

Centurion Asset Management, LLC

Firm Brochure

Form ADV Part 2A

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This brochure provides information about the qualifications and business practices of Centurion Asset Management, LLC. If you have any questions about the contents of this brochure, please contact us at (610) 629-0660 or Mariane.Liebowitz@mmc.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.

You can find more information about Centurion Asset Management, LLC on the SEC's website at www.adviserinfo.sec.gov. References herein to Centurion Asset Management, LLC as a "registered investment adviser" or any reference to being "registered" does not imply a certain level of skill or training.



MATERIAL CHANGES

ITEM 2

There have been no material changes to this Brochure since the firm's last annual amendment filing on March 30, 2018.

TABLE OF CONTENTS

ITEM 3

1.	Cover Page	i
2.	Material Changes	ii
3.	Table of Contents	ii
4.	Advisory Business	1
5.	Fees and Compensation	4
6.	Performance-Based Fees and Side-by-Side Management	6
7.	Types of Clients.....	6
8.	Methods of Analysis, Investment Strategies and Risk of Loss.....	6
9.	Disciplinary Information	8
10.	Other Financial Industry Activities and Affiliations	8
11.	Code of Ethics, Participation or Interest in Client Transactions and Personal Trading...	9
12.	Brokerage Practices	9
13.	Review of Accounts.....	11
14.	Client Referrals and Other Compensation	11
15.	Custody	11
16.	Investment Discretion	11
17.	Voting Client Securities.....	12
18.	Financial Information	12

Centurion Asset Management, LLC ("Centurion") is a limited liability company with headquarters in Plymouth Meeting, Pennsylvania. Centurion is owned by Marsh & McLennan Agency LLC ("MMA"). Centurion began conducting business in 2009 and became registered as an investment adviser firm in November 2010.

Overview of Centurion's Services

Centurion provides discretionary and/or non-discretionary investment advisory services on a *fee* basis. Centurion's annual investment advisory fee is based upon a percentage (%) of the market value of the assets placed under Centurion's management, generally between negotiable and 1.25%.

Centurion's annual investment advisory fee shall include investment advisory services, and, to the extent specifically requested by the client, financial planning and consulting services. In the event that the client requires extraordinary planning and/or consultation services (to be determined at the sole discretion of Centurion), Centurion may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

Consulting and Financial Planning Services (Stand-alone)

Centurion may provide consulting and/or financial planning services (including investment and non-investment related matters) on a stand-alone separate fee basis. Centurion's consulting and planning fees are negotiable; may be on a fixed fee basis or on an hourly rate basis ranging from \$100 to \$350, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s). Prior to engaging Centurion to provide planning or consulting services, clients are generally required to enter into a *Consulting and Financial Planning Agreement* with Centurion setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to Centurion commencing services. If requested by the client, we may recommend the services of other professionals for implementation purposes, including certain Centurion's representatives in their individual capacities as registered representatives of Purshe Kaplan Sterling Investments ("PKS"), a FINRA member broker-dealer, and/or in their individual capacities as licensed insurance agents. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Centurion.

If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional[s] (i.e. attorney, accountant, insurance agent, etc.), and not Centurion, shall be responsible for the quality and competency of the services provided. It remains the client's responsibility to promptly notify Centurion if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Centurion's previous recommendations and/or services.

Non-Investment Consulting/Implementation Services

Centurion may provide consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. Neither Centurion, nor any of its representatives, serves as an attorney or accountant and no portion of Centurion's services should be construed as same.

Centurion may recommend the services of other professionals for certain non-investment implementation purposes (i.e. attorneys, accountants, insurance, etc.), including certain representatives of Centurion in their separate registered/licensed capacities as discussed below. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from Centurion.

If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. At all times, the engaged licensed professional[s] (i.e. attorney, accountant, insurance agent, etc.), and not Centurion, shall be responsible for the quality and competency of the services provided.

Inverse/Enhanced Market Strategies

Centurion may utilize long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be no assurance that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct Centurion, in writing, not to employ any or all such strategies for their accounts.

Non-Discretionary Service Limitations

Clients that determine to engage Centurion on a non-discretionary investment advisory basis must be willing to accept that Centurion cannot effect any account transactions without obtaining prior verbal consent to any such transaction(s) from the client. Thus, in the event that Centurion would like to make a transaction for a client's account, and client is unavailable, Centurion will be unable to effect the account transaction (as it would for its discretionary clients) without first obtaining the client's verbal consent.

