

**Item 1. Cover Page**

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**AMI ASSET MANAGEMENT CORPORATION**

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ADV Part 2A – Firm Brochure  
March 31, 2011

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This brochure provides information about the qualifications and business practices of AMI Asset Management Corporation. If you have any questions about the contents of this brochure, please contact us at: (310) 446-2740 and/or [katharine@amiassetmanagement.com](mailto:katharine@amiassetmanagement.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.

AMI Asset Management is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The oral and written communications of an Adviser provide you with information you may use to determine whether to hire or retain an Adviser.

Additional information about AMI Asset Management is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

**Item 2. Material Changes**

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On July 28, 2010, the United States Securities and Exchange Commission issued a final rule requiring advisers to provide firm brochures in narrative “plain English” format. This Brochure dated March 31, 2011 is a new document prepared according to the SEC’s new requirements and rules. This Brochure is materially different in structure and includes new information that our previous Brochure did not include.

In the future, only specific material changes made to the Brochure will be included in this item.

### **Item 3. Table of Contents**

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## **Item 4. Advisory Business**

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### Firm Description

Founded in 1996, AMI Asset Management Corporation (AMI) has been serving both Institutions and High Net Worth Individuals for over 13 years. AMI manages separate accounts of Equities and Fixed Income with a focus on Large Cap Growth, Small Cap Growth, Municipal and Core Taxable asset classes. The Investment Team has over 80 years of investment experience.

### Principal Owners

AMI is 100% owned by William Tanner, Peter Mainstain, Matthew Humiston and Christian Sessing.

### Types of Advisory Services

#### Institutional

AMI provides investment supervisory services for institutional clients such as corporations, charitable organizations, endowments, professional organizations, religious organizations, pension and profit-sharing plans.

#### Private Clients

AMI provides investment supervisory services for high-net-worth clients based on the individual needs of the client.

#### Model Portfolios

AMI provides purchase and sell recommendations in the form of model portfolios through a Unified Overlay Management Program (UOMP). AMI does not enter into a direct relationship with the clients of these investment platforms and does not provide administrative portfolio account or account-specific performance reporting services to those clients. The recommendations that are provided through these programs are used by the Overlay Managers at their sole discretion.

### Tailored Relationships

AMI may also hold non-discretionary accounts based upon client request. These accounts are held at AMI solely for reporting purposes.

AMI has no discretionary investment authority on these specific accounts, and would not be obligated to provide advice or investment management services concerning such accounts.

AMI may also hold accounts where it does not have full discretion on an account due to client-imposed restrictions on investing in certain securities or types of securities.

### Investment Management Agreement

Prior to the start of any client relationship, AMI enters into an agreement with the client. The agreement outlines the terms and conditions of the relationship including a description of the services to be provided by AMI, responsibilities of the client, fees as well as other standard contractual terms.

The client will also complete a questionnaire so that AMI can determine the client's financial situation, investment guidelines, risk tolerance, goals and objectives.

## **Item 5. Fees and Compensation**

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### Fee Schedule for Separately Managed Portfolios

AMI's standard fee schedule for separately managed portfolios is based on the market value of the assets under management and is stated on an annual basis as follows:

#### Large Cap Domestic Equity Portfolios: Minimum Account Size \$500,000

1.00%	Portion of the account below \$9,999,999
0.75%	Portion of the account above \$10,000,000

The minimum annual portfolio management fee is \$5,000, which may be waived by AMI. AMI will not charge a minimum fee in excess of 2% of assets under management in an account.

#### Small Cap Domestic Equity Portfolios: Minimum Account Size \$250,000

1.50%	No breakpoints
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There is no minimum annual portfolio management fee.

### Bond Portfolios: Minimum Account Size \$500,000

0.50%	No breakpoints on Muni Bond Portfolios
0.60%	No breakpoints on Core Bond Portfolios

The minimum annual portfolio management fee is \$5,000, which may be waived by AMI. AMI will not charge a minimum fee in excess of 2% of assets under management in an account.

The portfolio management fee is for advisor services only and do not include any transaction fees or commissions charged by the account broker or any other charges, which are payable separately by the client.

