

Item 1 – Cover Page

**Part 2A – Form ADV**

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**This brochure provides information about the qualifications and business practices of Foster Dykema Cabot & Partners, LLC. If you have any questions about the contents of this brochure, please contact us at 617-423-3900. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

Additional information about Foster Dykema Cabot & Partners, LLC also is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Foster Dykema Cabot & Partners, LLC is a registered investment advisor but registration does not imply a certain level of skill or training.

## **Item 2 - Material Changes**

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## **Item 4 - Advisory Business**

Foster Dykema Cabot & Partners, LLC (FDC) provides private wealth management services to families and individuals, including trusts and estates. We have also provided investment advice to a limited number of pension, profit sharing plans and non-profit entities. FDC has acquired the advisory business of Foster Dykema Cabot & Co., Incorporated which was established in 1967.

The advisory services and management of FDC remain the same, however, FDC's Form ADV reflects new ownership by Focus Operating, LLC. FDC is a wholly owned subsidiary of Focus Operating, LLC which is a wholly owned subsidiary of Focus Financial Partners, LLC, a Delaware limited liability company ("Focus LLC"). FDC is continuing the advisory business of the prior advisor in all material respects.

Focus Financial Partners Inc. ("Focus Inc.") is the sole managing member of Focus LLC and is a public company traded on the NASDAQ Global Select Market. Focus Inc. owns approximately two-thirds of the economic interests in Focus LLC.

Focus LLC also owns other registered investment advisers, broker-dealers, pension consultants, insurance firms, and other financial service firms (the "Focus Partners"), most of which provide wealth management, benefit consulting and investment consulting services to individuals, families, employers, and institutions. Some Focus Partners also manage or advise limited partnerships, private funds, or investment companies as disclosed on their respective Form ADVs.

Focus Inc. has no single 25% or greater shareholder. Focus Inc. is the managing member of Focus LLC and has 100% of its governance rights. Accordingly, all governance is through the voting rights and Board at Focus Inc. As of the end of 2018, investment vehicles affiliated with Stone Point Capital, LLC ("Stone Point") had a greater than 25% voting interest in Focus Inc., and Stone Point had the right to designate two of seven directors on the Focus Inc. Board. As of the end of 2018, investment vehicles affiliated with Kohlberg Kravis Roberts & Co. L.P. ("KKR") had a less than 25% voting interest in Focus Inc., and KKR had the right to designate one of seven directors on the Focus Inc. Board.

We offer clients the option of obtaining certain financial solutions from unaffiliated third-party institutions with the assistance of our affiliate, Focus Client Solutions ("FCS"). Please see Item 10 for a fuller discussion of these services and other important information.

In addition to investment management, we offer our clients financial planning advice and work closely with our clients' other trusted advisors, including accountants and attorneys, to provide a comprehensive and coordinated range of financial services. We also provide family office services at the request of some of the families we work with.

Our advice is tailored to the individual needs of clients. We determine appropriate investment guidelines for each client portfolio with the client's agreement, taking into

account the client's age, their ability and willingness to take risk, their investment objectives, and their present and future cash needs. We attempt to be tax sensitive in our investment choices and will, for example, work with clients who come to our firm with an existing portfolio of securities to make changes over time rather than all at once. Although we believe we can do a better job for our clients if we are given complete discretion over investment decisions, clients may ask us not to invest in certain securities or types of securities.

In addition to investments in stocks, bonds and mutual funds, we also invest in alternative asset classes, including private equity and private real estate funds, for qualified investors.

#### *Private Investment Funds*

FDC or an affiliated special purpose vehicle serve as the manager for FDC Investment Partners I, LLC; FDC Investment Partners II, LLC; FDC Investment Partners III, LLC; FDC Investment Partners IV, LLC; and FDC Partners V, LLC (each, an "FDC Fund", and collectively, "FDC Funds"). The FDC Funds are a series of private equity funds-of-funds. The investment program for each FDC Fund is described in the Disclosure Memorandum for the relevant fund.

As of March 1, 2019, Foster Dykema Cabot & Partners, LLC has \$1,418,289,343 in discretionary assets under management.

### **Item 5 - Fees and Compensation**

We are compensated for our services based on a percentage of the client's assets under management. Our standard fee schedule is as follows:

- 1% annually on the first \$5,000,000 of appraised market value.
- 0.8% annually on the next \$2,000,000 of appraised market value.
- 0.6% annually on the appraised market value above \$7,000,000.

