

Item 1: Cover Page

Hart & Patterson Financial Group, LLC

Form ADV Part 2A Brochure

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This brochure provides information about the qualifications and business practices of Hart & Patterson Financial Group, LLC. If you have any questions about the contents of this brochure, please contact us at the telephone number or email address listed above. 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. Hart & Patterson Financial Group, LLC is a registered investment adviser, but registration does not imply a certain level of skill or training.

Additional information about Hart & Patterson Financial Group, LLC is also available on the SEC's website at www.adviserinfo.sec.gov and by searching for CRD# 310639.

Item 2: Material Changes

In this Item, Hart & Patterson Financial Group, LLC is required to identify and discuss material changes since filing its last annual amendment. Since filing its last annual amendment on February 3, 2023, the following material changes have occurred:

Effective Date	Brochure Item(s)	Description
01/02/2024	Throughout	We have converted from an LLP to an LLC.

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Item 4: Advisory Business

A. Hart & Patterson Financial Group, LLC (the “Adviser,” “we,” “us,” or “our”) is an investment adviser founded in 1992, registered with the U.S. Securities and Exchange Commission (“SEC”), and principally owned by Vikki Lenhart.

B. Adviser offers the following types of advisory services:

- i. Discretionary Investment Management. Adviser provides ongoing discretionary investment management services to its clients based upon each client’s current financial condition, goals, risk tolerance, income, liquidity requirements, investment time horizon, and other information that is relevant to the management of clients’ account(s). This information will then be used to make investment decisions that reflect clients’ individual needs and objectives on an initial and ongoing basis. Adviser’s investment decisions will allocate portions of clients’ account(s) to various asset classes classified according to historical and projected risks and rates of return.

In most instances, Adviser uses a third-party investment adviser manager or sub-advisor (“Third-Party Adviser”) to provide investment management services. When investment management services are provided, it is on a discretionary basis. This means that the client’s specific approval of securities transactions in his/her accounts or the selection of a Third-Party Adviser to manage the account is not required. Because discretion is used when managing accounts, the client will be asked to complete documentation granting discretionary authority over their accounts. This authority is given in both Adviser’s investment management agreement, which outlines the responsibilities of the client and Adviser, and the account application required by the Third-Party Adviser. Clients may impose restrictions on investing in certain securities or types of securities so long as such restrictions may reasonably be implemented by Adviser and the Third-Party Adviser, as applicable.

Adviser generally implements its investments strategy by allocating clients’ investable assets across a diversified risk-based portfolio of no-load mutual funds and/or exchange traded funds (“ETFs”), stocks, bonds, municipal securities, U.S. Government securities, and money market funds.

- ii. Financial Planning. When rendering financial planning services (which may be provided either in connection with investment management services or as a standalone service), Adviser will evaluate and make recommendations with respect to various financial planning topics that are relevant to a particular client. Such topics can include, for example, retirement planning, education savings, cash flow management, debt reduction, estate planning, insurance needs, risk mitigation, tax planning, charitable giving strategies, and/or financial goal tracking. Implementation of Adviser’s recommendations will be at the discretion of the client.

When rendering financial planning services, a conflict exists between Adviser’s interests and the interests of its clients; clients are under no obligation to act upon Adviser’s financial planning recommendations. If a client elects to act on any of the recommendations made by Adviser, the client is under no obligation to effect the transaction through Adviser or any of its personnel.

- iii. Selection of other investment advisers. As mentioned above, Adviser will usually recommend or retain a Third-Party Adviser to manage all or a portion of a client’s portfolio. Third-Party Advisers are evaluated based on a variety of factors, not the least of which include performance return history, asset class specialization, management tenure, and risk profile. Adviser will conduct due diligence as appropriate to confirm that such

Third-Party Advisers are duly registered and otherwise well-equipped to manage such clients' accounts. Adviser generally retains the discretionary authority to hire or fire such Third-Party Advisers with or without notice to the client. As of the date of this brochure, Adviser generally recommends the utilization of SEI Private Trust Company and SEI Investments Management Company (collectively referred to as "SEI" along with their affiliates) as the Third-Party Advisers.