Portfolio Management fees are payable quarterly in arrears. The first payment is assessed and due at the end of the first calendar quarter that the account is opened, subject to pro rata adjustment based upon the number of days the account is open during the quarter. Subsequent payments are assessed and due on the first day of each calendar quarter for the prior quarter based on the value of the account assets as of the close of business on the last business day of the prior quarter. The portfolio management fee is subject to pro rata adjustment for additions and withdrawals greater than \$10,000 made to the account during the quarter. All fees are deducted directly from the client's account by the account custodian unless a prior arrangement has been agreed to with AMI. Client should be aware of their responsibility to verify the accuracy of AMI's fees, as the custodian will not determine whether the fee has been properly calculated.

Fees may be negotiable (higher or lower) based on such factors as complexity, portfolio size, or other special circumstance. Clients may negotiate a fixed fee for on-going Portfolio Management services.

AMI does not use mutual funds in its investment strategies, however, if clients require that we hold mutual funds in their portfolios or if mutual funds are transferred into the account, such investments are also subject to management fees, transactions costs, 12b-1 fees and other fees and expenses as described in each fund's prospectus. To the extent that a client's account includes investments in money market funds, these investments would also be subject to management fees and other fees as described in the fund's prospectus.

The client may terminate the Agreement without penalty within five business days of execution of the Agreement. After the first five days, either party may terminate the Agreement on thirty (30) days prior written notice. If termination occurs prior to the end of a billing period, the client will be invoiced for fees due on a pro-rata basis.

In the case of Model Portfolios, AMI generally receives an annual management fee ranging from 0.30% to 0.45% of the market value under management.

## **Item 6. Performance-Based Fees**

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AMI does not charge any performance-based fees.

## **Item 7. Types of Clients**

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### Description

AMI provides portfolio management services for individuals, trusts, estates, charitable organizations, endowments, professional organizations, religious organizations, corporations and other business entities, pension and profit-sharing plans, private pooled funds and other types of investment vehicles.

### Account Minimums

AMI may open an account of any size in the Portfolio Management program. AMI recommends a minimum account size of \$500,000 for large cap and bond portfolios. AMI recommends a minimum account size of \$250,000 for small cap portfolios. AMI may assess a minimum fee of \$5,000 per annum for large cap and bond portfolios, which may be waived by AMI. AMI will not in any event charge a fee of more than 2% for managing an account. The minimum fee can be waived for existing clients or based on other factors.

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

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### Methods of Analysis

AMI utilizes fundamental analysis and looks at the long term asset allocation objectives of the client. AMI may use information from sources such as financial newspapers and magazines, inspections of corporate activities, research materials prepared by others, corporate rating services, annual reports, prospectuses, filings with the Securities and Exchange Commission, company press releases and other sources.

AMI relies primarily on its rigorous internal research process when making investment decisions. AMI's principal sources of information include issuers' annual reports to stockholders, industry data, interactions with management via telephone or the web, and where appropriate and feasible, company visits and conversations with suppliers and competitors. AMI also considers research furnished by broker-dealers and other industry members.

## Investment Strategies

### Large Cap Growth

The investment objective of AMI's Large Cap Growth Strategy is to provide returns that exceed the S&P 500 Total Return Index over the long-term while maintaining a lower risk profile. AMI looks for companies with consistent recurring revenue, good growth prospects, strong cash flow and good balance sheets. AMI strives to buy companies at attractive valuations that are temporarily mispriced relative to our long term outlook. AMI adds value through a disciplined approach that focuses on the long term and looks beyond near term issues that may influence other managers. AMI has a bottom up portfolio construction approach with low turnover. Stock markets are volatile and can decline significantly in response to adverse issuer, political, regulatory, market or economic developments.

### Small Cap Growth

The investment objective of AMI's Small Cap Growth Strategy is to provide returns that exceed the Russell 2000 Growth Index over the long-term while maintaining a lower risk profile. AMI looks for companies with consistent recurring revenue, good growth prospects, strong cash flow and good balance sheets. AMI strives to buy companies at attractive valuations that are temporarily mispriced relative to our long term outlook. AMI adds value through a disciplined approach that focuses on the long term and looks beyond near term issues that may influence other managers. AMI has a bottom up portfolio construction approach with low turnover. Small cap securities tend to be more volatile than those of larger, more well known companies. This can lead to a greater chance of a larger decline when there are adverse issuer, political, regulatory, market or economic developments.

