

**Part 2A of Form ADV: *Firm Brochure***



**SHARKEY, HOWES & JAVER**

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**February 28, 2017**

This brochure provides information about the qualifications and business practices of Sharkey, Howes & Javer, Inc. If you have any questions about the contents of this brochure, please contact us at 303-639-5100 or 800-557-9380 or [info@shwj.com](mailto:info@shwj.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. Being a “registered investment adviser” or describing ourselves as being “registered,” does not imply a certain level of skill or training.

Additional information about Sharkey, Howes & Javer, Inc. (“SHJ”) also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm’s CRD number is 106050.

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## Item 2     Material Changes

We will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. Furthermore, we will provide you with other interim disclosures about material changes as necessary.

Our company filed its most recent update of this disclosure brochure (Part 2A of Form ADV) on March 18, 2016. This section discusses *only* material changes made since the last annual update of our brochure. Since SHJ's last annual update in March 2016, the following material changes have been made to SHJ's Form ADV Part 2A brochure:

## Item 4     Advisory Business

### Investment Advisory Services

We provide complete investment services, including investment selection, asset allocation, portfolio design and diversification, retirement portfolio transition planning and ongoing advisory services and recommendations. Our investment management services offer active management of client assets using a combination of no-load mutual funds, some individual stocks, bonds and Exchange Traded Funds (ETF's), interval funds (i.e. limited liquidity investments), municipal and corporate bonds, CD's, Money Markets and other assets. Our services incorporate a client's risk tolerance and provide a tracking system to measure progress towards meeting financial goals.

Clients may impose reasonable restrictions on investments for their account(s).

### Financial Planning Services

Sharkey, Howes & Javer, Inc. is a full service, FEE-ONLY Financial Planning and Investment Advisory firm. We provide a written analysis addressing the specific issues of each client and include recommendations and a system to measure progress towards meeting financial goals. Issues may include:

- |   |   |
|---|---|
| • Balance Sheet                           | • Cash Flow Analysis                          |
| • Education Analysis                      | • Debt Reduction Analysis                     |
| • Life Insurance Analysis                 | • 401(k) Allocation Review                    |
| • Retirement Analysis                     | • Portfolio/Investment Account Review         |
| • Retirement Distribution/Income Planning | • Business Planning (minimum charge \$10,000) |
| • Qualified Retirement Plan Selection     | • Mortgage Option Analysis                    |
| • Employee Benefits Analysis              | • Stock Option Analysis                       |

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## Item 5     Fees and Compensation

SHJ is a full service, fee-only investment advisory and financial planning firm. SHJ charge for our services only and do not sell products that generate commissions or compensation to our planners or our firm. As fiduciaries, we always act in good faith and in the best interests of our clients.

### Annual Investment Management Fee

The first \$1,000,000	1.00% of portfolio assets
The next \$1,000,001 up to \$3,000,000	0.80% of portfolio assets
The next \$3,000,001 up to \$5,000,000	0.60% of portfolio assets
Over \$5,000,000	0.50% or less of portfolio assets

The annual investment management fee includes portfolio management and investment selection, monthly statements from the custodian, quarterly performance reports, rebalancing and unlimited consultation.

### Financial Planning Services

The charge for us to develop your personal financial plan is billed by the project and may range between \$2,000 and \$15,000 dollars depending upon the complexity of your situation. In advance of our work, you'll know what cost to expect and we will bill you at the time of service. Financial Planning clients pay an initial retainer of \$500 for work to be completed within six months. Payments made prior to the rendering of services will generally not be refundable if the work has been fulfilled by SHJ. However, fair and proportionate refunds shall be made where services have not yet been rendered.

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

### RISKS OF LOSS

Clients should understand that investing in any securities, including mutual funds, involves a risk of loss of both income and principal. Investing in securities inherently involves risk of loss which clients should be prepared to bear. Each portfolio involves different levels and types of risks. The following identifies the material risks associated with the portfolios described above:

**Market Risk:** Conditions in a broad or specialized market, a sector thereof or an individual industry may adversely affect security prices, thereby reducing the value of the portfolio's investments.

