

Part 2A of Form ADV: *Firm Brochure*

JOEL R. MOGY INVESTMENT COUNSEL INC.

315 South Beverly Drive, Suite 400
Beverly Hills, CA 90212

Telephone: 310-552-0529
Facsimile: 310-552-0109
E-mail: joel@mogy.com
Web Address: www.mogy.com

March 30, 2012

This brochure provides information about the qualifications and business practices of Joel R. Mogy Investment Counsel Inc. (hereinafter “Adviser” or “JMIC”). If you have any questions about the contents of this brochure, please contact us at 310-552-0529 or joel@mogy.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. Registration with the SEC, or with any state securities authority, does not imply a certain level of skill or training.

Additional information about Adviser is available on the SEC’s website at www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for Adviser is 111622.

Item 2. Summary of Material Changes

On July 28, 2010, the United State Securities and Exchange Commission (“SEC”) published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. This Firm Brochure is a new document prepared according to the SEC’s new requirements and rules. As such, this document is materially different in structure and requires certain new information that our previous brochure did not require.

In the future, this Item will discuss specific material changes that are made to the Firm Brochure and provide clients with a summary of such changes.

In the past we have offered or delivered information about our qualifications and business practices to clients on at least an annual basis. Pursuant to new SEC Rules, we will ensure that you receive a summary of any materials changes to this and subsequent Brochures within 120 days of the close of our business’ fiscal year. We may further provide other ongoing disclosure information about material changes as necessary.

At the time of this Firm Brochure, our firm has no material changes to disclose.

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	4
Item 6.	Performance-Based Fees and Side-By-Side Management	6
Item 7.	Types of Clients	6
Item 8.	Methods of Analysis, Investment Strategies and Risk of Loss	7
Item 9.	Disciplinary Information	10
Item 10.	Other Financial Industry Activities and Affiliations	10
Item 11.	Code of Ethics, Interest in Client Transactions & Personal Trading	11
Item 12.	Brokerage Practices	12
Item 13.	Review of Accounts	15
Item 14.	Client Referrals and Other Compensation	16
Item 15.	Custody	16
Item 16.	Investment Discretion	16
Item 17.	Voting Client Securities	17
Item 18.	Financial Information	17

Item 4. Advisory Business / Investment Counseling

Investment Counseling

Joel R. Mogy Investment Counsel Inc. ("Adviser" or "JMIC") is an investment counseling firm formed in 1976 and located in Beverly Hills, CA. JMIC is an investment advisory firm registered with the U. S. Securities Exchange Commission with assets under management of approximately \$660. The largest accounts exceed \$30 million. The firm's practice grows primarily by referrals, and historically, client turnover is low. The firm is owned and managed by Joel R. Mogy, President and Director.

JMIC provides investment counseling services consisting of on-going and personal investment advice and manages client portfolios on a discretionary basis based on the individual needs of each client. Our firm has several historical client relationships which continue to be managed on a non-discretionary basis. Through personal discussions in which goals, objectives and policies based on a client's particular circumstances are established, JMIC develops a personal investment strategy and creates and manages a portfolio based on that strategy. Our firm provides this service to individuals, pension and profit sharing plans, trusts, charitable organizations, and corporations. Currently, we manage approximately \$635 million on a discretionary basis and approximately \$25 million on a non-discretionary basis.

Consulting Services

On occasion, Adviser's President, Joel R. Mogy, may consult with clients concerning financial or investment matters. Also, Mr. Mogy may serve as a consultant, trustee or executor for certain advisory clients. From time to time, Joel R. Mogy may also serve, at the request of advisory clients, as a director, officer, or committee member for closely held family corporations, charitable foundations or other non-profit organizations. Adviser and Joel R. Mogy will not recommend any such closely held companies as investments to any advisory clients.