### Core Fixed Income

AMI's Core Fixed Income objective is to provide current income consistent with preservation of capital and growth of capital as a secondary objective. It is suitable for most taxable and tax-exempt



investors looking for diversification from their equity exposure as well as those desiring a high degree of current income. Portfolios may be invested in U.S. Government and agency securities, corporate bonds, mortgages, asset backed securities, and taxable municipal bonds. Our disciplined, research driven approach starts with a top-down analysis of the economy to determine which sectors are likely to perform best under our 12-18 month outlook. AMI also considers the relative valuation of each sector as compared to its historical mean as well as to that of other sectors. This provides our sector weightings and industry allocations. Issue selection is determined by a bottom-up fundamental analysis of each issuer and issue using independent external sources as well as internal proprietary research. Corporate bonds are examined for their ability to deleverage their balance sheets, increase interest coverage and achieve fundamental financial improvement so as to achieve ratings upgrades resulting in bond price appreciation (spread tightening). All portfolios are separately managed and can be easily customized to meet client requests including cash flow needs, yield requirements, sector exposure and maturity limitations. All investments can be both positively and negatively affected by interest rate risk and credit risk.

#### Tax-Exempt Fixed Income

The investment objective of AMI's tax-exempt fixed income product is to provide an investment vehicle for taxable individuals and corporations which will achieve superior after-tax returns compared to U.S. Government, Agencies and corporate bonds having similar credit and maturity characteristics. Portfolios are invested in investment grade tax-exempt securities or equivalent, and are typically structured to maintain an intermediate aggregate maturity based on factors such as the economic environment, shape and expected changes of the yield curve, and the relative value of individual securities. National and/or state specific portfolios may be constructed based on client residency and preference. This product is suitable for investors looking for high after-tax income relative to other high quality debt securities, and who desire portfolio diversification, especially with respect to other income producing investments. AMI utilizes a top down approach to determine the appropriate portfolio structure within the current economic cycle (ladder versus barbell, short versus intermediate, callable versus bullet). AMI then uses a bottom up process to select the appropriate securities for each portfolio. AMI attempts to identify high quality, tax-exempt bonds of municipal issuers with favorable credit characteristics and the potential for rating upgrades and/or underlying financial improvements which are not fully reflected in current market prices. AMI closely examines the

pledge backing each bond, the issuer's debt load, tax-rates, tax-base, demographics, and the rationale of each issue along with the use of proceeds. AMI prefers issues that are essential services and which have a secondary source of revenue that provide additional downside protection to bondholders. Examples would include toll bridges, water and power, sanitation and certain tax allocation issues. Every portfolio is customized to meet the specific needs of each individual investor. Considerations include such factors as current asset allocation, state of residency, investment time horizon, cash flow needs, and anticipated marginal tax bracket. The municipal market can be significantly affected by interest rate risk (as interest rates rise, bond prices fall), the risk of issuer default, issuer credit risk and inflation risk.

Investing in securities generally involve risk of loss that clients should be prepared to bear.

#### **Item 9. Disciplinary Information**

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Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to a current or potential client's evaluation of AMI or the integrity of AMI's management. AMI has no disciplinary information to report.

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

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William Tanner and Peter Mainstain are also shareholders and CPAs of the accounting firm, TMBG. Clients of AMI may be existing clients of the TMBG, although clients of either company are not obligated to use the services of the other firm.

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

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

AMI has a Code of Ethics that is designed to comply with Rule 204A-1 under the Investment Advisers Act of 1940. AMI values its firm's reputation and always strives to uphold the principles of honesty, integrity and professionalism. The Code of Ethics consists of certain core principles included, but not limited to: a) AMI has a fiduciary duty to place the interests of its clients ahead of the firm and its employees'

interests at all times; b) Officers and employees will not take inappropriate advantage of their positions; c) Information concerning client investments will be kept confidential; and d) Employees will provide professional investment management advice based upon unbiased independent judgment.

