



Charter Oak Capital Management, LLC

Offices in
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October 26, 2018

This Brochure serves as a replacement to Part II of Form ADV Uniform Application for Investment Adviser Registration, which provides information about the qualifications and business practices of Charter Oak Capital Management and its business for the use of clients and prospective clients.

If you have any questions about the contents of this Brochure, please contact us at (800) 646-5720 or general@charteroakcm.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.

Charter Oak Capital Management is a Registered Investment Adviser Firm. 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 about which you determine to hire or retain an Adviser.

Additional information about Charter Oak is also available on the SEC's website at www.adviserinfo.sec.gov.

Item 2 – Material Changes

On July 28, 2010, the United State Securities and Exchange Commission published “Amendments to Form ADV” which amends the disclosure document that we provide to clients as required by SEC Rules. Since our last annual amendment filing on March 31, 2018 the following changes have been made to our Form ADV Part 2A:

- Item 13 has been amended to remove Robert Vail.

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.

Currently, our Brochure may be requested by contacting Jeffrey S. Troiano, Chief Compliance Officer at (800) 646-5720 or jeffrey@charteroakcm.com.

Additional information about Charter Oak Capital Management is also available via the SEC’s web site www.adviserinfo.sec.gov. The SEC’s web site also provides information about any persons affiliated with Charter Oak Capital Management who are registered, or are required to be registered, as investment adviser representatives of Charter Oak Capital Management.

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Item 4 & 5 – Advisory Business, Fees and Compensation

Advisory Services and Fees

Charter Oak Capital Management, LLC (hereinafter “Charter Oak”), managed since 2002 is formed under the laws of Delaware. Charter Oak is registered with the Securities and Exchange Commission, and the States of Maine and New Hampshire as an investment adviser where physical offices exist. Charter Oak is a fee-only investment management and financial planning firm. The firm does not sell securities on a commission basis. However, there may be some associated persons who are in other fields and receive commissions as compensation. The firm is not affiliated with entities that sell financial products or securities. Charter Oak’s primary services are managing investment portfolios on behalf of clients who grant Charter Oak discretionary investment authority, providing comprehensive financial planning services for clients, including furnishing advice to clients on matters not involving securities. Individuals who offer investment advisory services are known as Investment Adviser Representatives (IARs). These individuals are appropriately licensed, qualified and authorized to provide advisory services on Charter Oak’s behalf. Some persons associated with Charter Oak are also registered representatives of Purshe Kaplan Sterling Investments (“PKS”) a licensed full-service securities broker/dealer. Purshe Kaplan Sterling is a member of the Financial Industry Regulatory Authority (FINRA).

Portfolio Management Services

Charter Oak provides discretionary portfolio management services on a continuous basis where the investment advice is based on the individual needs of the particular client as set forth in the client’s Investment Policy Statement (“IPS”) or other guiding investment principals. Charter Oak performs various functions without further approval from the client. Such functions include assessment of the clients’ goals and risk tolerance, preparation of an investment plan based on the client goals and constraints, execution of trades in accordance with the investment plan. Once the portfolio is constructed, Charter Oak provides continuous supervision and re-optimization of the portfolio as changes in market conditions and client circumstances may require. In addition, Charter Oak provides quarterly reporting of portfolio positions and performance, and a review with the client their portfolio and reassessment of goals and risk tolerance. In limited circumstances, Charter Oak may enter into non-discretionary arrangements with its clients where Charter Oak obtains client approval prior to the execution of a trade. Generally, the Account assets shall be held by Fidelity or Schwab as custodian (the “Custodian”), pursuant to a separate agreement between the Custodian and the Client. In addition to the advisory fee, there may be transaction charges involved when purchasing or selling securities or annual maintenance fees that encompass transaction costs. A complete disclosure of all fees charged to clients will be provided in a supplemental disclosure document provided with the account opening documents. A written confirmation of each transaction including all transaction charges will be sent to the client immediately following execution either by mail or electronically, unless the client has given written approval not to receive such notification. The Custodian will also provide to client, at least quarterly, a written or electronic statement showing beginning and ending portfolio values as well as all advisory fees, and any

and all monthly fees deducted from the Account. The custodian will provide such statements to both the client and the Advisor. The annual fee for portfolio management services is assessed quarterly in advance based on the value of the assets under management on the last day of the quarter, or based on flat fee, which is prorated in the event the portfolio management agreement is executed at any time other than the first day of a billing period. Fees based on portfolio values are also prorated for withdrawals and additions over each quarter. In addition, Adviser may also reduce or waive management fees for its personnel, household members of the Adviser's personnel, and the family or friends of the Adviser's personnel. Generally, Charter Oak requires a minimum quarterly fee of \$375. On an annualized basis, Charter Oak's fee for portfolio management is subject to negotiation, not to exceed 1.50% of assets under management.