In special circumstances, fees are negotiated. For example, charitable organizations may be offered a reduced fee schedule. Certain clients have requested that we provide special family office services for which we charge a separate, negotiated fee. We charge certain clients monitoring fees which are less than our standard advisory fee and are determined on an individualized basis. We charge a separate, negotiated, fixed fee for estate administration. We also provide financial planning and investment advice on a negotiated, fixed fee basis.

Where an employee of FDC serves as trustee for a client account, a separate trustee fee may be charged. These fees are negotiated on a case-by-case basis.

Our fees are payable in advance. In some circumstances, however, we do charge in arrears. We typically have the custodian bank holding client assets deduct fees from those assets on presentation of our bill but clients may request, instead, to be billed directly for fees incurred. Fees are calculated and payable four times each year, based upon the most recent quarterly appraisal of the client's account. Either a client or FDC may terminate our services on thirty days' written notice. Upon termination, fees shall be prorated and any unearned portion credited to the client's account. For example, if a client has prepaid fees for the period January 1 to March 31 and then notifies FDC on January 15 that they wish to terminate use of FDC's services, we will prorate our bill for services incurred between January 1 and February 13, inclusive, thirty days after notice was received. We will refund the unearned fees for the period from February 14 to March 31.

#### Private Investment Funds

Our fees for the FDC Funds are billed at the advisory client level. While the FDC Funds are subject to the fees of the underlying investment managers, advisory clients do not pay additional fees for FDC's management of the funds beyond the advisory fee. In addition to advisory fees, investors in FDC Funds bear the expenses of the FDC Fund in which they are invested, as set forth in the disclosure memorandum and limited liability company agreement for the relevant FDC Fund.

In addition to our firm's advisory fee, clients will incur custodian bank fees, as well as brokerage and other transaction costs related to the purchase and sale of securities for their account. Please see the Brokerage section (Item 12) of this brochure for additional information.

Some investments we select for clients, such as mutual funds, Exchange Traded Funds (ETFs), and private partnerships, will have additional fees charged by their respective managers. For example, mutual funds will deduct management fees and other charges from the investment returns or principal. External managers of separately managed accounts also charge an additional fee for their services.

We try to be fee-sensitive for our clients and select investment products we believe will produce returns that justify any additional fees charged by the managers of underlying investments such as mutual funds, ETFs, or private equity funds.

Occasionally, FDC's supervised persons may receive token gifts or be invited to a luncheon, dinner, or sporting event by firms with which we do business. To avoid creating potential conflicts of interest with our fiduciary duty to clients, the value and frequency of these gifts is informally monitored by the firm's Chief Compliance Officer.

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

Neither FDC nor its supervised persons receive performance-based fees from clients (for example, fees based on a share of the capital appreciation of the client's assets).

## **Item 7 - Types of Clients**

Our clients are primarily individuals, families, and trusts. We require a minimum portfolio of \$5,000,000 of investable assets but this minimum may be waived at FDC's sole discretion.

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

FDC employs fundamental financial analysis to select the publicly traded investments we make for client portfolios. We think of ourselves as value-oriented investors. We look for investments that we believe are improperly priced by the markets and which may generate sufficient returns to compensate our clients for the risk of potential loss entailed with any investment as a result of investment-specific issues or broader market conditions. However, investing is inherently risky. Clients should be aware that there is the potential to lose some or all of their investments and clients should be prepared to bear such loss. Material risks include market risk and security-specific risk. Market risk involves conditions and events that affect all investments and cause broad market losses. Security-specific risk involves conditions and events that affect a specific investment, causing losses in that investment. In addition to these risks, there is also the risk that our firm may make mistakes in our assumptions and our analysis of companies and their financial information. These mistakes may cause us to overpay for investments resulting in a loss to clients.

