

Item 1 – Cover Page

Cooper/Haims Advisors, LLC

1501 Pittsford-Victor Road

Victor, NY 14564

Ph: 585-248-6400

www.cooperhaims.com

Date of Brochure: March 2015

This brochure provides information about the qualifications and business practices of Cooper/Haims Advisors, LLC ("Cooper/Haims"). If you have any questions about the contents of this brochure, please contact Robert Yawman at 585-248-6400 or at ryawman@cooperhaims.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 Cooper/Haims is also available on the Internet at www.adviserinfo.sec.gov. You can view our firm's information on this website by searching for our firm name Cooper/Haims or our firm CRD number **124122**.

*Registration as an investment advisor does not imply a certain level of skill or training.

Item 2 – Material Changes

This item discusses specific material changes that are made to the Disclosure Brochure and provide readers with a summary of such changes. The last annual update of this Disclosure Brochure was made in March 2014.

The material Changes we have made since our last annual amendment are:

- Howard Haims has retired from the firm as President as of January 2015, but he will remain working as a consultant. Richard Bentley has been named President of the firm. Please see Item 4 – Advisory Business for more detailed information.
- Robert Yawman replaced Tobey Sweezy as the Chief Compliance Officer of the firm
- We have updated *Item 4 – Advisory Business* to report the amount of regulatory assets under management as of December 31, 2014.

In the past our firm has offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new rules, we will ensure that you receive a summary of any material changes to this and subsequent Disclosure Brochures within 120 days after our fiscal year ends. Our fiscal year ends on December 31 so you will receive the summary of material changes no later than April 30 each year. At that time we will also offer or provide a copy of the most current Disclosure Brochure. We may also provide other ongoing disclosure information about material changes as necessary.

Item 3 – Table of Contents

| | |
|--|----|
| Item 1 – Cover Page | 1 |
| Item 2 – Material Changes..... | 2 |
| Item 3 – Table of Contents..... | 3 |
| Item 4 – Advisory Business..... | 5 |
| <i>General Description of Primary Advisory Services</i> | 5 |
| <i>Limits Advice to Certain Types of Investments.</i> | 6 |
| Tailor Advisory Services to Individual Needs of Clients..... | 6 |
| Client Assets Managed by Cooper/Haims..... | 7 |
| Item 5 – Fees and Compensation..... | 7 |
| <i>Comprehensive Financial Planning Services</i> | 7 |
| Scope of Services-Financial Planning | 7 |
| Financial Planning Fees | 9 |
| <i>Asset Management Services</i> | 9 |
| Scope of Services/Investment Process – Asset Management | 9 |
| Fees for Asset Management Services | 11 |
| Item 6 – Performance-Based Fees and Side-By-Side Management | 11 |
| Item 7 – Types of Clients | 11 |
| Minimum Investment Amounts Required..... | 12 |
| Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss | 12 |
| <i>Methods of Analysis</i> | 12 |
| <i>Investment Strategies</i> | 12 |
| <i>Use of Primary Method of Analysis or Strategy</i> | 13 |
| <i>Risk of Loss</i> | 13 |
| Item 9 – Disciplinary Information..... | 14 |
| Item 10 – Other Financial Industry Activities and Affiliations | 14 |
| <i>Other Business Activities</i> | 15 |
| <i>Third-Party Investment Managers</i> | 15 |
| Item 11 – Code of Ethics, Participation in Client Transactions and Personal Trading..... | 15 |
| <i>Code of Ethics Summary</i> | 15 |
| <i>Affiliate and Employee Personal Securities Transactions Disclosure</i> | 16 |
| Item 12 – Brokerage Practices..... | 16 |
| <i>Investment or Brokerage Discretion</i> | 17 |
| <i>Handling Trade Errors</i> | 18 |
| <i>Block Trading Policy</i> | 19 |

| | |
|---|----|
| Item 13 – Review of Accounts | 19 |
| <i>Account Reviews and Reviewers</i> | 19 |
| <i>Statements and Reports</i> | 19 |
| Item 14 – Client Referrals and Other Compensation | 20 |
| Item 15 – Custody | 20 |
| Item 16 – Investment Discretion | 21 |
| Item 17 – Voting Client Securities | 21 |
| Item 18 – Financial Information | 21 |

Item 4 – Advisory Business

Cooper/Haims is an investment advisor registered with the United States Securities and Exchange Commission (“SEC”) and is a Limited Liability Company formed under the laws of the State of New York.

