

FIRM BROCHURE

SCHULTZ & ASSOCIATES, INC.
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This brochure provides information about the qualifications and business practices of Schultz & Associates, Inc. If you have any questions about the contents of this brochure, please contact us at 541-482-5170. 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.

Additional information about Schultz & Associates, Inc. is also available on the SEC's website at www.adviserinfo.sec.gov.

Note: This is the first update to our original brochure dated March 15, 2011.

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ADVISORY BUSINESS: SCHULTZ & ASSOCIATES, INC. was incorporated in the State of Oregon on March 18th, 1981. The Corporation received its Investment Advisor Registration with the State of Oregon on October 1, 1982. Please Note that "state registration" does not imply a certain level of skill or training it is merely a requirement of the state. Richard W. Schultz is the sole shareholder of the corporation and acts as the corporation's President. Jerry Jacobson, a Medford, Oregon attorney who has been admitted to both the California and Oregon Bar Associations, acts as the corporate Treasurer. He has been a board member since 1996. The annual meeting of the Corporation is held on the third Saturday of April each year.

The business of **SCHULTZ & ASSOCIATES, INC.** is limited to the management of liquid assets. The company does not engage in comprehensive financial planning and/or non-investment consultation services (i.e., selling insurance, estate planning, etc.)

Richard W. Schultz is solely responsible for making investment decisions for clients of the corporation. Decisions are made based on personal research. Outside research reports to which Mr. Schultz may subscribe are not obligations to follow any single source of recommendation. No promises are ever made to a new or existing client that they might expect a certain return from the services provided. Also, no promises are ever made that a negative return will never be realized over the course of a year.

Support staff of **SCHULTZ & ASSOCIATES, INC.** has access to records of clients of the corporation; however, they are not allowed to share any information with anyone outside the organization without the specific approval from Richard W. Schultz. **S & A, INC. does not disclose any information about our clients or former clients except as required by law.**

The corporation has been located at 125 North 2nd Street, Ashland, Oregon, since January, 1985. Formal business hours are 9:00a.m to 4:00p.m. The corporation owns the building and rents two separate office spaces to two law offices.

At Schultz & Associates, Inc. we attempt to tailor our advisory services to the individual needs of our clients. Requests can be made to avoid certain types of specific securities. As of December 31, 2011 we had \$43,026,000 in our managed accounts.

FEES AND COMPENSATION: With the client's permission, management fees to **S & A, INC.** may be requested from client accounts in either a monthly or quarterly basis, but only after management services have been provided. The corporation presents a monthly account statement that summarizes the account valuations and the amount owed by the client for account management services. The formula for management services is based on the actual account valuation at the end of each month. This formula is: portfolio value divided by 12, multiplied by 1%. For accounts over \$1 million, the basic monthly 1% fee is \$833.33, plus any amount over the \$1,000,000 level carries a 0.5% fee. This formula and account fee arrangement is determined and sent to each client before CHARLES SCHWAB processes any management fee requests made by **S & A, INC.** Under some circumstances, management fees may be reduced for clients based on a negotiated amount and because of certain circumstances. Once established,

S & A, INC. will not and never has raised management fees from the initial agreed upon amount, even if the amount managed falls below initial balances. Clients are never obligated to stay with Schultz & Associates, Inc. over any period of time. Account management arrangements may be terminated at any time following written notice.

PERFORMANCE BASED FEES AND SIDE-BY-SIDE MANAGEMENT:

S & A, INC. does not receive any compensation directly or indirectly from CHARLES SCHWAB for recommending that clients use their services. Schultz & Associates, Inc. does utilize the Schwab website “Schwab Link” for compilation reports on client’s accounts along with investment positions held at Schwab.

CLIENTS: The business of **SCHULTZ & ASSOCIATES, INC.** is limited to the management of liquid assets. The company does not engage in comprehensive financial planning and/or non-investment consultation services (i.e., selling insurance, estate planning, etc.) The majority of Schultz & Associates, Inc.’s clients are individuals while approximately 10% or less are pension and or profit sharing plans for small businesses. The minimum account for **S & A, INC.** to work with a new client is \$500,000. However, under certain circumstances, such as a future receipt, etc., a working arrangement may be established with a lower minimum amount.