In analyzing and evaluating private securities or private partnerships we prefer investing with managers who have a solid track record in previous partnerships. We evaluate these investments in terms of the diversification each provides, the skill set and experience of the management team, their track record and comparative advantage relative to other potential investments in the same strategy. Private securities and partnerships are illiquid and once we have committed client funds to the investment, clients have a legal obligation to meet future capital calls. Failure to meet any capital call may result in the loss of the entire investment. Material risks include investment-specific risk as well as market risk. Market risk involves conditions and events that affect all investments and cause broad market losses. Security-specific risk involves conditions and events that affect a specific investment, causing losses in that investment. In addition to these risks, there is also the risk that our firm may make mistakes in our assumptions and our analysis of companies and their financial information. These mistakes may cause us to overpay for investments resulting in a loss to clients.

We actively manage client portfolios. We try to find investments that we will be comfortable holding for an extended period of time and try to avoid short-term trading. We primarily invest in publicly traded stocks, bonds, exchange traded funds (ETFs), and mutual funds. The risk of investing in stocks includes adverse company-specific events or broader market and economic conditions that cause the price of a stock to decline resulting in the loss of some or all of your investment. The risk of investing in bonds includes interest rate changes that cause the price of bonds to decline, defaults on interest payments by the bond's issuer, or bankruptcy of the issuer. The risk of investing in mutual funds and ETFs includes but is not limited to a decline in value as the result of price declines of specific securities held by the mutual fund or ETF, poor investment choices by the fund's or ETF's manager, or a change in the fund's or ETF's management.

Our allocation to cash, bonds, stocks, ETFs, or mutual funds in a client's account is governed by an investment allocation guideline that is selected in consultation with the client based on the client's investment objectives, their willingness and ability to take risk and their investment time horizon. FDC employs nine different investment guidelines: All Equity, Aggressive Growth, Long-Term Growth, Growth, Balanced Growth, Balanced Income, Capital Preservation, All Bonds, and Special Situation. Each guideline, with the exception of the Special Situation guideline, specifies an allocation range for cash, bonds, liquid alternatives, and public and private equities. Actual allocations can vary based on FDC's views of the market and available opportunities.

For qualified clients we also invest in private securities, including private equity and private real estate funds, but these investments are only available to clients who meet minimum net worth requirements established by the Securities and Exchange Commission (SEC). FDC is the investment adviser for five pooled investment vehicles that invest in private securities: FDC Investment Partners I LLC, FDC Investment Partners II LLC, FDC Investment Partners III LLC, FDC Investment Partners IV LLC, and FDC Investment Partners V LLC. FDC receives no additional compensation from clients investing in these vehicles beyond our regular advisory fees, unless the client's assets under management by FDC fall below a minimum level as specified in the disclosure information for each vehicle.

Investing in any publicly traded or private securities involves risk and you may lose some and possibly all of your investment. Private securities, including FDC's pooled investment vehicles, in contrast to publicly traded securities, provide extremely limited and possibly no liquidity and funds, once committed to these investments, are typically inaccessible for many years. Private securities are typically in the form of a partnership run by a general manager. The general manager of the partnership has complete control over how the funds are invested. Once a client is committed to investing in a private security or private partnership, the client is contractually obligated to meet capital calls by the investment's managers. Failure to meet capital calls is likely to result in the client losing some or all of their investment, regardless of the circumstance. In addition to broad-based market risk, private securities also entail the risk that the manager of the investment makes poor investment choices causing clients to lose some or all of their investment.



## **Cybersecurity**

The computer systems, networks and devices used by FDC, our service providers and our clients to carry out routine business operations employ a variety of protections designed to prevent damage or interruption from computer viruses, network failures, computer and telecommunication failures, infiltration by unauthorized persons and security breaches. Despite the various protections utilized, systems, networks, or devices potentially can be breached. A client could be negatively impacted as a result of a cybersecurity breach.

Cybersecurity breaches can include unauthorized access to systems, networks, or devices; infection from computer viruses or other malicious software code; and attacks that shut down, disable, slow, or otherwise disrupt operations, business processes, or website access or functionality. Cybersecurity breaches may cause disruptions and impact business operations, potentially resulting in financial losses to a client; impediments to trading; the inability by us and other service providers to transact business; violations of applicable privacy and other laws; regulatory fines, penalties, reputational damage, reimbursement or other compensation costs, or additional compliance costs; as well as the inadvertent release of confidential information.

Similar adverse consequences could result from cybersecurity breaches affecting issuers of securities in which a client invests; governmental and other regulatory authorities; exchange and other financial market operators, banks, brokers, dealers, and other financial institutions; and other parties. In addition, substantial costs may be incurred by these entities in order to prevent any cybersecurity breaches in the future.

