



Form ADV Part 2A Firm Brochure

MARCH 11, 2019

OLIO Financial Planning
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This brochure provides information about the qualifications and business practices of OLIO Financial Planning, LLC. Please contact us at hello@meetolio.com or by telephone at 703 459 9299 if you have any questions about the content of this brochure.

The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or any state securities administrator. Additional information about our firm is available on the SEC's website at www.adviserinfo.sec.gov. Click on the "Investment Adviser Search" link and then search for "Investment Adviser Firm" using the firm's IARD ("CRD") number, which is 282355.

While the firm and its associates may be registered and/or licensed within a particular jurisdiction, that registration and/or licensing in itself does not imply an endorsement by any regulatory authority, nor does it imply a certain level of skill or training on the part of the firm or its associated personnel.

Item 2 - Material Changes

OLIO Financial Planning, LLC amended December 31, 2018 Form ADV Part 2A due to an update to the firm's reportable assets under management as of its fiscal year end (Item 4).

We may at any time update this document and either send a copy of its updated brochure or provide a summary of material changes to its brochure and an offer to send an electronic or hard copy form of the updated brochure. Clients are also able to download this brochure from the SEC's website at www.adviserinfo.sec.gov or may contact our firm at 703 459 9299 to request a copy at any time.

As with all firm documents, clients and prospective clients are encouraged to review this brochure in its entirety and are encouraged to ask questions at any time prior to or throughout the engagement.



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IMPORTANT INFORMATION

Throughout this document our advisory firm may also be referred to as "the firm," "firm," "our," "we" or "us." The client or prospective client may be also referred to as "you," "your," etc., and refers to a client engagement involving a single *person* as well as two or more *persons*, and may refer to natural persons and legal entities. In addition, the term "advisor" and "adviser" are used interchangeably where accuracy in identification is necessary (i.e., internet address, etc.).

The firm maintains a business continuity and succession contingency plan that is integrated within the organization to ensure it appropriately responds to events that pose a significant disruption to its operations. A statement concerning the current plan is available upon request.



Item 4 - Advisory Business

DESCRIPTION OF THE FIRM

OLIO Financial Planning, LLC is a Virginia domiciled limited liability company formed in November of 2015. We operate under the trade names OLIO Financial Planning and OLIO. Our firm is not a subsidiary of nor does it control another financial services industry entity.

Our firm's original registration as an investment advisor in the Commonwealth of Virginia occurred in 2016, followed by our registration with the SEC in 2017. Our firm and its associates notice-file, register, become licensed or meet certain exemptions to registration and/or licensing in other jurisdictions in which investment advisory business is conducted.

Andrew J. Miller, CFP® is the firm's Founder and Chief Executive Officer.¹ He also serves as Chief Compliance Officer (supervisor), Managing Member, and maintains controlling interest in the firm. Additional information about Andrew J. Miller and his background may be found toward the end of this brochure.

DESCRIPTION OF ADVISORY SERVICES OFFERED

Our firm's financial planning services provide clients with advice on key topics such as cash flow and budgeting, funding a college education, retirement planning, and risk management, estate planning, among others. Ongoing and continuous supervision of clients' portfolios are provided through our portfolio management services offering. We also provide educational workshops involving a broad range of financial planning and investing topics.

During or prior to your first meeting with the firm you will be provided with this Form ADV Part 2A firm brochure that includes a statement involving our privacy policy, as well as a brochure supplement about the representative who will be assisting you. We will also ensure that any material conflicts of interest have been disclosed to you that could be reasonably expected to impair the rendering of unbiased and objective advice. Should you wish to engage our firm for its services, you must first execute a client engagement. Thereafter discussion and analysis will be conducted to determine your financial needs, goals, holdings, etc.

Depending on the scope of the engagement, you may be asked to provide copies of the following documents early in the process:

- + Wills, codicils and trusts
- + Insurance policies
- + Mortgage information
- + Student loans
- + Tax returns
- + Divorce decree or separation agreement
- + Current financial specifics including W-2s or 1099s
- + Information on current retirement plans and benefits provided by your employer
- + Statements reflecting current investments in retirement and non-retirement accounts
- + Employment or other business agreements you may have in place
- + Completed risk profile questionnaires or other forms provided by our firm

¹ Refer to the end of this brochure for an explanation of designation prerequisites and continuing education requirements.



It is important that we are provided with an adequate level of information and supporting documentation throughout the term of the engagement including but not limited to: source of funds, income levels, and an account holder or attorney-in-fact's authority to act on behalf of the account, among other information that may be necessary for our services. The information and/or financial statements provided to us need to be accurate. Our firm may, but is not obligated to, verify the information that you have provided to us which will then be used in the advisory process.

It is essential that you inform our firm of significant issues that may call for an update to your plan. Events such as changes in employment or marital status, an unplanned windfall, etc., can have an impact on your circumstances and plans. Our firm needs to be aware of such events so that adjustments may be made as necessary.

FINANCIAL PLANNING SERVICES

Financial planning services may be as broad-based or narrowly focused as you desire. The incorporation of most or all of the listed components allows not only a thorough analysis but also a refined focus of your plans so that the firm is able to assist you in reaching your goals and objectives.

CASH MANAGEMENT

A review of your income and expenses will be conducted to determine your current surplus or deficit. Based upon the results, we will provide advice on prioritizing how any surplus should be used, or how to reduce expenses if they exceed your income. In addition, advice on the prioritization of which debts to repay may be provided, based upon such factors as the debt's interest rate and any income tax ramifications. Recommendations may also be made regarding the appropriate level of cash reserves for emergencies and other financial goals. These recommendations are based upon a review of cash accounts (such as money market funds) for such reserves and may include strategies to save desired reserve amounts.

RISK MANAGEMENT

A risk management review includes an analysis of your exposure to major risks that could have a significant adverse impact on your financial picture, such as premature death, disability, property and casualty losses, or the need for long-term care planning. Advice may be provided on ways to minimize such risks and about weighing the costs of purchasing insurance versus the benefits of doing so and, likewise, the potential cost of not purchasing insurance ("self-insuring").

EMPLOYEE BENEFITS

A review is conducted and analysis is made as to whether you, as an employee, are taking maximum advantage of your employee benefits. We will also offer advice on your employer-sponsored retirement plan and/or stock options, along with other benefits that may be available to you.

PERSONAL RETIREMENT PLANNING

Retirement planning services typically include projections of your likelihood of achieving your financial goals, with financial independence usually the primary objective. For situations where projections show less than the desired results, a recommendation may include showing you the impact on those projections by making



changes in certain variables (i.e., working longer, saving more, spending less, taking more risk with investments). If you are near retirement or already retired, advice may be given on appropriate distribution strategies to minimize the likelihood of running out of money or having to adversely alter spending during your retirement years.

EDUCATION PLANNING

Advice involving college funding may include projecting the amount that will be needed to achieve post-secondary education funding goals, along with savings strategies and the “pros-and-cons” of various college savings vehicles that are available. We are also available to review your financial picture as it relates to eligibility for financial aid or the best way to contribute to family members, such as grandchildren, if appropriate.

ESTATE PLANNING

Our review typically includes an analysis of your exposure to estate taxes and your current estate plan, which may include whether you have a will, powers of attorney, trusts and other related documents. We may assess ways to minimize or avoid future estate taxes by implementing appropriate estate planning strategies such as the use of applicable trusts. We generally recommend that you consult with a qualified attorney when you initiate, update, or complete estate planning activities.

We may provide you with contact information for attorneys who specialize in estate planning when you wish to hire an attorney for such purposes. From time-to-time, we will participate in meetings or phone calls between you and your attorney with your prior approval.