AMI and its employees are required to comply with applicable federal securities laws. AMI will not induce trading in a client's account that is excessive in size or frequency in view of the financial resources and character of the account. AMI will make recommendations with reasonable grounds to believe that the recommendations are suitable for the client on the basis of information being furnished by the client. AMI will place discretionary orders only after obtaining clients' authorization as evidenced by the Client Agreement. AMI will not borrow money or securities from, or lend money or securities to, a client. AMI will not place orders for clients, or recommend that clients place an order, or purchase or sell a security through a broker/dealer or agent, or engage the services of a broker/dealer, agent or investment adviser, not licensed under the states AMI provides investment advice in. AMI will not guarantee a client that a specific result will be achieved.

AMI strictly prohibits their employees from trading for their own accounts, or accounts of their clients, friends, family or relatives while in possession of material non-public information. AMI also strictly prohibits employees from communicating any non-public information to other persons, other than AMI personnel involved in the matter who have a need to know such information and the firm's outside advisers retained to handle the matter.

AMI requires all of its employees to report their personal securities trading and holdings. AMI requires pre-clearance on all personal trades of employees and family members defined as dependent children, spouse or dependent parents. All trades are required to be submitted in writing to the compliance officer for approval before trades can be placed. All investments held by employees need to be on the AMI core holdings list or an exception needs to be granted by the compliance officer. If approval is given to an investment not on the AMI core holdings list, AMI will not purchase the investment for at least three (3) months from the date of the approval. A list of those investments will be given to Chris Sessing, our equity research analyst.

In accordance with rule 206(4)-5 of the Investment Advisers Act of 1940, AMI seeks to curtail investment adviser participation in pay-to-play practices by restraining political contributions, prohibiting the solicitation of political contributions, and prohibiting the use of particular third party solicitors.

AMI will provide any client or prospective client a full copy of our Code of Ethics upon request.

### Participation or Interest in Client Transactions

At times AMI and/or its advisory representatives may take positions in the same securities as clients, but any trading by AMI or its advisory representatives will generally be “last in” and “last out” for the trading day when trading occurs in close proximity to client trades. Front-running (trading shortly ahead of clients) is prohibited by AMI.

AMI’s policy is that the interests of its clients take precedence over its personal interests, and the interests of its affiliates, employees and representatives. Accordingly, AMI personnel will disclose any material relationships that AMI and/or they may have with respect to any investment recommended to clients. In addition, AMI will make its recommendations in a manner that is suitable for each of its clients based on their personal financial circumstances and investment goals. AMI personnel will not purchase or sell securities for their own accounts if the transaction will disadvantage clients in any way.

## **Item 12. Brokerage Practices**

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### Selecting Brokerage Firms

AMI does not maintain custody of client assets that AMI manages, although AMI may be deemed to have custody of client assets if the client give us authority to withdraw assets, including fees, from their account. Client assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank.

AMI does not have any affiliation with broker-dealers. AMI may recommend a custodian/broker who will hold client assets and execute transactions on terms that are, overall, most advantageous when compared to other available providers and their services. AMI considers a wide range of factors, including, among others: a) combination of transaction execution services and asset custody services; b) capability to execute, clear and settle trades (buy and sell securities for client accounts); c) capability to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.); d) breadth of available investment products; e) quality of services; f) competitiveness of the price of those services (commission rates, margin interest rates

and other fees, etc) and willingness to negotiate the prices; g) reputation, financial strength and stability; and h) prior service to AMI and AMI's other clients.

Clients may select their own securities broker for execution of trades and custodial services, at commission rates and charges negotiated by clients directly with the broker.

### Best Execution

AMI is aware of its fiduciary obligation to seek the "best execution" of client transactions. AMI may attempt to trade away from the designated broker-dealer if it is believed to benefit the client after taking into consideration available prices, brokerage commission rates, prime broker fees, as well as other relevant factors.

### Soft Dollars

AMI has a soft dollar arrangement with the Schwab Institutional division under which AMI receives a credit from Charles Schwab for the maintenance of our website and purchase of research services used by AMI to conduct investment research. AMI has no obligation to Schwab as a result of the soft dollar arrangements and there are no particular procedures used by AMI to direct client transactions to Schwab. The website and research received by AMI may be used to service all of AMI's clients, not just those accounts that designate Schwab as broker.

