

BROUWER & JANACHOWSKI

Wealth Management and Financial Advice

FORM ADV BROCHURE—COVER PAGE

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This brochure, updated March 27, 2019, provides information about the qualifications and business practices of Brouwer & Janachowski, LLC. If you have any questions about the contents of this brochure, or would like an additional copy, please contact Craig M. Hughes at 415-435-8330 or chughes@BandJAdvisors.com.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority. Brouwer & Janachowski, LLC is an investment adviser registered with the SEC. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information about which you determine to hire or retain an adviser.

Additional information about Brouwer & Janachowski, LLC is available on the SEC's website at www.adviserinfo.sec.gov. The SEC's website also provides information about any persons affiliated with Brouwer & Janachowski, LLC who are registered, or who are required to be registered, as investment adviser representatives of Brouwer & Janachowski, LLC.

2. Material Changes

This brochure, dated March 27, 2019, is prepared according to the SEC's requirements and rules. In the past, we have offered information about our qualifications and business practices to our clients on an annual basis. Pursuant to SEC Rules, we will ensure that you receive a summary of any material changes to this brochure, and are offered subsequent brochures, within 120 days of the close of our fiscal year. We will also provide you with a new brochure as necessary, based on business updates or a summary of new material information, without charge. The update to this brochure, effective March 27, 2019, reflects our assets under management as of March 25, 2019. We have made a material change to Brokerage Practices, Section 12, concerning cross trades.

3. TABLE OF CONTENTS

FORM ADV BROCHURE—COVER PAGE	1
2. MATERIAL CHANGES	1
3. TABLE OF CONTENTS.....	2
4. ADVISORY BUSINESS	3
5. FEES AND COMPENSATION	3
6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT.....	4
7. TYPES OF CLIENTS	5
8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS	5
9. DISCIPLINARY INFORMATION	7
10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS.....	8
11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING.....	8
12. BROKERAGE PRACTICES.....	8
13. REVIEW OF ACCOUNTS.....	11
14. CLIENT REFERRALS AND OTHER COMPENSATION	12
15. CUSTODY	12
16. INVESTMENT DISCRETION.....	12
17. VOTING CLIENT SECURITIES	13
18. FINANCIAL INFORMATION	13

4. ADVISORY BUSINESS

Brouwer & Janachowski, LLC ("Brouwer & Janachowski" or the "Firm") is an investment advisory firm providing financial advice and wealth management services to our clients to help them achieve their financial goals. In addition, we may also provide comprehensive financial planning and consulting services to clients. These planning services are designed to help clients set and achieve financial goals such as funding retirement, education or other areas of interest to a given client. We are a fee-only firm that does not accept commissions on the sale of investment products.

Smart Counsel is a practice group within Brouwer & Janachowski, and was founded on the premise that financial and retirement planning for attorneys needs to be addressed with specialized knowledge, experience, and skills. We have been advising attorneys for many years and believe we have an in-depth knowledge and understanding of the specific needs of these professionals. We put our knowledge to use helping legal professionals utilize their defined contribution and benefit plans, capital accounts, and outside assets for retirement and other purposes.

Brouwer & Janachowski Incorporated was formed in 1987. The principal owner of Brouwer & Janachowski Incorporated is Steve Janachowski. In 2007, Brouwer & Janachowski Incorporated formed a subsidiary, Brouwer & Janachowski, LLC, which became the operating entity for the advisory business. Brouwer & Janachowski Incorporated is the principal owner of Brouwer & Janachowski, LLC. In 2008, Brouwer & Janachowski acquired Seton Smoke Capital Management Inc. In 2013, Brouwer & Janachowski acquired Stanley F. Green, LLC.

Brouwer & Janachowski may provide prospective clients with our written recommendations for a particular type of portfolio or for other matters. We will also consider requests for our services in special situations that are not described above. Clients may inform the Firm of any restrictions they may wish to impose on investing in certain securities or types of securities. Brouwer & Janachowski may offer advice to clients who own an interest in partnerships investing in real estate, hedge funds, or other interests. As of March 25, 2019, Brouwer & Janachowski managed \$1,152,544,182.00 of client assets on a discretionary basis, and managed \$632,894,969.00 of client assets on a non-discretionary basis, for total client assets under management of \$1,785,438,242.00. For more information, see Section 7.