Fee Schedule per Relationship
(Minimum Fee is \$375 per quarter)

Assets under Management	Fee
First 250,000	1.50%
\$250,000 to \$500,000	1.35%
\$500,000 to \$1,000,000	1.00%
\$1,000,000 to \$1,500,000	0.85%
\$1,500,000 to \$2,500,000	0.70%
\$2,500,000 to \$5,000,000	0.55%
\$5,000,000 TO \$7,000,000	0.50%
\$7,000,000 AND UP	0.40%

The fees charged 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 (SEC Rule 205(a)(1)).

Charter Oak will either invoice the client directly for management fees or payment will be made by the qualified custodian holding the client's funds and securities provided the client provides written authorization permitting the fees to be paid directly from their account. Charter Oak will not have access to client funds for payment of fees without client consent in writing. Either party, upon written notice to the other, may terminate the management agreement. The management fee will be pro-rated for the quarter in which the cancellation notice was given and any unearned fees will be returned.

Fees are subject to change upon the Adviser giving the Client thirty days written notice. The Client has the option of accepting the new fee schedule or terminating this Agreement pursuant to the termination provisions set forth in their Investment Advisory Agreement.

Generally, Charter Oak's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment and other third parties such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and

securities transactions. Advice offered by Charter Oak may involve investment in mutual funds or Exchange Traded Funds. Clients are hereby advised that all fees paid to Charter Oak for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds or Exchange Traded Funds (described in each Mutual Fund's prospectus) to their shareholders. These fees will generally include a management fee and other fund expenses. Further, there may be transaction charges involved with purchasing or selling of securities. Charter Oak does not share in any portion of the brokerage fees/transaction charges imposed by the custodian holding the client funds or securities. The client should review all fees charged by mutual funds, Charter Oak, and others to fully understand the total amount of fees to be paid by the client. Such charges, fees and commissions are exclusive of and in addition to Charter Oak's fee, and Charter Oak shall not receive any portion of these fees and costs.

Charter Oak does not represent warranty or imply that the services or methods of analysis employed by the firm can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines.

Selection of Other Advisers

Charter Oak may recommend and refer clients to unaffiliated money managers or investment advisers through Managed Account programs sponsored by a third-party provider. In these arrangements, the client will then enter into a program and investment advisory agreement with the program sponsor and sub-advisors. Charter Oak will assist and advise the client in establishing investment objectives for the sub-advisors and continue to provide oversight of the client account and ongoing monitoring of the activities of the sub-advisors. The sub-advisors will develop an investment strategy to meet those objectives by identifying appropriate investments and monitoring such investments. In consideration for such services, the program sponsor will charge a program fee that includes the investment advisory fee of the sub-advisors, and may also include the administration of the program, trading, clearing, and settlement costs. Some program sponsors will bill their fees independently of Charter Oak's management fees according to the fee schedule outlined in the sponsor's applications. Other program sponsors will add Charter Oak's investment advisory fee (described above) and will deduct the overall fee from the client account quarterly, either in advance or arrears, depending upon the program sponsor, and based on the market value of portfolio assets under management in the Account. The program sponsors asset-based program fee may be tiered and varies depending on the size of the account. Typical sub-advisor fees range from 1.00% per annum for the first \$2 million to 0.75% for larger investable amounts. Fees are often negotiable. Upon termination, any fees paid in advance will be prorated to the date of termination and any excess will be refunded to the client.

Some program sponsors may have a minimum account size of \$250,000 and may be negotiable at the discretion of the unaffiliated money manager or investment adviser.

The client, prior to entering into an agreement with a third party money manager selected by Charter Oak, will be provided with that manager's Brochure. In addition, Charter Oak and its client will agree in writing that the client's account will be managed by that selected third party money manager on a discretionary basis.