Use of Mutual and Exchange Traded Funds

Most mutual funds and exchange traded funds are available directly to the public. Therefore, a prospective client can obtain many of the funds that may be utilized by Centurion independent of engaging Centurion as an investment advisor. However, if a prospective client determines to do so, he/she will not receive Centurion's initial and ongoing investment advisory services. In addition to Centurion's investment advisory fee described below, and transaction and/or custodial fees discussed below, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses)

Portfolio Activity

Centurion has a fiduciary duty to provide services consistent with the client's best interest. As part of its investment advisory services, Centurion will review client portfolios on an ongoing basis to determine if

any changes are necessary based upon various factors, including, but not limited to, investment performance, fund manager tenure, style drift, account additions/withdrawals, and/or a change in the client's investment objective. Based upon these factors, there may be extended periods of time when Centurion determines that changes to a client's portfolio are neither necessary nor prudent. Of course, as indicated below, there can be no assurance that investment decisions made by Centurion will be profitable or equal any specific performance level(s).

Retirement Rollovers-Potential for Conflict of Interest

A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If Centurion recommends that a client roll over their retirement plan assets into an account to be managed by Centurion, such a recommendation creates a conflict of interest. No client is under any obligation to rollover retirement plan assets to an account managed by Centurion.

eMoney Advisor Platform

Centurion may provide its clients with access to an online platform hosted by "eMoney Advisor" ("eMoney"). The eMoney platform allows a client to view their complete asset allocation, including those assets that Centurion does not manage (the "Excluded Assets"). Centurion does not provide investment management, monitoring, or implementation services for the Excluded Assets. Therefore, Centurion shall not be responsible for the investment performance of the Excluded Assets. Rather, the client and/or their advisor(s) that maintain management authority for the Excluded Assets, and not Centurion, shall be exclusively responsible for such investment performance. The client may choose to engage Centurion to manage some or all of the Excluded Assets pursuant to the terms and conditions of an Investment Advisory Agreement between Centurion and the client. The eMoney platform also provides access to other types of information and applications including financial planning concepts and functionality, which should not, in any manner whatsoever, be construed as services, advice, or recommendations provided by Centurion. Finally, Centurion shall not be held responsible for any adverse results a client may experience if the client engages in financial planning or other functions available on the eMoney platform without Centurion's assistance or oversight.

Cash Positions

Centurion may maintain cash and cash equivalent positions (such as money market funds) for defensive and liquidity purposes. Unless otherwise agreed in writing, all cash and cash equivalent positions will be included as part of assets under management for purposes of calculating Centurion's investment advisory fee.

Trade Error Policy

Centurion shall reimburse accounts for losses resulting from Centurion's trade errors, but shall not credit accounts for such errors resulting in market gains. The gains and losses are reconciled within the custodian firm account and Centurion retains the net gains and losses.

Client Obligations

In performing its services, Centurion shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify Centurion if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising Centurion's previous recommendations and/or services.

A copy of Centurion's written Brochure as set forth on Part 2 of Form ADV shall be provided to each client prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement* or *Consulting and Financial Planning Agreement*.

Centurion shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, Centurion shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at any time, impose reasonable restrictions, in writing, on Centurion's services. Centurion does not participate in a wrap fee program.

As of December 31, 2018, Centurion had \$117,661,216 in discretionary and \$133,599,256 in non-discretionary regulatory assets under management, as well as other assets under advisement.

FEES AND COMPENSATION

ITEM 5

Investment Advisory Services

Centurion provides discretionary and/or non-discretionary investment advisory services on a *fee* basis, our annual investment advisory fee shall be based upon a percentage (%) of the market value and type of assets placed under Centurion's management (between negotiable and 1.25%), to be charged quarterly in advance, as follows:

<u>Market Value of Portfolio</u>	<u>% of Assets</u>
\$0-\$1,000,000	1.25
\$1,000,001-\$2,000,000	1.00
\$2,000,001-\$4,000,000	0.80
\$4,000,001-\$7,000,000	0.65
\$7,000,001-\$10,000,000	0.50
\$10,000,000+	customized

Centurion's annual investment advisory fee shall include investment advisory services, and, to the extent specifically requested by the client, consulting and financial planning services. In the event that the client requires extraordinary consultation and/or planning services (to be determined at the sole discretion of Centurion), we may determine to charge for such additional services, the dollar amount of which shall be set forth in a separate written notice to the client.

