

Disclosure Brochure

February 23, 2015



This brochure provides information about the qualifications and business practices of The Kinney Group, LLC (hereinafter “The Kinney Group” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at the telephone number listed below. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority. Additional information about the Firm is available on the SEC’s website at www.adviserinfo.sec.gov. The Kinney Group is an SEC registered investment adviser. Registration does not imply any level of skill or training.

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Item 2. Material Changes

In this Item, The Kinney Group is required to discuss any material changes that have been made to the brochure since the last annual amendment filed. The Kinney Group does not have any material changes to disclose at this time.

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Item 4. Advisory Business

The Kinney Group offers a variety of advisory services, which include financial planning and wealth management services. The firm's core business objective is to learn and understand clients' goals, concerns and risk tolerance, and to then propose and implement a mutually agreed upon, customized investment and wealth management strategy to address them. After a strategy has been implemented, it is The Kinney Group's responsibility to then closely monitor its progress and report back regularly to the client. Prior to the rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with The Kinney Group setting forth the relevant terms and conditions of the advisory relationship (the "*Agreement*").

The Kinney Group has been conducting business as an investment adviser since August 2013, and is owned by Paul W. Kinney and JoAnne J. Nishiyama. As of January 31, 2015, The Kinney Group had \$125,285,692 in assets under management. Of which, \$123,397,383 was managed on a discretionary basis and \$1,888,309 was managed on a non-discretionary basis.

While this brochure generally describes the business of The Kinney Group, certain sections also discuss the activities of its *Supervised Persons*, which refer to the Firm's employees, officers, partners, directors (or other persons occupying a similar status or performing similar functions), or any other person who provides investment advice on The Kinney Group's behalf and is subject to the Firm's supervision or control.

Financial Planning Services

The Kinney Group offers clients a broad range of financial planning and consulting services, which may include any or all of the following functions:

- Distribution and Income Planning
- Cash Flow Analysis
- Asset Allocation
- Retirement Planning
- Estate Planning
- Investment Consulting
- Charitable Giving
- Tax Minimization Strategies

While each of these services is available on a stand-alone basis, they may also be rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement (as described further below). In performing these services, The Kinney Group is not required to verify any information received from the client or from the client's other professionals (e.g., attorneys, accountants, etc.) and is expressly authorized to rely on such information.

The Kinney Group may recommend the services of itself, its *Supervised Persons* in their individual capacities as registered representatives of a broker-dealer and/or other professionals to implement its

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recommendations. Clients are advised that a conflict of interest exists if clients engage The Kinney Group to provide additional services. Clients are under no obligation to act upon any of the recommendations made by The Kinney Group under a financial planning or consulting engagement or to engage the services of any such recommended professionals, including The Kinney Group itself. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising The Kinney Group's previous recommendations and/or services.

Wealth Management Services

The Kinney Group provides clients with wealth management services which generally include financial planning services as well as the discretionary or non-discretionary management of investment portfolios.

The Kinney Group primarily allocates client assets among various independent investment managers ("*Independent Managers*") and fixed income. The Firm may also utilize unit investment trusts ("UITs"), mutual funds, exchange-traded funds ("ETFs"), and individual equity securities as necessary to meet a client's investment objectives. In addition, The Kinney Group may recommend that clients who qualify as accredited investors, as defined by Rule 501 of the Securities Act of 1933, invest in privately placed securities, which may include debt, equity and/or interests in pooled investment vehicles (e.g., hedge funds, private equity funds, etc.). Where appropriate, the Firm may also provide advice about any type of legacy position or other investment held in client portfolios.

Clients may also engage The Kinney Group to advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, The Kinney Group directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

The Kinney Group tailors its advisory services to meet the needs of its individual clients and continuously seeks to ensure that client portfolios are managed in a manner consistent with their specific investment profiles. The Kinney Group consults with clients on an initial and ongoing basis to determine their specific risk tolerance, time horizon, liquidity constraints and other qualitative factors relevant to the management of their portfolios. Clients are advised to promptly notify The Kinney Group if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients may impose reasonable restrictions or mandates on the management of their accounts if The Kinney Group determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

Use of Independent Managers

As mentioned above, The Kinney Group may select certain *Independent Managers* to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an *Independent Manager* are set forth in a separate written agreement between the designated *Independent Manager* and either The Kinney Group or the client.