**Equity Risk:** Equity securities are subject to market risk. Stocks and other equity securities fluctuate in price, often based on factors unrelated to the issuers' value, and such fluctuations can be pronounced. Equity securities may also be subject to investment style risk, which is the risk that the particular market segment on which a portfolio focuses will underperform other kinds of investments.

**Fixed Income Risk:** Fixed income securities are subject to interest rate risk, credit risk, reinvestment risk, prepayment risk and call risk. Interest rate risk is the potential for a decline in bond prices due to rising interest rates. Credit risk is the possibility that the issuer of a fixed-income security will fail to make timely payments of interest or principal, or that the security will have its credit rating downgraded. Reinvestment risk is the risk that future proceeds will have to be reinvested at a lower potential interest rate. Prepayment risk is the chance that a large number of the mortgages underlying a mortgage-backed security will be refinanced sooner than the investor had expected. Call risk is the possibility that an issuer will "call"—or repay—a high-yielding bond before the bond's maturity date. In the case of both prepayments and calls, the portfolio is usually forced to reinvest the proceeds in a security with a lower yield.

**Small-and Medium-Sized Capitalization Company Risk:** Investing in securities of small-and medium-sized capitalization companies may involve greater risks than investing in larger, more established issuers. Smaller capitalization companies typically have relatively lower revenues, limited product lines and lack of management depth, and may have a smaller share of the market for their products or services, than larger capitalization

companies. The stocks of smaller capitalization companies tend to have less trading volume than stocks of larger capitalization companies. Less trading volume may make it more difficult for Adviser to sell securities of smaller capitalization companies at quoted market prices. Finally, there are periods when investing in smaller capitalization stocks falls out of favor with investors and the stocks of smaller capitalization companies underperform.

**Non-U. S. Securities Risk:** Non-U.S. markets can be significantly more volatile than domestic markets, causing the prices of a portfolio's investments to fluctuate significantly, rapidly and unpredictably. Non-U.S. securities may be less liquid than domestic securities; consequently, the portfolio may at times be unable to sell non-U.S. securities at desirable times or prices. Brokerage commissions, custodial fees and other fees and expenses associated with securities transactions generally are higher for non-U.S. securities. In the event of a default in connection with certain debt securities issued by foreign governments, the portfolio may have very limited recourse, if any. Additionally, foreign governments may impose taxes which would reduce the amount of income and capital gain available to distribute to investors. Other risks related to non-U.S. securities include delays in the settlement of transactions; less publicly available information about issuers; different reporting, accounting and auditing standards; the effect of political, social, diplomatic or economic events; seizure, expropriation or nationalization of the issuer or its assets; and the possible imposition of currency exchange controls. Emerging market securities are likely to have greater exposure to the risks discussed above. Additionally, emerging market countries generally have less mature economies and less developed securities markets with more limited trading activity, are more heavily dependent on international trade and support, have a higher risk of currency devaluation, and may have more volatile inflation rates or longer periods of high inflation than more developed countries. Emerging market countries also are more prone to rapid social, political and economic changes than more developed countries. To the extent the portfolio invests substantially in securities of non-U.S. issuers tied economically to a particular country or geographic region, it will be subject to the risks associated with such country or geographic region to a greater extent than a portfolio that is more diversified across countries or geographic regions.

**Exchange-Traded Funds Risk:** ETFs charge their own fees and expenses; thus, portfolios that invest in ETFs will bear extra costs, such as duplicative management fees, brokerage commissions and related charges. In addition, there may from time to time be a significant discrepancy between the net asset value of an ETF and the price at which the ETF trades on an exchange.

**Registered Investment Companies Risk:** A portfolio that invests in registered investment companies is indirectly exposed to all of the risks of an investment in the registered investment companies, including the risk that the registered investment companies in which it invests will not perform as expected or that the portfolio will invest in registered investment companies with higher fees or expenses.

**Commodities Risk:** Commodity prices can be extremely volatile and are affected by many factors, including changes in overall market movements, real or perceived inflationary trends, commodity index volatility, changes in interest rates or currency exchange rates, population growth and changing demographics, nationalization, expropriation, or other confiscation, international regulatory, political, and economic developments (e.g., regime changes and changes in economic activity levels), and developments affecting a particular industry or commodity, such as drought, floods, or other weather conditions, livestock disease, trade embargoes, competition from substitute products, transportation bottlenecks or shortages, fluctuations in supply and demand, and tariffs.

