

MDS INVESTMENTS, INC.
(DBA PONDEROSA WEALTH MANAGEMENT)

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This Brochure provides information about the qualifications and business practices of MDS Investments, Inc. If you have any questions about the contents of this Brochure, you may contact us at (509) 747-3798, or email mds@michaeldstrasser.com to obtain answers and additional information. MDS Investments, Inc. is a registered investment advisor with the Securities and Exchange Commission. Registration of an investment adviser does not imply any level of skill or training. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission (SEC).

Additional information about MDS Investments, Inc. is available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United States Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to Clients as required by SEC Rules. This Brochure dated March 31, 2011 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 only specific material changes that are made to the Brochure and provide Clients with a summary of such changes. We will also reference the date of our last annual update of our Brochure.

We will ensure that you receive a summary of any material 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 and will further provide you with a new Brochure as necessary based on changes or new information, at any time, without charge.

Currently, our Brochure may be requested by contacting Michael Strasser at (509) 747-3798, or by email to mds@michaeldstrasser.com.

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Item 4 – Advisory Business

- A** MDS Investments, Inc. dba Ponderosa Wealth Management (“PWM” “we” and “us”) is an Arizona corporation registered as an investment advisor under the laws of the Securities and Exchange Commission (“SEC”). Our principal place of business is located in Spokane, Washington. Michael D. Strasser and Janie C. Strasser are Principals of PWM, incorporated in 1997 and registered with the SEC in 2006.
- B, C** We offer a wide range of investment advisory services to our Clients. Advice and services are tailored to the stated objectives of each Client. Generally, we have the authority to determine, without obtaining specific Client consent, the securities bought or sold and the amount of securities bought or sold. The only restrictions on the above discretionary authority are those set by the Client on a case-by-case basis. We make it a practice to question Clients to determine if there are any limitations to our discretionary authority on the above matters.

INVESTMENT SUPERVISORY SERVICES

We provide Investment Supervisory Services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. Through personal discussions in which goals and objectives based on a client’s particular circumstances are established, we develop a client’s personal investment policy and create and manage a portfolio based on that policy.

COMPREHENSIVE WEALTH MANAGEMENT

We may also provide clients with advanced wealth planning services on an ongoing basis. These services will include evaluating tax saving strategies, wealth transfer strategies and wealth protection and charitable gifting strategies. The client’s financial objectives will be met by assembling and managing a network of financial experts to develop customized strategies. We may also work with the client’s other professional advisors, such as their attorneys and accountants.

ASSET ALLOCATION

We also manage investment advisory accounts not involving Investment Supervisory Services. Each portfolio is designed to meet a particular investment goal which we have determined is suitable to the client’s circumstances. Once the appropriate portfolio has been determined, the portfolio will be continuously managed based on the portfolio’s goal, rather than on each client’s individual needs. However, each client will have the opportunity to place reasonable restrictions on the types of investments to be held in the portfolio.

- D** We do not participate in wrap fee programs.
- E** PWM manages approximately \$32,500,000 of Client assets on a discretionary basis. These amounts were calculated as of March 30, 2010.

Item 5 – Fees and Compensation

- A.** In consideration for our services, we are paid in accordance with a written fee schedule contained in an Investment Management Agreement or an Investment & Wealth Management Agreement which is entered into with each Client when we begin our professional relationship.

Our annual fees for Investment Management are as follows:

<u>Assets Under Management</u>	<u>Annual Fee (%)</u>
0 to \$50,000	2.50%
\$50,001 to \$250,000	1.50%
\$250,001 to \$1,000,000	1.00%
\$1,000,001 to \$2,000,000	0.75%
\$2,000,001 to \$3,000,000	0.50%
\$3,000,001 to \$4,000,000	0.40%
\$4,000,001 to \$5,000,000	0.30%
\$5,000,001 to \$7,000,000	0.25%
\$7,000,001 to \$10,000,000	0.20%
\$10,000,001 and above	0.15%

Our annual fees for Comprehensive Wealth Management services are as follows:

<u>Assets Managed</u>	<u>Annual Fee (%)</u>
First \$1,000,000	1.00%
\$1,000,001 to \$3,000,000	0.75%
\$3,000,001 to \$5,000,000	0.30%
\$5,000,001 and above	0.20%

We strongly recommend but do not require a minimum account size of \$250,000 for either service. Lower fees for comparable services may be available from other sources.

