



GERALD L. RAY
& ASSOCIATES, LTD.
Investment Advisors

ADV PART 2 A.

ITEM 1. COVER PAGE

Date: March 22, 2016

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Investment Advisor:

Gerald L. Ray & Associates, Ltd./

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**** This brochure provides information about the qualifications and business practices of Gerald L. Ray & Associates, Ltd. If you have any questions about the contents of this brochure, please contact us at 214-954-1900 or at info@glassoc.com. The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.**

Any reference to or use of the terms “registered investment adviser” or “registered,” does not imply that Gerald L. Ray & Associates, Ltd. or any person associated with Gerald L. Ray & Associates, Ltd. has achieved a certain level of skill or training.

Additional information about Gerald L. Ray & Associates, Ltd. is available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 2: MATERIAL CHANGES

SUMMARY

There have been no material changes since last annual update on March 6, 2015.

ITEM 3. – TABLE OF CONTENTS

ITEM 1. COVER PAGE	1
ITEM 2: MATERIAL CHANGES.....	2
ITEM 3. – TABLE OF CONTENTS	3
ITEM 4. – ADVISORY BUSINESS.....	4
ITEM 5. – FEES AND COMPENSATION.....	8
ITEM 6. - PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT .	10
ITEM 7. - TYPES OF CLIENTS	11
ITEM 8. – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS	12
ITEM 9. - DISCIPLINARY INFORMATION	15
ITEM 10. – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS .	17
ITEM 11. - CODE OF ETHICS	18
ITEM 12. – BROKERAGE PRACTICES	19
ITEM 13. – REVIEW OF ACCOUNTS	27
ITEM 14. – CLIENT REFERRALS AND OTHER COMPENSATION	29
ITEM 15. – CUSTODY.....	34
ITEM 16. - INVESTMENT DISCRETION.....	36
ITEM 17. – VOTING CLIENT SECURITIES	37
ITEM 18. – FINANCIAL INFORMATION.....	39

ITEM 4. – ADVISORY BUSINESS

A. TYPE OF ADVISORY SERVICES OFFERED:

Gerald L. Ray, Chartered Financial Analyst (CFA) founded Gerald L. Ray & Associates, Inc. in 1977. In 2001, the company was reorganized and became Gerald L. Ray & Associates, Ltd. (GLR), Registered Investment Advisor. Gerald L. Ray owns 50%, JHR 2012 GST Trust owns 40%, and the remaining 10% is owned by JRF 2012 GST Trust.

We offer bookkeeping and tax services in addition to investment advisory services. GRA may offer financial planning services to clients as part of our overall advisory services. GLR does not receive separate compensation for financial planning related services. A financial plan may include a net worth statement, a cash flow analysis, a review of existing investments and/or retirement assets, investment recommendations, strategic tax planning, estate planning recommendations or education planning. Services do not include the preparation of any legal documents. Implementation of the recommendations is at the client's discretion. Approximately 5% of total employee time is spent providing these additional services.

The minimum dollar market value of assets required to open and/or maintain an investment advisory account is \$500,000. Consideration is also given to lesser-valued accounts.

A. SPECIALIZATION:

Our firm offers advisory services to individuals, banks, pension and profit sharing plans, trust, estates, charitable organizations, corporations, and other types of business entities. We offer advice on exchange-listed securities, securities traded over-the-counter, foreign issuers, United States government securities, warrants, corporate debt securities, commercial paper, certificates of deposit, municipal securities, options on securities, real estate partnerships, and mutual fund shares.

We do not manage accounts for government entities or pooled investments.

We are investors not traders. Our process is client driven, allowing our expert portfolio managers to provide clients with advice and asset management skills needed to make the most of their investments. It is our job to look at opportunities created in public markets and work with our clients to build portfolios consistent with their need for liquidity, and their comfort level for risk, as well as other considerations. We begin our engagement by identifying our client's financial needs and objectives. We then determine an appropriate allocation strategy and create a customized portfolio. Ongoing reviews and assessments are necessary to ensure that investment strategies remain consistent with the individual needs and objectives of our clients.

Our investment strategy seeks to maximize client gains while focusing on minimizing the risk involved, within the parameters of our client's personal tolerance. We maintain a long-term approach designed for growth and income. Over time, our strategy has evolved as new investment vehicles have allowed for greater diversification and for global reach. In a small percentage of accounts, we may use model portfolios. We work closely with clients to create a custom portfolio using traditional stock and bond investments along with Exchange Traded Funds (ETFs) and other yield vehicles such as Real Estate Investment Trusts (REITs) and Master Limited Partnerships (MLPs). As part of our strategy, all taxable accounts are actively managed to reduce or neutralize taxes when appropriate.

Equity Strategy

The foundation of our equity strategy focuses on companies that grow faster than the economy as a whole. Stock portfolios typically hold 25-35 securities and have low turnover meaning that the number of buys and sells per year is very low. While each portfolio manager has his area of expertise, investment ideas are shared among the entire Investment Team allowing us to select from a diverse range of stocks. These portfolios generally contain the following types of equities:

- Large Cap Growth - High quality, large capitalization growth companies with favorable profit histories and reasonable valuations
- Mid Cap Leaders - Mid-capitalization industry leader companies with reasonable valuations that thrive in a particular niche
- Turnaround Opportunities - Fallen growth companies that are considered to be in the process of reviving their growth history
- Solid dividend payers who offer value: these companies could benefit from internal or external economic improvement
- Exchange Traded Funds (ETFs) may also be used to broadly increase exposure to certain sectors, industries, or geographies. For example, in certain portfolios we use ETFs to access international markets, small cap companies, and certain industries.

Fixed Income Strategy

Our bond strategy includes purchasing debt securities of short to intermediate maturities and holding them to maturity. The use of fixed income instruments enhances current income and stability and provides diversity in asset allocation. We may also utilize fixed income based ETFs, both U.S and international, as well as other yield vehicles, like Real Estate Investment Trusts (REITs), and Master Limited Partnerships (MLPs) to increase income while attempting to reduce volatility.