Item 5. Fees and Compensation

Investment Counseling

Fees for investment counseling services will be computed quarterly on the aggregate value of each portfolio and payable quarterly in advance. The annual fee schedule will be charged as follows:

1% of the first \$2 million, and
1/2 of 1% on all amounts above \$2 million.

Under certain circumstances, Adviser may negotiate fees which are lower than those set forth above.

Clients authorize Adviser and instruct their bank or broker custodian to directly debit advisory fees from a client's custodian account upon receipt of an advisory fee statement which is sent in duplicate to the client.

Our firm promptly refunds any pro rata unearned prepaid quarterly fees upon termination of any client relationship or notification of death of a client during a quarter period. Adviser has a minimum account of \$3 million, and the minimum annual advisory fee is \$25,000 per year. However, under certain circumstances, Adviser may accept portfolios of less than \$3 million which generate fees of less than \$25,000 per year.

Consulting Services

For Consulting Services concerning financial or investment matters, fees are generally on an hourly or per diem basis. Fees for such services will be \$600 per hour.

Other Fees and Expenses

Clients are also responsible for the fees and expenses charged by custodians and imposed by broker-dealers, including, but not limited to, any commissions, custody fees, transaction charges or mark-up/mark-downs imposed by a broker-dealer with which Adviser effects transactions for a client's account(s).

All fees paid to Adviser for investment advisory services are separate and distinct from fees and expenses charged by mutual funds and exchanged traded funds ("ETF's") to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee for mutual funds.

Termination

A client agreement may be canceled at any time, by either party, for any reason upon receipt of prior written notice. As disclosed above, (Investment Counseling Services) fees are paid in advance of services provided. Upon termination of any account, any prepaid, unearned fees will be promptly refunded. In calculating a client's reimbursement of fees, Adviser will pro rate the reimbursement according to the number of days remaining in the payment period. As applicable, any earned, unpaid fees will be due and payable upon termination.

The client has the right to terminate an advisory agreement without penalty within five business days after entering into the agreement. Also, there will be no assignment of an advisory agreement by Adviser without a client's consent.

Item 6. Performance-Based Fees and Side-By-Side Management

Adviser as a matter of policy and practice does not charge any performance-based fees for its investment counseling services.

Adviser's fees are calculated as described above and are not charged on the basis of a share of capital gains upon or capital appreciation of the funds or any portion of the funds of an advisory client (Section 205(a)(1) of the Investment Advisers Act of 1940, as amended).

Side-by-Side Management refers to multiple client relationships where an adviser manages advisory client relationships and portfolios on a simultaneous basis for individuals, businesses, institutions and also mutual funds and/or hedge funds. In such circumstances, potential conflicts of interest may arise by and between the clients and the mutual and hedge funds, e.g., performance fee arrangements. We do not have these relationships, so we do not have Side-By-Side Management potential or actual conflicts of interests.

Adviser, has not in the past and, currently does not manage any client relationships for mutual funds or hedge funds or charge any performance fees.

Item 7. Types of Clients

Adviser offers and provides investment counseling services to high net worth individuals, pension and profit sharing plans, charitable organizations and corporations seeking Adviser's personalized investment counseling services. Currently, over 95% of client assets are managed on a discretionary basis and less than 5% continue to be managed on a non-discretionary basis.

The portfolios under management fall into two basic categories:

Taxable

Taxable accounts consist primarily of individuals and trusts, and represent approximately 75% of Adviser's assets under management.

Tax-Free

Tax-free accounts represent approximately 25% of Adviser's assets under management. Types of tax-free accounts may include retirement trusts, pension plans, IRA/Rollovers, SEP/IRAs, Keoghs, religious organizations and charitable foundations.

Fees for investment counseling services will be computed quarterly on the aggregate value of each portfolio and payable quarterly in advance.

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

Methods of Analysis

Our investment philosophy and research process are based on a careful, ongoing study of investment theory, economics, politics, and social history within the perspective of Adviser President's fifty years of professional investment experience.