- iv. Pension Consulting Services. To the extent Adviser is retained by a pension or profit sharing plan (a "Plan"), Adviser shall review the Plan's investment objectives, risk tolerance, and goals, and shall work in partnership with applicable third-parties (such as the Plan's recordkeeper, third-party administrator, and/or discretionary investment manager) to establish an appropriate investment policy statement and deploy applicable investment options into the Plan's account. Adviser shall periodically review the investment options available to the Plan and, if applicable, will make recommendations to assist the Plan with respect to the selection of the Plan's qualified default investment alternative ("QDIA"). Adviser will provide reports, information and recommendations, on a reasonably requested basis, to assist the Plan in monitoring the selected investments. If elected by the Plan, Adviser may also provide various services related to the Plan's governance, the education of Plan participants, and the review of other service providers to the Plan. In connection with Plans subject to the Employee Retirement Income Security Act of 1974 ("ERISA") and applicable provisions of the Internal Revenue Code of 1986, as amended (the "Code") Adviser acknowledges that it is a fiduciary under ERISA and the Code, shall render prudent investment advice that is in Plan's best interest, shall avoid making misleading statements, and shall receive no more than reasonable compensation.

C. Adviser does not participate in any wrap fee programs.

D. When we provide investment advice to you regarding your retirement plan account or individual retirement account, we are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act ("ERISA") and/or the Internal Revenue Code (the "Code"), as applicable, which are laws governing retirement accounts. The way we make money creates some conflicts with your interests, so we operate under a special rule that requires us to act in your best interest and not put our interest ahead of yours. Under this special rule's provisions, we must:

- i. Meet a professional standard of care when making investment recommendations (give prudent advice);
- ii. Never put our financial interests ahead of yours when making recommendations (give loyal advice);
- iii. Avoid misleading statements about conflicts of interest, fees, and investments;
- iv. Follow policies and procedures designed to ensure that we give advice that is in your best interest;
- v. Charge no more than is reasonable for our services; and
- vi. Give you basic information about conflicts of interest.

E. Adviser manages the following amount of discretionary and non-discretionary client assets calculated as of December 31, 2023:

i.	Discretionary:	\$251,373,494
ii.	Non-Discretionary:	\$0
iii.	Total:	\$251,373,494

Item 5: Fees and Compensation

- A. Adviser is compensated for its advisory services primarily by fees charged based on a client's assets under management with Adviser. However, clients may also opt for standalone financial planning services per a fixed fee that generally ranges from \$1,500 to \$4,000. However, this fixed fee for financial planning is a guideline and is subject to change according to the complexity of the plan and the specific client's circumstances. Financial planning fees will be due upon receipt of the invoice. Fees are negotiable, and each client's specific fee schedule is included as part of the investment advisory agreement signed by Adviser and the client.

Adviser's standard fee schedule for discretionary investment management is included below, subject to negotiation with a client:

Client Assets Under Management	Annual Fee Percentage (paid quarterly)
For the first \$500,000	1.25%
For the next \$500,000	1.10%
For the next \$2,000,000	0.90%
For the next \$2,000,000	0.75%
For the next \$2,500,000	0.65%
For any amount above \$7,500,000	0.50%

