

D’Orazio & Associates, Inc.

SEC File Number: 801 – 63706

ADV Part 2A, Firm Brochure

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This Brochure provides information about the qualifications and business practices of D’Orazio & Associates, Inc. (“D’Orazio & Associates”). If you have any questions about the contents of this Brochure, please contact us at (703) 269-3100 or jad@dorazioadvisors.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.

Additional information about D’Orazio & Associates is also available on the SEC’s website at www.adviserinfo.sec.gov.

References herein to D’Orazio & Associates as a “registered investment adviser” or any reference to being “registered” does not imply a certain level of skill or training.

Item 2 Material Changes

There have been no material changes to this ADV Part 2A, Firm Brochure since the March 8, 2016 Annual Amendment Filing.

ANY QUESTIONS: D’Orazio & Associates’ Chief Compliance Officer, Joseph A. D’Orazio, remains available to address any questions that a client or prospective client has about these changes or any other aspect of this Brochure.

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Item 4 Advisory Business

- A. D'Orazio & Associates is a corporation formed on June 7, 2004 in the Commonwealth of Virginia. D'Orazio & Associates became registered as an Investment Adviser Firm in December 2004. D'Orazio & Associates is principally owned by Joseph A. D'Orazio, D'Orazio & Associates' President and Chief Compliance Officer.
- B. As discussed below, D'Orazio & Associates offers to its clients (i.e. individuals, high net worth individuals, pension and profit sharing plans, trusts, estates, charitable organizations and business entities) with financial planning, investment and non-investment related consulting, and discretionary investment management services on either a combined or stand-alone basis.

INVESTMENT ADVISORY SERVICES

The client can determine to engage D'Orazio & Associates to provide discretionary investment advisory services on a *fee-only* or annual retainer fee basis. D'Orazio & Associates' annual investment advisory fee for *fee-only* based services is based upon a percentage (%) of the market value of the assets placed under D'Orazio & Associates' management.

Before D'Orazio & Associates provides investment advisory services, an investment adviser representative will ascertain each client's investment objectives. Thereafter, D'Orazio & Associates will allocate investment assets consistent with the designated investment objectives. Once allocated, D'Orazio & Associates provides ongoing monitoring and review of account performance and asset allocation as compared to client investment objectives and may rebalance the account on a discretionary basis.

For those clients that engage D'Orazio & Associates on an annual retainer basis, D'Orazio & Associates shall price its services based upon various objective and subjective factors. As a result, D'Orazio & Associates' clients could pay diverse fees based upon the market value of their assets, the overall complexity of the engagement, number of requested/anticipated meetings, and the level and scope of the overall financial planning and/or consulting services to be rendered. The amount of the annual fee is determined at the beginning of each engagement year and thereafter paid in four quarterly installments, in advance. The services to be provided by D'Orazio & Associates to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

Institutional Intelligent Portfolios™

When consistent with a client's investment objectives, D'Orazio & Associates may determine to provide portfolio management services through Institutional Intelligent Portfolios™, an automated, online investment management platform for use by independent investment advisors and sponsored by Schwab Wealth Investment Advisory, Inc. (the "Program" and "SWIA," respectively). Through the Program, D'Orazio & Associates offers clients a range of investment strategies it has constructed and manages each consisting of a portfolio of exchange traded funds ("ETFs") and a cash allocation. The client may instruct D'Orazio & Associates to exclude up to three ETFs from their portfolio. The client's portfolio is held in a brokerage account opened by the client at SWIA's affiliate, Charles Schwab & Co., Inc. ("CS&Co"). D'Orazio & Associates is

independent of and not owned by, affiliated with, or sponsored or supervised by SWIA, CS&Co or their affiliates (together, “Schwab”). The Program is described in the Schwab Wealth Investment Advisory, Inc. Institutional Intelligent Portfolios™ Disclosure Brochure (the “Program Disclosure Brochure”), which is delivered to clients by SWIA during the online enrollment process.

D’Orazio & Associates, and not Schwab, are the client’s investment advisor and primary point of contact with respect to the Program. D’Orazio & Associates is solely responsible, and Schwab is not responsible, for determining the appropriateness of the Program for the client, choosing a suitable investment strategy and portfolio for the client’s investment needs and goals, and managing that portfolio on an ongoing basis. SWIA’s role is limited to delivering the Program Disclosure Brochure to clients and administering the Program so that it operates as described in the Program Disclosure Brochure.

D’Orazio & Associates has contracted with SWIA to provide it with the technology platform and related trading and account management services for the Program. This platform enables D’Orazio & Associates to make the Program available to clients online and includes a system that automates certain key parts of D’Orazio & Associates’ investment process (the “System”). The System includes an online questionnaire that helps D’Orazio & Associates determine the client’s investment objectives and risk tolerance and select an appropriate investment strategy and portfolio. Clients should note that D’Orazio & Associates will recommend a portfolio via the System in response to the client’s answers to the online questionnaire. The client may then indicate an interest in a portfolio that is one level less or more conservative or aggressive than the recommended portfolio, but D’Orazio & Associates then makes the final decision and selects a portfolio based on all the information D’Orazio & Associates has about the client. The System also includes an automated investment engine through which D’Orazio & Associates manages the client’s portfolio on an ongoing basis through automatic rebalancing and tax-loss harvesting (if the client is eligible and elects). D’Orazio & Associates does not receive a portion of a wrap fee for its services to clients through the Program. Clients do not pay fees to SWIA in connection with the Program, but D’Orazio & Associates does charge clients a fee for its services as described below under Item 5 Fees and Compensation. D’Orazio & Associates’ fees are not set or supervised by Schwab. Clients do not pay brokerage commissions or any other fees to CS&Co as part of the Program. Schwab does receive other revenues in connection with the Program, as described in the Program Disclosure Brochure. D’Orazio & Associates does not pay SWIA fees for its services in the Program so long as D’Orazio & Associates maintains \$100 million in client assets in accounts at CS&Co that are not enrolled in the Program. If D’Orazio & Associates does not meet this condition, then D’Orazio & Associates must pay SWIA an annual fee of 0.10% of the value of D’Orazio & Associates’ clients’ assets in the Program.