- Cooper/Haims is owned by the following individuals:
 - Richard Bentley – President
 - Robert Yawman – Vice President, Secretary
 - Jared Haims – Vice President
- Cooper/Haims has been registered as an investment advisor since November 2002.

General Description of Primary Advisory Services

Cooper/Haims provides comprehensive wealth management services. These services include financial planning, tax planning and preparation, and investment consulting and management services. The following are brief descriptions of Cooper/Haims’ primary advisory services. A more detailed description of Cooper/Haims’ services is provided in *Item 5 – Fees and Compensation* so that clients and prospective clients can review the description of services and description of fees in a side-by-side manner.

Financial Planning Services - Cooper/Haims provides advisory services in the form of financial planning services. Financial planning services do not involve the active management of client accounts, but instead focuses on a client’s overall financial situation. Financial planning can be described as helping individuals determine and set their long-term financial goals, through investments, tax planning, estate planning, asset allocation, risk management, retirement planning, cash flow analysis, and other areas. The role of a financial planner is to find ways to help the client understand his/her overall financial situation and help the client set financial objectives.

Asset Management Services - Cooper/Haims provides advisory services in the form of asset management services. Asset management services involve providing clients with continuous and ongoing supervision over client accounts. This means that Cooper/Haims will continuously monitor a client’s account and make trades in client accounts when necessary.

Outside Money Managers - Cooper/Haims provides advisory services by referring clients to outside, or unaffiliated, money managers that are registered or exempt from registration as investment advisors. Third-party money managers are responsible for continuously monitoring client accounts and making trades in client accounts when necessary.

Limits Advice to Certain Types of Investments.

Cooper/Haims provides investment advice on the following types of investments:

- No-Load (i.e. no trading fee) and Load-Waived (i.e. trading fee waived) Mutual Fund Shares
- Exchange-listed securities (i.e. stocks)
- Securities traded over-the-counter (i.e. stocks)

- Fixed income securities (i.e. bonds)
- Closed-End Funds and Exchange Traded Funds (ETFs)
- Corporate debt securities (other than commercial paper)
- Commercial paper
- Certificates of deposit
- Municipal securities
- Variable annuity and life insurance products
- United States government securities
- Options contracts on securities

Cooper/Haims does not provide advice on foreign issues, warrants, options contracts on commodities, futures contracts on tangibles and intangibles, interests in partnerships investing in real estate and oil and gas interest, or hedge funds and other types of private (i.e. non-registered) securities.

When providing asset management services, Cooper/Haims typically constructs each client's account holdings using mutual funds, Exchange Traded Funds, bonds and equities to build diversified portfolios. It is not Cooper/Haims' typical investment strategy to attempt to time the market but we may increase cash holdings modestly as deemed appropriate, based on your risk tolerance and our expectations of market behavior. We may modify our investment strategy to accommodate special situations such as low basis stock, stock options, legacy holdings, inheritances, closely held businesses, collectibles, or special tax situations. *(Please refer to Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss for more information.)*

Tailor Advisory Services to Individual Needs of Clients

Cooper/Haims' services are always provided based on the individual needs of each client. This means, for example, that you are given the ability to impose restrictions on the accounts we manage for you, including specific investment selections and sectors. We work with each client on a one-on-one basis through interviews and questionnaires to determine the client's investment objectives and suitability information.

Client Assets Managed by Cooper/Haims

The amount of clients assets managed by Cooper/Haims totaled \$415,042,964 as of December 31, 2014. \$319,705,295 of these assets are managed on a discretionary basis and \$95,337,669 are managed on a non-discretionary basis.

Item 5 – Fees and Compensation

In addition to the information provide in *Item 4 – Advisory Business*, this section provides additional details regarding our firm’s advisory services along with descriptions of each service’s fees and compensation arrangements.

Our firm’s clients include, among others, high net worth individuals, trusts, estates, and charitable foundations, as well as pension and profit sharing plans. Cooper/Haims basic fee schedule is set forth below. Nevertheless, Cooper/Haims’ fees may be reduced and are otherwise negotiable depending upon the specific nature of the services to be rendered and various other factors. Cooper/Haims reserves the right to amend its fee schedule by notifying clients in writing 30 days in advance of the effective date of the new fee schedule and amending this Form ADV Part 2A Disclosure Brochure.

The specific advisory services offered by Cooper/Haims and the fee arrangements for such services are described below.

Comprehensive Financial Planning Services

Scope of Services-Financial Planning

Cooper/Haims offers comprehensive financial planning services. These services involve a detailed review of each client’s personal and financial goals, and the development of a comprehensive plan which addresses issues that are relevant to your situation. These services generally include the collection of relevant data, the development of a net worth statement, a determination of cash flows, annual expense and annual savings projections, and a projection of asset growth over a specified period of time.