- B** The advisory fee is payable quarterly in arrears. Clients authorize the custodian to deduct the advisory fee from Client's account. Fees are based as a percentage of the average daily balance of the portfolio for the previous calendar quarter.

The custodian will send Client a quarterly statement showing all amounts paid from the account, including all management fees paid by custodian to us. The Client is responsible for verifying fee computations since custodians are not typically asked to perform this task. Payment of fees may result in the liquidation of Client's securities if there is insufficient cash in the account.

- C** All fees paid to PWM for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds to their shareholders. Client understands that account assets

invested in shares of mutual funds or other investment companies (funds) will be included in calculating the value of the account for purposes of computing our fees. These fees are paid out of the assets in a Client's account and are in addition to the investment management fees paid to us.

- D** Clients pay fees in arrears. As such there are generally never any prepaid fees that are required to be refunded. A client agreement may be canceled at any time, by either party, for any reason upon receipt of 30-days written notice. In any partial calendar quarter, the advisory fee will be pro rated based on the number of days that the account was open during the quarter.
- E** PWM may recommend and may participate both as a member and/or a managing member in certain limited liability companies set up to invest in the stock of private companies or real estate. Examples of such LLCs are:
- Majestyk Capital II, LLC
 - Sasquatch Investments, LLC
 - Yeti Capital, LLC
 - Yeti Capital II, LLC; and
 - Yeti Capital III, LLC.

Ponderosa Capital, LLC is the general manager of the LLCs (except for Majestyk Capital II, LLC in which both Ponderosa Capital, LLC and Elizabeth Bruns together act as the general manager). Michael D. Strasser is the single member of Ponderosa Capital, LLC.

These LLCs are currently closed to new investors and Clients are no longer solicited to invest. As such, there are no conflicts of interest with any clients who are not already invested. As to our Clients who are also invested in these LLCs, all were Accredited Investors (as defined by the SEC). Any assets invested are not included in PWM's calculation of its investment advisory fees. Because these pooled investments involved certain additional degrees of risk, they were only recommended when suitable, appropriate, and consistent with the Client's stated tolerance for risk.

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

We do not charge any performance-based fees for our services. Accordingly, this item is not applicable to our firm.

Item 7 – Types of Clients

We provide investment advice to the following types of Clients:

- Individuals, including high-net worth individuals
- Pension and profit sharing plans
- Trusts, estates and charitable organizations
- Private equity funds and other pooled investment vehicles.

Because each Client is unique, we encourage involvement in the planning and processes involved in the management of their accounts. Such involvement does not have to be time consuming, however we want our Clients to remain informed and have a sense of security about their investments.

Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss

Our investment strategies and advice may vary depending upon each Client's specific financial situation. As such, we determine investments and allocations based upon predefined objectives, risk tolerance, time horizon, financial horizon, financial information, liquidity needs, and other various suitability factors. Client restrictions and guidelines may affect the composition of the portfolio.

Methods of Analysis

We may use one or more of the following methods of analysis when formulating investment advice:

- Top-Down Global Macro-Economic Analysis – a big-picture analysis of the prevailing economic, demographic and social trends followed by a more focused analysis at the country level, then the industry level and ultimately the specific security level
- Mutual Fund/Exchange Traded Fund Analysis - qualitative analysis looks at factors such as the background and experience of the fund manager and/or the fund company; quantitative analysis looks at factors such as manager/fund performance, style, consistency, risk-adjusted performance, management expenses, average daily trading volume, etc.
- Fundamental Analysis – involves analyzing individual companies and their industry groups, such as a company's financial statements, details regarding the company's product line, the experience and expertise of the company's management, and the outlook for the company's industry; the resulting data is used to measure the true value of the company's stock compared to the current market value
- Technical Analysis – involves studying past price patterns and trends in the financial markets to predict the direction of both the overall market and specific stocks

Associated Risks

- Fundamental Analysis - The risk of fundamental analysis is that information obtained may be incorrect and the analysis may not provide an accurate estimate of earnings, which may be the basis for a stock's value. If securities prices adjust rapidly to new information, utilizing fundamental analysis may not result in favorable performance.