## **Item 9 - Disciplinary Information**

Neither FDC nor any of its management persons has been the subject of any legal or disciplinary events involving investments or an investment-related business.

## **Item 10 - Other Financial Industry Activities and Affiliations**

- A. Neither FDC nor any of its management persons are registered, or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.
- B. Neither FDC nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. As described in the description of our business under Item 4, FDC or an affiliated special purpose vehicle serve as the manager for the FDC Funds, which are a series of private equity funds-of-funds. We do not believe that this relationship

creates a material conflict of interest with clients because we bill our clients for their investments in FDC Funds at the same rate that they pay for other investments that we manage. Moreover, members of FDC's management are invested alongside our clients in FDC Funds.

- D. We occasionally recommend or select other investment advisors for our clients but we do not receive any direct or indirect compensation from the investment advisors we recommend nor do we have any other business relationships with them that might create a material conflict of interest.

E. FOCUS OPERATING, LLC and FOCUS FINANCIAL PARTNERS, LLC

As noted above in response to Item 4, certain investment vehicles managed by Stone Point collectively are principal owners of Focus LLC and Focus Inc., and certain investment vehicles managed by KKR collectively are minority owners of Focus LLC and Focus Inc.. Because FDC is an indirect, wholly-owned subsidiary of Focus LLC and Focus Inc., the Stone Point and KKR investment vehicles are indirect owners of FDC. None of Stone Point, KKR, or any of their affiliates participates in the management or investment recommendations of our business.

FDC does not believe that the Focus LLC and Focus Inc. relationships pose a material conflict to clients. The Focus Partner firms do not share client information amongst each other without prior client consent. The Principals of the other Focus Partner Firms are not involved in the management of FDC.

F. FOCUS CLIENT SOLUTIONS

Focus Client Solutions

We offer clients the option of obtaining certain financial solutions from unaffiliated third-party financial institutions with the assistance of our affiliate, Focus Client Solutions ("FCS"), a wholly owned subsidiary of our parent company, Focus Financial Partners, LLC. These third-party financial institutions are banks and non-banks (the "Network Institutions") which offer credit and cash management solutions to our clients. Certain other unaffiliated third-parties provide administrative and settlement services to facilitate FCS's cash management solutions. FCS acts as an intermediary to facilitate our clients' access to these credit and cash management solutions.

FCS receives quarterly fees (the "Network Fees") from the Network Institutions and certain administrative services providers (the "Administrative Services Providers" and, together with the Network Institutions, the "Network Provides") in exchange for allowing them to participate in the FCS credit and cash management programs and thereby to offer their services to our clients. The Network Fees are substantial and are expected to change over time. Such fees are

revenue for FCS and ultimately for our common parent company, Focus Financial Partners, LLC, but we do not share in such revenue. Accordingly, although we have a conflict of interest when recommending FCS's services to clients because of the compensation to our affiliates (FCS and Focus) we mitigate this conflict by: (1) disclosing the above arrangements to our clients; (2) offering FCS solutions to clients on a strictly nondiscretionary and fully disclosed basis, and not as part of any discretionary investment services; and (3) not sharing in any portion of FCS's revenue in exchange for successfully offering these credit and cash management products to our clients. Additionally, we note that clients who use FCS's services will receive robust product specific disclosure from the Network Providers that provide such services to our clients.

Even if we do not retain a portion of the Network Fees attributable to our clients' use of FCS's services (which mitigates the conflict that would otherwise have arisen from our receipt of incremental revenue), FCS does retain the Network Fees and also indirectly benefits from our clients' use of the services insofar as such use incentivizes the Network Providers to maintain their relationship with FCS and to continue paying Network Fees to FCS. It also may support increases in the overall amount of the Network Fee rate in the future. In addition, our interest in continuing to receive investment advisory fees from client accounts gives us a financial incentive to recommend that clients borrow money rather than liquidating some or all of the assets we manage, and that creates a conflict of interest when we recommend FCS to provide credit solutions to our clients.

### FCS Credit Solutions

For FCS credit solutions, the interest rate of the loan is ultimately dictated by the lender, although in some circumstances FCS may have the ability to influence the lender to lower the interest rate of the loan within certain parameters. The final rate may be higher or lower than the prevailing market rate. We can offer no assurances that the rates offered to you by the lender are the lowest possible rates available in the marketplace.