The Kinney Group evaluates various information about each *Independent Manager* it chooses, which may include public disclosure documents, materials supplied by the *Independent Managers* themselves and/or other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the *Independent Managers'* investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. The Kinney Group also takes into consideration each *Independent Manager's* management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

The Kinney Group provide services relative to the discretionary selection of the *Independent Managers*. The Firm monitors the performance of those accounts being managed by *Independent Managers* on an ongoing basis, and seeks to ensure the strategies and target allocations utilized remain aligned with its clients' investment objectives and overall best interests.

Item 5. Fees and Compensation

The Kinney Group offers its services on a fee basis, which may include fixed fees, as well as fees based upon assets under management. Additionally, certain of The Kinney Group's *Supervised Persons*, in their individual capacities, may offer securities brokerage or insurance services under a separate commission arrangement.

Financial Planning and Consulting Fees

The Kinney Group generally charges a negotiable fixed fee to provide clients with stand-alone financial planning and consulting services. These fees are largely determined by the scope and complexity of the agreed upon services.

The specific terms and fee structure are negotiated in advance and set forth in the *Agreement* with The Kinney Group. Generally, The Kinney Group requires one-half of the financial planning or consulting fee payable upon execution of the *Agreement* and the balance due at the time the financial plan is delivered or the underlying services are completed. If the client engages The Kinney Group for additional investment advisory services, The Kinney Group may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

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Wealth Management Fees

The Kinney Group provides wealth management services for an annual fee based on the amount of assets under the Firm's management. The fee varies between 75 and 175 basis points (0.75% – 1.75%), depending upon the size of a client's portfolio and the type of services rendered. The annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by The Kinney Group on the last day of the previous billing period.

For the initial term of an engagement, the fee is calculated on a *pro rata* basis. In the event the *Agreement* is terminated, the fee for the final billing period is prorated through the effective date of the termination and the unearned portion is refunded to the client, as appropriate.

Fee Discretion

The Kinney Group, in its sole discretion, may negotiate to charge a lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention and *pro bono* activities.

Additional Fees and Expenses

In addition to the advisory fees paid to The Kinney Group, clients may also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "*Financial Institutions*"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the *Independent Managers*, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), 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. The Firm's brokerage practices are described at length in Item 12, below.

Fee Debit

Clients generally provide The Kinney Group with the authority to directly debit their accounts for payment of the Firm's investment advisory fees. The *Financial Institutions* that act as qualified custodian for client accounts have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to The Kinney Group. Alternatively, clients may elect to have The Kinney Group send them an invoice for direct payment.

Account Additions and Withdrawals

Clients may make additions to and withdrawals from their account at any time, subject to The Kinney Group's right to terminate an account and subject to the usual and customary securities settlement

procedures. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or decline to accept particular securities into a client's account. If assets in excess of 10% of the existing portfolio value are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is adjusted to reflect the change in portfolio value.

The Kinney Group designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. The Kinney Group may consult with its clients about the options and implications of transferring securities. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

Commissions or Sales Charges for Recommendations of Securities

Clients can engage certain persons associated with The Kinney Group (but not The Kinney Group) to render securities brokerage services under a separate commission-based arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with The Kinney Group.

Under this arrangement, the Firm's *Supervised Persons*, in their individual capacities as registered representatives of Purshe Kaplan Sterling Investments, Inc. ("*PKS*"), may provide securities brokerage services and implement securities transactions under a separate commission based arrangement. *Supervised Persons* may be entitled to a portion of the brokerage commissions paid to *PKS*, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. Prior to effecting any transactions, clients are required to enter into a separate account agreement with *PKS*. The Kinney Group does not receive any portion of the commissions or transactional fees charged by *PKS*.