- B. The fee schedule above is a 'tiered' or 'blended' fee schedule, which means that different annual fee percentages will apply to different ranges of client assets under Adviser's management. Clients whose assets are managed by a Third-Party Adviser will incur fees related to that manager in addition to Adviser's fees set forth above. Fees are deducted in arrears on a quarterly basis from clients' assets and based upon the average daily account balance of the previous quarter, excluding any cash in the client's account or any assets that Adviser does not manage. For example, if your annual fee is 1.00%, and your account was funded for the entire quarter, the average daily account value for the quarter will be multiplied by 1.00%, then divided by four to determine our quarterly fee. Once the custodian calculates the fee owed, the custodian will deduct the fee from your account and remit it to us. Each quarter, the client will receive a statement from their account custodian showing all transactions in their account, including the fee paid to us. Adviser encourages clients to carefully review the statements and confirmations sent to them by their custodian. Please alert Adviser of any discrepancies. Clients whose fees are directly debited will provide written authorization to debit advisory fees from their accounts held by a qualified custodian. Such authorization is contained in the client's investment management agreement.
- C. In addition to the fees charged by Adviser, clients will incur brokerage and other transaction costs. Please refer to Item 12: Brokerage Practices, for further information on such brokerage and other transaction-related practices. Clients will also typically incur additional fees and expenses imposed by independent and unaffiliated third-parties, which can include qualified custodian fees, mutual fund or exchange traded fund fees and expenses, mark-ups and mark-downs, spreads paid to market makers, wire transfer fees, check-writing fees, early-redemption charges, certain deferred sales charges on previously-purchased mutual funds, margin fees, charges or interest, IRA and qualified retirement plan fees, and other fees and taxes on brokerage accounts and securities transactions. Clients whose assets are managed by a Third-Party Adviser will incur fees related to that manager. These additional charges are separate and apart from the fees charged by Adviser.
- D. If Adviser or client terminates the advisory agreement before the end of a quarterly billing period, the pro rata fees earned through the effective date of the termination will be billed to the client.

When a client opens a new advisory account during a quarter, that client will pay a management fee for the number of days left in that quarter, based on the date the account was funded.

- E. Certain of Adviser's supervised persons are registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), an independent and unaffiliated broker-dealer and member of the Financial Industry Regulatory Authority. In this role, personnel receive customary compensation on investment products previously sold to clients. Although personnel maintain registrations with PKS, they no longer sell commission-based products through that, or any other, broker-dealer. Although they no longer sell commission-based products through any broker-dealer, these continued payments based on investment products previously sold to clients may present a conflict of interest and/or give Adviser's personnel an incentive to recommend products based on the compensation or commission received rather than on the client's needs. Currently, Adviser's personnel do not sell any commission-based products through PKS or any other broker-dealer. PKS is not affiliated with Adviser or considered a related party. Commissions charged for these products will not offset management fees owed to Adviser. This conflict is disclosed to clients verbally and in this brochure. Clients are advised that they may choose to implement any investment recommendation through another broker-dealer.

Item 6: Performance-Based Fees & Side-By-Side Management

Neither Adviser nor any of its supervised persons accepts performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client). Neither Adviser nor any of its supervised persons engage in side-by-side management.

Item 7: Types of Clients

Adviser generally provides its services to individuals, high-net-worth individuals, trusts, charitable organizations, and pension and profit sharing plans. The minimum account value required to open and maintain an account with Adviser is \$1,000,000, subject to negotiation. Please note that the Third-Party Advisers retained by Adviser may separately impose minimum account value requirements.

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

- A. Investing in securities involves risk of loss that clients should be prepared to bear. Past performance does not guarantee future returns.

Each client's portfolio will be invested according to that client's investment objectives, which are ascertained through the financial planning process or through a review of the existing plan. Once we ascertain your objectives for each account, in most instances we will select a Third-Party Adviser to allocate your assets and manage those assets according to your objectives. We will not perform quantitative or qualitative analysis of individual securities. Instead, we will rely on investment model portfolios and strategies developed by the Third-Party Adviser and their portfolio managers. The Third-Party Adviser will invest your assets in accordance with your stated investment objectives and without soliciting your consent prior to engaging in portfolio transactions. You will have the ability to impose reasonable restrictions on the investments in your account, contribute or withdraw securities and/or cash from your account, and/or to request the sale of specific investments for tax planning purposes (also called "tax harvesting"). We may replace/recommend replacing a Third-Party Adviser if there is a significant deviation in characteristics or performance from the stated strategy and/or benchmark. Adviser generally recommends and/or selects SEI as Third-Party Adviser.

