



Great Northern Asset Management, LLC

Asset Management | Wealth Advice

DECEMBER 31, 2018

CONTACT INFORMATION:

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Vancouver, WA 98660**

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FORM ADV PART 2:

This brochure provides information about the qualifications and business practices of Great Northern Asset Management. If you have any questions about the contents of this brochure, please contact us at 360-567-3300 and / or tami@gnam.us. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC) or by any state securities authority.

Additional information about Great Northern Asset Management also is available at the SEC's website www.adviserinfo.sec.gov.

We are a registered investment adviser with the Securities and Exchange Commission. Our registration as an Investment Adviser does not imply any level of skill or training.



Item 2 – MATERIAL CHANGES:

None.

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Item 4 – ADVISORY BUSINESS

Our Firm

Great Northern Asset Management, Inc. (“we” or “our firm”) was founded in 2006 by John D. Ritchie. Located in Vancouver, Washington, our firm is a federally registered investment adviser. Mr. Ritchie is the only principal owner of our firm.

Our Services

We provide investment advice to individuals and families and seek to be the “financial headquarters” for our clients. We offer each client a unique level of personal service, highly customized financial advice and investment solutions that integrate our analysis of fundamentals of individual investments with the macroeconomic outlook for the relevant regions and industries.

We invest client assets primarily in mutual funds (including exchange traded funds, or “ETFs”), individual equities and fixed income securities. From time to time, and only when appropriate and suitable for a particular client, we may recommend private investment partnerships and other private funds. Each prospective investor in a private investment fund will be required to complete a subscription agreement establishing his/her qualifications for investing in the fund and acknowledging and accepting various risks associated with such an investment.

To allocate client assets among different investment classes, we consider local and global economic and investment climate with the goal of generating returns during various market cycles while reducing overall risks of investments. Investing in any types of securities involves significant risks described in more detail on page 5 of this brochure. We analyze and review asset allocations for each client on an ongoing basis.

Tailoring to Clients' Needs

We customize our financial advice based on each client’s current and evolving circumstances. Each of our new clients completes a questionnaire which establishes the framework for that client's portfolio. Within this document, the client has the opportunity to restrict or direct investments certain asset types and securities, strategies, broker or custodian use. Our clients can provide additional guidance to us formally or informally, throughout the course of our investment advisory relationship. We encourage and welcome conversations with our clients.

Wrap Fee Programs

We currently do not participate in wrap fee programs.



Assets Under Management

As of December 31, 2018 we managed \$201,624,385 of clients' assets on a discretionary basis and additional \$11,076,119 on a non-discretionary basis.

Miscellaneous

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies we recommended or undertake) will be profitable or equal any specific performance level(s).

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

No Financial Planning/Consulting Services. We **do not** hold ourselves out as providing, nor do we provide, any financial planning or related consulting services. We, nor any of its representatives, serves as an attorney, accountant, or insurance agent, and no portion of our services should be construed as same.

Tradeaway Fees. When beneficial to the client, certain transactions may be effected through broker-dealers with whom we and/or the client have entered into arrangements for prime brokerage clearing services (in which event, the client generally will incur both the transaction fee charged by the executing broker-dealer and a "tradeaway" fee charged by the account custodian-Schwab).

Please Note: Non-Discretionary Service Limitations. Clients that determine to engage us on a non-discretionary investment advisory basis **must be willing to accept** that we cannot effect any account transactions without obtaining prior verbal consent to any such transaction(s) from the client. Thus, in the event of a market correction during which the client is unavailable, we will be unable to effect any account transactions (as it would for its discretionary clients) **without first obtaining the client's verbal consent.**



Item 5 – FEES AND COMPENSATION

Our Fees; Billing and Payment; Prepayments and Refunds

For our advisory services, we charge fees based on a percentage of assets under our management. Clients pay our fees quarterly in advance, with payments due within 10 days from the date of the invoice. The fees are based on the market value of the assets in the account on the last trading day of the previous quarter. The market value is calculated as the sum of the values of all assets in the account, not adjusted by any margin debt.

Our standard fee schedule is as follows:

- 1.00% of assets up to \$2,000,000;
- .625% of assets between \$2,000,001 and \$10,000,000; and
- .50% of assets in excess of \$10,000,000.

