

## **Essex, LLC**

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## **Firm Brochure**

**As Mandated by the United States Securities and Exchange Commission  
Part 2A and Part 2 B of Form ADV**

**The information contained herein is accurate as of December 31, 2016**

**This brochure provides information about the qualifications and business practices of Essex, LLC. It also includes supplemental information about employees and others with whom we transact business. If you have any questions about the contents of this brochure, please do not hesitate to contact us at 1-847-777-7800. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

**Additional information about Essex, LLC, its employees and supervised persons, is also available on the firm website at: [www.essexllc.com](http://www.essexllc.com) and on the United States Securities and Exchange Commission website at: [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).**

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## **Material Changes**

As mandated by the United States Securities and Exchange Commission laws, rules and regulations, we are providing you with an updated version of our ADV Part 2A and the information mandated in the supplemental Part 2B. We are required to provide you with an updated version if, in the future, any material change(s) take place at Essex, LLC.

## **Essex, LLC Advisory Business**

Essex, LLC is a registered investment adviser with the United States Securities and Exchange Commission. This registration with the Securities and Exchange Commission does not imply a specific level of skill or training. We also caution that with any investment, there is a risk of capital loss.

The employees of Essex, LLC are consultants with decades of experience in the investment management, tax and estate planning practices. Essex, LLC generally requires that all persons associated with the organization in professional capacities will have at least a college education, although in exceptional circumstances significant business experience may be accepted in lieu of a college degree. Most members of the professional staff have advanced degrees in business or have earned other professional designations.

James W. Hartwell, born in January 1966, is the President of Essex, LLC. At present he owns 83.4541% of Essex, LLC. Mr. Hartwell received both his undergraduate degree and his MBA from Mankato State University in 1988 and 1994 respectively. He received his Certified Funds Specialist (CFS) designation in 1994. The Certified Fund Specialist is a designation of the Institute of Business & Finance and is the oldest designation in the mutual fund industry. This designation will help the investment adviser in understanding how a mutual fund investment will interact within the portfolio through the criteria such as alpha, beta, correlation coefficient and how this data can be used in the construction of the portfolio. In 1991 Mr. Hartwell started Essex Financial and in 1997, along with Mr. Arthur Freedman, began Essex, LLC. He is a member of the Entrepreneur Organization (EO). In addition to his obligations at Essex, LLC he is also a member of the investment committee for the Little City Charity.

Arthur A. Freedman, born in December 1949, is the Chief Operating Officer of Essex, LLC. At this time Mr. Freedman is an owner of 16.5459% of Essex, LLC. He is a graduate of the University of Illinois and has received his MBA from Northwestern University. In addition, he is a Certified Public Accountant (CPA) with membership in the American Institute of Certified Public Accountants (AICPA) and the Illinois CPA Society. In order to obtain the professional designation of CPA one must have passed the Uniform Certified Public Accountant Examination and the requisite exam on ethics. Once conferred, the CPA must generally complete a designated number of hours of continuing education to maintain the CPA designation. The American Institute of Certified Public Accountants, (AICPA) is the national professional organization for Certified Public Accountants, (CPAs), in the United States. The AICPA mission is to provide members

with the resources, information, continuing education and leadership that enable them to provide services in the highest professional manner to benefit the public. Prior to the creation of Essex, LLC, Mr. Freedman was a senior partner in the Chicago accounting firm of Friedman, Eisenstein, Raemer, and Schwartz (FERS) where he headed the Personal Financial Planning division.

Robert C. Tutela joined Essex LLC in 2016. He is a graduate of Montclair State University with a B.S. in Finance and Business Administration. Prior to joining Essex, Robert was employed by JP Morgan Asset Management working exclusively with their Managed Accounts group in New York City. During his 6 years with the company, he maintained a number of responsibilities including the trading of client accounts, compliance oversight, account onboarding and reconciliation, as well as a management position within the group itself. His experience provides him invaluable knowledge respective to actively managed products, and there in, portfolio management and the overall nature of the Investment Advisory business.

