



Chesapeake Financial Group, Inc.

d/b/a Chesapeake Investment Group

A wholly-owned subsidiary of Chesapeake Investment Group, Inc.

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Contact: Christopher Sikes, Chief Compliance Officer

4804 Courthouse Street, Suite 2A

Williamsburg, VA 23188

www.chesvest.com

This brochure provides information about the qualifications and business practices of Chesapeake Financial Group, Inc. If you have any questions about the contents of this brochure, please contact us at (757) 253-9088 or cig@chesvest.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 Chesapeake Financial Group, Inc. also is available on the SEC's website at www.adviserinfo.sec.gov.

References herein to Chesapeake Financial Group, Inc. as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 Material Changes

There have been no material changes made to Chesapeake Financial Group, Inc.'s disclosure statement since last year's Annual Amendment filing on March 28, 2014. However, there have been stylistic and non-material revisions to this disclosure statement for our current clients. Future investment advisory clients will be subject to a revised fee schedule discussed more fully in Item 5. In addition, effective with the date of this filing, Chesapeake Financial Group, Inc. has transitioned from a quarterly fee billing to a monthly fee billing for its investment advisory clients. All fee billing will still occur in arrears. This means that investment advisory clients will be billed after each month for which Chesapeake Financial Group, Inc. provides investment advisory services. Current clients will continue to have the same annual advisory fee, but the advisory fee will be prorated into twelve monthly payments, instead of four quarterly payments.

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Item 4 Advisory Business

- A. Chesapeake Financial Group, Inc. (the “Registrant”) is a wholly owned subsidiary of Chesapeake Investment Group, Inc. Chesapeake Financial Shares, Inc. is the sole owner of Chesapeake Investment Group, Inc. The Registrant was formed on August 31, 1998 in the Commonwealth of Virginia. The Registrant became registered as an Investment Adviser in September 1998. Gertrude “Trudy” Quinto is the Registrant’s President.
- B. As discussed below, the Registrant offers to its clients (individuals, high net worth individuals, trusts, estates, charitable organizations, other investment advisers and trust companies) investment advisory services. The Registrant **does not** hold itself out as providing financial planning, estate planning, or insurance planning services.

INVESTMENT ADVISORY SERVICES

The client can determine to engage the Registrant to provide discretionary investment advisory services on a *fee* basis. The Registrant’s annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under the Registrant’s management (generally between 0.6% and 1.25%). See Item 5 below for a more complete description of the fees and expenses for this service. The Registrant primarily allocates investment assets among mutual funds, individual equity securities, fixed income securities and exchange traded funds on a discretionary basis in accordance with the client’s designated investment objective(s). Once allocated, the Registrant provides ongoing monitoring and review of account performance and asset allocation as compared to client investment objectives.

MISCELLANEOUS

Premium Sub-Advisory Services. The Registrant serves as an investment adviser to other registered investment advisory firms and trust companies. Other investment advisory firms or trust companies (the “Primary Advisor”) may hire the Registrant to provide investment advisory services for the Primary Advisor’s clients. In these cases the Registrant signs an investment advisory agreement with the Primary Advisor. The Registrant confirms the investor’s investment objectives provided by the investor’s Primary Advisor, and then applies investment strategies consistent with their goals. Reports to investors (including but not limited to account statements, trade confirmations, performance reports, tax reporting documents) are provided by the investor’s Primary Advisor or custodian.

Dominion Asset Allocation - Consulting Services for Other Institutional Clients. The Registrant may serve as an investment consultant to other registered investment advisory firms and trust companies and may provide advice with respect to asset allocation models or individual security selection. In doing so, the Registrant may provide periodic, non-continuous advice to institutional clients. Because of the varying nature of each relationship, the terms of service and fee arrangements may be considerably different for each relationship. The Registrant does not have investment discretion on these models or client accounts. The institutional client remains responsible for implementing any trades or advice.