Retirement Plan Consulting Services

Charter Oak provides consulting services to individual participants of Retirement plans, and other qualified plans. In general, these services will consist of asset allocation advice, investment monitoring, or on-going management services. The annual fee for these consulting services is billed quarterly in advance based upon the market value of the assets on the beginning of the first day of the quarter. On an annualized basis, Charter Oak's fee is subject to negotiation, not to exceed 1.50% of assets under management. Fees will be assessed pro rata in the event the agreement is executed at any time other than the first day of a billing period. Charter Oak will provide consulting services to the plan participants as described above. Typically, the named plan fiduciary must make the ultimate decision as to retaining the services of such investment advisers as Charter Oak recommends. Either party may terminate the agreement by providing written notice to the other party. In the event there are any prepaid unearned fees, Charter Oak will promptly refund a pro rata share to the client.

Charter Oak does not have custody of any client funds or securities, as the services of an independent custodian will be used for these asset management services. Except, as relates to Charter Oak's contractual ability to authorize the deduction of investment management fees from certain accounts, or by virtue of certain authorizations that allow Charter Oak to facilitate the movement of funds on behalf of clients.

Financial Planning and Consulting Services

Charter Oak also provides financial planning and consulting services, which typically involves providing advice to clients on matters such as cash flow & budgeting, retirement goal setting, insurance and risk management needs analysis, wealth transfer strategies, and tax and estate planning. Charter Oak may also provide investment-related consulting services to clients that may include, but are not limited to, advice on existing or potential investment products, account re-balancing, education funding, and/or asset allocation. As part of the services provided, various life, health, and disability insurance policies may be reviewed and offered. The client understands that a commission may be paid to the IAR, in their capacity as a licensed insurance agent, in the event the advisory client has cause to purchase or exchange any policy. The fee for such services would be provided as part of either a mutually agreed upon flat-fee from \$1,000 up to \$7,500 or billed on Charter Oak's hourly rate of \$375. When the scope of the financial planning or consulting services has been agreed upon, a determination will be made as to the applicable fee. The final fee, subject to negotiation, is directly dependent upon the facts and circumstances of the client's financial situation and the complexity of the financial plan or service(s) requested. One half of the fee is due and payable in advance with the balance due on completion of the contracted services. *In limited circumstances*, the cost/time could potentially exceed the initial estimate. In such cases, Charter Oak will notify the client and may request that the client pay an additional fee. Either party may terminate the financial planning agreement by providing written notice to the other party. In the event there are any prepaid unearned fees, Charter Oak will return a pro rata share to the client.

Seminars

Seminars may be presented for the general public from time-to-time normally at no charge. There are, however, certain instances where a fee may be charged for admission; such fee will not exceed \$500 per person. Under such arrangements, the fee would be payable at the entrance and is non-refundable.

Amount of Assets upon Which Investment Advice is Provided. As of December 31, 2017 Charter Oak provides advice on approximately \$452,590,922 of discretionary assets under management and \$101,920,643 non-discretionary assets under management for total of approximately 1,053 family households. Family households may consist of more than one client (i.e., client and spouse, plus one or more adult or minor children, trusts, and defined benefit plans for which the client serves as a sponsor). Of these family households, approximately half contain a “high net worth” client (i.e., generally, more than \$1 million of assets under advisement or net worth exceeding \$2.1 million (not including the primary residence)). These statistics do not include assets upon which advice is given for Charter Oak associated persons and their immediate families.

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

Charter Oak Capital Management does not charge any performance-based fees (fees based on a share of capital gains on or capital appreciation of the assets of a client). All fees are disclosed above.

Item 7 – Types of Clients

Charter Oak provides portfolio management services to individuals, high net worth individuals, pension and profit-sharing plans, corporations or other business, trusts, estates, and charitable organizations.

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

“Investing in securities involves risk of loss that clients should be prepared to bear.”

Charter Oak Capital Management employs charting, fundamental, technical analysis and analysis of economic, market, industry, firm, and product cycles and trends to evaluate investments and manage portfolios.

Fundamental analysis of businesses involves analyzing its financial statements and health, its management and competitive advantages and its competitors and markets. Fundamental analysis is performed on historical and present data but with the goal of making financial forecasts. There are several possible objectives; to conduct a company stock valuation and predict its probable price evolution; to make a projection on its business performance; to evaluate its management and make internal business decisions and to calculate its credit risk.