Depending upon your situation, these services may also include the following:

Analysis of Employee Benefits

- Collection of relevant data;
- Review of retirement plan formulae;
- Review of tax-deferred savings plans;
- Review of insurance coverages; and
- Review of stock options.

Retirement/Financial Independence Planning

Collection of relevant data;
Projection of income, expenses and assets, before and after retirement; and
Advice concerning employer-sponsored retirement benefits.

Insurance Planning

Collection of data relating to life, long-term care and disability policies including, as applicable, beneficiary designations;
Preparation of analysis relating to survivorship benefits;
Preparation of analysis relating to long-term care benefits;
Preparation of analysis relating to disability benefits; and
Gathering of proposals for additional insurance needs as appropriate.

Estate Planning

Collection of relevant data;
Review of wills, trusts and beneficiary designations for purposes of understanding existing estate plan;
Development of a financial analysis of existing estate plan;
Discussion of alternative strategies for modifications to existing estate plan; and
Discussion with estate attorney regarding recommendations for modifications.

Education Planning

Collection of relevant data;
Facilitation of a process for creation of a family philosophy for education funding;
Review of target dates, educational costs and funding vehicles for children and/or grandchildren; and
Calculation of needs and resources.

Income Tax Planning

Collection of relevant data;
Preparation of income tax projections; and
Analysis and discussion of tax saving opportunities.

Income Tax Preparation

Collection of relevant data;
Preparation (and submission) of federal and state income tax forms

Financial Planning Process

At the outset of each financial planning engagement, you will be required to sign an advisory agreement, which describes Cooper/Haims' services, the financial planning process and the fee arrangement. The advisory agreement also describes an allocation of responsibilities (i.e. as between you and Cooper/Haims) and the general terms for the engagement. You have the option of terminating the investment advisory agreement with Cooper/Haims at any time on 30 days advance (written) notice and, therefore, before the effective date of any fee increases.

Utilizing the specific information provided by you, Cooper/Haims develops an initial financial plan which provides a detailed analysis of your financial situation and recommendations that address your specific needs and goals. The initial financial plan is modified from time to time, based upon changes in your circumstances and needs.

Hourly Consultation Services

In addition to the standard financial planning engagement described above (with delivery of a written financial plan), Cooper/Haims is available for consultation on specific issues. Such consultations are provided on an hourly fee basis.

You are in no way obligated to accept or implement any recommendation made by Cooper/Haims. You have the right to rescind the advisory agreement without penalty within 5 business days of entering into the contract and to receive a full refund.

Financial Planning Fees

The standard fee for financial planning services is \$5,000 per year, payable in equal quarterly installments of \$1250. This fee may be negotiated and/or waived in whole or in part, depending upon the scope and extent of the actual services which will be provided to you and various other factors. Fees for financial planning services are generally paid by debiting client accounts on a quarterly basis at the end of each calendar quarter.

Asset Management Services

Scope of Services/Investment Process – Asset Management

Cooper/Haims provides investment advisory services which involve the implementation of one or more investment strategies that are designed to address each client's needs. You may grant authority to manage your assets on a discretionary or non-discretionary basis, with specific limitations or restrictions imposed by you. Cooper/Haims' discretionary authority is also limited by your investment objective and the guidelines set forth in your Investment Policy Statement, as discussed below.

In a typical asset management engagement, Cooper/Haims will follow a five-step asset management process that is designed to respond to your individual needs and the dynamics of the capital markets. First, Cooper/Haims gathers the data which will enable Cooper/Haims to define your risk profile and investment objectives. Cooper/Haims then determines or recommends, depending upon the nature of the engagement (discretionary or non-discretionary), an asset allocation policy that it believes will be best suited to your investment needs. In some instances, Cooper/Haims may utilize the allocation services of a third party investment manager. Cooper/Haims recommends that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), or with SEI Trust Company (SEI), both of which are registered broker-dealers, Members SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Please refer to *Item 12 – Brokerage Practices* for additional details about the recommended custodians. Cooper/Haims then prepares an Investment Policy Statement which is provided to you for review and approval. Cooper/Haims then identifies one or more investment strategies which will be used to seek to achieve the investment objectives set forth in the Investment Policy Statement. The investment strategies are implemented through an allocation of your assets among the various asset classes, as recommended by Cooper/Haims.

In addition, Cooper/Haims may utilize specialist managers or Separate Account Programs.