As part of our investment strategy, all taxable accounts are actively managed to reduce or neutralize taxes.

B. CLIENT RESTRICTIONS

We tailor our advisory services to your individual needs. As part of our information gathering process, we ask if there are any restrictions on investing in certain securities or types of securities. We note restrictions and adhere to them.

C. WRAP FEE

Our firm does not participate in a Wrap Fee Program.

Sub Advisor

We act as a sub advisor to various accounts within the TD Ameritrade – Amerivest platform. This program is best suited

- for individual clients and company 401(k) plans with assets under \$20 million
- as an alternative to the traditional full service Investment Advisory Service

This program offers a simple and cost effective solution for individuals, individual retirement plans, and small to midsize company 401(k) plans. Clients and 401(k) plans utilize an Internet Asset Allocation Service provided by Amerivest Investment Mgmt. LLC. (Amerivest).

The Amerivest platform uses a questionnaire which the client completes with our help.

- it is input into the Amerivest system
- 1 of 5 investment models is selected based on the questionnaire
- all models are constructed using Exchange Traded Funds (ETFs)
- we review each account and rebalance as needed

Fees associated with the Amerivest Program are discussed in Item 14.

We also manage a 401(k) plan which utilizes Verisight, Inc.

Verisight Inc.

- is an independent provider for recordkeeping and administrative services for 401(k) and other defined contribution plans
- provides sponsors and clients with key tools and resources
- provides a user friendly platform

We use model portfolios. Participants enroll online on Verisight's website. Clients select individual ETFs or one of the model portfolios. Participants can change investment selections at any time.

We are not charged a fee to participate with Verisight Inc. on this platform.

Clients that use our 401(k) plans must use an independent provider of recordkeeping and administrative services. The plan should hire the third party administrator and we will provide investment choices using individual ETFs and ETF model portfolios.

We also give consideration to client accounts and 401(k) plans over \$20 million where more specialized service is needed.

D. ASSETS UNDER MANAGEMENT:

The total number of accounts managed and the total amount of assets under management by our firm as of 12/31/15 are

Discretionary accounts: 690

Market Value of discretionary accounts: 766,655,322

Non Discretionary Accounts:0

Market Value of Non Discretionary accounts: 0

ITEM 5. – FEES AND COMPENSATION

A. Our firm charges fees for advisory services on a fixed fee basis or as an annual percentage of assets under management. Fees are calculated on the Market Value of assets under management figured quarterly at the end of each quarter.

- The Standard Fee Schedule is:

1% of the First \$5 Million
.75% of the Next \$5 Million
.50% of the Residual
1.25% if the balance is under \$500,000

- Fees are negotiable.

In specific circumstances as referenced in “Item 15-Custody”, GLR may be deemed to have custody of client assets and be required to have a surprise custody audit by an independent public accountant. Clients for whom GLR is deemed to have custody will be charged a set fee each quarter to help defray the cost of the audit and for the additional services for which GLR is deemed to have custody of client assets. Fees are billed in arrears within 30 days following the end of each calendar quarter. All invoices are payable upon receipt.

Special fee consideration is given to employees and family members.

We charge management fees for mutual funds and exchange traded funds which are in addition to other fees and expenses charged by investment companies.

Our services may be terminated. A final invoice is sent within 30 days of receiving written notice of termination. Fees are charged for the final period under management through the termination date.

Our firm purchased client contracts and other assets of Weisberg & Fields, Inc. (W&F), in February 2009. We have on file Consents to Assignment of Investment Advisory Agreements with W&F to us for former W&F clients. We honor these fee arrangements.

B. Clients select a preferred method for payment of fees. You can

- pay by check upon receipt of the invoice
- review your invoice before the fee is deducted from your brokerage account. If this choice is selected, you sign an authorization letter with the broker. This letter explains that you want all invoices signed by you to be paid from your brokerage account. You will review our invoice, sign and return the invoice to

- us. We submit the invoice for payment to the broker. This process is known as signature line authorization.
- have your advisory fees paid directly from your brokerage account. You must sign broker documents which give us authority to submit invoices for investment advisory services directly to your broker for payment from your account. You will receive a copy of your invoice with a notation that your fee has been deducted from your specific brokerage account.
- C. You may incur other fees in addition to investment advisory fees. They are bank and broker custodian fees and transaction costs. See item 12. Brokerage Practices for more information concerning other fees.
- D. Our firm does not charge fees in advance. All billing is done at the end of the quarter, in arrears.
- E. Our supervised persons 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

Our firm does not accept performance-based fees (fees based on a share of capital gains, or capital appreciation of the assets).

ITEM 7. - TYPES OF CLIENTS

We offer advisory services to individuals, banks, pension and profit sharing plans, trusts, estates, charitable organizations, corporations, and other types of business entities. We do not manage accounts for government entities or pooled investments.

The minimum dollar market value of assets for opening and/or maintaining an investment advisory account is \$500,000. Consideration is given to lesser-valued accounts.

ITEM 8. – METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

A. Our investment process is client-driven, allowing our portfolio managers ample opportunity to provide you with the advice and asset management skills needed to make the most of your investments. We begin the investment process by identifying your needs and objectives. We then determine an appropriate allocation strategy and create a customized portfolio for you. Our security analysis methods include charting, fundamental and technical analysis. The main sources of information we use include financial newspapers and magazines, inspection of corporate activities, research materials prepared by others, corporate rating services, timing services, annual reports, prospectuses, filings with the Securities and Exchange Commission, and company press releases.

Investment strategies include

- long term purchases (securities held at least one year)
- short term purchases (securities sold within a year)
- short sales
- margin transactions
- option writing, including covered options, uncovered options, and spreading strategies

B. Once your portfolio is fully invested, we provide regular reviews and assessments to confirm that your investment strategies remain consistent with your needs and objectives.

Our philosophy is based on two simple principles

- personal service and
- the highest standards of personal and corporate integrity.

We seek to provide you with competitive rates of return and a comfort level based on a comprehensive understanding of your goals and objectives. The end result is a portfolio tailored to match your specific needs within your tolerance for risk.