Clients retain the right to pledge assets in accounts generally, subject to any restrictions imposed by clients' custodians. While the FCS program facilitates secured loans through Network Institutions, clients are free instead to work directly with institutions outside the FCS program. Because of the limited number of participating Network Institutions and FCS's financial arrangements with those institutions, clients may be limited in their ability to obtain as favorable loan terms as if the client were to work directly with other banks to negotiate loan terms or obtain other financial arrangements.

Clients should also understand that pledging assets in an account to secure a loan involves additional risk and restrictions. A Network Institution has the authority to liquidate all or part of the pledged securities at any time, without prior notice to

clients and without their consent, to maintain required collateral levels. The Network Institution also has the right to call client loans and require repayment within a short period of time; if the client cannot repay the loan within the specified time period, the Network Institution will have the right to force the sale of pledged assets to repay those loans. Selling assets to maintain collateral levels or calling loans may result in asset sales and realized losses in a declining market, leading to the permanent loss of capital. These sales also may have adverse tax consequences. Interest payments and any other loan-related fees are borne by clients and are in addition to the advisory fees that clients pay us for managing assets, including assets that are pledged as collateral. The returns on pledged assets may be less than the account fees and interest paid by the account. Clients should consider carefully and skeptically any recommendation to pursue a more aggressive investment strategy in order to support the cost of borrowing, particularly the risks and costs of any such strategy. More generally, before borrowing funds, a client should carefully review the loan agreement, loan application, and other forms and determine that the loan is consistent with the client's long-term financial goals and presents risks consistent with the client's financial circumstances and risk tolerance.

#### FCS Cash Management Solutions

For FCS cash management solutions, as stated above, certain third-party intermediaries provide administrative and settlement services in connection with the program. Those intermediaries each charge a fixed basis point fee on total deposits in the program, which are deducted from clients' cash balances in the program. Engaging FCS, the Network Institutions, and these other intermediaries to provide cash management solutions does not alter the manner in which we treat cash for billing purposes.

Clients should understand that in rare circumstances, depending on interest rates and other economic and market factors, the yields on cash management solutions could be lower than the aggregate fees and expenses charged by the Network Institutions, the intermediaries referenced above, and us. Consequently, in these rare circumstances, a client could experience a negative overall investment return with respect to those cash investments. Nonetheless, it might still be reasonable for a client to participate in the FCS cash management program if the client prefers to hold cash at the Network Institutions rather than at other financial institutions (e.g., to take advantage of FDIC insurance).

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

- A. FDC has a Code of Ethics for its employees that covers standards of business conduct, conflicts of interest, prohibition of insider trading, personal securities transactions, client confidentiality, recordkeeping requirements, and the firm's privacy policy. We will provide a copy of our Code of Ethics to any client or prospective client upon request.
- B. Neither FDC nor its related persons recommends to clients, or buys or sells for client accounts, securities in which the firm or one of its related persons has a material financial interest without disclosing that interest to the client or FDC's investment committee. On rare occasions, clients will request that we purchase a security from them, for example to establish a tax loss. To avoid potential conflicts of interest, such purchases are made only at a client's written request. We may encounter other situations than tax loss purchases where we are requested by the client to purchase securities the client holds. As noted in Item 10 C above, members of FDC's management invest alongside clients as limited partners in the firm's pooled investment vehicles. This could cause us to encourage client participation in these funds when such participation is not in the client's interest. We address this potential conflict of interest by obtaining the client's direct approval to commit to an investment in these pooled vehicles. As noted in Item 10 C above, FDC only collects an additional management fee on client investments in these pooled vehicles under limited circumstances as spelled out in the disclosure material for those partnerships that is provided to potential investors prior to their making their commitment.
- C. FDC and its employees frequently invest in the same securities or related securities that we recommend to clients or buy or sell for client accounts. We believe we should "eat our own cooking." This practice can potentially raise conflicts of interest, for example, if an employee recommends the purchase for client accounts of securities they own personally or if the employee buys a security before our clients or sells a security that clients continue to hold. To address the potential for such conflicts we require employees recommending a security that they own personally to disclose that fact in advance to our investment committee. We also require employees buying or selling securities for their own accounts to obtain pre-clearance for those transactions, unless the transactions meet a limited number of exceptions that are spelled out in our firm's Code of Ethics.
- D. Employees may buy or sell the same securities at or near the same time we are buying or selling for our clients. The potential for conflicts of interest discussed in C above are magnified because of this. In order to prevent potential conflicts with our obligation to place the interests of our clients ahead of personal and firm interests, our policy is to place securities transactions for clients ahead of the personal transactions of our employees unless an employee's purchase or sale involves a de minimis transaction or for purchases and sales over which the FDC