5. FEES AND COMPENSATION

The Firm's fee for investment management and financial advisory and related administrative services that is charged to a client is based on the portfolio value of the client's account that we manage. The standard minimum household account size requirement is \$1,000,000.

Quarterly fee schedule

Assets under Management	Quarterly Fee
\$0 to \$2,000,000	0.25%
\$2,000,001 to \$5,000,000	\$5,000 plus 0.1875% of assets from \$2,000,001 to \$5,000,000
\$5,000,001 to \$10,000,000	\$10,625 plus 0.1250% of assets from \$5,000,001 to \$10,000,000
\$10,000,001 to \$25,000,000	\$16,875 plus 0.0875% of assets from \$10,000,001 to \$25,000,000
Over \$25,000,000	\$30,000 plus 0.05% of assets over \$25,000,000

For calculating the fee, the client's portfolio value will initially be based on the assets transferred into the client's account and pro-rated for a partial calendar quarter period (from the date that assets are transferred in). Pro-rated fees are calculated based on the days remaining in the calendar quarter. The initial invoice will normally be sent during the first full calendar quarter after assets have transferred in. Thereafter, our management fee will be

invoiced quarterly based on the quarter-end portfolio value and due from the client in advance of our services rendered during the upcoming quarter.

The majority of the Firm's clients choose to have the fee deducted from their accounts by their custodian and paid to Brouwer & Janachowski, but clients may choose to pay their fee from another source. If a client makes an additional deposit to the account during the year, a pro-rated fee may be charged, based on the date of the deposit through quarter-end. If a client makes a partial withdrawal, there will be no refund of any portion of that quarter's investment advisory fee. Occasionally, the Firm negotiates alternate fee schedules and payment methods, as well as account minimums and management fees.

If the client deposits securities rather than cash into an account, we may, in our sole discretion, maintain such securities in the account, but we are under no obligation to hold any such securities and are authorized to engage in an orderly liquidation of such securities as promptly as possible to establish the client's investment portfolio. The sale of such securities may be a taxable event and could result in a substantial tax obligation. Alternatively, and as discussed in greater detail below in Section 8, "Methods of Analysis, Investment Strategies, and Risk of Loss," after discussions with the client we may establish at the client's direction at one of the custodians we utilize an account, termed a "non-managed account," to hold securities the client desires to retain outside of the portfolio account managed by the Firm.

In addition to our investment advisory fees, a client may pay custodian fees charged by custodians and administrative expenses and management fees that may be charged by registered investment companies (mutual funds and ETFs) utilized in connection with our advisory services. Clients may also incur brokerage charges and other transaction costs. For more details, please see "Brokerage Practices," Section 12, of this Brochure.

The Services Agreement between the Firm and a client will continue in effect until terminated by either the Firm or the client. Upon the termination of this agreement, we will have no obligation to recommend or take any action with regard to the securities, cash, or other investments in the client's account. A prorated portion of the prepaid fees will be returned to the client for the period which services were not performed for the client or representatives in the event the Services Agreement is terminated before the end of the billing period. No assignment, as defined in the Investment Advisers Act of 1940, as amended (the "Advisers Act"), of the Services Agreement will be made by Brouwer & Janachowski without the consent of the client. The Firm, and its supervised persons, do not accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

The Firm may, at the request of a client, perform financial strategic planning or consulting services that are separate and apart from the investment management services we offer. Our financial strategic planning and consulting fees are negotiable, but generally begin at a minimum of \$1,000 to a maximum of \$5,000. Before engaging the Firm to provide financial strategic planning and consulting services, clients are generally required to enter into a written Financial Strategic Planning and Consulting Services agreement that sets forth the terms and conditions of the engagement, including the commencement and termination of the arrangement; the scope of the services to be performed; the amount of the fee; and the method of payment.

6. PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

The Firm does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client).

7. TYPES OF CLIENTS

Our clientele consists of retirement plans, high-net-worth individuals, private trusts, non-profit organizations, corporations and other business entities, pension and profit sharing plans, and other individual investors. The standard minimum household account size requirement is \$1,000,000.

8. METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS

Investment process

Process

The Firm uses various methods of security analysis. These may include charting, fundamental, and technical methods. Our primary sources of financial information are direct contact with mutual fund or other management companies, research services such as Morningstar, financial newspapers and magazines, research materials, corporate rating services, annual reports, prospectuses, filings with the SEC, and company press releases. Investing in securities involves risk of loss that clients should be prepared to bear.

How we work with clients

1. Objectives: we discuss thoroughly client objectives and needs. For individuals, this may range from income maximization to saving for retirement. We review individuals' current year expenses, commitments, and net debt position. We determine with the client long-term goals and retirement lifestyle. We do rely upon clients to update us about any changes in their lives or in the status of their financial situation that may affect issues such as risk tolerance, income requirements, taxes, investment time horizon, downside risk, or return requirements.

2. Risk Management: we work with clients to understand their risk tolerance. This includes understanding the financial needs of the client, cash flows, spend rates, and replenishment capabilities. We measure risk by various factors such as downside, drawdown, principal protection, inflation hedge, and capital needs. We construct and manage portfolios that are designed to meet immediate needs, as well as allow for appreciation. We also use diversification by style, asset class, geography, manager, correlation, and liquidity.

3. Individualized Investment Strategies: we create investment processes that include, but are not limited to: a spending program, distribution and cash needs, investment process and decision making, volatility management, definition of securities to be used, funds and managers used, diversification and concentration policies, index and performance management metrics, performance standards, and reporting needs.

Brouwer & Janachowski Investment Philosophy

Successful investing takes patience and perseverance. We believe that investors can succeed over the long term by investing to their goals, remaining disciplined, and maintaining a thoughtful, balanced portfolio.

Here are some of our watchwords:

1. Sticking With It: investing long-term is more about doing something reasonable, that makes sense, and then standing by it with incredible fortitude through the tough times.

2. Diversify: across asset classes, countries, industries, managers, styles, and cash flows.

3. Understand the Risks Involved: these can be political, regulatory, economic, financial, and market. They are seldom static. But they can be assessed and mitigated.

4. Markets Overreact: in both directions. This can be the greatest trap and the greatest opportunity for investors.

5. Core Investments: new investment strategies come and go. Most do not work. We seek powerful, tested, and original strategies to build a core investment portfolio.

6. Asset Allocation: we believe that broad asset allocation ensures portfolios will succeed. Successful asset allocation is driven by a deep understanding of how assets behave in different market conditions.

7. Markets: many asset markets are efficient and index funds and benchmarking can succeed. However, not all markets are efficient all the time. For those times, we are prepared to be patient for investment opportunities to work.

Strategy

We build portfolios from the top down and bottom up.

Top Down: selection of assets from broad Fixed Income, Equity and Alternative categories. We then review sub-asset classes based on their long-term performance, valuations, rate and business cycle, and investor sentiment.

Bottom Up: we use collective investment funds, usually index or active mutual funds and exchange-traded funds ("ETFs"). We review pricing, holdings, tracking error, downside risk, firm size and resources, manager tenure and performance against peers, benchmark, and index.

Risk Management: we look first at historic correlations to determine the dependency of the fund on related asset classes, and review the potential for funds to have overlap that might unintentionally double-up systemic risk. We look at standard measures such as beta, Sharpe ratios, and tracking, but find greater value by analyzing the core assumptions of the manager (active or passive), and how their assumptions relate to our investment view. We sell assets when they have achieved the results we intended, or if there is a significant corporate event that affects the core investment's thesis or the manager's commitment to the strategy.