SCHULTZ & ASSOCIATES, INC. does not and will not provide investment management services to persons living abroad. One exception is if a current client is required to report to military duty and his or her work will cause them to be out of the country. Also, if any long term client (over one year) should move out of the country on a temporary basis, we will continue to manage their account. However, CHARLES SCHWAB & CO. may place some restrictions on investment purchases such as no mutual fund purchases for persons living outside the United States.

METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS:

Trading Practices and Execution: In general, trading practices, i.e., the buying and selling of bonds, mutual funds, equities, etc., at **SCHULTZ & ASSOCIATES, INC.** involve an approach that one might view as an “hourglass”. The determination of an appropriate investment based on our research, experience, risk/reward trade-offs, and so on, might be viewed as the Top of the hourglass. The actual decision to purchase or sell an investment is at the Center Funnel Point of the hourglass, while the appropriate allocation to specific client accounts, is the Bottom section of the hourglass.

Execution: As an example, our research would determine that a specific type of investment may be appropriate for clients. Consideration would then be given as to the percentage of portfolio allocation most appropriate for this type of investment. In addition, which type of client account appropriate for such an allocation would be determined. Our further research, gathered from a multitude of sources, would uncover what, in our opinion, would be the best investment vehicle for this allocation. If this vehicle is available as a no-load, no-transaction fee mutual fund, certain minimums must be established. For pension accounts, a \$1,000 minimum purchase is necessary. These are typical minimum initial purchases required within the Schwab Mutual Fund “Supermarket”. For

personal accounts, a \$2,500 minimum purchase may be necessary. Therefore, to achieve a 10% weighting in a personal account, the investor must have \$25,000 available in order to purchase the minimum of \$2,500. Similarly, a 10% allocation to a \$100,000 portfolio would of course, equal \$10,000. Because of a 3 – to 6 – month minimum holding period, to avoid an early withdrawal fee, such conditions must also be considered before establishing a specific allocation. Also, types of investments must be considered: municipal bond funds, for instance, will be most suited for personal accounts and not for pension accounts. Another issue is that if the fund carries a sliding scale transaction fee, we would have to determine whether these positions could justify such an expense. Again, such funds might carry, for example, a \$30 minimum charge to purchase (and sell) a fund. Internally, we would prefer a \$3,000 minimum investment to keep such transactions costs to no more than 1% of the actual investment. As well, when managing several different client accounts we would prefer to have only one allocation to one account to avoid duplication of transaction fees whenever possible.

When an equity position is to be established, such as a closed-end mutual fund, the same broad measures as described above apply. However, when purchasing an equity position we must establish limits, i.e., minimum numbers of shares to allocate to a given client position and maximum number of shares to equal a desired percentage allocation. Our current equity transaction fee with CHARLES SCHWAB is \$19.95 minimum when trading on the Internet with an additional \$.015 cents per share cost when the per client number of shares exceed 1,000. Clients who hold over \$1,000,000 in their combined accounts with Schwab are entitled to an even lower cost of \$9.95 per electronic trade regardless of the number of shares traded. Also, if clients elect to receive correspondence with CHARLES SCHWAB via e-mail, they may be eligible for the lower trading cost. Virtually all trading is performed via the Internet. CHARLES SCHWAB does charge higher fees if trades are placed directly with their trading desk. So, after the minimum amount appropriate to each account is established, a broader maximum number of shares that might be allocated to all individual accounts is established. Trades are then placed with certain targeted purchase prices. If all the shares are purchased at the desired price or prices, then the transfer point of the “hourglass” has been reached.

