

Firm Brochure

(Part 2A of Form ADV)

Palo Capital, Inc.

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This brochure provides information about the qualifications and business practices of Palo Capital, Inc. If you have any questions about the contents of this brochure, please contact us at 949-715-2126, or by email at info@palocapital.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.

Any reference to or use of the terms “registered investment adviser” or “registered,” does not imply that Palo Capital, Inc. or any person associated with Palo Capital, Inc. has achieved a certain level of skill or training.

Additional information about Palo Capital, Inc. is available on the SEC’s website at www.adviserinfo.sec.gov.

March 27, 2017

Material Changes

Revised March 27, 2017

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

Palo Capital, Inc. (“PCI”) reviews and updates our brochure at least annually to confirm that it remains current. PCI has made no material changes since our last annual update brochure dated March 29, 2016.

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Advisory Business

Firm description. Palo Capital, Inc. (“PCI,” “we,” “our,” or “us”) is an investment advisory firm that manages investment portfolios on a discretionary basis for individuals, pension and profit-sharing plans, estates, trusts, and not-for-profit organizations. PCI was founded in 2005.

PCI is strictly a fee-only investment management firm. The firm does not sell any products for which it receives a commission. The firm is not affiliated with entities that sell financial products or securities. No finder’s fees are accepted.

PCI does not take possession or custody of the funds or securities of any client. Assets are held in separate accounts registered in each client’s name at a brokerage firm. Client assets are not commingled with assets of other clients. As described under “Brokerage Practices” below, PCI generally recommends Charles Schwab & Co., Inc. (“Schwab”) to its clients as the preferred broker-dealer and custodian. PCI has an established relationship with Schwab and may in the future establish relationships with other broker-dealers.

Firm owners. PCI is a corporation whose majority ownership is held by Kevin O’Grady, Nella Webster and members of their family. Kevin Barlow, Managing Director, and Puneet Sahi, Co-Chief Investment Officer, hold minority ownership positions.

Services offered. PCI provides investment supervisory services, also known as asset management services. At the outset of the relationship with each client, PCI assesses the client’s financial and tax situations and investment objectives. These objectives are documented in a written investment policy statement. PCI invests assets in client-specific portfolios appropriate to the client’s circumstances. Clients may impose restrictions on investing in certain types of securities.

Investments are made only in securities traded on a public exchange. Investments are primarily made in equities of individual companies traded on a U.S exchange. However, investments may also include foreign securities, exchange-traded funds (ETFs), including leveraged and inverse ETFs, mutual funds, options, U.S. Treasury securities, and debt issues of corporations and government entities.

PCI sometimes provides limited consultation services to its investment management clients on investment and non-investment related matters. When PCI provides such consultation services, PCI generally does not charge any fee for such services other than the investment management fees described below.

As of February 28, 2017, PCI managed \$262,819,069 in client assets. All of these assets were managed on a discretionary basis. No assets were managed on a non-discretionary basis. The \$262,819,069 in managed client assets includes assets managed for firm employees and principals.

Legal agreements. PCI clients enter into a Discretionary Investment Management Agreement with each of its clients. This agreement sets forth the terms and conditions under which PCI manages clients’ assets. Such agreements may be terminated by the client within the first five business days without any fees or penalties. Once the initial five-day period has passed, clients may terminate the agreement effective 30 days following written notice to PCI.

Clients also enter into a separate custodial/clearing agreement with the broker who will hold custody of their assets. PCI is not a party to this agreement.

Redemption restrictions. The Palo Market Neutral strategy employs a long-short investment strategy with frequent trading. Withdrawals from the strategy may disrupt the investment process and negatively impact investment performance. Therefore, PCI requires that clients investing in the strategy provide a minimum of 30 days' advance notice of fund withdrawals.

Fees and Compensation

Fee schedules. For accounts held at Schwab or Interactive Brokers, advisory fees are charged based on the average daily value of a client's assets under PCI management during the billing period. For all other accounts, advisory fees are charged based on the average of the month-end balances for the three calendar months included within the quarter. Like many investment advisors, PCI's fee schedules are "tiered." This means that the rate charged declines as the amount of assets under management passes certain thresholds. For purposes of the tiers within the fee schedules shown below, PCI generally combines assets from different accounts held by members of a client's immediate family living in the same household.

