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FORM ADV PART 2A BROCHURE

This brochure provides information about the qualifications and business practices of Grove Advisors LLC. If you have any questions about the contents of this brochure, contact us at 415-323-6389. 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 Grove Advisors LLC is available on the SEC's website at www.adviserinfo.sec.gov.

Grove Advisors LLC is a registered investment adviser with the United States Securities and Exchange Commission (the "SEC"). Registration with the SEC or any state securities authority does not imply any certain level of skill or training.

Item 2 Summary of Material Changes

Form ADV Part 2 requires registered investment advisers to amend their brochure when information becomes materially inaccurate. If there are any material changes to an adviser's disclosure brochure, the adviser is required to notify you and provide you with a description of the material changes.

Since the Brochure's last annual updating amendment on March 28, 2019, we made the following material changes to this Brochure:

- Item 4: This item was updated to describe that we currently offer two options, Starter and Standard, for Ongoing Financial Subscription Services.
- Item 5: This item was updated to describe the current pricing for the Starter and Standard Ongoing Financial Subscription Services.

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Item 4 Advisory Business

Description of Firm

Grove Advisors LLC is a SEC-registered investment adviser based in San Francisco, California. We are organized as a limited liability company under the laws of the State of Delaware. We have been providing investment advisory services since December 2015.

Christopher Richard Doyle serves as our Chief Investment Officer and Chief Compliance Officer, and Christopher Worthington Hutchins serves as our Chief Executive Officer. We are wholly owned by Grove Holdings Inc., a Delaware corporation ("Grove Holdings"). Christopher Richard Doyle and Christopher Worthington Hutchins hold a significant stake in Grove Holdings Inc.

The following paragraphs describe our services and fees. Refer to the description of each investment advisory service listed below for information on how we tailor our advisory services to your individual needs. As used in this brochure, the words "we," "our," and "us" refer to Grove Advisors LLC and the words "you," "your," and "client" refer to you as either a client or prospective client of our firm.

Ongoing Financial Planning Subscription

We offer ongoing financial planning services and plan monitoring through our Ongoing Financial Planning Subscription. We believe that maintaining a dialogue with our clients about their financial questions and concerns is important in our clients' financial progress. To make this dialogue convenient, we offer an ongoing financial planning subscription.

We currently offer two options for the subscription service:

Starter Tier:

Our Starter service includes a (i) comprehensive financial checkup, (ii) ongoing guidance, (iii) access to a dedicated financial planner, (iv) real-time summary of your money, (v) personalized investment portfolio, and (vi) a detailed five (5) year financial strategy.

Standard Tier*:

Our Standard service includes a (i) comprehensive financial checkup, (ii) ongoing guidance, (iii) access to a dedicated financial planner, (iv) real-time summary of your money, (v) personalized investment portfolio, (vi) a detailed five (5) year financial strategy, (vii) long term financial outlook and (viii) insurance and estate planning advice.

*Please note that if you signed up before April 19, 2019, you are enrolled in the Standard service.

In both packages, we create a plan for you to reach your financial objectives. The plan includes an overview of your current financial situation, capturing your assets, debt, income, and expenses. You will receive information such as specific recommendations on where to hold your assets, how much you need to be saving, and what investments to hold in your portfolio. We then focus on your goals, to help you understand what you will need to do to prepare for these milestones.

If you subscribe to this service, you will have limited access to our representatives. You will be able to communicate with our representatives by e-mail, and also schedule phone calls with our representatives through e-mail or through our website. These options to contact our representatives may change over time. We may impose limitations to the scope or frequency of ongoing communications and/or changes to your plan at our sole discretion. Note that you have no obligation to contact us during your subscription.

Per your services agreement, you may receive periodic check-ins from us. These check-ins may include information about your progress, additional recommendations, and/or general financial planning content.

Grove Advisors LLC Wrap Fee Program

We offer investment advisory services through the wrap fee program as described here and in our wrap fee program brochure to prospective and existing clients. We are the sponsor and portfolio manager for the wrap fee program.

The wrap fee program is offered in conjunction with, but as a separate service from, our financial planning services. The financial plan provided through our ongoing financial planning services will include our recommendations designed to help you achieve your financial goals and objectives. Please see the *Ongoing Financial Planning Subscription* section above for additional information. Based on the information you provide during the financial planning services as well as other information we may collect from you, we will develop a Statement of Investment Objectives, which describes your goals and objectives. Your wrap fee account will be managed in accordance with your Statement of Investment Objectives. We will monitor your wrap fee account performance on an ongoing basis and will rebalance the portfolio as required by changes in market conditions and/or in your financial circumstances.