A conflict of interest exists to the extent that The Kinney Group recommends the purchase of securities where The Kinney Group's *Supervised Persons* receive commissions or other additional compensation as a result of The Kinney Group's recommendations. The Kinney Group has procedures in place to ensure that any recommendations made by such *Supervised Persons* are in the best interest of clients. For certain accounts covered by the Employee Retirement Income Security Act ("ERISA") and such others that The Kinney Group, in its sole discretion, deems appropriate, The Kinney Group may provide its investment advisory services on a fee-offset basis. In this scenario, The Kinney Group may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by The Kinney Group's *Supervised Persons* in their individual capacities as registered representatives of *PKS*.

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

The Kinney Group does not provide any services for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client's assets).

Item 7. Types of Clients

The Kinney Group provides its services primarily to individuals, trusts, estates, charitable organizations, corporations and other business entities.

Minimum Portfolio Size

As a condition for starting and maintaining a wealth management relationship, The Kinney Group generally imposes a minimum portfolio size of \$1,000,000.

The Firm, in its sole discretion, may accept clients with smaller portfolios based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationships, account retention and *pro bono* activities. The Kinney Group only accepts clients with less than the minimum portfolio size if, in the sole opinion of the Firm, the smaller portfolio size will not result in a substantial increase of investment risk beyond the client's identified risk tolerance. The Kinney Group may aggregate the portfolios of family members to meet the minimum portfolio size.

Additionally, certain *Independent Managers* may impose more restrictive account requirements and varying billing practices than The Kinney Group. In such instances, The Kinney Group may alter its corresponding account requirements and/or billing practices to accommodate those of the *Independent Managers*.

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

Investment Strategies and Methods of Analysis

The Kinney Group utilizes various methods of analysis to analyze investments for clients including, but not limited to, Modern Portfolio Theory ("MPT").

MPT is a mathematical based investment discipline that seeks to quantify expected portfolio returns in relation to corresponding portfolio risk. The basic premise of MPT is that the risk of a particular holding is to be assessed by comparing its price variations against those of the market portfolio. However, MPT disregards certain investment considerations and is based on a series of assumptions that may not necessarily reflect actual market conditions. As such, the factors for which MPT does not account (e.g., tax implications, regulatory constraints and brokerage costs) may negate the upside or add to the actual risk of a particular allocation. Nonetheless, The Kinney Group's investment process is structured in such a way to integrate those assumptions and real life considerations for which MPT analytics do not account.

As stated above, The Kinney Group primarily allocates client assets among various independent *Independent Managers* and fixed income. The Firm may also utilize UITs, mutual funds, ETFs and

individual equity securities as necessary to meet a client's investment objectives. In addition, The Kinney Group may recommend that clients who qualify as accredited investors, as defined by Rule 501 of the Securities Act of 1933, invest in privately placed securities, which may include debt, equity and/or interests in pooled investment vehicles (e.g., hedge funds, private equity funds, etc.). Where appropriate, the Firm may also provide advice about any type of legacy position or other investment held in client portfolios

Risks of Loss

General Risk of Loss

Investing in securities involves the risk of loss. Clients should be prepared to bear potential losses.

Market Risks

The profitability of a portion of The Kinney Group's recommendations may depend to a great extent upon correctly assessing the future course of price movements of bonds and other securities. There can be no assurance that The Kinney Group will be able to predict those price movements accurately.

Use of Independent Managers

As stated above, The Kinney Group may recommend the use of *Independent Managers*. In these situations, The Kinney Group continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the *Independent Managers'* ability to successfully implement their own investment strategies. In addition, The Kinney Group generally may not have the ability to supervise the *Independent Managers* on a day-to-day basis.

Mutual Funds and ETFs

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (e.g., sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their *pro rata* NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

Use of Private Collective Investment Vehicles

The Kinney Group may recommend the investment by certain clients in privately placed collective investment vehicles (some of which may be typically called “hedge funds”). The managers of these vehicles will have broad discretion in selecting the investments. There are few limitations on the types of securities or other financial instruments which may be traded and no requirement to diversify. The hedge funds may trade on margin or otherwise leverage positions, thereby potentially increasing the risk to the vehicle. The client will receive a private placement memorandum and/or other documents explaining such risks.