Fee schedule for equity and balanced accounts. For accounts holding either equities (stocks or stock funds) or a mix of equities and fixed income assets, the fee schedule is as follows:

First \$500,000	1.30% per annum
Next \$500,000	1.25% per annum
Next \$1.0 million	1.10% per annum
Next \$2.0 million	1.00% per annum
Next \$2.0 million	0.90% per annum
Amounts above \$6.0 million	0.85% per annum

Fee schedule for accounts holding only fixed income. For accounts holding only fixed income securities (bonds and bond funds) and cash or cash equivalents, the fee schedule is as follows:

First \$500,000	0.50% per annum
Next \$500,000	0.40% per annum
Amounts above \$1.0 million	0.35% per annum

Fee schedule for education savings plan accounts. For accounts holding only assets in Section 529 savings plans, the fee is 0.50% per annum.

Performance-based fees. For accounts invested in the Palo Market Neutral strategy, PCI may also receive compensation based on the investment performance we achieve for such client accounts. Typically, the performance-based fee is equal to 20% of the amount by which appreciation in the client's account exceeds a minimum return (a "hurdle rate"). The performance fee may be subject to a high water mark requirement, as described in the investment management agreement with the client. PCI may receive the performance allocation with regard to unrealized appreciation as well as realized gains in the client's account. Performance-based fee structures are only available to clients that meet certain regulatory guidelines. See ***Performance-Based Fees*** below for more information.

Fee schedule exceptions. Exceptions to the preceding fee schedules are: (i) fees for accounts of \$6,000,000 or more are sometimes negotiated; (ii) advisory fees are discounted by 25% for

family members of PCI employees and for not-for-profit charitable organizations; (iii) PCI employees are not charged advisory fees; and (iv) fees for accounts moving from other advisors may be modified on a time-limited basis.

How fees are billed. Investment management fees are billed quarterly, in arrears, meaning that invoices are sent after each three-month calendar quarter has ended. Payment is due upon invoice presentation. Fees are deducted from client accounts unless there are tax or legal reasons for payment of fees from a different source. In such cases, clients may be billed.

Minimum fee. The minimum quarterly fee per client is \$750. There is no minimum fee per account. PCI has discretion to waive the minimum fee depending on circumstances.

Fees paid to other parties. PCI clients may be charged fees by third parties such as custodians, brokers, and mutual funds in connection with PCI's management of their accounts. These fees are separate from fees which clients pay to PCI. PCI has structured its custodial and trading relationships and its investment practices so that these fees are kept very small in relationship to the amount of each client's assets. Examples of these fees are as follows:

- Brokers through whom PCI executes trades charge commissions or transaction fees on the purchases or sales of most securities except certain mutual funds.
- Custodians who hold clients assets may charge for certain services such as wire orders or handling tender offers.
- Mutual funds incur costs for the services of the fund manager and other items. These costs are referred to as the "expense ratio." A fund with an expense ratio of 0.80% means that costs paid out of fund assets equal eight-tenths of one percent of fund assets. Although the accounts of investors in mutual funds do not see a separate charge, these costs are paid from assets of the fund's investors. The expense ratio is one reason why PCI generally invests through securities other than mutual funds.

Performance-Based Fees

For qualified clients investing in the Palo Market Neutral strategy, PCI charges a performance-based incentive fee in combination with an asset-based fee.

Performance-based fees will only be available to clients that satisfy the required internal and regulatory qualifications. The fee is generally a percentage of the amount by which the appreciation of the client's account during the quarter exceeds a minimum return (a "hurdle rate"). The performance allocation is payable if, and to the extent that, the net capital appreciation of the client's account for the quarter exceeds any net capital depreciation in the account (adjusted pro rata for any deposits or withdrawals), subject to any hurdle rate and high-water mark requirements. The details of how the performance fee is calculated and assessed are stated in an Investment Management Agreement provided to each such client.

Managing accounts under different fee arrangements may create a conflict of interest. Performance-based fee arrangements may create a conflict of interest for portfolio managers in that they may create incentives to:

- Allocate investment opportunities that they believe might be the most profitable to performance-based fee accounts; and/or

- Make investments with more risk or that are more speculative than those that might be recommended under a different fee arrangement.

PCI has adopted policies and procedures reasonably designed to address these types of conflicts. Specifically the policies and procedures are designed to allocate investment opportunities between accounts on a fair and equitable basis over time and prevent non-suitable investments in clients' accounts.

Types of Clients

PCI provides investment advice to individuals, participants of pension and profit sharing plans, trusts, estates, and charitable organizations.