Fee Differentials. As indicated below, the Registrant reserves the right to price its services based upon various objective and subjective factors. As a result, Registrant's clients could pay diverse fees based upon the market value of their assets, the complexity of the engagement, and the level and scope of the overall investment advisory and/or consulting services to be rendered. As a result of these factors, the services to be provided by the Registrant to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

Client Obligations. In performing its services, Registrant shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify the Registrant if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Registrant's previous recommendations or services.

Disclosure Statement. A copy of the Registrant's written Brochure as set forth on Part 2A and Part 2B of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement*.

- C. The Registrant shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, the Registrant shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at any time, impose reasonable restrictions, in writing, on the Registrant's services.
- D. The Registrant does not participate in a wrap fee program.
- E. As of December 31, 2013, the Registrant had \$101,283,115 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

- A. The client can determine to engage the Registrant to provide discretionary investment advisory services on a *fee* basis.

INVESTMENT ADVISORY SERVICES

If a client determines to engage the Registrant to provide discretionary investment advisory services on a *fee* basis, the Registrant's annual investment advisory fee shall be based upon a percentage (%) of the market value and type of assets placed under the Registrant's management generally between 0.60% and 1.25% based upon the fee schedule set forth below. As discussed more fully below, the Registrant's annual investment advisory fee is negotiable at the sole discretion of the Registrant.

<u>Assets Under Management</u>	<u>Annual Fee %</u>
\$0 to \$3,000,000	1.25%
\$3,000,00.01 to \$5,000,000	1.00%
\$5,000,00.01 to \$10,000,000	0.75%
More than \$10,000,000	0.60%

The Registrant generally has a minimum annual fee of four thousand dollars (\$4,000) per year per account. This is subject to the additional provisions in Item 5.D below.

Registrant's annual investment advisory fee may be based upon various objective and subjective factors, including but not limited to: the amount of the assets placed under Registrant's direct management, the complexity of the engagement, and the level and scope of the overall investment advisory services to be rendered. Before engaging Registrant to provide investment advisory services, clients are required to enter into a discretionary Investment Advisory Agreement, setting forth the terms and conditions of the engagement (including termination), which describes the fees and services to be provided.

In addition, the Registrant, in its sole discretion, may group certain related client accounts for the purposes of achieving the minimum account size requirements and determining the annualized fee.

- B. Clients may elect to have the Registrant's advisory fees deducted from their custodial account. Both Registrant's Investment Advisory Agreement and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of the Registrant's investment advisory fee and to directly remit that management fee to the Registrant in compliance with regulatory procedures. In the limited event that the Registrant bills the client directly, payment is due upon receipt of the Registrant's invoice. The Registrant shall deduct fees and/or bill clients monthly in arrears, based upon the market value of the assets on the last business day of the previous month.
- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, the Registrant shall generally recommend that a broker-dealer/custodian from the Registrant's pre-approved list (the "Approved List") serve as the broker-dealer/custodian for client investment management assets. Broker-dealers appearing on the Approved List generally 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 Registrant's investment management fee, brokerage commissions and/or transaction fees, clients 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). When beneficial to the client, individual fixed-income and/or equity transactions may be effected through broker-dealers with whom Registrant and/or the client have entered into arrangements for prime brokerage clearing services. This includes effecting certain client transactions through other SEC registered and FINRA member broker-dealers (in which event, the client generally will incur both the transaction fee charged by the executing broker-dealer and a "tradeaway" fee charged by the client's custodian). A copy of the Registrant's Approved List is available upon request.

- D. Registrant's annual investment advisory fee shall be prorated and paid monthly, in arrears, based upon the market value of the assets on the last business day of the previous month. The Registrant does generally require an annual minimum account fee of four thousand dollars (\$4,000). However, the Registrant does not require any minimum asset level for investment advisory services. However, Registrant, in its sole discretion, may charge a lesser investment management fee or waive its annual minimum account fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

The *Investment Advisory Agreement* between the Registrant and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, the Registrant shall debit the account for the pro-rated portion of the unpaid advisory fee based upon the number of days that services were provided during the billing month.