Centurion's investment advisory fee is negotiable at its discretion, depending upon objective and subjective factors including but not limited to: the amount of assets to be managed; portfolio composition; the scope and complexity of the engagement; the anticipated number of meetings and servicing needs; related

accounts; future earning capacity; anticipated future additional assets; the professional(s) rendering the service(s); prior relationships with Centurion and/or its representatives, and negotiations with the client. As a result of these factors, similarly situated clients could pay different fees, the services to be provided by Centurion to any particular client could be available from other advisers at lower fees, and certain clients may have fees different than those specifically set forth above.

Consulting and Financial Planning Services (Stand-alone)

Centurion may provide consulting and/or financial planning services (including investment and non-investment related matters) on a stand-alone fee basis. Centurion's consulting and planning fees are negotiable; may be on a fixed fee basis or on an hourly rate basis ranging from \$100 to \$350, depending upon the level and scope of the service(s) required and the professional(s) rendering the service(s).

Clients may elect to have Centurion's advisory fees deducted from their custodial account. Both Centurion's Investment Advisory Agreement and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of the investment advisory fee and to directly remit that management fee to Centurion in compliance with regulatory procedures. In the limited event that Centurion bills the client directly, payment is due upon receipt of the invoice. Centurion shall deduct fees and/or bill clients quarterly in advance, based upon the market value of the assets on the last business day of the previous quarter.

As discussed below, unless the client directs otherwise or an individual client's circumstances require, Centurion shall generally recommend that Charles Schwab & Co., Inc. ("*Schwab*") serve as the custodian for client investment management assets. Custodians such as *Schwab* charge brokerage and/or transaction fees for effecting certain securities transactions (i.e. transaction fees are charged for certain mutual funds, individual equity, and fixed income securities transactions). Clients will incur, in addition to Centurion's investment management fee, brokerage and/or transaction fees, and, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g. management fees and other fund expenses).

Centurion's annual investment advisory fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. Centurion does not generally require an annual minimum fee or asset level for investment advisory services.

The *Investment Advisory Agreement* between Centurion and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, Centurion shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.

Commission Transactions

In the event that the client desires, the client can engage certain of Centurion's representatives, in their individual capacities as registered representatives of *PKS*, a FINRA member broker-dealer, to implement investment recommendations on a commission basis. In the event the client chooses to purchase investment products through *PKS*, *PKS* will charge brokerage commissions to effect securities transactions, a portion of which commissions *PKS* shall pay to Centurion's representatives, as applicable. The brokerage commissions charged by *PKS* may be higher or lower than those charged by other broker-dealers. In addition, *PKS*, as well as Centurion's representatives, relative to commission mutual fund purchases, may also receive additional



ongoing 12b-1 trailing commission compensation directly from the mutual fund company during the period that the client maintains the mutual fund investment.

Conflict of Interest:

The sale of commission products by Centurion's representatives is limited and not material to Centurion's advisory operations. However, the recommendation that a client purchase a commission product from *PKS* presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend investment products based on commissions received, rather than on a particular client's need. No client is under any obligation to purchase any commission products from *PKS*. Centurion's Chief Compliance Officer, Mariane A. Liebowitz, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.

Clients may purchase investment products recommended by Centurion through other, non-affiliated broker dealers or agents. Centurion does not receive more than 50% of its revenue from advisory clients as a result of commissions or other compensation for the sale of investment products it recommends to its clients.

When Centurion's representatives sell an investment product on a commission basis, Centurion does not charge an advisory fee in addition to the commissions paid by the client for such product. When providing services on an advisory fee basis, Centurion's representatives do not also receive commission compensation for such advisory services (except for any ongoing 12b-1 trailing commission compensation that may be received as previously discussed). However, a client may engage Centurion to provide investment management services on an advisory fee basis and separate from such advisory services purchase an investment product from Centurion's representatives on a separate commission basis.

PERFORMANCE-BASED FEES AND SIDE BY SIDE MANAGEMENT

ITEM 6

Centurion does not receive performance-based fees (fees based on a share of capital gains on or capital appreciation of your assets).