TAX PLANNING

Advice may include ways to minimize current and future income taxes as a part of your overall financial planning picture. For example, recommendations may be offered as to which type of account(s) or specific investments should be owned based in part on their “tax efficiency,” with consideration that there is always a possibility of future changes to federal, state or local tax laws and rates that may impact your situation.

DIVORCE PLANNING

Separation or divorce can have a major impact on your goals and plans. We will work with you to help you gain an understanding of your unique situation and provide you with a realistic financial picture so that you are in a better situation to communicate with legal counsel, a mediator or soon to be ex-spouse. We can assist in the completion of cash flow and net worth projections, budget analysis, as well as help you to understand what the financial consequences and/or benefits are involving a settlement.

INVESTMENT CONSULTATION

Investment consultation services often involve providing information on the types of investment vehicles available, employee retirement plans and/or stock options, investment analysis and strategies, asset selection and portfolio design, as well as limited assistance if your investment account is maintained at another broker/dealer or custodian. The strategies and types of investments that may be recommended are further discussed in Item 8 of this brochure.



BUSINESS CONSULTATION

We are available to assist businesses in a variety of ways to include strategy, practice management, general financial advice, debt management, as well as assisting you with matters involving coordination with your financial institution, attorney or accounting firm.

BROAD-BASED V. MODULAR FINANCIAL PLANNING

A broad-based plan is an endeavor that requires detail. Certain variables can affect the cost involved in the development of the plan, such as the quality of your own records, complexity and number of current investments, diversity of insurance products and employee benefits you currently hold, size of the potential estate, and special needs of the client or their dependents, among others.

While certain broad-based plans may require 10 or more hours to complete, complex plans may require more than 20 hours. At your request, we may concentrate on reviewing only a specific area (modular planning), such as an employer retirement plan allocation, funding an education or estate planning issues, or evaluating the sufficiency of your current retirement plan. Note that when these services focus only on certain areas of your interest or need, your overall situation or needs may not be fully addressed due to limitations you may have established.

Whether we have created a broad-based or modular plan, we will present you with a summary of our recommendations, guide you in the implementation of some or all of them per your decision, as well as offer you periodic reviews thereafter. In all instances involving our financial planning engagements, our clients retain full discretion over all implementation decisions and are free to accept or reject any recommendation we make.

CFO SERVICES

Our integrated practice management platform provides CFO level talent to growing companies without having the financial burden of hiring a full-time employee. It is designed to focus, engage, and harmonize their clients' business with their customers, employees, and other centers-of-influence so they can focus on what they do best. Below are examples of services we provide:

- + Accounting Coordination*
- + Practice management for developing process and procedures
- + Cash flow management and working capital analysis
- + Employee compensation and benefit analysis
- + Risk management coordination
- + Retirement plan management
- + Financial statement analysis
- + Budgeting and forecasting
- + Succession planning
- + Tax planning

*We do not provide bookkeeping or tax return preparation services, nor do we have the ability or authority to write checks or control bank accounts.



As a resource for the management team, we help companies with day-to-day financial operations while contributing to any number of financial projects and tasks. This includes, but is not limited to, working with the owners on ways to increase profitability, supporting ongoing financial goals, helping raise capital, managing internal cash flow, coordinating with a company's key advisors and supporting short and long-term strategic planning goals. We assess an hourly or retainer fee as described in Item 5.

PORTFOLIO MANAGEMENT SERVICES

You may engage our firm to implement the investment strategies that we have recommended to you. We typically prepare investment guidelines reflecting your objectives, time horizon, tolerance for risk, as well as any reasonable account constraints you may have for the portfolio. For example, you have the right to exclude certain securities (e.g., options, "sin stocks," etc.) at your discretion. Portfolio guidelines will be designed to be specific enough to provide future guidance while allowing flexibility to work with changing market conditions. Since this effort is the product of information and data you have given to us, you may be asked to review it and provide your final approval.

We will then develop a customized portfolio for you based on your unique situation, investment goals and tolerance for risk, and will involve the employment of a broad range or more narrowly focused choice of investment vehicles that are discussed in further detail in Item 8 of this brochure. We manage portfolios on a discretionary or nondiscretionary basis (defined in Item 16).

Following our plan development, we may recommend using a model manager to serve your portfolio. Prior to recommending a model manager, we will conduct what we believe to be an appropriate level of due diligence that includes ensuring the sub-advisor/third-party manager is appropriately registered or notice-filed within your state of residence. Model managers' strategies are noted in their own disclosure documents which will be provided to you by our firm prior to your employing these strategies.

Please note that it will remain your responsibility to promptly notify us if there is any change in your financial situation and/or investment objectives for the purpose of our reviewing, evaluating or revising previous account restrictions or firm investment recommendations.

RETIREMENT PLAN SERVICES

We provide investment advice to 401(k) plans in accordance with the Employee Retirement Income Security Act of 1974 (ERISA). Our retirement plan services include plan implementation services, fund selection, monitoring, participant enrollment and education. We therefore provide these services as an ERISA § 3(38) fiduciary. Portfolio management may be accomplished by plan participants on a self-directed basis. Recordkeeping and plan administration services are provided by an unaffiliated third-party administrator of the plan's choosing. Accounts may be maintained at our recommended custodian (see Item 12) or at the custodian of the plan sponsor's preference. We assess an hourly or retainer fee as described in Item 5.

EDUCATIONAL WORKSHOPS

We provide educational sessions for those desiring information on personal finance and investing. Topics may include issues related to general financial planning, educational funding, estate planning, retirement strategies, implications involving changes in marital status, and various other current economic or investment topics. Our workshops are educational in nature and do not involve the sale of insurance or investment products.



WRAP FEE PROGRAMS

Our firm does not sponsor or serve as a portfolio manager in an investment program involving wrapped (bundled) fees.

CLIENT ASSETS UNDER MANAGEMENT

As of December 31, 2018, our firm had over \$133.5 million of reportable client assets under its management; over \$127.7 million on a discretionary basis and in excess of \$5.8 million on a nondiscretionary basis.²

Item 5 - Fees and Compensation

Fees and payment are based on the types of services being provided, term of service, etc., and will be stated in your engagement agreement with our firm. Our published fees are not negotiable but may be discounted by our firm. For example, we may provide a discount to our associates and their immediate family members, former clients, etc. We strive to offer fees that are reasonable in light of the experience of the firm and its associates as well as the range of services to be rendered to our clients.

Fees are to be paid by check or draft from US-based financial institutions. With your prior authorization, payment may also be made through a qualified, unaffiliated PCI compliant³ third-party processor or via your account maintained at your custodian of record. Our firm does not accept cash, money orders or similar forms of payment for its engagements, nor do we assess an asset-based fee.

TYPES OF FEES AND PAYMENT SCHEDULE

Project-Based and Limited Component Engagements: our planning engagements may be either a broad-based financial plan or a plan consisting of one or more planning modules. A broad-based financial plan is offered to clients who need help with a range of financial planning areas as described in Item 4.

Our modular financial planning services are designed for those in need of a limited number of planning services, such as assistance with the allocation of their employer-sponsored retirement plan or establishing a child's college fund.

We are compensated for project-based services on a fixed fee basis ranging from \$1,500 to \$50,000. The fee will be determined by the complexity of the engagement, time involved developing the plan, number of accounts involved, etc. We require a deposit of \$500 or one-half the quoted fee, whichever is greater, to initiate the engagement. The remaining portion of the quoted fee will be due upon plan delivery.

Fees for limited component engagements are assessed an hourly rate of \$300, billed in 15-minute increments, and a partial increment (e.g., seven minutes) will be treated as a whole increment. We require a deposit of \$500 or one-half the quoted fee, whichever is greater, to initiate the engagement, and the remaining portion will be due upon plan delivery. Hourly engagements will not extend beyond a 12-month period, and such services will not be continued in successive years unless the engagement is amended.