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## Item 10 Other Financial Industry Activities and Affiliations - None

In accordance with the policies and procedures stated within SHJ's Code of Ethics, SHJ's Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Persons) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of SHJ clients. This may create a conflict of interest, however, when SHJ is purchasing or considering for purchase any security on behalf of a client. To mitigate this potential conflict of interest, SHJ's Code of Ethics prohibits any Access Person from effecting a transaction in that security in a personal trading account prior to the completion of the purchase on behalf of client or until a decision has been made not to purchase such security. Similarly, when SHJ is selling or considering the sale of any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. 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.

## Item 12 Brokerage Practices – We Do Not Receive Commissions

### The Custodian and Brokers We Use

SHJ does not maintain custody of your assets that we manage (although we may be deemed to have custody of your assets if you give us authority to withdraw advisory fees from your account (*see Item 15 Custody, below*)). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use a discount brokerage firm as the qualified custodian. We are independently owned and operated and not affiliated with any discount brokerage firms. Discount brokerage firms will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use a discount brokerage firm as custodian/broker, you will decide whether to do so and open your account with a discount brokerage firm by entering into an account agreement directly with them. We do not open the account for you.

### How We Select Brokers/Custodians

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

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody);
- capability to execute, clear and settle trades (buy and sell securities for your account);
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);
- breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs), etc.);
- availability of investment research and tools that assist us in making investment decisions;
- quality of services;
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them;

- reputation, financial strength and stability of the provider; and
- their prior service to us and our other clients.

### **Your Custody and Brokerage Costs**

Discount brokerage firms generally do not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your discount brokerage firm account.

### **Brokerage for Client Referrals**

SHJ does not receive referrals from any brokerage firm in exchange for the execution of its clients' transactions at that brokerage firm. SHJ has no incentive to suggest client assets be custodied at any one brokerage firm or another.

### **Directed Brokerage**

SHJ generally does not manage accounts where trades are directed by clients, with the exception of periodic individual holdings a client wishes to hold. Because of this change in the allocations designed by SHJ the risk and return parameters may differ from the original expectations.

### **Aggregated Trades**

SHJ may at its sole discretion aggregate purchases or sales of any security, instrument, or obligation effected for client accounts with purchases or sales of the same security, instrument, or obligation effected on the same day for the accounts of one or more of SHJ's other clients.

SHJ aggregates trades for clients when beneficial (e.g. to lower trading costs if they apply). When trades are aggregated, the trades for all client accounts are added together to make the initial purchase, and then the shares are prorated between client accounts as designated by the Investment Advisory Committee when the initial trade order was placed. The benefit of trade aggregation is reflected in the trading costs of these investments, so that the brokerage commission is minimized.

### **Trade Errors**

In the event of trading errors caused by SHJ employees, it is SHJ's policy to make its clients whole, communicate errors to its clients, and to document errors in its trade error file. Gains arising out of errors will be retained in client accounts while losses will be reimbursed by SHJ to the client. Losses to non-qualified accounts are reimbursed immediately upon discovery via a transfer from SHJ's account to the client, while losses to qualified accounts are reimbursed through an offset of management fees at the next due date for payment of such fees.

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## **Item 14 Client Referrals – Our Greatest Compliment – and Other Compensation**

SHJ will on certain occasions, compensate independent persons or firms ("Solicitors") who have referred advisory clients to us by paying them a portion of the management fee charged on the referred client account. Each client whose accounts are subject to referral fees will be informed in writing of the terms and conditions of the referral fee to be paid. Clients do not pay higher fees as a result of these arrangements. The compensation is paid by SHJ and never by the client.

- Many businesses enlist our firm to establish and maintain a company retirement plan. One of the plans that we offer, called [www.SHJ401k.com](http://www.SHJ401k.com), is internet based. The online plan platform is operated by

ePlan Services, Inc., which provides recordkeeping and administration of each plan. We pay e-Plan a one-time set-up fee on some types of new clients.