Benjamin Cairns joined Essex, LLC in January of 2014. He is a 1992 graduate of Western Michigan University with a bachelor degree in Business Administration. Prior to joining Essex, LLC he represented a number of business and finance magazines at Time, Inc., and other publishing companies. Ben is currently pursuing the Certified Financial Planner accreditation.

John Travis joined Essex LLC in 2016. He has a B.S. in Finance from Michigan State University. Prior to joining Essex, John was with Bank of America/Merrill Lynch as a financial advisor where he focused on coordinating Commercial Banking and Middle Market transactions; providing Merrill Lynch business owners and clients, access to the vast array of BOA's capabilities. His prior 20 years as a derivatives trader on the CME, CBOT, and CBOE gives John a unique perspective on the complexities of fixed income, equity, commodity and foreign currency markets.

Justin T. Nolan came to Essex in 2016 from JP Morgan Private Bank, where he advised individuals and families to create and execute financial plans ensuring growth and family wealth preservation. As a third generation member of the CBOT for over 20 years, Justin built and ran the largest order execution business on the financial floor exchange. Justin has over 30 years of experience with investments in equities, fixed income and alternatives.

Mr. Hartwell, Mr. Freedman, Mr. Tutela, Mr. Cairns, Mr. Travis and Mr. Nolan comprise the investment policy committee for Essex, LLC. The investment policy committee will offer advice to our clients on the following types of investment vehicles:

- Exchange listed, over-the-counter and foreign stocks or American Depositary Receipt (ADR) equities
- Warrants
- Corporate debt
- Commercial Paper
- Certificates of deposit

- Municipal Securities
- United States Government or Agency debt
- Option Contracts
- Futures Contracts on tangibles or intangibles
- Investment Company securities including mutual fund shares, variable insurance contracts and variable annuities.

None of the employees of Essex, LLC are registered representatives of a broker/dealer. A broker/dealer is one who makes a market, or maintains an orderly market in a security, and will buy and sell securities from their inventory. Essex, LLC does not make a market in securities, nor do we underwrite new issue securities.

Essex, LLC primarily provides investment management services, but also provides advice through consultations which may involve tax or estate matters and not involve securities.

Essex, L.L.C. acting as a fiduciary providing fiduciary investment advice covered by the fiduciary rule ensures adherence to the Impartial Conduct Standards – to provide advice that is in your best interest, receives only reasonable compensation for doing so, and does not intend to make any materially misleading statements.

All clients have varying investment objectives, time horizons, and risk tolerances. At Essex, LLC, upon consultation with the client or potential client, we will construct an investment portfolio in an attempt to achieve those objectives.

Essex, LLC manages client accounts on a discretionary and a non-discretionary basis. This gives Essex, LLC the authority to supervise and direct the investment of the client's account without prior consultation with the client. The Essex, LLC trading authority may be made subject to conditions imposed in writing by the client, e.g., where the client restricts or prohibits purchases or sales of certain securities. For example; the client may have inherited securities from a relative, a client may own stock in the company for which they work, or the client would prefer to avoid investment in various sectors of the market such as tobacco or alcohol related securities.

The investment advisory services consist primarily of a portfolio management service that allocates and periodically re-allocates the client assets among various investment securities. The client assets will be invested in stocks, exchange traded funds (ETFs), bonds and investment company shares (mutual funds). Based upon a review of the client's investment objective, risk tolerance and financial and tax situation, Essex, LLC will create a model client portfolio. Clients with similar characteristics will receive similar portfolio recommendations and investments.

Any investment additions deemed as materially complex in nature respective to expenses or conflicts of interest will be presented prior to the time of transaction. Additionally, Essex L.L.C. documents and addresses any and all material conflicts of interest with you, requires our representatives do not receive compensation that incentivizes

recommendations that may not be in your best interest, and designates a responsible party to oversee the adherence of these terms.

Essex, LLC does not participate in any “wrap fee programs”. A “wrap account” investment program is a consulting relationship in which a client’s funds are placed with one or more money managers, and all the administrative and management fees, along with commissions, are wrapped into one comprehensive fee. Essex, LLC manages all client investment accounts directly.

### **Assets Under Management**

Essex, LLC manages investment accounts on a discretionary and a non-discretionary basis.