Any type of investing in securities involves risk of loss which clients should be prepared to bear.

C. We are investors not traders. Our Investment Strategy has evolved as new investment products and vehicles have allowed for greater diversification and global reach. It is our job to look at opportunities that are created in these public markets and work with our clients to create a portfolio consistent with their need for liquidity, their comfort level for risk, as well as other considerations. Except for our 401(k) services, we do not use model portfolios. Instead we work closely with clients to create a custom

portfolio using traditional stock and bond investments along with Exchange Traded Funds (ETFs) and other yield vehicles such as REITs and MLPs when appropriate.

We offer bookkeeping and tax services in addition to investment advisory services. GRA may offer financial planning services to clients as part of our overall advisory services. GLR does not receive separate compensation for financial planning related services. A financial plan may include a net worth statement, a cash flow analysis, a review of existing investments and/or retirement assets, investment recommendations, strategic tax planning, estate planning recommendations or education planning. Services do not include the preparation of any legal documents. Implementation of the recommendations is at the client's discretion. Approximately 5% of total employee time is spent providing these additional services.

EQUITY STRATEGY

The foundation of our equity strategy focuses on companies that grow faster than the economy as a whole. Stock portfolios typically hold 25-35 securities and have low turnover meaning that the number of buys and sells per year is very low. These portfolios generally contain the following types of equities:

- Large Cap Growth - High quality, large capitalization growth companies with favorable profit histories and reasonable valuations
- Mid Cap Leaders - Mid-capitalization industry leader companies with reasonable valuations that thrive in a particular niche
- Turnaround Opportunities - Fallen growth companies that are considered to be in the process of reviving their growth history
- Solid dividend payers who offer value: these companies could benefit from internal or external economic improvement
- Exchange Traded Funds (ETFs) may also be used to broadly increase exposure to certain sectors, industries, or geographies. For example, in certain portfolios we use ETFs to access international markets, small cap companies, and certain industries.

FIXED INCOME STRATEGY

Our bond strategy includes purchasing debt securities of short to intermediate maturities (typically 3-10 years) and holding them to maturity. The use of fixed income instruments enhances current income and stability in portfolios where it is needed and provides diversity in asset allocation. We may also utilize fixed income based ETFs, as well as Real Estate Investment Trusts (REITs), and Master Limited Partnerships (MLPs) when appropriate to increase income while attempting to reduce volatility. The risks associated with fixed income include:

- interest rate risk - The chance that a security's value will change due to a change in interest rates.
- company risk - The risk that certain factors affecting a specific company may cause its stock to change in price in a different way from stocks as a whole.

- default risk - The possibility that a borrower will be unable to meet interest and/or principal repayment obligations on a loan agreement.

ETF STRATEGY - We have incorporated the use of exchange traded funds into our investment philosophy in response to client demand for even greater diversity in both asset classes and type of assets held. ETFs provide clients an opportunity to own assets in numerous asset classes with great diversification.

We use ETFs with a solid history of liquidity

- taxable
- non-taxable
- equity and fixed
- domestic and international

As needed, we develop entire portfolios that are built using only ETFs. We use these portfolios after discussions with you, based on your needs and risk parameters. While the ETFs provide you with numerous choices, the price risk of the underlying assets is not mitigated by their use. These strategies, together or alone, are used in an effort to minimize risk and meet your particular needs and objectives.

ITEM 9. - DISCIPLINARY INFORMATION

- A. Our firm **has not** been involved nor has any management person of our firm been involved in any criminal or civil action in a domestic, foreign or military court of competent jurisdiction in which our firm or management person
- was convicted of, or pled guilty or nolo contendere (“no contest”) to
 - (a) any felony;
 - (b) a misdemeanor that involved investments or an investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, or extortion; or
 - (c) a conspiracy to commit any of these offenses;
 - is named subject of a pending criminal proceeding that involves investment-related business, fraud, false statements or omissions, wrongful taking of property, bribery, perjury, forgery, counterfeiting, extortion, or a conspiracy to commit any of these offenses;
 - was found to have been involved in a violation of an investment-related statute or regulation; or
 - was subject of any order, judgment, or decree permanently or temporarily enjoining, or otherwise limiting, our firm or a management person from engaging in any investment-related activity, or from violating any investment-related statute, rule, or order.
- B. Our firm **has not** been involved nor has any management person of our firm been involved in any administrative proceeding before the SEC, any other federal regulatory agency, any state regulatory agency, or a foreign financial regulatory authority in which our firm or a management person
- was found to have caused an investment-related business to lose its authorization to do business; or
 - was found to have been involved in a violation of an investment-related statute or regulation and was the subject of an order by the agency or authority
 - (a) denying, suspending, or revoking the authorization of our firm or a management person to act in an investment-related business
 - (b) barring or suspending our firm’s or a management person’s association with an investment-related business
 - (c) otherwise significantly limiting our firm’s or a management person’s investment-related activities; or
 - (d) imposing a civil money penalty on our firm or a management person
- C. Our firm **has not** been involved nor has any management person of our firm been involved in a self-regulatory organization (SRO) proceeding in which our firm or a management person

- was found to have caused an investment-related business to lose its authorization to do business; or
- was found to have been involved in a violation of the SRO's rules and was
 - (a) barred or suspended from membership or from association with other members, or was expelled from members
 - (b) otherwise significantly limited from investment-related activities; or
 - (c) fined

ITEM 10. – OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

- A. We are not registered and have no application pending to register, as a broker-dealer or registered representative of a broker-dealer. None of our management persons are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer. We offer bookkeeping, tax, and financial planning services in addition to investment advisory services. Approximately 5% of total employee time is spent providing these additional services.
- B. We are not registered and have no application pending to register as a futures commission merchant, commodity pool operator, or commodity trading advisor. None of our management persons are registered or have an application pending to register as a futures commission merchant, commodity pool operator, or commodity trading advisor.
- C. We have no relationship or arrangement with any related person listed below that might cause a material conflict of interest:
- broker-dealer, municipal securities dealer, or government securities dealer or broker
 - investment company or other pooled investment vehicle (including mutual fund, closed-end investment company, unit investment trust, private investment company or hedge fund and offshore fund)
 - other investment advisor or financial planner
 - futures commission merchant, commodity pool operator, or commodity trading advisor
 - banking or thrift institution
 - accountant or accounting firm
 - lawyer or law firm
 - insurance company or agency
 - pension consultant
 - real estate broker or dealer
 - sponsor or syndicator of limited partnerships
- D. We do not recommend or select other investment advisers, receive compensation directly or indirectly from other investment advisers, or have other business relationships with other investment advisers that might create material conflicts of interest.