Our wrap fee program allows clients to pay a single fee (the “Wrap Fee”) which covers management fees, trading commissions, fees for brokerage and other administrative and advisory services provided by us or the custodian. You are not charged separate fees for the respective components of the total services. The Wrap Fee, however, is separate from any fee for financial planning services. We receive a portion of the Wrap Fee for our services. Because our firm absorbs client transaction fees, an incentive exists to limit trading activities in the wrap fee account. Depending on the wrap fee account, clients may pay more for using our wrap fee program than they would for using our non-wrap services. If a client has an Ongoing Financial Planning Subscription and elects to participate in our wrap fee program, an amount specified in the Ongoing Financial Planning Subscription agreement will be excluded from the calculation of total assets on which the management fee is charged under the wrap fee program. This exclusion will remain in place until the termination of Ongoing Financial Planning Subscription agreement.

The wrap fee program is administered by TD Ameritrade Institutional. TD Ameritrade Institutional (“TD”) is a division of TD Ameritrade Inc., member FINRA/SIPC, an unaffiliated SEC-registered broker-dealer and FINRA member. TD provides custody of securities, trade execution, clearance and settlement of transactions, as well as other support services for the wrap fee program.

Prior to becoming a client under the wrap fee program, you will be required to enter into a separate written Wrap Fee Program Agreement with us that sets forth the terms and conditions of the engagement and describes the scope of the services to be provided, and the fees to be paid.

The wrap fee program is provided on a discretionary basis. The discretionary wrap fee program includes our firm executing investments on your behalf. If you participate in our discretionary wrap fee program,

we require you to grant us discretionary authority to manage your account. Discretionary authorization will allow us to determine the specific securities and the amount of securities to be purchased or sold for your account without your approval prior to each transaction. Discretionary authority is granted by the investment advisory agreement you sign with our firm and the appropriate trading authorization forms. You may limit our discretionary authority (for example, limiting the types of securities that can be purchased or sold for your account) by providing our firm with your restrictions and guidelines in writing.

Wrap Fee Programs

We participate in the wrap fee program described above. A portion of the wrap fee charged to clients is paid to TD for transaction costs.

Types of Investments

We primarily offer advice on mutual funds and exchange traded funds ("ETFs"). Refer to the *Methods of Analysis, Investment Strategies and Risk of Loss* below for additional disclosures on this topic.

Additionally, we may advise you on various types of investments based on your stated goals and objectives. We may also provide advice on any type of investment held in your portfolio at the inception of our advisory relationship.

Assets Under Management

As of December 31, 2018, we provide continuous management services under the Wrap Fee Program (see below) for \$4,000,000 in client assets on a discretionary basis, and \$0 in client assets on a non-discretionary basis.

Item 5 Fees and Compensation

We may offer a program that allows you to secure an approximate priority for the right, but not the obligation to engage our services for the Ongoing Financial Planning Subscription service (in either option, the "Reservation Payment"). This does not constitute the purchase of services or investment advice from us. We will contact you when we have availability to engage with new clients at which time you will receive the applicable advisory agreement to engage our services. If you elect to proceed with engaging us and become a client, we will apply your Reservation Payment towards the price of the service. Until you enter into an advisory agreement with us, your reservation may be cancelled by you or by us at any time, in which case you will receive a full refund of your Reservation Payment.

Ongoing Financial Planning Subscription

We have various fees for the ongoing financial planning subscription depending on when you signed up for the service. We may change the price depending on the state of our technology platform and/or based on incentive or discount programs that we offer. At our firm's sole discretion, the onboarding fee, the recurring fee, or both, may be waived from time to time and/or discounted. Certain clients may actually pay lower fees based on a variety of factors and as determined in our firm's sole discretion.

Current Pricing for Service Offerings (effective April 19, 2019):

Starter Tier:

If you elect to be billed yearly, we will charge you a \$320 onboarding fee and \$650 annual recurring fee payable on the first day of each annual period. For year one, the fee is payable on or prior to the effective date of the Ongoing Financial Planning Subscription agreement. The first annual recurring fee may be discounted in certain circumstances. You may terminate your subscription by providing written notice to our firm. Paid fees will not be refunded at any time or upon termination of the service.