Most of our clients provide written consent to pay our fees directly from the custodian(s) account. We provide these clients with an invoice showing the account number(s) and the amount of the fees. Clients have the option to pay our fees by check or wire transfer. Payment of fees may result in the liquidation of a client's securities if there is insufficient cash in the client's account(s).

Fees for partial quarters at the commencement or termination of a client's agreement will be billed or refunded on a prorated basis for the number of days the account was open during the quarter. We will also prorate quarterly fees for material amounts (greater or equal to \$1,000,000) that are invested in, or withdrawn from, the account during any quarter.

Some clients pay more or less than others depending on certain factors. These negotiations are based on factors such as the type and size of the account, the range of additional services provided to the client, and the total amount of assets managed for a group of related clients. Our advisory agreement with each client specifies the exact amount of fees for that client.

Other Expenses

In addition to our advisory fees, clients are responsible for other fees and expenses.

Mutual Funds, ETFs, and Index Funds



If mutual funds, ETFs, or index funds are included in a client's portfolio, such investments increase the cost to the client. In addition to our advisory fees, the client may incur a commission or transaction fee when the mutual fund or ETF is purchased, and the client will incur an annual management fee payable to the manager of the fund. We do not receive any portion of such fees. When considering an investment in a mutual fund or ETF, we endeavor to use a no-load, open-end fund when appropriate and evaluate the relative annual costs as a part of the decision process.

A client could invest in a mutual fund or ETF directly, without our involvement. In that case, the client would not receive the benefits of our services, which are designed, among other things, to assist the client in determining which, if any, mutual funds and ETFs are most appropriate to that client's financial condition and objectives. Accordingly, clients should review the fees charged by the mutual funds and/or the ETFs, and our advisory fees, to fully understand the total amount of fees to be paid by the client and to evaluate the advisory services being provided.

Sub-advisory Fees

We may, on occasion, recommend that all or a portion of the assets in a client's account be managed by a sub-advisor. Fees charged by an outside investment manager or sub-advisor will be fully disclosed to the client. We will charge and collect a single fee that will include our fees charged and the sub-advisor's for the investment advisory services provided to the clients.

Brokerage

Clients will also incur brokerage and other transaction costs. See Item 12 below for a detailed discussion of brokerage commissions. We place equity transactions with Charles Schwab & Co., Inc., an independent and unaffiliated broker-dealer ("Schwab"). We acknowledge our duty to seek best execution of trades for our clients and, consistent with that duty, use other brokers from time to time.

Custodians

We require each client to have a third-party custodial relationship. Generally, we recommend that our clients use Schwab as their custodian. For accounts custodied at Schwab, Schwab does not charge separate custody fee but receives compensation in the form of commissions or other transaction-related compensation on securities trades executed through Schwab. Like most other custodians, Schwab also receives a fee for clearance and settlement of trades that are executed through broker-dealers other than Schwab. Schwab's fees for trades



executed by other broker-dealers are in addition to the fee charged by the other broker-dealer. When trades are executed through other broker-dealers, the trades may be executed at different times and different prices than trades executed by Schwab.

We may enter into an agreement with a broker-dealer, which would provide research to us in exchange for us executing certain trades through that broker-dealer. If client assets are not custodied with that broker-dealer, clients will pay the broker-dealer a brokerage commission and will also pay the custodian a separate fee. Research received pursuant to any such arrangement is expected to benefit all of our clients.

Sales Charges or Fees

We do not accept compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sale of mutual funds.

Item 6 – PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT:

We do not charge or accept any performance-based fees.

Item 7 – TYPES OF CLIENTS:

We generally provide investment advice to individuals, pension or profit sharing plans, trusts, charitable organizations, and corporations. There currently is no minimum account size.

Item 8 – METHODS OF ANALYSIS, INVESTMENT STRATEGIES, AND RISK OF LOSS:

Methods of Analysis and Investment Strategies

Our investment approach is best described as a top down, macro-economic asset allocation model. Asset allocation decisions are driven by a rigorous and continuous review of regional and global economic conditions and trends unfolding over both the short- and the long-term periods in the relevant industries, markets and economies. We perform this analysis in-house through the research of on-line resources and electronic and print periodicals, as well as publications of economists and market strategists.