- E. **Commission Transactions.** In the event that the client desires, the client can engage certain of the Registrant's representatives, in their individual capacities as registered representatives of Infinex Investments, Inc. ("*Infinex*"), an SEC registered and FINRA member broker-dealer, to implement investment recommendations on a commission basis. In the event the client chooses to purchase investment products through *Infinex*, *Infinex* will charge brokerage commissions to effect securities transactions, a portion of which commissions *Infinex* shall pay to Registrant's representatives, as applicable. The brokerage commissions charged by *Infinex* may be higher or lower than those charged by other broker-dealers. In addition, *Infinex*, as well as Registrant's representatives, relative to commission mutual fund purchases, may also receive additional ongoing 12b-1 trailing commission compensation directly from the mutual fund company during the period that the client maintains the mutual fund investment.

1. **Conflict of Interest:** The recommendation that a client purchase a commission product from *Infinex* presents a *conflict of interest*, as the receipt of commissions may provide an incentive to recommend investment products based on commissions received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from *Infinex*. **The Registrant's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**
2. **Please note:** Clients may purchase investment products recommended by

Registrant through other, non-affiliated broker dealers or agents.

3. The Registrant does not receive more than 50% of its revenue from advisory clients as a result of commissions or other compensation for the sale of investment products the Registrant recommends to its clients.
4. When Registrant's representatives sell an investment product on a commission basis, the Registrant does not charge an advisory fee in addition to the commissions paid by the client for such product. When providing services on an advisory fee basis, the Registrant's representatives do not also receive commission compensation for such advisory services (except for any ongoing 12b-1 trailing commission compensation that may be received as previously discussed). However, a client may engage the Registrant to provide investment management services on an advisory fee basis and separate from such advisory services purchase an investment product from Registrant's representatives on a separate commission basis.

Item 6 Performance-Based Fees and Side-by-Side Management

Neither the Registrant nor any supervised person of the Registrant accepts performance-based fees.

Item 7 Types of Clients

The Registrant's types of clients are generally individuals, high net worth individuals, charitable organizations, trusts, estates, other investment advisers and trust companies. The Registrant does generally require an annual minimum fee as discussed more fully above in Item 5. The Registrant does not generally require any minimum asset level for investment advisory services. However, the Registrant, in its sole discretion, may charge a lesser investment management fee or reduce or waive its annual minimum account fee based upon certain criteria (i.e. anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

- A. The Registrant may utilize any of the following methods of security analysis:
- Charting - (analysis performed using patterns to identify current trends and trend reversals to forecast the direction of prices)
 - Cyclical – (analysis performed on the movements of a particular stock against the overall market in an attempt to interpret the price movement of the security)
 - Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
 - Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)

The Registrant may utilize any of the following investment strategies when implementing investment advice given to clients:

- Strategic Asset Allocation (Strategic Asset Allocation is the Registrant's primary investment strategy when managing client portfolios. Rather than focusing primarily on securities selection, the primary method of this strategy is to identify an appropriate ratio of equities, fixed income, cash equivalents, and other asset classes suitable to the client's investment goals and risk tolerance. The Registrant uses this strategy in an attempt to create an efficient portfolio for the client on a risk-adjusted basis.)
- Long Term Purchases (securities held at least a year)
- Options (contract for the purchase or sale of a security at a predetermined price during a specific period of time)

Please Note: Investment Risk. 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 the Registrant) will be profitable or equal any specific performance level(s). Investing in securities involves risk of loss that clients should be prepared to bear.

- B. The Registrant's methods of analysis and investment strategies do not present any significant or unusual risks.

However, every method of analysis has its own inherent risks. To perform an accurate market analysis the Registrant must have access to current/new market information. The Registrant has no control over the dissemination rate of market information; therefore, unbeknownst to the Registrant, certain analyses may be compiled with outdated market information, severely limiting the value of the Registrant's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

The Registrant's primary investment strategies – Strategic Asset Allocation, Long Term Purchases and Options - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop.