- We may compensate professionals who send us their client referrals. These potential clients are advised of the relationship and compensation before we begin working with them.
- SHJ pays Charles Schwab & Co. and TD Ameritrade a Participation Fee quarterly from referred clients' accounts due to SHJ's past participation in the Schwab Advisor Network and the Advisor Direct program. This fee is included in our portion of the management fee and the client pays no additional fees. SHJ no longer participates in either of these referral programs, however, we are obligated to pay Schwab and TD Ameritrade an on-going fee for the client relationships that were established as a result of past referrals.

In the normal course of business, SH&J, subject to certain internal policies and procedures, may provide reasonable business gifts and/or business entertainment to clients, prospects, consultants or Financial Advisers. Similarly, upon the request of a client, prospect, Financial Adviser or consultant, SH&J may provide charitable contributions or other financial support to events, programs or seminars sponsored by or affiliated with such persons. Although these practices may raise certain issues related to conflicts of interest, SH&J believes its policies and procedures adequately address such conflicts.

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## Item 4      Advisory Business

Sharkey, Howes & Javer (SHJ) is a Denver-based fee-only financial advisory firm. The core of our business is to offer objective personal financial planning that provides a thorough evaluation of non-investment related issues including retirement, estate planning, education and family legacies. Our purpose is to help you get answers to your questions and enable you to move towards achieving your financial and life goals.

The firm is owned by Eileen M. Sharkey, Lawrence E. Howes, Joel B. Javer, Mimi N. Hackley, Karlton D. Childress and Harold W. Kirschner and was reorganized from its predecessor firm, Sharkey, Howes, Wagner & Javer, which began in 1990.

### Investment Advisory Services

We provide complete investment services, including investment selection, asset allocation, portfolio design and diversification, retirement portfolio transition planning and ongoing advisory services and recommendations. Our investment management services offer active management of client assets using a combination of no-load mutual funds, some individual stocks, bonds and Exchange Traded Funds (ETF's), interval funds (i.e. limited liquidity investments), municipal and corporate bonds, CD's, Money Markets and other assets. Our services incorporate a client's risk tolerance and provide a tracking system to measure progress towards meeting financial goals.

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| • Retirement Distribution/Income Planning | • Business Planning (minimum charge \$10,000) |
| • Qualified Retirement Plan Selection     | • Mortgage Option Analysis                    |
| • Employee Benefits Analysis              | • Stock Option Analysis                       |

### Assets Under Management

As of December 31, 2016, the Adviser had \$739 million of assets under management, which consists of \$576 million in discretionary assets (assets we manage for our clients) and \$163 million in non-discretionary assets (401(k) assets).

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## Item 5      Fees and Compensation

SHJ is a full service, fee-only investment advisory and financial planning firm. SHJ charge for our services only and do not sell products that generate commissions or compensation to our planners or our firm. As fiduciaries, we always act in good faith and in the best interests of our clients.

### Annual Investment Management Fee

The first \$1,000,000	1.00% of portfolio assets
The next \$1,000,001 up to \$3,000,000	0.80% of portfolio assets
The next \$3,000,001 up to \$5,000,000	0.60% of portfolio assets
Over \$5,000,000	0.50% or less of portfolio assets

The annual investment management fee includes portfolio management and investment selection, monthly statements from the custodian, quarterly performance reports, rebalancing and unlimited consultation.

Our Investment Management fees are generally one percent (1%), or less, of the amount of assets that we manage for you. One-quarter of this fee (.25%), or less, is deducted through direct billing to the custodian at the end of each quarter, based on the account value at that time. Our fee is deducted automatically from your custodial account at the end of each calendar quarter. It is clearly shown on the quarterly statement that we provide to you and on the monthly statement sent independently from your custodian.

Some special client circumstances have us bill clients directly for asset management fees, rather than through their custodial account. New clients may be charged an initial set-up fee to open a new custodial account. If you terminate your relationship with us, we will bill for fees earned up to the date of termination. We may combine the value of related accounts for fee calculation purposes.

In addition, the custodian may charge you a brokerage fee to buy or sell securities. SHJ does not share in any brokerage fees charged by custodians.

Although SHJ has established the aforementioned fee schedule(s), we retain the discretion to negotiate alternative fees on a client-by-client basis. Client facts, circumstances and needs are considered in determining the fee schedule. These include the complexity of the client, assets to be placed under management, anticipated future additional assets; related accounts; portfolio style, account composition, reports, among other factors. The specific annual fees are identified in the contract between the adviser and each client.