Some clients may wish to use margin in their accounts. In a margin transaction, the client will pay a portion of the purchase price for the investment and borrows the rest from the broker.



Clients determine the maximum amount of margin, if any, they will use. We do not recommend trading on margin as part of any strategy.

Risks for Methods of Analysis and Strategies

For each significant investment strategy or method of analysis we use, the general risks affecting the investment results include, without limitation, the following: inaccurate credit rating; lack of disclosure; corporate default; inaccuracy in fundamentals; corporate leadership failure or misconduct; market risk and volatility; and unforeseeable force majeure events (such as wars, natural disaster, labor strikes, etc.).

Investing in securities involves risk of loss that our clients should be prepared to bear. While our fundamentals and technical analysis is based on information that comes from sources that we believe reliable, we cannot guaranty their accuracy. We may misjudge the attractiveness, value and potential appreciation of a particular asset class or individual security. We cannot guarantee that securities we select will perform as anticipated. The value of an individual security can be more volatile than the market as a whole, our estimate of intrinsic value may be wrong or it may take a long time to realize. These risks are outside of our control and may result in a loss of the assets we manage. We seek to reduce these risks through diversification. However, diversification will not necessarily protect assets in a down market. Although we will exercise careful judgment and diligence in managing your assets, we cannot guarantee any level of performance or that you will not experience a loss in your assets.

Our advisory agreement states that we are not liable to our clients for:

- any loss suffered due to any investment decision we make (or other action we take or do not take) in accordance with our advisory agreement;
- any loss suffered because we follow client instructions; or
- any act or failure to act by any custodian or broker.

Nevertheless, nothing in our advisory agreement constitutes a client's waiver of any legal right under applicable federal law or state securities laws or any other law whose applicability may not be waived through contract. If there is a discrepancy between the information in this brochure and the advisory agreement, the agreement will control.

Recommended Securities

Our clients' portfolios will consist of some or all of the following investment types: individual equities, corporate debt securities, certificates of deposit, municipal securities, mutual funds, closed end funds, exchange traded funds, and US government securities. When



appropriate and suitable for a particular client, we may recommend private investment partnerships and other private funds. Clients assume all market risk involved in the investment of their account assets and understand that investment decisions made for their accounts are subject to various market, currency, economic, political and business risks.

Risks associated with particular types of investments are specified below.

U.S. Large-cap Growth Equity Securities. These securities face risks such as:

- *Large-Cap Company Risk* – There is a risk that returns from large-cap growth stocks will trail returns from the overall stock market. Large-cap stocks tend to go through cycles of doing better, or worse, than the stock market in general.

Fixed-Income Securities. These securities face risks, such as:

- *Interest Rate Risk* – Fixed-income securities increase or decrease in value based on changes in interest rates. If rates increase, the value of fixed-income securities generally declines. On the other hand, if rates fall, the value of the fixed-income securities generally increases.
- *Credit Risk* – There is a risk that issuers and counterparties will not make interest and/or principal payments on the securities they issue or that their payments will not be made when due. In addition, the credit quality of securities may be lowered if an issuer's financial condition changes. Lower credit quality may lead to greater volatility in the price of a security, and that may affect liquidity and our ability to sell the security.
- *Call Risk* – There is a risk that falling interest rates will cause an issuer of fixed-income securities to redeem (call) its high-yielding fixed-income securities before their maturity date.

Mutual Funds and ETFs. These funds face risks based on the investments they hold:

- *Sector Stock Fund Risks.* A sector stock fund (which invests in a single industry, such as telecommunications) is at risk that its price will decline due to developments in its industry.
- *Small and Mid-Cap Company Risks* – Investments in small and mid-cap companies may be riskier than investments in larger, more established companies. The securities of these companies may trade less frequently and in small volumes than securities of larger companies. In addition, small and mid-cap companies may be more vulnerable to economic, market and industry changes. Because smaller companies may have limited product lines, markets or financial resources, or may depend on a few key employees, they may be more susceptible to



particular economic events or competitive factors than larger capitalization companies.