The minimum account size is \$300,000 of household assets under management. PCI has discretion to waive this minimum. Clients with less than \$300,000 in assets may be accepted when it is anticipated that the client will add additional funds to bring the total to \$300,000 within a reasonable time. Clients with assets below \$300,000 are still subject to the minimum quarterly fee of \$750. PCI has discretion to waive the minimum fee.

Methods of Analysis, Investment Strategies and Risk of Loss

Analysis methods. PCI's investment approach is based primarily on analysis of financial and other fundamental data. PCI employs a proprietary valuation framework called "Quality At a Discount." This approach combines various valuation, quality, and risk metrics designed to address the questions of "how good is a company's business?" and "how cheap is the stock?" We systematically rank securities in our coverage universe in relative value attractiveness as a quantitative overlay to our fundamental investment process.

Because financial data is inevitably historical in nature, PCI also employs approaches in addition to fundamental analysis in order to develop inferences about future security prices. These approaches include but are not limited to:

- Technical analysis of price and volume trading patterns
- Identification of trends which may impact certain companies or industries
- Review of holdings and transactions of company insiders and investors with a history of successful investment in certain companies or industries

Sources of information used include financial newspapers and magazines, Bloomberg and other online securities databases, filings with the Securities and Exchange Commission, company press releases, company conference calls and other presentations, inspections of corporate activities, research materials prepared by others, and corporate rating services.

Investment strategies. Investments are restricted to publicly traded securities. For equities, PCI invests primarily in stocks of individual companies. However, PCI also invests in ETFs, including leveraged and inverse ETFs, mutual funds and options contracts. Options are generally used only to reduce risk of a decline in a current holding by selling covered call options. Clients are offered a choice as to whether or not they wish to allow the use of options in their accounts. PCI may also employ short-selling in accounts in which it is permitted. Short-selling is a more complex investment strategy that entails exposure to losses which are at least theoretically unlimited. Clients are offered a choice as to whether or not they wish to allow the use of short-selling in their accounts. Under most market conditions, PCI employs a patient, low turno-

ver investment approach, targeting long-term gains, especially in taxable accounts. However, when deemed appropriate for a particular account or market condition, PCI may engage in short-term trading. For fixed income investments, PCI invests in both mutual funds and individual bonds depending on client needs and market conditions.

PCI offers clients the following types of accounts:

- Capital Appreciation Accounts seek to maximize long-term capital appreciation by investing in equity securities without constraints based on market capitalization, style, asset class, country, or industry sectors. Investments may include both domestic and non-U.S. companies, and usually include greater exposure to smaller capitalization stocks in comparison to major market indices. Minimizing short-term volatility is not an explicit objective. However, during periods of perceived elevated market risk, PCI may raise cash, use option strategies, or engage in short selling in accounts for which these tactics are permitted.
- Core Equity Accounts seek to achieve risk-adjusted returns which on a long-term basis exceed those of the S&P 500 index. Securities are selected from the largest 1,200 companies in the Russell 3000 index.
- Equity Income Accounts seek to generate long-term returns of 6-9% while maintaining a lower risk profile than the S&P 500. Securities are selected from the largest 600 companies in the Russell 1000 index. Equity Income targets companies with durable business models, consistent earnings, and a pattern of returning cash flow to shareholders.
- Balanced Accounts hold a mix of equities, fixed income securities, and/or alternative investment vehicles. The equities are managed under one of the above equity strategies described above. The amounts and types of fixed income and alternatives are dependent on market conditions and individual client factors.
- Palo Market Neutral Accounts invest equal dollar values in long and short investments in equity securities. Investment selections are driven by a proprietary trading system which incorporates a range of technical and fundamental indicators. Portfolios are drawn from a universe of approximately 1,800 U.S. equities that meet certain minimum trading volume and market capitalization criteria. Holding periods for securities typically average about two to four weeks, but may be as short as one to three days.

PCI seeks to maintain diversification in client portfolios in terms of the number of securities and the distribution of securities among different industries. However, the degree of diversification is usually less than that practiced by most investment managers. Furthermore the mix of industries in client portfolios often differs significantly from the industry distribution of the broad market. Hence, the decisions that PCI makes as to stock selection and weighting of various industries may cause PCI's client portfolio to do materially worse than the market when PCI "gets it wrong" or to do materially better than the market when PCI "gets it right."