Conflict of Interest: This fee arrangement presents a **conflict of interest**, as it provides an incentive for D’Orazio & Associates to recommend that clients with accounts not enrolled in the Program be maintained with CS&Co. Notwithstanding, D’Orazio & Associates may generally recommend to its clients that investment management accounts be maintained at CS&Co based on the considerations discussed in Item 12 below, which mitigates this conflict of interest. Please refer to Item 12 below with respect to this general recommendation. **D’Orazio & Associates’ Chief Compliance Officer, Joseph A. D’Orazio, remains available to address any questions that a client or prospective client may have regarding the above conflict of interest.**

The Program Disclosure Brochure includes a discussion of various risks associated with the Program, including the risks of investing in ETFs, as well as risks related to the underlying securities in which ETFs invest. In addition, the Program Disclosure Brochure also discusses market/systemic risks, asset allocation/strategy/diversification risks, investment strategy risks, trading/liquidity risks, and large investment risks.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

To the extent specifically requested by a client, D'Orazio & Associates can generally provide its clients with a broad range of financial planning or consulting services (including investment and non-investment related matters). Financial planning services may include the following: review of property and liability insurance; income tax planning; cash management; estate planning; planning for children's education; retirement planning; retirement plan distribution analysis; real estate investment analysis; charitable gifting techniques; planning for special needs (e.g., disabled child, elder care, Medicaid qualification, etc.); divorce counseling; advanced estate planning techniques; practice management; planning for special situations (e.g., a business opportunity, an investment opportunity, buy-sell agreement, employment agreement, etc.). D'Orazio & Associates will generally charge a fixed and/or hourly fee for these services.

Before engaging D'Orazio & Associates to provide planning or consulting services, clients are generally required to enter into a *Financial Planning and Consulting Agreement* with D'Orazio & Associates setting forth the terms and conditions of the engagement (including termination), describing the scope of the services to be provided, and the portion of the fee that is due from the client prior to D'Orazio & Associates commencing services. If requested by the client, D'Orazio & Associates may recommend the services of other professionals for implementation purposes. The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from D'Orazio & Associates. **Please Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional. **Please Also Note:** It remains the client's responsibility to promptly notify D'Orazio & Associates if there is ever any change in their financial situation or investment objectives for the purpose of reviewing/evaluating/revising D'Orazio & Associates' previous recommendations and/or services.

MISCELLANEOUS

Limitations of Non-Investment Consulting/Implementation Services. To the extent requested by the client, D'Orazio & Associates can generally provide consulting services regarding non-investment related matters, such as estate planning, tax planning, insurance, etc. **However,** neither D'Orazio & Associates, nor any of its representatives, serves as an attorney, accountant, or as a licensed insurance agent to any D'Orazio & Associates' clients, and no portion of D'Orazio & Associates' services should be construed as legal, accounting, or insurance brokerage services. Accordingly, D'Orazio & Associates does not prepare estate planning documents, tax returns or sell insurance products. To the extent requested by a client, D'Orazio & Associates may recommend the services of other professionals for certain non-investment implementation purposes (i.e., attorneys, accountants, insurance, etc.). The client is under no obligation to engage the services of any such recommended professional. The client retains absolute discretion over all such implementation decisions and is free to accept or reject any recommendation from D'Orazio & Associates. **Please Note:** Although D'Orazio &

Associates' President and Chief Compliance Officer Joseph A. D'Orazio, is licensed as a Certified Public Accountant (CPA) and an attorney in his separate individual capacity, Mr. D'Orazio does not offer or provide accounting or legal services to any of D'Orazio & Associates' clients, and no corresponding CPA-client or attorney-client relationship is established. **Please Also Note:** If the client engages any such recommended professional, and a dispute arises thereafter relative to such engagement, the client agrees to seek recourse exclusively from and against the engaged professional.

Independent Managers. D'Orazio & Associates may allocate (and/or recommend that the client allocate) a portion of a client's investment assets among unaffiliated independent investment managers ("Independent Manager(s)") in accordance with the client's designated investment objective(s). In such situations, the Independent Manager(s) shall have day-to-day responsibility for the active discretionary management of the allocated assets according to the terms and conditions of a separate agreement executed between the client and the Independent Manager(s). D'Orazio & Associates shall continue to render investment advisory services to the client relative to the ongoing monitoring and review of account performance, asset allocation and client investment objectives. Factors which D'Orazio & Associates shall consider in recommending Independent Manager(s) include the client's designated investment objective(s), management style, performance, reputation, financial strength, reporting, pricing, and research. The investment management fee charged by the Independent Manager(s) is separate form, and in addition to, Registrant's advisory fee as set forth in Item 5.

Inverse/Enhanced Market Strategies. D'Orazio & Associates may utilize long and short mutual funds and/or exchange traded funds that are designed to perform in either an: (1) inverse relationship to certain market indices (at a rate of 1 or more times the inverse [opposite] result of the corresponding index) as an investment strategy and/or for the purpose of hedging against downside market risk; and (2) enhanced relationship to certain market indices (at a rate of 1 or more times the actual result of the corresponding index) as an investment strategy and/or for the purpose of increasing gains in an advancing market. There can be **no assurance** that any such strategy will prove profitable or successful. In light of these enhanced risks/rewards, a client may direct D'Orazio & Associates, in writing, not to employ any or all such strategies for his/her/their/its accounts.

Cash Positions. At any specific point in time, depending upon perceived or anticipated market conditions/events (there being **no guarantee** that such anticipated market conditions/events will occur), D'Orazio & Associates **may** maintain cash positions for defensive purposes. All cash positions (money markets, etc.) shall be included as part of assets under management for purposes of calculating D'Orazio & Associates' advisory fee. **D'Orazio & Associates' Chief Compliance Officer, Joseph A. D'Orazio, remains available to address any questions that a client or prospective client may have regarding the above fee billing practice.**

Unaffiliated Private Investment Funds. D'Orazio & Associates may provide investment advice regarding unaffiliated private investment funds. D'Orazio & Associates' role relative to the private investment funds shall be limited to its initial and ongoing due diligence and investment monitoring services. If a client determines to become a private fund investor, the amount of assets invested in the fund(s) shall be included as part of "assets under management" for purposes of D'Orazio & Associates calculating its investment advisory fee. D'Orazio & Associates' clients are under

absolutely no obligation to consider or make an investment in a private investment fund(s).

Please Note: Private investment funds generally involve various risk factors, including, but not limited to, potential for complete loss of principal, liquidity constraints and lack of transparency, a complete discussion of which is set forth in each fund's offering documents, which will be provided to each client for review and consideration. Unlike liquid investments that a client may maintain, private investment funds do not provide daily liquidity or pricing. Each prospective client investor will be required to complete a Subscription Agreement, pursuant to which the client shall establish that he/she is qualified for investment in the fund, and acknowledges and accepts the various risk factors that are associated with such an investment.