ITEM 11. - CODE OF ETHICS

Our firm has established, maintains, and enforces a Code of Ethics. This Code of Ethics is designed to prevent fraud by reinforcing fiduciary principals that must govern the conduct of our advisory firm and our personnel.

A. The Code of Ethics includes:

- standards of business conduct which reflect the fiduciary obligations of our firm and those of all supervised persons; We provide advice that is in the client's best interest. Supervised personnel must not place their interest ahead of the client's interest under any circumstances.
- provisions requiring supervised persons to comply with applicable Federal Securities Laws; Each supervised person is asked to acknowledge that they will abide by all Federal Securities Laws as they apply to the company
- provisions that require all access persons to report and our firm to review their personal securities transactions and holdings periodically;
- provisions requiring supervised persons to report any violations of this Code of Ethics promptly to the Chief Compliance Officer;
- provisions requiring our firm to provide each supervised person with a copy of the Code of Ethics and amendments;
- a requirement that supervised persons acknowledge the receipt of the Code of Ethics and Amendments.

We will provide a complete copy of our code of ethics to any client or prospective client upon request.

- B. We do not recommend securities in which we or any related person has a material financial interest other than as a shareholder in which case our interest is aligned with our clients.
- C. We maintain personal accounts, corporate brokerage accounts and various retirement accounts for our employees in which we trade. We purchase shares of companies in which our clients may own stock. In every case, our orders are extremely small in relation to capitalization and have no material impact on the market. Stocks are generally held long term.
- D. Our firm recommends securities to clients, or buys or sells securities at the same time that our employees buy or sells the same securities for the firm or employee's personal accounts. In every case, our orders are extremely small in relation to capitalization and have no impact on the market.

ITEM 12. – BROKERAGE PRACTICES

- A. We have an ongoing duty to seek the lowest possible total cost for your transactions. When we select or recommend broker-dealers for your transactions we consider broker
- commissions
 - breadth and quality of services
 - execution capability
 - financial responsibility
 - responsiveness
 - quality of services provided
 - experience
 - reputation
 - comfort level of the client

If you choose not to select a broker yourself, we discuss our relationships with discounted brokers with you. We can negotiate commissions and service levels for you and document agreed upon service levels and commission charges.

1. Research and Other Soft Dollar Benefits

We receive research or other products or services other than execution from broker-dealers in connection with client securities transactions.

2. Brokerage for Client Referrals

We participate in a referral service program. There is no direct link between our participation in these programs and the investment advice we give to you. We do receive economic benefits for the service provided without cost or at a discount including

- receipt of duplicate statements and confirmations
- access to a trading desk
- assistance with conferences, and educational meetings
- access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate appropriate shares to client accounts)
- the ability to have advisory fees deducted directly from client accounts
- access to an electronic communication network for client order entry and account information
- access to mutual funds with no transaction fees & certain institutional money managers
- certain institutional money managers research related products and tools
- consulting & professional services
- discounts on compliance, marketing, technology, and practice management products or services provided by third party vendor

These products and services may

- assist us in managing and administering your accounts including accounts not maintained at the referred brokerage firm
- benefit us but may not benefit your accounts

These services are intended to help us manage and further develop our business enterprise. They do not depend on the amount of brokerage transactions that are directed to the referral programs.

As part of our fiduciary duty to you, we endeavor at all times to put your interest first.

TD AMERITRADE

We participate in the TD AMERITRADE Institutional program. TD AMERITRADE Institutional

- is a division of TD AMERITRADE, Inc. (“TD AMERITRADE”) member FINRA/SIPC/NFA.
- is an independent and unaffiliated SEC-registered broker-dealer and FINRA member.
- offers us services which include custody of securities, trade execution, clearance and settlement of transactions.

We received some benefits from TD AMERITRADE through participation in the program. (Please see the disclosure below and under Item 14).

We consider a number of factors in selecting and/or recommending brokers and custodians for our clients’ accounts, including, but not limited to

- execution capability
- experience and financial stability
- reputation
- and the quality of services provide.

AMERIVEST

In selecting TD AMERITRADE, Inc. as the broker and custodian for certain of our current and future client accounts, we also consider our agreement with TD AMERITRADE, Inc.’s affiliate, Amerivest Investment Management, LLC, an investment adviser registered with the SEC (“Amerivest”) dated November 14, 2006.

Under the Agreement, Amerivest provides an internet asset allocation service (“Service”) as a sub-advisor to us

- We use the Service as a tool in making investment decisions for our clients that have established Ameritrade ASA Accounts (“ASA Accounts”)
- The Service provides asset allocation recommendations, generally in the form of Exchange Traded Funds (“ETFs”) that are based upon the application of Amerivest’s computer-based models to specific categories of information that we provide to Amerivest regarding our client.

- This information may not include all of the client's individual financial circumstances that we consider when making investment decisions for our client.
- The Service recommendations may not be consistent with our client's financial situation or goals, including those which may have been provided to TD AMERITRADE, Inc. with respect to its accounts at TD AMERITRADE, Inc.

We make the final investment decisions and suitability determinations with respect to investments for our clients' accounts and neither Amerivest nor TD AMERITRADE, Inc. assumes any responsibility for our investment decisions or the suitability of the investments for our clients.