Risk of loss. Every investment program exposes the investor to certain risks. Investors must be aware that these risks could result in a decline in the value of their assets. Risks to which PCI clients are exposed and which PCI continually balances against the opportunity for gain include:

- Market risk. The price of a security or a portfolio may decline due to a general decline in markets for financial assets. Such declines occur periodically and can be triggered by many different combinations of political and economic events.
- Business risk. Individual securities may decline due to a wide variety of adverse events impacting specific companies or industries. For example, oil-drilling companies depend on finding oil and then being able to sell it at a price high enough to generate enough profit to justify their stock price. Technology companies depend on getting attractive products to market before their competitors do.
- Financial risk. Excessive borrowing to finance a company's operations increases risk because the company must pay interest on its debt in good times and bad. During economic downturns, companies with high debt levels run a greater risk of bankruptcy or having their stock value decline due to a sharp profit decline.
- Liquidity risk. Liquidity is the ability to readily convert an investment into cash. Assets are more liquid if the asset can be readily bought and sold. Treasury bills are highly liquid, while real estate properties are not. Some studies have shown that less liquid stocks (stocks with lower trading volumes) outperform more liquid stocks over time. In market downturns such as 2008 however, less liquid securities generally decline in value much more than more liquid stocks.
- Inflation risk. Inflation reduces the purchasing power of assets. If assets do not generate a return higher than inflation, the investor is actually losing purchasing power.
- Currency risk. Investment returns are influenced by fluctuations in the relative value of different currencies. When the dollar declines against other currencies, foreign stocks and commodity-based stocks generally do well. When the dollar is strong, the opposite usually occurs.
- Interest-rate risk. Fluctuations in interest rates often impact investment prices. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.
- Reinvestment risk. If interest rates decline, future proceeds from investments may have to be reinvested at a lower rate of return. This primarily relates to fixed income securities.
- Risks of owning specific securities.
 - Equity securities represent an ownership position in a company. Equity securities typically consist of common stocks. The prices of stocks and the income they generate (such as dividends) may fluctuate based on events specific to the company that issued the shares, conditions affecting the general economy and overall market changes, changes or weakness in the business sector the company does business in, and other factors. Further, prices of these securities can be affected by financial contracts held by the issuer or third parties (such as derivatives) relating to the security or other assets or indices. There may be little trading in the secondary market for particular equity securities, which may adversely affect the ability to value accurately or dispose of those equity securities. Adverse publicity and investor perceptions, whether or not based on fundamental analysis, may decrease the value and/or liquidity of equity securities.

- Small capitalization equities. Investing in smaller companies can pose additional risks in that it is often more difficult to value or sell small company stocks, more difficult to obtain information about them, and their prices may be more volatile than stocks of larger, more established companies. Investors in small capitalization equities should have a long-term perspective and be able to tolerate potentially sharp declines in value.
- American Depositary Receipts (ADR). An ADR is a security that trades on a U.S. exchange but represents a specified number of shares in a foreign corporation. Investors buy and sell ADRs on American markets just like other stocks. Some banks and brokerage firms issue/sponsor ADRs. ADRs may be subject to additional risks, including, but not limited to, less complete financial information available about foreign issuers, less market liquidity, more market volatility, and political instability. In addition, currency exchange-rate fluctuations affect the U.S. dollar-value of foreign holdings.
- Debt securities (bonds). Issuers use debt securities to borrow money. Generally, issuers pay investors periodic interest and repay the amount borrowed either periodically during the life of the security and/or at maturity. Alternatively, investors can purchase other debt securities, such as zero coupon bonds, which do not pay current interest but are priced at a discount from their face value. The investor realizes a return on such securities to the extent that their value rises over time towards face value at maturity. The market prices of debt securities fluctuate depending on such factors as interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and increase when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk.
- Options. Options may involve certain costs and risk such as liquidity, market, and credit, risks, and the risk that a position might not be closed when most favorable. With the sale of "naked" options, the investor is exposed to the risk of a loss which could be a multiple of the amount received for the option. The options agreements entered into by most PCI clients do not permit use of naked options, and limit option use to the sale of "covered" call options on stocks which the client holds. The sale of covered call options is intended to produce additional income for the client's account or to limit downside risk. However, selling covered call options may limit upside gains in some circumstances.
- Leveraged and inverse ETFs. Leveraged ETFs seek to deliver multiples of the performance of the index or benchmark they track. Some ETFs are "inverse" or "short" funds, meaning that they seek to deliver the opposite of the performance of the index or benchmark they track. Some funds are both leveraged and short, meaning that they seek to achieve a return that is a multiple of the inverse performance of the underlying index. Most leveraged and inverse ETFs "reset" daily, meaning that they are designed to achieve their stated objectives on a daily basis. Due to the effect of compounding, their performance over longer periods of time can differ significantly from the performance (or inverse of the performance) of their underlying index during the same period of time. This effect is magnified by the use of leverage. Therefore, leveraged and inverse ETFs that are reset daily may be unsuitable for retail investors who plan to hold them for weeks or months, particularly in volatile markets.
- Additional risks of investing in the Palo Market Neutral strategy.