Please Also Note: Valuation. In the event that D'Orazio & Associates references private investment funds owned by the client on any supplemental account reports prepared by D'Orazio & Associates, the value(s) for all private investment funds owned by the client shall reflect the most recent valuation provided by the fund sponsor. If the fund sponsor does not provide a post-purchase valuation, then the valuation shall reflect the initial purchase price (and/or a value as of a previous date) or the current value(s) (either the initial purchase price and/or the most recent valuation provided by the fund sponsor). If the valuation reflects the initial purchase price (and/or a value as of a previous date), then the current value(s) (to the extent ascertainable) **could be significantly more or less than the original purchase price.** The client's advisory fee shall be based upon such reflected fund value(s).

Client Obligations. In performing its services, D'Orazio & Associates shall not be required to verify any information received from the client or from the client's other professionals, and is expressly authorized to rely thereon. Moreover, each client is advised that it remains their responsibility to promptly notify D'Orazio & Associates if there is ever any change in their financial situation or investment objectives for the purpose of reviewing, evaluating, or revising D'Orazio & Associates' previous recommendations and/or services.

Disclosure Statement. A copy of D'Orazio & Associates' written disclosure statement as set forth on Form ADV Part 2 shall be provided to each client prior to, or contemporaneously with, the execution of the *Investment Advisory Agreement* or *Financial Planning and Consulting Agreement*.

Use of Mutual Funds. While D'Orazio & Associates may recommend allocating investment assets to mutual funds that are not available directly to the public, D'Orazio & Associates may also recommend that clients allocate investment assets to publically-available mutual funds that the client could obtain without engaging D'Orazio & Associates as an investment adviser. However, if a client or prospective client determines to allocate investment assets to publically-available mutual funds without engaging D'Orazio & Associates as an investment adviser, the client or prospective client would not receive the benefit of D'Orazio & Associates' initial and ongoing investment advisory services. Other mutual funds, such as those issued by Dimensional Fund Advisors ("DFA"), are generally only available through registered investment advisers. D'Orazio & Associates may allocate client investment assets to DFA mutual funds.

Therefore, upon the termination of D'Orazio & Associates' services to a client, restrictions regarding transferability and/or additional purchases of, or reallocation among DFA funds will apply.

Retirement Plan Rollovers – No Obligation / Potential for Conflict of Interest: A client or prospective client leaving an employer typically has four options regarding an existing retirement plan (and may engage in a combination of these options): (i) leave the money in the former employer's plan, if permitted, (ii) roll over the assets to the new employer's plan, if one is available and rollovers are permitted, (iii) roll over to an Individual Retirement Account ("IRA"), or (iv) cash out the account value (which could, depending upon the client's age, result in adverse tax consequences). If D'Orazio & Associates recommends that a client roll over their retirement plan assets into an account to be managed by D'Orazio & Associates, such a recommendation creates a conflict of interest if D'Orazio & Associates will earn an advisory fee on the rolled over assets. **No client is under any obligation to roll over retirement plan assets to an account managed by D'Orazio & Associates. D'Orazio & Associates' Chief Compliance Officer, Joseph A. D'Orazio, remains available to address any questions that a client or prospective client may have regarding its prospective engagement and the corresponding conflict of interest presented by such engagement.**

- C. D'Orazio & Associates shall provide investment advisory services specific to the needs of each client. Prior to providing investment advisory services, an investment adviser representative will ascertain each client's investment objective(s). Thereafter, D'Orazio & Associates shall allocate and/or recommend that the client allocate investment assets consistent with the designated investment objective(s). The client may, at anytime, impose reasonable restrictions, in writing, on D'Orazio & Associates' services.
- D. D'Orazio & Associates does not participate in a wrap fee program. However, with respect to the Program: Schwab does not charge the client brokerage commissions or any other fees; Schwab does not charge D'Orazio & Associates for brokerage commissions; and D'Orazio & Associates does not receive a portion of a wrap fee for its services to clients.
- E. As of December 31, 2016, D'Orazio & Associates had \$811,628,732 in assets under management on a discretionary basis.

Item 5 Fees and Compensation

- A. The client can determine to engage D'Orazio & Associates to provide discretionary investment advisory services on a *fee-only* or annual retainer fee basis.

INVESTMENT ADVISORY SERVICES

If a client determines to engage D'Orazio & Associates to provide discretionary investment advisory services on a *fee-only* basis, D'Orazio & Associates' annual investment advisory fee for *fee-only* based services is based upon a percentage (%) of the market value of the assets placed under D'Orazio & Associates' management, generally between 1.00% and negotiable, as follows:

<u>Market Value of Portfolio</u>	<u>% of Assets</u>
The first \$500,000	1.00%
From \$500,001 to \$1,000,000	0.80%
From \$1,000,001 to \$10,000,000	0.60%
Over \$10,000,000	Negotiable

For those clients that engage D'Orazio & Associates on an annual retainer basis, D'Orazio & Associates shall price its services based upon various objective and subjective factors. As a result, D'Orazio & Associates' clients could pay diverse fees based upon the market value of their assets, the overall complexity of the engagement, number of requested/anticipated meetings, and the level and scope of the overall financial planning and/or consulting services to be rendered. The amount of the annual fee is determined at the beginning of each engagement year and thereafter paid in four quarterly installments, in advance. The services to be provided by D'Orazio & Associates to any particular client could be available from other advisers at lower fees. All clients and prospective clients should be guided accordingly.

FINANCIAL PLANNING AND CONSULTING SERVICES (STAND-ALONE)

To the extent specifically requested by a client, D'Orazio & Associates *may* determine to provide financial planning and/or consulting services (including investment and non-investment related matters) on a stand-alone fee basis. D'Orazio & Associates' planning and consulting fees are negotiable, but generally begin at a minimum of \$3,000 to a maximum of \$30,000 for a comprehensive financial plan, depending upon the level and scope of the services required, and the professionals rendering the services. D'Orazio & Associates, may, in its discretion, also provide hourly financial planning or consulting services. The hourly charge for these services will range from \$75 to \$500 depending upon the level and scope of the services required and the professionals rendering the services.

- B. Clients may elect to have D'Orazio & Associates' advisory fees deducted from their custodial account. Both D'Orazio & Associates' *Investment Advisory Agreement* and the custodial/clearing agreement may authorize the custodian to debit the account for the amount of D'Orazio & Associates' investment advisory fee and to directly remit that fee to D'Orazio & Associates in compliance with regulatory procedures. If D'Orazio & Associates bills the client directly, payment is due upon receipt of the invoice. D'Orazio & Associates shall deduct fees or bills clients quarterly in advance based upon the market value of the assets on the last business day of the previous quarter.