² The term "assets under management" and rounding per the SEC's *General Instructions for Part 2 of Form ADV*.

³ For an explanation of the term "PCI," who the PCI Security Standards Council is, as well as its comprehensive standards to enhance payment card data security, please go to https://www.pcisecuritystandards.org/security_standards/index.php



Retainer Engagements: through our retainer services engagement we will assist you over the course of the year, creating your foundation and working with you to accomplish various planning steps or action items. We are available to help you in opening and maintaining an investment account at the custodian of your choice, and we will provide portfolio allocation adjustments when necessary.

The retainer fee is \$500 to \$50,000 per year,⁴ and takes into consideration factors such as the complexity of your financial profile and requirements, the time involved developing your plan and assisting you in its execution, assets that comprise your overall portfolio, as well as the number of individual accounts comprising your portfolio. The fee is paid in arrears in equal monthly or quarterly installments. The first installment is due upon execution of the engagement agreement, which may require proration based on the days remaining in the billing period. Subsequent retainer fees are due within the first 10 days following the billing period. The agreed upon services will be rendered throughout the 12-month period; retainer fees are not extended or carried over into a subsequent period. Retainer services engagements may be continued into successive years at the client's discretion.

Educational Workshops Fees: while certain seminars may be complimentary, workshop fees may be assessed up to \$10,000. Frequently these sessions will be paid for by the event sponsor, such as an employer or an association.

The workshop fee will be announced in advance and will be determined by the length of the event, the number and expertise of the presenters involved, and whether or not educational materials are being provided. Payment will be due in advance of the first session.

Asset-Based Fees: The below asset-based fee schedule is for JSW Financial legacy accounts. Our firm intends to convert these to fixed fees over time and on an announced basis.

At the beginning of each calendar quarter, clients will pay our firm an asset-based fee based on an annualized rate as indicated in the following fee table. The fee is determined by the value of account assets calculated on each quarter-end by multiplying that quotient by the applicable number of basis points set forth in the fee table (one basis point equals 1/100 of one percent). The result is then divided by 4 to determine the quarterly fee.

CLIENT HOUSEHOLD ASSET LEVEL	CLIENT ADVISORY FEE
\$0 - \$400,000	1.85%
\$400,000 - \$750,000	1.75%
\$750,000 - \$1,500,000	1.60%
>\$1,500,000	1.40%

Our fee schedule is based on a straight tier; all accounts are charged a single percentage rate that declines as asset levels increase. For the benefit of discounting your asset-based fee, we will attempt to aggregate accounts for the same individual or two or more accounts within the same household. If a model manager is engaged to execute its investment strategy within your account maintained at our custodian of record, the model manager's fee is incorporated into the fee noted in the above table.

⁴ At no time will the portion of our advisory fee involving our portfolio management exceed 2.00% of assets under our management.



In the rare absence of a reportable market value, our firm may seek a third-party opinion from a recognized industry source (e.g., unaffiliated public accounting firm), and the client may choose to separately seek such an opinion at their own expense as to the valuation of “hard-to-price” securities if they believe it to be necessary.

The first billing cycle will begin once your engagement agreement is executed with our firm and assets have settled into your account held by the custodian of record. Advisory fees for partial quarters will be prorated based on the remaining days in the reporting period in which our firm services the account. Fee payments will generally be assessed within the first 15 calendar days of each billing cycle.

Your written authorization is required in order for the custodian of record to deduct advisory fees from your account. By signing our firm’s engagement agreement, as well as the custodian account opening documents, you will be authorizing the custodian to withdraw both advisory fees and any transactional fees from your account. The custodian will remit our fees directly to our firm. Deducted fees from your account will be noted on statements that you will receive directly from your custodian of record.⁵ We encourage you to verify the accuracy of fee calculations; the custodian may not verify the accuracy of advisory fee assessments for each account or on a consistent basis.

Alternatively, you may request to directly pay our advisory firm its portfolio management fee in lieu of having the advisory fee withdrawn from your investment account. Our valuation assessment will remain the same as described above, and the client’s direct payment must be received by our firm within 15 days of our invoice.

ADDITIONAL CLIENT FEES

Any transactional or service fees (sometimes termed *brokerage fees*), individual retirement account fees, qualified retirement plan fees, account termination fees, or wire transfer fees will be borne by the account holder and per the separate fee schedule of the custodian of record. Fees paid by our clients to our firm for our advisory services are separate from any of these fees or other similar charges. In addition, our advisory fees are separate from internal fees or charges associated with mutual funds, exchange-traded funds (ETFs), exchange-traded notes (ETNs), or other similar investments.

Per annum interest at the current statutory rate in which the client resides may be assessed on fee balances due more than 30 days, and we may refer past due accounts to collections or legal counsel for processing. We reserve the right to suspend some or all services once an account is deemed past due.

Additional information about our fees in relationship to our brokerage and operational practices are noted in Items 12 and 14 of this document.

EXTERNAL COMPENSATION FOR THE SALE OF SECURITIES TO CLIENTS

Our firm does not charge or receive a commission or a mark-up on securities transactions, nor will the firm or an associate be paid a commission on the purchase of a securities holding or insurance contract that is recommended to a client. We do not receive “trailer” or SEC Rule 12b-1 fees from an investment company that may be recommended to a client.

TERMINATION OF SERVICES

⁵ Periodic account value variances between the firm’s invoice and custodian statement (beyond the firm’s control) may occur due to late trade settlement, dividend distribution, etc., requiring adjusted transaction reporting from the custodian of record.



Either party may terminate the agreement at any time by communicating the intent to terminate in writing. If you verbally notify our firm of the termination and, if in two business days following this notification, we have not received your notice in writing, we will make a written notice of the termination in our records and send you our own termination notice as a substitute.

Our firm will not be responsible for investment allocation, advice or transactional services (except for limited closing transactions) upon receipt of a termination notice. It will also be necessary that we inform your custodian of record that the relationship between parties has been terminated.

If a client did not receive our Form ADV Part 2 firm brochure at least 48 hours prior to entering into the firm's agreement, then that client will have the right to terminate the engagement without fee or penalty within five business days after entering into the agreement. Should a client terminate a planning service after this five-day time period, the client will be assessed fees at the firm's current hourly rate for any time incurred in the preparation of the client's analysis or plan which will be deducted from the deposit prior to remittance of a refund. Retainer clients will be refunded based on a per-day prorated basis. Should an educational workshop attendee or sponsor cancel within 24 hours of the first session, fees are normally not subject to a refund due to operational costs borne by our firm, but we will typically credit the fee to a future educational session presented by our firm. Our earned fees in excess of any prepaid deposits will be invoiced at the time of termination and due upon receipt.

If you were required to provide an initial deposit of \$1,200 or more for a financial planning engagement, you provided all requested information, and such plans or services have not been delivered to you within six months' time from the date of the engagement, you will be entitled to a refund.

Our firm will return any prepaid, unearned fees within 30 days of the firm's receipt of termination notice. Our return of payment to a client for our services will only be completed via check from our firm's US-based financial institution. Return of prepaid fees will never involve a personal check, cash or money order from our firm or from an associate of our firm.

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

Our firm's advisory fees will not be based on a share of capital gains or capital appreciation (growth) of any portion of managed funds, also known as performance-based fees. Our fees will also not be based on side-by-side management, which refers to a firm simultaneously managing accounts that do pay performance-based fees (such as a hedge fund) and those that do not.

Item 7 - Types of Clients

While our current client-base consists of individuals, high net worth individuals, charitable organizations and corporations, we are available to assist retirement plan sponsors and their participants. We do not require minimum income, minimum asset levels or other similar preconditions.