AMI may also receive soft dollars from Capital Institutional Services (CAPIS) for research products and services. AMI has no obligation to CAPIS as a result of the soft dollar arrangements and there are no particular procedures used by AMI to direct client transactions to CAPIS.

### Order Aggregation

As part of its efforts to obtain best execution, AMI may aggregate orders, or "block trade," for its clients whenever possible. Each client that participates in a block trade receives the average share price in the transaction. The aggregation should, on average, reduce the costs of execution. AMI will not aggregate a client's order if in a particular instance AMI believes that aggregation would cause the client's cost of execution to be increased.

On occasion, AMI may, subject to all of the provisions of the Investment Advisory Agreement signed by each client, execute transactions for two or more of its clients whereby AMI has clients both buying and selling the same security on the same day (commonly known as “cross transactions”).

### **Item 13. Review of Accounts**

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#### Periodic Reviews

Accounts are invested using internally developed model portfolios for the chosen strategy. Some accounts may hold securities not in the model portfolio or have weightings different to those of our model portfolio due to client restrictions and/or other special circumstances. Once initially invested, accounts are continuously reviewed to ensure that client objectives and guidelines are being followed. Changes in the economy, or news on various investments will prompt a more frequent review of the accounts. Client investment objectives are reviewed annually, or more frequently if requested by the client.

AMI has discretionary authority to determine all securities to be bought or sold in client advisory accounts, consistent with the terms of the client’s investment plan and any written restrictions on investments provided to AMI by the client.

#### Regular Reports

Clients receive standard monthly account statements and trade confirmations directly from the custodian. Additionally, clients receive Quarterly Performance Reports from AMI.

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

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AMI maintains contractual agreements with unaffiliated parties who refer clients to AMI for compensation. All referral agreements are made in writing pursuant to Rule 206(4)-3 of the Investment Advisers Act of 1940. While the specific terms of each agreement may differ, the referral source typically receives a percentage of the management fees received by AMI from accounts referred by the referral source. The referral source compensation does not adversely affect the fee that AMI charges for its portfolio management services. The clients procured by solicitors will be given full disclosures describing the terms and fee arrangements between

AMI and the solicitor prior to or at the time of entering into the advisory agreement.

### **Item 15. Custody**

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Under Rule 206(4)-2, AMI is deemed to have custody of client assets if, for example, clients authorize us to instruct the custodian to deduct AMI's advisory fees directly from client accounts or if clients grant AMI authority to move client money to another person's account. The custodian maintains actual custody of client assets. Clients will receive account statements directly from the custodian on a monthly basis. They will be sent to the email or postal mailing address the client provided to the custodian. Clients should carefully review those statements promptly when they receive them. AMI also urges clients to compare the custodian's account statements to the Quarterly Performance Reports they receive from AMI. AMI reports may vary from custodial statements due to accounting procedures, reporting dates or valuation methodologies of certain securities.

### **Item 16. Investment Discretion**

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AMI has full discretion to buy and sell securities, without prior client approval under its investment advisory contract with the client. Clients sign agreements directly from the custodian/broker that grants AMI limited power of attorney on their investment accounts. AMI exercises its investment discretion consistent with its investment philosophy, as well as any investment guidelines or restrictions imposed by the client.

### **Item 17. Voting Client Securities**

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#### Summary of Proxy Voting Policy

AMI has adopted Proxy Voting Policies and Procedures for voting proxies in accordance with Rule 206(4)-6 under the Investment Advisers Act of 1940.

AMI shall vote proxies related to securities held by any client in a manner solely in the best interests of the client. AMI shall consider only those factors that relate to the client's investment, including how its vote will economically impact and affect the value of the client's investment. Proxy votes generally will be cast in favor of proposals that maintain or

strengthen the shared interests of shareholders and management, increase shareholder value, maintain or increase shareholder influence over the issuer's board of directors and management, and maintain or increase the rights of shareholders; proxy votes generally will be cast against proposals having the opposite effect. In voting on each and every issue, AMI and its employees shall vote in a prudent and diligent fashion and only after a careful evaluation of the issue presented on the ballot.