## **Financial Planning Services**

The charge for us to develop your personal financial plan is billed by the project and may range between \$2,000 and \$15,000 dollars depending upon the complexity of your situation. In advance of our work, you'll know what cost to expect and we will bill you at the time of service. Financial Planning clients pay an initial retainer of \$500 for work to be completed within six months. Payments made prior to the rendering of services will generally not be refundable if the work has been fulfilled by SHJ. However, fair and proportionate refunds shall be made where services have not yet been rendered.

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

### **Not How We Do Business**

We do not charge performance-based fees.

## **Item 7      Types of Clients**

We offer Financial Planning and Investment Management services to individuals, businesses, trustees and pension plans. Generally our minimum investment account size is \$100,000; although, due to unique client circumstances, we occasionally accept some accounts less than \$100,000.

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

SHJ employs an asset allocation strategy using a fundamental mix of stocks, bonds and cash. We offer many different allocation strategies that help preserve existing assets, provide ongoing income, protect purchasing power, seek long-term growth, or pursue aggressive growth; each of these is designed to fit a client's unique circumstances.

The Investment Committee of SHJ, and the Investment Department, which are composed of our most experienced advisors, is responsible for designing client portfolios using a combination of fundamental and technical analysis. We enhance this process by adding an economic overlay that includes the current market conditions and our estimate of the most likely market conditions in the foreseeable future. Also, we use technical analysis to help evaluate the strength of various asset classes and investments. The sources of information used include: financial periodicals, research materials prepared by others, subscription services, corporate rating services, annual reports to shareholders, prospectuses, company conference calls and other SEC filings. This process allows us to choose those investment assets and the allocation of those assets that we believe are most appropriate for the level of risk and the target return of a particular portfolio. All the portfolios designed by us are compared quarterly against published benchmark portfolios of similar stock/bond ratios for performance and volatility.

The methods we use to analyze investment options vary with the type of security. Mutual fund and interval fund analysis includes an assessment of expenses, fund manager tenure, historic performance against peers, liquidity constraints and the fund's long-term fund performance. Each fund is charted against other funds in their peer group to evaluate recent performance and volatility. Individual stocks are evaluated using fundamental analysis as well as published third party research. Non-investment grade, or high-yield, corporate bonds are analyzed in a similar fashion to corporate stocks, while government and investment grade corporate bonds are evaluated primarily on the basis of their bond rating, and yield to maturity.

Portfolios that invest in high-yield securities are subject to greater credit risk and price fluctuation than portfolios that invest in higher-quality securities. Stocks of small domestic or small emerging market companies may have less liquidity than those of larger established companies and may be subject to greater price volatility and risk than the overall stock market. REITs (Real Estate Investment Trusts) involve risks such as refinancing, economic conditions in the real estate industry, changes in property values, dependency on real estate management, and other risks associated with a portfolio that concentrates its investments in one sector or geographic region. Foreign investments involve risks and opportunities different from domestic investments such as currency rate fluctuations and differences in financial reporting.

We will do our best to tailor a portfolio that meets both the client's return expectations and risk tolerance, but this is not guaranteed. Client's return expectations are subject to the realities of the financial markets and are dependent upon the risk the client is willing to assume.

While our recommended allocation strategy is designed to mitigate exposure to various risks, the client needs to understand that the risks are there and to be prepared to bear losses that may result.

We believe that diversification within a portfolio's assets can help reduce downside volatility and we believe investment portfolios should have a mix of asset classes and securities within each class. However, asset allocation does not ensure a profit or protection against loss and asset allocation may not be appropriate for everyone. Also, allocating assets to a small number of investment options concentrated in particular business or market sectors will subject a portfolio to increased risk and volatility.

At any point in time, a client's investments could be worth more or less than originally invested. SHJ does not represent, warrant, guarantee or imply that the services or methods of analysis employed by the firm can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. Investment in any security or portfolio of securities always carries with it a risk of loss to the investor. Market fluctuations, interest rates, inflation, economic downturns, and individual security performance are some of the possible exposures.

Advice we offer may involve investments in mutual funds. Investment Advisory fees that clients pay to SHJ are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. Mutual fund fees will generally include a fund management fee and other fund expenses. Mutual fund fees are described in the fund's prospectus, which the custodian delivers directly to the client following any purchase of a mutual fund that is new to the client's account. In addition, a prospectus is available online at each mutual fund company's web site which the client may access at any time.