Technical analysis is a method of evaluating securities by relying on the assumption that market data, such as charts of price, volume and open interest can help predict future (usually short-term) market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall.

Typical sources of information include 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, financial news and quotation services, financial data providers, and analyst research reports.

Charter Oak continually adapts its investment strategies to market conditions and individual client needs. The investment strategies used to implement any investment advice given to clients include long term purchases (securities held at least a year), short term purchases (securities sold within a year), and trading (securities sold within 30 days). Charter Oak does not make short sales or engage in margin transactions for client except in special circumstances and at a client's specific request. It occasionally executes option transactions at the request of client's, but does not employ options or other derivatives in accounts over which it has discretionary investment authority.

All investment programs have certain risks that are borne by the investor. Our Investment approach keeps the risk of loss in mind. Certain market risks may include but not limited to: competition, market volatility, accuracy of public information, volatility of currency prices, loss of principal risk, interest-rate risk, and inflation risks. Depending on the nature of the investment management service selected by a client and the securities used to implement the investment strategy, clients will be exposed to risks that are specific to the securities in their particular investment portfolio. In addition, regulatory risks may include but are not limited to: strategy restrictions, trading limitations, tax risks and conflicts of interest.

Item 9 – Disciplinary Information

Investment Adviser Representatives are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation and integrity of Charter Oak Capital Management. Jeffrey Troiano had one occurrence of a customer complaint involving a variable annuity which was settled on August 12, 2010.

No other Investment Adviser Representatives of Charter Oak Capital Management have a history of disciplinary action.

Item 10 – Other Financial Industry Activities & Financial Affiliations

Some associated persons are registered securities representatives of Purshe Kaplan Sterling Investments ("PKS") a registered broker-dealer, member of the Financial Industry Regulatory Authority ("FINRA"). In these capacities associated persons of the Adviser may recommend securities, insurance, advisory or other products, and receive normal securities transactions

commissions if products are purchased through Purshe Kaplan Sterling Investments. Thus, a conflict of interest exists between the interests of the associated persons and those of the advisory clients. These associated persons will address this conflict of interest by disclosing to his/her clients prior to initiating any transactional related business that by utilizing these services in this capacity client will incur additional expenses. These expenses are explained to the client in advance of offering these services.

In addition, some associated persons are also licensed and registered as an insurance agent to sell life and long-term care insurance for various insurance companies. Therefore, these associated persons will be able to purchase insurance products for any client in need of such services and will receive separate, yet typical compensation in the form of commissions for the purchase of insurance products. This creates a conflict of interest. A conflict of interest exists because of the receipt of additional compensation to the associated person. To mitigate this conflict, all fees associated with the purchase of an insurance product will be disclosed to clients prior to initiating the transaction. Clients are not obligated to use Charter Oak Capital Management, LLC or these associated persons for insurance products services. However, in such instances, there is no advisory fee associated with these insurance products.

Clients are under no obligation to implement any recommendations that any of the associated persons may make in their capacity as a registered representative of a broker-dealer or licensed insurance agent. In addition, associated persons are also insurance agents/brokers of various insurance companies.

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

Charter Oak has adopted a Code of Ethics for all supervised persons of the firm describing its high standard of business conduct, and fiduciary duty to its clients. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, restrictions on the acceptance of significant gifts and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons at Charter Oak must acknowledge the terms of the Code of Ethics annually, or as amended.

Charter Oak's clients or prospective clients may request a copy of the firm's Code of Ethics by contacting Jeffrey Troiano.

Charter Oak anticipates that, in appropriate circumstances, consistent with clients' investment objectives, it will cause accounts over which Charter Oak has management authority to effect, and will recommend to investment advisory clients or prospective clients, the purchase or sale of securities in which Charter Oak, its affiliates and/or clients, directly or indirectly, have a position of interest. Charter Oak's employees and persons associated with Charter Oak are required to follow Charter Oak's Code of Ethics. Subject to satisfying this policy and applicable laws, officers, directors and employees of Charter Oak and its affiliates may trade for their own accounts in securities which are recommended to and/or purchased for Charter Oak's clients. The

Code of Ethics is designed to assure that the personal securities transactions, activities and interests of the employees of Charter Oak will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts. Under the Code certain classes of securities have been designated as exempt transactions, based upon a determination that these would materially not interfere with the best interest of Charter Oak's clients. In addition, the Code requires pre-clearance of many transactions, and restricts trading in close proximity to client trading activity. Nonetheless, because the Code of Ethics in some circumstances would permit employees to invest in the same securities as clients, there is a possibility that employees might benefit from market activity by a client in a security held by an employee. Employee trading is continually monitored under the Code of Ethics, and to reasonably prevent conflicts of interest between Charter Oak and its clients.