- C. As discussed below, unless the client directs otherwise or an individual client's circumstances require, D'Orazio & Associates shall generally recommend that Charles Schwab and Co., Inc. ("CS&Co") or TD Ameritrade Institutional. ("Ameritrade") serve as the broker-dealer/custodian for client investment management assets. Broker-dealers such as CS&Co and Ameritrade charge brokerage commissions and/or transaction fees for effecting certain securities transactions (i.e., transaction fees are charged for certain no-load mutual funds, commissions are charged for individual equity and fixed income securities transactions). In addition to D'Orazio & Associates' investment management fee, brokerage commissions and/or transaction fees, clients will also incur, relative to all mutual fund and exchange traded fund purchases, charges imposed at the fund level (e.g., management fees and other fund expenses).
- D. D'Orazio & Associates' annual investment advisory fee shall be prorated and paid quarterly, in advance, based upon the market value of the assets on the last business day of the previous quarter. The *Investment Advisory Agreement* between D'Orazio & Associates and the client will continue in effect until terminated by either party by written notice in accordance with the terms of the *Investment Advisory Agreement*. Upon termination, D'Orazio & Associates shall refund the pro-rated portion of the advanced advisory fee paid based upon the number of days remaining in the billing quarter.
- E. Neither D'Orazio & Associates, nor its representatives accept compensation from the sale of securities or other investment products.

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

Neither D'Orazio & Associates, nor any supervised person of D'Orazio & Associates, accepts performance-based fees.

Item 7 Types of Clients

D'Orazio & Associates' clients shall generally include individuals, high net worth individuals, pension and profit sharing plans, trusts, estates, charitable organizations and business entities. D'Orazio & Associates generally requires initial minimum account assets of \$1,000,000. D'Orazio & Associates, in its sole discretion, may charge a lesser investment management fee and/or waive or reduce its minimum asset requirement based upon certain criteria (i.e., whether the client is participating in the Program, anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.).

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

- A. D'Orazio & Associates may utilize the following methods of security analysis:
- Fundamental - (analysis performed on historical and present data, with the goal of making financial forecasts)
 - Technical – (analysis performed on historical and present data, focusing on price and trade volume, to forecast the direction of prices)

D'Orazio & Associates may utilize the following investment strategies when implementing investment advice given to clients:

- Long Term Purchases (securities held at least a year)
- Short Term Purchases (securities sold within a year)
- Trading (securities sold within thirty (30) days)
- Short Sales (contracted sale of borrowed securities with an obligation to make the lender whole)
- Margin Transactions (use of borrowed assets to purchase financial instruments)
- Options (contract for the purchase or sale of a security at a predetermined price during a specific period of time)
- Structured Notes (use of a financial instrument combining a debt security and exposure to an underlying asset or assets)

Please Note: Investment Risk. Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by D'Orazio & Associates) will be profitable or equal any specific performance level(s). Investing in securities involves risk of loss that clients should be prepared to bear.

- B. D'Orazio & Associates' methods of analysis and investment strategies do not present any significant or unusual risks. However, every method of analysis has its own inherent risks. To perform an accurate market analysis D'Orazio & Associates must have access to current/new market information. D'Orazio & Associates has no control over the dissemination rate of market information; therefore, unbeknownst to D'Orazio & Associates, certain analyses may be compiled with outdated market information, severely limiting the value of D'Orazio & Associates' analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

D'Orazio & Associates' primary investment strategies - Long Term Purchases, Short Term Purchases, and Trading - are fundamental investment strategies. However, every investment strategy has its own inherent risks and limitations. For example, longer term investment strategies require a longer investment time period to allow for the strategy to potentially develop. Shorter term investment strategies require a shorter investment time period to potentially develop but, as a result of more frequent trading, may incur higher transactional costs when compared to a longer term investment strategy. Trading, an investment strategy that requires the purchase and sale of securities within a thirty (30) day investment time period, involves a very short investment time period but will incur higher transaction costs when compared to a short term investment strategy and substantially higher transaction costs than a longer term investment strategy.

In addition to the fundamental investment strategies discussed above, D'Orazio & Associates may also implement and/or recommend – short selling, use of margin, structured notes, real estate investment trust (“REITs”)and/or options transactions. Each of these strategies has a high level of inherent risk. (*See discussion below*).

Short Sales. Short selling is an investment strategy with a high level of inherent risk. Short selling, involves the selling of assets that the investor does not own. The investor borrows the assets from a third party lender (i.e., Broker-Dealer) with the obligation of buying identical assets at a later date to return to the third party lender. Individuals who engage in this activity shall only profit from a decline in the price of the assets between the original date of sale and the date of repurchase. Conversely, the short seller will incur a loss if the price of the assets rises. Other costs of shorting may include a fee for borrowing the assets and payment of any dividends paid on the borrowed assets.

Margin Transactions. Margin is an investment strategy with a high level of inherent risk. A margin transaction occurs when an investor uses borrowed assets to purchase financial instruments. The investor generally obtains the borrowed assets by using other securities as collateral for the borrowed sum. The effect of purchasing a security using margin is to magnify any gains or losses sustained by the purchase of the financial instruments on margin. **Please note:** To the extent that a client authorizes the use of margin, and margin is thereafter employed by D'Orazio & Associates in the management of the client's investment portfolio, the market value of the client's account and corresponding fee payable by the client to D'Orazio & Associates may be increased. As a result, in addition to understanding and assuming the additional principal risks associated with the use of margin, clients authorizing margin are advised of the potential **conflict of interest** whereby the client's decision to employ margin *may* correspondingly increase the management fee payable to D'Orazio & Associates. Accordingly, the decision as to whether to employ margin is left totally to the discretion of client.

Structured Notes. D'Orazio & Associates may purchase structured notes for client accounts. A structured note is a financial instrument that combines two elements, a debt security and exposure to an underlying asset or assets. It is essentially a note, carrying counter party risk of the issuer. However, the return on the note is linked to the return of an underlying asset or assets (such as the S&P 500 Index or commodities). It is this latter feature that makes structured products unique, as the payout can be used to provide some degree of principal protection, leveraged returns (but usually with some cap on the maximum return), and be tailored to a specific market or economic view. In addition, investors may receive long-term capital gains tax treatment if certain underlying conditions are met and the note is held for more than one year. Finally, structured notes may also have liquidity constraints, such that the sale thereof prior to maturity may be limited.