Investment Strategy

We take a common sense approach to investment management – globally diversified asset classes combined with tactical allocations derived from macro-economic data and market analysis. We believe that increasing and/or decreasing allocations to specific investments at optimal times to realize gains and/or avoid losses is crucial to overall investment performance. All investments under our management are continually monitored to maximize short and long-term opportunities. Portfolios are constructed based upon individual risk, return, income and liquidity requirements. We primarily use mutual funds and exchange traded funds to maximize diversification and minimize risk but will use individual securities and other investment vehicles when appropriate. In addition, we may use one or more of the following general strategies when managing your accounts:

- Long Term Purchases – securities purchased with the expectation that the value of those securities will grow over a relatively long period of time, generally greater than one year
- Short Term Purchases – securities purchased with the expectation that they will be sold within a relatively short period of time, generally less than one year, to take advantage of the securities' short term price fluctuations

We may use short-term trading (in general, selling securities within 30 days of purchasing the same securities) as an investment strategy when managing your account(s). Short-term trading is not a fundamental part of our overall investment strategy, but we may use this strategy occasionally when we determine that it is suitable given your stated investment objectives and tolerance for risk.

Tax Considerations

Our strategies and investments may have unique and significant tax implications. Regardless of your account size or any other factors, we strongly recommend that you continuously consult with a tax professional. As a result of revised IRS regulations, custodians and broker-dealers will begin reporting the cost basis of equities acquired in client accounts on or after January 1, 2011. Our firm instructs the custodian to use the first-in, first-out (FIFO) accounting method for calculating and reporting the cost basis of your investments. You are responsible for contacting your tax advisor to determine if this accounting method is the right choice for you. If your tax advisor believes another accounting method is more advantageous, please provide written notice to our firm immediately and we will alert your account custodian of your individually selected accounting method. Please note that decisions about cost basis accounting methods will need to be made before trades settle, as the cost basis method cannot be changed after settlement.

Risk of Loss and Types of Securities

Investing in securities involves risk of loss that you should be prepared to bear. We do not represent or guarantee that our services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. We cannot offer any guarantees or promises that your financial goals and objectives will be met. Past performance is in no way an indication of future performance.

| Except as may otherwise be provided by law, we are not liable to Clients for:

- any loss that a Client may suffer by reason of any investment decision made or other action taken or omitted in good faith by us with that degree of care, skill, prudence and diligence under the circumstances that a prudent person acting in a fiduciary capacity would use;
- any loss arising from our adherence to a Client's instructions, or the disregard of our recommendations to a Client; or
- any act or failure to act by a custodian of a Client's account.

It is the responsibility of each Client to give us complete information and to notify us of any changes in financial circumstances or goals.

Our recommendations may differ from client to client since each client has different needs and different tolerance for risk. We often recommend mutual funds, exchange traded funds (ETF), individual equity and debt securities; however, we may recommend any suitable security based on your needs and objectives. Each type of security has its own unique set of risks associated with it, and it would not be possible to disclose all of the specific risks of every type of investment in this brochure. We strive to keep Clients educated and informed of material risks associated with particular investments. Further, if Clients have any questions regarding the risks associated with a particular investment, they are encouraged to contact us.

Mutual funds are professionally managed collective investment companies that pool money from many investors and invest in stocks, bonds, short-term money market instruments, other mutual or exchange traded funds, other securities or any combination thereof. The fund will have a manager that trades the fund's investments in accordance with the fund's investment objective. While mutual funds generally provide diversification, risks can be significantly increased if the fund is concentrated in a particular sector of the market, primarily invests in small cap or speculative companies, uses leverage (i.e., borrows money) to a significant degree, or concentrates in a particular type of security (i.e., equities) rather than balancing the fund with different types of securities. Other fund risks include foreign securities and currency risk, emerging markets risk, small-cap, mid-cap and large-cap risk, trading risk, and turnover risk that can increase fund expenses and may decrease fund performance. Brokerage and transactions costs incurred by the fund will reduce returns.