Item 12 – Brokerage Practices

The Custodian and Brokers We Use

Charter Oak ("we/our") does not maintain custody of your assets that we manage (although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account, or by virtue of certain authorizations that allow Charter Oak to facilitate the movement of funds on behalf of clients (*see Item 15 Custody, below*). Your assets must be maintained in an account at a "qualified custodian," generally a broker-dealer or bank. We recommend that our clients use Charles Schwab & Co., Inc. (Schwab) or Fidelity Investments (Fidelity), a FINRA-registered broker-dealer, member SIPC, as the qualified custodian. We are independently owned and operated and not affiliated with Schwab or Fidelity. Schwab or Fidelity will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab or Fidelity as custodian/broker, you will decide whether to do so and open your account with Schwab or Fidelity by entering into an account agreement directly with them. We will aid in opening your account but you open your account on your own accord. Even though your account is maintained at Schwab or Fidelity, we can still use other brokers to execute trades for your account, as described in the next paragraph.

How We Select Brokers/Custodians to Recommend

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

- combination of transaction execution services along with asset custody services (generally without a separate fee for custody)
- capability to execute, clear and settle trades (buy and sell securities for your account)
- capabilities to facilitate transfers and payments to and from accounts (wire transfers, check requests, bill payment, etc.)
- breadth of investment products made available (stocks, bonds, mutual funds, exchange traded funds (ETFs), etc.)
- availability of investment research and tools that assist us in making investment decisions

- quality of services
- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them
- reputation, financial strength and stability of the provider
- their prior service to us and our other clients
- availability of other products and services that benefit us, as discussed below (*see “Products and Services Available to Us from Schwab”*)

Your Custody and Brokerage Costs

For our clients’ accounts it maintains, Schwab and Fidelity generally do not charge you separately for custody services but is compensated by charging you commissions or other fees on trades that it executes or that settle into your Schwab or Fidelity account. Schwab’s commission rates and asset based fees applicable to our client accounts were negotiated based on our commitment to maintain \$50 million dollars of our clients’ assets statement equity in accounts at Schwab. This commitment benefits you because the overall commission rates and asset based fees you pay are lower than they would be if we had not made the commitment. In addition to commissions or asset-based fees Schwab and Fidelity charge you a flat dollar amount as a “prime broker” or “trade away” fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your Schwab or Fidelity account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have Schwab and Fidelity execute most trades for your account.

Products and Services Available to Us from Schwab

Schwab Advisor Services (formerly called Schwab Institutional) is Schwab’s business serving independent investment advisory firms like us. They provide us and our clients with access to its institutional brokerage – trading, custody, reporting and related services – many of which are not typically available to Schwab retail customers. Schwab also makes available various support services. Some of those services help us manage or administer our clients’ accounts while others help us manage and grow our business. Schwab’s support services are generally not available on an unsolicited basis (we don’t have to request them) and at no charge to us as long as we keep a total of at least \$10 million of our clients’ assets in accounts at Schwab. If we have less than \$10 million in client assets at Schwab, it may charge us quarterly service fees of \$1,250. Here is a more detailed description of Schwab’s support services:

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

Services that May Not Directly Benefit You. Schwab also makes available to us other products and services that benefit us but may not directly benefit you or your account. These products and services assist us in managing and administering our clients' accounts. They include investment research, both Schwab's own and that of third parties. We may use this research to service all or some substantial number of our clients' accounts, including accounts not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

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

Services that Generally Benefit Only Us. Schwab also offers other services intended to help us manage and further develop our business enterprise. These services include:

- educational conferences and events
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

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

Our Interest in Schwab's Services

The availability of these services from Schwab benefits us because we do not have to produce or purchase them. We don't have to pay for Schwab's services so long as we keep a total of at least \$10 million of client assets in accounts at Schwab. Beyond that, these services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$10 million minimum may give us an incentive to recommend that you maintain your account with Schwab based on our interest in receiving Schwab's services that benefit our business rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab as custodian and broker is in the best interests of our clients. It is primarily supported by the scope, quality and price of Schwab's services (based on the factors discussed above –see *"How We Select Brokers/Custodians to Recommend"*) and not Schwab's services that benefit only us.