TYPES OF CLIENTS

ITEM 7

Centurion provides investment and non-investment consulting services to individuals, business entities, trusts, estates and charitable organizations.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

ITEM 8

Centurion may utilize the following methods of security analysis:

- Charting - (analysis performed using patterns to identify current trends and trend reversals to forecast the direction of prices)
- Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
- Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)

Centurion may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)

Investment Risk

Investing in securities involves risk of loss that clients should be prepared to bear. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by Centurion) will be profitable or equal any specific performance level(s).

Centurion's methods of analysis and investment strategies do not present any significant or unusual risks. However, every method of analysis has its own inherent risks. To perform an accurate market analysis Centurion must have access to current/new market information. Centurion has no control over the dissemination rate of market information; therefore, unbeknownst to Centurion, certain analyses may be compiled with outdated market information, severely limiting the value of Centurion's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Centurion's primary investment strategies - Long Term Purchases, Short Term Purchases, and Trading - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

Currently, Centurion primarily allocates client investment assets among various individual equity and fixed income securities, mutual funds and/or exchange traded funds ("ETFs") (including inverse ETFs and/or mutual funds that are designed to perform in an inverse relationship to certain market indices), on a discretionary and non-discretionary basis in accordance with the client's designated investment objective(s).

As disclosed above, Centurion may utilize long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be no assurance that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct Centurion, in writing, not to employ any or all such strategies for his/her/their/its accounts.

DISCIPLINARY INFORMATION

ITEM 9

In 2016, a related person of the firm consented to a Financial Industry Regulatory Authority (FINRA) order in which he agreed to neither admit nor deny his participation in recommending, without prior approval of his Broker Dealer, a separate and distinct private securities broker transaction, which did not involve Centurion. The order imposed on him a monetary penalty and a six-month suspension from association with a FINRA member firm (Broker Dealer). The FINRA order and suspension in no way effected Centurion or limited it from engaging in advisory activities. Nor did the order limit the related person from servicing clients as a registered investment advisor of the firm.

Any information about disciplinary matters applicable to advisory affiliates of Centurion also is available on the SEC's website at www.adviserinfo.sec.gov, or at FINRA's web site at - <http://www.finra.org>.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

ITEM 10

Centurion is owned by MMA, a licensed insurance agency. Centurion is affiliated with MMA Securities LLC, a SEC registered investment adviser and general securities broker-dealer and a FINRA and SIPC member firm.

No client is under any obligation to purchase products or engage the services of MMA or MMA Securities LLC. Clients are reminded that they may purchase insurance and securities products through other, non-affiliated entities.

As disclosed above in Item 5, certain of Centurion's representatives are also registered representatives of Purshe Kaplan Sterling Investments ("PKS"), a FINRA member broker-dealer. Certain of Centurion's representatives may be engaged in their individual capacities as registered representatives of PKS to implement investment recommendations on a commission basis. Centurion may offer certain qualified clients trading services which gives Centurion the ability to execute trades through PKS of client assets custodied at Schwab. Additionally, certain of Centurion's representatives, in their individual capacities, are licensed insurance agents, and may recommend the purchase of certain insurance-related products on a commission basis.

The sale of commission products by Centurion's representatives is limited and not material to Centurion's advisory operations. However, the recommendation by Centurion's representatives to purchase a commissionable securities or insurance product presents a conflict of interest, as the receipt of commissions may provide an incentive to recommend investment products based on commissions received, rather than on a particular client's need.

No client is under any obligation to purchase any commission products from Centurion's representatives. Clients are reminded that they may purchase securities and/or insurance products through other, non-affiliated registered representatives and/or insurance agents.

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

ITEM 11

Centurion has adopted a stringent Code of Ethics, which sets out high ethical standards of conduct for our employees consistent with our duty of loyalty, fairness and good faith toward our clients. The Code of Ethics has specific sections regarding insider trading, protecting confidentiality, compliance with federal and state securities laws, avoiding and identifying conflicts of interest, and personal securities transactions. A copy of this Code of Ethics is available upon request.

Our Code of Ethics also includes policies and procedures regarding personal securities transactions. These procedures require the reporting of securities transactions by our employees, ongoing monitoring of securities transactions and the prohibition on the use of material non-public information. We do not recommend clients transact in securities in which we have a material financial interest.