AMI recognizes that conflicts between itself and clients may arise in voting the proxies of public companies and that these conflicts must be addressed. In instances where there is a conflict of interest, AMI will defer to the client to vote their own proxy ballot.

AMI will provide a full copy of the Proxy Voting Policies and Procedures and/or inquiries regarding how a specific proxy proposal was voted upon client request.

#### **Item 18. Financial Information**

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AMI does not have any financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients.

#### **Item 19. Business Continuity Plan**

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AMI has a Business Continuity Plan in place to respond to significant business disruptions with detailed steps to mitigate and recover from the loss of communication, office space, services or key personnel.

AMI's plan anticipates significant business disruptions such as natural disasters, fire, terrorist attack, wide-scale regional disruption, among other disruptions.

AMI has a backup system both onsite and offsite. AMI has an agreement with Sandbox to set up a remote site which employees would be able to work from in the event AMI's office is unavailable. It is AMI's intention to contact all clients, within a reasonable timeframe of a disaster with information regarding alternate offices and/or operational information.

In the event of a significant business disruption where AMI cannot be reached, clients can directly contact their custodian regarding their accounts. Monthly custodian statements contain each custodian's contact information on them.



## **Item 20. Information Security Program**

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In the normal course of our business AMI collects nonpublic personal information about clients (this term defined to be inclusive of prospective clients) from information received from the client on applications and other forms, and from information about client transactions with us. AMI restricts access to nonpublic personal information to employees. Employees are to treat this information as confidential.

AMI does not disclose any nonpublic personal information about our clients or former clients to anyone, except as permitted by law. As permitted by law, AMI may disclose personal information to companies that effect, administer, or enforce a transaction that is requested or authorized by the client.

AMI provides clients with an initial and annual notice of our privacy policies.

AMI has established safeguards to protect the security and confidentiality of customer records and information.

**Item 21. Brochure Supplement (Part 2B of Form ADV)**

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William Tanner, CPA

Born: 1944

Education: University of California, Los Angeles  
B.S., Accounting

Golden Gate University  
M.S., Taxation

Business Experience:

AMI Asset Management Corporation  
President, Portfolio Manager from 1996-Present

Tanner Mainstain Blatt and Glynn LLP  
President, CPA from 1975-Present

Peter Mainstain, CPA

Born: 1948

Education: Cal State Northridge  
B.S., Business Administration

Business Experience:

AMI Asset Management Corporation  
Advisor from 1996-Present

Tanner Mainstain Blatt and Glynn LLP  
CPA from 1975-Present

Matthew T. Humiston

Born: 1974

Education: University of California Santa Barbara  
B.A., Business and Economics

Business Experience:  
AMI Asset Management Corporation  
COO, Portfolio Manager from 2000-Present

Christian Sessing, CFA

Born: 1966

Education: California State University  
B.S., Business Administrative

Business Experience:  
  
AMI Asset Management Corporation  
Senior Equity Research Analyst from 2005-Present  
  
Crowell, Weedon & Co.  
Equity Analyst from 2000-2005

Member of the CFA Society of Los Angeles

The Chartered Financial Analyst (CFA) charter is a globally respected, graduate-level investment credential established in 1962 and awarded by CFA Institute. To earn the CFA charter, candidates must: 1) pass three sequential, six-hour examinations; 2) have at least four years of qualified professional investment experience; 3) join CFA Institute as members; and 4) commit to abide by, and annually reaffirm, their adherence to the CFA Institute Code of Ethics and Standards of Professional Conduct.

Tim Somers, CFP

Born: 1964

Education: University of Southern California  
MBA, Finance

Loyola Marymount University  
B.A., Business Administration, Finance and  
Economics

Business Experience:

AMI Asset Management Corporation  
Managing Director of Fixed Income from 2009-Present

Financial Management Advisors LLC  
Vice President, Portfolio Manager from 1994-2008

Member of Financial Planning Association (PFA)  
Member of Financial Planning Association, Los Angeles Chapter  
(FPALA)