An ETF is an investment fund traded on stock exchanges, much like stocks or equities. An ETF holds assets such as stocks, commodities, or bonds and trades at approximately the same price as the net asset value of its underlying assets over the course of the trading day. Most ETFs track an index, such as the S&P 500. However, some ETFs are fully transparent actively managed funds. Market risk is, perhaps, the most significant risk associated with ETFs. This risk is defined by the day to day fluctuations associated with any exchange traded security, where fluctuations occur in part based on the perception of investors.

Individual equity securities (also known simply as “equities” or “stock”) are assessed for risk in numerous ways. Price fluctuations and market risk are the most significant risk concerns. As such, the value of your investment can increase or decrease over time. Furthermore, you should understand that stock prices can be affected by many factors including, but not limited to, the overall health of the economy, the health of the market sector or industry of the issuing company, and national and political events. When investing in stock, it is important to focus on the average returns achieved over a given period of time, across a well-diversified portfolio.

Individual debt securities (or “bonds”) are typically safer investments than equity securities, but their risk can also vary widely based on: the financial health of the issuer; the risk that the issuer might default; when the bond is set to mature; and, whether or not the bond can be “called” prior to maturity. When a bond is called, it may not be possible to replace it with a bond of equal character paying the same rate of return.

Item 9 – Disciplinary Information

We are required to disclose all material facts regarding any legal or disciplinary event that would be material to your evaluation of our firm, or the integrity of our management. We have no information to disclose applicable to this Item.

Item 10 – Other Financial Industry Activities and Affiliations

OUTSIDE BUSINESS ACTIVITIES

Janie Strasser also works as a Certified Public Accountant. In this capacity, Ms. Strasser performs tax related work with the Spokane, Washington firm Schoedel & Schoedel CPAs PLLC (“Schoedel”). Schoedel is not related to or otherwise affiliated with PWM.

Michael Strasser, in addition to his investment advisor representative duties, may also engage in certain specialized business consulting activities.

Janie Strasser may receive compensation indirectly if an advisory client becomes a client of the accounting firm she works for. This scenario creates a conflict of interest because we have an incentive to recommend Janie Strasser’s accounting firm for CPA work. We also have an incentive to recommend Michael Strasser for certain specialized business consulting services. If we recommend firms for which our principals work, or our principals directly for any activities outside of our investment advisory services, we will first disclose our interests related to our recommendations, and advise clients that they are free to seek similar services from any CPA or consulting firm they wish.

Additionally, the principals of PWM own certain revenue generating rental properties. Clients of PWM are not solicited to invest in this business. As such, this business arrangement presents no conflict of interest with any of our Clients.

INVESTMENT PARTNERSHIPS

See Item 5E, above. PWM has in the past recommended advisory clients invest in limited liability companies (LLCs) such as Majestyk Capital II, LLC, Sasquatch Investments, LLC, Yeti Capital, LLC, Yeti Capital II, LLC and Yeti Capital III, LLC. The terms of the LLCs required minimum capital contributions and restricted participation to “Accredited Investors,” as defined by the SEC. The LLCs terms also defined the investment goals of the company. Any clients to which the LLCs were recommended were provided a prospectus with further details.

These LLCs are currently closed to new investors and Clients are no longer solicited to invest. As such, there are no conflicts of interest with any Clients who are not already invested. As to our Clients who are already invested in these LLCs, any assets invested are not included in PWM’s calculation of its investment advisory fees. Because investments in these pooled investments involved certain additional degrees of risk, they were only recommended when suitable, appropriate, and consistent with the Client’s stated tolerance for risk.