The custodian may charge the client brokerage fees to purchase or sell securities. SHJ does not share in any brokerage fees that may be charged by the custodian. The client should review all fees charged by mutual funds, SHJ and the custodian to fully understand the total amount of fees to be paid by the client.

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**Exchange-Traded Funds Risk:** ETFs charge their own fees and expenses; thus, portfolios that invest in ETFs will bear extra costs, such as duplicative management fees, brokerage commissions and related charges. In addition, there may from time to time be a significant discrepancy between the net asset value of an ETF and the price at which the ETF trades on an exchange.

**Registered Investment Companies Risk:** A portfolio that invests in registered investment companies is indirectly exposed to all of the risks of an investment in the registered investment companies, including the risk that the registered investment companies in which it invests will not perform as expected or that the portfolio will invest in registered investment companies with higher fees or expenses.

**Commodities Risk:** Commodity prices can be extremely volatile and are affected by many factors, including changes in overall market movements, real or perceived inflationary trends, commodity index volatility, changes in interest rates or currency exchange rates, population growth and changing demographics, nationalization, expropriation, or other confiscation, international regulatory, political, and economic developments (e.g., regime changes and changes in economic activity levels), and developments affecting a particular industry or commodity, such as drought, floods, or other weather conditions, livestock disease, trade embargoes, competition from substitute products, transportation bottlenecks or shortages, fluctuations in supply and demand, and tariffs.

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## Item 9      Disciplinary Information

SHJ is proud that none of our team members have ever been charged or accused of any criminal or civil actions. Our firm and its' members have never violated any investment-related statutes or regulations. Thus, there are no legal or disciplinary events to disclose for the advisory firm or any management person of the advisory firm.

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## **Item 10 Other Financial Industry Activities and Affiliations - None**

SHJ, nor any of its management persons are registered or have an application pending to register as a broker-dealer, a registered representative of a broker-dealer, a futures commission merchant, commodity pool operator, commodity trading advisor, nor is there any association with any of these mentioned type of entities.

In accordance with the policies and procedures stated within SHJ's Code of Ethics also stated in Item 11 below, SHJ's Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Persons) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of SHJ clients. This may create a conflict of interest, however, when SHJ is purchasing or considering for purchase any security on behalf of a client. To mitigate this potential conflict of interest, SHJ's Code of Ethics prohibits any Access Person from effecting a transaction in that security in a personal trading account prior to the completion of the purchase on behalf of client or until a decision has been made not to purchase such security. Similarly, when SHJ is selling or considering the sale of any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. 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.

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

### **The Fiduciary Difference**

SHJ employees may, on a limited basis, purchase for their personal accounts the same securities that may be recommended to clients. To support SHJ's desire for complete transparency and to avoid any potential conflicts of interest including personal trades, SHJ has adopted a Code of Ethics (the "Code") which includes formal personal securities transaction and insider trading policies and procedures.

All SHJ employees understand the importance of ethical conduct and the fiduciary obligations owed to our clients. Our employees do not take part in, or exert influence on, any transaction or situation in which their own interests take precedence over the best interests of our clients. Our code of ethics is available to any client or prospective client upon request.

It is impossible in a general policy statement to define all the circumstances and relationships that could be considered unethical; but the list below represents behavior and responsibilities followed by all employees of SHJ.

1. We clearly understand our fiduciary obligation and we adhere to the highest standard of truthfulness, integrity and trustworthiness. We put clients' interests ahead of firm and personal interests.
2. We maintain confidentiality of our clients' information and circumstances.
3. We maintain the utmost good faith and provide full and fair disclosure of all material facts to our clients.



4. We comply with all relevant Federal, State and local Rules, Regulations and Laws and the SHJ Policies and Procedures Manual.