TD AMERITRADE, Inc. will not charge commissions on ETF transactions in our client's ASA accounts, including transactions to liquidate positions transferred into such accounts. We pay Amerivest an annual sub-advisory fee, payable quarterly, for this service.

- The fee is based on the amount of client assets that we place or commit to place in the service, net of withdrawals. Our client's assets that are "Plan assets" of plans subject to Title I of the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), or of a plan as defined in Section 4975 of the Internal Revenue Code will be excluded from the determination of the level of client assets in the Service for the purpose of the fee computation.
- The basic fee to us for the Service is 30 basis points per year for each client account.
- There is a \$25,000 minimum asset requirement per client account.
- The basic fees are reduced when we place or commit to place more client assets in the Service.
- The basic fee is reduced for all client accounts when we place or commit to place \$1 million or more client assets in the Service
- The basic fee is reduced further when we place or commit to place \$5 million or more of client assets in the Service.
- If we place or commit to placing \$1 million to \$4,999,999.99 of client assets in the Service, we will have the annual fee reduced to 25 basis points.
 - (a) If we commit to placing such amount but in fact do not within ninety (90) days, we will be charged at the basic rate.
- If we place or commit to placing \$5 million or more of client assets in service, we will have the annual fee reduced to 20 basis points.
 - (a) If we commit to placing such an amount but in fact do not within ninety(90) days, we will be charged at the rate applicable to \$1 million or more if that level is reached or, if not, at the basic rate.
- The actual amount we pay will be based on the market value of client assets in service on the last day of each calendar quarter multiplied by one fourth of the applicable fee.

We determine the amount of investment management fees we charge to our clients. We do not charge or pass on to our clients any fees charged by Amerivest for the Service. Although we believe that the TD AMERITRADE, Inc. custody and brokerage services and the Amerivest sub-advisory service are competitive in the marketplace for similar services offered by other broker-dealers, custodians and advisers, the Agreement with

Amerivest and the fee structure for it as described herein for the Amerivest Service may affect our independent judgment in selection or maintaining TD AMERITRADE, Inc. as the broker or custodian for our client accounts and Amerivest as sub-advisor.

The receipt of economic benefits by us may influence our choice of brokers for custody and brokerage services. It is your decision whether or not to custody assets with a broker which offers our company referral service. **See Item 14. for details of referral service we use.**

CHARLES SCHWAB & CO. INC.

We do not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15—Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank. We may recommend that our clients use Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and are not affiliated with Schwab. Schwab will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab as custodian/broker, you will decide whether to do so and will open your account with Schwab by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Even though your account is maintained at Schwab, we can still use other brokers to execute trades for your account as described below (see “Your brokerage and custody costs”).

A. How we select brokers/custodians

We seek to recommend a custodian/broker that will hold your assets and execute transactions on terms that are, overall, most advantageous when compared with other available providers and their services. We consider a wide range of factors, including:

- Combination of transaction execution services and asset custody services (generally without a separate fee for custody)
- Capability to execute, clear, and settle trades (buy and sell securities for your account)
- Capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- Breadth of available investment products (stocks, bonds, mutual funds, exchange-traded funds [ETFs], etc.)
- Availability of investment research and tools that assist us in making investment decisions
- Quality of services
- Competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate the prices
- Reputation, financial strength, and stability

- Prior service to us and our other clients
- Availability of other products and services that benefit us, as discussed below (see “Products and services available to us from Schwab”)

B. Your brokerage and custody costs

For our clients’ accounts that Schwab maintains, Schwab generally does not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab account. In addition to commissions, Schwab charges you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab execute most trades for your account. We have determined that having Schwab execute most trades is consistent with our duty to seek “best execution” of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see “How we select brokers/custodians”).

C. Products and services available to us from Schwab

Schwab Advisor Services™ (formerly called Schwab Institutional®) is Schwab’s business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. Schwab’s support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Following is a more detailed description of Schwab’s support services:

Services that benefit you. Schwab’s institutional brokerage services include access to a broad range of investment products, execution of securities transactions, and custody of client assets. The investment products available through Schwab include some to which we might not otherwise have access or that would require a significantly higher minimum initial investment by our clients. Schwab’s services described in this paragraph generally benefit you and your account.

Services that may not directly benefit you. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients’ accounts. They include investment research, both Schwab’s own and that of third parties. We may use this research to service all or a substantial number of our clients’ accounts,

including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

- Provide access to client account data (such as duplicate trade confirmations and account statements)
- Facilitate trade execution and allocate aggregated trade orders for multiple client accounts
- Provide pricing and other market data
- Facilitate payment of our fees from our clients' accounts
- Assist with back-office functions, recordkeeping, and client reporting

Services that generally benefit only us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to us. Schwab may also discount or waive its fees for some of these services or pay all or a part of a third party's fees. Schwab may also provide us with other benefits, such as occasional business entertainment of our personnel.

D. Our interest in Schwab's services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services. We may have an incentive to recommend that you maintain your account with Schwab, based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of Schwab's services (see "How we select brokers/ custodians") and not Schwab's services that benefit only us.

3. Directed Brokerage

As noted in Item 12 A.2 above, we participate in TD AMERITRADE's institutional customer program and we may recommend TD AMERITRADE to our clients for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we give to our clients, although we do receive economic benefits through our participation in the program that are typically not available to TD AMERITRADE retail investors. These benefits include the following products and services (provided without cost or at a discount)

- receipt of duplicate client statements and confirmation
- research related products and tools
- consulting services
- access to a trading desk
- access to block trading (which provides the ability to aggregate securities transaction for execution and then allocate the appropriate shares to our client accounts)
- the ability to have advisory fees deducted directly from our client's accounts
- access to an electronic communications network for client order entry and account information
- access to mutual funds with no transaction fees
- access to certain institutional money managers
- discounts on compliance, marketing, research, technology, and practice management products or services provided to us by third party vendors

TD AMERITRADE may also have paid for business consulting and professional services received by our related persons.

Some of the products and services made available by TD AMERITRADE through the program may benefit us but may not benefit our client accounts.