Item 11 – Code of Ethics, Participation or Interest in *Client* Transaction & Personal Trading

- A** PWM has adopted a Code of Ethics which all employees are required to follow. The Code of Ethics outlines proper conduct related to all services provided to Clients. Prompt reporting of internal violations is mandatory. Our Chief Compliance Officer periodically evaluates employee performance to ensure compliance with the Code of Ethics. A copy of the Code of Ethics is available to any Client upon request.
- B-D** PWM or individuals associated with PWM may buy or sell securities identical to those recommended to customers for their personal accounts. Additionally, any related person(s) may have an interest or position in a certain security or securities which may also be recommended to a client. However, it is the expressed policy of PWM that no person employed by PWM may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents employees from benefiting from transactions placed on behalf of advisory accounts.

When PWM is newly engaged by a Client for whom it expects to recommend securities in which PWM or one of our principals holds a position, we will notify the Client of our policies in respect to officers trading for their own account. We will also disclose to Clients material conflicts which could reasonably be expected to impair the rendering of unbiased and objective advice.

As any advisory situation could present a conflict of interest, we have established the following restrictions to ensure our fiduciary responsibilities:

1. A director, officer, associated person, or employee of PWM shall not buy or sell securities for his personal portfolio where his decision is substantially derived, in whole or in part, by reason of his employment unless the information is also available to the investing public on reasonable inquiry. No person of PWM shall prefer his or her own interest to that of the advisory client.
2. PWM maintains a list of all securities holdings for itself and for anyone associated with its advisory practice who has access to advisory recommendations. An appropriate officer of PWM reviews these holdings on a regular basis.
3. Any individual not in observance of the above may be subject to termination.

Item 12 – Brokerage Practices

- A. Except to the extent that the Client directs otherwise, we may use our discretion in recommending a broker-dealer. However, Clients are not obligated to effect transactions through the broker-dealer recommended by us.

In recommending broker-dealers, we will comply with its fiduciary duty to obtain “best execution.” Additionally, in recommending a broker-dealer, we will comply with the Securities Exchange Act of 1934 taking into account relevant factors such as:

- Price;
- The broker-dealer’s facilities, reliability and financial responsibility;
- The ability of the broker-dealer to effect transactions, particularly with regard to such aspects as timing, order size and execution of order;
- The research and related brokerage services provided by such broker or dealer to us, notwithstanding that the account may not be the direct or exclusive beneficiary of such services; and
- Any other factors we consider to be relevant.

PWM participates in Trust Co. of America’s Institutional services program. While there is no direct linkage between the investment advice given and participation in this program, economic benefits are received by us which would not be received if we did not give investment advice to clients. These benefits may include any or all of the following: receipt of duplicate client confirmations and bundled duplicate statements; access to a trading desk serving program participants exclusively; access to block trading which provides the ability to aggregate securities transactions and then allocate the appropriate shares to client accounts; ability to have investment advisory fees deducted directly from client accounts; access, for a fee, to an electronic communication network for client order entry and account information; receipt of compliance publications; and access to mutual funds which generally require significantly higher minimum initial investments or are generally available only to institutional investors. PWM also provides its clients access to certain private equity deals where it is appropriate for their tolerance for risk.

Subject to Section 28(e) of the Securities Exchange Act of 1934, as amended ("Exchange Act"), we may recommend broker-dealers who charge transaction fees that are in excess of the amount of transaction fees charged by other broker-dealers in recognition of their research, seminar and execution services. These benefits are generally considered to be “soft dollar” arrangements. But for soft dollar arrangements, we would have to obtain these types of services and products for cash. As a result of receiving such products and services for no cost, we have an incentive to recommend broker-dealers to Clients that offer soft dollar arrangements.

Because the above interests are in conflict with the Clients’ interest of obtaining the lowest commission rate available, we are required to periodically evaluate, and determined in good faith, based on the “best execution” policy stated above that transaction fees are reasonable in relation to the value of the services provided.

- B** We are authorized in our discretion to aggregate purchases and sales and other transactions made for the account with purchases and sales and other transactions in the same or similar securities or instruments for other Clients of ours. When transactions are so aggregated, the actual prices applicable to the aggregated transactions will be averaged, and the account will be deemed to have purchased or sold its proportionate share of the securities or instruments involved at the average price so obtained. We will direct that confirmations of any transactions effected for the account will be sent, in conformity with applicable law, to the Client.