The use of options transactions as an investment strategy involves a high level of inherent risk. Option transactions establish a contract between two parties concerning the buying or selling of an asset at a predetermined price during a specific period of time. During the term of the option contract, the buyer of the option gains the right to demand fulfillment by the seller. Fulfillment may take the form of either selling or purchasing a security depending upon the nature of the option contract. Generally, the purchase or the recommendation to purchase an option contract by the Registrant shall be with the intent of offsetting/“hedging” a potential market risk in a client’s portfolio. **Please Note:** Although the intent of the options-related transactions that may be implemented by the Registrant is to hedge against principal risk, certain of the options-related strategies (i.e. straddles, short positions, etc.), may, in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client may direct the Registrant, in writing, not to employ any or all such strategies for his/her/their/its accounts.

- C. Currently, the Registrant primarily allocates client investments among individual equity and/or fixed income securities, exchange traded funds, and mutual funds, on a discretionary basis in accordance with the client’s designated investment objective(s).

Item 9 Disciplinary Information

The Registrant has not been the subject of any disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. As disclosed above in Item 5.E, certain of Registrant’s representatives are also registered representatives of Infinex Investments, Inc. (“*Infinex*”), an SEC registered and FINRA member broker-dealer.
- B. Neither the Registrant, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. **Registered Representatives of *Infinex*.** As disclosed above in Item 5.E, certain of Registrant’s representatives, are registered representatives of *Infinex*, an SEC Registered and FINRA member broker-dealer. Clients may choose to engage certain of the Registrant’s representatives in their individual capacities as registered representatives of *Infinex*, to implement investment recommendations on a commission basis.

Affiliated Bank. The Registrant is a wholly owned subsidiary of Chesapeake Financial Shares, Inc. (“CFS”), which is a holding company that also wholly-owns Chesapeake Bank (the “Affiliated Bank” or the “Bank”). Clients seeking banking services may be referred to an Affiliated Bank associate. However, no investment advisory client is required to engage the Affiliated Bank for banking services, and no banking client is required to engage the Registrant or its representatives for investment advisory services.

If the Affiliated Bank is engaged by a banking client for banking services, the banking service shall not include any investment advisory services. Banking clients that receive

cash proceeds as a result of any banking transaction are not obligated in any manner to engage the Registrant as an investment adviser to invest those proceeds on their behalf. If the Registrant is engaged for investment advisory services, a copy of the Registrant's Brochure shall be provided discussing the scope of its investment advisory services and fees charged, and stating that any corresponding investment advisory engagement of the Registrant shall be subject to the terms and conditions of a separate written agreement. Financial instruments such as Certificates of Deposit offered by the Bank may be recommended and utilized by the Registrant in the management of advisory accounts. **Please Note:** This arrangement creates a conflict of interest. In light of the conflict of interest, a client may direct the Registrant, in writing, not to purchase the Bank's investments/products for his/her/its accounts. In the event that a client requires a banking relationship (i.e., a bank account, loan, consulting services, etc.), the Registrant's employees may refer the client to the Bank. This arrangement creates a conflict of interest. In light of the conflict of interest, no client is under any obligation to use the Bank's services, and the Registrant shall work with any bank of the client's choosing.

In addition to referrals from the Registrant's employees to Chesapeake Bank, the Bank's employees may refer prospective clients to the Registrant, in return for which referral the Bank employee may be compensated by the Bank. Given the commonality of ownership and control of the Registrant and the Bank, the Bank and its employees are affiliated solicitors as defined under Rule 206(4)-3 of the Investment Advisers Act of 1940, and, as such the Bank's employees are not required to present a copy of the Registrant's Brochure, nor a separate disclosure statement indicating that he or she may receive referral compensation, at the time of the introduction to the Registrant. However, Bank employees will orally disclose the affiliation between the Affiliated Bank and the Registrant. In addition, the Registrant will take steps to ensure that neither the Affiliate Bank nor the employee receiving the referral fee is a person (A) subject to a Commission order issued under section 203(f) of the Act, or (B) convicted within the previous ten years of any felony or misdemeanor involving conduct described in section 203(e)(2)(A) through (D) of the Act, or (C) who has been found by the Commissions to have engaged, or has been convicted of engaging, in any of the conduct specified in paragraphs (1), (5), or (6) of section 203(e) of the Act, or (D) is subject to an order, judgment, or decree described in section 203(e)(4) of the Act. See disclosure at Item 14.B below. **The Registrant's Chief Compliance Officer shall remain available to address any questions that a client or prospective client may have regarding the above conflicts of interest.**