As of December 31, 2016, Essex, LLC managed approximately \$255,169,530.68 in assets for 1156 accounts. Of this amount, \$222,466,411 was managed on a discretionary basis for 1119 accounts and \$32,703,119.53 are assets, of 37 accounts, upon which we provide consultation.

### **Fees and Compensation**

Essex, LLC receives compensation for the investment portfolio services rendered based upon a percentage of assets under management or based upon an hourly billing fee.

In certain situations Essex, LLC provides consultations and services on an hourly fee basis. The fee structure is as follows:

- |                       |           |
|-----------------------|-----------|
| • Partner / Principal | \$275-350 |
| • Senior Consultant   | \$160-200 |
| • Consultant          | \$100-150 |
| • Account Supervisor  | \$60-95   |

The above fees are billed on a monthly basis. Typically the bill is sent the month after the services have been provided.

Clients participating in the portfolio management service are required to enter into an investment advisory engagement. The investment advisory agreement takes effect the date assets are deposited into the account and continues until terminated. The fees payable by the client, for services rendered by Essex, LLC, pursuant to the agreement, shall be paid quarterly, in advance at an annual rate based upon the value of the client’s account on the first day of the calendar quarter and dividing the amount by four. For any time period that may be less than a full quarter, the fee will be determined by daily proration. This fee is deemed reasonable under the Impartial Conduct Standards previously mentioned.

Clients participating in the portfolio management service are required to enter into an investment advisory engagement. The investment advisory agreement takes effect the date assets are deposited into the account and continues until terminated. The fees payable by the client, for services rendered by Essex, LLC, pursuant to the agreement,

shall be paid quarterly, in advance at an annual rate based upon the value of the client's account on the first day of the calendar quarter and dividing the amount by four. For any time period that may be less than a full quarter, the fee will be determined by daily proration.

Funds deposited or withdrawn during the quarter are billed, based upon "flow of funds" into or out of your account, and the fee calculation upon that "flow of funds", will be reflected in the next quarter billing statement. The fee(s) will be prorated based upon the date of the transaction. A withdrawal of funds during the quarter will result in a rebate. A deposit will result in a prorated fee which will be debited from your account.

The fee is typically billed to and paid by the client's custodian(s) from the assets of the client portfolio. An arrangement can be made possible for a billing statement to be generated and the management fee paid directly to Essex, LLC by the client. The usual fee for the investment management services is one percent per annum. In certain circumstances, typically at the discretion of the advisor, these fees may be adjusted due to the size and nature of the engagement.

The agreement may be terminated by the client, or the Advisor, by giving written notice to the other party and specifying the date of termination. In the event that the agreement is terminated during a calendar quarter, the fees billed to the account will be refunded on a prorated basis.

The client may absorb additional fees in the management of their investment account. These fees will be generated by the custodian (trade commissions), on a per transaction basis, or a mutual fund company with their investment management costs, in addition to the fee structure of Essex, LLC. Please read the section on Brokerage Practices on page 11.

The fees charged for the portfolio management service are negotiable in certain circumstances and may be waived in whole or part, depending upon the nature and/or size of the engagement. The fee may be reduced or waived for members, managers, officers or employees of Essex, LLC and the members of their families.

Under no circumstance is an employee accepting additional compensation for the sale of securities or other investment products which would include asset based sales charges or service fees from the sale of mutual funds.

The client has the option to utilize the services of other broker/dealers in the execution of securities transactions for the composition of their portfolios. We recognize that the client may have other investment relationships unrelated to or not affiliated with Essex, LLC. The client is not solely bound to use Essex, LLC with regard to securities transactions.

### **Performance Based Fees**

Performance based fees or incentive fees result in additional compensation, to an advisor, for producing above average results. These performance fees are more typically associated with commodity trading or hedge fund advisors who achieve, or top, a pre-set return. Under no circumstances does Essex, LLC accept or have arrangements with clients for additional compensation based upon performance standards.

### **Types of Clients**

Essex, LLC provides investment management services to a variety of clients. The majority of the clients are individuals. Some of those clients also have trusts and estates for which we provide advice. Additionally, the clients may own their business or corporations and as a result of that fact, we may provide advice for the retirement plans for those self-employed clients. Essex, LLC will also provide investment advice for individual employer-sponsored retirement plans such as a 401K or a 403B plan. Essex, LLC also provides investment advice to pension and profit sharing plans and charitable organizations.