- ***Private Investment Funds.*** We may recommend that certain clients consider an investment in a member-managed private investment fund whose assets are invested in a fund managed by Endeavor Capital, an SEC registered investment adviser located in Portland Oregon (we only serve as an adviser/consultant to those clients who have formed/invested in the Fund—we **do not** act as investment manager to the Fund or in an Managing Member capacity). The terms and conditions for participation in the Fund are set forth in the Fund's Private Offering Memoranda (discussing fees—including fees payable, incentive compensation, conflicts of interest, risk factors, and liquidity constraints), which each member investor receives prior to becoming a Fund investor, and correspondingly completes and submits a Subscription Agreement to the Managing Member in order to demonstrate qualification for, and acceptance of the risks associated with, investment in the Funds.
- To the extent that we may recommend that qualified clients allocate a portion of their investment assets to unaffiliated private funds in the future, we would do so on a non-discretionary basis. To the extent that our individual advisory clients qualify, and determine that an investment is appropriate given their investment objective(s) and financial situation, they may participate as a fund investor. The terms and conditions for participation in any such funds are set forth in each of the funds' Private Offering Memoranda (discussing fees—including fees payable, incentive compensation, conflicts of interest, risk factors, and liquidity constraints), which each prospective investor client shall receive, and shall be required to complete and submit the corresponding Subscription Agreement to the Managing Member/General Partner in order to demonstrate qualification for investment in any such private funds.
- Our role relative to the private investment funds (including the Fund) shall be limited to our initial and ongoing due diligence and investment monitoring services. **Our clients are under absolutely no obligation to consider or make an investment in a private investment fund(s).**
- **Please Note:** Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike other liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and



acknowledges and accepts the various risk factors that are associated with such an investment.

- **Please Also Note: Valuation.** In the event that we reference private investment funds owned by the client on any supplemental account reports that we may prepare, the value(s) for all such private investment funds shall reflect either the initial purchase and/or the most recent valuation provided by the fund sponsor. If the valuation reflects the initial purchase price (and/or a value as of a previous date), the current value(s) (to the extent ascertainable) could be **significantly more or less** than the original purchase price.

Item 9 – DISCIPLINARY INFORMATION:

We do not have any legal or other disciplinary item to report to you. We are obligated to disclose any disciplinary event that would be material to you when evaluating us to initiate a client/adviser relationship, or to continue a client/adviser relationship with us.

Item 10 – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS:

We are obligated to disclose if we, any of our "supervised persons" (meaning our employees and independent contractors), or any of our affiliates are involved in other financial industry activities, such as those of a broker-dealer, commodity pool operator or a futures commission merchant. We are also obligated to disclose if we receive compensation from other advisers for recommending or selecting those advisers for you.

We do not have any other financial industry activities or affiliations to report to you and we do not require compensation from other advisers for recommending or selecting them.

Item 11 – CODE OF ETHICS:

Summary

We have adopted a Code of Ethics and Insider Trading Policy (collectively, the "Code") for the purpose of instructing its personnel in their ethical obligations and to provide rules for their personal securities transactions. Our firm and our personnel owe a duty of loyalty, fairness



and good faith to our clients, and we are obligated to adhere not only to the specific provisions of the Code but to the general principles that guide the Code.

The Code covers a range of topics that include: general ethical principles; requirements for reporting personal securities trading; exceptions to such reporting requirements; restrictions on purchasing securities in certain types of transactions; and requirements for reporting ethical violations, distributing the Code, and reviewing and enforcing the Code. We will provide a copy of the Code to any client or prospective client upon request.

Our firm and our persons may not fail to disclose any material interest in the securities of a recommended issuer or its affiliates. A conflict of interest exists if a supervised person receives economic benefit from a client transaction in a specific investment. If a conflict of interest does exist, we will request signed documentation from the client to acknowledge the presence and understanding of the conflict at hand. Supervised persons are prohibited from engaging in short term trading for personal gain with respect to securities that are also owned by clients, for periods shorter than 30 days.

Cross Transactions

We do not recommend to our clients, or buy or sell for client accounts, securities in which our firm or a related person has a material financial interest.

Transactions In Securities Recommended To Clients

Occasionally, our employees may want to invest in the same securities (or related securities, e.g., warrants, options or futures) recommended to our clients. In this situation, a conflict of interest might arise if our employees' investments are executed on better terms or prior to client trades. We address this conflict of interest by restricting employees' personal trades as stated in the Code. Employees cannot make personal trades in securities that trade intraday which we are in the process of buying for client accounts until the compliance officer confirms that the client transactions were completed or that the employee's trade is included in a block transaction at a price no better than the clients' trades.