We reserve the right to waive or reduce certain fees based on unique individual circumstances, special arrangements or preexisting relationships. We retain the right to decline services to any prospective client for any nondiscriminatory reason.



Item 8 - Methods of Analysis, Investment Strategies & Risk of Loss

METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

We employ what we believe to be an appropriate blend of fundamental, charting, technical, and cyclical analyses. For example, fundamental analysis may involve evaluating economic factors including interest rates, the current state of the economy, or the future growth of an industry sector. Technical and cyclical analysis may involve studying the historical patterns and trends of securities, markets, or economies as a whole in an effort to determine potential future behaviors and the estimation of price movement. The resulting data may then be applied to graphing charts which are used to assist in the prediction of future price movements based on price patterns and trends, as well as an evaluation of a transaction before entry into the market in terms of risk and profit potential. Our research may be drawn from a range of sources that include:

- + financial periodicals
- + research materials prepared by economists and other industry professionals
- + company press releases
- + annual reports, prospectuses and other filings with regulatory bodies
- + inspections of corporate activities
- + corporate rating services
- + timing services

INVESTMENT STRATEGY

We recognize that each client's needs and goals are different; subsequently, portfolio strategies and underlying investment vehicles may vary. The following are common strategies utilized within our client's portfolios:

MODERN PORTFOLIO THEORY

Modern Portfolio Theory is oriented toward employing securities whose price movements have historically low correlations in order to create an efficient portfolio and offers the potential highest expected return for a given level of risk, or one with the lowest level of risk for a given expected return. The practice of Modern Portfolio Theory does not employ market timing or stock selection methods of investing but rather a long term, buy-and-hold strategy with periodic rebalancing of the account to maintain desired risk levels.

CORE + SATELLITE

This strategy blends passive (or index) and active investing, where passive investments are used as the basis or "core" of a portfolio and actively-managed investments are added as "satellite" positions. The portfolio core holdings are indexed to potentially more efficient asset classes, while outlying selections are generally limited to active holdings in an attempt to outperform a particular category (sector), or a selection of particular positions to increase core diversification, or to improve portfolio performance.

RECOMMENDED PORTFOLIO HOLDINGS

We typically recommend publicly traded and widely held investment vehicles; primarily ETFs and mutual funds, as well as individual stocks and fixed income securities. We may use options to hedge a portfolio when it is appropriate to do so.



RISK OF LOSS

OLIO Financial Planning cannot warrant or guarantee the achievement of a planning goal, or any particular level of account performance or that an account will be profitable over time. Past performance is not necessarily indicative of future results. Our firm believes its strategies and investment recommendations are designed to produce the appropriate potential return for the given level of risk; however, there is no guarantee that an investment objective will be achieved. Investing in securities involves risk of loss that clients should be prepared to bear. We have offered examples of such risk in the following paragraphs, and we believe it is important that our clients review and consider each of them risk prior to investing.

ACTIVE PORTFOLIO MANAGEMENT

A portfolio that employs active management strategies (e.g., tactical trading) may, at times, outperform or underperform various benchmarks or other strategies. In an effort to meet or surpass these benchmarks, active portfolio management may require more frequent trading or "turnover." This may result in shorter holding periods, higher transactional costs and/or taxable events generally borne by the client, thereby potentially reducing or negating certain benefits of active asset management.

CHARTING AND TECHNICAL ANALYSES

The risk of investing based on technical analyses and their supporting charts is that they may not consistently predict a future price movement; the current price of a security may reflect all known information. Further, a particular change in the market price of a security may follow a random pattern and may not be as predictable as desired. This may occur due to analyst bias or misinterpretation, a sector analysis error, late recognition of a trend, etc.

COMPANY RISK

When investing in securities, such as stocks, there is always a certain level of company or industry-specific risk that is inherent in each company or issuer. There is the risk that the company will perform poorly or have its value reduced based on factors specific to the company or its industry. This is also referred to as unsystematic risk and can be reduced or mitigated through diversification.

CORE + SATELLITE STRATEGIES

Strategies involving Core + Satellite investing may have the potential to be affected by "active risk" (or "tracking error risk"), which might be defined as a deviation from a stated benchmark. Since the core portfolio attempts to closely replicate a stated benchmark, the source of the tracking error or deviation may come from a satellite portfolio or position, or from a "sample" or "optimized" index fund or ETF that may not as closely align the stated benchmark.

CYCLICAL ANALYSIS

An economic cycle may not be as predictable as preferred; many fluctuations may occur between long term expansions and contractions. The length of an economic cycle may be difficult to predict with accuracy and therefore the risk of cyclical analyses is the difficulty in predicting economic trends. Consequently, the changing value of securities is affected.



FAILURE TO IMPLEMENT

As a financial planning client, you are free to accept or reject any or all of the recommendations made to you. While no advisory firm can guarantee future performance, no plan can succeed if it is not implemented. Clients who choose not to take the steps recommended in their financial plan may face an increased risk that their stated goals and objectives will not be achieved.

FINANCIAL RISK

Excessive borrowing to finance a business operation increases profitability risk because the company must meet the terms of its obligations in good times and bad. During periods of financial stress, the inability to meet loan obligations may result in bankruptcy and/or a declining market value.

FUNDAMENTAL ANALYSIS

The challenge involving fundamental analyses is that information obtained may be incorrect; the analysis may not provide an accurate estimate of earnings, which may be the basis for a security's value. If a security's price adjusts rapidly to new information, a fundamental analysis may result in unfavorable performance.

INFLATION

When any type of inflation is present, a dollar today will not buy as much as a dollar next year because purchasing power is eroding at the rate of inflation.

MARKET RISK

When the stock market as a whole or an industry as a whole falls, it can cause the prices of individual stocks to fall indiscriminately. This is also called systemic or systematic risk.

PASSIVE MARKETS THEORY

A portfolio that employs a passive, efficient markets approach has the risk of generating lower-than-expected returns due to its broad diversification when compared to a portfolio more narrowly focused.

POLITICAL RISK

The risk of financial and market loss because of political decisions or disruptions in a particular country or region and may also be known as "geopolitical risk."

RESEARCH DATA

When research and analyses are based on commercially available software, rating services, general market and financial information, or due diligence reviews, a firm is relying on the accuracy and validity of the information or capabilities provided by selected vendors, rating services, market data, and the issuers themselves. While our firm makes every effort to determine the accuracy of the information received, we cannot predict the outcome of events or actions taken or not taken, or the validity of all information researched or provided which may or may not affect the advice on or investment management of an account.



SECURITY-SPECIFIC RISKS

ETFs and Mutual Funds: the risk of owning ETFs and mutual funds reflect their underlying securities (e.g., stocks, bonds, derivatives, etc.). These forms of securities typically carry additional expenses based on their share of operating expenses and certain brokerage fees, which may result in the potential duplication of certain fees. We do not recommend leveraged or inverse ETFs due to their inherent heightened risk.

Equity Securities: common stocks are susceptible to general stock market fluctuations and to volatile increases or decreases in value as market confidence in and perceptions of their issuers change. If an investor held common stock or common stock equivalents of any given issuer, they may be exposed to greater risk than if they held preferred stocks and debt obligations of the issuer.