REITs. REITs are subject to risks generally associated with investing in real estate, such as: possible declines in the value of real estate; adverse general and local economic conditions; possible lack of availability of mortgage funds; changes in interest rates; and environmental problems. In addition, REITs are subject to certain other risks related specifically to their structure and focus such as: dependency upon management skills; limited diversification; the risks of locating and managing financing for projects; heavy cash flow dependency; possible default by borrowers; the costs and potential losses of self-liquidation of one or more holdings; the possibility of failing to maintain exemptions from securities registration; and, in many cases, relatively small market capitalization, which may result in less market liquidity and greater price volatility.

Options. The use of options transactions as an investment strategy involves a high level of inherent risk. Option transactions establish a contract between two parties concerning the buying or selling of an asset at a predetermined price during a specific period of time. During the term of the option contract, the buyer of the option gains the right to demand fulfillment by the seller. Fulfillment may take the form of either selling or purchasing a security depending upon the nature of the option contract. Generally, the purchase or the recommendation to purchase an option contract by D'Orazio & Associates shall be with the intent of offsetting/"hedging" a potential market risk in a client's portfolio. **Please Note:** Although the intent of the options-related transactions that may be implemented by D'Orazio & Associates is to hedge against principal risk, certain of the options-related strategies (i.e., straddles, short positions, etc), may, in and of themselves, produce principal volatility and/or risk. Thus, a client must be willing to accept these enhanced volatility and principal risks associated with such strategies. In light of these enhanced risks, client may direct D'Orazio & Associates, in writing, not to employ any or all such strategies for his/her/their/its accounts. For detailed information on the use of options and option strategies, please refer to the Option Clearing Corp.'s Option Disclosure Document, which can be found at:

<http://www.optionsclearing.com/components/docs/riskstoc.pdf>

Hard copies may be ordered by calling 1-888-678-4667 or writing OCC, 1 North Wacker Drive, Suite 500 Chicago, IL 60606.

D'Orazio & Associates' Chief Compliance Officer, Joseph A. D'Orazio, remains available to address any questions that a client or prospective client may have regarding the above strategies and the inherent risks involved.

- C. Currently, D'Orazio & Associates primarily allocates investment assets among various mutual funds and/or ETFs (including inverse ETFs and/or mutual funds that are designed to perform in an inverse relationship to certain market indices), exchange traded notes, individual equities, individual bonds, and Independent Manager(s) on a discretionary basis in accordance with the client's designated investment objective(s). As indicated above, in limited circumstances, D'Orazio & Associates may also allocate or recommend that clients allocate investment assets in and among structured notes, REITs, options, and unaffiliated private investment funds.

D'Orazio & Associates may also allocate investment management assets of its client accounts, on a discretionary basis, among one or more of its "Model Portfolios" (Conservative, Balanced, Growth and Income, Growth, and Aggressive Growth), which will all be monitored and periodically adjusted to suit market conditions based on internal research. Investments in any of the following Model Portfolios are not guaranteed and are subject to risk, which could result in a complete loss of principal.

The following generally describes each of D'Orazio & Associates' Model Portfolios:

Conservative: Objective: the primary emphasis is generating a stable level of current income, with future capital appreciation as a secondary objective. Modest annual principal fluctuation is expected and acceptable. This Model Portfolio will consist of a determined allocation among equities, fixed income, and cash, with a primary emphasis on fixed income. General Allocation: approximately 60% fixed income; and approximately 40% equity and alternative investments. Types of Securities: mutual funds, REITs, individual securities and ETFs. Allocation is subject to change at discretion of D'Orazio & Associates dependent upon market conditions.

Balanced: Objective: emphasis on both current income and future capital appreciation. Principal risk and fluctuation is expected and acceptable over the intended investment time horizon (at least 5 years). This Model Portfolio will consist of a determined allocation among equities, fixed income, and cash. General Allocation: approximately 40% fixed income; approximately 60% equity and alternative investments. Types of Securities: mutual funds, REITs, individual securities and ETFs. Allocation is subject to change at discretion of D’Orazio & Associates dependent upon market conditions.

Growth and Income: Objective: the primary emphasis is future capital appreciation, with income as a secondary objective. Principal risk and fluctuation is expected and acceptable over the intended long-term investment time horizon (in excess of 5 years). This Model Portfolio will consist of a determined allocation among equities, fixed income, and cash, with a primary emphasis on equities, including private investment funds (please refer to Item 4.B. for risks associated with “Unaffiliated Private Investment Funds”). General Allocation: approximately 30% fixed income; approximately 70% equity and alternative investments. Types of Securities: mutual funds, REITs, individual securities and ETFs. Allocation is subject to change at discretion of D’Orazio & Associates dependent upon market conditions.

Growth: Objective: emphasis is on future capital appreciation. Principal risk and fluctuation is expected and acceptable over the intended long-term investment time horizon (in excess of 5 years). This Model Portfolio will consist of a determined allocation among equities, fixed income, and cash, with a primary emphasis on equities. General Allocation: approximately 20% fixed income; approximately 80% equity and alternative investments. Types of Securities: mutual funds, REITs, individual securities and ETFs. Allocation is subject to change at discretion of D’Orazio & Associates dependent upon market conditions.

Aggressive Growth: Objective: emphasis is entirely on future capital appreciation. Principal risk and fluctuation is expected and acceptable over the intended long-term investment time horizon (in excess of 10 years). This Model Portfolio will consist of a determined allocation among equities, fixed income, and cash, with a primary emphasis on equities. General Allocation: Up to 100% equity and alternative investments. Types of Securities: Mutual Funds, REITs, individual securities and ETFs. Allocation is subject to change at discretion of D’Orazio & Associates dependent upon market conditions.

Please Note: Deviations may occur relative to Model Portfolio allocations during any specific short-term period (6 months or less) due to market conditions or D’Orazio & Associates perceived and/or anticipated market developments. There can be no assurance that any such perceived and/or anticipated market developments will occur, be correct or prove profitable.