The firm's philosophy and investment strategies are consistent with the basic tenets of the "weak form" of the efficient market theory in that it is our belief that past market prices and data are generally reflected in securities prices. Our investment philosophy, is client oriented, long term in nature, fundamentally and portfolio based and global in perspective.

Our investment counseling process involves personally interviewing clients and analyzing each client's personal goals, needs and objectives. Pragmatically, we relate each client's investment goals, circumstances and temperament to the realities of the marketplace. After determining the appropriate investment allocation, we then invest in stocks, domestic and foreign, including ETFs and REITs, and primarily investment grade bonds with strategies which are cost conscious and tax efficient.

Our security analysis concentrates primarily on fundamental rather than technical factors. Portfolio turnover is relatively low, and we do not invest in hedge funds, private equity, venture capital, options or futures. Investments are generally in high quality rather than secondary issues.

As part of our methods of analysis, we use the following

Fundamental analysis. Fundamental analysis involves the selection, evaluation, and interpretation of financial data and other pertinent information to assist in evaluating the operating performance and financial condition of a company or an industry. The operating performance of a company is a measure of how well a company has used its resources – its assets, both tangible and intangible – to produce a return on its investment. The financial condition of a company is a measure of its ability to satisfy its obligations, such as the payment of interest in a timely manner.

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the security.

Qualitative analysis: As a part of our fundamental analysis, we subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement, and predict changes to share price based on that data.

A risk in using qualitative analysis is that our subjective judgment may prove incorrect.

Quantitative analysis: We may use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings per share, and predict changes to that data.

A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

Principal sources of investment information include the following:

- 1) research provided by investment banks, banks and brokerage firms, i.e., economic, industry, company, domestic and international analyses
- 2) research obtained from academic institutions
- 3) economic and political think tanks
- 4) company information, i.e., annual & quarterly reports, 10K reports, prospectuses, and news releases
- 5) general information on business and finance as provided by: (a) newspapers, (b) periodicals, (c) the Internet, and (d) books on business, finance & economics
- 6) government reports
- 7) subscription services
- 8) presentations by company management before financial analysts
- 9) professional investment and economic conferences
- 10) consultants

Asset Allocation: The purpose of the asset allocation is to diversify funds into asset classes (stocks, bonds, and liquid reserves) according to the client's risk profile and to hedge against uncertainty. Implicit in this approach is that the total portfolio is more important than the underlying securities.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

Risks for all forms of analysis: The markets are subject to the risks of the unforeseen, including political events, terrorist attacks, fraud, bubbles and panics—more generally, the uncertainty produced by the fact that the future is unknown. In addition, markets are unforgiving and can be perverse and irrational over the short or longer period. Absolute loss can also occur when a client panics and sells out of fear when the market experiences a significant downward movement, waiting to reinvest only when the market recovers. When experiencing market volatility, a client might not have the emotional strength or discipline to ride through the inherent volatility of the market.

Our securities analysis methods for the securities we recommend, purchase and sell, are assisted by but do not rely entirely upon the assumption that the rating agencies that review these securities, and other publicly-available sources of information about these securities, are providing accurate and unbiased data. Factored into our decision making process is the risk of fraud or that the reporting data may be incorrect, and thus there is always a risk that our analysis may be compromised by inaccurate or misleading information.

Investment Strategies

To reiterate, the firm's philosophy and investment strategies are consistent with the basic tenets of the “weak form” of the efficient market theory. Our investment philosophy is client oriented, long term in nature, fundamentally and portfolio-based and global in perspective.

We also use the following strategies in managing client portfolios:

Long-term purchases: We purchase securities with the idea of holding them in a client's portfolio for a year or longer. We may do this because we believe the securities to be currently undervalued. We may do this because we want exposure to a particular asset class over time, regardless of the current projection for this asset class or security.