Under the Separate Account Program, your assets will be invested in (1) a portfolio of mutual funds ("Mutual Fund Portfolio"), (2) one or more portfolio(s) of individual securities (each a "Managed Account Portfolio") or (3) a combination of the foregoing.

Each Separate Account Portfolio is managed by a third party investment manager in accordance with investment strategies selected or recommended by Cooper/Haims. In each instance, the arrangement is governed by an agreement among the client, Cooper/Haims and the third party manager who is authorized to manage the portfolio assets. You will appoint a custodian for the account who may be affiliated with the third party investment manager. You will be responsible for the custodian's fees, if any. Unless the Separate Account Agreement provides otherwise, you will not be responsible for the costs and charges associated with securities transactions, dealer mark-ups, mark-downs and broker commissions. The custodian will provide to you regular reporting services, including consolidated monthly account statements, quarterly performance reports and annual tax reports.

Oversight of Advisory Accounts

In all cases, Cooper/Haims will oversee your investments on an ongoing and continuous basis to ensure the overall portfolio remains consistent with your investment objectives and guidelines as set forth in the Investment Policy Statement. Based on its review of the portfolio performance, your investment objectives and any change to the financial circumstances or investment objectives reported by you, Cooper/Haims will make, or provide to you, on-going selections, changes, advice and/or recommendations as it deems appropriate. In the case of the Separate Account Program, you and/or Cooper/Haims, depending upon the agreed-upon

arrangement, will have authority to terminate any third party investment manager's authority with respect to your funds invested in Separate Account Portfolios, if necessary.

Fees for Asset Management Services

Fees for the asset management services described above are generally assessed as an annual percentage of assets under advisement according to the following fee schedule:

| Value of Assets | Fees as a Percentage of Assets |
|--------------------------|---------------------------------------|
| Under \$500,000 | 1.25% |
| \$500,000 to \$3,000,000 | 1.00% |
| Over \$3,000,000 | 0.75% |

Advisory fees are negotiable, depending upon the composition of the portfolio and certain other factors. Fees are generally paid quarterly in arrears and are debited directly from your account as provided in the advisory agreement. You may terminate the investment advisory agreement without penalty at any time upon written notice to Cooper/Haims. In the event of termination upon notice, you will pay a prorated advisory fee, based upon the number of days during which the investment advisory agreement was in effect. You should be aware that, under circumstances where your assets are invested in mutual funds, you will indirectly pay for the underlying expenses of those mutual funds in addition to the fees that you pay directly to Cooper/Haims and/or to a third party investment manager.

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

Item 6 of the Form ADV Part 2 instructions is not applicable to this Disclosure Brochure because Cooper/Haims does not charge or accept performance-based fees. Performance-based fees are fees based on a share of capital gains on or capital appreciation of the assets held within a client's account.

Item 7 – Types of Clients

Cooper/Haims generally provides investment advice to the following types of clients:

- Individuals
- High-Net Worth Individuals
- Pension and profit sharing plans
- Trusts, estates, or charitable organizations
- Corporations or business entities other than those listed above

Minimum Investment Amounts Required

Cooper/Haims generally requires a minimum of \$1,000,000 in assets for asset management services. However, Cooper/Haims reserves the right to reduce or waive this minimum. There is no minimum requirement for subsequent investments to accounts receiving asset management services.

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

Methods of Analysis

Cooper/Haims uses the following methods of analysis in formulating investment advice:

Cyclical. This is a method of analyzing the investments sensitive to business cycles and whose performance is strongly tied to the overall economy. For example, cyclical companies tend to make products or provide services that are in lower demand during downturns in the economy and higher demand during upswings. Examples include the automobile, steel, and housing industries. The stock price of a cyclical company will often rise just before an economic upturn begins, and fall just before a downturn begins. Investors in cyclical stocks try to make the largest gains by buying the stock at the bottom of a business cycle, just before a turnaround begins.

Fundamental. This is a method of evaluating a security by attempting to measure its intrinsic value by examining related economic, financial and other qualitative and quantitative factors. Fundamental analysts attempt to study everything that can affect the security's value, including macroeconomic factors (like the overall economy and industry conditions) and individually specific factors (like the financial condition and management of companies). The end goal of performing fundamental analysis is to produce a value that an investor can compare with the security's current price in hopes of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short). This method of security analysis is considered to be the opposite of technical analysis. Fundamental analysis is about using real data to evaluate a security's value. Although most analysts use fundamental analysis to value stocks, this method of valuation can be used for just about any type of security.