- Short sales. Equal dollar values are invested long and short within this strategy. The short positions represent transactions in which the account sells securities it does not own. A short sale exposes an account to the additional risk that it may be required to cover the short position when the securities have appreciated in value, resulting in a loss. A short sale creates the risk of a theoretically unlimited loss, in that the price of the underlying security could theoretically increase without limit, thus increasing the cost of buying those securities to cover the short position. There can be no assurance that the security necessary to cover a short position will be available for purchase. Purchasing securities to close out the short position can itself cause the price of the security to rise further, thereby exacerbating the loss. In addition, there may be risk that the counterparty to the short sale may fail to honor its contractual terms, resulting in a loss. The long-short positions are intended to increase returns and reduce risk; however, depending upon the mix of stocks and level of volatility in the markets, this strategy may be exposed to risks that may result in significant losses, including possible loss of principal.
- Technical analysis. Investment selections for this strategy are driven by a proprietary trading system, which incorporates a range of technical and fundamental indicators. Portfolios are drawn from a universe of U.S. equities that meet certain minimum trading volume and market capitalization criteria. Technical analysis requires price movement data, which is used to make market entry and exit decisions. In a trendless or erratic market, a technical analysis method may fail to identify profitable trends. The proprietary trading system on which the Palo Market Neutral strategy is based may be subject to a possible decline in effectiveness should an increasing number of investors begin using substantially similar strategies.
- Frequent trading. This strategy is expected to have high turnover in investment positions. Strategies that utilize frequent trading incur increased brokerage and other transaction costs and fees. Trading fees lower the performance of an account over time.
- Conflict with other PCI investment strategies. Some desired short positions for the Market Neutral strategy may be restricted from implementation if the security is held long within PCI's core equity portfolios, in an effort to minimize conflicts of interest between client accounts. This may cause accounts invested in the strategy to not take a position that is otherwise recommended by the proprietary trading system.
- Limited operating history. The strategy has an operating history at PCI of less than one year. The past investment performance of the strategy and its portfolio managers at other entities with which they have been affiliated may not be a valid indicator of the future results of the strategy at PCI.
- Performance-based fees. Performance-based fees may create an incentive for PCI to recommend an investment that may carry a higher degree of risk to the client. See *Performance-Based Fees* above.

Disciplinary Information

Neither PCI nor any of its employees have ever been involved in any legal or disciplinary events related to any investment advisory activity.

Other Financial Industry Activities and Affiliations

PCI has no arrangement with any related person involved in providing financial services other than those provided directly by PCI.

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

Code of Ethics. All PCI employees have individually committed to a Code of Ethics designed to comply with Rule 204A-1 of the Investment Advisers Act of 1940. The firm will provide a copy of the Code of Ethics to any client or prospective client upon request.

This Code establishes rules of conduct for PCI employees. It is based on the principle that PCI and its employees owe a fiduciary duty to put our clients' interests first, and to avoid any actual or potential conflicts of interest or any abuse of our position of trust and responsibility. Specific duties addressed in the code include:

- The duty to have a reasonable basis for the investment advice provided;
- The duty to ensure that investment advice is suitable to meeting the client's individual objectives and circumstances;
- The duty to seek best execution for client transactions when PCI is in a position to direct brokerage transactions for the client;
- The duty to refrain from trading in securities for their personal portfolios where their decision is substantially derived from their employment, unless the information is also available to the investing public on reasonable inquiry; and
- The duty to conduct personal securities transactions in a manner that places clients' interests before personal interests.

Participation or Interest in Client Transactions. PCI employees commonly invest in securities in which we invest client assets. We believe that this practice of "eating our own cooking" helps ensure maximal involvement with our investment processes and contributes to better investment results for our clients.