A risk in a long-term purchase strategy is that, by holding the security for this length of time, we may not take advantages of short-term volatility that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

Short-term purchases: We occasionally may purchase securities with the idea of selling them within a relatively short time (typically a year or less).

A risk in a short-term purchase strategy is that, should the anticipated price increase not materialize, we are left with the option of having a long-term investment in a security that was designed to be a short-term purchase, or potentially taking a loss.

Margin transactions: We will not recommend or utilize margin as part of our investment strategies.

Option writing: As a matter of policy and practice, we will not use options or option strategies as an investment strategy for our clients.

For all strategies:

Investments in securities are not guaranteed, and clients may lose money on their investments. We make significant efforts and inquiries to help us understand client's

tolerance for risk and any changes in their financial objectives and circumstances. We also request that clients notify us of any such changes promptly.

Item 9. Disciplinary Information

Our firm, its principal and associated persons have no disciplinary or regulatory events that are required to be disclosed.

Item 10. Other Financial Industry Activities and Affiliations

Mr. Mogy, on occasion, may serve as a consultant, trustee or executor for certain client accounts and relationships. From time to time, Mr. Mogy may also serve as a director for closely held family corporations at the request of advisory clients and as an officer or committee member of family or charitable foundations or other non-profit organizations.

Additional Compensation

Typically, Mr. Mogy does not receive any additional compensation for any corporate or charitable committee positions or responsibilities he may undertake. As a trustee and a licensed Professional Fiduciary with the California Professional Fiduciaries Bureau, Mr. Mogy may receive certain statutory trustee fees as permitted by California trust and estate regulations.

Clients should be aware that the receipt of any additional compensation by Adviser and its management persons creates a conflict of interest that may impair the objectivity of Adviser and these individuals when making advisory recommendations. Adviser endeavors at all times to put the interests of our clients first as part of its fiduciary duty as a registered investment adviser and takes the following steps to address this conflict:

- We disclose to clients the existence of all material conflicts of interest, including the potential for Adviser and management persons to earn compensation from advisory clients in addition to Adviser's advisory fees.
- We collect, maintain and document accurate and relevant client background information, including the client's financial goals, objectives and risk tolerance.
- Our management conducts regular reviews of each client portfolio to verify that all recommendations made to a client are appropriate for the client's needs and circumstances.
- We require that employees seek prior approval of any outside employment activity so that Adviser may ensure that any conflicts of interests in such activities are disclosed and properly addressed.
- We periodically monitor any outside employment activities to verify that any conflicts of interest continue to be properly addressed.
- We educate our employees about the responsibilities of a fiduciary, including the need for having a reasonable and independent basis for the investment advice provided to clients.

Item 11. Code of Ethics, Participation in Client Transactions and Personal Trading

Individuals associated with our firm may buy or sell securities identical to or different than those recommended to clients. In addition, any associated person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client. This presents a conflict of interest, to the extent, that an employee of our firm may purchase a security for him/herself prior to that transaction being implemented in a client's account, thus, receiving a more favorable price, commission, or allocation.

Adviser has adopted an Insider Trading Policy and a Code of Ethics consistent with Rule 204A-1 of the Advisers Act. Our Code of Ethics provides for a high ethical standard of conduct for all professionals and employees, compliance with federal securities laws, and policies and procedures for the reporting of certain personal securities transactions on a quarterly basis and initial and annual security holdings by our professionals and employees. Among other things, our Code of Ethics also requires prior approval for the purchase or sale of any personal investments, with certain exceptions, and any IPO and private placement investments, as well as, supervisory reviews and recordkeeping. Any personal transactions may only be approved and effected after the completion of any discretionary advisory client transactions. Further, no personal transactions will be approved if in the opinion of Joel R. Mogy such transactions would conflict with any client transactions.

A copy of our Code of Ethics is available to our advisory clients upon written request to Adviser's principal office address.

Further, it is the policy of our firm that no person may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing any employees from benefiting from transactions placed on behalf of advisory accounts.