Investment Strategies

Cooper/Haims uses the following investment strategies when managing client assets and/or providing investment advice:

Long term purchases. Investments held at least a year.

Option writing including covered options, uncovered options, or spreading strategies. Options are contracts giving the purchaser the right to buy or sell a security, such as stocks, at a fixed price within a specific period of time.

Use of Primary Method of Analysis or Strategy

Cooper/Haims' primary method of analysis or strategy is long- term purchases (also commonly referred to as a "buy and hold" strategy. Some of the risks involved with using this method are described in Risk of Loss section below.

Risk of Loss

Past performance is not indicative of future results. Therefore, you should never assume that future performance of any specific investment or investment strategy will be profitable. Investing in securities (including stocks, mutual funds, and bonds) involves risk of loss. Further, depending on the different types of investments there may be varying degrees of risk. You should be prepared to bear investment loss including loss of original principal.

Because of the inherent risk of loss associated with investing, our firm is unable to represent, guarantee, or even imply that our services and methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate you from losses due to market corrections or declines. There are certain additional risks associated when investing in securities through our investment management program.

- Market Risk. Either the stock market as a whole, or the value of an individual company, goes down resulting in a decrease in the value of client investments. This is also referred to as systemic risk.
- Equity (stock) market risk. Common stocks are susceptible to general stock market fluctuations and to volatile increases and decreases in value as market confidence in and perceptions of their issuers change. If you held common stock, or common stock equivalents, of any given issuer, you would generally be exposed to greater risk than if you held preferred stocks and debt obligations of the issuer.
- Company Risk. When investing in stock positions, there is always a certain level of company or industry specific risk that is inherent in each investment. This is also referred to as unsystematic risk and can be reduced through appropriate diversification. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. For example, if a company's employees go on strike or the company receives unfavorable media attention for its actions, the value of the company may be reduced.

- Fixed Income Risk. When investing in bonds, there is the risk that issuer will default on the bond and be unable to make payments. Further, individuals who depend on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.
- Options Risk. Options on securities may be subject to greater fluctuations in value than an investment in the underlying securities. Purchasing and writing put and call options are highly specialized activities and entail greater than ordinary investment risks.
- ETF and Mutual Fund Risk. When investing in a an ETF or mutual fund, you will bear additional expenses based on your pro rata share of the ETF's or mutual fund's operating expenses, including the potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities the ETF or mutual fund holds. Clients will also incur brokerage costs when purchasing ETFs.
- Management Risk. Your investment with our firm varies with the success and failure of our investment strategies, research, analysis and determination of portfolio securities. If our investment strategies do not produce the expected returns, the value of the investment will decrease.

Item 9 – Disciplinary Information

Item 9 is not applicable to this Disclosure Brochure because there are no legal or disciplinary events that are material to a client's or prospective client's evaluation of our business or integrity.

Item 10 – Other Financial Industry Activities and Affiliations

Cooper/Haims is **not** and does **not** have a related company that is a (1) broker/dealer, municipal securities dealer, government securities dealer or broker, (2) investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund), (3) other investment adviser or financial planner, (4) futures commission merchant, commodity pool operator, or commodity trading advisor, (5) banking or thrift institution, (6) accountant or accounting firm, (7) lawyer or law firm, (8) pension consultant, (9) real estate broker or dealer, or (10) sponsor or syndicator of limited partnerships.

Other Business Activities

Tax Preparation Services

While Cooper/Haims Advisors, LLC offers tax preparation services as an optional service included under financial planning services for advisory clients who have contracted for such services, we also offer tax preparation services as a separate service to individuals who are not advisory clients of Cooper/Haims Advisors, LLC (i.e., individuals who have not contracted for tax preparation services to be included under their financial planning agreement). Tax preparation services typically involve meeting with the client to collect all relevant data necessary to complete the client's required income tax forms, and then preparing and submitting those tax forms on behalf of the client. Tax preparation services that are provided outside the scope of a financial planning services agreement with Cooper/Haims Advisors are provided on an hourly basis.

Insurance Services

Cooper/Haims Financial Services, Inc. is an affiliated company that provides insurance services to clients. Because members of Cooper/Haims may receive commissions and other benefits from the sale of insurance products to advisory clients of Cooper/Haims, Messrs. Jared Haims and Robert Yawman have a financial incentive to recommend that advisory clients purchase insurance products. Clients are under no obligation to purchase insurance products from these individuals when considering implementation of advisory recommendations. The implementation of recommendations is solely at the discretion of the client. Nevertheless, clients should be aware of these potential conflicts of interest and the fact that a recommendation to purchase an insurance product may not constitute unbiased advice.