However, this approach creates a potential conflict of interest. For securities that are not highly liquid, trades by PCI employees could raise the prices paid by PCI clients on purchases, or lower the prices received by clients on sales, if the personal trades are placed in such manner that they compete with client trades. Hence, trading by PCI employees in their personal accounts is governed by policies designed to eliminate any impact from competition with client orders. These policies prohibit trading in a manner that takes personal advantage of price movements caused by client transactions and direct that personal securities transactions must never adversely affect clients. An "Access Person" is any employee who provides investment advice or who participates in portfolio management decisions at PCI. PCI's Access Persons must receive pre-clearance from the Chief Compliance Officer prior to transacting in their personal account for any purchase or sale that involves a security that PCI is trading in client accounts, or recommending to clients (except when the transaction is of a *de minimis* value as defined in our Code of Ethics).

Although this policy is designed to protect the interests of PCI clients, it cannot guarantee that client trades will always be made at a better price than trades in PCI personal accounts due to fluctuations in market prices from minute to minute.

Personal trading. The Chief Compliance Officer of PCI is Kevin F. O’Grady. Each quarter, he reviews trading activity for those employees who are deemed to be Access Persons to assess compliance with PCI’s policies and procedures governing personal trading.

Internal cross transactions. From time to time, a client may need to sell a security that we think is a good fit for another client’s account. In this case, we may internally cross the security from the account of the selling client to the buying client’s account. We will only do this when the proposed transaction is in the best interests of both clients. We do not “dump” a security into a client’s portfolio just because another client needs to sell, nor do we decide to sell a security from one client’s account just because another client needs a similar security. Usually, this situation comes up with fixed income securities where we can get a better deal for both clients by crossing the security instead of going into the open market to complete separate transactions.

The price for a cross transaction will be determined by an independent broker-dealer, and is usually the mid-point between the best bid and offer prices available for the size of the transaction. We will also take into account any additional fees charged to cross the security to ensure that the transaction is still appropriate for both clients. PCI does not act as broker for any cross transactions effected for clients, and will never receive any commissions or other compensation for these trades (other than our normal advisory fees for managing the accounts).

Brokerage Practices

Custodian and brokers. PCI does not maintain custody of client assets. Client assets must be held in an account at a “qualified custodian” who is usually a broker-dealer. We generally recommend that our clients use Charles Schwab & Co., Inc. (Schwab) as the custodian. For the Palo Market Neutral Strategy, we recommend Interactive Brokers (IBKR) as the custodian. Schwab and IBKR (“Our Custodians”) are registered broker-dealers. PCI is independently owned and not affiliated with either Schwab or IBKR. Our Custodians hold our clients’ assets in a brokerage account and buy or sell securities when PCI or the client instructs them to do so. Although PCI recommends Our Custodians, it is the client’s decision whether to engage them as their custodian. Clients open accounts with Our Custodians by entering into an account agreement directly with one or both of them. We do not open the account for our clients, although we typically assist with this process. When one of Our Custodians is the custodian for an account, we can still use other brokers to execute trades subject to the issues discussed below.

How we select custodians/brokers. In choosing a custodian/broker, our objective is to choose a firm whose services are the most advantageous on an overall basis taking into account a wide range of factors including the following:

- Combination of trade execution services and asset custody services
- Capability to execute, clear, and settle trades
- Capability to facilitate transfers and payments to and from accounts
- Cost of the services offered, and willingness to negotiate the prices
- Reputation, financial strength, and stability

- Availability of specialized personnel and software that assist PCI in delivering our services

Costs for custody and brokerage services. For PCI clients' accounts, Our Custodians do not charge separately for custody services. Our Custodians are compensated by charging commissions or other fees on trades that they execute or settle in our clients' accounts. PCI does not receive any payment for commissions incurred as a result of its clients' trades.

Clients may direct that trades in their accounts are placed through a specific broker other than Our Custodians, although this may result in higher costs. If we route a trade for your account through a different broker-dealer, Our Custodians charge a "trade away" fee. This fee is in addition to the compensation paid the executing broker-dealer. To minimize trading costs, we execute almost all trades through the custodian holding your account. This approach is consistent with our duty to seek "best execution," which means the most favorable terms for a transaction based on all relevant factors. While PCI believes that Our Custodians' commission rates are very competitive in view of the services they provide, for almost any transaction there will be a broker-dealer offering a lower commission rate. In determining whether to use one of Our Custodians or another broker-dealer, PCI uses its good faith judgment taking into consideration:

- Execution capabilities (the dollars at issue here often exceed commissions)
- Brokerage commissions rates
- Size and execution difficulty of the transaction
- Quality of the overall brokerage and customer service provided by a broker-dealer

Products and services available to PCI from Schwab. Schwab Advisor Services™ is the part of Schwab that serves independent investment advisory firms like PCI. Schwab Advisor Services provides PCI and our clients access to institutional brokerage services (trading, custody, reporting, etc.) some of which are not generally available to Schwab retail customers. Some of these services offer direct benefit to our clients. Other services help PCI manage our clients' accounts or help us manage our business as further described below.