If you elect to be billed monthly, we will charge you a \$320 onboarding fee and \$65 monthly recurring fee billed monthly in advance. You may terminate your subscription by providing written notice to our firm. Paid but unearned fees will be refunded on a pro-rated basis. Paid fees will not be refunded at any time or upon termination of the service.

Standard Tier:

If you elect to be billed yearly, we will charge you a \$560 onboarding fee and \$650 annual recurring fee payable on the first day of each annual period. For year one, the fee is payable on or prior to the effective date of the Ongoing Financial Planning Subscription agreement. The first annual recurring fee may be discounted in certain circumstances. You may terminate your subscription by providing written notice to our firm. Paid but unearned fees will be refunded on a pro-rated basis. Paid fees will not be refunded at any time or upon termination of the service.

If you elect to be billed monthly, we will charge you a \$560 onboarding fee and \$65 monthly recurring fee billed monthly in advance. You may terminate your subscription by providing written notice to our firm. Paid but unearned fees will be refunded on a pro-rated basis. Paid fees will not be refunded at any time or upon termination of the service.

Pricing from March 8, 2019 to April 19, 2019:

We charge an onboarding fee of \$560 onboarding fee, due and payable immediately, and a \$65 monthly recurring fee, billed monthly in advance. You may terminate your subscription by providing written notice to our firm. Paid but unearned fees will be refunded on a pro-rated basis. The full onboarding fee shall be considered to be earned by our firm upon delivery of the financial plan to you.

Pricing from November 1, 2018 to March 8, 2019:

For those of you who placed a reservation between these dates, we charge an onboarding fee of \$950, due and payable immediately, for the first six (6) months of service, and thereafter, a monthly recurring fee of \$65, billed quarterly in advance. The onboarding fee may be discounted in certain circumstances. You may terminate your subscription by providing written notice to our firm. Paid but unearned fees will be refunded on a pro-rated basis. The full onboarding fee shall be considered to be earned by our firm upon delivery of the financial plan to you.

Pricing until November 1, 2018:

For those of you who placed a reservation of the Ongoing Financial Planning Subscription prior to November 1, 2018, we will charge you the \$0 onboarding fee and \$600 annual recurring fee payable on the first day of each annual period. The first annual recurring fee may be discounted in certain circumstances. You may terminate your subscription by providing written notice to our firm. Paid but unearned fees will be refunded on a pro-rated basis. In the first year of service, 100% of the onboarding fee and 50% of the recurring fee, equivalent to six months, shall be considered to be earned by our firm upon delivery of the financial plan to you.

Wrap Fee Program

Our wrap fee program allows clients to pay a single fee (the “Wrap Fee”) which covers management fees, trading commissions, fees for brokerage and other administrative and advisory services provided by us or the custodian. You are not charged separate fees for the respective components of the total services. The Wrap Fee, however, is separate from any fee for financial planning services. We receive a portion of the Wrap Fee for our services. Because our firm absorbs client transaction fees, an incentive exists to limit trading activities in the wrap fee account. Depending on the wrap fee account, clients may pay more for using our wrap fee program than they would for using our non-wrap services. If a client has an Ongoing Financial Planning Subscription and elects to participate in our wrap fee program, we waive the fee on Grove Invest for the first \$100,000 in the wrap fee account. This exclusion will remain in place until the termination of Ongoing Financial Planning Subscription agreement.

Additional Fees and Expenses

As part of our investment advisory services to you, we may invest, or recommend that you invest, in mutual funds and exchange traded funds. The fees that you pay to our firm for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or exchange traded funds (described in each fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. You will also incur transaction charges and/or brokerage fees when purchasing or selling securities. These charges and fees are typically imposed by the broker-dealer or custodian through whom your account transactions are executed. We do not share in any portion of the brokerage fees/transaction charges imposed by the broker-dealer or custodian. To fully understand the total cost you will incur, you should review all the fees charged by mutual funds, exchange traded funds, our firm, and others. For information on our brokerage practices, refer to the *Brokerage Practices* section of this brochure.