Third-Party Investment Managers

As described in *Item 4 – Advisory Business* and *Item 5 – Fees and Compensation*, Cooper/Haims has formed relationships with independent, third-party investment managers.

Cooper/Haims may recommend clients work directly with third-party investment managers. When we refer clients to a third party investment manager, Cooper/Haims will NOT receive any portion of the fee charged by the third party investment manager.

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

Code of Ethics Summary

The Cooper/Haims Code of Ethics sets forth the firm's governing principles relating to the conduct of its members, officers, investment adviser representatives and employees. It recognizes that it is the responsibility of all supervisory personnel, investment advisor representatives and employees to ensure that Cooper/Haims conducts its business with the

highest level of ethical standards and in keeping with its fiduciary duties to its clients. A copy of the Code of Ethics is available to clients and prospective clients upon request without charge.

In addition to abiding by our Code of Ethics, some of our representatives are Certified Financial Planners™ (CFP®) and also abide by the Code of Ethics and Responsibility Code of the Certified Financial Planner™ Board of Standards, Inc. The Code of Ethics and Responsibility Code requires CFP® designees to not only comply with all applicable laws and regulations but to also act in an ethical and professional responsible manner in all professional services and activities. The principles guiding CFP® designees are:

- Integrity
- Objectivity
- Competence (in providing services and maintaining knowledge and skills to do so)
- Fairness (to clients, principals, partners and employers and disclosing any conflicts of interest in providing services)
- Confidentiality (keeping all client information confidential without the specific client consent unless in response to legal process or in defense of charges of wrongdoing or civil dispute)
- Professionalism
- Diligence

You can obtain a copy of the Code of Ethics and Responsibility Code by requesting a copy from one of our representatives.

Affiliate and Employee Personal Securities Transactions Disclosure

Cooper/Haims has adopted a Code of Ethics which establishes a standard of conduct for its employees and includes procedures that govern personal securities transactions effected by its employees and certain other persons ("Access Persons"). Access Persons must report securities transactions to the firm on a quarterly basis and their holdings on an annual basis. Subject to compliance with the Code of Ethics, the principals, other employees and affiliated persons of Cooper/Haims may buy or sell for their own personal accounts securities which have also been recommended by Cooper/Haims to clients or similar securities. Cooper/Haims believes that any such securities transactions are likely to be statistically insignificant in relation to the market as a whole, or in the case of open mutual funds, not to have any impact on price. Cooper/Haims has adopted procedures designed to prevent employees from committing prohibited insider trading. Employees in possession of material, nonpublic information may not trade in securities to which the information is related or tip such information to others.

Item 12 – Brokerage Practices

Clients are under no obligation to act on the financial planning recommendations of Cooper/Haims. If the firm assists in the implementation of any recommendations, we are responsible to ensure that the client receives the best execution possible.

Investment or Brokerage Discretion

Cooper/Haims accepts general discretion to determine the selection and quantity of securities to be purchased in client accounts. Cooper/Haims also retains discretionary authority to hire and fire any independent investment managers that are managing a client's account. Additionally, Cooper/Haims accepts general discretion in client accounts with respect to the broker or dealer to be used and the commission rates to be paid for transactions that occur outside of programs where a third-party investment manager is utilized. Clients granting such discretionary authority may place restrictions and limitations on Cooper/Haims' discretionary authority.

The principals and associated persons of Cooper/Haims do not have rights to withdraw or transfer either cash or securities from the clients' account other than (1) pursuant to specific written authority via a power of attorney; (2) for transactions in the client's name; and (3) for the payment of fees and costs specifically authorized in the client's investment advisory agreement with Cooper/Haims.

Unless the client instructs Cooper/Haims otherwise, Cooper/Haims may place orders for the execution of transactions with or through a broker/dealer as Cooper/Haims may select. In selecting a broker/dealer, Cooper/Haims employs best execution practices. As part of these practices, Cooper/Haims gathers relevant information, monitors trading activities and periodically reviews and evaluates the services provided by broker/dealers, quality of executions, and researches commission rates and overall relationships. However, clients may use or direct in their investment advisory agreement that Cooper/Haims use a broker/dealer of the client's choice.