Schwab provides PCI services that may not directly benefit our clients. Schwab makes available to PCI products and services that directly benefit PCI but may benefit our clients only indirectly. Examples include:

- Investment research, both Schwab's own and that of third parties
- Specialized software and electronic data downloads
- Access to institutional brokerage trading and customer service personnel
- Consulting on technology, compliance, legal, and business issues
- Publications and conferences on practice management and business succession
- Educational events, some of which involve entertainment for PCI personnel
- Discounts on various business services such as UPS delivery and liability insurance

These services may represent an economic benefit to PCI in that PCI is either not charged for these services or charged at a rate lower than the rate which might apply absent PCI's relationship with Schwab. PCI is obligated to note that this situation is a potential conflict of interest. However, after considering the scope, quality, and price of Schwab's services in comparison to

those of alternative custodian broker/dealers, we believe that our decision to work with Schwab is in the best interests of our clients.

Best execution. Generally, PCI reviews the execution of trades at each custodian each quarter. Trading fees charged by broker/dealers are also generally reviewed on a quarterly basis. PCI does not receive any portion of the trading fees.

Soft dollars. Arrangements under which an investment advisor receives research or other products or services in return for directing business to a broker-dealer are referred to as “soft dollar” arrangements. While such arrangements may be consistent with the best interests of the advisor’s clients, PCI has no such arrangements at present.

Order aggregation. PCI commonly aggregates trades across multiple accounts in an effort to obtain the best overall price on such transactions and fairness to all clients. In addition, we believe that aggregating trades is consistent with the duty to seek best execution for our clients. No advisory client will be favored over any other client, and each account that participates in an aggregated order will participate at the average share price per custodian for all transactions in that security on a given business day. Personal trades of PCI employees are generally not included in these “block” trades. However, PCI employees who are advisory clients of PCI and who are not engaged in portfolio management may have their personal securities trades included in the same block with other client trades.

Smaller client trade orders (e.g., trade orders entered in response to PCI’s review of a client’s account) are commonly executed on an individual basis and are not included in block trades.

Review of Accounts

Periodic reviews. PCI conducts the following reviews:

- Individual securities. On a continuous basis, all securities held in PCI’s equity strategies are monitored by Kevin O’Grady and Puneet Sahi for news developments and technical activity (price and volume data). Each security is rated against all equities followed by PCI as to its relative attractiveness. On at least a quarterly basis, PCI also reviews each company’s financial data, industry outlook, fit with PCI’s investment themes and macroeconomic outlook, and whether PCI’s investment thesis for the security remains intact.
- Investment strategy. On a quarterly and ongoing basis, PCI’s investment committee conducts a review of its investment strategies. This process encompasses a review of data and third-party research on macroeconomic conditions. PCI’s investment themes are reviewed in terms of market performance, economic conditions, business cycles, and technology, political, and social developments related to these themes. The trading system utilized for the Market Neutral strategy is maintained by R. Kent Madsen.
- Account reviews. Generally, the performance of all accounts is monitored on a daily basis and reviewed at least quarterly. A more detailed annual review is conducted at least once a year by Kevin O’Grady, Kevin Barlow, Puneet Sahi, and/or Nella Webster O’Grady.

Review triggers. Events which can trigger additional reviews beyond those described above include (i) unfavorable performance against account benchmarks; and (ii) changes in a client’s financial situation or objectives.

Client reports. In addition to the custodian statements, communications by PCI with its clients include:

- Quarterly performance reports comparing account performance to benchmark indices
- Annual detailed written report on PCI's economic and investment outlook.
- Quarterly written updates on PCI's investment outlook and strategy.
- Periodic written commentaries on market developments.
- Annual phone or in person meeting to review client's accounts and investment objectives.
- Ad hoc phone or email communications on market conditions, clients' accounts, or clients' investment objectives.

Client Referrals and Other Compensation

Incoming referrals. PCI enjoys an ongoing flow of prospective client referrals. These referrals came from current clients, accountants, attorneys, friends of our employees and other sources. Generally, the firm does not compensate any unaffiliated third-parties for these referrals. However, there are instances when we may compensate former associated persons for prior client referrals. In such cases, we will compensate former associated persons by paying a referral fee in accordance with the requirements of Rule 206(4)-3 of the Investment Advisers Act of 1940. The former associated person will disclose the nature of the relationship with PCI at the time of the solicitation. In addition, the former associated person will provide each prospective client with a copy of this brochure and a copy of a written disclosure statement disclosing the terms and conditions of the arrangement between PCI and the former associated person, including the compensation that person will receive from PCI.