Item 13 – Review of Accounts

- A** Comprehensive Wealth Management clients have an in-depth review of their personal financial situation and continual monitoring to assess opportunities. These clients are typically served by a team of advisors including PWM Principal, Janie C. Strasser. The accounts of both Comprehensive Wealth Management clients and Investment Advisory clients will be reviewed by Michael D. Strasser, Principal at least quarterly.
- B** More frequent reviews may be triggered by material changes in variables such as the client's individual circumstances, market, political or economic factors.
- C** PWM provides quarterly performance reports that breakdown positions, return, net worth and give a market update. Comprehensive Wealth Management and Investment Advisory clients also receive quarterly statements and transaction confirmations from our broker dealer.

Investment advisory clients receive standard account statements from the custodian of their accounts on a monthly or quarterly basis. PWM may also provide clients with periodic written reports summarizing the account activity and performance.

Item 14 – *Client* Referrals and Other Compensation

As disclosed under Item 14, above, PWM may receive “soft dollars” from an unrelated third party custodian or broker-dealer. The conflicts of interest this type of arrangement presents and how we deal with these conflicts are described in detail under Section 12, above.

Item 15 – Custody

Generally speaking, with the exception of our ability to debit fees, we do not otherwise have custody of securities or assets in Client accounts.

We shall have no liability to the Client for any loss or other harm to any property in the account, including any harm to any property in the account resulting from the insolvency of the custodian or any acts of the agents or employees of the custodian and whether or not the full amount or such loss is covered by the Securities Investor Protection Corporation (“SIPC”) or any other insurance which may be carried by the custodian. The Client understands that SIPC provides only limited protection for the loss of property held by a custodian.

Clients receive standard account statements from the Qualified Custodian of their accounts on a monthly or quarterly basis. We also may provide Clients with written reports summarizing account activity and performance. We urge all Clients to carefully review statements from the custodian and compare these to reports that we may provide to you. Our reports may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Michael Strasser, either directly or indirectly through his ownership in Ponderosa Capital, LLC (“Ponderosa Capital”), does have custody of Clients’ funds or securities due to his affiliation with the following pooled investments: Majestyk Capital II, LLC, Sasquatch Investments, LLC, Yeti Capital, LLC, Yeti Capital II, LLC and Yeti Capital III, LLC. Because he is deemed to have custody due to his affiliation with Ponderosa Capital, PWM is subject to certain surprise examination requirements relating to these LLCs. An independent public accountant conducts the surprise examination and creates a report. The accountant must file a Form ADV-E along with a copy of the surprise examination report within 120 days of the surprise examination. Once filed, the Form ADV-E and the report are available to the public on www.adviserinfo.sec.gov.

Item 16 – Investment Discretion

Generally, Clients grant us ongoing and continuous discretionary authority to execute investment recommendations in accordance with a Statement of Investment Policy (or similar document used to establish each Client's objectives and suitability), without the Client's prior approval of each specific transaction. Under this discretionary authority, Client allows us to purchase and sell securities and instruments in their account(s), arrange for delivery and payment in connection with the foregoing, select and retain sub-advisors, and act on their behalf in matters necessary or incidental to the handling of the account, including monitoring certain assets.

We make it a practice to question Clients to determine if there are any limitations to this authority.

Item 17 – Voting *Client* Securities

- A** We do not vote proxies on behalf of Clients. Additionally, we do not provide advice to Clients on how the Client should vote.
- B** Clients will receive proxies and other solicitations directly from their custodian or transfer agent. If any proxy materials are received on behalf of a Client, they will be sent directly to the Client or a designated representative of the Client, who is responsible to vote the proxy.

Item 18 – Financial Information

- A** We do not require advisory fees to be paid in advance. Under no circumstances would we solicit or require the prepayment of fees in an amount more than \$1200, more than six months in advance from any Client.
- B** We do have discretionary authority over Client funds or securities, but we have no financial commitments that impair our ability to meet contractual and fiduciary commitments to Clients.
- C** Neither PWM, nor any of its principals, have been the subject of a bankruptcy petition at any time in the past.