Allocation: Client accounts held with **SCHULTZ & ASSOCIATES, INC.** are basically designated with four broad categories: (1) 90%+ to Equity Allocations, (2) 50/50% allocation to Stocks/Bonds; (3) Blend, (based on the Investment Manager’s determination of a prudent allocation to stocks, short positions and bonds), and finally, (4) Conservative, where clients would prefer no equity or only up to 10% in equity. Further, with the Account Management Instructions, clients may place an emphasis on the types of investments within their portfolio. If personal and pension accounts are being managed, clients may prefer an equity allocation in one type of account, but not in the other. Also, equity types may be defined. As an example, investments in gold mutual funds are considered to be Aggressive Growth in nature, and therefore, allocations would only be made to those accounts with the proper designation. Clients may also set limits on the allocations within the category type. A directive such as: “no more than 10% of the portfolio is to be allocated to Aggressive Growth positions” would be an example. As mentioned, a client portfolio allocation model is

maintained. Client accounts are consolidated. In other words, **S & A, INC.** keeps track of the entire portfolio managed and a percentage to each position is established, based on the entire amount of the position, even if more than one account has that position. A top-down approach to portfolio management is followed; in other words, if a 10% allocation to foreign bond positions is designated, each percentage allocation to perhaps three or four such diverse funds could be assigned to make up the desired 10% total. Once again, the specific portfolio allocations are based on an hourglass approach. The appropriate investment type is determined; then, an appropriate allocation is determined based upon clients current circumstances, such as age, retirement, long- and short- term needs, and so on. Allocation priority is given to portfolio size. In addition, other investments outside of those managed by **S & A, INC.** may need to be taken into consideration in order to make the appropriate asset allocation. Of course, the *overriding* portfolio allocation is based on the clients' expressed wishes, and those delineated in the on-going account management instructions for each client.

Diversification will always remain the central issue regarding portfolio allocation. While our overall strategy involves finding what we believe to be reasonably valued investments, they must also fit within a client's overall investment picture. Regarding the large investment management picture, we do not follow a fixed percentage allocation. Changing economic conditions, change in valuations, finding "value" in equity positions – these all play a part in determining what general portfolio allocations are made. Specific portfolio allocation decisions are based on account management instructions, personal ramifications involving long- and short- term needs, and other investments owned outside of those managed by **SCHULTZ & ASSOCIATES, INC.**, and so forth.

Thus, to recap, the appropriate investment type has been selected, the appropriate vehicle has been selected, and finally, the appropriate client portfolios to which all these elements are matched, receive pre-determined percentages. As mentioned, **SCHULTZ & ASSOCIATES, INC.** keeps an approximate "investment type" allocation made to client accounts. This sheet includes a compilation of all of the client accounts, the only exceptions being in the case of separately maintained account allocations due to size or uniqueness. These listings represent an on-going documentation of the changes as investments are purchased and sold. Within this framework, it is easy for the manager to quickly review client holdings based on percentage allocation to a particular category or specific investment. It also provides the on-going tally of specific investments for clients. This allocation document, coupled with clients' specific investment management instructions, establishes the basis for determining "who-gets-what". For example, if we are comfortable with a 10% allocation to a "no-load", no transaction fee, balanced mutual fund (i.e., one that invests in both bonds and stocks) we would attempt to make the appropriate allocation to all clients except those whose portfolio instructions include a "conservative approach" to account management. Now, it must be understood that allocations are based on clients' short- or long- term needs and concerns, as each has defined to us. Most importantly, purchase of allocations can only be made if CASH is available in the individual account or if another position must be reduced to accommodate the new purchase. We do not use "leverage" when managing our client accounts. In other words, using "margin" i.e., borrowing

money to purchase an investment does not occur. We may however, on occasion, purchase closed-end mutual funds that do use margin while investing.

Finally comes the complicated portion of the allocation procedure. If an equity position is made; how are these shares allocated? Basically, all of the steps above are incorporated; this includes suitability of the investment, cash availability, transaction costs, etc. In general, we attempt to maximize the allocation while minimizing the fees our clients must pay. As we noted earlier, a minimum fee of \$19.95 per transaction is charged plus \$.015 for shares in excess of 1,000. Therefore, the most cost effective equity purchase per client is 1,000 shares because the fee will be the same whether 100 shares or 1,000 shares are traded. Using a combination of available resources (Cash), our allocation sheet, our minimum and maximum allocation to a client's portfolio total, we would start with 1,000 – share increments, and allocate the purchased shares accordingly. Within the CHARLES SCHWAB INSTITUTIONAL TRADING ACCOUNT we may place our trades either in specific client accounts or under our “master account”. The transaction itself may be reviewed on a separate screen that would indicate open and executed orders, and if trades are made under our master account, we may allocate them on a separate screen either upon final execution or if only a partial execution was established.

