

## FORM ADV

## Uniform Application for Investment Adviser Registration

## Part II - Page 1

## OMB APPROVAL

OMB Number: 3235-0049

Expires: January 31, 2008

Estimated average burden  
hours per response . . . . . 9.402

Name of Investment Adviser:

**Conlon & Dart LLC**Address: (Number and Street) (City) (State) (Zip Code)  
**2025 First Avenue, Suite 730 Seattle WA 98121**Area Code: Telephone Number:  
**(206) 728-0222**

This part of Form ADV gives information about the investment adviser and its business for the use of clients.  
The information has not been approved or verified by and government authority.

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(Schedules A, B, C, D, and E are included with Part I of this Form, for the use of regulatory bodies, and are not distributed to clients.)

Potential persons who are to respond to the collection of information contained in this form  
are not required to respond unless the form displays a currently valid OMB control number.

**FORM ADV**
**Part II – Page 2**

Applicant:

**Conlon & Dart LLC**

SEC File Number:

**801-63575**

Date:

**March 10, 2005**
**1. A. Advisory Services and Fees.** (check the applicable boxes)

For each type of service provided, state the approximate % of total billings from that service. (See instructions below.)

**Applicant:**

- |                                     |   |           |   |
|-------------------------------------|---|-----------|---|
| <input checked="" type="checkbox"/> | (1) Provides investment supervisory services .....  | <b>10</b> | % |
| <input checked="" type="checkbox"/> | (2) Manages investment advisory accounts not involving investment supervisory services .....  | <b>75</b> | % |
| <input checked="" type="checkbox"/> | (3) Furnishes investment advice through consultations not included in either service described above .....  | <b>5</b>  | % |
| <input type="checkbox"/>            | (4) Issues periodicals about securities by subscription .....   |           | % |
| <input type="checkbox"/>            | (5) Issues special reports about securities not included in any service described above .....   |           | % |
| <input type="checkbox"/>            | (6) Issues, not as part of any service described above, any charts, graphs, formulas, or other devices which clients may use to evaluate securities ..... |           | % |
| <input checked="" type="checkbox"/> | (7) On more than an occasional basis, furnishes advice to clients on matters not involving securities .....   | <b>10</b> | % |
| <input type="checkbox"/>            | (8) Provides a timing service .....   |           | % |
| <input type="checkbox"/>            | (9) Furnishes advice about securities in any manner not described above .....   |           | % |

(Percentages should be based on applicant's last fiscal year. If applicant has not completed its first fiscal year, provide estimates of advisory billings for that year and state that the percentages are estimates.)

- B.** Does applicant call any of the services it checked above financial planning or some other term? ..... ☒ Yes ☐ No

**C.** Applicant offers investment advisory services for: (check all that apply)

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> (1) A percentage of assets under management      | <input type="checkbox"/> (4) Subscription fees |
| <input checked="" type="checkbox"/> (2) Hourly Charges                               | <input type="checkbox"/> (5) Commissions       |
| <input checked="" type="checkbox"/> (3) Fixed fees (not including subscription fees) | <input type="checkbox"/> (6) Other             |

**D.** For each checked box in A above, describe on Schedule F:

- the services provided, including the name of any publication or report issued by the adviser on a subscription basis or for a fee
- applicant's basic fee schedule, how fees are charged and whether its fees are negotiable
- when compensation is payable, and if compensation is payable before service is provided, how a client may get a refund or may terminate an investment advisory contract before its expiration date

**2. Types of clients -** Applicant generally provides investment advice to: (check those that apply)

- |  |  |
|--|--|
| <input checked="" type="checkbox"/> A. Individuals                       | <input checked="" type="checkbox"/> E. Trusts, estates, or charitable organizations                    |
| <input type="checkbox"/> B. Banks or thrift institutions                 | <input checked="" type="checkbox"/> F. Corporations or business entities other than those listed above |
| <input type="checkbox"/> C. Investment companies                         | <input type="checkbox"/> G. Other (describe on Schedule F)   |
| <input checked="" type="checkbox"/> D. Pensions and profit sharing plans |  |

Answer all items. Complete amended pages in full, circle amended items and file with execution page (page 1).