- These products or services may assist us in managing and administering our client accounts, including accounts not maintained at TD AMERITRADE.
- Other services made available by TD AMERITRADE are intended to help us manage and further develop our business enterprise.
- The benefits we receive through participation in the program do not depend on the amount of brokerage transactions directed to TD AMERITRADE.

As part of our fiduciary duties to clients, we endeavor at all time to put the interests of our clients first. Our clients should be aware, that the receipt of economic benefits by us or our related persons in and of itself creates a conflict of interest and may influence our choice of TD AMERTIRADE for custody and brokerage services.

(a) Our firm has not made any commitments to direct transactions to particular brokers in order to pay commission dollars for specific products, research and/or services. We receive research and reports from various brokers without cost in the normal course of doing business. Therefore, the timing and frequency of security transactions can be based solely on the merits of the investment itself and not on any need to generate commission dollars.

(b) We permit clients to direct brokerage. You may come to us with an existing broker. You may be paying high transaction costs. If so, we point out both financial and non-financial strengths and weaknesses of the broker and make it clear that lower commission rates may be available elsewhere.

If you direct us to use a particular broker, we may not be authorized under those circumstances to negotiate commissions and may not be able to obtain volume

discounts or best execution. Under these circumstances a disparity in commission charges may exist between the commissions charged to you since you directed us to use a particular broker or dealer and other clients who do not direct us to use a particular broker.

If you still choose to use a broker with high transaction costs, we ask that you initial the client investment advisory agreement acknowledging that you are aware that other brokers with lower fees are available and that by executing through a broker of your choice, you may incur higher commissions than may otherwise have been available. Copies of the acknowledgments are kept on file. We document the reasons and factors cited by you for selecting a broker other than one of the brokers recommended by our firm.

- B. Since each account at our firm is individually managed with unique risks and objectives, purchases and sale of securities are generally not aggregated. Occasionally securities are bought and sold at the same time at the same broker for different clients and where the broker may aggregate the orders. There is no added cost to the client under these practices. Clients may end up incurring higher brokerage costs if we choose not to aggregate trades when we have the opportunity to do so.

ITEM 13. – REVIEW OF ACCOUNTS

- A. Our portfolio managers review client accounts at least monthly. Their review includes the following:
1. The managers use our operations software, as well as the on-line ordering systems of the broker-dealers to check
 - the available cash balance in the accounts - to be sure that there is an ample amount available if there is a need for immediate cash
 - the positions (amounts and types of securities) in the account to be sure that they are consistent with your objectives
 - that the manager's thoughts on the holdings have not changed
 2. The president reviews your performance before it is reported to you.
 3. 401(k) model portfolios are reviewed at least monthly by the designated portfolio manager. Additionally the President reviews the models at least quarterly.
- B. All portfolios are reviewed regularly.
- C. Our firm sends clients quarterly portfolio valuation reports which include
- a portfolio summary
 - transactions for the quarter
 - performance calculation, maintaining net and gross performance
 - a listing of assets by cost basis and market value (appraisal)
 - realized gains and/or losses
 - We provide capital gain and loss reports which may be derived from information supplied to us by others. These reports should not be the sole basis for preparing a tax return. The client is solely responsible for maintaining accurate account records for purposes of preparing tax returns and should verify that the information in all capital gain and loss reports is consistent with the official brokerage records for the account.
 - We provide capital gain and loss reports which show transactions for periods of management. They do not include sales of non-discretionary assets. We use the First In, First Out (FIFO) or Specific Identification accounting method cost basis analysis. The cost basis for accounts previously managed by Weisberg & Fields was traced using a highest cost accounting method. The information in reports for clients whose accounts were previously managed by W & F will be based upon different criteria.
 - We use Last In, First Out (LIFO) accounting method cost basis analysis for a select few non-taxable accounts.

- All questions pertaining to tax preparation should be directed to your tax advisor.

ITEM 14. – CLIENT REFERRALS AND OTHER COMPENSATION

Our firm participates in several referral programs.

- A. TD AMERITRADE – As disclosed in Item 12 above, we participate in TD Ameritrade’s institutional customer program and we may recommend TD Ameritrade to our clients for custody and brokerage services. There is no direct link between our participation in the program and the investment advice we give to our clients, although we receive economic benefits through our participation in the program that are typically not available to TD Ameritrade retail investors. (see Item 12 above for more information).

We have entered into an institutional advisor referral program with TD Ameritrade Institutional. TD Ameritrade Institutional referral program, AdvisorDirect was established by TD Ameritrade Investor Services. We received referrals through our participation in this program.

TD Ameritrade Institutional is

- a division of TD Ameritrade, Inc. (“TD Ameritrade”) member FINRA/SIPC/NFA.
- an independent and unaffiliated SEC-registered broker-dealer and FINRA member.
- a discount broker-dealer

We may recommend TD Ameritrade to clients for custody or brokerage service. Our firm has no employee or agency relationship with TD Ameritrade.

TD Ameritrade

- has established the referral program as a means of referring its brokerage customers and other investors seeking fee-based personal investment management services or financial planning services to independent investment advisors
- does not supervise us and has no responsibility for the management of our client portfolios or our other advice or services
- does not make any determination as to the suitability of the investment activity undertaken by our company relative to client accounts
- has no duty to supervise or monitor our activity
- may have selected our firm to participate in AdvisorDirect based on the amount and profitability to them of assets in and trades for client assets maintained with them

We pay TD Ameritrade an on-going fee for each successful client referral.

This fee is usually a percentage (not to exceed 25%) of our advisory fee (“solicitation Fee”).

We also pay TD Ameritrade the Solicitation fee on any advisory fees received by us from any of a referred client’s immediate family members, including a spouse, child or any

other immediate family member who resides with the referred client and hired advisor on the recommendation of such referred client.

We do not charge clients referred through AdvisorDirect any fees or costs higher than our standard fee schedule offered to our clients or otherwise pass Solicitation Fees paid to TD Ameritrade to our clients.

We may receive client referrals from TD Ameritrade through our participation in TD Ameritrade AdvisorDirect.