Chesapeake Trust Company. As previously stated, Chesapeake Trust Company (the "Trust Company") and the Registrant are both wholly owned subsidiaries of Chesapeake Investment Group. Clients seeking trust services may be referred to the Trust Company or one of its associates. In the event that a client requires a trust relationship, the Registrant's employees may refer the client to the Trust Company, in return for which referral the employee may be compensated. This referral arrangement creates a conflict of interest. In light of the conflict of interest, no client is under any obligation to use the Trust Company's services, and the Registrant shall work with any trust company or trustee of the client's choosing. **The Registrant's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

The Trust Company's employees may refer prospective clients to the Registrant, in return for which referral the Trust Company employee may be compensated. Given the commonality of ownership and control of the Registrant and the Trust Company, the Trust Company is an affiliated solicitor as defined under Rule 206(4)-3 of the Investment Advisers Act of 1940, and, as such Trust Company's employees are not required to present a copy of the Registrant's Brochure, nor a separate disclosure statement indicating that he or she may receive referral compensation, at the time of the introduction to the Registrant. See disclosure at Item 14.B below. **The Registrant's Chief Compliance Officer shall remain available to address any questions that a client or prospective client may have regarding the above conflicts of interest.**

Licensed Insurance Agents. Certain of the Registrant's investment adviser representatives in their individual capacities, are licensed insurance agents, and may recommend the purchase of certain insurance-related products on a commission basis. As referenced in Item 4 B above, clients can engage certain of Registrant's representatives to effect insurance transactions on a commission basis.

Conflict of Interest: The recommendation by any of the Registrant's investment adviser representatives, that a client purchase a securities or insurance commission product presents a *material conflict of interest*, as the receipt of commissions may provide an incentive to recommend insurance products based on commissions received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from our representatives. Clients are reminded that they may purchase insurance products recommended by Registrant through other, non-affiliated broker-dealers or insurance agents. **The Registrant's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

Affiliation with Bankers Insurance, LLC. The Registrant is affiliated with Bankers Insurance. Clients seeking certain insurance services may be referred to a Bankers Insurance associate. However, no investment advisory client is required to engage Bankers Insurance for insurance services, and no Bankers Insurance client is required to engage the Registrant or its representatives for investment advisory services.

Affiliation with Bankers Title, LLC. Bankers Title is a multi-bank owned title company managed by the Virginia Bankers Association, of which the Bank is a member. Member banks earn income in the form of dividends based on their share of ownership. Clients seeking title services may be referred to a Bankers Title associate. However, no investment advisory client is required to engage Bankers Title for title services, and no title service client is required to engage the Registrant or its representatives for investment advisory services.

- D. The Registrant does not receive, directly or indirectly, compensation from investment advisors that it recommends or selects for its clients.

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

- A. The Registrant maintains an investment policy relative to personal securities transactions. This investment policy is part of Registrant's overall Code of Ethics, which serves to establish a standard of business conduct for all of Registrant's Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, the Registrant also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by the Registrant or any person associated with the Registrant.

- B. Neither the Registrant nor any related person of Registrant recommends, buys, or sells for client accounts, securities in which the Registrant or any related person of Registrant has a material financial interest.
- C. The Registrant and/or representatives of the Registrant *may* buy or sell securities that are also recommended to clients. This practice may create a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if the Registrant did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of the Registrant's clients) and other potentially abusive practices.

The Registrant has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of the Registrant's "Access Persons". The Registrant's securities transaction policy requires that an Access Person of the Registrant must provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Registrant selects; provided, however that at any time that the Registrant has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. The Registrant and/or representatives of the Registrant *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where the Registrant and/or representatives of the Registrant are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11 C, the Registrant has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Registrant's Access Persons.