Applicant:

Conlon &amp; Dart LLC

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**3. Types of Investments.** Applicant offers advice on the following: (check those that apply)

- |  |   |
|--|---|
| <input type="checkbox"/> A. Equity securities  | <input checked="" type="checkbox"/> H. United States government securities    |
| <input checked="" type="checkbox"/> (1) exchange-listed securities                             | <input type="checkbox"/> I. Options contracts on:                             |
| <input checked="" type="checkbox"/> (2) securities traded over-the-counter                     | <input type="checkbox"/> (1) securities                                       |
| <input checked="" type="checkbox"/> (3) foreign issues   | <input type="checkbox"/> (2) commodities                                      |
| <input type="checkbox"/> B. Warrants   | <input type="checkbox"/> J. Futures contracts on:                             |
| <input checked="" type="checkbox"/> C. Corporate debt securities (other than commercial paper) | <input type="checkbox"/> (1) tangibles  |
| <input type="checkbox"/> D. Commercial paper   | <input type="checkbox"/> (2) intangibles                                      |
| <input checked="" type="checkbox"/> E. Certificates of deposit                                 | <input checked="" type="checkbox"/> K. Interest in partnerships investing in: |
| <input checked="" type="checkbox"/> F. Municipal securities                                    | <input type="checkbox"/> (1) real estate                                      |
| <input type="checkbox"/> G. Investment company securities:                                     | <input type="checkbox"/> (2) oil and gas interests                            |
| <input type="checkbox"/> (1) variable life insurance   | <input type="checkbox"/> (3) other (explain on Schedule F)                    |
| <input checked="" type="checkbox"/> (2) variable annuities                                     | <input type="checkbox"/> L. Other (explain on Schedule F)                     |
| <input checked="" type="checkbox"/> (3) mutual fund shares                                     |   |

**4. Methods of Analysis, Sources of Information, and Investment Strategies.****A.** Applicant's security analysis methods include: (check those that apply)

- |   |  |
|---|--|
| (1) <input type="checkbox"/> Charting               | (4) <input type="checkbox"/> Cyclical                      |
| (2) <input checked="" type="checkbox"/> Fundamental | (5) <input type="checkbox"/> Other (explain on Schedule F) |
| (3) <input type="checkbox"/> Technical              |  |

**B.** The main sources of information applicant uses include: (check those that apply)

- |   |   |
|---|---|
| (1) <input checked="" type="checkbox"/> Financial newspapers and magazines    | (5) <input type="checkbox"/> Timing services  |
| (2) <input type="checkbox"/> Inspection of corporate activities               | (6) <input checked="" type="checkbox"/> Annual reports, prospectuses, filings with the Securities and Exchange Commission |
| (3) <input checked="" type="checkbox"/> Research materials prepared by others | (7) <input checked="" type="checkbox"/> Company press releases  |
| (4) <input checked="" type="checkbox"/> Corporate rating services             | (8) <input type="checkbox"/> Other (explain on Schedule F)  |

**C.** The investment strategies used to implement any investment advice given to clients include: (check those that apply)

- |  |   |
|--|---|
| (1) <input checked="" type="checkbox"/> Long term purchases<br>(securities held at least a year) | (5) <input checked="" type="checkbox"/> Margin transactions   |
| (2) <input checked="" type="checkbox"/> Short term purchases<br>(securities sold within a year)  | (6) <input checked="" type="checkbox"/> Option writing, including covered options,<br>uncovered options or spreading strategies |
| (3) <input type="checkbox"/> Trading (securities sold within 30 days)                            | (7) <input type="checkbox"/> Other (explain on Schedule F)  |
| (4) <input type="checkbox"/> Short sales   |   |

Applicant:

Conlon &amp; Dart LLC

SEC File Number:

801-63575

Date:

March 10, 2005

**5. Education and Business Standards.**

Are there any general standards of education or business experience that applicant requires of those involved in determining or giving investment advice to clients? ..... ☐ Yes ☒ No  
(If yes, describe these standards on Schedule F.)