How Investments Are Selected for a Portfolio

We approach investments in three steps:

Step 1: Asset Category: we review valuations, outlook, and fundamentals for nine major asset classes and seven sub-sectors. We take an 18-month-to-two-year view and assess risk, opportunities, events, financials, and economic forces that may influence the outcomes and results of each asset class.

Step 2: Portfolios: we construct eight core portfolios depending on time horizons, risk tolerances, objectives, and goals. We review index suitability and outlook. Our model portfolios include:

- All Equity
- Balanced
- Growth
- Growth & Income
- Income and Growth
- Income & Capital Preservation
- Retirement Income
- Treasury Management

Other portfolios may vary depending on account size, social responsibility needs, and individual preferences.

Step 3: Security Selection: we work from a wide universe of active and index mutual funds, closed-end funds, ETFs, exchange-traded products, structured notes, and on occasion, single-stock positions. We review value, prices, trading volumes, costs, and fees. We follow a process to review if we should select active, passive, index, smart beta, or quantitative managers. We also conduct due diligence on managers. This includes, but is not limited to, interviews with portfolio managers, analysts, and other key fund personnel, understanding the investment process and discipline, execution, sell guidelines, and performance attribution.

Step 4: Execution: we review the staging process to enter and establish market positions and work towards creating the balances and allocations established in Step 1.

Finally, we create goals for performance, tracking, downside protection, and manager review, and establish performance goals and targets.

Non-Managed Accounts

In certain situations, clients or client accounts may come to the Firm with securities holdings (stocks, bonds, mutual fund shares, etc.) that the client wishes to retain or control the size and value of. After discussions with the client, we will establish at the client's direction at one of the custodian firms we utilize a brokerage account, termed a "non-managed account," to hold these retained securities for the client. Maintaining the non-managed account may provide the client with certain benefits, including potentially lower commission rates, waived load fees and initial purchase minimums, and expanded access to institutional-class mutual funds and exchange-traded funds.

The non-managed account is a self-directed brokerage account, which means that we do not manage or provide investment advice for it or oversight over it, nor do we provide reporting for it or the securities it holds, although we may take its value or holdings into consideration when advising the client about client assets we do manage. All account information that the client receives for a non-managed account is contained on account statements, transaction confirmations, and other communications sent directly to the client by the custodian firm for the non-managed account as well as prospectuses and other information about the investments that the client has made or will make in the non-managed account.

As these are self-directed accounts in which the client makes all investment decisions about them, the Firm is not responsible for any investment decisions that the client makes or does not make with respect to it, or with respect to the investments in it, including, without limitation, the merits of the investment, the appropriateness of the investment for the client, and whether to maintain, add to, or liquidate the investment or non-managed account. The client who maintains the non-managed account agrees to hold us harmless for any and all investment decisions or other actions the client or others acting on the client's behalf makes in it. The value of the non-managed account will not be included as a billable asset or part of the billable account in accordance with our fee schedule as set forth above in Section 5.

9. DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of Brouwer & Janachowski's advisory business or the integrity of the Firm's management.

We have no legal or disciplinary events that would be material to your evaluation of our advisory business or the integrity of our management, and therefore we have no information to disclose applicable to this topic.

10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

The Firm, along with one of its current officers and a former officer, is a shareholder of less than 10 percent (10%) interest in National Advisors Holdings, Inc. (“NAH”). NAH has formed a federally chartered trust company, National Advisors Trust Company (“NATC”), one of the custodians we utilize to custody client accounts. Additionally, Steve Janachowski is a former Director of NAH and NATC and received a nominal quarterly fee for his role as Director of NAH and NATC while a Director. A Stock Option Plan has been implemented to reward NATC staff and may also potentially benefit Directors. NAH and NATC are regulated by the Office of the Comptroller of the Currency. For more information, see Section 12. In addition, a Financial Advisor employed by the Firm is entitled to receive from the mortgage brokerage firm that previously employed her a percentage of the commission that the mortgage brokerage firm receives for closing a mortgage loan for a client that the Brouwer & Janachowski Financial Advisor had brought to the mortgage brokerage firm when she was employed by it. The mortgage brokerage firm that formerly employed the Brouwer & Janachowski Financial Advisor may refer that same client to the Brouwer & Janachowski Financial Advisor, or to the Firm, as a client or potential client for financial or investment advice or other services offered by Brouwer & Janachowski.

11. CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

We maintain a Code of Ethics for all officers and employees of the company. All personnel are required to conduct themselves with honesty, integrity, and professionalism, and in compliance with all federal securities laws and regulations. As indicated in our Privacy Policy, access to a client’s personal information is restricted to our employees and agents for business purposes only. Clients or prospective clients may contact our office to request a copy of our current Code of Ethics. The Firm’s officers and employees may, from time to time, invest in securities that the Firm is recommending to clients. In the case of mutual funds, shares are bought at the net asset value of the fund so that personal trades in such mutual funds has no effect on the fund’s share price or availability. Employee-directed trades in investments other than mutual funds and certain other securities (e.g., U.S. Treasury Bills, notes, and bonds) must be approved before they are executed. Employees may trade certain widely held equities (stocks and shares of ETFs) regardless of whether clients are also trading them subject to limitations on the number of shares the employee is trading and the dollar amount involved in the employee transaction. Employees are subject to a numerical limitation on trades they may conduct each calendar quarter. Trading in options is not allowed. Firm policy specifically prohibits the use of insider information and requires preapproval of employee investments in an initial public offering or private placement.

12. BROKERAGE PRACTICES

We may recommend that clients establish a brokerage or trust account with one of the following custodian firms: National Advisors Trust Company (NATC); the Schwab Advisor Services business segment of Charles Schwab & Co., Inc. (Schwab); Fidelity Brokerage Services LLC and National Financial Services (Fidelity); or the TD Ameritrade Institutional division of TD Ameritrade, Inc. We may recommend that clients establish a variable annuity account at Jefferson National Securities Corporation (Jefferson National). These firms maintain custody of clients’ assets and effect trades for their accounts. Although Brouwer & Janachowski may recommend that clients establish accounts at these custodian firms, it is the client’s decision to custody assets with them. In certain circumstances, a different custodian may be appropriate for the client. All custodian firms provide statements directly to clients of the Firm and maintain custody of their assets. The Firm is not affiliated with any of the custodian firms.

Information About National Advisors Trust Company

The Firm, along with one of its current officers and a former officer, is a shareholder of less than 10 percent (10%) interest in National Advisors Holdings, Inc. ("NAH"). See Section 10 for additional details.

Description of the Custodian Firms' Services

The custodian firms provide trading, client asset custody, technology, practices management, and other support services to the Firm. Some or all of the custodian firms provide Brouwer & Janachowski with online access to their institutional trading and custody services, which are typically not available to the retail investors of those firms.

The custodian firms may make available to the Firm certain products and services that benefit Brouwer & Janachowski but may not directly benefit its clients' accounts. Many of these products and services may be used to service all or a substantial number of client accounts of the Firm, including accounts that are not maintained at the custodian firm providing the services. The custodian firms' products and services that assist Brouwer & Janachowski in managing and administering clients' accounts may include software and other technology that (i) provides access to client account data (such as trade confirmations and account statements); (ii) facilitates trade execution and allocates aggregated trade orders for multiple client accounts; (iii) provides research, pricing and other market data; (iv) facilitates payment of Brouwer & Janachowski's fees from its clients' accounts; and (v) assists with back-office functions, recordkeeping and client reporting. Some or all of the custodian firms also offer other services intended to help Brouwer & Janachowski manage and further develop its business enterprise. These services may include (i) compliance, legal and business consulting; (ii) publications and conferences on practice management and business succession; and (iii) access to employee benefits providers, human capital consultants and insurance providers. The custodian firms may make available, arrange and/or pay third-party vendors for the types of services rendered to Brouwer & Janachowski. Our receipt of these products and services is a benefit to us because we do not have to produce or pay for them. We may have an incentive to recommend the use of these custodians based on our interest in receiving the research or other products or services, rather than on our clients' interest in receiving most favorable execution. The custodian firms may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to Brouwer & Janachowski. The custodian firms may also provide other benefits such as educational events, occasional business entertainment, or complimentary tickets to sporting events for Firm personnel or clients. Travel or expense reimbursements are not provided for these activities.