Item 9. Disciplinary Information

The Kinney Group has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

Item 10. Other Financial Industry Activities and Affiliations

Registered Representatives of Broker Dealer

Certain of the Firm's *Supervised Persons* are registered representatives of *PKS* and may provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in Item 5.

Receipt of Insurance Commission

Certain of The Kinney Group's *Supervised Persons*, in their individual capacities, are also licensed insurance agents with various insurance companies, and in such capacity, may recommend, on a fully-disclosed commission basis, the purchase of certain insurance products. A conflict of interest exists to the extent that The Kinney Group recommends the purchase of insurance products where the Firm's *Supervised Persons* receive insurance commissions or other additional compensation.

Item 11. Code of Ethics

The Kinney Group has adopted a code of ethics in compliance with applicable securities laws ("*Code of Ethics*") that sets forth the standards of conduct expected of its *Supervised Persons*. The Kinney Group's *Code of Ethics* contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its *Supervised Persons*, and the trading of securities ahead of clients in order to take advantage of pending orders.

The *Code of Ethics* also requires certain of The Kinney Group's personnel (called "*Access Persons*") to report their personal securities holdings and transactions and obtain pre-approval of certain investments (e.g., initial public offerings, limited offerings). However, The Kinney Group *Supervised Persons* are permitted to buy or sell securities that it also recommends to clients if done in a manner consistent with the Firm's policies and procedures. This *Code of Ethics* has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by *Access Persons* to be completed without any appreciable impact on the markets of such securities. Therefore, under certain limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client where there may be a potential for conflict, no *Access Person* may knowingly effect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household as the *Access Person*) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the *Access Person* is completed as part of a batch trade (as defined below in Item 12) with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more mutual funds.

Clients and prospective clients may contact The Kinney Group to request a copy of its *Code of Ethics*.

Item 12. Brokerage Practices

The Kinney Group generally recommends that clients utilize the brokerage and clearing services of Schwab Advisor ServicesTM ("*Schwab*") for wealth management accounts.

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Factors which The Kinney Group considers in recommending *Schwab* or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. *Schwab* enables The Kinney Group to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. In addition, *Schwab* has agreed to compensate clients for any transfer fees that may be assessed for moving their account(s) to *Schwab*. The commissions and/or transaction fees charged by *Schwab* may be higher or lower than those charged by other *Financial Institutions*.

The commissions paid by The Kinney Group's clients comply with the Firm's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified *Financial Institution* might charge to effect the same transaction where The Kinney Group determines that the commissions are 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 *Financial Institution's* services, including among others, the value of research provided, execution capability, commission rates and responsiveness. The Kinney Group seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other *Financial Institutions* with whom The Kinney Group and the *Financial Institutions* have entered into agreements for prime brokerage clearing services. For example, The Kinney Group may offer certain qualified clients trading services which gives the Firm the ability to execute trades through *PKS* of client assets custodied at *Schwab*. The Kinney Group periodically and systematically reviews its policies and procedures regarding its recommendation of *Financial Institutions* in light of its duty to obtain best execution.

The client may direct The Kinney Group in writing to use a particular *Financial Institution* to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that *Financial Institution* and the Firm will not seek better execution services or prices from other *Financial Institutions* or be able to "batch" client transactions for execution through other *Financial Institutions* with orders for other accounts managed by The Kinney Group (as described below). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices on transactions for the account than would otherwise be the case. Subject to its duty of best execution, The Kinney Group may decline a client's request to direct brokerage if, in the Firm's sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as discussed further below).

Transactions for each client generally will be effected independently, unless The Kinney Group decides to purchase or sell the same securities for several clients at approximately the same time. The Kinney Group may (but is not obligated to) combine or "batch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among The Kinney Group's clients differences in prices and commissions or other transaction costs that might not have been obtained had such orders

been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among The Kinney Group's clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that The Kinney Group determines to aggregate client orders for the purchase or sale of securities, including securities in which The Kinney Group's *Supervised Persons* may invest, the Firm generally does so in accordance with applicable rules promulgated under the Investment Advisers Act of 1940 and no-action guidance provided by the staff of the U.S. Securities and Exchange Commission. The Kinney Group does not receive any additional compensation or remuneration as a result of the aggregation. In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares may be allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations may be given to one account when one account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares may be reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations may be given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a *de minimis* allocation in one or more accounts, The Kinney Group may exclude the account(s) from the allocation; the transactions may be executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares may be allocated to one or more accounts on a random basis.