**6. Education and Business Background.**

For:

- each member of the investment committee or group that determines general investment advice to be given to clients, or
- if the applicant has no investment committee or group, each individual who determines general investment advice given to clients (if more than five, respond only for their supervisors)
- each principal executive officer or each person with similar status or performing similar functions.

On Schedule F, give the:

- name
- year of birth
- formal education after high school
- business background for the preceding five years

**7. Other Business Activities.** (check those that apply)

- ☐ A. Applicant is actively engaged in a business other than giving investment advice.
- ☐ B. Applicant sells products or services other than investment advice to clients.
- ☐ C. The principal business of applicant or its principal executive officers involves something other than providing investment advice.

(For each checked box describe the other activities, including the time spent on them, on Schedule F.)

**8. Other Financial Industry Activities or Affiliations.** (check those that apply)

- ☐ A. Applicant is registered (or has an application pending) as a securities broker-dealer.
- ☐ B. Applicant is registered (or has an application pending) as a futures commodities merchant, commodity pool operator or commodity trading advisor.
- C. Applicant has arrangements that are material to its advisory business or its clients with a related person who is a:

- |  |  |
|--|--|
| <input type="checkbox"/> (1) broker-dealer   | <input type="checkbox"/> (7) accounting firm                                       |
| <input type="checkbox"/> (2) investment company  | <input type="checkbox"/> (8) law firm  |
| <input checked="" type="checkbox"/> (3) other investment adviser   | <input type="checkbox"/> (9) insurance company or agency                           |
| <input type="checkbox"/> (4) financial planning firm   | <input type="checkbox"/> (10) pension consultant                                   |
| <input type="checkbox"/> (5) commodity pool operator, commodity trading adviser or futures commission merchant | <input type="checkbox"/> (11) real estate broker or dealer                         |
| <input type="checkbox"/> (6) banking or thrift institution   | <input type="checkbox"/> (12) entity that creates or packages limited partnerships |

(For each checked box in C, on Schedule F describe the related person and describe the relationship and the arrangements.)

- D. Is applicant or a related person a general partner in any partnership in which clients are solicited to invest? ☐ Yes ☒ No

(If yes, describe on Schedule F the partnerships and what they invest in.)

Applicant:

Conlon &amp; Dart LLC

SEC File Number:

801-63575

Date:

March 10, 2005

**9. Participation or Interest in Client Transactions.**

Applicant or a related person: (check those that apply)

- ☐ A. As principal, buys securities for itself from or sells securities it owns to any client.
- ☐ B. As broker or agent effects securities transactions for compensation for any client.
- ☐ C. As broker or agent for any person other than a client effect transactions in which client securities are sold to or bought from a brokerage customer.
- ☐ D. Recommends to clients that they buy or sell securities or investments products in which the applicant or a related person has some financial interest.
- ☒ E. Buys or sells for itself securities that it also recommends to clients.

(For each box checked, describe on Schedule F when the applicant or a related person engages in these transactions and what restrictions, internal procedures, or disclosures are used for conflicts of interest in those transactions.)

Describe, on Schedule F, your code of ethics, and state that you will provide a copy of your code of ethics to any client or prospective client upon request.

- 10. Conditions for Managing Accounts.** Does the applicant provide investment supervisory services, manage investment advisory accounts or hold itself out as providing financial planning or some similarly termed services *and* impose a minimum dollar value of assets or other conditions for starting or maintaining an account?