As these situations represent a conflict of interest, we have established the following additional restrictions in order to ensure its fiduciary responsibilities:

1. No principal or employee of our firm may buy or sell securities for their personal portfolio(s) where their decision is substantially derived, in whole or in part, by reason of his or her employment unless the information is also available to the investing public on reasonable inquiry. No principal or employee of our firm may prefer his or her own interest to that of the advisory client.
2. We maintain records of securities transactions and holdings for our firm and anyone associated with this advisory practice with access to advisory recommendations. These holdings are reviewed on a regular basis by the firm's Chief Compliance Officer.
3. We emphasize the unrestricted right of the client to decline to implement any advice rendered.
4. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.

5. Any individual not in observance of the above may be subject to termination.

Item 12. Brokerage Practices

Selection of Broker-Dealers

Adviser generally manages client relationships on a discretionary basis in which clients provide written authority to determine the securities, the amounts of securities, the broker-dealer to use for client transactions and the commission costs that will be charged for transactions. Any client limitations in this discretionary authority are to be provided in writing and any change or amendments in any client limitations are also to be provided in writing. Adviser may also manage advisory client relationships on a non-discretionary basis.

Adviser's philosophy is to work with well established, full service broker dealers who provide high quality research and execution services. Adviser does not select broker dealers based primarily on their low commission rates. Adviser seeks to negotiate commissions with selected brokers. However, its ability to reduce commission rates through negotiation is limited by Adviser's emphasis on obtaining high quality research, low turnover, and the amount of funds under Adviser's management.

Our firm endeavors to select those brokers or dealers which will provide the best services at the lowest commission rates possible. The reasonableness of commissions is based on the broker's stability, reputation, ability to provide professional services, competitive commission rates and prices, research, trading platform, and other services which will help Adviser in providing investment management services to clients.

Research and Soft Dollar Practices

Our firm, therefore, may recommend or use a broker who provides useful research and securities transaction services even though a lower commission may be charged by a broker who offers no research services and minimal securities transaction assistance. Research services may be useful in servicing all our clients, and not all of such research may be useful for the account for which the particular transaction was effected.

The primary criteria in recommending and selecting broker dealers are the quality of research and execution services. In this regard, Adviser will consider the quality and accessibility of the broker's analysts, the scope of industry coverage and the quality and frequency of written research reports dealing with macroeconomic issues, specific industries and individual companies.

Other criteria considered in selecting broker dealers include responsiveness to the Adviser, financial strength and stability of the brokerage firm, commission rates, execution capabilities and operations facilities and support. Adviser reviews, on a periodic basis, the firms utilized and the quality of services received.

Consistent with obtaining best execution for clients, Adviser may direct brokerage transactions for clients' portfolios to brokers who provide research and execution services to Adviser and, indirectly, to our advisory clients. These services are of the type described in Section 28(e) of the Securities Exchange Act of 1934 and are designed to augment our firm's own internal research and investment strategy capabilities. This may be done without prior agreement or understanding by the client (and done at our firm's discretion). Research services obtained through the use of soft dollars may be developed by brokers to whom brokerage is directed or by third-parties which are compensated by the broker.

Our firm does not attempt to put a specific dollar value on the services rendered or to allocate the relative costs or benefits of those services among clients, believing that the research our firm receives will help fulfill its overall duty to its clients. Adviser may not use each particular research service, however, to service each client. As a result, a client may pay brokerage commissions that are used, in part, to purchase research services that are not used to benefit that specific client. Broker-dealers selected by Adviser may be paid commissions for effecting transactions for our clients that exceed the amounts other broker-dealers would have charged for effecting these transactions if our firm determines in good faith that such amounts are reasonable in relation to the value of the brokerage and/or research services provided by those broker-dealers, viewed either in terms of a particular transaction or Adviser's overall duty to its discretionary client accounts.

