab are permitted to do so, however, they should be aware that directed brokerage may cost them more money by paying annual fees and/or possible higher commission rates. There may be a potential discrepancy in commission charges between those accounts and Schwab clients. There may also be a potential inability to negotiate commission rates, obtain best execution, block trades and obtain volume discounts.

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#### **TRADE ORDER AGGREGATION**

Laurel Grove Capital, LLC aggregates the purchases and sales of securities for various client accounts whenever possible so all accounts receive the same price. Please refer to Item 11 – Code of Ethics, Participation or Interest in Client Transactions and Personal Trading for our trade aggregation policies.

### **Item 13 - Review of Accounts**

Each portfolio is subjected to an analysis of its current holdings as related to the client's investment objectives, tolerance for risk and current environment at least once each quarter by the Portfolio Manager. Portfolio reviews may also be triggered by client requests and market conditions.

Written reports are furnished to clients on at least a quarterly basis and monthly upon special request. Several clients prefer to receive their reports scanned and sent by e-mail. These reports display position details, asset allocation, diversification, income yield, cost basis and market value of the account.

## Item 14 - Client Referrals and Other Compensation

### *Client Referrals:*

If an unaffiliated or an affiliated solicitor introduces a client to Laurel Grove Capital, LLC, we may pay that solicitor a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940, and any corresponding state securities law requirements.

If an unaffiliated solicitor introduces a client to Laurel Grove Capital, LLC, that solicitor will disclose the nature of the solicitor relationship with Laurel Grove Capital, LLC at the time of the solicitation. In addition, the solicitor will provide each prospective client with a copy of this brochure, and a copy of the written disclosure statement from the solicitor to the client disclosing the terms and conditions of the arrangement between Laurel Grove Capital, LLC and the solicitor, including the compensation the solicitor will receive from Laurel Grove Capital, LLC. Any affiliated solicitor of Laurel Grove Capital, LLC will disclose the nature of the relationship to prospective clients at the time of solicitation and will provide all prospective clients with a copy of this brochure.

Currently, Laurel Grove Capital does not have any active solicitor referral arrangements.

### *Other Compensation – Schwab Support Products and Services:*

We receive an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors whose clients maintain their accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (see Item 12 – Brokerage Practices). We do not base particular investment advice, such as buying particular securities for our clients, on the availability of Schwab's products and services to us.

## **Item 15 - Custody**

Laurel Grove Capital, LLC has limited custody of some of our clients' funds or securities when the clients authorize us to deduct our management fees directly from the client's account. A qualified custodian (generally a broker-dealer, bank, trust company, or other financial institution) holds clients' funds and securities. Clients will receive statements directly from their qualified custodian at least quarterly. The statements will reflect the client's funds and securities held with the qualified custodian as well as any transactions that occurred in the account, including the deduction of our fee.

Clients should carefully review the account statements they receive from the qualified custodian. When clients receive statements from Laurel Grove Capital, LLC as well as from the qualified custodian, they should compare these two reports carefully. Clients with any questions about their statements should contact us at the address or phone number on the cover of this brochure. Clients who do not receive a statement from their qualified custodian at least quarterly should also notify us.

Laurel Grove Capital, LLC reconciles our clients' account holdings with the Schwab statements on a monthly basis. Differences may be attributed to accrued income and trade-date vs. settlement-date accounting.

## **Item 16 – Investment Discretion**

Laurel Grove Capital, LLC accepts discretionary authority to manage securities and accounts on behalf of clients. Clients may place limitations on this authority by restricting purchases of stocks in certain securities or sectors such as alcohol, gaming, tobacco and healthcare. Clients' restrictions on accounts may limit our discretion in selecting securities for client accounts, and/or directing brokerage may limit our discretion to select broker-dealers for client transactions.

Procedures to assume discretionary authority include a management agreement signed by the client and a Laurel Grove Capital, LLC principal. The custodian's account application or limited power of attorney signed by the client authorizes trading authority.

## **Item 17 - Voting Client Securities**

Proxies are received, reviewed and voted by the Director of Research. Votes are considered in light of our written proxy guidelines. These guidelines summarize our thoughts about a number of different types of issues that appear on proxy forms. Should there be any conflicts of interest in voting that may arise between our clients and us, we would promptly disclose it and seek the approval of the client before voting. The majority of clients designate proxy voting authority to us when opening a new account and therefore do not choose to direct our vote for a specific proxy. Clients who receive proxies directly from the custodian may contact us for advice on a particular vote. After voting, we keep a record of the votes we have cast. Clients may obtain a copy of our proxy voting policies and procedures and/or obtain information about how we voted a particular issue by contacting us at the address, phone number or e-mail listed on the cover page of the brochure.

## **Item 18 - Financial Information**

There are not any financial conditions or commitments that are reasonably likely to impair Laurel Grove Capital, LLC's ability to meet contractual commitments to clients.