### **Methods of Analysis, Investment Strategies and Risk of Loss**

Investing in securities involves the assumption of risk. If one is willing to assume that risk, one realizes that this risk could involve the loss of the dollar amount invested. There is no guarantee of profitability.

Essex, LLC through its analysis of stocks, bonds and other investments, attempts to limit this risk. In the composition of the client portfolio, we examine a number of items:

- **Economic indicators.** Economic indicators, leading or lagging, are key statistics showing the direction of the economy. Among them are the unemployment rate, factory utilization rate, inflation rates of the consumer price index, the producer price index, international trade data and others.
- **Fundamental analysis.** Fundamental analysis includes the analysis of the balance sheet and income statement of a company in order to forecast their future stock price. Fundamental analysis considers past records of assets, earnings, sales, products, management and the competitive market place for a particular company's product. By looking at this data, Essex, LLC tries to determine if a stock or sector is undervalued or over-valued relative to its current market price.
- **Technical analysis.** Technical analysis looks at the demand and supply for the securities based on trading volume and price movement. Technical analysis will utilize charts to identify and project price trends in a market or security. Some of the terms used in technical analysis might include the "moving average", "relative strength", "resistance and support levels" and others
- **Annual Reports and Securities and Exchange Commission filings.** These filings are considered as part of the investment strategy. All publically listed companies on the various exchanges must file quarterly and annual financial reports. In addition, companies file other reports whenever there is a material event within the corporation. These reports can include changes within the



corporate management, the award of stock options, changes in compensation and announcements of retirement or dismissal.

- **Financial publications and research materials of other analysts.** Essex, LLC will read and consider these reports in the composition of the client's portfolio. Charles Schwab & Co., Inc. is the custodian with whom Essex, LLC has a relationship. Schwab, in addition to their internal research department, also provides research by Argus, S&P, Credit Suisse and others.
- **Sector Analysis.** The sector analysis is used to determine which sectors, at a given moment in the economic cycle, will be overvalued or undervalued. Once the sectors with probable positive performance have been identified, Essex, LLC will use the above enumerated items in the construction of the model portfolios.

### **Disciplinary Information**

No employee, or supervised person, of Essex, LLC has been involved in a criminal or civil action in a domestic, foreign or military court. No employee or supervised person has been convicted of or pled guilty or "no contest" to any felony or misdemeanor that involved investments or an investment related business. Additionally, no employee has been convicted or pled guilty or "no contest" to any fraud, false statement or omission, taking of property, bribery, perjury, forgery, counterfeiting, or extortion or conspiracy to commit any of these offenses.

Essex, LLC, and the employees of the company, have never been the subject of any order, judgment, or decree that would permanently or temporarily prohibit us from engaging in any investment related activity.

The United States Securities and Exchange Commission, any other federal regulatory agency, any state securities regulator, or any self-regulatory organization has never found any reason to cause Essex, LLC to lose its authorization to conduct investment related business.

### **Financial Industry Activities and Affiliations**

No employee, or supervised person, of Essex, LLC is registered with, or has an application pending registration, with a broker/dealer, commodity trading advisor, or futures commission merchant. Essex, LLC does not have relationships with other broker/dealers that could potentially pose a conflict of interest.

### **Essex, LLC Code of Ethics**

Essex, LLC has a written Code of Ethics to which all employees must adhere. All employees have received a copy of the Code of Ethics and have agreed to the principles articulated in this document. The Code of Ethics and the Essex policies and procedures are written with a view to preventing violations of existing Laws, Rules, and Regulations. If an employee has reason to believe that there has been a violation of this Code, they are

to report the situation to the compliance officer or the president of the company. In general, the employees and access persons shall:

- Place the interests of the Company's clients' funds before his/her personal interests;
- Conduct all personal securities transactions in a manner consistent with this policy so as to avoid any actual or potential conflicts of interest;
- Not take any inappropriate advantage of his/her position with or on behalf of the company;
- Employees and access persons must file a securities holdings report annually with the Compliance Officer and a report of all transactions on a quarterly basis. This information will include the security, buy or sale, quantity, symbol and the broker completing the transaction;
- The company maintains a "preclearance procedure" which mandates the steps which one would follow on a securities transaction so as to avoid conflict;
- Blackout periods exist where the Investment Policy Committee adopts a buy or sell program and access persons shall not act in a manner which could be construed as a conflict of interest in that transaction;
- Prior approval must be obtained before an investment in a Private Placement or Initial Public Offering (IPO) is made;
- Short term trading shall be avoided unless the Compliance Officer gives written approval;
- No advisory person may receive any gift i.e., anything of more than de minimis value from any person or entity doing business on or behalf of the company that poses a potential conflict of interest;
- No advisory person shall serve on a board of directors of a publicly traded company without prior authorization;
- Exemptions from the reporting requirements in certain security transactions are permitted. Some of the exemptions would apply, for example, to reinvestment of dividends in a "Dividend Reinvestment Program (DRIP) with both individual securities, mutual fund shares or annuities, purchases or sales of non-volitional events such as a merger/acquisition, recapitalizations or other similar transactions;
- At least annually the compliance officer will report to the Board of Directors regarding existing procedures with regard to personal trading activities, any recommended changes to policies or procedures, and a summary of any violations which occurred during the past year;
- The company forbids any employee or access person from participating in insider trading, or trading on material non-public information or from communicating material non-public information to others.

Essex, LLC will provide a copy of this Code of Ethics to any client or prospective client upon their request.

Essex, LLC is a registered investment advisory firm. It is not a broker/dealer. As such, we do not sell securities in which any employee or related person has a financial interest. We do not maintain an inventory of securities from which we would sell to our clients. Employees will not directly purchase or sell securities from their individual portfolio, to

or from, a client account. Essex, LLC does, in managing client accounts, relay orders to brokers, dealers, or banks for the purchase or sale of securities. Essex, LLC does not receive any special compensation for this service.

Personal security transactions by the officers and employees of Essex, LLC are subject to personal security transaction procedures. The procedures apply not only to the transactions by that individual, but also to transactions for accounts in which that person, the person's spouse, minor children, or other dependent residing in the same household have an interest. Essex, LLC may from time to time execute a "block trade". A "block trade" is a trade in which a large number of shares are bought or sold and the allocation of that trade is made among many client accounts. Officers, employees and family members of Essex, LLC may participate in that transaction. The price at which the trade is executed will be the same execution price for all participating accounts. Commission rates will vary, however, depending upon the trade confirmation process. A lower commission rate is often available if one opts for the electronic delivery of the trade statement as opposed to receipt by mail. In the event that the trade is not executed in its entirety, the allocation will be made on a prorated basis so as to avoid any customer favoritism. Officers, employees and family members of Essex, LLC will pay a transaction commission but those individuals are not charged an investment advisory fee.

### **Brokerage Practices**

While Charles Schwab & Co., Inc. is the custodian for the majority of our assets under management, it is not mandatory that clients open an account at Charles Schwab & Co., Inc. Clients participating in the portfolio management service are required to appoint a custodian of their assets who will provide for on-line services and other support to Essex, LLC. Certain client account assets are held at various custodians. This is a result of employment or retirement plan custody arrangements over which Essex, LLC has no control. Essex, LLC will work with those custodians in the management of the client investment portfolios.

When a client has designated relationships with more than one broker or dealer, and subject only to a client's direction to use that particular broker/dealer, Essex's overriding objective in selecting the broker or dealer for the client transaction is to seek the best combination of price and execution. The best price, taking into account the brokerage commission, if any, is an important factor in the decision. However, a number of other judgmental factors also may enter into the decision. These factors would include Essex's knowledge of negotiated commission rates available, the desired timing of the transaction, the activity existing and expected in the market for that particular security, confidentiality, execution, clearance and settlement capabilities of the broker or dealer and the knowledge of actual or apparent operation problems of the broker or dealer.