SHJ's Code also requires employees to: 1) pre-clear certain personal securities transactions, 2) report personal securities transactions on at least a quarterly basis, and 3) provide a detailed summary of certain holdings (both initially upon commencement of employment and annually thereafter) over which such employees have a direct or indirect beneficial interest. In accordance with the policies and procedures stated within SHJ's Code of Ethics, SHJ's Access Persons may effect for themselves or for their immediate family (i.e., spouse, minor children, and adults living in the same household as the Access Persons) any transactions in a security which is being actively purchased or sold, or is being considered for purchase or sale, on behalf of any of SHJ clients. This may create a conflict of interest, however, when SHJ is purchasing or considering for purchase any security on behalf of a client. To mitigate this potential conflict of interest, SHJ's Code of Ethics prohibits any Access Person from effecting a transaction in that security in a personal trading account prior to the completion of the purchase on behalf of client or until a decision has been made not to purchase such security. Similarly, when SHJ is selling or considering the sale of any security on behalf of a client, no Access Person may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security. 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.

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## **Item 12      Brokerage Practices – We Do Not Receive Commissions**

When working with us, your investments are held in an independent custodian account, such as Charles Schwab or TD Ameritrade, which is also a broker-dealer. Only broker-dealers can purchase and sell (trade) investments. SHJ receives no commissions or compensation of any kind for investments traded through your broker-dealer.

We strive to work with broker-dealers that offer the best value for their service. In choosing a broker-dealer or negotiating commission rates:

- We seek the most advantageous commission and fee schedule; however,
- Less expensive brokerage transactions costs may be available through other sources.

You may purchase investments directly through your custodian or through any broker-dealer or agent you choose. You may experience brokerage fees that are different from the fees that are charged through the custodial account that we have established for you. The size of our firm allows us to aggregate trades which may improve efficiency and reduce transaction fees.

SHJ employees may occasionally receive minimal economic benefits from independent custodians and other non-clients. Such benefits typically occur in the normal course of business or are part of our due diligence. These may take the form of meals and entertainment, computer linkages, discounts from selected software vendors, gifts of nominal value at conventions or holiday seasons, access to some industry publications and shared expenses for travel and lodging for attendance at education and due diligence meetings. We are very sensitive to conflicts of interest and we do not believe that any of these nominal economic benefits influences our objectivity or negatively influences our sense of fiduciary obligations.

## **The Custodian and Brokers We Use**

SHJ does not maintain custody of your assets that we manage (although we may be deemed to have custody of your assets if you give us authority to withdraw advisory fees from your account (*see Item 15 Custody, below*)). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We recommend that our clients use a discount brokerage firm as the qualified custodian. We are independently owned and operated and not affiliated with any discount brokerage firms. Discount brokerage firms will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use a discount brokerage firm as custodian/broker, you will decide whether to do so and open your account with a discount brokerage firm by entering into an account agreement directly with them. We do not open the account for you.

## **How We Select Brokers/Custodians**

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

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody);
- capability to execute, clear and settle trades (buy and sell securities for your account);
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.);
- breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs), etc.);
- availability of investment research and tools that assist us in making investment decisions;
- quality of services;
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them;
- reputation, financial strength and stability of the provider; and
- their prior service to us and our other clients.

## **Your Custody and Brokerage Costs**

Discount brokerage firms generally do not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your discount brokerage firm account.

## **Brokerage for Client Referrals**

SHJ does not receive referrals from any brokerage firm in exchange for the execution of its clients’ transactions at that brokerage firm. SHJ has no incentive to suggest client assets be custodied at any one brokerage firm or another.

## **Directed Brokerage**

SHJ generally does not manage accounts where trades are directed by clients, with the exception of periodic individual holdings a client wishes to hold. Because of this change in the allocations designed by SHJ the risk and return parameters may differ from the original expectations.

## **Aggregated Trades**

SHJ may at its sole discretion aggregate purchases or sales of any security, instrument, or obligation effected for client accounts with purchases or sales of the same security, instrument, or obligation effected on the same day for the accounts of one or more of SHJ’s other clients.



SHJ aggregates trades for clients when beneficial (e.g. to lower trading costs if they apply). When trades are aggregated, the trades for all client accounts are added together to make the initial purchase, and then the shares are prorated between client accounts as designated by the Investment Advisory Committee when the initial trade order was placed. The benefit of trade aggregation is reflected in the trading costs of these investments, so that the brokerage commission is minimized.