Neither our firm nor any of our supervised persons accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

IRA Rollover Considerations

As part of our investment advisory services to you, we may recommend that you withdraw the assets from your employer's retirement plan and roll the assets over to an individual retirement account ("IRA") that we will manage on your behalf. If you elect to roll the assets to an IRA that is subject to our management, we will charge you an asset-based fee as set forth in the agreement you executed with our firm. This practice presents a conflict of interest because persons providing investment advice on our behalf have an incentive to recommend a rollover to you for the purpose of generating fee-based

compensation rather than solely based on your needs. You are under no obligation, contractually or otherwise, to complete the rollover. Moreover, if you do complete the rollover, you are under no obligation to have the assets in an IRA managed by our firm.

Many employers permit former employees to keep their retirement assets in their company plan. Also, current employees can sometimes move assets out of their company plan before they retire or change jobs. In determining whether to complete the rollover to an IRA, and to the extent the following options are available, you should consider the costs and benefits of:

An employee will typically have four options:

1. Leaving the funds in your employer's (former employer's) plan.
2. Moving the funds to a new employer's retirement plan.
3. Cashing out and taking a taxable distribution from the plan.
4. Rolling the funds into an IRA rollover account.

Each of these options has advantages and disadvantages and before making a change we encourage you to speak with your CPA and/or tax attorney.

If you are considering rolling over your retirement funds to an IRA for us to manage here are a few points to consider before you do so:

1. Determine whether the investment options in your employer's retirement plan address your needs or whether you might want to consider other types of investments.
 - a) Employer retirement plans generally have a more limited investment menu than IRAs.
 - b) Employer retirement plans may have unique investment options not available to the public such as employer securities, or previously closed funds.
2. Your current plan may have lower fees than our fees.
 - a) If you are interested in investing only in mutual funds, you should understand the cost structure of the share classes available in your employer's retirement plan and how the costs of those share classes compare with those available in an IRA.
 - b) You should understand the various products and services you might take advantage of at an IRA provider and the potential costs of those products and services.
3. Our strategy may have higher risk than the option(s) provided to you in your plan.
4. Your current plan may also offer financial advice.
5. If you keep your assets titled in a 401k or retirement account, you could potentially delay your required minimum distribution beyond age 70.5.
6. Your 401k may offer more liability protection than a rollover IRA; each state may vary.

- a) Generally, federal law protects assets in qualified plans from creditors. Since 2005, IRA assets have been generally protected from creditors in bankruptcies. However, there can be some exceptions to the general rules so you should consult with an attorney if you are concerned about protecting your retirement plan assets from creditors.
- 7. You may be able to take out a loan on your 401k, but not from an IRA.
- 8. IRA assets can be accessed any time; however, distributions are subject to ordinary income tax and may also be subject to a 10% early distribution penalty unless they qualify for an exception such as disability, higher education expenses or the purchase of a home.
- 9. If you own company stock in your plan, you may be able to liquidate those shares at a lower capital gains tax rate.
- 10. Your plan may allow you to hire us as the manager and keep the assets titled in the plan name.

It is important that you understand the differences between these types of accounts and to decide whether a rollover is best for you. Prior to proceeding, if you have questions contact your investment adviser representative, or call our main number as listed on the cover page of this brochure.

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

We do not accept performance-based fees or participate in side-by-side management. Performance-based fees are fees that are based on a share of a capital gains or capital appreciation of a client's account. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees. Our fees are calculated as described in the *Fees and Compensation* section above, and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

Item 7 Types of Clients

We offer investment advisory services to individuals and high net worth individuals.

In general, we do not require a minimum dollar amount to open and maintain a wrap fee account; however, we have the right to terminate your account if it falls below \$10,000 and we determine that it is too small to manage effectively.

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

Our Methods of Analysis and Investment Strategies

We may use one or more of the following methods of analysis or investment strategies when providing investment advice to you:

Modern Portfolio Theory - A theory of portfolio construction that describes how to maximize portfolio expected return for a given amount of portfolio risk by using a diversified set of assets.

Risk: A portfolio constructed using Modern Portfolio Theory does not eliminate “market risk,” also known as “systematic risk,” which is the possibility for an investor to experience losses due to factors

that affect the overall financial markets. This risk is not eliminated through diversification. Also, portfolios constructed using Modern Portfolio Theory are highly dependent on assumptions about future expected returns and future correlations between assets. There is significant uncertainty in these inputs and therefore the portfolio constructed may not produce the anticipated returns and/or may have larger changes in value than anticipated.

Long-Term Purchases - Securities purchased with the expectation that the value of those securities will grow or generate returns through dividends or interest payments over a relatively long period of time, generally greater than one year.