The selling-of-positions process is in effect, the reverse process of the buying-of-positions. An additional part of the equation is included: Tax ramifications for personal accounts are also considered. Individuals unique tax circumstances may come into play when making certain sell decisions. If an entire position is no longer desired due to either changing investment circumstances and/or economic and market conditions, that position is sold for all accounts within the time limits of the Internet Trading. Sometimes, only a portion of a position can be sold because of market conditions or failure for all the shares to reach our target “sell price”. When allocating only a portion of an entire position, our allocation worksheet is reviewed once again. In general the largest percentage allocation is the first to be reduced, preferably in blocks of 1,000 shares. Once again, certain individual client considerations are included in the determinations. For example, tax consequences, cash distribution needs, and of course, ways to minimize transaction costs, factor into this process. It makes sense to sell in multiples of 1,000-share block trades for one account, even on different days, but it only makes sense to make one total sell of a 596-share position, rather than several separate trades.

Personal Trades: It is important to note that two separate Master Accounts are maintained through CHARLES SCHWAB & CO. One Master Account is maintained for clients of **SCHULTZ & ASSOCIATES, INC.** Another separate account is maintained as the personal accounts of Mr. & Mrs. Richard W. Schultz and other employees of S & A, INC. While the Daily Log includes trades from both types of accounts, trades are never commingled, that is, a block purchase of equities implemented in a client master account would never include any Schultz and other employee trades. Clients are informed through the Account Management Instructions Agreement that **S & A, INC.**, its officers, employees or clients may also have a position in the same investments that have been made of their behalf. For any individual equity transaction, where the trade is made on the same day, and where the trade for

our client and our personal account may be considered accumulative or a like transaction, we maintain a strict progression. Positions for Richard and Mary Schultz and employees are the last to be bought, and the last to be sold. On a given day, for example, all client transactions are to be concluded before any personal transactions occur.

No promises are ever made to a new or existing client that they might expect a certain return from the services provided. Also, no promises are ever made that a negative return will never be realized over the course of a year.

A daily trading log is maintained for all on-line and telephone trades. Included in the log is the date the trade is placed and the time an order is received. Market markers may be included such as the net change in the Dow Jones Industrial Average and /or the yield on the 10-Year Treasury Note at the time the order is placed. When on-line equity trades are placed, we include bid price, ask price, the size of the positions, and trading volume before order was placed. After a trade has been placed, we mark the Time Order Received and then the change in the bid, ask, size and volume. Trades placed in accounts of Richard Schultz or employees are also included in the log. After the full trade has been executed - if the trade involves a mutual fund - , we include the time the trade was successfully received (uploaded). In addition, if a trade is cancelled, the time of the cancelled trade occurred is noted. Following the conclusion of trading or the end of the trading session, the purchased or sold positions are allocated to the appropriate accounts. Personal trades of Richard Schultz and employees are never included in this allocation process because a separate master account is used for such trades.

DISCIPLINARY INFORMATION: If a trade error should occur, attempts are made to correct the problem as soon as possible. If there are any costs necessary to correct a problem, they are the responsibility of Schultz & Associates, Inc. A Trade Error log is maintained.

From time to time **S & A, Inc.** may make an error in submitting a trade order on a client's behalf. When this occurs, we may place a correcting trade with the broker-dealer (Charles Schwab) which has custody of the account. If an investment gain results from the correcting trade, the gain will remain in the account unless the same error involved other client account(s) that should have received the gain. If the gain does not remain in the account, Charles Schwab will donate the amount of any gain above \$100 and over to charity. If a loss occurs greater than \$100, Schultz & Associates, Inc. will pay for the loss. Schwab will maintain the loss or gain if it is under \$100 to minimize and offset its administrative time and expense. Generally, if related trade errors result in both gains and losses in an account, they may be netted.

It is required that any legal or disciplinary events be disclosed to you in this section of our brochure. No such events have occurred.

OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS:

As mentioned, CHARLES SCHWAB is the Custodian of all client accounts managed by **SCHULTZ & ASSOCIATES, INC. S & A, INC.** does not pay for this service. **SCHULTZ & ASSOCIATES, INC.** does not have access to, nor does it get involved with Initial Public Offerings.

SCHULTZ & ASSOCIATES, INC. and its management persons are not registered or have pending registration or any affiliation with the following:

1. broker-dealer, municipal securities dealer, or government securities dealer or broker
2. investment company or other pooled investment vehicle (including a mutual fund, closed-end investment company, unit investment trust, private investment company or "hedge fund," and offshore fund)
3. other investment adviser or financial planner
4. futures commission merchant, commodity pool operator, or commodity trading advisor
5. banking or thrift institution
6. accountant or accounting firm
7. lawyer or law firm
8. insurance company or agency
9. pension consultant
10. real estate broker or dealer
11. sponsor or syndicator of limited partnerships.

CODE OF ETHICS: Simply stated, the code of ethics we adhere to at **SCHULTZ & ASSOCIATES, INC.** is that the client interests always come first. The central purpose of our business is to manage our clients' accounts in a prudent manner. It is not the purpose of our business to spend our time actively trading stocks and bonds for our personal benefit. We attempt to minimize transaction costs, while seeking investments that will not expose our clients to risk levels beyond their zone of comfort. We explain to new clients that our investment strategy, because of its conservative, value oriented approach, will not outpace a rapidly rising stock market (S & P 500 Index). We do not try to outperform a surging stock market. However, if the stock market is relatively flat or declining, then our clients should expect to outperform the S & P 500 Index over the course of a year. When making allocations and investment vehicle decisions, we try to consider the worst case scenario. We adhere to a philosophy of avoiding loss of money with our specific investments. That of course, is easy to say, but not as easy to implement. We recognize that a 20% position loss requires a 25% gain, to bring a position back to where it started. There are times in which we have to admit we have made a mistake; we take our losses, and have had to move forward.

All full- and part- time employees of **S & A INC.** must sign an Employment Responsibilities Form (Code of Ethics) that places the fiduciary responsibilities of our clients above all other activities.

A copy of the Code of Ethics, the Investment Policy Statement, and the SEC form ADV will be provided to any current or prospective client upon request.

The Chief Compliance Officer of Schultz & Associates, Inc. will review the code on an on-going basis and report annually (April) to the Schultz & Associates, Inc.'s Board of Director's on any violations, the adequacy of the code and the effectiveness of its implementation. Richard W. Schultz is currently designated as the corporation's Chief Compliance Officer.

BROKERAGE PRACTICES: “Soft-Dollar Arrangements”, in general, refers to “back office” arrangements whereby an institutional brokerage firm may provide products or services to investment advisors so they will utilize the services of a particular brokerage firm. Charles Schwab does provide Schultz & Associates, Inc. with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis at no charge to them as long as a total of at least \$10 million of the advisors clients’ assets is maintained in accounts at Schwab Institutional and is not otherwise contingent upon **S & A, INC.** committing to Schwab any specific amount of business (such as assets in custody or trading). Schwab’s services include brokerage custody, research and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require significantly higher minimum initial investment. Schwab also makes available to **S & A, INC.** other products and services that benefit **S & A, INC.**, but may not benefit its clients’ accounts. Some of these other products assist in managing and administering clients’ accounts. These include technology that provides access to client account data (such as trade confirmations and account statements); facilitate trade execution (including allocation of aggregated trade orders for multiple client accounts); provide research, pricing information and other market data; facilitate payment of fees from its clients accounts; and assist with back-office functions, recordkeeping and client reporting. Schwab Institutional also makes available to **S & A, INC.** other services intended to help manage and further develop our business enterprise. These services may include consulting, publications, conferences on practice management, information technology, business succession, regulatory compliance, marketing, etc. Schwab may also discount or waive fees it would otherwise charge for some of these services. While as a fiduciary, **S & A, INC.** endeavors to act in its clients’ best interests, and our recommendation that clients’ maintain their assets in accounts at Schwab may be based in part on the benefit to **S & A, INC.** of the availability of some of the above-mentioned products and services and not solely on the nature, cost or quality of brokerage services provided by Schwab, which may create a potential conflict of interest.