"Soft Dollar" arrangements are agreements between broker/dealers who will provide the proprietary stock research from their firm in exchange for the investment adviser or mutual fund company placing trades through that broker/dealer, thereby generating commissions for that broker. Essex, LLC has no soft dollar arrangements with any

broker/dealer. As such, we do not have any reason to recommend any broker/dealer versus another with regard to the “soft dollar” practices.

### **Brokerage for Client Referrals**

Essex, LLC does not direct commission generating trade activity to any broker/dealer in exchange for client referral business. Doing so could possibly subject the client to receiving unfavorable trade execution, higher commissions and could result in a conflict of interest for Essex, LLC.

### **Directed Brokerage**

As is indicated in the section titled “Brokerage Practices”, Charles Schwab & Co., Inc. is the custodian for the majority of client assets. It is the recommendation of Essex, LLC that clients utilize the services of Charles Schwab & Co., Inc. Essex, LLC has determined that Schwab offers the level of service, back office support, securities research information, trade execution, and financial strength that we consider in choosing a custodian.

Clients, however, do not have to establish an account with Charles Schwab & Co., Inc. The client may direct Essex, LLC to execute trades through another broker/dealer. By doing so, Essex, LLC relinquishes some control over that transaction. This transaction may cost the client more in terms of commission rates, best execution price of the trade, the aggregation of the order to lower the commission and price. A certain times, Essex, LLC will initiate securities transactions in which a number of client accounts will participate. At the time of the transaction, we will aggregate the order and place a “block trade”. The benefits of this transaction, commission, average price and allocation are described in the “Code of Ethics” section on page 9.

### **Review of Client Investment Accounts**

Essex, LLC continuously monitors the investment portfolios of all clients. Essex, LLC is aware, on a daily basis, of all cash flow into and out of client accounts. The monitoring of all investment portfolios is done by the Essex, LLC Investment Policy Committee which includes James Hartwell, President, Arthur Freedman, COO, and Robert Tutela, Compliance Officer and portfolio manager. Investment decisions for the client portfolios are influenced by the release of information about general market conditions, company specific information such as quarterly and annual financial reports, and global or other political events that could possibly have a bearing on the portfolio performance.

Clients will receive individual transaction reports from Charles Schwab & Co., Inc. or by the custodian holding their assets, for which Essex, LLC has been appointed investment manager. The client will also receive a monthly statement from those custodians. On a quarterly basis, Essex, LLC will provide a statement which will include all investment holdings and performance data for those assets held in custody at Charles Schwab & Co., Inc. Essex, LLC suggests and recommends that the client compare the statement from the custodian with the quarterly statement received from Essex, LLC. If there is any discrepancy, we urge the client to contact us immediately to resolve the difference.

### **Client Referrals and Other Compensation**

Essex, LLC may utilize the services of independent contractors. These individuals, on occasion, refer business to us. At this time, Essex, LLC has no existing agreement, or solicitor agreement with any independent contractor. In the event that Essex, LLC will employ the services of such an individual in the future, Essex, LLC will monitor all investment portfolio activity, review meeting agenda items, and mandate that those individuals that have the agreement with Essex, LLC abide by the laws, rules and regulations of the United States Securities and Exchange Commission. Under this arrangement, Essex, LLC will compensate those individuals on a quarterly basis for their services.

### **Custody of Client Assets**

The questions surrounding the custody of client assets became a focal point for the Securities and Exchange Commission after a number of well publicized situations that have shown to have financially harmed clients of those firms. According to the Custody Rule, custody means “*holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them*”. Because the Custody Rule is intended to deter potential advisor fraud, such as misappropriation of assets, one can see that this rule can be and is very broad in its interpretation.

Charles Schwab & Co., Inc. is the custodian of the majority of the assets under management at Essex, LLC. Some clients have custodial arrangements other than that which exists between Essex, LLC and Charles Schwab & Co., Inc. (See Brokerage Practices on page 11). The custodian(s) are the repository for the stocks, bonds and cash positions of the client. Essex, LLC does not hold the assets of our clients. However, according to the Custody Rule, and the fact that the clients have given us the authority to deduct the management fees from the client assets, we have the “*authority to obtain possession of them.*” Having the authority to debit advisory fees meets the custody definition, but if that is the only reason the advisor is deemed to have custody, then the Securities and Exchange Commission has permitted these transactions.