Risk: Using a long-term purchase strategy generally assumes the financial markets will go up in the long-term, which may not be the case. There is also the risk that the segment of the market that you are invested in or the particular investment will go down over time even if the overall financial markets advance. Purchasing investments long-term may create an opportunity cost - "locking-up" assets that may be better utilized in the short-term in other investments.

Strategic Asset Allocation: A portfolio strategy that involves setting target allocations for various asset classes, and periodically rebalancing the portfolio to maintain these target allocations.

Risk: The methodology to determine a strategic asset allocation is based on a number of assumptions including future risks and returns of asset classes. These assumptions may be incorrect. Strategic asset allocation may allocate money to one or more asset classes that perform poorly over a long time period or experience higher volatility than anticipated.

Historical Risk and Return Analysis: Use of past market data to estimate likely return and risk profiles of financial instruments. Implicit in this analysis is the assumption that the future looks somewhat like the past. Statistical methods are used to examine correlations between risk or return and other macroeconomic or market variables.

Risk: Patterns that existed in the past may not persist into the future. There is a strong possibility that the future looks very different from the past, and that the analysis either overstates or understates the risks and returns in the portfolio or strategy where we apply the methodology.

Portfolio Rebalancing: The act of purchasing or selling financial instruments to bring an investment portfolio back into line with a target asset allocation. Rebalancing maintains the alignment between the risk/return of the portfolio and a client's investment objectives.

Risk: The act of rebalancing will produce additional trade fees for the client. These additional trade fees will negatively impact the performance of the portfolio. Rebalancing also may lower the return and/or increase the risk of a portfolio compared with a portfolio that is not rebalanced regularly. The purpose of rebalancing is not to maximize return or minimize risk; the purpose is to bring the portfolio back into line with a target allocation.

Asset Location: A tax strategy that involves the preferential placement of assets based on their anticipated distribution and return profile. Ordinary income generating assets or assets with significant current income will generally be placed in tax-advantaged accounts, where taxes are either deferred or not owed on realized gains. For assets that produce capital gains or assets with low current income, those assets will generally be placed in taxable (non-tax-advantaged) accounts.

Risk: By placing different asset types in different accounts, there is a significant likelihood that your tax-advantaged accounts and non-tax-advantaged accounts will generate different returns. One class of accounts may significantly outperform or underperform the other class. A class of accounts and/or individual accounts may experience lower return or more risk than the Investment Assets in the aggregate. Tax-advantaged account(s) may significantly underperform the market and the Investment Assets as a whole.

Tax-Loss Harvesting: Securities with embedded losses are sold to accelerate capital loss realization. The realized capital loss can then be used to offset realized capital gains and ordinary income from other sources, potentially lowering tax liabilities at year-end.

Risk: The act of tax-loss harvesting will produce additional trade fees for the client. These additional trade fees will negatively impact the performance of the portfolio. The securities that are sold to realize the capital losses may outperform other securities in the future. Accelerated capital loss realization may increase current or future tax liabilities. Please check with your tax advisor for potential implications for your tax situation.

Fundamental Analysis: Analyzing individual companies and their industry groups using information such as a company's financial statements, details regarding a company's product line, the experience and expertise of a company's management, and the outlook for a company and its industry. This analysis can be synthesized into an estimation of a "fair" value of a company's securities (e.g. stock or bonds). This fair value can then be compared to the current price at which the securities are available for purchase or sale in the market.

Risk: Fundamental analysis often requires the use of our own evaluation about the future prospects of a product, company, or industry. There is significant uncertainty in any projection about the future. The estimation of the "fair" value of a security may heavily depend on these projections, and thus it is possible that our estimation of value is materially incorrect. Even if the projections are generally correct, there is no guarantee that the market value of a security will converge to our estimate of "fair" value.

Our investment strategies and advice may vary depending upon each client's specific financial situation. As such, we determine investments and allocations based upon your predefined objectives, risk tolerance, time horizon, financial information, liquidity needs and other various suitability factors. Your restrictions and guidelines may affect the composition of your portfolio. **It is important that you notify us immediately with respect to any material changes to your financial circumstances, including for example, a change in your current or expected income level, tax circumstances, or employment status.**

Tax Considerations

Our strategies and investments may have unique and significant tax implications. However, unless we specifically agree otherwise, and in writing, tax efficiency is not our primary consideration in the management of your assets. Regardless of your account size or any other factors, we strongly recommend that you consult with a tax professional regarding the investment of your assets.