The investment programs are not investment products. Clients may have different needs than others within the same investment program. Accordingly, not all clients in each investment program will have the exact same percentages of each underlying investment.

- B. Investing involves material risks. Such material risks are described in further detail below:

- i. Investing for the long term means that a client's account will be exposed to short-term fluctuations in the market and the behavioral impulse to make trading decisions based on such short-term market fluctuations. Adviser does not condone short-term trading in an attempt to "time" the market, and instead coaches clients to remain committed to their financial goals. However, investing for the long term can expose clients to risks borne out of changes to interest rates, inflation, general economic conditions, market cycles, geopolitical shifts, and regulatory changes.
- ii. Inflation risk is the risk that the value of a client's portfolio will not appreciate at least in an amount equal to inflation over time. General micro- and macro-economic conditions may also affect the value of the securities held in a client's portfolio, and general economic downturns can trigger corresponding losses across various asset classes and security types. Market cycles may cause overall volatility and fluctuations in a portfolio's value, and may increase the likelihood that securities are purchased when values are comparatively high and/or that securities are sold when values are comparatively low. Geopolitical shifts may result in market uncertainty, lowered expected returns, and general volatility in both domestic and international securities. Regulatory changes may have a negative impact on capital formation and increase the costs of doing business, and therefore result in decreased corporate profits and corresponding market values of securities.
- iii. Investing in mutual funds does not guarantee a return on investment, and shareholders of a mutual fund may lose the principal that they've invested into a particular mutual fund. Mutual funds invest into underlying securities that comprise the mutual fund, and as such clients are exposed to the risks arising from such underlying securities. Mutual funds charge internal expenses to their shareholders (which can include management fees, administration fees, shareholder servicing fees, sales loads, redemption fees, and other

fund fees and expenses, e.g.), and such internal expenses subtract from its potential for market appreciation. Shares of mutual funds may only be traded at their stated net asset value ("NAV"), calculated at the end of each day upon the market's close.

Investing in exchange traded funds ("ETFs") bears similar risks and incurs similar costs to investing in mutual funds as described above. However, shares of an ETF may be traded like stocks on the open market and are not redeemable at an NAV. As such, the value of an ETF may fluctuate throughout the day and investors will be subject to the cost associated with the bid-ask spread (the difference between the price a buyer is willing to pay (bid) for an ETF and the seller's offering (asking) price).

Clients are encouraged to carefully read the prospectus of any mutual fund or ETF to be purchased for investment to obtain a full understanding of its respective risks and costs.

- iv. Investing in common stocks means that a client will be subject to the risks of the overall market as well as risks associated with the particular company or companies whose stock is owned. These risks can include, for example, changes in economic conditions, growth rates, profits, interest rates and the market's perception of these securities. Common stocks tend to be more volatile and more risky than certain other forms of investments, especially as compared to fixed income products like bonds.
- v. Investing in fixed income securities issued by the U.S. Government, including Treasury Bills, Treasury Notes, Treasury Bonds, Treasury Inflation-Protected Securities ("TIPS"), and Floating Rate Notes means that a client will be subject to the market prices of such debt securities, which typically fluctuate depending on interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and rise when interest rates fall. The longer the time to a security's maturity, the greater its interest rate risk. Fixed income securities issued by the U.S. Government are also subject to inflation risk, reinvestment risk, redemption risk, and valuation risk.
- vi. Investing in municipal securities carries unique risks, depending on the type of bond offered. General obligation bonds are issued by governmental entities and are not backed by revenues from a specific project or source. In some instances, municipalities may not have taxing authority to repay bondholders. Revenue bonds are backed by revenues from a specific project or source and can vary greatly in terms of credit risk. Some revenue bonds are "non-course" bonds, meaning that should the revenue stream dry up or the conduit borrower fails to pay, the bondholder will not have a claim to the underlying revenue or against the conduit borrower.
- i. Investing in money market funds carries interest rate risk. Securities with longer maturities typically offer higher yields, but have greater interest rate sensitivity. There is also liquidity risk - the money market fund may impose a fee upon the sale of your shares, or may temporarily suspend your ability to sell shares, if the fund's liquidity falls below required minimums because of market conditions or other factors.
- vii. Investing in bonds means that a client will be subject to the market prices of such debt securities, which typically fluctuate depending on interest rates, credit quality, and maturity. In general, market prices of debt securities decline when interest rates rise and rise when interest rates fall. The longer the time to a bond's maturity, the greater its interest rate risk. Bonds are also subject to inflation risk, reinvestment risk, redemption risk, and valuation risk.
- viii. Our selection of a Third Party Adviser to manage some of your assets carries additional risks. These include risks that the other manager is not as qualified as we believe them to be, that the investments they use are not as liquid as we would normally use in your