Fixed Income Securities: various forms of fixed income instruments, such as bonds, money market or bond funds may be affected by various forms of risk, including:

- + **Credit Risk** - The potential risk that an issuer would be unable to pay scheduled interest or repay principal at maturity, sometimes referred to as "default risk." Credit risk may also occur when an issuer's ability to make payments of principal and interest when due is interrupted. This may result in a negative impact on all forms of debt instruments, as well as funds or ETF share values that hold these issues. Bondholders are creditors of an issuer and have priority to assets before equity holders (i.e., stockholders) when receiving a payout from liquidation or restructuring. When defaults occur due to bankruptcy, the type of bond held will determine seniority of payment.
- + **Duration Risk** - Duration is a measure of a bond's volatility, expressed in years to be repaid by its internal cash flow (interest payments). Bonds with longer durations carry more risk and have higher price volatility than bonds with shorter durations.
- + **Interest Rate Risk** - The risk that the value of the fixed income holding will decrease because of an increase in interest rates.
- + **Liquidity Risk** - The inability to readily buy or sell an investment for a price close to the true underlying value of the asset due to a lack of buyers or sellers. While certain types of fixed income are generally liquid (i.e., bonds), there are risks which may occur such as when an issue trading in any given period does not readily support buys and sells at an efficient price. Conversely, when trading volume is high, there is also a risk of not being able to purchase a particular issue at the desired price.
- + **Reinvestment Risk** - With declining interest rates, investors may have to reinvest interest income or principal at a lower rate.

INDEX INVESTING

Certain ETFs and index mutual funds have the potential to be affected by "active risk" or "tracking error risk;" a deviation from a stated benchmark.

OPTIONS RISKS

Risks involving options trading are detailed in the Chicago Board Options Exchange's "The Characteristics and Risks of Standardized Options" brochure that we will provide to you upon request or may be found at their website at <http://www.cboe.com>.

QDI RATIOS



While various investment holdings may be known for their potential tax-efficiency and higher “qualified dividend income” (QDI) percentages, there are asset classes within these investment vehicles or holding periods within that may not benefit. Shorter holding periods, as well as commodities and currencies that may be part of mutual fund or ETF, may be considered “non-qualified” under certain tax code provisions. A holding’s QDI will be considered when tax-efficiency is an important aspect of the client’s portfolio.

Item 9 - Disciplinary Information

Neither the firm nor its management has been involved in a material criminal or civil action in a domestic, foreign or military jurisdiction, an administrative enforcement action, or self-regulatory organization proceeding that would reflect poorly upon our offering advisory business or its integrity.

Item 10 - Other Financial Industry Activities and Affiliations

OLIO Financial Planning policies require associated persons to conduct business activities in a manner that avoids conflicts of interest between the firm and its clients, or that may be contrary to law. We will provide disclosure to each client prior to and throughout the term of an engagement regarding any conflicts of interest involving its business relationships that might reasonably compromise its impartiality or independence.

Our advisory firm and its management are not registered nor have an application pending to register as a Financial Industry Regulatory Authority (FINRA) or National Futures Association (NFA) member firm or associated person of such a firm, nor are we required to be registered with such entities. Neither our firm nor its management is or has a material relationship with any of the following types of entities:

- + accounting firm or accountant
- + another financial planning firm, municipal advisor or third-party investment manager
- + bank, credit union or thrift institution, or their separately identifiable departments or divisions
- + insurance company or insurance agency
- + lawyer or law firm
- + pension consultant (other than our own services)
- + real estate broker, dealer or advisor
- + sponsor or syndicator of limited partnerships
- + trust company
- + issuer of a security, to include investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or “hedge fund,” and offshore fund)

Upon client request we provide referral to various professionals, such as an accountant or attorney. While these referrals are based on the best information made available, our firm does not guarantee the quality or adequacy of the work provided by these referred professionals. There is not an agreement with these entities nor are referral fees received from these professionals for such informal referrals. Any fees charged by these other entities for their services are separate from fees charged by our firm.

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

OLIO Financial Planning holds itself to a fiduciary standard, which means the firm and its associates will act in the utmost good faith, performing in a manner believed to be in the best interest of its clients. Our firm believes



that business methodologies, ethics rules, and adopted policies are designed to eliminate or at least minimize material conflicts of interest and to appropriately manage any material conflicts of interest that may remain. Our firm will disclose to its advisory clients any material conflict of interest relating to the firm, its representatives, or any of its employees which could reasonably be expected to impair the rendering of unbiased and objective advice.

CODE OF ETHICS DESCRIPTION

We have adopted a Code of Ethics that establishes policies for ethical conduct for our personnel. Our firm accepts the obligation not only to comply with applicable laws and regulations but also to act in an ethical and professionally responsible manner in all professional services and activities. Firm policies include prohibitions against insider trading, circulation of industry rumors, and certain political contributions, among others.

Our firm periodically reviews and amends its Code of Ethics to ensure that it remains current and requires firm personnel to annually attest to their understanding of and adherence to the firm's Code of Ethics. A copy of the firm's Code of Ethics is made available to any client or prospective client upon request.

CFP® PRINCIPLES

CERTIFIED FINANCIAL PLANNER™ Professionals on our staff also adhere to the Certified Financial Planner Board of Standards, Inc. principles, which state:

Principle 1 – Integrity

An advisor will provide professional services with integrity. Integrity demands honesty and candor which must not be subordinated to personal gain and advantage. Advisors are placed by clients in positions of trust, and the ultimate source of that trust is the advisor's personal integrity. Allowance can be made for innocent error and legitimate differences of opinion; but integrity cannot co-exist with deceit or subordination of one's principles.

Principle 2 – Objectivity

An advisor will provide professional services objectively. Objectivity requires intellectual honesty and impartiality. Regardless of the particular service rendered or the capacity in which an advisor functions, an advisor should protect the integrity of their work, maintain objectivity and avoid subordination of their judgment.

Principle 3 – Competence

Advisors will maintain the necessary knowledge and skill to provide professional services competently. Competence means attaining and maintaining an adequate level of knowledge and skill, and applies that knowledge effectively in providing services to clients. Competence also includes the wisdom to recognize the limitations of that knowledge and when consultation with other professionals is appropriate or referral to other professionals necessary. Advisors make a continuing commitment to learning and professional improvement.

Principle 4 – Fairness

Advisors will be fair and reasonable in all professional relationships. Fairness requires impartiality, intellectual honesty and disclosure of material conflict(s) of interest. It involves a subordination of one's own feelings,



prejudices and desires so as to achieve a proper balance of conflicting interests. Fairness is treating others in the same fashion that you would want to be treated and is an essential trait of any professional.

Principle 5 – Confidentiality

Advisors will protect the confidentiality of all client information. Confidentiality means ensuring that information is accessible only to those authorized to have access. A relationship of trust and confidence with the client can only be built upon the understanding that the client's information will remain confidential.

Principle 6 – Professionalism

Advisors will act in a manner that demonstrates exemplary professional conduct. Professionalism requires behaving with dignity and courtesy to all who use their services, fellow professionals, and those in related professions.

Advisors cooperate with fellow advisors to enhance and maintain the profession's public image and improve the quality of services.

Principle 7 – Diligence

Advisors will provide professional services diligently. Diligence is the provision of services in a reasonably prompt and thorough manner, including the proper planning for, and supervision of, the rendering of professional services.

STATEMENT INVOLVING OUR PRIVACY POLICY

We respect the privacy of all clients and prospective clients (collectively termed "customers" per regulatory guidelines), both past and present. It is recognized that you have entrusted our firm with non-public personal information and it is important that both access persons and customers are aware of firm policy concerning what may be done with that information.

The firm collects personal information about customers from the following sources:

- + Information customers provide to complete their financial plan or investment recommendation;
- + Information customers provide in engagement agreements and other documents completed in connection with the opening and maintenance of an account;
- + Information customers provide verbally; and
- + Information received from service providers, such as custodians, about customer transactions.

The firm does not disclose non-public personal information about our customers to anyone, except in the following circumstances:

- + When required to provide services our customers have requested;
- + When our customers have specifically authorized us to do so;
- + When required during the course of a firm assessment (i.e., independent audit); or
- + When permitted or required by law (i.e., periodic regulatory examination).



Within the firm, access to customer information is restricted to personnel that need to know that information. All access persons and service providers understand that everything handled in firm offices are confidential and they are instructed not to discuss customer information with someone else that may request information about an account unless they are specifically authorized in writing by the customer to do so. This includes providing information about a spouse's IRA or to children about a parent's account.

To ensure security and confidentiality, the firm maintains physical, electronic, and procedural safeguards to protect the privacy of customer information.

The firm will provide you with its privacy policy, in advance, if firm privacy policies are expected to change.

FIRM RECOMMENDATIONS AND CONFLICTS OF INTEREST

Neither the firm nor an associate is authorized to recommend to a client, or effect a transaction for a client, involving any security in which the firm or a "related person" (e.g., associate, an immediate family member, etc.) has a material financial interest, such as in the capacity as a board member, underwriter or advisor to an issuer of securities, etc.

An associate is prohibited from borrowing from or lending to a client unless that client is an approved financial lending institution.

Our firm does not trade for its own account (e.g., proprietary trading). The firm's related persons may buy or sell securities that are the same as, similar to, or different from, those recommended to clients for their accounts, and this poses a conflict of interest. We mitigate this conflict by ensuring that we have policies and procedures in place to ensure that the firm or a related person will not receive preferential treatment over a client. In an effort to reduce or eliminate certain conflicts of interest involving personal trading (i.e., trading ahead of client recommendation, etc.), firm policy may require that we periodically restrict or prohibit related parties' transactions. Any exceptions must be approved in writing by our Chief Compliance Officer, and personal trading accounts are reviewed on a quarterly or more frequent basis. Please refer to Item 6 of the accompanying Form ADV Part 2B for further details.

Under certain conditions that have been established by the United States Department of Labor ("DOL"), OLIO Financial Planning may qualify as a "DOL fiduciary" to certain clients. As a DOL fiduciary, our firm must adhere to specific standards relating to the investment advice and recommendations we provide. These standards may act to limit the investment advice and recommendations we can give to clients, and may require that we provide certain additional disclosures not already contained in this Form ADV Part 2A. As a DOL fiduciary, we also incur additional liability above and beyond that we currently operate under as it relates to the investment advice and recommendations we provide.

Status as a DOL fiduciary is governed by federal law and DOL regulations. Such fiduciary status is triggered when we provide investment advice or other investment recommendations to a client who is a "Retirement Investor." Retirement Investors primarily consist of those individuals or organizations who are (i) participants or beneficiaries of a retirement plan that is subject to Title I of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended, and who possess the authority to direct the investment of assets in his or her plan account or to take a distribution; or (ii) the beneficial owner of an Individual Retirement Account ("IRA") acting on behalf of the IRA. Not every client will trigger this fiduciary status, as this status is based on the source of investment funds previously listed. In the event that our firm qualifies as a DOL fiduciary, the following standards and warranties apply, in addition to others noted in this Item:



- + We will provide investment advice that is, at the time of the recommendation, in the client's best interest.
- + As used herein, recommendations are made in the client's "best interest" when the advice or recommendations our firm makes reflect the care, skill, prudence, and diligence under the circumstances then prevailing that a prudent person acting in a like capacity and familiar with such matters would use in the conduct of an enterprise of a like character and with like aims, based on the client's investment objectives, risk tolerance, financial circumstances, and needs. Investment advice or recommendations will also be made without regard to our firm's financial interests or those of our advisors, related entities or other parties.
- + Any recommended transactions will not cause us or any related entities to receive, directly or indirectly, compensation for services that is in excess of reasonable compensation.
- + As used herein, the DOL defines "reasonable compensation" to mean that any compensation that is reasonably expected to be received for investment recommendations must be reasonable in relation to the value of the specific services provided to a Retirement Investors and not in excess of the services' fair market value.
- + Any statements made by our firm about any recommended transaction, fees and compensation, material conflicts of interest, and any other matters relevant to your investment decisions, will not be materially misleading at the time they are made.

In addition to the standards and warranties listed above, as a DOL fiduciary we may also be required to provide you additional information or disclosures regarding the fees we charge for our services. Such additional information will disclose to you if we offer any proprietary products (which are products that are managed, issued, or sponsored by us) or if we receive any payment from a third party for recommending a specific investment service. Currently, OLIO Financial Planning does not offer, nor limit, its investment services to proprietary products. Regarding third party payments, we may receive an economic benefit from our primary custodian(s) in the form of the support products and services they make available to us and other independent investment advisors. Additional information regarding such economic benefits is noted in Item 14 of this brochure, and information relating to our fees and compensation for our services can be found in Item 5.

Our firm is able to provide a range of advisory services to you and all of our clients. Due to our firm's ability to offer two or more services and receive a fee for each engagement, a potential conflict of interest may exist due to the extended services provided. We therefore note that you are under no obligation to act on our recommendations and, if you elect to do so, you are under no obligation to complete all of them through our firm or our recommended service providers.

Item 12 - Brokerage Practices

FACTORS USED TO SELECT BROKER/DEALERS FOR CLIENT TRANSACTIONS

OLIO Financial Planning does not maintain physical custody of your assets (see Item 15). Your account must be maintained by a qualified custodian (generally a broker/dealer, bank or trust company) that is frequently reviewed for its capabilities to serve in that capacity by their respective industry regulatory authority. Our firm is not a custodian, there is not an affiliate that is a custodian, nor does a custodian supervise our firm, its activities or our associates. We do not receive referrals from a custodian, nor are client referrals a factor in our recommendation of a custodian.



When we are engaged to provide investment consultation via a financial planning service component, we may recommend you retain the service provider with whom your assets are currently maintained. Should you prefer a new service provider, a recommendation made by our firm would be based on your needs, in addition to overall costs and ease of use of that provider.

We prefer that our portfolio management services clients use either Schwab Advisor Services™ (a Charles Schwab & Co., Inc. affiliate) or TD Ameritrade Institutional (a division of TD Ameritrade, Inc.). Members FINRA/SIPC.⁶ Our firm is independently owned and operated; we are not legally affiliated with Schwab Advisor Services™ or TD Ameritrade Institutional. While we recommend a particular custodian for your account, you will decide whether to do so and will open your account in your name with them by entering into an agreement directly with them. We do not technically open the account for you, although we will assist you in doing so. If you do not wish to place your assets with either Schwab Advisor Services™ or TD Ameritrade Institutional as the custodian of record, we may be able to serve as your investment advisor with another custodian of your choice if the other custodian's policies allow us to do so.

Schwab Advisor Services™ and TD Ameritrade Institutional offer independent investment advisors various services which include custody of client assets, trade execution, clearance and settlement, etc. Our firm may receive certain benefits from either custodian through participation in their independent advisor support program (please refer to Item 14 for further details), however, there is no direct link between our firm's participation in their program and the investment advice we may provide to our clients.

Our firm periodically conducts an assessment of any recommended service provider (including Schwab Advisor Services™ and TD Ameritrade Institutional) which generally involves a review of the range and quality of services, reasonableness of fees, among other items, in comparison to industry peers.

BEST EXECUTION

"Best execution" means the most favorable terms for a transaction based on all relevant factors, including those listed in the earlier paragraph titled Factors Used to Select Broker/Dealers for Client Transactions and in Item 14. We recognize our obligation in seeking best execution for our clients; however, it is our belief that the determinative factor is not always the lowest possible cost but whether the selected custodian's transactions represent the best "qualitative execution" while taking into consideration the full range of services provided. Our firm will seek services involving competitive rates but it may not necessarily correlate into the lowest possible rate for each transaction. We have determined having our portfolio management clients' accounts trades completed through our recommended custodian is consistent with our obligation to seek best execution of client trades. A review is regularly conducted with regard to recommending a custodian to our clients in light of our duty to seek best execution.

Our firm may, in its discretion, accept the client's transfer of preexisting retail mutual funds into their account. A transfer-in-kind of retail share class mutual funds may potentially benefit the client since they are able to invest in their portfolio more quickly, mitigate tax and/or short-term trading liabilities, and/or avoid contingent deferred sales charges (CDSC). Our firm regularly reviews accounts that have transferred different share classes of mutual funds and will convert share classes to a lower expense share class when we believe doing so would be beneficial to the client. In addition, if account assets remain in a retail share class and within a CDSC period, we

⁶ Olío Financial Planning is not, nor required to be, a Securities Investor Protection Corporation (SIPC) member. You may learn more about SIPC and how it serves member firms and the investing public by going to their website at <http://www.sipc.org>.



may exclude those assets from our advisory fee until they have been converted to what we believe is a more appropriate share class.

While our firm has access to a broad range of securities through our custodian, it is a finite number. In addition, not all investment managers, share classes, etc., are represented at each custodian. Due to these normal and customary limitations, not all portfolio holdings will be readily available, least expensive, best performing, etc. It is an unrealistic expectation for an investor to maintain a premise otherwise.

DIRECTED BROKERAGE

Our internal policy and operational relationship with our custodians require client accounts custodied with them to have trades executed per their order routing requirements. We do not direct which executing broker should be selected for client account trades; whether that is an affiliate of a preferred custodian or another executing broker of our custodians' choice. As a result, you may pay higher commissions or other transaction costs, experience greater spreads, or receive less favorable net prices on transactions than might otherwise be the case. In addition, since we routinely recommend certain custodians for our advisory clients, and that custodian may choose to use the execution services of its broker affiliate for some or all of our clients' transactions, there is an inherent conflict of interest involving our recommendation since our firm receives various products or services described in Item 14 section from that custodian.

Note that we are not compensated for trade routing/order flow, nor are we paid commissions on such trades. We do not receive interest on our client accounts' cash balances.

Client accounts maintained at our preferred custodians are unable to direct brokerage. As a result, they may pay higher commissions or other transaction costs, potentially experience greater spreads, or receive less favorable net prices on transactions for their account than would otherwise be the case if they had the opportunity to direct brokerage.

For accounts maintained at a custodian of the client's choice (e.g., held-away accounts), the client may choose to request that a particular broker is used to execute some or all account transactions. Under these circumstances, the client will be responsible for negotiating, in advance of each trade, the terms and/or arrangements involving their account with that broker, and whether the selected broker is affiliated with their custodian of record or not. We will not be obligated to seek better execution services or prices from these other brokers, and we will be unable to aggregate transactions for execution via our custodian with other orders for accounts managed by our firm. As a result, the client may pay higher commissions or other transaction costs, potentially experience greater spreads, or receive less favorable net prices on transactions for their account than would otherwise be the case.

AGGREGATING SECURITIES TRANSACTIONS FOR CLIENT ACCOUNTS

Trade aggregation involves the purchase or sale of the same security for several clients/accounts at approximately the same time. This may also be termed "blocked," "bunched" or "batched" orders. Aggregated orders are effected in an attempt to obtain better execution, negotiate favorable transaction rates, or to allocate equitably among multiple client accounts should there be differences in prices, brokerage commissions or other transactional costs that might otherwise be unobtainable through separately placed orders. Our firm may, but is not obligated to aggregate orders, and the firm does not receive additional compensation or remuneration as a result of aggregated transactions.



Transaction charges and/or prices may vary due to account size and/or method of receipt. To the extent that the firm determines to aggregate client orders for the purchase or sale of securities, including securities in which a related person may invest, the firm will generally do so in accordance with the parameters set forth in SEC No-Action Letter, SMC Capital, Inc.

Please note that when trade aggregation is not allowed or infeasible and necessitates individual transactions (e.g., withdrawal or liquidation requests, odd-lot trades, non-discretionary accounts, etc.), an account may potentially be assessed higher costs or less favorable prices than those where aggregation has occurred.

We review firm trading processes on a periodic basis to ensure they remain within stated policies and regulation. Our clients will be informed, in advance, should trading practices change at any point in the future.

TRADE ERRORS

Our firm corrects our trade errors through our custodian, and we may be responsible for certain trading error losses that occur within a client account. Should there be a gain following the correction of a trading error at Schwab Advisor Services™, we will typically credit the client's account. Clients should be aware that trading gains in accounts maintained at TD Ameritrade Institutional are swept out daily to a designated account and donated to a 501(c)(3) charity of TD Ameritrade Institutional's choice, and TD Ameritrade Institutional will be obligated to disclose in their own literature to account holders whether such recipients' receipt of such donations presents a material conflict of interest.

Item 13 - Review of Accounts

SCHEDULE FOR PERIODIC REVIEW OF CLIENT ACCOUNTS

Financial Planning Services: periodic financial check-ups or reviews are recommended if you are receiving our financial planning services. We believe they should occur on an annual basis whenever practical. Reviews will be conducted by your assigned investment advisor representative and typically involve analysis and possible revision of your previous financial plan or investment allocation. A copy of revised plans or asset allocation reports in digital or printed format will be provided to the client upon request. Unless provided for in your engagement agreement (e.g., retainer service), reviews are generally conducted under a new or amended agreement and will be assessed at our current fee rate.

Portfolio Management Services: investment accounts are reviewed on a quarterly or more frequent basis by Andrew Miller. Client-level reviews are also completed by your assigned investment advisor representative, and we recommend that they occur on at least an annual basis. A copy of a revised investment guideline or asset allocation reports in digital or printed format will be provided to the client upon request.

REVIEW OF CLIENT ACCOUNTS ON NON-PERIODIC BASIS

Financial Planning Services: you should contact our firm for additional reviews when you anticipate or have experienced changes in your financial situation (i.e., changes in employment, an inheritance, the birth of a new child, etc.), or should you prefer to change requirements involving your investment account. Non-periodic reviews are conducted by your assigned investment advisor representative, under a new or amended agreement, and fees may be assessed at our published rate. A copy of revised plans or asset allocation reports in digital or printed format will be provided to the client upon request.



Portfolio Management Services: additional reviews by your assigned investment advisor representative may be triggered by news or research related to a specific holding, a change in our view of the investment merits of a holding, or news related to the macroeconomic climate affecting a sector or holding within that sector. A portfolio may be reviewed for an additional holding or when an increase in a current position is under consideration. Account cash levels above or below what we deem appropriate for the investment environment, given the client's stated tolerance for risk and investment objectives, may also trigger a review.

CONTENT OF CLIENT PROVIDED REPORTS AND FREQUENCY

You will receive account statements sent directly from mutual fund companies, transfer agents, plan administrators, custodians or brokerage companies where your investments are held. We urge you to carefully review these account statements for accuracy and clarity, and to ask questions when something is not clear.

Our firm may produce its own written performance reports in paper or electronic form which are calculated using a time-weighted methodology that are reviewed for accuracy by your assigned investment advisor representative prior to delivery. The reports are intended to inform clients about their investment performance over the current period, as well as over the longer term since the account's inception; both on an absolute basis and as compared to a known benchmark. These reports are periodically back-tested by firm compliance personnel. Clients are urged to carefully review and compare account statements that they have received directly from their custodian of record with any report they may receive from our firm or any other source that contains account performance information.