Yes ☒ No ☐

(If yes, describe on Schedule F)

- 11. Review of Accounts.** If applicant provides investment supervisory services, manages investment advisory accounts, or holds itself out as providing financial planning or some similarly termed services:

A. Describe below the reviews and reviewers of the accounts. **For reviews**, include their frequency, different levels, and triggering factors. **For reviewers**, include the number of reviewers, their titles and functions, instructions they receive from applicant on performing reviews, and number of accounts assigned each.

**See Schedule F**

B. Describe below the nature and frequency of regular reports to clients on their accounts.

**See Schedule F**

Applicant:

Conlon &amp; Dart LLC

SEC File Number:

801-63575

Date:

March 10, 2005

**12. Investment or Brokerage Discretion.**

A. Does applicant or any related person have authority to determine, without obtaining specific client consent, the:

- |  |                                     |                                     |
|--|-------------------------------------|-------------------------------------|
|  | Yes                                 | No                                  |
| (1) securities to be bought and sold?.....               | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
|  | Yes                                 | No                                  |
| (2) amount of the securities to be bought and sold?..... | <input checked="" type="checkbox"/> | <input type="checkbox"/>            |
|  | Yes                                 | No                                  |
| (3) broker or dealer to be used? .....                   | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |
|  | Yes                                 | No                                  |
| (4) commission rates paid? .....                         | <input type="checkbox"/>            | <input checked="" type="checkbox"/> |

B. Does applicant or any related person suggest brokers to clients? .....

|                                     |                          |
|-------------------------------------|--------------------------|
| Yes                                 | No                       |
| <input checked="" type="checkbox"/> | <input type="checkbox"/> |

For each yes answer to A describe on Schedule F any limitations on the authority. For each yes to A(3), A(4) or B, describe on Schedule F the factors considered in selecting brokers and determining the reasonableness of their commission. If the value of products, research and services given to the applicant or a related person is a factor, describe:

- the products, research and services
- whether clients may pay commissions higher than those obtainable from other brokers in return for those products and services
- whether research is used to service all of applicant's accounts or just those accounts paying for it; and
- any procedures the applicant used during the last fiscal year to direct client transactions to a particular broker in return for product and research services received.

**13. Additional Compensation.**

Does the applicant or any related person have any arrangements, oral or in writing, where it:

- |   |                                     |                          |
|---|-------------------------------------|--------------------------|
| A. is paid cash by or receives some economic benefit (including commissions, equipment or non-research services) from a non-client in connection with giving advice to clients? ..... | Yes                                 | No                       |
|   | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
|   | Yes                                 | No                       |
| B. directly or indirectly compensates any person for client referrals?.....   | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

(For each yes, describe the arrangements on Schedule F.)

**14. Balance Sheet.** Applicant must provide a balance sheet for the most recent year on Schedule G if applicant:

- has custody of client funds or securities (unless applicant is registered or registering only with the Securities and Exchange Commission); or
- requires prepayment of more than \$500 in fees per client and 6 or more months in advance

Has applicant provided a Schedule G balance sheet? .....

|                          |                                     |
|--------------------------|-------------------------------------|
| Yes                      | No                                  |
| <input type="checkbox"/> | <input checked="" type="checkbox"/> |

**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:  
Conlon & Dart LLCSEC File Number:  
**801-63575**Date:  
**December 1, 2006**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