Item 12 Brokerage Practices

- A. In the event that the client requests that the Registrant recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct the Registrant to use a specific broker-dealer/custodian), Registrant generally recommends that investment management accounts be maintained at a broker dealer on our Approved List. Prior to engaging Registrant to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Registrant setting forth the terms and conditions under which Registrant shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that the Registrant considers in recommending a broker dealer from the Approved List (or any other broker-dealer/custodian to clients) include historical relationship with the Registrant, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Registrant's clients shall comply with the Registrant'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 the Registrant determines, in good faith, that the commission/transaction fee 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 Registrant will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Registrant's investment management fee. The Registrant's best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

1. Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Registrant may receive from a broker dealer from the Approved List (or another broker-dealer/custodian, investment platform and/or mutual fund sponsor) without cost (and/or at a discount) support services and/or products, certain of which assist the Registrant to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by the Registrant may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Registrant in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist the Registrant in managing and administering client accounts. Others do not directly provide such assistance, but rather assist the Registrant to manage and further develop its business enterprise.

Registrant's clients do not pay more for investment transactions effected and/or assets maintained at a broker dealer from the Approved List as a result of this arrangement. There is no corresponding commitment made by the Registrant to a broker dealer on the Approved List or any other 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.

The Registrant's Chief Compliance Officer 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 such arrangement may create.

2. The Registrant does not select or recommend broker-dealers on its Approved List based on any referrals that it may receive from Approve List broker-dealers. However, please see Item 10 above for a complete list of other referrals and conflicts of interests.
3. The Registrant does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Registrant will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Registrant. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Please Note: In the event that the client directs Registrant 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 clearing arrangements that may be available through Registrant.

The Registrant's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent that the Registrant provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless the Registrant decides to purchase or sell the same securities for several clients at approximately the same time. The Registrant may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among the Registrant's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. The Registrant shall not receive any additional compensation or remuneration as a result of such aggregation.

Item 13 Review of Accounts

- A. For those clients to whom the Registrant provides investment supervisory services, account reviews are conducted on an ongoing basis by the Registrant's Principals and/or representatives. It remains the client's responsibility to advise the Registrant of any changes in their investment objectives and/or financial situation.
- B. The Registrant *may* conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.
- C. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. The Registrant may also provide a written periodic report summarizing account activity and performance.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, the Registrant may receive an indirect economic benefit from broker dealers on our Approved List. The Registrant, without cost (and/or at a discount), may receive support services and/or products from broker dealers appearing on our Approved List.

Registrant's clients do not pay more for investment transactions effected and/or assets maintained at a broker dealer appearing on the Approved List as a result of this arrangement. There is no corresponding commitment made by the Registrant to a broker dealer from the Approved List or any other 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. However, the Registrant's standard, packaged service agreement with Charles Schwab & Co., Inc. is based on having a certain amount of the Registrant's clients' assets held in custody with Charles Schwab & Co., but is not connected to the quantity of transactions nor revenue generated from such transactions.

The Registrant's Chief Compliance Officer 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.

- B. If a client is introduced to the Registrant by either an unaffiliated or an affiliated solicitor, Registrant may, directly or indirectly, 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. Generally, referral fees are paid solely from the Registrant's investment management fee, and will not result in any additional charge to the client. If the client is introduced to the Registrant by an unaffiliated solicitor, the solicitor, at the time of the solicitation, shall disclose the nature of his/her/its solicitor relationship, and shall provide each prospective client with a copy of the Registrant's written Brochure with a copy of the written disclosure statement from the solicitor to the client disclosing the terms of the solicitation arrangement between the

Registrant and the solicitor, including the compensation to be received by the solicitor from the Registrant. Please see Item 10 above for the Registrant's referral arrangement between our Affiliated Bank employees.

Item 15 Custody

The Registrant shall have the ability to have its advisory fee for each client debited by the custodian on a monthly basis. Clients are provided with transaction confirmation notices and regular summary account statements directly from the account custodian. Those clients to whom Registrant provides investment supervisory services may also receive a periodic report from the Registrant summarizing account activity and performance.