The research services provided may be used for the benefit of all accounts, including those of Adviser and employees. Also, some of the research services provided by the major firms are so extensive that not all of the research or services received are utilized by or benefit the account(s) which may have paid the commissions.

Our general practice is to try to direct research commissions to specific brokerage firms in exchange for their research services. When our clients provide us with discretionary authority for brokerage, we may use the brokerage commissions to obtain such research. However, our firm does not make or have any formal or informal commitments to any broker or dealer to compensate any firm for the research obtained. A potential conflict of interest arises between the client's interest in obtaining best execution and Adviser's interest in continuing to receive research from any firm.

Our general practice for transactions in fixed income securities such as municipal and corporate bonds, and when Adviser has discretion to select firms for executing client trades, is to purchase these securities for clients at broker-dealer firms other than through a client's custodian broker-dealer or bank.

These other firms may be used because they have more offerings of bonds, offer better services, prices or a combination of these factors. For these transactions, a client's custodian broker-dealer may charge a nominal transaction or settlement charge to the client's account in addition to any mark-up / mark-down charged by the executing broker-dealer.

Within our last fiscal year, we have obtained economic, fixed income and equity research on a soft-dollar basis.

When our firm uses client brokerage commissions to obtain research or brokerage services, it receives a benefit to the extent that Adviser does not have to produce such products internally or compensate third-parties with its own money for the delivery of such services. Therefore, such use of client brokerage commissions results in a conflict of interest, whereby our firm has an incentive to direct client brokerage to those brokers who provide research and services utilized by our firm, even if these brokers do not offer the best price or commission rates for our clients.

Adviser conducts periodic brokerage reviews, analyzing price, commissions, research and services offered by the various brokers used and volume of client commissions directed to each broker. Moreover, Adviser conducts periodic rankings of all brokers used by the firm.

Recommendation of Broker-Dealers

For clients in need of brokerage or custodial services, and depending on client circumstances and needs, Adviser may recommend the use of one of several brokers provided that such recommendation is consistent with our firm's fiduciary duty to the client. Our clients must evaluate these brokers before opening an account.

The factors considered by Adviser when making recommendations are the broker's ability to provide professional services, our firm's experience with the broker, the broker's reputation, and the broker's quality of execution services and costs of such services, among other factors. Clients are not under any obligation to effect trades through any recommended broker. However, if Adviser believes that the use of a client's broker would hinder our firm in meeting its fiduciary obligations, we may not be able to accept the account or broker relationship.

Aggregation of Orders

Adviser may aggregate trades for its clients if appropriate opportunities are perceived. Adviser may do so subject to the following requirements:

1. The aggregated trades must be executed on the same day.
2. Shares bought or sold in an aggregated trade will be allocated to all participating accounts on a pro rata and average cost basis.
3. Commissions or expenses will be allocated among participating accounts on a pro rata basis.
4. Any cost savings resulting from aggregation will be passed through to the participating accounts.

Allocation of Investment Opportunities

As a matter of policy, Adviser seeks to allocate investment opportunities and transactions on a fair and equitable basis for all clients over time and to not favor certain clients over others. In the unlikely event that limited investment opportunities or transactions would need to be allocated among advisory clients, Adviser would allocate the investments or transactions fairly and equitably and typically on a pro-rata basis. As a matter of investment policy and practice, Adviser does not seek or participate in initial public offerings.

Certain clients, when undertaking an advisory relationship, already have a pre-established relationship with a broker and/or may instruct Adviser to execute all transactions through that broker. In the event that a client directs Adviser to use a particular broker or dealer, it should be understood that under those circumstances Adviser will not have authority to negotiate commissions among various brokers, aggregate directed trades with other client transactions, or obtain volume discounts and best execution may not be achieved. In addition, a disparity in commission rates will exist between commissions charged to Adviser's clients.