It should be noted that **S & A, INC.** began working with Schwab (1982) long before any of the above mentioned products or services were even offered by Schwab. The development of the Institutional Service Group at Schwab has allowed **S & A, INC.** to enhance our ability to provide high quality, reliable, and timely managed account services to our clients.

REVIEW OF ACCOUNTS: All client accounts are reviewed on an on-going basis. Each month we produce our own client statements that include information that is not included on the monthly Charles Schwab Statement such as Accrued Interest on specific Treasury Bond Holdings, Monthly Management Fees, specific date of Purchase of Securities and net change when appropriate.

CLIENT REFERRALS AND OTHER COMPENSATION: Schultz & Associates, Inc. does not pay any fees, directly or indirectly, to any third party for referring clients to the company.

CUSTODY: “Hard Copy” Records such as Gain/Loss Reports and copies of Schultz & Associates, Inc. monthly statements for current and former clients are held at 125 North 2nd St. Starting in 2006, Schwab provides current and historical monthly client statements via the company’s on-line functions. Copies of relevant files can be made when necessary. Confirmation notices are also available via the on-line function.

INVESTMENT DISCRETION: Account management instructions are provided at the set up of each new account. These instructions are guidelines used by Schultz & Associates, Inc. while managing accounts.

VOTING CLIENT SECURITIES: Proxy Voting is the responsibility of the client. Clients are free to discuss the merits of any votes with Schultz & Associates, Inc. Also, on occasion, certain suggestions for voting issues may be mentioned in Financial Focus.

FINANCIAL INFORMATION: With the client’s permission, management fees to **S & A, INC.** may be requested from client accounts in either a monthly or quarterly basis, but only after management services have been provided.

REQUIREMENTS FOR STATE REGISTERED ADVISORS: Richard W. Schultz is the sole principal executive officer of SCHULTZ & ASSOCIATES, INC.

Biography: Richard William Schultz, Principal Executive Officer of Schultz & Associates, Inc. attended Parma Senior High School in Parma, Ohio in 1963 and graduated in 1967. In 1969 Mr. Schultz attended Cleveland State University in Cleveland, Ohio graduating in 1972 with a Bachelor’s degree in Psychology. Approximately eight years later in 1980 he attended Southern Oregon State College in Ashland, Oregon where he received his Master’s Degree in Business Administration (1981).

Mr. Schultz came to Oregon in 1973 as a VISTA volunteer (Volunteer In Service To America) working in community service. He worked in legal research for the Organization of the Forgotten American in Klamath Falls, Oregon until April of 1975. In May of that year he became the Director of Hope-In-Crisis, a crisis intervention service, also located in Klamath Falls, Oregon until he moved on to become the Health Care Program Administrator for the Organization of the Forgotten American’s Community Clinic of Klamath Falls. After leaving in January of 1979 Mr. Schultz began working for Analysis Management and Planning, Inc. (AMPI) of Cambridge, Massachusetts doing fiscal management consulting work until November of 1979. It was in February of 1979 that Mr. Schultz first became a self-employed independent contractor in Management and Financial Consulting, starting his own company, Schultz & Associates, Inc. in March of 1981.

Examinations/Professional Designations:
Certified Financial Planner (June - 1983)
College for Financial Planning, Denver, Colorado

SECURITY & COMPLIANCE WITH THE GLBA AND OREGON IDENTITY

THEFT PROTECTION ACT: Electronic Storage: No client information other than name and address is kept electronically on any database that has internet access. Access to this computer requires a password. Access to our closed network also requires a password which is given only to employees.

Regular computer scans are run to ensure security.

We maintain a separate computer for storage of clients' confidential information. This computer is secured in a locked room with limited access. A back up of this computer remains in separate storage location in a locked space with limited access.

Physical Storage: Some physical storage is kept on site, such as paper documentation. These documents are kept secure in locked storage with limited access. An alarm system is also maintained during non-business hours for security.

Alerts & Notifications: In the event there is a breach and we feel that information has been or may have been accessed; we will contact you immediately via U.S. Mail to alert you of any such breach and give details of any information that may have been accessed as well as instruction on what you can do to protect yourself from unauthorized use of personal information.