- In addition to meeting the minimum eligibility criteria for participation in AdvisorDirect, we may have been selected to participate in AdvisorDirect based on the amount and profitability to TD Ameritrade of the assets in, and trades placed for, client accounts maintained with TD Ameritrade.

Additional information concerning TD Ameritrade fees can be found on their Advisor Direct Disclosure and Acknowledgement Form. The TD Ameritrade referral program offers us some benefits through our participation in this program such as

- assistance with conferences
- educational meetings from product sponsors

There is no direct link between our participation in this program and the investment advice we give to our clients, although we received economic benefits through our participation in these programs that are typically not available to TD Ameritrade retail investors. These benefits are listed in Item 12.

Our participation in AdvisorDirect raises potential conflicts of interest.

- TD Ameritrade will most likely refer clients through AdvisorDirect to investment advisors that encourage their clients to custody their assets at TD Ameritrade and whose client accounts are profitable to TD Ameritrade. Consequently, in order to obtain client referrals from TD Ameritrade, we may have an incentive to recommend to clients that the assets under management by us be held in custody with TD Ameritrade and to place transactions for client accounts with TD Ameritrade.

We have agreed

- not to solicit clients referred to us through AdvisorDirect to transfer their accounts from TD Ameritrade
- not to establish brokerage or custody accounts at other custodians, except when our fiduciary duties require doing so.

Our participation in AdvisorDirect does not diminish our duty to seek best execution of trades for clients. We put the interests of our clients first. The receipt of economic benefits by us or our related persons in and of itself creates a potential conflict of interest and may influence our choice of TD Ameritrade for custody and brokerage services.

B. SCHWAB ADVISOR NETWORK TM– We have entered into an agreement with Charles Schwab & Co., Inc (Schwab).

- We received client referrals from Schwab through our participation in the Schwab Advisor Network TM (“the Service”).
 - The Service is designed to help investors find an independent investment advisor.
 - Schwab is a broker-dealer independent of and unaffiliated with us.
 - Schwab does not supervise nor does Schwab have any responsibility for the management of our client’s portfolios or other advice or services given to our clients.
-
- We are no longer a participant in the SAN referral programs but pay fees on past referrals.
 - Participation in the Service may raise potential conflicts of interest.
-
1. We pay a Participation Fee on all referred clients’ accounts that are maintained in custody at Schwab and a Non-Schwab Custody Fee on accounts that are maintained at, or transferred to, another custodian.

The Participation Fee

- is subject to a minimum participation fee
 - is a percentage of the value of the assets in the client’s account
 - is paid so long as the referred client’s account remains in custody at Schwab
 - is billed to us each quarter and may be increased, decreased or be waived by Schwab
 - is paid by us and not by the client
-
2. We have agreed not to charge clients referred through the service, fees or costs greater than the fees or costs that we charge clients with similar portfolios, who were not referred through the service.
-
3. We pay Schwab a Non-Schwab Custody Fee
 - if custody of a referred client’s account is not maintained by or assets in the account are transferred from Schwab
 - which is a one-time payment equal to a percentage of the assets placed with a custodian other than Schwab
 - which is higher than the Participation fees we generally would pay in a single year
 - we will have an incentive to recommend that client accounts be held in custody at Schwab
 - the fee does not apply if the client was solely responsible for the decision not to maintain custody at Schwab
-
4. Schwab Participation and Non-Schwab Custody Fees
 - will be based on assets in our client accounts who were referred by Schwab

- will be based on assets in the accounts of referred clients' family members living in the same household

5. We will have incentives

- to encourage clients and their family members to maintain custody of their accounts at Schwab
- to execute transaction at Schwab
- to instruct Schwab to debit our fees directly from their accounts

6. Schwab will not charge clients referred separately for custody, but will receive compensation from our clients as commissions or other transaction-related compensation on securities trades executed through them.

7. Schwab will also receive a generally lower fee on trades it executes for clearance and settlement of trades executed through broker-dealers other than Schwab. These fees are in addition to the other broker-dealer's fees.

C. HEWITT ADVISORCONNECTION TM - We have entered into an agreement with Hewitt Financial Services LLC ("Hewitt").

- We received client referrals from Hewitt through our participation in Hewitt AdvisorConnection TM ("the Service").
- The Service is designed to help investors find independent investment advisors.

1. Hewitt

- is a registered investment adviser and broker-dealer independent of and unaffiliated with us
- does not supervise us and has no responsibility for our management of clients' portfolios or our other advice or services.
- We are no longer a participant in the Hewitt referral program, but pay fees on past referrals.

2. We pay Hewitt

- a participation fee on all referred clients' accounts that are maintained in custody through one or more broker-dealers maintaining a fee-sharing relationship with Hewitt
- a separate fee on all accounts that are maintained at, or transferred to, another custodian
- a percentage of the fees that the client owes to us and an annual retainer
- for as long as the referred client's account remains in custody at Hewitt
- fees billed to us quarterly
- the fees which may be increased, decreased or waived by Hewitt

- a separate fee if custody of a referred client's account is not maintained by or assets in the account are transferred from broker-dealers having fee sharing agreements with Hewitt
 - This separate fee is a one-time payment equal to a percentage of the assets placed with a custodian other than Hewitt.
 - The fee is higher than the Participation Fees the advisor generally would pay in a single year. Thus we will have an incentive to recommend that client accounts be held in custody through broker-dealers having fee sharing agreements with Hewitt.

The Participation Fee is paid by us and not by the client. We have agreed not to charge clients referred through the Service fees or costs greater than the fees or costs we charge clients with similar portfolios which were not referred through the Service.

3. For accounts of our clients maintained in custody at broker-dealers having a fee sharing relationship with Hewitt, Hewitt
 - will not charge clients separately for custody
 - will receive compensation indirectly from our clients in the form of commissions or other transaction-related compensation on securities trades executed through this participating broker-dealer
4. Trades for client accounts held in custody through Hewitt's arrangements with third party broker-dealers may be executed through a different broker-dealer than trades for our other clients. Trades for accounts custodied through these broker-dealers may be executed at different times and different prices than trades for other accounts that are executed at other broker-dealers.