The benefits to the clients of the automated services offered by the custodian firms include automated processing between Brouwer & Janachowski and the custodian firms that result in more efficient processing of trades and servicing clients. In evaluating whether to recommend that clients custody their assets at one or more of the custodian firms, Brouwer & Janachowski may take into account the availability of some of the foregoing products and services and other arrangements as part of the total mix of factors it considers and not solely on the nature, cost or quality of custody and brokerage services provided by the custodian firms, which may create a potential conflict of interest.

Brouwer & Janachowski has limited trading authorization with respect to the management and investment of client assets. Our trading authorization is limited to placing buy and sell orders for investments without limitation, on the amount of securities to be bought or sold. Because Brouwer & Janachowski is not authorized to take or receive physical possession of any cash or securities, trading instructions are provided to the client's custodian on behalf of the client. The sole responsibility for safekeeping investments and executing trading instructions rests with the client's custodian firm.

From time to time, we may effect cross trades between client accounts. Before each such transaction, we will determine that it is in the best interests of each account based on the client's investment objectives and portfolio characteristics. All such trades will be effected at the market price or at the price reported by an independent third-party valuation source or service. Brouwer & Janachowski does not receive any commission or compensation for effecting cross trades and believes that these trades provide benefits to clients.

Additional Fees

In addition to the management fee paid to Brouwer & Janachowski, clients may pay transaction fees to the custodian firms for certain purchase and sale transactions occurring in a client's account. Some mutual funds may also charge a redemption fee if the fund is sold within a certain period of time. In addition, the custodian may charge a fee for certain items such as paper statements, account closing fees, employee benefit plan tasks, holding a non-standard asset, or other types of exceptions. These fees are disclosed in the custodian information that accompanies the Account Application forms provided to clients.

The Firm monitors all transaction fees charged by its client's custodian firm to ensure their reasonableness. The Firm has a fiduciary duty to seek to obtain the combination of best net price and execution under the circumstances.

The aggregation (or trading a block of securities affecting multiple client accounts) of client transactions allows Brouwer & Janachowski to execute transactions in a more timely, equitable, and efficient manner. It is our Firm's policy to aggregate client transactions where possible. However, there is a possibility that clients may receive a less favorable price than if their trade was not aggregated. Clients participating in any aggregated transactions will receive an average share price and transactions costs may be shared equally on a pro-rata basis, or the client may be charged as a single trade in their account. Different custodians process block trades (average share price) differently.

As a result of its acquisition of Seton Smoke Capital Management, the following information applies to a small percentage of former Seton Smoke clients.

The Firm may select one or more registered investment advisers, persons or companies that are not required to register with federal or state securities authorities to serve as investment managers (each chosen one described herein as a "sub-adviser") of the assets dedicated to that manager. The Firm may employ the services of other firms as it deems necessary to fulfill its obligations in selecting, monitoring, and otherwise determining the suitability of sub-advisers it recommends. The selection of investments, which may include stocks, mutual funds, closed-end funds, ETFs, bonds, other securities or sub-advisers for a client, is based on a client's goals, objectives, and asset allocation decisions. When sub-advisers are used, each sub-adviser will implement a specific investment strategy and philosophy that individually, or combined with other sub-advisers, private investment or assets managed by Brouwer & Janachowski, will serve to meet the client's asset allocation decision and advance the client's objectives.

Each sub-adviser will have discretion to manage the funds by investing in various securities. The Firm (directly or through its current authorized agent, Greenrock Research, Inc. or "Greenrock") will monitor the organization, investment philosophy and performance of each sub-adviser, as well as the economy, investment climate and competitive market conditions of securities being managed. As a result, Brouwer & Janachowski will provide ongoing management services with respect to the client's investment assets. Over time, Brouwer & Janachowski may make recommendations to a client regarding proposed changes in the selection of sub-advisers.