portfolio, or that their risk management guidelines are more liberal than we would normally employ.

- ix. Clients should note that short-term trading transactions may occur. These transactions may result in short term gains or losses for federal and state tax purposes, which may be taxed at a higher rate than long term strategies. Adviser endeavors to invest client assets in a tax efficient manner, but all clients are advised to consult with their tax professionals regarding the transactions in client accounts.
- x. Changes in laws and regulations from any government can change the value of a given company and its accompanying securities. Certain industries are more susceptible to government regulation. Changes in zoning, tax structure or laws impact the return of these investments.

Item 9: Disciplinary Information

There are no legal or disciplinary events that are material to a client's or prospective client's evaluation of Adviser's advisory business or the integrity of Adviser's management.

Item 10: Other Financial Industry Activities & Affiliations

- A. Adviser is not registered and does not have an application pending to register, as a broker-dealer. Kelly Reid, a supervised person of Adviser, is a registered representative of PKS, a FINRA member broker-dealer. The relationship with PKS allows her to receive customary, commission-based compensation on investment products, some of which were previously sold to clients of Adviser. Currently, Adviser's personnel do not sell any commission-based products through PKS or any other broker-dealer. PKS is not affiliated with Adviser or considered a related party. Commissions charged for these products will not offset management fees owed to Adviser.
- B. Neither Adviser nor any of its management persons are registered, or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or an associated person of the foregoing entities.
- C. Neither Adviser nor any of its management persons have any relationship or arrangement with any related person below:
- i. 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)
 - ii. other investment adviser or financial planner
 - iii. futures commission merchant, commodity pool operator, or commodity trading advisor
 - iv. banking or thrift institution
 - v. accountant or accounting firm
 - vi. lawyer or law firm
 - vii. pension consultant
 - viii. real estate broker or dealer
 - ix. sponsor or syndicator of limited partnerships
- D. Vikki Lenhart is a licensed insurance agent but is not actively selling insurance products.
- E. As described earlier in Item 4 of this brochure, Adviser has retained a Third-Party Adviser to provide investment advisory, administrative, and other back-office services to Adviser for the benefit of Adviser and its clients. Adviser does not receive any compensation directly from the Third-Party Adviser, but the Third-Party Adviser does offer services that are intended to directly benefit Adviser, clients, or both. Such services include (a) an online platform through which Adviser can monitor and review client accounts, create model portfolios, and perform other client account maintenance matters, (b) access to technology that allows for client account aggregation, (c) quarterly client statements, (d) invitations to Third-Party Adviser's educational conferences, (e) practice management consulting, (f) full or partial sponsorship of client appreciation or education events, and (g) occasional business meals and entertainment. The availability of such services from the Third-Party Adviser creates a conflict of interest, to the extent Adviser may be motivated to retain the Third-Party Adviser as opposed to an alternative turnkey asset management provider (or to not retain one at all). Adviser addresses this conflict of interest by performing appropriate due diligence on the Third-Party Adviser to confirm its services are in the best interests of clients, periodically evaluating alternatives, and evaluating the merit of the Third-Party Adviser without consideration for the benefits received by Adviser.