ITEM 15. – CUSTODY

Our firm has custody of certain client assets. A related person

- has possession of client funds or securities
- has an arrangement (including a general power of attorney or is a trustee) which authorizes us to withdraw client funds or securities maintained with a custodian
- has possession of or access to client funds in connection with advisory or bookkeeping services provided to clients

A related person is a person directly or indirectly controlling or controlled by the company and any person under common control with the company. The related person's ability to obtain client assets and our limited authority or influence over them poses a sufficient risk.

All client assets are safeguarded in order to prevent them from

- being lost
- misused
- misappropriated
- subject to financial losses

A. QUALIFIED CUSTODIAN – Your assets must be maintained by an independent qualified custodian. Qualified custodians include financial institutions that we use for custodial services including

- banks
- registered broker-dealers
- registered futures commission merchants

1. A qualified custodian maintains funds and securities in a separate account for you under your name; or in accounts that contain only your funds and securities, under our name as agent or trustee for you.
2. We believe, after inquiring, that a qualified custodian that maintains funds or securities for you sends you an account statement for you to review. The statement
 - identifies the amount of funds and each security in your account at the end of the period and
 - lists all transactions in the account during that period.

We include a legend in our reports urging you to compare the account statements you receive from the custodian with any statements or other information such as invoices you receive from us to determine whether account transactions, including deductions to pay advisory fees, are accurate. We believe providing regular notice will serve to more effectively remind you to take steps to protect your assets.

B. CUSTODY AUDIT - We have a written agreement with Travis Wolff, an independent public accountant. They perform an actual examination of our custody accounts at least once during each calendar year. Client funds and securities are verified.

- The examination is done on a surprise basis at a time chosen by the accountant without prior notice or announcement to us.
- The dates of the surprise audits are irregular from year to year.
- The accountant files a certificate on Form ADV-E with the SEC within 120 days of the surprise audit, stating that it has examined the funds and securities of the custody accounts. They also describe the nature and extent of the examination.

ITEM 16. - INVESTMENT DISCRETION

Our firm accepts discretionary authority to manage client securities accounts. You sign a limited power of attorney (LPOA) with your broker which gives us the authority

- to decide which securities and amount of securities to purchase and sell for you, or retain on your behalf
- to disburse assets for investment purposes or to you personally
- to remit checks, wire funds, and otherwise make disbursements of funds held in your account to banks, broker-dealers, investment companies, or other financial institutions for credit to an account of identical registration or to you at your address of record

Each client also signs a fee agreement with us that allows us to buy, sell, and trade in stocks, bonds, and other securities. The document allows us to act for you on your behalf with the same force and effect.

New clients also complete a new account information sheet. There is a place on this form for you to list any special investment instructions (limitations on investments, inherited stock, etc.). This information is entered into the client data base and is reviewed often by the account manager.

ITEM 17. – VOTING CLIENT SECURITIES

- A. Our firm accepts authority to vote client securities. We have designed Proxy voting policies to ensure that your securities are voted in your best interest.

Proxies are voted electronically whenever possible via Broadridge ProxyEdge Internet based system by a portfolio manager.

- This system allows voting and recording proxies online and meets SEC recordkeeping requirements.
- It provides online notification and summary reporting.
- Accounts are added to the system when a new client elects to have us vote on their behalf and deleted when the client closes their account.
- A portfolio administrator assistant or other designated employee ensures that all additions and deletions from the proxy voting list are current.
- All paper ballots that may be received before a portfolio is added to the system are voted by a portfolio manager consistent with its electronic counterparts.

As a general rule, we vote with management recommendations unless we feel that the management does not reflect our views, or are specifically instructed by the client to vote otherwise.

Each proxy is closely examined by a portfolio manager for potential conflicts of interest. Conflicts are limited because of the relatively small size of our company and we and our employees currently hold less than a 5% interest in public companies.

- If a potential conflict exists, the portfolio managers meet and decide how to handle such conflicts.
- If the conflict involves your account, you will be notified of the potential conflict and asked to vote your own proxy.
- If the conflict involves a certain manager the other managers will make the proxy decision.

ProxyEdge allows voting as a group or on an individual basis.

We keep records of how proxies were voted in accordance with SEC record keeping requirements. The online system stores information electronically for up to 7 years.

We keep

- proxy voting policies and procedures
- proxy statements received regarding client securities
- records of votes cast on behalf of clients
- written client request for proxy information
- written responses by the advisory to any such written or oral client request

- any documents prepared by the portfolio manager that were material to making a decision to vote, or that memorialized the basis for the decision
- Proxy statements may be retrieved from the SEC EDGAR system rather than maintaining copies. We may also rely on third party service providers for information regarding proxies.

Clients are informed annually via our newsletter – The Ray Report, that information on the voting of their proxies and a copy of the firm’s policies and procedures are available upon request.

- B. A client may choose to assume the responsibility of voting their own proxy ballots. They can vote paper ballots or vote on line. ERISA fiduciaries retain the responsibility to vote their own proxy ballots.

C. Legal Actions

GLR has appointed Broadridge Investor Communications Solutions, Inc. (“Broadridge”) as our administrative agent to process and administrate our client’s participation in class action litigation. Broadridge will automatically file securities class action settlement claims on behalf of our clients for cases in which clients are eligible to participate. Settlement claims are fully tracked and monitored.

This service enables our clients:

- To participate in both U.S. and Global securities class action settlements.
- To recover entitled amounts they are eligible for.

Broadridge shall be entitled to a contingency fee of 18% of the total reimbursement of Securities Class Action settlements it collects for our clients.

ITEM 18. – FINANCIAL INFORMATION

- A. Our firm does not require prepayment of fees.
- B. There is no financial condition reasonably likely to impair the ability of our firm from meeting contractual commitments to our clients.
- C. Our firm has not been subject of a bankruptcy petition at any time during the past ten years.