D’Orazio & Associates’ management of Model Portfolios has been designed to comply with the requirements of Rule 3a-4 of the Investment Company Act of 1940. Rule 3a-4 provides similarly managed investment programs, such as D’Orazio & Associates’ Model Portfolios, with a non-exclusive safe harbor from the definition of an investment company. In accordance with Rule 3a-4, the following disclosure is applicable to D’Orazio & Associates’ management of Model Portfolios:

1. Initial Interview – at the opening of the account, D’Orazio & Associates, through its designated representatives, shall obtain from the client information sufficient to determine the client’s financial situation and investment objectives;
2. Individual Treatment - the account is managed on the basis of the client’s financial situation and investment objectives;
3. Quarterly Notice – at least quarterly D’Orazio & Associates shall notify the client to advise D’Orazio & Associates whether the client’s financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of the account;
4. Annual Contact – at least annually, D’Orazio & Associates shall contact the client to determine whether the client’s financial situation or investment objectives have changed, or if the client wants to impose and/or modify any reasonable restrictions on the management of the account;
5. Consultation Available – D’Orazio & Associates shall be reasonably available to consult with the client relative to the status of the account;
6. Quarterly Report – the client shall be provided with a quarterly report for the account for the preceding period;
7. Ability to Impose Restrictions – the client shall have the ability to impose reasonable restrictions on the management of the account, including the ability to instruct D’Orazio & Associates not to purchase certain securities;
8. No Pooling – the client’s beneficial interest in a security does not represent an undivided interest in all the securities held by the custodian, but rather represents a direct and beneficial interest in the securities which comprise the account;
9. Separate Account - a separate account is maintained for the client with the Custodian;
10. Ownership – each client retains indicia of ownership of the account (e.g. right to withdraw securities or cash, exercise or delegate proxy voting, and receive transaction confirmations).

D’Orazio & Associates believes that its annual investment management fee is reasonable in relation to: (1) the advisory services provided under the *Investment Advisory Agreement*; and (2) the fees charged by other investment advisers offering similar services/programs. However, D’Orazio & Associates’ annual investment advisory fee may be higher than that charged by other investment advisers offering similar services/programs. In addition to D’Orazio & Associates’ annual investment management fee, the client will also incur charges imposed directly at the mutual and exchange traded fund level (e.g., management fees and other fund expenses). **Please Note:** D’Orazio & Associates’ investment programs may involve above-average portfolio turnover which could negatively impact upon the net after-tax gain experienced by an individual client in a taxable account.

Item 9 Disciplinary Information

D’Orazio & Associates has not been the subject of any legal or disciplinary actions.

Item 10 Other Financial Industry Activities and Affiliations

- A. Neither D’Orazio & Associates, nor its representatives, are registered or have an application pending to register, as a broker-dealer or a registered representative of a broker-dealer.

- B. Neither D'Orazio & Associates, nor its representatives, are registered or have an application pending to register, as a futures commission merchant, commodity pool operator, a commodity trading advisor, or a representative of the foregoing.
- C. D'Orazio & Associates has no other relationship or arrangement with a related person that is material to its advisory business. Although D'Orazio & Associates' President and Chief Compliance Officer, Joseph A. D'Orazio, is licensed as a Certified Public Accountant (CPA) and an attorney in his separate individual capacity, Mr. D'Orazio does not offer or provide accounting or legal services to any of D'Orazio & Associates' clients, and no corresponding CPA-client or attorney-client relationship is established.
- D. D'Orazio & Associates does not receive, directly or indirectly, compensation from investment advisors that it recommends or selects for its clients.

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

- A. D'Orazio & Associates maintains an investment policy relative to personal securities transactions. This investment policy is part of D'Orazio & Associates' overall Code of Ethics, which serves to establish a standard of business conduct for all of D'Orazio & Associates' Representatives that is based upon fundamental principles of openness, integrity, honesty and trust, a copy of which is available upon request.

In accordance with Section 204A of the Investment Advisers Act of 1940, D'Orazio & Associates also maintains and enforces written policies reasonably designed to prevent the misuse of material non-public information by D'Orazio & Associates or any person associated with D'Orazio & Associates.

- B. Neither D'Orazio & Associates nor any related person of D'Orazio & Associates recommends, buys, or sells for client accounts, securities in which D'Orazio & Associates or any related person of D'Orazio & Associates has a material financial interest.
- C. D'Orazio & Associates and/or representatives of D'Orazio & Associates *may* buy or sell securities that are also recommended to clients. This practice may create a situation where D'Orazio & Associates and/or representatives of D'Orazio & Associates are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. Practices such as "scalping" (i.e., a practice whereby the owner of shares of a security recommends that security for investment and then immediately sells it at a profit upon the rise in the market price which follows the recommendation) could take place if D'Orazio & Associates did not have adequate policies in place to detect such activities. In addition, this requirement can help detect insider trading, "front-running" (i.e., personal trades executed prior to those of D'Orazio & Associates' clients) and other potentially abusive practices.

D'Orazio & Associates has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of each of D'Orazio & Associates' "Access Persons". D'Orazio & Associates' securities transaction policy requires that an Access Person of D'Orazio & Associates must provide the Chief Compliance Officer or his/her designee with a written report of their current securities

holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date D'Orazio & Associates selects; provided, however that at any time that D'Orazio & Associates has only one Access Person, he or she shall not be required to submit any securities report described above.

- D. D'Orazio & Associates and/or representatives of D'Orazio & Associates *may* buy or sell securities, at or around the same time as those securities are recommended to clients. This practice creates a situation where D'Orazio & Associates and/or representatives of D'Orazio & Associates are in a position to materially benefit from the sale or purchase of those securities. Therefore, this situation creates a potential conflict of interest. As indicated above in Item 11.C, D'Orazio & Associates has a personal securities transaction policy in place to monitor the personal securities transaction and securities holdings of each of D'Orazio & Associates' Access Persons.

Item 12 Brokerage Practices

- A. In the event that the client requests that D'Orazio & Associates recommend a broker-dealer/custodian for execution and/or custodial services (exclusive of those clients that may direct D'Orazio & Associates to use a specific broker-dealer/custodian), D'Orazio & Associates generally recommends that investment management accounts be maintained at *CS&Co* or *Ameritrade*. Prior to engaging D'Orazio & Associates to provide investment management services, the client will be required to enter into a formal *Investment Advisory Agreement* with D'Orazio & Associates setting forth the terms and conditions under which D'Orazio & Associates shall manage the client's assets, and a separate custodial/clearing agreement with each designated broker-dealer/custodian.

Factors that D'Orazio & Associates considers in recommending *CS&Co* or *Ameritrade* (or any other broker-dealer/custodian to clients) include historical relationship with D'Orazio & Associates, financial strength, reputation, execution capabilities, pricing, research, and service. Although the commissions and/or transaction fees paid by D'Orazio & Associates' clients shall comply with D'Orazio & Associates' duty to obtain best execution, a client may pay a commission that is higher than another qualified broker-dealer might charge to effect the same transaction where D'Orazio & Associates determines, in good faith, that the commission/transaction fee is reasonable. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a broker-dealer's services, including the value of research provided, execution capability, commission rates, and responsiveness. Accordingly, although D'Orazio & Associates will seek competitive rates, it may not necessarily obtain the lowest possible commission rates for client account transactions. The brokerage commissions or transaction fees charged by the designated broker-dealer/custodian are exclusive of, and in addition to, D'Orazio & Associates' investment management fee. D'Orazio & Associates' best execution responsibility is qualified if securities that it purchases for client accounts are mutual funds that trade at net asset value as determined at the daily market close.