Consistent with obtaining best execution, brokerage transactions may be directed to certain broker-dealers in return for investment research products and/or services which assist The Kinney Group in its investment decision-making process. Such research generally will be used to service all of the Firm's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because The Kinney Group does not have to produce or pay for the products or services.

Commissions or Sales Charges for Recommendations of Securities

As discussed above, certain *Supervised Persons* in their respective individual capacities, are registered representatives of *PKS*. These *Supervised Persons* are subject to FINRA Rule 3040 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless *PKS* provides written consent. Therefore, clients are advised that certain *Supervised Persons* may be restricted to conducting securities transactions through *PKS* if they have not secured written consent from *PKS* to execute securities transactions through a different broker-dealer. Absent such written consent or separation from *PKS*, these *Supervised Persons* are prohibited from executing securities transactions

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through any broker-dealer other than *PKS* under *PKS* internal supervisory policies. The Kinney Group is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

Software and Support Provided by Financial Institutions

The Kinney Group may receive from *Schwab*, without cost to The Kinney Group, computer software and related systems support, which allow The Kinney Group to better monitor client accounts maintained at *Schwab*. The Kinney Group may receive the software and related support without cost because The Kinney Group renders investment management services to clients that maintain assets at *Schwab*. The software and support is not provided in connection with securities transactions of clients (i.e., not “soft dollars”). The software and related systems support may benefit The Kinney Group, but not its clients directly. In fulfilling its duties to its clients, The Kinney Group endeavors at all times to put the interests of its clients first. Clients should be aware, however, that The Kinney Group’s receipt of economic benefits from a broker-dealer creates a conflict of interest since these benefits may influence The Kinney Group’s choice of broker-dealer over another broker-dealer that does not furnish similar software, systems support or services.

Additionally, The Kinney Group has been afforded the following additional benefits from *Schwab*:

- receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk that exclusively services the *Schwab* institutional participants; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; and access to an electronic communication network for client order entry and account information.
- transition support from *Schwab* in order to initiate business as an independent, SEC-registered investment adviser.
- A loan to assist the firm with its business operations. The loan is guaranteed by the firm’s Principal, Mr. Kinney. The terms of the loan require that management fees to The Kinney Group be paid to an account at *Schwab* for deduction of interest and principal payments on the loan before the firm may access such management fees. The loan agreement contains various representations and covenants by the firm, including, among others, that The Kinney Group will maintain at least \$92,000,000 in end-client net assets held at *Schwab* (“Assets Under Management at *Schwab*”), and that the firm will comply with all applicable laws, regulations, and agreements, and obtain all necessary licenses, consents and permits. Upon the occurrence and during the continuance of an event of default under the loan agreement, *Schwab* may terminate and/or accelerate the loan, which may have a material adverse effect on the firm’s ability to perform services to clients.

Some of the products, services and other benefits provided by *Schwab*, including the aforementioned loan, benefit The Kinney Group and may not directly benefit the firm’s client accounts. The Kinney Group’s recommendation that a client place assets at *Schwab* may be based in part on the benefits *Schwab* provides to the firm, or the firm’s agreement to maintain certain Assets Under Management at

Schwab, and not solely on the nature, cost or quality of custody and execution services provided to *Schwab*.

The Kinney Group places trades for its clients' account subject to its duty to seek best execution and its other fiduciary duties. The Kinney Group may use broker-dealers other than *Schwab* to execute trades for client accounts maintained at *Schwab*, but this practice may result in additional costs to clients so that the firm is more likely to place trades through *Schwab* rather than other broker-dealers. *Schwab's* execution quality may be different than other broker-dealers.

Item 13. Review of Accounts

Account Reviews

For those clients to whom The Kinney Group provides wealth management services, The Kinney Group monitors those portfolios as part of an ongoing process to better position the client towards meeting their financial goals. Regular, account reviews of wealth management client portfolios are conducted on a quarterly basis by one of the Firm's investment adviser representatives. For those clients to whom The Kinney Group provides stand alone financial planning and/or consulting services, account reviews are conducted on an "as needed" basis.