Item 12 – BROKERAGE PRACTICES:

Broker Selection Criteria

We generally recommend that our clients use Schwab as custodian of their assets because it offers good service, its prices are competitive and it has a comprehensive, open architecture



platform of investment vehicles. Clients are not required to use Schwab as their custodian.

Except to the extent that any client directs otherwise, we may use our discretion in selecting broker-dealers effecting transactions in client accounts. We will negotiate fees with brokerage firms when buying or selling securities for client accounts in good faith and will attempt to effect trading costs that are advantageous for clients for the given set of circumstances at the time of the transaction. In recommending or selecting a broker or dealer, we may consider, among other things, the broker's or dealer's execution capabilities, reputation and access to the markets for the securities being traded. We may pay a broker commission in excess of that which another broker is willing to charge if, in our judgment, the greater commission results in an overall economic benefit to our clients as a consequence of collateral services rendered.

Research and Additional Benefits

We do not maintain any soft dollar arrangements with Schwab or any other broker-dealer/custodian. However, although not a material consideration when determining whether to recommend that a client utilize the services of Schwab (or any other broker-dealer/custodian), we may receive from various broker-dealer/custodians without cost (and/or at a discount) support services and/or products, certain of which assist us to better monitor and service client accounts maintained at such institutions. Examples of the support services that we *may* obtain include investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services (and/or monetary assistance to obtain same), discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products that we may use in furtherance of our investment advisory business operations (and/or monetary assistance to obtain same).

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

Our clients do not pay more for investment transactions effected and/or assets maintained at Schwab (or any other broker-dealer/custodian) as a result of this arrangement. There is no corresponding commitment we have made to Schwab or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.



Our Chief Compliance Officer, Tamara Oglesby, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest such arrangement may create.

Brokerage for Client Referrals

We do not direct client transactions to a particular broker-dealer in return for client referrals.

Directed Brokerage

We permit client-directed brokerage. In other words, clients may direct us to select specific brokerage firms or place assets with a specified broker or custodian. In some cases, this request may result in higher commissions and/or less favorable executions on some transactions than we might otherwise be able to attain. The client may forgo any benefit from savings on execution costs that we could obtain through negotiating volume discounts on block transactions. The client may direct us to use a particular broker from whom we receive or may receive referrals, and we may derive a benefit from the client's direction.

Schwab generally does not charge separately for custody, and is compensated by account holders either (a) through a quarterly fee based on a percentage of the account value, or (b) through commissions or other transaction-related fees for securities trades that are executed through Schwab or that settle into client accounts held with Schwab. Schwab's trading platforms are essential to our service arrangements and capabilities, and we may not be able to accept clients who direct the use of other brokers, depending on those brokers' capabilities. We regularly review Schwab's program to ensure that our broker recommendations are consistent with our fiduciary duty of finding best execution for our clients.

Aggregation and Allocation of Trades

We are authorized in our discretion to aggregate purchases and sales and other transactions made for one client with purchases and sales and other transactions in the same or similar securities or instruments for our other clients. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and each account will be deemed to have purchased or sold its proportionate share of the securities or instruments.



involved at such average price. We will aggregate trades of securities that trade intraday to ensure that no client receives favorable pricing of a given security.

Item 13 – REVIEW OF ACCOUNTS:

Accounts are reviewed by John D. Ritchie or qualified staff members. The frequency of reviews is determined based on the client's investment objectives, and are performed at least quarterly. More frequent reviews may also be triggered by a change in the client's investment objectives, tax considerations, large deposits or withdrawals, large sales or purchases, loss of confidence in a company's management, or changes in the macro-economic climate. John D. Ritchie, Tamara Oglesby and Nicholas M. Lonstad currently review accounts.

All of our clients receive quarterly reports on their investments that have been selected or recommended by us. These internal reports are produced using an in house portfolio management system that reconciles data with client custodians daily. Quarterly reporting contains an asset allocation snapshot, an appraisal of holdings, as well as a quarterly fee summary.

Our clients also receive standard account statements from the custodian(s) of their account(s) on a monthly basis. We urge our clients to compare the reports they receive from us with the account statements they receive from their custodian(s). The clients can choose to receive this correspondence electronically via email, or hard copy at their residence. It is the client's responsibility to update us of any address changes. We will coordinate and confirm address change with the custodian.