Additional factors that D'Orazio & Associates considers in recommending *CS&Co* or *Ameritrade* are accounts that allow the client to:

- Select from a wide range of investment options including no-load, load mutual funds purchased with all loads waived and institutional mutual funds, certificates of deposit and individual stocks and bonds;
- Trade securities at deep-discounted commissions;
- Earn either taxable or federally tax-exempt money market income on any un-invested funds;
- Access money market funds using unlimited personalized checks, without monthly or annual fees of any kind; and
- Monitor all of the client's investments with monthly all-in-one statement or online through the Internet.

1. Non-Soft Dollar Research and Additional Benefits

Although not a material consideration when determining whether to recommend that a client utilize the services of a particular broker-dealer/custodian, D'Orazio & Associates may receive from *CS&Co* or *Ameritrade* (or another broker-dealer/custodian, investment platform, unaffiliated investment manager, vendor, and/or mutual fund sponsor) without cost (and/or at a discount) support services and/or products, certain of which assist D'Orazio & Associates to better monitor and service client accounts maintained at such institutions. Included within the support services that may be obtained by D'Orazio & Associates may be investment-related research, pricing information and market data, software and other technology that provide access to client account data, compliance and/or practice management-related publications, discounted or gratis consulting services, discounted and/or gratis attendance at conferences, meetings, and other educational and/or social events, marketing support, computer hardware and/or software and/or other products used by D'Orazio & Associates in furtherance of its investment advisory business operations.

As indicated above, certain of the support services and/or products that *may* be received may assist D'Orazio & Associates in managing and administering client accounts. Others do not directly provide such assistance, but rather assist D'Orazio & Associates to manage and further develop its business enterprise.

D'Orazio & Associates' clients do not pay more for investment transactions effected and/or assets maintained at *CS&Co* or *Ameritrade* as a result of this arrangement. There is no corresponding commitment made by D'Orazio & Associates to *CS&Co* or *Ameritrade* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

D'Orazio & Associates' Chief Compliance Officer, Joseph A. D'Orazio, remains available to address any questions that a client or prospective client may have regarding the above arrangements and any corresponding perceived conflict of interest such arrangement may create.

TD Ameritrade Institutional Program.

D'Orazio & Associates participates in the Institutional Program (the "*TD Program*") offered by TD Ameritrade Institutional, which is a division of *Ameritrade*, an independent, unaffiliated, SEC-registered, SIPC, NFA, and FINRA member broker-dealer. *Ameritrade* offers to independent investment advisors services that include

custody of securities, trade execution, clearance and settlement of transactions. D'Orazio & Associates receives some benefits from *Ameritrade* through its participation in the *TD Program*. There is no direct link between D'Orazio & Associates' participation in the *TD Program* and the investment advice it gives to its clients, although D'Orazio & Associates receives economic benefits through its participation in the *TD Program* that are typically not available to *Ameritrade* retail investors. These benefits include the following products and services (provided without cost or at a discount): receipt of duplicate client statements and confirmations; research related products and tools; consulting services; access to a trading desk serving D'Orazio & Associates participants; access to block trading (which provides the ability to aggregate securities transactions for execution and then allocate the appropriate shares to client accounts); the ability to have advisory fees deducted directly from client accounts; access to an electronic communications network for client order entry and account information; access to mutual funds with no transaction fees and to certain institutional money managers; and discounts on compliance, marketing, research, technology, and practice management products or services provided to D'Orazio & Associates by third party vendors. *Ameritrade* may also have paid for business consulting and professional services received by D'Orazio & Associates' related persons and may also pay or reimburse expenses (including travel, lodging, meals, and entertainment expenses) for D'Orazio & Associates' related persons to attend conferences. Some of the products and services made available by *Ameritrade* through the program may benefit D'Orazio & Associates but may not benefit its client accounts. These products or services may assist D'Orazio & Associates in managing and administering client accounts, including accounts not maintained at *Ameritrade*. Other services made available by *Ameritrade* are intended to help D'Orazio & Associates manage and further develop its business enterprise. The benefits received by D'Orazio & Associates or its personnel through participation in the program do not depend on the amount of brokerage transactions directed to *Ameritrade*. As part of its fiduciary duties to clients, D'Orazio & Associates endeavors at all times to put the interests of its clients first. Clients should be aware, however, that the receipt of economic benefits by D'Orazio & Associates or its related persons in and of itself creates a potential conflict of interest, which may indirectly influence D'Orazio & Associates' choice of *Ameritrade* for custody and brokerage services.

2. D'Orazio & Associates does not receive referrals from broker-dealers.
3. Directed Brokerage. D'Orazio & Associates does not generally accept directed brokerage arrangements (when a client requires that account transactions be effected through a specific broker-dealer). In such client directed arrangements, the client will negotiate terms and arrangements for their account with that broker-dealer, and D'Orazio & Associates will not seek better execution services or prices from other broker-dealers or be able to "batch" the client's transactions for execution through other broker-dealers with orders for other accounts managed by D'Orazio & Associates. As a result, client may pay higher commissions or other transaction costs or greater spreads, or receive less favorable net prices, on transactions for the account than would otherwise be the case.

Please Note: In the event that the client directs D'Orazio & Associates to effect securities transactions for the client's accounts through a specific broker-dealer, the client correspondingly acknowledges that such direction may cause the accounts to

incur higher commissions or transaction costs than the accounts would otherwise incur had the client determined to effect account transactions through alternative clearing arrangements that may be available through D'Orazio & Associates. Higher transaction costs adversely impact account performance. **Please Also Note:** Transactions for directed accounts will generally be executed following the execution of portfolio transactions for non-directed accounts.

D'Orazio & Associates' Chief Compliance Officer, Joseph A. D'Orazio, remains available to address any questions that a client or prospective client may have regarding the above arrangement.

- B. To the extent that D'Orazio & Associates provides investment management services to its clients, the transactions for each client account generally will be effected independently, unless D'Orazio & Associates decides to purchase or sell the same securities for several clients at approximately the same time. D'Orazio & Associates may (but is not obligated to) combine or "bunch" such orders to obtain best execution, to negotiate more favorable commission rates or to allocate equitably among D'Orazio & Associates' clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently. Under this procedure, transactions will be averaged as to price and will be allocated among clients in proportion to the purchase and sale orders placed for each client account on any given day. D'Orazio & Associates shall not receive any additional compensation or remuneration as a result of such aggregation.