officer or staff member has no direct influence or control. Employee trades of open-ended mutual funds can be made at the same time as client trades of the same funds. For a complete listing of our policies on personal securities transactions, please see our firm's Code of Ethics, which is available upon request.

## **Item 12 - Brokerage Practices**

We select broker-dealers to handle client securities transactions based on service, the efficiency of execution and settlement of transactions, the competitiveness of commission charges, and the usefulness of their in-house or third-party-provided research to our investment decisions. In evaluating which broker-dealers to use in executing a particular trade, we try to consider all of these criteria, recognizing that trading creates costs for our clients. Selection of a broker according to these criteria may result in a commission higher than that which might be charged by another broker but only if we believe that the quality of the brokerage service and the value of the service, including research, compensate for the additional cost.

We accumulate so-called soft dollar benefits from client securities transactions placed with some broker-dealers. These soft-dollar benefits are used to acquire proprietary and third-party research we use in formulating investment strategies and evaluating investment decisions. Soft-dollar benefits typically increase the cost of trading for our clients by a modest amount per share in comparison to using execution-only services but we believe that the value of the proprietary and third-party research acquired through the use of these soft-dollar benefits outweighs the additional cost. FDC benefits from using soft-dollars to acquire investment research because it lowers our costs by not having to otherwise produce or pay for this research. The use of soft-dollars may create a potential conflict of interest if we select a particular broker-dealer based on our interest in their research rather than focusing exclusively on our clients' interest in receiving most favorable execution. We try to balance the additional costs that our use of soft-dollar commissions imposes on our clients against the benefits received from the investment research acquired using those soft-dollar commissions. Research acquired through soft-dollars benefits all of our clients, not only the clients whose securities transactions generated the soft-dollar benefits.

We effect securities transactions for our clients through a limited number of broker-dealers and the research services derived from each broker-dealer are equally available for the benefit of all clients. To minimize conflicts of interest in selecting a particular broker-dealer for securities transactions, we only use broker-dealers who agree to FDC's standard commission rates. After taking into consideration the size of a particular trade and expected execution efficiency provided by a broker-dealer, we allocate securities transactions to broker-dealers based on an annual commission target we establish each year to pay for the proprietary and/or third-party research provided to us by that particular broker-dealer.

We do not pay broker-dealers for client referrals or consider client referrals in our selection of broker-dealers for securities transactions.

Under the terms of our discretionary investment advisory agreement with clients, there are no limitations on FDC's authority to determine which securities are to be bought or sold, the amount to be bought or sold, the broker to be used, or the commission to be paid. If a client directs that a specific broker-dealer be used on a regular basis to effect transactions in the client's account, FDC will strive to comply. However, clients directing brokerage should be aware that this may prevent FDC from achieving most favorable execution of client transactions. Directing brokerage may cost clients more money. For example, in a directed brokerage account, the client may pay higher brokerage commissions because FDC is not be able to aggregate orders to reduce transaction costs, or the client may receive less favorable prices.

If we have chosen to purchase or sell a particular security across multiple client accounts at the same time, we try to batch (aggregate) such purchases and sales where practical to further reduce costs to our clients. However, when we are unable or fail to batch trades, clients can pay trading costs that are higher than they would otherwise be.

### **Item 13 - Review of Accounts**

With the exception of 529 College Savings Plans, client accounts are formally reviewed at least twice each year by at least one member of FDC's Investment Team. Additional reviews may be triggered by client requests for information, changes in client situation, changes in prospects for the economy, changes in financial markets or changes in specific securities held in a client's portfolio. Age-based 529 College Savings Plans are only reviewed infrequently. 529 College Savings Plans that are invested using individual securities are reviewed once each year.