Centurion and/or representatives of Centurion may buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where Centurion and/or representatives of Centurion are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a conflict of interest. As indicated above, Centurion has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of Centurion's supervised employees.

BROKERAGE PRACTICES

ITEM 12

In the event that the client requests that Centurion recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct Centurion to use a specific broker-dealer/custodian), we generally recommend that investment management accounts be maintained at *Schwab*. Prior to engaging Centurion to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with Centurion setting forth the terms and conditions under which we shall manage the client's assets and a separate custodial/clearing agreement with each designated broker-dealer/custodian. Clients are permitted to select custodians other than *Schwab*, upon the approval of Centurion.

Factors that Centurion considers in recommending *Schwab* (or another broker-dealer/custodian) include historical relationship with Centurion, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by Centurion's clients shall comply with Centurion's duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where Centurion determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although Centurion will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, Centurion's investment management fee. Centurion's best execution responsibility is qualified if

securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, Centurion receives from *Schwab* (or another broker-dealer/custodian, investment platform and/or mutual fund sponsor) without cost (and/or at a discount) support services and/or products, certain of which assist Centurion to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by Centurion may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by Centurion in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that may be received may assist Centurion in managing and administering client accounts. Others do not directly provide such assistance, but rather assist Centurion to manage and further develop its business enterprise.

There is no corresponding commitment made by Centurion to *Schwab* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement. Centurion's Chief Compliance Officer, Mariane A. Liebowitz, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

Centurion does not receive referrals from broker-dealers. Nor does it generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and Centurion will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by Centurion. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

In the event that the client directs Centurion to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through Centurion. Higher transaction costs adversely impact account performance.

Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

To the extent that Centurion provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless Centurion decides to purchase or sell the same securities for several clients at approximately the same time. Centurion may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate

equitably among Centurion's clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. Centurion shall not receive any additional compensation or remuneration as a result of such aggregation.

REVIEW OF ACCOUNTS

ITEM 13

Centurion's representatives conduct account reviews on an ongoing basis, with the frequency determined by the client. Most clients select quarterly reviews, while some receive semi-annual or annual reviews. All clients are advised that it remains their responsibility to advise Centurion of any changes in their investment objectives and/or financial situation. All clients are encouraged to review investment objectives and account performance with Centurion on an annual basis.

Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Centurion may also provide a written periodic report summarizing account activity and performance.

CLIENT REFERRALS AND OTHER COMPENSATION

ITEM 14

Centurion does not receive any economic benefit or compensation from outside sources other than those set forth in Item 12 provided by Schwab. Centurion does not directly or indirectly compensate any person who is not a supervised person of our firm for referrals. We do not receive an economic benefit from a non-client for providing investment advice or advisory services to our clients.

CUSTODY

ITEM 15

Centurion shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided, at least quarterly, with written transaction confirmation notices and regular written summary account statements directly from the broker-dealer/custodian and/or program sponsor for the client accounts. Centurion may also provide a written periodic report summarizing account activity and performance.

Clients who have their advisory fees debited directly from their custodial accounts are urged to compare any written statement provided by Centurion with the account statements received from the account custodian to ensure that the proper advisory fee has been deducted from their custodial account. Please also note that the account custodian does not verify the accuracy of the advisory fee calculation.

INVESTMENT DISCRETION

ITEM 16

The client can determine to engage Centurion to provide investment advisory services on a discretionary basis. Prior to Centurion assuming discretionary authority over a client's account, the client shall be required to execute *Investment Advisory Agreement*, naming Centurion as the client's attorney and agent in fact, granting

Centurion full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name found in the discretionary account.

Clients who engage Centurion on a discretionary basis may, at any time, impose restrictions, in writing, on Centurion's discretionary authority. (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe Centurion's use of margin, etc).

VOTING CLIENT SECURITIES

ITEM 17

Centurion does not vote client securities. Accordingly, we have not adopted a proxy voting policy. Clients will receive proxies or other solicitations directly from their custodian.

FINANCIAL INFORMATION

ITEM 18

Centurion will not require you to prepay more than \$1,200 in fees six months or more in advance of receiving services, therefore we are not required to provide a balance sheet.

We must disclose any financial condition that could impair our ability to meet our contractual commitments to you, and whether we have been the subject of a bankruptcy proceeding. We have no such financial condition to disclose to you, and have never been the subject of a bankruptcy proceeding.