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

- A. Adviser has adopted a code of ethics that will be provided to any client or prospective client upon request. Adviser's code of ethics describes the standards of business conduct that Adviser requires of its supervised persons, which is reflective of Adviser's fiduciary obligations to act in the best interests of its clients. The code of ethics also includes sections related to compliance with securities laws, reporting of personal securities transactions and holdings, reporting of violations of the code of ethics to Adviser's Chief Compliance Officer, pre-approval of certain investments by access persons, and the distribution of the code of ethics and any amendments to all supervised persons followed by a written acknowledgement of their receipt.
- B. Neither Adviser nor any of its related persons recommends to clients, or buys or sells for client accounts, securities in which Adviser or any of its related persons has a material financial interest.
- C. From time to time, Adviser or its related persons will invest in the same securities (or related securities such as warrants, options or futures) that Adviser or a related person recommends to clients. This has the potential to create a conflict of interest because it affords Adviser or its related persons the opportunity to profit from the investment recommendations made to clients. Adviser's policies and procedures and code of ethics address this potential conflict of interest by prohibiting such trading by Adviser or its related persons if it would be to the detriment of any client and by monitoring for compliance through the reporting and review of personal securities transactions. In all instances Adviser will act in the best interests of its clients.
- D. From time to time, Adviser or its related persons will buy or sell securities for client accounts at or about the same time that Adviser or a related person buys or sells the same securities for its own (or the related person's own) account. This has the potential to create a conflict of interest because it affords Adviser or its related persons the opportunity to trade either before or after the trade is made in client accounts, and profit as a result. Adviser's policies and procedures and code of ethics address this potential conflict of interest by prohibiting such trading by Adviser or its related persons if it would be to the detriment of any client and by monitoring for compliance through the reporting and review of personal securities transactions. In all instances Adviser will act in the best interests of its clients.

Item 12: Brokerage Practices

- A. Adviser considers several factors when recommending a custodial broker-dealer for client transactions and determining the reasonableness of such custodial broker-dealer's compensation. Such factors include the custodial broker-dealer's industry reputation and financial stability, service quality and responsiveness, execution price, speed and accuracy, reporting abilities, and general expertise. Assessing these factors as a whole allows Adviser to fulfill its duty to seek best execution for its clients' securities transactions. However, Adviser does not guarantee that the custodial broker-dealer recommended for client transactions will necessarily provide the best possible price, as price is not the sole factor considered when seeking best execution. After considering the factors above, Adviser recommends SEI Investments Distribution Co. as the custodial broker-dealers for client accounts.
- i. Adviser does not receive research and other soft dollar benefits in connection with client securities transactions, which are known as "soft dollar benefits". However, the custodial broker-dealer(s) recommended by Adviser do provide certain products and services that are intended to directly benefit Adviser, clients, or both. Such products and services include (a) an online platform through which Adviser can monitor and review client accounts, (b) access to proprietary technology that allows for order entry, (c) duplicate statements for client accounts and confirmations for client transactions, (d) invitations to the custodial broker-dealer(s)' educational conferences, (e) practice management consulting, and (f) occasional business meals and entertainment.
- The receipt of these products and services creates a conflict of interest to the extent it causes Adviser to recommend SEI Investments Distribution Co. as opposed to a comparable custodial broker-dealer. Adviser addresses this conflict of interest by fully disclosing it in this brochure, evaluating SEI Investments Distribution Co. based on the value and quality of its services as realized by clients, and by periodically evaluating alternative broker-dealers to recommend.
- ii. Adviser does not consider, in selecting or recommending custodial broker-dealers, whether Adviser or a related person receives client referrals from a custodial broker-dealer or third-party.
- iii. Adviser does not routinely recommend, request, or require that a client direct Adviser to execute transactions through a specified custodial broker-dealer other than SEI Investments Distribution Co.
- B. Adviser retains the ability to aggregate the purchase and sale of securities for clients' accounts with the goal of seeking more efficient execution and more consistent results across accounts. Aggregated trading instructions will not be placed if it would result in increased administrative and other costs, custodial burdens, or other disadvantages. If client trades are aggregated by Adviser, such aggregation will be done so as not to disadvantage any client and to treat all clients as fairly and equally as possible.