Custodians and broker-dealers must report the cost basis of equities acquired in client accounts. You are responsible for contacting your tax advisor to determine if a particular cost-basis accounting

method/tax lot selection method is best for your situation. If your tax advisor believes a specific cost basis accounting method is advantageous, provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

Recommendation of Particular Types of Securities

We primarily recommend mutual funds and ETFs. However, we may advise on other types of investments as appropriate for you since each client has different needs and a different tolerance for risk. Each type of security has its own unique set of risks associated with it and it would not be possible to list here all of the specific risks of every type of investment. Even within the same type of investment, risks can vary widely. However, in very general terms, the higher the potential return of an investment, the higher the risk of loss associated with the investment.

Mutual Funds and Exchange Traded Funds: Mutual funds and ETFs are professionally managed collective investment systems that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual funds, other securities, or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds and ETFs generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. ETFs differ from mutual funds since they can be bought and sold throughout the day like stock and their price can fluctuate throughout the day. The returns on mutual funds and ETFs can be reduced by the costs to manage the funds. Also, while some mutual funds are "no load" and charge no fee to buy into, or sell out of, the fund, other types of mutual funds do charge such fees which can also reduce returns. Mutual funds can also be "closed end" or "open end". So-called "open end" mutual funds continue to allow in new investors indefinitely whereas "closed end" funds have a fixed number of shares to sell which can limit their availability to new investors.

ETF Specific Risks: ETFs are designed to track an index or market benchmark. ETF performance, however, may not exactly match the performance of the index or benchmark for a number of reasons, including the expenses and transaction costs incurred by the ETF and the possibility for supply and demand in the market to cause the ETF to trade at a discount or premium to the total value of the securities owned by the ETF.

Item 9 Disciplinary Information

We are required to disclose the facts of any legal or disciplinary events that are material to a client's

evaluation of our advisory business or the integrity of our management. We do not have any required disclosures under this item.

Item 10 Other Financial Industry Activities and Affiliations

Registration as Broker-Dealer

Neither our firm nor any of our management persons are registered, or have an application pending to register as a broker-dealer or a registered representative of a broker-dealer.

Registration as Futures Commission Merchant/Commodity Pool operator/Commodity Trading Advisor

Neither our firm nor any of our management persons are registered, or have an application pending to register as a futures commission merchant, commodity pool operator, a commodity trading advisor, or is an associated person of the foregoing entities.

Material Advisory Business Relationships or Arrangements

Our firm recommends third party service providers who may also be clients of the firm. We mitigate this conflict by providing investment advice in the best interests of our clients and in accordance to their investment guidelines.

Recommendation of Other Advisers

We do not recommend third party advisers.

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

Description of Our Code of Ethics

We strive to comply with applicable laws and regulations governing our practices. Therefore, our Code of Ethics includes guidelines for professional standards of conduct for persons associated with our firm. Our goal is to protect your interests at all times and to demonstrate our commitment to our fiduciary duties of honesty, good faith, and fair dealing with you. All persons associated with our firm are expected to adhere strictly to these guidelines. Persons associated with our firm are also required to report any violations of our Code of Ethics. Additionally, we maintain and enforce written policies reasonably designed to prevent the misuse or dissemination of material, non-public information about you or your account holdings by persons associated with our firm.

Clients or prospective clients may obtain a copy of our Code of Ethics by contacting our Chief Compliance Officer, Christopher Richard Doyle at 650-427-0338.

Participation or Interest in Client Transactions

Neither our firm nor any persons associated with our firm has any material financial interest in client transactions beyond the provision of investment advisory services as disclosed in this brochure.

Personal Trading Practices

Our firm or persons associated with our firm may buy or sell securities for you at the same time we or persons associated with our firm buy or sell such securities for our own account. A conflict of interest exists in such cases because we have the ability to trade ahead of you and potentially receive more favorable prices than you will receive. To mitigate this conflict of interest, it is our policy that neither our firm nor persons associated with our firm shall have priority over your account in the purchase or sale of securities.

Item 12 Brokerage Practices

As discussed above, we provide investment advisory services through the wrap fee program administered by TD. We seek to use a custodian/broker who will hold your assets and execute transactions on terms that are overall most advantageous when compared with other available providers and their services. We consider a wide range of factors, including the capability to execute, clear, and settle trades (buy and sell securities for your account), capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.), availability of investment research and tools that assist us in making investment decisions, quality of services, competitiveness of the price of those services, reputation, financial strength, and stability of the provider.