Prior to the merger with Brouwer & Janachowski, Seton Smoke Capital Management, as an aspect of its investment advisory service (but in its own fee category), recommended investments in a private equity investment to meet a specific client investment objective. The Firm (either directly or through Greenrock) will monitor the organization, investment philosophy, and performance of the fund manager or issuer with respect to these private investments. The Firm will not be involved in selecting or monitoring the underlying individual securities

of each private investment and will rely solely on the expertise of the entity managing those assets. The Firm does not currently recommend private investments to clients, but may from time to time discuss such investments with a client at their request.

A client who has assets managed in the private equity category may also incur a management fee charged by Brouwer & Janachowski. Fees are payable in advance and generally are charged directly to, and deducted from, the client's account maintained by the custodian upon debit instructions to the custodian as authorized in writing by the client.

The client will also incur a management fee inside the private equity investment, which will not be paid by Brouwer & Janachowski, but will be paid by the private equity entity and economically borne by the client.

When sub-advisers have been retained to manage all or a portion of a client's investment portfolio, the manager of the sub-adviser will have discretionary authority over the client assets allocated to that sub-adviser for investment. For certain investment management accounts for which Brouwer & Janachowski has retained Greenrock, Greenrock will be authorized to deduct fees for their research services ("Greenrock Fees") as well as investment fees for the sub-advisers ("Management Fees") directly from the client's account. Greenrock charges an annual fee of 0.10% on assets. The Management Fees are generally broken down by asset class as follows:

Equity Sub-Advisers - 0.50% annually

Fixed Income Managers - 0.30% annually

The Management Fees may be higher or lower for specific sub-advisers and the client will be notified prior to account opening of any differences in Management Fees. Greenrock Fees and Management Fees are calculated on the value of the portfolios at the beginning of the quarterly billing period. New accounts started at other than a calendar quarter will be billed from the date service began to bring them up to the calendar quarterly billing cycle.

Greenrock Fees and Management Fees are payable in advance and generally are charged directly to, and deducted from, the client by the custodian upon debit instructions to the custodian as authorized by the client in the engagement letter. Upon termination of an investment management account, the client, either through Brouwer & Janachowski, Greenrock or another authorized agent of the Adviser, will promptly provide written notice to all affected sub-advisers (i.e., those that are then providing services on behalf of the client or the Adviser). Where a sub-adviser is involved, the client relationship with the Adviser shall be deemed terminated effective on the date the last affected sub-adviser receives notice from the Adviser or an authorized agent of the Adviser. The unearned portion of all prepaid fees (including, without limitation, Greenrock's Fees and Management Fees) will be refunded to that client, with the amount of the refund calculated as of the effective date of termination.

13. REVIEW OF ACCOUNTS

Steve Janachowski and the Portfolio Management and Investment Committees are responsible for the investment management of all accounts, as well as establishing the Firm's economic outlook, asset allocation strategy, and security selection. All accounts are reviewed on a periodic basis by a member of the investment team, including members of the Portfolio Management and Investment Committees, the Director of Research, and the assigned Financial Advisor, for security selection, asset allocation, and adherence to client objectives. Beyond the normal analysis of each account's portfolio, certain triggering events may result in additional reviews.

These triggering events are changes in:

- The Firm's economic or investment outlook
- The Firm's asset allocation strategy
- The client's situation (based on new information received from the client)
- An investment (such as change in a mutual fund's management) held by a significant number of accounts

Additional events may include:

- Changes in the status of a security
- Substantial market price changes
- Transactions in which special tax considerations are involved
- Inquiry from a client

Clients receive an investment commentary, along with a report on their portfolio, after the account has been under management for one full quarter. Written reports will be provided at least semi-annually, or in some circumstances more frequently. The commentary reports on the current general thoughts regarding investment markets or any current issue thought to be of significant interest to clients.

The Firm periodically compiles and distributes information on selected mutual funds or other investments to its clients. Client reporting may differ based on client request. Clients with 401(k) plans may receive a newsletter providing investment commentary and information about the investment options available to them.