Item 13: Review of Accounts

- A. Vikki Lenhart monitors client accounts on an ongoing basis, and typically reviews client accounts on at least an annual basis. Such reviews are designed to ensure that the client is still on track to achieve his or her financial goals, and that the investments remain appropriate given the client's risk tolerance, investment objectives, major life events, and other factors. Clients are encouraged to proactively reach out to Adviser to discuss any changes to their personal or financial situation.
- B. Other factors that may trigger a review include, but are not limited to, material developments in market conditions, material geopolitical events, and changes to a client's personal or financial situation (the birth of a child, preparing for a home purchase, plans to attend higher education, a job transition, impending retirement, death or disability among family members, etc.).
- C. The custodial broker-dealer will send account statements and reports directly to clients no less frequently than quarterly. Such statements and reports will be mailed to clients at their address of record or delivered electronically, depending on the client's election. If agreed to by Adviser and client, Adviser or a third-party report provider will also send clients reports to assist them in understanding their account positions and performance, as well as the progress toward achieving financial goals.

Item 14: Client Referrals and Other Compensation

- A. Nobody other than clients provides an economic benefit to Adviser for providing investment advice or other advisory services to clients. However, as described above in Item 12, the custodial broker-dealer(s) recommended for client accounts provides certain products and services that are intended to directly benefit Adviser, clients, or both.
- B. Neither Adviser nor a related person directly or indirectly compensates a person who is not Adviser's supervised person for client referrals.

Item 15: Custody

For clients that do not have their fees deducted directly from their account(s), Adviser will not have any custody of client funds or securities.

For clients that have their fees deducted directly from their account(s), Adviser will typically be deemed to have limited custody over such clients' funds or securities pursuant to the SEC's custody rule and subsequent guidance thereto. At no time will Adviser accept full custody of client funds or securities in the capacity of a custodial broker-dealer, and at all times client accounts will be held by a third-party qualified custodian as described in Item 12, above.

If a client receives account statements from both the custodial broker-dealer and Adviser or a third-party report provider, client is urged to compare such account statements and advise Adviser of any discrepancies between them.

Item 16: Investment Discretion

When Adviser and the Third-Party Adviser are engaged to provide investment management services to you, it will be on a discretionary basis. This means that the client's specific approval of securities transactions in his/her account is not required. Because discretion is used when managing accounts and selecting Third-Party Advisers, the client will be asked to complete documentation granting discretionary authority over their accounts. This authority is given in both Adviser's investment advisory agreement, which outlines the responsibilities of the client and Adviser, and the account application required by the Third-Party Adviser. This discretionary agreement gives the Third-Party Adviser the authority to invest client assets in accordance with stated investment objectives without soliciting the client's consent prior to engaging in portfolio transactions. Clients will have the ability to impose reasonable restrictions on the investments made in their account, contribute or withdraw securities and/or cash from such accounts, and/or to request the sale of individual securities for tax planning purposes (also called "tax harvesting") so long as such restrictions are contained in the Adviser's investment advisory agreement and account application with the Third-Party Adviser.

Item 17: Voting Client Securities

- A. Adviser does not have and will not accept authority to vote client securities.
- B. Clients will receive their proxies or other solicitations directly from their custodial broker-dealer or a transfer agent, as applicable, and should direct any inquiries regarding such proxies or other solicitations directly to the sender.

Item 18: Financial Information

- A. Adviser does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance.
- B. Adviser has no financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.
- C. Adviser has not been the subject of a bankruptcy petition at any time during the past ten years.