Referrals out. PCI frequently assists clients or prospective clients with their needs by referring them to accountants, attorneys, CPAs, independent trustees, and other financial services firms and professionals. PCI only refers clients to professionals we believe are competent and qualified in their field. It is ultimately the client's responsibility to evaluate the provider. Clients are under no obligation to purchase any products or services through these professionals, and PCI has no control over the services provided by another firm. Clients who choose to engage these professionals will sign a separate agreement with the other firm. Fees charged by the other firm are separate from fees charged by PCI. PCI does not accept referral fees or any form of remuneration from these firms or professionals when we refer a prospect or client to them.

Custody

All assets of PCI clients are held at qualified custodians, usually Charles Schwab. These custodians provide account statements at least quarterly directly to clients at their address of record. These statements will reflect their funds and securities held with the qualified custodian as well as any transactions that occurred in the account. Clients should compare the account statements received directly from their custodians to the performance reports provided at least quarterly by PCI. These reports will often differ somewhat due to trades that have not yet settled on the last date of the report period. However, if there is any material discrepancy not easily explained by unsettled trades, clients should alert PCI to the discrepancy and request clarification of the discrepancy. Clients who do not receive a statement from their qualified custodian at least quarterly should notify us.

While PCI does not hold client assets, under certain government regulations we are deemed to have limited custody of clients' funds or securities when clients authorize us to deduct our advi-

sory fees directly from the client's account. The client's custodian statements will reflect the deduction of our fee.

Investment Discretion

PCI clients assign to PCI discretionary authority to manage their investment accounts. Discretionary authority means that PCI has the authority to direct security transactions in client accounts without obtaining separate client consent for each trade. It would be impractical for PCI or similar firms to manage client accounts without discretionary trading authority unless the investment advisory fees were much higher and/or the investment strategies were much simpler.

Discretionary trading authority is assigned to PCI by means of a "limited power of attorney" ("LPOA") by which clients grant to PCI certain specified powers related to trading securities. This LPOA is revocable by the client at any time for any reason.

Voting Client Securities

With few exception, PCI cannot vote proxies on client securities. However, clients may call us if they have questions about a particular solicitation. If a proxy vote entails a conflict of interest for PCI, this conflict will be disclosed if a recommendation is made. PCI will not be deemed have proxy voting authority solely as a result of providing advice or information about a particular proxy vote to a client.

Financial Information

PCI does not have any financial impairment that will preclude the firm from meeting contractual commitments to clients. A balance sheet is not included here because PCI does not serve as a custodian for client funds or securities, and does not require prepayment of fees.

Business Continuity Plan

PCI has a Business Continuity Plan in place that provides detailed steps to mitigate and recover from the loss of office space, communications, services or key people due to disasters or other causes. Electronic files are backed up daily and archived offsite.

Information Security Program

Information security. PCI maintains an information security program to reduce the risk that your personal and confidential information may be breached.

Privacy notice. PCI is committed to maintaining the confidentiality, integrity and security of the personal information that is entrusted to us. The categories of nonpublic information that we collect from you may include information about your personal finances, information about your health to the extent that it is needed for financial planning, and information about transactions between you and third parties.

With your permission, we disclose limited information to attorneys, accountants, and lenders with whom you have established a relationship. You may terminate our sharing information with these third parties by notifying us at any time by telephone, mail, fax, email, or in person. With your permission, we also share a limited amount of information about you with your brokerage firm in order to execute securities transactions on your behalf.

We maintain a secure office to ensure that your information is not placed at unreasonable risk. We employ a firewall barrier, secure data encryption techniques and authentication procedures in our computer environment.

We do not provide your personal information to mailing list vendors or solicitors. We require strict confidentiality in our agreements with third parties that require access to your personal information, including financial service companies, consultants, and auditors. Federal and state securities regulators may review our Company records and your personal records as permitted by law.

Personally identifiable information about you will be maintained while you are a client, and for the required period thereafter that records are required to be maintained by federal and state securities laws. After that time, information may be destroyed.

We will notify you in advance if our privacy policy is expected to change. We are required by law to deliver this *Privacy Notice* to you annually, in writing.