In addition to D'Orazio & Associates' portfolio management and other services, the Program includes the brokerage services of *CS&Co*, a broker-dealer registered with the Securities and Exchange Commission and a member of FINRA and SIPC. While clients are required to use *CS&Co* as custodian/broker to enroll in the Program, the client decides whether to do so and opens its account with *CS&Co* by entering into an account agreement directly with *CS&Co*. We do not open the account for the client. If the client does not wish to place his or her assets with *CS&Co*, then we cannot manage the client's account through the Program. As described in the Program Disclosure Brochure, SWIA may aggregate purchase and sale orders for ETFs across accounts enrolled in the Program, including both accounts for our clients and accounts for clients of other independent investment advisory firms using the Program.

Item 13 Review of Accounts

- A. For those clients to whom D'Orazio & Associates provides investment supervisory services, account reviews are conducted on an ongoing basis by D'Orazio & Associates' Principal and/or representatives. All clients are advised that it remains their responsibility to advise D'Orazio & Associates of any changes in their investment objectives and/or financial situation. All clients (in person or telephonically) are encouraged to review investment objectives and account performance with D'Orazio & Associates on an annual basis.
- B. D'Orazio & Associates may conduct account reviews on an other than periodic basis upon the occurrence of a triggering event, such as a change in client investment objectives and/or financial situation, market corrections and client request.

- C. Clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer/custodian for the client accounts. Those clients to whom D'Orazio & Associates provides investment supervisory services will also receive a report from D'Orazio & Associates summarizing account activity and performance no less than annually.

Item 14 Client Referrals and Other Compensation

- A. As referenced in Item 12.A.1 above, D'Orazio & Associates receives economic benefits from *CS&Co* or *Ameritrade* including support services and products without cost or at a discount. D'Orazio & Associates' clients do not pay more for investment transactions effected and/or assets maintained at *CS&Co* or *Ameritrade* as a result of this arrangement. There is no corresponding commitment made by D'Orazio & Associates to *CS&Co* or *Ameritrade* or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of the above arrangement.

D'Orazio & Associates' Chief Compliance Officer, Joseph A. D'Orazio, remains available to address any questions that a client or prospective client may have regarding the above arrangement and any corresponding perceived conflict of interest any such arrangement may create.

- B. Neither D'Orazio & Associates, nor any of its representatives, directly or indirectly compensates anyone for client referrals.

Item 15 Custody

D'Orazio & Associates shall have the ability to have its advisory fee for each client debited by the custodian on a quarterly basis. Clients are provided with transaction confirmation notices and regular summary account statements directly from the broker-dealer/custodian for the client accounts. Those clients to whom D'Orazio & Associates provides investment supervisory services will also receive a report from D'Orazio & Associates summarizing account activity and performance no less than annually.

Please Note: To the extent that D'Orazio & Associates provides clients with periodic account statements or reports, the client is urged to compare any statement or report provided by D'Orazio & Associates with the account statements received from the account custodian. **Please Also Note:** The account custodian does not verify the accuracy of D'Orazio & Associates' advisory fee calculation.

Certain of D'Orazio & Associates' clients have asked D'Orazio & Associates to provide investment advisory and investment supervisory services to their 401 (k) accounts, IRC Section 529 plan accounts and non-qualified retirement plans. As such, D'Orazio & Associates maintains its client's login credentials (user name and password, etc.) to access the account holding client assets. Although the majority of such accounts do not permit D'Orazio & Associates (or the client) to withdraw funds or securities from the account, such as by requesting a withdrawal or transfer online or by being authenticated as the client over the telephone, several accounts allow D'Orazio & Associates to electronically withdraw funds or securities from the account.

For those accounts that D'Orazio & Associates is deemed to have custody, D'Orazio & Associates has hired an Independent Certified Public Accounting Firm to conduct surprise annual CPA examinations. The independent public accountant will verify client funds and securities in D'Orazio & Associates' custody, including those assets maintained with a qualified custodian and those that are not required to be maintained with a qualified custodian, such as certain privately offered securities and mutual fund shares. The purpose of the annual surprise examination is to provide an independent accountant's oversight on the affected account(s) to protect against misappropriation or misuse, identify problems, put the SEC on notice, and increase the likelihood that a potential fraud is uncovered.

The Independent Certified Public Accounting Firm is also hired to conduct an annual custody control review and issue an internal control report. Specifically, the internal control report must contain a description of control objectives, controls, an accountant's tests and the results of those tests.

Item 16 Investment Discretion

The client can determine to engage D'Orazio & Associates to provide investment advisory services on a discretionary basis. Prior to D'Orazio & Associates assuming discretionary authority over a client's account, the client shall be required to execute *Investment Advisory Agreement*, naming D'Orazio & Associates as the client's attorney and agent in fact, granting D'Orazio & Associates full authority to buy, sell, or otherwise effect investment transactions involving the assets in the client's name for found in the discretionary account.

Clients who engage D'Orazio & Associates on a discretionary basis may, at anytime, impose restrictions, **in writing**, on D'Orazio & Associates' discretionary authority. (i.e. limit the types/amounts of particular securities purchased for their account, exclude the ability to purchase securities with an inverse relationship to the market, limit or proscribe D'Orazio & Associates' use of margin, etc).

Item 17 Voting Client Securities

- A. D'Orazio & Associates does not vote client proxies. Clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets.

In addition, as described in the Program Disclosure Brochure, clients enrolled in the Program designate SWIA to vote proxies for the ETFs held in their accounts. D'Orazio & Associates has directed SWIA to process proxy votes and corporate actions through and in accordance with the policies and recommendations of a third party proxy voting service provider retained by SWIA for this purpose. Additional information about this arrangement is available in the Program Disclosure Brochure. Clients who do not wish to designate SWIA to vote proxies may retain the ability to vote proxies themselves by signing a *CS&Co* form available from D'Orazio & Associates upon request.

- B. Clients will receive their proxies or other solicitations directly from their custodian. Clients may contact D'Orazio & Associates to discuss any questions they may have with a particular solicitation.

Item 18 Financial Information

- A. D'Orazio & Associates does not solicit fees of more than \$1,200, per client, six months or more in advance.
- B. D'Orazio & Associates is unaware of any financial condition that is reasonably likely to impair its ability to meet its contractual commitments relating to its discretionary authority over certain client accounts.
- C. D'Orazio & Associates has not been the subject of a bankruptcy petition.

ANY QUESTIONS: D'Orazio & Associates' Chief Compliance Officer, Joseph A. D'Orazio, remains available to address any questions that a client or prospective client may have regarding the above disclosures and arrangements.