Item 14 – CLIENT REFERRALS AND OTHER COMPENSATION

Referral Fees Paid by Our Firm

We are currently not involved in any referral arrangement where we compensate directly or indirectly any person (who is not our firm's supervised person) for client referrals.

Benefits from Custodians

General

We receive no compensation for suggesting a particular broker or bank as our clients' custodian. However, certain custodians provide products and services that benefit us and our



client accounts. Some of these other products and services assist us in managing and administering client accounts. These include software and other technology that:

- provide access to client account data (such as trade confirmations and account statements)
- facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts)
- provide research, pricing information and other market data
- facilitate payment of our fees from our clients' accounts
- assist with back-office support, recordkeeping and client reporting

Many of these services may be used to service all or a substantial number of our accounts, including accounts not maintained with that particular broker. These products and services benefit us by allowing us to more quickly and accurately service our clients.

Various brokers also make available to us other services intended to help us manage and further develop our business. These services may include:

- publications and conferences on practice management
- information technology
- business succession planning
- regulatory compliance
- marketing

In addition, brokers may make available, arrange and/or pay for these types of services when provided to us by independent third parties. The brokers may discount or waive fees they would otherwise charge for some of these services or pay all or a part of the fees of a third party providing these services to us. As a fiduciary, we seek to act in our clients' best interests. However, our recommendation that clients maintain their accounts with these brokers may be based in part on the benefit to us of these products and services, and not solely on the nature, cost or quality of custody or brokerage services these brokers provide. Although this may create a potential conflict of interest, we believe these products and services are in the best interests of our clients.

Institutional Services Programs



We participate in institutional services programs offered to independent investment advisers by various brokers (including Schwab). We typically recommend such brokers to clients who need brokerage and custodial services.

The broker services offered as part of the institutional services programs include brokerage, custody and research services, as well as access to mutual funds and other investments that are otherwise available only to institutional investors or would require a significantly higher minimum initial investment. These brokers generally do not charge separately for custody. They are compensated by account holders either (a) paying a quarterly fee based on a percentage of the account value, or (b) paying commissions or other transaction-related fees for trades that are executed through the broker or that settle into client accounts held with the broker.

We are not affiliated with any broker. We generally recommend brokers providing institutional services programs to our clients for custody of client assets and for the execution of equity, mutual fund and ETF transactions. We regularly review these programs to ensure that our broker recommendations are consistent with our fiduciary duty.

Item 15 – CUSTODY:

We do not provide custodial services to our clients. Your assets must be held with a bank, registered broker-dealer or other "qualified custodian." You will receive statements directly from your custodian at least quarterly. We urge you to carefully review the custodial statements and compare them to the reports we send you. The information in our reports may vary from your custodial statements based on accounting procedures, reporting dates or valuation methodologies of certain securities.

Item 16 – INVESTMENT DISCRETION:

Except as otherwise instructed, clients grant us ongoing and continuous discretionary authority to make investment decisions with respect to the assets in the clients' accounts in accordance with clients' individual objectives, without the clients' prior approval of each specific transaction. Our investment management discretion includes the authority to make investment decisions for client accounts in accordance with the clients' objectives. Under this authority, we can purchase and sell securities and instruments in client accounts, arrange for delivery and payment in connection with the foregoing, select and retain sub-advisors, and act on behalf of its discretionary clients in all matters necessary or incidental to the handling of their accounts. A client grants discretionary authority in the form of an investment advisory agreement.



In some circumstances, clients grant us a non-discretionary authority with respect to their accounts. Non-discretionary authority requires us to obtain clients' prior approval for each specific transaction prior to executing investment recommendations.

Item 17 – VOTING CLIENT SECURITIES:

Without exception, we do not vote proxies on behalf of clients or advise clients on how they should vote. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in client portfolios. All proxy materials received on behalf of a client will be sent directly to the client or a designated representative of the client.

Item 18 – FINANCIAL INFORMATION

We must disclose any financial condition that could impair our ability to meet our contractual obligations to you. We have no financial matters to disclose to you.

ANY QUESTIONS: Our Chief Compliance Officer, Tamara Oglesby, remains available to address any questions regarding this Part 2A.