Research and Other Soft Dollar Benefits

We do not have any soft dollar arrangements.

Brokerage for Client Referrals

We do not receive client referrals from broker-dealers in exchange for cash or other compensation, such as brokerage services or research.

Directed Brokerage

To participate in the wrap fee program, you must direct all brokerage transactions for your accounts to TD. You cannot designate or select a different broker for trade execution.

Block Trades

When we consider it to be in your best interest, we may, but are not required to, aggregate your order for the sale or purchase of securities for your account with orders for other clients of the wrap fee program. Under this approach, the transactions may be averaged as to the price and will be allocated among our clients in proportion to the purchase and sale orders placed for each client account.

Item 13 Review of Accounts

Ongoing Financial Planning Subscription

Christopher Richard Doyle, Chief Investment Officer and Chief Compliance Officer will conduct account reviews as needed, as information about the client is updated. Reviews may be conducted based on various circumstances, including, but not limited to:

- Life events or change in personal situation
- Employment change
- Significant expenditures or income
- Change in goals

Per your services agreement, you may receive periodic check-ins from us. These check-ins may include information about your progress, additional recommendations, and/or general financial planning content.

Wrap Fee Program

Christopher Richard Doyle, Chief Investment Officer and Chief Compliance Officer will monitor your accounts on an ongoing basis and will conduct account reviews at least yearly to ensure the advisory services provided to you are consistent with your investment needs and objectives. Additional reviews may be conducted based on various circumstances, including, but not limited to:

- Contributions and withdrawals,
- Market moving events,
- Security specific events, and/or,
- Changes in your risk/return objectives.

We will not provide you with additional or regular written reports in conjunction with account reviews. You will receive trade confirmations and monthly statements from TD.

Item 14 Client Referrals and Other Compensation

We do not receive any compensation from any third party in connection with providing investment advice to you nor do we compensate any individual or firm for client referrals.

Refer to the *Brokerage Practices* section above for disclosures on research and other benefits we may receive resulting from our relationship with your account custodian.

Item 15 Custody

We do not maintain custody of your assets that we manage. Your assets are maintained in an account at TD, a qualified custodian. Under the Wrap Fee Program Agreement, you have authorized us to instruct the custodian to deduct your advisory fees directly from your account, which is considered a form of “custody.” For this reason, we are deemed to have “custody” of your assets for this limited purpose. While we instruct the custodian to withdraw its fees, the custodian maintains actual custody of client assets. You will receive account statements from the custodian at least quarterly, which will reflect the withdrawal of any fees. You are advised to review their account statements promptly to confirm the accuracy of the information contained. Should discrepancies or errors be found, you should contact us or the custodian

directly.

Item 16 Investment Discretion

If you engage us for discretionary investment advisory services through our wrap fee program, you must first sign the Wrap Fee Program Agreement, and the appropriate trading authorization forms before we can buy or sell securities on your behalf. You must grant our firm discretion over the selection and amount of securities to be purchased or sold for your account(s). You may specify investment objectives, guidelines, and/or impose certain conditions or investment parameters for your account(s). For example, you may specify that the investment in any particular stock or industry should not exceed specified percentages of the value of the portfolio and/or restrictions or prohibitions of transactions in the securities of a specific industry or security. Please refer to the *Advisory Business* section in this brochure for more information on our discretionary management services.

Item 17 Voting Client Securities

We will not vote proxies on behalf of your advisory accounts. At your request, we may offer you advice regarding corporate actions and the exercise of your proxy voting rights. If you own shares of applicable securities, you are responsible for exercising your right to vote as a shareholder. In most cases, you will receive proxy materials directly from the account custodian. However, in the event we were to receive any written or electronic proxy materials, we would forward them directly to you by mail, unless you have authorized our firm to contact you by electronic mail, in which case, we would forward any electronic solicitations to vote proxies.

Item 18 Financial Information

Our firm does not have any financial condition or impairment that would prevent us from meeting our contractual commitments to you. We do not take physical custody of client funds or securities, or serve as trustee or signatory for client accounts, and, we do not require the prepayment of more than \$1200 in fees six or more months in advance. Therefore, we are not required to include a financial statement with this brochure. We have not filed a bankruptcy petition at any time in the past ten years.

Item 19 Requirements for State-Registered Advisers

Not applicable.