It is part of the Firm's process to directly contact all investment advisory clients on a monthly basis and to evaluate both personal and market/economic developments that may impact their long term goals and investment objectives. All clients are encouraged to attend a bi-annual, in-person meeting with an investment adviser representative of the Firm to continue the ongoing discussion of their needs, goals and objectives and to keep The Kinney Group informed of any changes thereto.

Account Statements and Reports

Clients are provided with transaction confirmation notices and regular summary account statements directly from the *Financial Institutions* where their assets are custodied. From time-to-time or as otherwise requested, clients may also receive written or electronic reports from The Kinney Group and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with those they receive from The Kinney Group or an outside service provider.

Item 14. Client Referrals and Other Compensation

Client Referrals

The Kinney Group is required to disclose any direct or indirect compensation that it provides for client referrals. The Kinney Group does not have any required disclosures to this Item.

Other Economic Benefits

In addition, The Kinney Group is required to disclose any relationship or arrangement where it receives an economic benefit from a third party (non-client) for providing advisory services. This type of relationship poses a conflict of interest and any such relationship is disclosed in response to Item 12, above.

Item 15. Custody

The Kinney Group's *Agreement* and/or the separate agreement with any *Financial Institution* may authorize The Kinney Group through such *Financial Institution* to debit the client's account for the amount of The Kinney Group's fee and to directly remit that management fee to The Kinney Group in accordance with applicable custody rules.

The *Financial Institutions* recommended by The Kinney Group have agreed to send a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to The Kinney Group. In addition, as discussed in Item 13, The Kinney Group may also send periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the *Financial Institutions* and compare them to those received from The Kinney Group.

Item 16. Investment Discretion

The Kinney Group may be given the authority to exercise discretion on behalf of clients. The Kinney Group is considered to exercise investment discretion over a client's account if it can effect transactions for the client without first having to seek the client's consent. The Kinney Group is given this authority through a power-of-attorney included in the agreement between The Kinney Group and the client. Clients may request a limitation on this authority (such as certain securities not to be bought or sold). The Kinney Group takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and

- The *Independent Managers* to be hired or fired.

Item 17. Voting Client Securities

The Kinney Group may vote client securities (proxies) on behalf of its clients. When The Kinney Group accepts such responsibility, it will only cast proxy votes in a manner consistent with the best interest of its clients. Absent special circumstances, which are fully- described in The Kinney Group's Proxy Voting Policies and Procedures, all proxies will be voted consistent with guidelines established and described in The Kinney Group's Proxy Voting Policies and Procedures, as they may be amended from time-to-time. Clients may contact The Kinney Group to request information about how The Kinney Group voted proxies for that client's securities or to get a copy of The Kinney Group's Proxy Voting Policies and Procedures. A brief summary of The Kinney Group's Proxy Voting Policies and Procedures is as follows:

- The Kinney Group has formed a Proxy Voting Committee that will be responsible for monitoring corporate actions, making voting decisions in the best interest of clients and ensuring that proxies are submitted in a timely manner.
- The Proxy Voting Committee will generally vote proxies according to The Kinney Group's then current Proxy Voting Guidelines. The Proxy Voting Guidelines include many specific examples of voting decisions for the types of proposals that are most frequently presented, including: composition of the board of directors; approval of independent auditors; management and director compensation; anti-takeover mechanisms and related issues; changes to capital structure; corporate and social policy issues; and issues involving mutual funds.
- Although the Proxy Voting Guidelines are followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, The Kinney Group devotes an appropriate amount of time and resources to monitor these changes.
- Clients cannot direct The Kinney Group's vote on a particular solicitation but can revoke The Kinney Group's authority to vote proxies.

In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that The Kinney Group maintains with persons having an interest in the outcome of certain votes, The Kinney Group takes appropriate steps to ensure that its proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

Item 18. Financial Information

The Kinney Group is not required to disclose any financial information pursuant to this Item due to the following:

The Kinney Group, LLC Disclosure Brochure

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.



Prepared by:

