

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

## Part 2A of Form ADV: Firm Brochure

### **JOHN W. BRISTOL & CO., INC.**

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**March 2024**

*This brochure provides information about the qualifications and business practices of John W. Bristol & Co., Inc. If you have any questions about the contents of this brochure, please contact us at 212-389-5880 or [contact@jwbristol.com](mailto:contact@jwbristol.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority. Any references to John W. Bristol & Co., Inc. as a “registered investment adviser” or being “registered” with the SEC or any state does not imply a level of training or skill.*

*Additional information about John W. Bristol & Co., Inc. is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. The CRD number for John W. Bristol & Co., Inc. is 105597.*

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

## Item 2 - Material Changes

This is our Firm Brochure prepared according to the United States Securities and Exchange Commission's (SEC) current requirements and rules.

This Item will discuss specific material changes that are made to the Firm Brochure and provide clients with a summary of such changes.

Pursuant to current SEC Rules, we will ensure that you receive a summary of any material changes to this and subsequent Brochures within 120 days of the close of our business' fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

*Currently, and as of the date of this Firm Brochure, March 2024, our firm has the following corrections to our last filing dated March 2023:*

<u>Date of change</u>	<u>Description</u>
January 2024	Item 4 – Advisory Business: As of December 31, 2023, we were managing approximately \$5.8 billion for 102 clients.  Owners of the Firm: As of January 1, 2024, Justin A. Colledge, James A. Engle, Peter W. Frith, Kevin B. McAuley, Stephanie M. Ng each own more than 10% but less than 25% of stock of the firm and combined own approximately 74%.
January 2024	After 30 years, Richard E. Lyall retired from the firm

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

## TABLE OF CONTENTS

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

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

## Item 4 - Advisory Business

John W. Bristol & Co., Inc. (“JWB”) is a privately owned, independent investment adviser established in 1937 to advise college and university endowment funds. In addition to endowments, we also serve charitable foundations, trusts, high net worth individuals, partnerships, as well as pension and other institutional clients. Many of our clients have been with us for decades. The firm manages equity, fixed income, and balanced accounts totaling approximately \$5.8 billion for 102 clients as of December 31, 2023.

The firm is 100% owned by nine of our employees, including our president, seven senior investment professionals and our chief compliance officer. JWB has no subsidiaries, affiliates or related entities. We have deliberately kept the organization of our firm simple so that we can focus on our only line of business: constructing portfolios that deliver superior long-term investment results that enable our clients to meet their objectives.

### Owners of the Firm

As of January 1, 2024, Justin A. Colledge, James A. Engle, Peter W. Frith, Kevin B. McAuley, Stephanie M. Ng each own more than 10% but less than 25% of stock of the firm and combined own approximately 74%.

The remaining stock is held by six other employees of the firm.

### Advisory Services

JWB provides investment management services for endowments and foundations, high net worth individuals, companies, partnerships, trusts, our commingled equity fund, and pension plans.

Client directed services are provided by JWB on a case-by-case basis. JWB will assist clients with certain portfolio strategies that are unique to the client’s objectives, such as the use of short duration Treasury-only funds. These strategies are at the discretion of the client and not part of JWB’s core portfolio offering. These engagements may have their own fee structure separate from our current fee schedule.

We are deemed to be a fiduciary to advisory clients that are employee benefit plans or individual retirement accounts (IRAs) pursuant to the Employee Retirement Income and Securities Act (“ERISA”), and regulations under the Internal Revenue Code of 1986 (the “Code”), respectively. As such, we are subject to specific duties and obligations under ERISA and the Code that include among other things, restrictions concerning certain forms of compensation.

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

## ***Institutional and Individual Clients***

We invest our portfolios similarly since we believe concentrating our research effort is in the best interest of our clients. We are fundamental, long-term analysts trying to identify companies likely to show above-average earnings growth over a three to four year forecast period.

We believe effective portfolio management is enhanced by close client-manager communication. Ongoing communications are provided through regular meetings, written memorandum giving rationale for investment policy and new investments, and monthly portfolio valuations. We believe that our clients' understanding of our investment process helps lead to long-term success and long-term relationships.

We aim to outperform the markets in which we invest, to outperform our peers, and to produce at least a 5% real rate of return on the portfolio, enabling the client to preserve purchasing power and meet spending needs. We do not expect to outperform these benchmarks every quarter or every year and prefer to be measured over longer periods of time.

## **Investment Philosophy**

### ***Equity Portfolios***

Our equity investment philosophy is built upon the recognition that companies with durable competitive advantages generally produce superior earnings growth, and that superior earnings growth leads to above-average returns to shareholders over time. We call companies with these advantages "corporate athletes." Our investment horizon is long term – typically five to 10 years. We believe the primary driver of our equity returns is the compounding of above-average earnings growth with relatively low turnover. Consequently, we seek to invest in corporate athletes that have durable competitive advantages and can compound these earnings over time.

### ***Balanced & Fixed Income Portfolios***

A balanced portfolio format offers advantages both to the manager and to the client. For the manager, being able to use all three components of the portfolio construction – stock selection, bond selection and asset allocation – allows for flexibility that produces more consistent returns. For the client, such as an endowment, having a balanced manager can add value, because the pivotal asset allocation decision is continuously reviewed by a professional investment organization rather than part time by an investment committee. (The committee can still set a band of strategic asset allocation guidelines).

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

We view the fixed-income portion of a balanced account as a tool to manage overall portfolio volatility and a source of liquidity to meet client needs during times of financial market stress. We construct the fixed-income portfolios based on where interest rates and credit spreads stand versus our longer-term sense of normal. Our overall objective for a balanced portfolio is to deliver at least a 5% real return, so asset allocation is designed to meet this objective over time.

## **John W. Bristol Equity Fund I LLC**

In 2009, in order to provide investment advisory services to clients who prefer the commingled fund format, or could not meet our preferred minimum for separately managed accounts, we formed the John W. Bristol Equity Fund I LLC ("JWB Equity Fund"). We are the Managing Member of the JWB Equity Fund. The commingled fund's portfolio is invested similarly and traded at the same time as our separately managed clients' accounts. All Partners are invested in the JWB Equity Fund.

The minimum for investment in our JWB Equity Fund is \$2 million.

## **Item 5 - Fees and Expenses**

Every client has the same low and transparent fee structure that declines as assets grow. Fees are billed quarterly in arrears at the end of each billing cycle. Fees are calculated on the portfolio's market value as of the quarter end of the billing cycle and is based on 1/2 of 1% for the first \$10 million, scaling down to 2/10th of 1% over \$30 million.

### **FEE SCHEDULE**

<b><u>Market Value</u></b>	<b><u>Annual Rate</u></b>
on the first \$10 million	0.50%
on the next \$10 million	0.40%
on the next \$10 million	0.30%
over \$30 million	0.20%

We prorate our fees when funds have been added or withdrawn during a quarterly billing cycle that exceeds 15% of the market value. We do not give credit for expenses incurred in money market funds.

While our firm does not have any minimum fee, we prefer a minimum of \$10 million for separately managed accounts. We require a minimum initial investment in the JWB commingled equity fund of \$2 million.

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

Individuals employed by JWB may manage accounts for themselves and/or family members for a negotiated fee that is less than that typically charged to clients.

## **GENERAL INFORMATION ON FEES**

### ***Pricing Practices***

JWB uses information provided by independent pricing services as our main pricing source for the purpose of valuing client portfolios on a monthly basis, fee billing, and investment performance calculation. In this regard, the prices reported by JWB may not always match custodial prices, based on the various pricing services used. In the rare instance where pricing services do not price a security or for less liquid securities, the price may be obtained from either the client's custodial statement or independent sources or quotations.

### ***Negotiability of Fees***

The fee charged is calculated as described above and is not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds or any portion of the funds in a client's portfolio.

Fees are payable quarterly in arrears. The quarterly end market value of the portfolio will serve as the basis for quarterly fee calculations.

### ***Termination***

An investment agreement may be terminated by either party giving to the other written notice at least thirty (30) days prior to the date on which such termination is to become effective; provided that the client may at any time, upon delivery of written notice to JWB, terminate the discretionary authority of JWB.

The investment agreement may only be assignable with the consent of the client.

### ***Custody and Brokerage Expenses***

The fees charged by JWB do not include custodial fees or trading costs incurred in buying and selling securities. The client has the ultimate decision on the custodian to be used and the asset mix. JWB does not act as custodian of client assets (but does have authority to deduct advisory fees upon individual client instruction), and JWB fees do not include custodial charges. Also, in most instances, cash is invested in short-term interest bearing instruments and/or funds available through the custodian. A charge may be made by such custodian, which may not be disclosed on the custodian's statement if a commingled or money market mutual fund vehicle is



# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

utilized. For a determination of such charges, information or a prospectus may be obtained from the custodian. Any such charges by the custodian would be an additional and separate expense to fees paid to JWB.

Please refer to Item 12. Brokerage Practices for additional information.

## **Debiting of Advisory Fees**

For certain clients that maintain custodian brokerage accounts, JWB, with the written consent of clients, provides such client and custodian with an invoice for payment of such advisory fee. Each client invoice describes the amount of the advisory fee, the value of the client's assets on which the fee was based and the manner in which the fee was calculated. The custodian deducts, unless a client otherwise instructs the custodian, the advisory fee from the clients' account and remits such amount directly to JWB. At least on a quarterly basis, the custodian sends each client a statement summarizing all amounts disbursed from such client's account during such period, including the amount of such client's advisory fees, if any, paid directly to JWB by the custodian.

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

JWB does not offer, nor charge, any performance-based fees for its investment management services.

Our advisory fees are calculated as described above and are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client's portfolio (Section 205(a)(1) of the Investment Advisers Act of 1940, as amended).

Side-by-side management refers to multiple client relationships where an adviser manages advisory client relationships and portfolios on a simultaneous basis for individuals, businesses, institutions and also mutual funds and/or hedge funds. In such circumstances, potential conflicts of interest may arise by and between the clients, any mutual funds and hedge funds, e.g., performance fee arrangements.

JWB does manage a commingled equity fund (see below) and currently does not manage any "hedge funds" or mutual funds, nor has any performance based fee arrangements. Accordingly, JWB does not have any side-by-side potential or actual conflicts of interests other than to the extent a) investment opportunities may be available and allocated among the various clients and b) our Partners are also invested in the JWB Equity Fund along with certain of our clients. JWB, as a fiduciary to our clients, has adopted allocation policies for the fair and equitable treatment of all clients as more fully described in Item 12 below.

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

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

JWB provides investment management services to endowments and foundations, high net worth individuals, companies, partnerships, trusts, and pension plans.

The preferred minimum for opening a separately managed account is \$10 million.

In 2009, in order to provide investment advisory services to clients who prefer the commingled fund format, or could not meet our preferred minimum for separately managed accounts, we formed two commingled funds, the John W. Bristol Equity Fund I LLC (“JWB Equity Fund”) and the John W. Bristol Bond Fund I LLC. Effective January 2015, the John W. Bristol Bond Fund I LLC was closed and assets distributed to investor clients. We are the Managing Member of the JWB Equity Fund. The commingled fund’s portfolio is invested similarly and traded at the same time as our separately managed clients’ accounts. All Partners are invested in the JWB Equity Fund.

The minimum for investment in our JWB Equity Fund is \$2 million.

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

### **Investment Philosophy**

We believe above average, long-term earnings and dividend growth can provide effective long-term investment results. Hence, much of our work is directed toward identifying the factors likely to cause such long-term growth – both in individual companies and in broad sectors of the economy and society.

Earnings and dividend prospects cannot be considered in a vacuum, but must be related to the price of the security under consideration, to similar investments and to alternative investments, including a risk-free interest rate. Accordingly, while we acknowledge that investing is as much an art as a science, we do quantify the returns we believe are available on various classes of assets, using the anticipated returns as a frame of reference in constructing portfolios.

In our attempt to identify and quantify factors of long-term growth, we rely heavily on a shared, research intensive, tire-kicking, company-by-company approach. Portfolios generally own stocks for at least three to five years, so a close understanding of what makes a company tick is particularly important.

Our fixed income and equity investment processes are integrated and mutually reinforcing. Our intensive research process helps us judge credit quality for individual securities.

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

It also provides insight on macro-economic trends, which inform our judgment on the key underpinnings of our sense of normal interest rates, inflation outlook and economic cycle. Our holding period is generally long term and our turnover tends to be low. Normal interest rates, sector valuations and individual security research drive the bond investment process. The relative importance depends on the position in the interest rate cycle.

We are mindful that there is no magic formula for investment success. Indeed, past successes often seem to sow seeds of their own destruction. Accordingly, we try to remain flexible and to distrust conventional dogma. In addition, we maintain portfolio diversity in an attempt to dampen volatility. The long-term goal is to provide clients with a growing stream of income while at least maintaining the purchasing power of their capital.

## **Investment Process**

Each member of the Investment Team of our firm has direct involvement in all aspects of the investment process. We believe this provides client portfolios with the best utilization of our cumulative experience, while providing us with a working atmosphere of creativity and self-renewal.

Members of the Investment Team have overlapping areas of responsibility. Each person is responsible for certain aspects of our investment approach, i.e., macro-economic outlook, individual industry and company analysis. That individual coordinates discussions which lead to our investment decisions in that person's area of responsibility. In all cases, the Investment Team as a group makes decisions.

We believe the role of overlapping responsibilities creates a healthy dialogue, a "harmonious tension of opposites." It also creates an integrated process which we believe best reflects the way the investment process works. A number of common factors impact on different types of securities. We believe that dealing with cyclical and growth companies, bonds and stocks and domestic and international companies enables us as a group to make better individual decisions and to reduce risk. At the same time, the process provides us with a base of understanding and knowledge that hopefully can form a platform for subsequent decisions.

## **Investment Parameters**

*Fixed Income Securities.* We invest in governments, corporates, mortgage-backed, and foreign currency denominated debt securities. Cash is used for tactical purposes or to create synthetic durations. Overall portfolio quality and liquidity is high but we will occasionally invest in less than investment grade bonds, and in less liquid bonds.

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

*Equity Securities.* We invest in equity securities, including common stocks, preferred stocks and convertible securities of domestic corporations. Such securities may be traded on registered exchanges or over-the-counter markets in the United States.

*Foreign Securities.* We also invest in equity securities of issuers organized in foreign countries. Securities of foreign issuers may be purchased in local markets or in the United States in the form of American Depositary Receipts.

We do not engage in short sales, invest in options or swaps or use leverage as part of our investment strategy.

## **Risk Factors**

*Investment and Trading Risks - Equities.* Prices of equity securities fluctuate and can decline significantly over a short or long period of time. No guarantee can be made that our investment program will be successful, and there is the risk that the entire amount invested may be lost.

*Foreign Investments.* We may invest from time to time in securities of non-U.S. companies, which involves certain risks not usually associated with U.S. companies, including expropriation and nationalization, confiscatory taxation, political and economic instability, imposition of withholding or other taxes, lack of liquidity, price volatility, fluctuations in exchange rates and currency conversion costs and government policies that restrict investment opportunities. In addition, accounting and financial reporting standards in some countries may not be the same as U.S. standards, and less information may be available to investors in foreign companies than is available in the U.S.

*Risks Associated with Debt Securities.* No guarantee can be made that our investment program will be successful. Risks associated with investments in debt securities include the following:

*Issuer-Specific Changes.* The value of an individual security or particular type of security can be more volatile than the market as a whole and can perform differently from the value of the market as a whole. Lower-quality debt securities (those of less than investment-grade) involve greater risk of default on interest and principal payments or price changes due to changes in the credit quality of the issuer. The value of lower-quality debt securities can be more volatile due to increased sensitivity to adverse issuer, political, regulatory, market or economic developments.

*Impairment of Collateral.* A secured debt obligation may not be fully collateralized, which may cause it to decline significantly in value.

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

*Liquidity of Investment.* The debt securities in which we invest may be subject to restrictions on resale and sometimes trade infrequently in the secondary market. As a result, valuation can be more difficult, and buying and selling such a security at an acceptable price can be more difficult or delayed. Difficulty in selling a security can result in a loss.

*Prepayment.* Many types of debt securities are subject to prepayment risk. Prepayment risk occurs when the issuer of a security can repay principal prior to the security's maturity. Securities subject to prepayment risk can offer less potential for gains when the credit quality of the issuer improves.

*Interest Rate Changes.* Debt securities are sensitive to interest rate changes, generally in proportion to their duration.

## **Risks for all forms of analysis**

Our securities analysis methods rely on the assumption that the companies whose securities we recommend, purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are aware that indications, reporting or data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

**The foregoing does not purport to be a complete enumeration or explanation of the risks involved in investments in equities and fixed income securities.**

## **Item 9 - Disciplinary Information**

We have not had any legal, regulatory or disciplinary events that would be material to a client's or prospective client's evaluation of our advisory business or the integrity of our management or our firm.

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

The firm is an investment adviser and that is our only business and registration. We are not a broker-dealer.

We do not have any relationship or arrangement with any other financial firms.

In 2009, in order to provide investment advisory services to clients who prefer the commingled fund format, or could not meet our preferred minimum for separately managed

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

accounts, we formed two commingled funds, the John W. Bristol Equity Fund I LLC (“JWB Equity Fund”) and the John W. Bristol Bond Fund I LLC which have a \$2 million minimum. Effective January 2015, the John W. Bristol Bond Fund I LLC was closed and fund assets distributed to investor clients. We are the Managing Member of the JWB Equity Fund. The Fund’s portfolio is invested similarly and traded at the same time as our separately managed clients’ accounts. All Partners are invested in the JWB Equity Fund.

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

### ***Code of Ethics***

JWB's employees may at times own securities that are similar to or different from those owned by JWB's clients. However, the purchase and sale of securities by employees must comply with JWB's Code of Ethics, which is subject to certain restrictions and which includes pre-approval authorization for certain securities transactions in addition to quarterly and annual reporting and monitoring of transactions and holdings.

We invest the firm's profit sharing retirement plans similarly to our clients' portfolios. To avoid any potential conflict of interest, trades for this plan are executed after those for our clients' portfolios.

The intent of our Code of Ethics is to prevent an “access person” (those authorized for access to investment/client information) with the firm from knowingly benefiting in his or her personal investments from his or her position with the firm or to make personal investment decisions based on investment decisions for advisory clients. One of the founding principles of JWB is always putting our clients' interests first. This is particularly true in the area of our personal investment transactions.

JWB has adopted a Code of Ethics reflecting the firm's commitment to ethical and honest conduct. At all times JWB and its associates will comply with the JWB Code of Ethics. The Code is designed to ensure that the high ethical standards long maintained by JWB continue to be applied. The purpose of the Code is to preclude activities which may lead to or give the appearance of conflicts of interest, insider trading, and other forms of prohibited or unethical business conduct. JWB requires that all individuals must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

JWB's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information.

Employees of our firm may not buy or sell securities for personal portfolio(s) where their decision is substantially derived, in whole or in part on the basis of “inside information.”

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

Employees are prohibited from using information about pending or currently considered securities transactions for clients to profit personally, directly or indirectly, as a result of such transactions, including by purchasing or selling such securities.

We maintain records of securities transactions and holdings for our firm, all employees and anyone associated with this advisory practice with access to advisory recommendations. The firm's Chief Compliance Officer reviews these holdings on a regular basis.

All of our employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices. Any individual not in observance of the above may be subject to disciplinary action, including termination of employment with JWB.

A copy of JWB's Code of Ethics is available upon written request to JWB.

## ***Additional Conflicts of Interest***

JWB seeks to avoid conflicts of interest but makes best efforts to disclose instances in which potential conflicts of interest could arise.

JWB is a registered investment management firm, and currently has no referral arrangements for compensating anyone for introducing clients or prospective clients to the firm. Similarly, our firm has no arrangements for receiving compensation for introducing clients or prospective clients to others.

It is the policy of our firm that no person may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing any employees from benefiting from transactions placed on behalf of advisory accounts.

JWB has established various additional policies in order to ensure its fiduciary responsibilities.

## **Item 12 – Brokerage Practices**

### ***Best Execution***

We select broker-dealers on the basis of a variety of criteria consistent with best execution standards, creditworthiness, net capital, efficiency, clearing and settlement capabilities, the particular securities involved in the transaction, the size of the transaction, and the quality and usefulness of the research and services they provide to us, even though their



# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

prices may generally exceed those which other brokers not providing research and services would charge.

## **Soft Dollars**

Although we have no formal soft dollar arrangements or commitments, some of the broker-dealers that we use provide us with proprietary research reports on securities in reliance on Section 28(e) of the Securities Exchange Act of 1934, which provides a safe harbor from potential breach of fiduciary duties for obtaining research services that assist our firm in our investment decision making process.

## **Directed Brokerage**

JWB may place orders with brokerage firms pursuant to directions received from clients ("broker-dealer directed accounts"), including situations in which JWB has suggested or introduced clients to brokers. In broker-dealer directed accounts, it is the sole responsibility of the client, not JWB, to negotiate the commission rates. Clients should recognize that they may pay a higher brokerage commission or receive less favorable execution than might otherwise be possible.

Clients should also be aware of JWB's lack of authority to negotiate commissions, obtain volume discounts, and that best execution may not be achieved for broker-dealer directed accounts. Clients should also be aware that disparities in commission charges may exist between the commissions charged to other clients, or greater spreads or less favorable net prices for similar trades in various accounts, and that there is a potential conflict of interest on the part of JWB arising from the described referrals and directed brokerage practices. Additionally, accounts for which a client has directed brokerage will typically be traded after accounts that have granted JWB discretionary authority to select broker-dealers.

JWB receives no cash benefit, including commissions, from any non-client in connection with giving advice to clients.

## **Aggregation**

JWB aggregates trades for clients' portfolios when appropriate. This blocking of trades permits the trading of aggregate blocks of securities composed of assets from multiple client accounts. This aggregation is done in an effort to improve the timeliness and efficiency and to reduce the overall cost of trade execution for client portfolios. Client transactions that are aggregated receive an average share price and pro-rata share of commission costs. In circumstances where only a portion of the total order is executed, JWB utilizes the pro-rata



# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

allocation method. In certain instances, and to avoid additional costs for odd lots and de minimis allocations, we may allocate other than pro-rata basis.

## ***Principal and Agency Cross Transactions***

As a matter of JWB policy and procedures, our firm does not engage in any principal trading or agency cross transactions.

## ***Trade Errors***

JWB has adopted a policy and procedures for identifying and correcting any trade errors as promptly as possible. In the event a trade error occurs which is JWB's responsibility, any affected clients will not incur any loss as a result of the error and may benefit from any gain attributable to the error.

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

Since portfolios are invested similarly, accounts are in effect under constant review. We provide clients with quarterly investment policy reports, quarterly performance reports, and reports of new purchases and sales in equity portfolios.

## ***Reviews of Accounts***

Client portfolios are under constant investment review. We typically assign two relationship managers to each client. One is the primary contact and the other is the secondary contact. At least one of these relationship managers is a partner with direct involvement in all aspects of the investment process and investment decisions. We believe this direct access to an investment decision maker is valuable to clients.

In addition, we assign a member of our operations team to each relationship. Their role is to reconcile our records to the custodial banks', verify performance, and coordinate flows into and out of the account with our trader and the custodial bank. Members of our administrative staff are responsible for written communication with clients, preparing meeting books and client reports, executing our investment professionals' directions on voting proxies, and coordinating meetings with clients.

## ***Reports to Clients***

JWB provides its advisory clients with periodic reports that review the recent market and economic environment and outlook, as well as investment strategy and performance.

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

When we meet with clients, we provide detailed descriptions of the portfolio in our “Client Meeting Book.” On a monthly basis, we provide clients with transactions and holdings reports. On a quarterly basis, we also provide a firm update letter, performance comparison report, and investment policy comment. As we make new additions to the portfolio, we provide company reports on those new investments and include them in the monthly (or quarterly) mailings. Should a client require additional information, we can customize and/or modify our reports and the frequency of its delivery. All reports are distributed to our clients in a timely matter (usually a few business days after month/quarter end), and are sent electronically or hard copy depending on the client’s preference.

In addition, our clients’ custodians will provide confirmations of transactions and custodian statements.

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

Our firm does not compensate anyone for client referrals and, similarly, our firm does not receive any compensation for referring clients or prospective clients to others.

## **Item 15 - Custody**

JWB is deemed to have “constructive custody” under regulatory guidelines as a result of JWB’s authority from certain clients for our firm to directly debit client advisory fees from their custodian accounts consistent with industry practices and regulatory guidelines.

Clients will receive monthly or quarterly statements from JWB and should carefully review each statement. In order to ensure that all portfolio transactions, holdings and values are correct and current, we urge clients to compare our firm’s statements with the statements received directly from your independent brokerage or bank qualified custodian.

Because we act as investment manager and Managing Member to the John W. Bristol Equity Fund I LLC (“JWB Equity Fund”), we are deemed to have custody of client assets under current applicable regulatory interpretations. As an adviser with custody, we seek to have the commingled fund audited on an annual basis by an independent public accountant that is both registered with and subject to regular inspection by the Public Company Accounting Oversight Board (PCAOB). For the JWB Equity Fund, we seek to send the audited financials to each investor within 120 days of the fund’s fiscal year end.

## **Item 16 - Investment Discretion**

JWB has the authority to determine the securities to be bought and sold without obtaining specific client consent, unless a client of JWB specifically requests that certain securities of corporations not be purchased in their accounts; e.g. no tobacco stocks. Certain

# JOHN W. BRISTOL & CO.

INVESTMENT MANAGEMENT | EST. 1937

clients have put restrictions on their accounts, such as retaining a particular security and/or tax considerations involving taxable accounts.

In accounts with such restrictions, performance may be dissimilar to performance of JWB composite performance. Any limitations on our firm's discretionary authority are to be provided by the client in writing, and any change or amendments of any investment restrictions or limitations are also to be provided by the client in writing.

In addition, JWB also has the authority to determine the securities and amount of the securities to be bought or sold, broker-dealers to be used and commission rates without obtaining specific client consent, subject to the restrictions outlined above. JWB will adhere to prudent diversification principles.

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

Our responsibility for voting client proxies is limited to those clients who have given us authority to vote. We have adopted and implemented policies and procedures that we believe are reasonably designed to ensure that proxies are voted in the best interest of our clients, in accordance with our fiduciary duties and SEC rule 206(4)-6 under the Investment Advisers Act of 1940.

Concerning corporate governance issues, we vote on the basis of what we believe to be the interests of the shareholder unless instructed differently by the client. In that regard, we occasionally vote against management.

A copy of our policies and procedures will be provided to a requesting client. Also, clients may receive information regarding how their proxies were voted upon written request.

## **Item 18 - Financial Information**

Our firm and its principals have no financial events or proceedings to disclose.

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