Cooper/Haims recommends that clients establish brokerage accounts with the Schwab Institutional division of Charles Schwab & Co., Inc. (Schwab), or with SEI Trust Company (SEI), both of which are registered broker-dealers, Members SIPC, to maintain custody of clients' assets and to effect trades for their accounts. Cooper/Haims is independently owned and operated and not affiliated with Schwab or SEI. Schwab and SEI provide us with access to institutional trading and custody services, which are typically not available to Schwab or SEI retail investors. The Schwab services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's assets are maintained in accounts at Schwab Institutional, and are not otherwise contingent upon the advisor committing to Schwab any specific amount of business (assets in custody or trading). Schwab's and SEI's services include brokerage, custody, research, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment. For client accounts maintained in their custody, Schwab and SEI generally do not charge separately for custody but are compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through or that settle into their accounts. Schwab and SEI also make available to our Firm other products and services that benefit us but

may not benefit our clients' accounts. Some of these other products and services assist us in managing and administering clients' accounts. These include software and other technology that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of our fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of our accounts, including accounts not maintained at the specific custodian providing the products and services that assist us in managing accounts. Schwab Institutional and SEI also make available to our Firm other services intended to help us manage and further develop our business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, Schwab may make available, arrange and/or pay for these types of services rendered to us by independent third parties. Schwab Institutional and SEI may discount or waive fees that would otherwise be charged for some of these services or pay all or a part of the fees of a third-party providing these services to our Firm. While as a fiduciary, Cooper/Haims endeavors to act in its clients' best interests, our recommendation that clients maintain their assets in accounts at Schwab or SEI may be based in part on the benefit to our Firm of the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab or SEI, which may create a potential conflict of interest.

Handling Trade Errors

Cooper/Haims has implemented procedures designed to prevent trade errors; however, trade errors in client accounts cannot always be avoided. Consistent with its fiduciary duty, it is the policy of Cooper/Haims to correct trade errors in a manner that is in the best interest of the client. In cases where the client causes the trade error, the client will be responsible for any loss resulting from the correction. Depending on the specific circumstances of the trade error, the client may not be able to receive any gains generated as a result of the error correction. In all situations where the client does not cause the trade error, the client will be made whole and any loss resulting from the trade error will be absorbed by Cooper/Haims if the error was caused by the firm. If the error is caused by the broker-dealer, the broker/dealer will be responsible for handling the trade error. If an investment gain results from the correcting trade, the gain will remain in the client's account unless the same error involved other client account(s) that should also receive the gains and it is not permissible for all clients to retain the gain. Cooper/Haims may also confer with clients to determine if the client should forego the gain (e.g., due to tax reasons).

Cooper/Haims will never benefit or profit from trade errors.

Block Trading Policy

Transactions implemented by Cooper/Haims for client accounts are generally effected independently, unless we decide to purchase or sell the same securities for several clients at approximately the same time. This process is referred to as aggregating orders, batch trading or block trading and is used by our firm when Cooper/Haims believes such action may prove advantageous to clients. When Cooper/Haims aggregates client orders, the allocation of securities among client accounts will be done on a fair and equitable basis. Typically, the process of aggregating client orders is done in order to achieve better execution, to negotiate more favorable commission rates or to allocate orders among clients on a more equitable basis in order to avoid differences in prices and transaction fees or other transaction costs that might be obtained when orders are placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among our firm's clients in proportion to the purchase and sale orders placed for each client account on any given day. When Cooper/Haims determines to aggregate client orders for the purchase or sale of securities, including securities in which Cooper/Haims may invest, we will do so in accordance with the parameters set forth in the SEC No-Action Letter, *SMC Capital, Inc.* It should be noted, Cooper/Haims does not receive any additional compensation or remuneration as a result of aggregation.

Item 13 – Review of Accounts

Account Reviews and Reviewers

The services for which clients contract Cooper/Haims include periodic review of their financial plans and consulting recommendations. Reviews may be performed by Robert Yawman, CPA, CFP; Richard Bentley, CPA, CFP; Jared Haims, CFP; Dean Hutchinson, CFP and Brian Roes, who meet periodically with clients to review the client accounts, investment and money managers, as well as economic conditions and other matters of importance. Reviews are conducted so as to ensure that client reviews are personalized but also follow Cooper/Haims' basic investment philosophies. There is no limit to the number of accounts each financial advisor representative may review. Financial plans are prepared for clients who have retained Cooper/Haims for this purpose. Upon completion of the plan, Cooper/Haims will deliver the plan and answer questions regarding its content. Cooper/Haims will periodically review and discuss the plan with the client to the extent that it deems such review and discussion appropriate to meet the client's investment objectives. The philosophy of Cooper/Haims is that the financial plans are an ongoing process that will change over time.