As a matter of general practice, directed brokerage transactions and non-discretionary client transactions are placed after Adviser's discretionary brokerage client transactions. In addition, under these circumstances a disparity in commission charges and/or execution prices will exist between the commissions charged and the prices obtained for other clients.

Also, brokers or dealers that Adviser selects to execute transactions may from time to time refer clients to Adviser. Our firm will not make formal or informal commitments to any broker or dealer to compensate that broker or dealer through brokerage transactions for client referrals; however, a potential conflict of interest may arise between the client's interest in obtaining best price and execution and Adviser's interest in receiving future referrals.

Item 13. Review of Accounts

Client portfolios and portfolio holdings are under ongoing supervision by Joel Mogy, President, and are also reviewed regularly by other members of the firm's investment team. Investment recommendations are also made on an ongoing basis. We recommend meeting with clients at least annually, and, in some cases, more often, to review the investment outlook, investment goals and objectives, investment policies and strategies, procedures, changes in personal circumstances, and the portfolio positions. Client portfolios also receive a more formal review on a monthly basis by Joel Mogy, President.

More frequent reviews may be triggered by changes in market, political or economic conditions, or a client's request. Between meetings, we communicate with clients as appropriate.

Appraisals of the portfolios are sent quarterly. There are some clients however, where appraisals are sent monthly upon a client's request. Appraisal reports include information about portfolio positions, cost and market value, estimated annual income and yield, among other things. Clients also receive independent monthly bank or brokerage custodian statements reflecting account activity and positions in addition to brokerage confirmations.

Item 14. Client Referrals

As a matter of firm policy and practice, Adviser does not have any arrangements with or compensate any person or company with referral fees for the introduction of new clients to the firm. Further, our firm does not receive any referral fees for introducing clients to other professionals.

Item 15. Custody

Adviser is deemed to have custody under regulatory guidelines as a result of a) Adviser's authority from certain clients for Adviser to directly debit client advisory fees from their custodian accounts consistent with industry practices and regulatory guidelines, and b) Adviser's President acting in a trustee/co-trustee relationship for certain advisory client relationships. For those trustee relationships, Adviser must undergo a surprise annual exam, among other things, by an independent accounting firm, under relevant regulatory guidelines.

Clients will receive monthly/quarterly statements from Adviser and are urged to carefully review each statement. In order to ensure that all account transactions, holdings and values are correct and current, we urge clients to compare our firm's statements with the statements you receive directly from your independent brokerage or bank qualified custodian.

Item 16. Investment Discretion

Currently, Adviser generally manages client relationships on a discretionary basis in which clients provide written authority to determine the securities, the amounts of securities, the broker-dealer to use for client transactions and the commission costs that will be charged for transactions. Any client limitations in this discretionary authority are to be provided in writing and any change or amendments in any client limitations are also to be provided in writing. Our firm has several historical advisory client relationships which continue to be managed on a non-discretionary basis; however these accounts constitute less than 5% of assets.

Item 17. Voting Client Securities

As a matter of policy and practice, our firm does not receive or vote client proxies. Therefore, although the Adviser may provide investment counseling services relative to client investment assets, the Adviser's clients maintain the responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client will be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings, class actions or other types of events pertaining to the client's investment assets. Therefore, the client will, as appropriate, in each case instruct each custodian of the assets to forward to the client copies of all proxies and shareholder communications relating to the client's investment assets.

In the event any client requests Adviser's assistance on any proxy voting issue, Adviser's President may provide assistance or background information about the company or issue, but the client always retains the responsibility for voting any proxies.

Further, Adviser will assist clients with appropriate research or appropriate information to assist client with any filings for legal proceedings, e.g., class actions, reorganizations, bankruptcies, etc., relating to any portfolio securities.

Item 18. Financial Information

As a matter of firm policy and practice, our firm will not charge or earn advisory fees in excess of \$1,200 more than six months in advance of the services rendered.

Also, our firm and its principal have no financial events or proceedings to disclose.