14. CLIENT REFERRALS AND OTHER COMPENSATION

The Firm may provide additional compensation to certain employees relating to soliciting or obtaining new clients to the Firm. To the extent applicable, such arrangements comply with the provision of Rule 206(4)-3 under the Advisers Act, and do not result in any increase in the advisory fee charged to a client. Brouwer & Janachowski, and its related persons, do not currently pay referral fees to, or compensate (directly or indirectly) any third party for recommending us to prospective clients. However, from time to time, existing clients or our service providers may refer prospective clients to us, even though they are not compensated for such referrals.

We may negotiate alternate fee schedules, including schedules with lower fees than our standard fee schedule, with some clients, including clients that have referred prospective clients to us. However, we negotiate all alternate fee schedules individually with each client, and such schedules are unrelated to any referrals that a client provides (or may provide). It remains our policy not to compensate any party (whether or not they are a client or an existing service provider) for any prospective client referrals. If we determine, in the future, to compensate for client referrals, we will disclose this practice in writing to the client and comply with the requirements of Rule 206(4)-3 under the Advisers Act to the extent required by applicable law.

15. CUSTODY

The Firm does not have custody of client funds or securities, except as required for the preapproved collection of client fees deducted from client accounts, and client-directed money movements to third parties. The custodian firms enumerated above in Section 12, Brokerage Practices, maintain custody of all client assets. Clients should receive at least quarterly statements from the broker dealer, bank, or other qualified custodian that holds and maintains the client's investment assets. We urge clients to carefully review these statements and compare these official custodial records to the account statements that we may provide. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

16. INVESTMENT DISCRETION

The Firm normally receives discretionary authority from the client at the outset of an advisory relationship in the investment advisory contract that we ask each client to sign. In all cases, discretion is exercised in a manner consistent with the agreed upon investment objective for the particular client account. When selecting securities and allocation of assets for portfolios we manage, we observe the investment policies, limitations, and restrictions of our advisory clients. We also take into consideration the client's financial goals and risk tolerance. The client must provide investment guidelines and restrictions mandated by a client, which differ from our recommendations, to us.

As described above in Section 8, "Methods of Analysis, Investment Strategies, and Risk of Loss," we do not exercise investment discretion in non-managed accounts that are established for the client, as these are self-directed accounts in which the client makes all investment decisions. In addition to exercising investment discretion in self-directed accounts, there may be instances where clients place buy, sell, or other types of orders in portfolio accounts held at custodian firms that are managed by the Firm. These orders are typically marked "unsolicited."

In situations where the client has placed a direct, unsolicited order in a portfolio account managed by Brouwer & Janachowski, we will not be responsible for this security transaction, nor will we be assumed to have knowledge of the value or merits of the investment.

17. VOTING CLIENT SECURITIES

For client accounts in which we have voting authority, we receive a proxy ballot and a description of issues presented for voting. We carefully review all information and base our voting decision on our view of the client's best interests. Clients can contact our office to ask for our current policies and procedures in regards to proxy voting. Clients may also contact our office to obtain information on how we voted their securities. We will then provide the information on how we voted each issue presented on the ballot. Clients may, by contacting Brouwer & Janachowski sufficiently in advance of a vote, direct how to vote a particular solicitation. Any conflicts of interest are resolved pursuant to our proxy voting policies and procedures. In some cases, Brouwer & Janachowski has no authority to vote proxies on behalf of a client; this will be the case for securities held in non-managed accounts. In those cases, the client retains the proxy voting responsibility and will receive the proxy directly from their custodian. Clients may contact the Firm if they have questions about a particular solicitation where we do not have authority to vote the client's proxy; however, the decision whether to vote or how to vote the proxy is the client's. The authorization to vote or not vote proxies is granted on the custodian's specific application.

18. FINANCIAL INFORMATION

Because we do not require or solicit payment of more than \$1,200 in fees per client, six months or more in advance, we are not required to provide a balance sheet.