Investment Adviser Representatives of Charter Oak may also recommend Purshe Kaplan Sterling Investments to advisory clients in need of brokerage and custodial services. Charter Oak

believes that this firm provides a full range of investment and other financial services at rates that are generally no higher than comparable services in the financial services community. Clients may execute transactions through associated persons of Charter Oak as registered representatives of Purshe Kaplan Sterling. However, clients may utilize the broker/dealer of their choice and have no obligation to purchase or sell securities through Charter Oak or such broker or Custodian as Charter Oak recommends.

Research and Other Soft Dollar Benefits

Charter Oak may receive proprietary research services or other products as a result of recommending Schwab, Fidelity or other broker/dealers which may result in the client paying higher commissions than those obtainable through other brokers. If Charter Oak does receive such products or services, it will follow procedures which ensure compliance with Section 28(e) of the Securities Exchange Act of 1934 or applicable state securities rules.

The firm seeks to obtain the most favorable net results for clients' price, execution quality, services and commissions. Although the firm seeks competitive commission rates, it may pay commissions on behalf of clients which may be higher than those available from other brokers in order to receive other services. The firm may enter into such transactions so long as it determines in good faith that the amount of commission paid was reasonable in relation to the value of the brokerage and research services provided by the broker. The services that may be considered in this determination of reasonableness may include (1) advice, either directly or through publications or writing, as to the value of securities, the advisability of investing in, purchasing or selling securities, and the availability of securities or purchasers or sellers of securities; (2) analysis and reports concerning issuers, industries, securities, economic factors and trends, portfolio strategy, and the performance of accounts; or (3) effecting securities transactions and performing functions incidental thereto. Such research furnished by broker-dealers may be used to service any or all of Charter Oak's clients and may be used in connection with accounts other than those that pay commissions to the broker/dealers providing the research. In particular, third-party research provided by broker/dealers may be used to benefit all of the firm's clients. This creates a conflict of interest in that the firm has an incentive to select or recommend a broker/dealer based on its interest in receiving the research or other products or services, rather than on the clients' interest in receiving most favorable execution.

Brokerage for Client Referrals

Charter Oak does not receive client referrals from any broker/dealer or third party as a result of the firm selecting or recommending that broker/dealer to clients.

Directed Brokerage

Some clients may instruct Charter Oak to use one or more particular brokers for the transactions in their accounts. Clients who may want to direct the Firm to use a particular broker should understand that this may prevent Charter Oak from aggregating trades with other clients and from effectively negotiating brokerage compensation on their behalf. This arrangement may also prevent Charter Oak from obtaining the most favorable net price and execution. Thus, when directing brokerage business, clients should consider whether the commission expenses and execution, clearance and settlement capabilities that they will obtain through their broker are

adequately favorable in comparison to those that Charter Oak would otherwise obtain for its clients.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. Charter Oak urges you to carefully review such statements and compare such official custodial records to the account statements that we may provide to you. Our statements may vary from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

Charter Oak has the ability to aggregate client trades with both Schwab and Fidelity, however, the firm's practice is to analyze and trade client accounts individually therefore there is no opportunity to initiate trades for multiple accounts at the same time. The practice of aggregation is not applicable.

Generally, Charter Oak restricts account/households to a \$250,000 minimum of managed assets and a minimum annual fee of \$1,500 or \$375 quarterly, however Charter Oak reserves the right to accept relationships at lower levels if Charter Oak deems appropriate.

Item 13 – Review of Accounts

Each investment account is generally reviewed at least quarterly. Accounts are reviewed for consistency with the investment strategy and performance. Reviews may be triggered by changes in an account holder's personal, tax or financial status. Macroeconomic and company specific events may also trigger reviews.

Reviews are performed by Jeffrey Troiano, Eugene Akerberg, Todd Cesca, Karen Zaramba, Lena Wyand, Samuel Reid, Sarah Serling, Emma Church, and Katy Carr. There currently is no limit on the number of accounts that can be reviewed by the associate.