Item 14 - Client Referrals and Other Compensation

ECONOMIC BENEFIT FROM EXTERNAL SOURCES AND CONFLICTS OF INTEREST

As disclosed in Item 12, OLIO Financial Planning may receive economic benefit from our preferred custodians in the form of various products and services they make available to the firm and other independent investment advisors that may not be made available to a "retail investor." There is no direct link between our firm's participation in their program and the investment advice we may provide to our clients. These benefits may include the following products and services (provided either without cost or at a discount):

- + receipt of duplicate client statements and confirmations
- + research related products and tools
- + access to trading desks serving our clients
- + access to block trading services
- + the ability to have advisory fees deducted directly from a client's accounts (per written agreement)
- + resource information related to capital markets and various investments
- + access to an electronic communications networks for client order entry and account information
- + access to mutual funds with no transaction fees and/or select investment managers
- + discounts on marketing, research, technology, and practice management products or services provided to our firm by third-party providers

Some of the noted products and services made available by our custodian may benefit our advisory firm but may not directly benefit a client account, and certain research and other previously referenced services may qualify as "brokerage or research services" under Section 28(e) of the Securities Exchange Act of 1934. The



availability of these services from a custodian benefits our firm because we do not have to produce or purchase them as long as our clients maintain assets in accounts at that custodian. There is a conflict of interest since our firm has an incentive to select or recommend a custodian based on our firm's interest in receiving these benefits rather than your interest in receiving favorable trade execution. It is important to mention that the benefit received by our firm through participation in any custodian's program does not depend on the amount of brokerage transactions directed to that custodian, and our selection of a custodian is primarily supported by the scope, quality, and cost of services provided as a whole -- not just those services that benefit only our advisory firm. As part of our fiduciary duty, our firm endeavors to place the interests of our clients first, without consideration to our own financial interest or the interest of a related person.

Our clients should be aware that the receipt of any economic benefit by our firm or its associates in and of itself creates a potential conflict of interest and may indirectly influence our choice of custodian for its services. However, we strive to overcome any implicate bias these benefits might create, and we will avoid recommending services or offer investment advice that is not in your best interest.

ADVISORY FIRM PAYMENTS FOR CLIENT REFERRALS

We do not engage in solicitation activities involving unregistered persons. If we receive or offer an introduction to a client, we do not pay or earn referral fee, nor are there established quid pro quo arrangements. Each client retains the option to accept or deny such referral or subsequent services.

An associate of the firm may hold individual membership or serve on boards or committees of professional industry associations. Generally, participation in any of these entities require membership fees to be paid, adherence to ethical guidelines, as well as in meeting experiential and educational requirements. A benefit these entities may provide to the investing public is the availability of online search tools that allow interested parties (prospective clients) to search for individual association members within a selected state or region. These passive websites may provide means for interested persons to contact an association member via electronic mail, telephone number, or other contact information, in order to interview the member. The public may also choose to telephone association staff to inquire about an individual within their area, and would receive the same or similar information. A portion of association membership fees may be used so that the member's name will be listed in some or all of these entities' websites (or other listings). Prospective clients locating our advisory firm or an associate of our firm via these methods are not actively marketed by the noted associations. Clients who find our firm in this way do not pay more for their services than clients referred in any other fashion. The firm does not pay these entities for prospective client referrals, nor is there a fee-sharing arrangement reflective of a solicitor engagement.

Item 15 - Custody

Accounts will be maintained by an unaffiliated, qualified custodian, such as a bank, trust company, broker/dealer, mutual fund companies or transfer agent. Assets are not maintained by our firm or any associate of our firm. In keeping with this policy involving our client funds or securities, our firm:

- + Restricts the firm or an associate from serving as trustee or having general power of attorney over a client account;
- + Prohibits any associate from having authority to directly withdraw securities or cash assets from a client account. Although we may be deemed to have "constructive custody" of your assets since we may



request the withdrawal of advisory fees from an account, we will only do so through the engagement of a qualified custodian maintaining your account assets, following your prior written approval;

- + Does not accept or forward client securities (i.e., stock certificates) erroneously delivered to our firm;
- + Will not collect advance fees of \$1,200 or more for services that are to be performed six months or more into the future; and
- + Will not authorize an associate to have knowledge of a client's account access information (i.e., online 401(k), brokerage or bank accounts) if such access would allow physical control over account assets.

The client's custodian of record will provide transaction confirmations and account statements, which will include all debits and credits for each period. Statements are provided on at least a quarterly basis or as transactions occur within their account. Our firm will not create an account statement for a client or serve as the sole recipient of an account statement.

As a reminder, if you receive a report from any source (including our firm) that contains investment performance information, you are urged to carefully review and compare your account statements that you have received directly from your custodian of record.

Item 16 - Investment Discretion

We generally provide portfolio management services on a discretionary basis. Via limited power of attorney, discretionary authority allows our firm to implement investment decisions, such as the purchase or sale of a security on behalf of your account, without requiring your prior authorization for each transaction in order to meet your stated investment objectives. This authority will be granted through your execution of both our engagement agreement and your custodian's account opening documents. Note that your custodian will specifically limit our firm's authority within your account to the placement of trade orders and the request for the deduction of our advisory fees.

We will also manage a client's account on a nondiscretionary basis. Such account authority requires your ongoing prior approval involving the investment and reinvestment of account assets, portfolio rebalancing, or for our firm to give instructions to the custodian maintaining your account (i.e., wire instructions, etc.). You will be required to execute our firm's client agreement that describes our limited account authority, as well as your custodian of record's account opening document that includes their limited power of attorney form or clause. Please note that in light of the requirement for your pre-approval you must make yourself available and keep our firm updated on your contact information so that instructions can be efficiently effected on your behalf.

You may amend our account authority by providing our firm revised written instructions. As noted in Item 4, we will allow for reasonable restrictions involving the management of your account. It remains your responsibility to notify us if there is any change in your situation and/or investment objective so that we may reevaluate previous investment recommendations or portfolio holdings.

Item 17 - Voting Client Securities

You may periodically receive proxies or other similar solicitations sent directly from their custodian or transfer agent. Should we receive a duplicate copy, note that we generally do not forward these or any correspondence relating to the voting of your securities, class action litigation, or other corporate actions.



OLIO Financial Planning does not vote proxies on behalf of an account, including those portfolios that we have discretionary authority. We do not offer guidance on how to vote proxies, nor will we offer guidance involving any claim or potential claim in any bankruptcy proceeding, class action securities litigation or other litigation or proceeding relating to securities held at any time in a client account, including, without limitation, to file proofs of claim or other documents related to such proceeding, or to investigate, initiate, supervise or monitor class action or other litigation involving client assets. We will answer limited questions with respect to what a proxy voting request or other corporate matter may be and how to reach the issuer or their legal representative.

Our clients maintain exclusive responsibility for directing the manner in which proxies solicited by issuers of securities that are beneficially owned by them shall be voted, as well as making all other elections relative to mergers, acquisitions, tender offers or other legal matters or events pertaining to their holdings. Account holders should consider contacting the issuer or their legal counsel involving specific questions they may have with respect to a particular proxy solicitation or corporate action.

Item 18 - Financial Information

OLIO Financial Planning will not take physical custody of client assets, nor do we have the type of account authority to have such control. Fee withdrawals must be done through a qualified intermediary per prior written agreement with the client.

Engagements with our firm do not require that we collect fees from a client of \$1,200 or more for our advisory services that we have agreed to perform six months or more into the future.

Neither our firm nor its management serve as general partner for a partnership or trustee for a trust in which the firm's advisory clients are either partners of the partnership or beneficiaries of the trust.

The firm and its management do not have a financial condition likely to impair its ability to meet commitments to clients, nor has the firm and its management been the subject of a bankruptcy petition.

Due to the nature of our firm's advisory services and operational practices, an audited balance sheet is not required nor included in this brochure.