Because of the above stated concepts, we recommend that the client always review the monthly statements received from the custodian, with the prior months’ statement, and with quarterly statements provided by Essex, LLC. If there is any discrepancy, we urge the client to immediately contact Essex, LLC in order to resolve that issue.

### **Investment Discretion**

Upon completing, signing, and affixing his or her initials in the appropriate sections, for the account application from Charles Schwab & Co., Inc., (or the completion of the application process with any other custodian), the client has given us, upon the opening of the account, the following authorizations:

- Trading and disbursement authorization. This authorization allows Schwab to execute trades in the account at the direction of the investment advisor, Essex,

- LLC. It also provides for Essex, LLC to disburse assets to the client, or to remit checks, wire funds and make other disbursements as the client specifies.
- The application authorizes Essex, LLC the discretion to place trades in the account and,
  - The application allows for Schwab to disburse investment advisory and any related fees to Essex, LLC upon instruction from Essex, LLC.

Additionally, as noted in the section describing the Essex, LLC Advisory Business on page 3, the client may place restrictions on the trading authority and Essex, LLC will honor the conditions imposed.

### **Proxy Voting of Client Securities**

Essex, L.L.C. recognizes its fiduciary obligations with respect to voting proxies of companies with securities that are owned by clients of Essex, L.L.C. and for which Essex, L.L.C. has been designated to exercise proxy voting power. Clients, however, have the ability to vote their own proxy statements if they so elect, on the Schwab Application Form. Clients may receive a copy of the Proxy Voting guidelines upon request. The Essex, L.L.C. Investment Policy Committee will vote proxies according to the following guidelines:

- 1) **Routine Matters:** Routine proxy proposals shall be voted in support of company proposals unless there is a clear and necessary reason not to do so. Routine matters include:
  - A) Electing directors of the board;
  - B) Determining the size of the board of directors;
  - C) Changing the corporate name;
  - D) Appointing an auditor;
  - E) Splitting the company's shares of common stock;
  - F) Amending articles of incorporation that are required to comply with federal or state regulations; and
  - G) Changing the date, time, and location of the company's annual shareholder's meeting.
- 2) **Business Matters:** Business proposals that eliminate the rights of shareholders, especially minority shareholders, or the status of securities held, including ownership status, shall not be treated as routine; rather, they shall be carefully analyzed. These issues may be voted with management. However, business proposals that are non-routine or would impair the economic interests of shareholders may be voted against management. Examples of such proposals shall include, but not be limited to, the following:
  - A) Requests to alter the bylaws to require a super majority of shareholders to approve a merger;
  - B) Anti-takeover proposals that could restrict tender offers or deny majority owners from exercising judgment;
  - C) Proposals to dilute existing shares by issuing substantially more stock without adequate explanation by management; and

- D) Proposals that would enrich management excessively or substantially increase compensation awards or employment contracts to senior management that become effective when ownership of the company changes (also known as “golden parachute” awards).
- 3) **Other Matters:** On all other matters, the Essex, L.L.C. Investment Policy Committee shall vote in favor of proxy proposals judged to be in the best interests of the clients of Essex, L.L.C.
- 4) **Reporting Requirements:** All proxies voted by Essex, L.L.C. must be copied and filed for a period of three years in a manner that is readily accessible. In circumstances where the Essex, L.L.C. Investment Policy Committee votes against the management on a specific proposal, the reasons for such vote must be explained and documented and included in the file.

The client does have the ability to vote their own proxy statements. On the original account application, if the client desires, they can indicate if they wish to vote the proxy statement or give that authority to Essex, LLC.

#### **Financial Information**

Essex, LLC is an Illinois based, privately held, Limited Liability Company. Rules and regulations mandate that if we have discretionary authority or custody of client funds or securities or require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance, we would have to include a balance sheet for our most recent fiscal year. Please reference the Custody of Client Assets section on page 13. Since Essex, LLC does not require prepayment of fees six months in advance, and we do not have custody of client assets, there is no balance sheet attachment to this document. At no time in the company’s history has Essex, LLC been the subject of a bankruptcy petition or filing.