Our firm provides clients with a printed report on their investment holdings four times each year. The report lists the public and private securities managed for the client by FDC or other investment advisors whose work the client has asked FDC to oversee. Our report to clients is accompanied by a letter containing client-specific information. We also regularly write and enclose essays on investment-related topics that we think will be of interest to our clients.

In addition to reports from FDC, clients will receive monthly or quarterly account statements directly from their custodian bank that detail the client's investment holdings and activity in the account since the custodian's last report.

### **Item 14 - Client Referrals and Other Compensation**

FDC does not directly or indirectly compensate any person who is not an employee of the firm for client referrals.

From time to time, Focus Financial Partners, LLC holds partnership meetings and other

industry and best-practices conferences, which typically include FDC, other Focus firms and external attendees. These meetings are first and foremost intended to provide training or education to personnel of Focus firms, including FDC. However, the meetings do provide sponsorship opportunities for asset managers, asset custodians, vendors and other third party service providers. Sponsorship fees allow these companies to advertise their products and services to Focus firms, including FDC. Although the participation of Focus firm personnel in these meetings is not preconditioned on conducting business with any conference sponsor, this practice could nonetheless be deemed a conflict as the marketing and education activities conducted, and the access granted, at such meetings and conferences could cause FDC to focus on those conference sponsors in the course of its duties. Focus attempts to mitigate any such conflict by allocating the sponsorship fees only to defraying the cost of the meeting or future meetings and not as revenue for itself or any affiliate, including FDC. Conference sponsorship fees are not dependent on assets placed with any specific provider or revenue generated by such asset placement

The following entities have provided conference sponsorship to Focus in the last year:

BlackRock, Inc.  
Fidelity Brokerage Services, LLC  
Orion Advisor Services, LLC  
Charles Schwab & Co., Inc.”

## **Item 15 - Custody**

FDC is deemed by the SEC to have custody of the funds and securities of many of our clients. As a registered investment adviser, we are required by the SEC to maintain all client funds and securities with a bank, broker-dealer, or other qualified custodian. In addition to receiving quarterly reports from FDC, clients will receive monthly or quarterly statements from each qualified custodian that holds their funds and securities. Clients should carefully review all statements received from their qualified custodian(s). We encourage clients to compare the reports they receive from FDC with the statements they receive from their qualified custodian(s).

## **Item 16 - Investment Discretion**

FDC’s standard, discretionary investment advisory contract, which discretionary clients are required to sign prior to our firm assuming investment management responsibility, specifies that FDC has discretionary authority to manage securities accounts on behalf of our clients.

Clients may request that FDC not purchase certain securities or groups of securities for their accounts and we will strive to comply with such requests. For example, a client may request that we not purchase tobacco stocks for their account. Clients may also request that FDC avoid whenever possible taking capital gains when selling securities.



However, clients should realize that such requests may result in lower investment returns than would otherwise be the case and our firm discourages clients from limiting our investment discretion.

## **Item 17 - Voting Client Securities**

It is the policy of FDC to vote proxies for those accounts over which we have been granted investment authority. Our firm will use reasonable measures, such as the analysis of shareholder and management proposals, to ensure that all proxies are voted in what we believe to be the best interests of our clients, and in accordance with our fiduciary duties, contractual obligations, and SEC rules applying to proxy voting. FDC will generally vote with management on routine matters related to the operation of the company or mutual fund and which are not expected to have a significant economic impact on the company and/or shareholders. For example, we will generally vote for approving the auditors recommended by management. We will generally vote against management for proposals that we believe not to be in the best interests of the company and/or shareholders. For example, we will generally vote against so-called poison pill proposals. FDC has written proxy voting guidelines that are available on request.

Clients may request that FDC vote a proxy for a security they own in a specific manner and may also obtain information from FDC about how we voted their securities. Such requests should be directed to a member of the client's FDC account team.

In the event that a material conflict of interest arises from FDC voting the proxy for a specific corporation, FDC will take measures to ensure that conflicts are resolved in our clients' best interest. FDC may take one or more of the following actions if a material conflict of interest was found to exist: (1) seek the advice of an independent third party to determine how the proxy should be voted; (2) disclose the conflict to the client and obtain their consent prior to voting; or (3) request that the client vote the proxy.

## **Item 18 - Financial Information**

Not applicable

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