Statements and Reports

Clients whose investment advisory accounts are invested through third-party investment managers utilized by Cooper/Haims will receive at least quarterly statements from the custodian indicating the client's holdings. In addition, the client will receive a quarterly report, indicating market value, cash flows, gains and losses, asset allocation and performance related to a style

benchmark where appropriate. Quarterly performance reports for Schwab accounts are sent from Cooper/Haims. Quarterly performance reports for SEI are sent from SEI. Investors may also obtain account balances and holdings information and review account history electronically through the custodian's website. Website access requires that security procedures be followed as a condition to entry. Annually, clients will receive an annual tax report from the account custodian.

Item 14 – Client Referrals and Other Compensation

From time to time, Cooper/Haims pays cash fees to third parties as compensation for client referrals. Each referral fee arrangement is structured to comply with Rule 206(4)-3 under the Investment Advisers Act of 1940. Accordingly, Cooper/Haims performs due diligence on each potential recipient of a referral fee prior to entering into a written agreement with the referral source. Each referral source must provide certain disclosures to each potential client. These disclosures are intended, among other things, to inform the potential client of the referring individual's financial incentive to make the referral.

Item 15 – Custody

Custody, as it applies to investment advisors, has been defined by regulators as having access or control over client funds and/or securities. In other words, custody is not limited to physically holding client funds and securities. If an investment advisor has the ability to access or control client funds or securities, the investment advisor is deemed to have custody and must ensure proper procedures are implemented.

Cooper/Haims is deemed to have custody of client funds and securities whenever Cooper/Haims is given the authority to have fees deducted directly from client accounts. However, this is the only form of custody Cooper/Haims will ever maintain. It should be noted that authorization to trade in client accounts is not deemed by regulators to be custody.

For accounts in which Cooper/Haims is deemed to have custody, Cooper/Haims has established procedures to ensure all client funds and securities are held at a qualified custodian in a separate account for each client under that client's name. Clients or an independent representative of the client will direct, in writing, the establishment of all accounts and therefore are aware of the qualified custodian's name, address and the manner in which the funds or securities are maintained. Finally, account statements are delivered directly from the qualified custodian to each client, or the client's independent representative, at least quarterly. Clients should carefully review those statements and are urged to compare the statements against reports received from Cooper/Haims. When clients have questions about their account statements, they should contact Cooper/Haims or the qualified custodian preparing the statement.

Item 16 – Investment Discretion

Through its asset management services and upon receiving written authorization from a client, Cooper/Haims will maintain trading authorization over client accounts. Upon receiving written authorization from the client, Cooper/Haims may implement trades on a **discretionary** basis. When discretionary authority is granted, Cooper/Haims will have the authority to determine the type of securities and the amount of securities that can be bought or sold for the client's portfolio without obtaining the client's consent for each transaction.

If you decide to grant trading authorization on a **non-discretionary** basis, we will be required to contact you prior to implementing changes in your account. Therefore, you will be contacted and required to accept or reject our investment recommendations including:

- The security being recommended
- The number of shares or units
- Whether to buy or sell

Once the above factors are agreed upon, Cooper/Haims will be responsible for making decisions regarding the timing of buying or selling an investment and the price at which the investment is bought or sold. If your accounts are managed on a non-discretionary basis, you need to know that if you are not able to be reached or are slow to respond to our request, it can have an adverse impact on the timing of trade implementations and we may not achieve the optimal trading price.

All clients have the ability to place reasonable restrictions on the types of investments that may be purchased in an account. Clients may also place reasonable limitations on the discretionary power granted to Cooper/Haims so long as the limitations are specifically set forth or included as an attachment to the client agreement.

Item 17 – Voting Client Securities

Cooper/Haims will not vote proxies on behalf of your account. While there are some investment advisors that will vote proxies and other corporate decisions on behalf of their clients, we have determined that taking on the responsibility for voting client securities does not add enough value to the services provided to clients to justify the additional compliance and regulatory costs associated with voting client securities. Therefore, it is your responsibility to vote all proxies for securities held in your accounts managed by our firm. You will receive proxies directly from your custodian or transfer agent and such documents will not be delivered by Cooper/Haims.

Item 18 – Financial Information

This Item 18 is not applicable to this Disclosure Brochure. Cooper/Haims does not require or solicit prepayment of more than \$1200 in fees per client, six months or more in advance.

Therefore, we are not required to include a balance sheet for our most recent fiscal year. We are not subject to a financial condition that is reasonably likely to impair our ability to meet contractual commitments to clients. Finally, Cooper/Haims has not been the subject of a bankruptcy petition at any time.