Clients with accounts managed by Charter Oak Capital Management and custody at firms for which Charter Oak has a relationship normally receive brokerage statements monthly, but no less than quarterly either by mail or electronically. Charter Oak Capital Management sends quarterly performance reports and bills to clients within 30 days of the close of a calendar quarter.

Item 14 – Client Referrals and Other Compensation

Charter Oak receives an economic benefit from Schwab in the form of the support products and services it makes available to us and other independent investment advisors that have their clients maintain accounts at Schwab. These products and services, how they benefit us, and the related conflicts of interest are described above (*see Item 12 – Brokerage Practices*). The availability to us of Schwab's products and services is not based on us giving particular investment advice, such as buying particular securities for our clients.

Investment Adviser Representatives may sell insurance products, or other investment related products, including, but not limited to, life, health, long term care, mutual funds, and variable annuity products, and will receive additional compensation, in the form of commissions, on the sale of such products. IARs may also receive 12b-1 distribution fees from investment companies (mutual funds) in connection with the placement of clients' funds into investment companies in their capacity as registered representatives of Purshe Kaplan Sterling Investments.

Charter Oak does not have any arrangement for receiving compensation for client referrals.

Item 15 – Custody

Under government regulations, we are deemed to have custody of your assets if you authorize us to instruct Schwab, Fidelity or any other custodian to deduct our advisory fees directly from your account; and, by virtue of certain authorizations that allow Charter Oak to facilitate the movement of funds on behalf of clients. Schwab, Fidelity, and other custodians utilized by Charter Oak maintain actual custody of your assets. You will receive account statements directly from Schwab, Fidelity, or the custodian that holds and maintains your investment assets, at least quarterly. They will be sent to the email or postal mailing address you provided to the custodian. You should carefully review those statements promptly when you receive them. We also urge you to compare your account statements to the periodic account statements/portfolio reports you will receive from us.

Item 16 – Investment Discretion

Charter Oak usually receives discretionary authority from the client at the outset of an advisory relationship to select the identity and amount of securities to be bought or sold. In all cases, however, such discretion is to be exercised in a manner consistent with the stated investment objectives for the particular client account.

When selecting securities and determining amounts, Charter Oak observes the investment policies, limitations and restrictions of the clients for which it advises. For registered investment companies, Charter Oak's authority to trade securities may also be limited by certain federal securities and tax laws that require diversification of investments and favor the holding of investments once made. Investment guidelines and restrictions must be provided to Charter Oak in writing.

Item 17 – Voting *Client* Securities

Charter Oak, with written client permission, will vote proxies and will take any action or render any advice with respect to voting of proxies solicited by or with respect to the issuers of securities in which assets of the Client may be invested. In addition, Charter Oak will not take any action or render any advice with respect to any securities held by the Client which are named in or subject to class action lawsuits. Charter Oak will however, forward to Client any information received by Charter Oak regarding class action legal matters involving any security held by the Client.

Charter Oak's proxy voting guidelines include the following:

- In the absence of specific voting guidelines from the client, Charter Oak will vote proxies in the best interests of each particular client. Charter Oak's policy is to vote all proxies from a specific issuer the same way for each client absent qualifying restrictions from a client. Clients are permitted to place reasonable restrictions on Charter Oak's voting authority in the same manner that they may place such restrictions on the actual selection of account securities.
- Charter Oak will generally vote in favor of routine corporate housekeeping proposals such as the election of directors and selection of auditors absent conflicts of interest raised by an auditor's non-audit services.
- Charter Oak will generally vote against proposals that cause board members to become entrenched or cause unequal voting rights.
- In reviewing proposals, Charter Oak will further consider the opinion of management and the effect on management, and the effect on shareholder value and the issuer's business practices.

Without written Client permission, Charter Oak will not be required to take any action or render any advice with respect to voting of proxies solicited by, or with respect to, the issuers of securities in which client assets may be invested. Although Charter Oak may, on rare occasions and only at the client's request, offer clients advice regarding corporate actions and the exercise of proxy voting rights.

Clients may request information regarding how Charter Oak voted a client's proxies and/or Clients may request a copy of the firm's proxy policies and procedures by contacting us at (800) 646-5720.

Item 18 – Financial Information

Registered investment advisors are required in this Item to provide you with certain financial information or disclosures about Charter Oak Capital Management's financial condition. Charter Oak Capital Management has no financial commitment that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.