### **Trade Errors**

In the event of trading errors caused by SHJ employees, it is SHJ's policy to make its clients whole, communicate errors to its clients, and to document errors in its trade error file. Gains arising out of errors will be retained in client accounts while losses will be reimbursed by SHJ to the client. Losses to non-qualified accounts are reimbursed immediately upon discovery via a transfer from SHJ's account to the client, while losses to qualified accounts are reimbursed through an offset of management fees at the next due date for payment of such fees.

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## **Item 13      Review of Accounts – Easy-to-Understand Quarterly Reports**

You will receive a quarterly statement from us that details all investment activity, management fees, investment performance and current asset allocation. A graph will illustrate how your portfolio is performing.

Your SHJ advisor reviews your account quarterly. Depending on your preferences, we will meet with you annually or more frequently to review your plan and your portfolio. When you experience a significant change in your financial circumstances, we will update your plan. Plan updates generally include a balance sheet and projections and our recommendations for helping you achieve your revised goals.

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## **Item 14      Client Referrals – Our Greatest Compliment – and Other Compensation**

SHJ will on certain occasions, compensate independent persons or firms ("Solicitors") who have referred advisory clients to us by paying them a portion of the management fee charged on the referred client account. Each client whose accounts are subject to referral fees will be informed in writing of the terms and conditions of the referral fee to be paid. Clients do not pay higher fees as a result of these arrangements. The compensation is paid by SHJ and never by the client.

- Many businesses enlist our firm to establish and maintain a company retirement plan. One of the plans that we offer, called [www.SHJ401k.com](http://www.SHJ401k.com), is internet based. The online plan platform is operated by ePlan Services, Inc., which provides recordkeeping and administration of each plan. We pay e-Plan a one-time set-up fee on some types of new clients.
- We may compensate professionals who send us their client referrals. These potential clients are advised of the relationship and compensation before we begin working with them.
- SHJ pays Charles Schwab & Co. and TD Ameritrade a Participation Fee quarterly from referred clients' accounts due to SHJ's past participation in the Schwab Advisor Network and the Advisor Direct program. This fee is included in our portion of the management fee and the client pays no additional fees. SHJ no longer participates in either of these referral programs, however, we are obligated to pay Schwab and TD Ameritrade an on-going fee for the client relationships that were established as a result of past referrals.

In the normal course of business, SH&J, subject to certain internal policies and procedures, may provide reasonable business gifts and/or business entertainment to clients, prospects, consultants or Financial Advisers. Similarly, upon the request of a client, prospect, Financial Adviser or consultant, SH&J may provide charitable contributions or other financial support to events, programs or seminars sponsored by or affiliated with such persons. Although these practices may raise certain issues related to conflicts of interest, SH&J believes its policies and procedures adequately address such conflicts.

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## **Item 15 Custody – Where Your Money Resides the “Check and Balance”**

SHJ does not have custody of your funds. Your funds (investments) are held, purchased and sold through an independent custodian. You will receive monthly statements and trade confirmations from your custodian. In addition to statements sent directly from the broker-dealer, SHJ will also provide reports. As a “check and balance” clients are urged to compare their custodian’s statement to their SHJ statement and notify us immediately of any discrepancy between the two.

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## **Item 16 Investment Discretion We Work For You**

When you work with us you receive an Investment Advisory Agreement that gives us “limited discretion”. After we have developed a portfolio that meets with your approval, we will need to make changes as quickly as possible when required. To do this effectively, we must have discretion to make investment transactions on your behalf. Your custodian will send you confirmations of any changes we make for you.

This discretion is limited to the ability to conduct trades, collect fees and download information between SHJ and your custodian. It does not enable SHJ to direct investments in any manner that is not for your direct benefit. Your investments are purchased and sold through your custodial account. You may purchase investments directly through your custodian or through any broker or agent you choose. If we feel that your investment is not in your best interest, or it is an investment that is outside of our scope of work, it will be set up as a separate account and you may monitor it outside of your SHJ account.

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## **Item 17 Voting Client Securities**

Funds that you are invested in will solicit you directly regarding voting or company proxies. You may want to participate in the voting process of the funds and firms they are invested in. We do not advise or take any action regarding voting mutual fund or company proxies that you may be invested in.

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## **Item 18 Financial Information**

There are no financial conditions that are reasonably likely to impair our ability to meet contractual commitments to our clients.



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