Please Note: To the extent that the Registrant provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by the Registrant with the account statements received from the account custodian.

Item 16 Investment Discretion

The client can determine to engage the Registrant to provide investment advisory services on a discretionary basis. Prior to the Registrant assuming discretionary authority over a client's account, the client shall be required to execute an *Investment Advisory Agreement*, naming the Registrant as the client's attorney and agent in fact, granting the Registrant full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name for found in the discretionary account.

Clients who engage the Registrant on a discretionary basis may, at any time, impose restrictions, **in writing**, on the Registrant's discretionary authority. (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe the Registrant's use of margin, etc.).

Item 17 Voting Client Securities

- A. The Registrant generally votes proxies for all client accounts. The Registrant generally has proxy voting responsibilities over all accounts for which it has discretion, including over accommodation positions held within a discretionary account, with some exceptions, including, but not limited to:
 - i. Accounts for which the Registrant acts as a sub-advisor. For these accounts the account owner or the Primary Advisor has the responsibility to vote proxies and make other corporate actions.
 - ii. Securities of Chesapeake Financial Shares, Inc.: The Registrant does not vote proxies or other corporate actions for any securities of our parent company, Chesapeake Financial Shares, Inc., including the company's common stock (OTCQB Symbol CPKF.).
 - iii. Accounts for which the account owner has instructed the Registrant in writing to not vote proxies.

- iv. Specific proxies that present a conflict of interest for the Registrant. For these proxies we refer the voting right to the client.

The Registrant will vote proxies in the best interests of its clients and in accordance with our established policies and procedures. Our firm will retain all proxy voting books and records for the requisite period of time, including a copy of each proxy statement received, a record of each vote cast, a copy of any document created by us that was material to making a decision how to vote proxies, and a copy of each written client request for information on how the adviser voted proxies. If our firm has a conflict of interest in voting a particular action, we will either abstain from voting that particular proxy and refer that voting right to the client, or notify the client of the conflict and retain an independent third-party to cast a vote.

Except for circumstances as noted above, the Registrant votes proxies in accordance with Glass Lewis's proxy voting recommendations and allows ProxyEdge to execute the proxy voting. The Client always has the right to vote proxies. A Client can exercise this right by instructing the Registrant, in writing, to not vote proxies in his or her or its account. If a Client would like to vote proxies according to particular criteria (for example, to always vote with management, or to vote for or against a proposal to allow a so-called "poison pill" defense against a possible takeover) on any one or all proxy contests for your investments, the Client must elect to vote all proxies. If the Client chooses to vote proxies, they may receive shareholder materials other than proxy ballots. To elect to vote all proxies, contact the Registrant's Chief Compliance Officer by telephone, email (cig@chesvest.com), or in writing.

Clients may obtain a copy of the Registrant's complete proxy voting policies and procedures by contacting the Registrant's Chief Compliance Officer by telephone, email (cig@chesvest.com), or in writing. Clients may request, in writing, information on how proxies for his/her/its shares were voted. If any client requests a copy of our complete proxy policies and procedures or how we voted proxies for his/her/its account(s), the Registrant will promptly provide such information to the client. The Registrant will neither advise nor act on behalf of the client in legal proceedings involving companies whose securities are held in the client's account(s), including, but not limited to, the filing of "Proofs of Claim" in class action settlements. If desired, clients may direct the Registrant to transmit copies of class action notices to the client or a third party. Upon such direction, the Registrant will make commercially reasonable efforts to forward such notices in a timely manner. If you have any questions about our proxy voting process or wish to direct us to vote a proxy in a particular manner or discuss any specific proxy ballots or other corporate actions, you may contact the Registrant's Chief Compliance Officer by telephone, email (cig@chesvest.com), or in writing.

Item 18 Financial Information

- A. The Registrant does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. The Registrant is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. The Registrant has not been the subject of a bankruptcy petition.

ANY QUESTIONS: The Registrant's Chief Compliance Officer remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.