| 1. Full name of applicant exactly as stated in item 1A of Part I of Form ADV: |  | IRS Empl. Ident. No.:<br>20-1601957 |
|---|--|-------------------------------------|
| Item of Form<br>(identify)  | Answer   |                                     |
| Part II, 1D   | <p>Conlon &amp; Dart LLC, referred to as "The Company", offers the following investment advisory services to its clients:</p> <p><b>Investment Advisory Services</b></p> <p>The Company will invest and reinvest cash and/or securities held in the account in accordance with the client's stated investment objectives, which are established with support of data gathering and risk assessment questionnaires in conjunction with discussions between Company and Client. Unless Client instructs otherwise, Client grants the Company limited discretionary trading authority to invest on Client's behalf. Non-discretionary transactions can be placed by Client with custodian or directed through the Company at Client's discretion.</p> <p>The Company will generally utilize cash or cash equivalents, individual bonds, mutual funds (including institutional class when available), and exchange-traded mutual funds (ETFs) as its primary investment tools. The Company generally does not recommend individual stocks as part of its investment process, but such securities may be held in account if requested by Client. The Company will occasionally enter into agreements with various non-affiliated investment advisors to offer asset management services to the Company's clients, generally for the purpose of managing equity focused portfolios. The duties of the Company will include assisting the Client in choosing appropriate investment managers, setting restrictions or limitations on the management of the account, explaining portfolio strategies and transactions and answering client questions. As a result of these services, compensation will be provided to the Company. Compensation to the Company will usually be in the form of a percentage of assets under management in accordance with the Company's standard fee schedule. The relationship of the Company with the non-affiliated advisors will be clearly communicated to all clients in a disclosure statement provided by the non-affiliated investment advisor and/or the Company.</p> <p>Compensation is received by the Company after services have been rendered. Generally, an agreement may be terminated upon 30 days written notice or upon transfer of the account. However, compensation arrangements and termination agreements made with the non-affiliated investment advisor are distinct from that of the Company, including fee schedule and terms, fees, payments and refund policies. The Company will determine that any non-affiliated investment advisor, with which the Company contracts, is properly registered in those states where investment advice or securities are provided to residents of that state.</p> <p>The Client will compensate the Company for its services by paying an advisory fee calculated at the annual rates set forth in the following fee schedule:</p> <p>Eighty-five percent of one percent (0.85%) annually of the account's net asset value for amounts up to \$1,000,000.</p> <p>Seventy percent of one percent (0.70%) annually of the account's net asset value for amounts in excess of \$1,000,000 up to \$2,000,000.</p> <p>Fifty-five percent of one percent (0.55%) annually of the account's net asset value for amounts in excess of \$2,000,000 up to \$3,000,000.</p> <p>Forty-five percent of one percent (0.45%) for amounts in excess of \$3,000,000.</p> <p>Additional Account Establishment Fee (first year only): \$400 per quarter.</p> <p>The Company maintains the right to negotiate a lower fee schedule than that referenced above.</p> |                                     |

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|  |
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**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:  
Conlon & Dart LLCSEC File Number:  
**801-63575**Date:  
**December 1, 2006**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

1. Full name of applicant exactly as stated in item 1A of Part I of Form ADV:

IRS Empl. Ident. No.:  
20-1601957Item of Form  
(identify)

Answer

1D (cont.)

All advisory fees are paid quarterly in arrears and upon deposit of any additional funds or securities in the account. Subsequent account fee payments are due and will be assessed at the end of each subsequent three month period based on the value of specifically designated assets under management as of the close of business on the last day of the preceding three month period. Additional deposits of funds and/or securities will be subject to the same fees and payment procedures. All account fees will be deducted directly from the account for payments to the Company unless the Company agrees to do otherwise. If assets are deposited after the inception of the quarter, the account fee payable with respect to such assets will be prorated based upon the number of days remaining in the three-month period. In addition to the account fee, the account may be assessed transaction charges associated with trade execution. All such costs will be deducted from Client's account by the designated custodian as broker for such transactions. Unless Client instructs otherwise, Client authorizes the Company to deduct all account fees and transaction charges from client's account. All such fees and charges will be clearly noted on client's statements and trade confirmations.

Clients who are invested in mutual funds and mutual fund money funds where a management fee is assessed are in effect paying two advisory fees. Clients pay an investment advisory fee to the Company based on the total assets under the Company's management, which includes the assets invested in the mutual/money funds where an investment management fee has been charged by the mutual and or money fund investment advisor.

**Financial Planning Services**

Financial Planning services are offered on either an hourly rate or project basis depending upon the complexity of the Client's financial situation. For comprehensive planning or more complex projects, planning is billed separately according to the billing rates of the person or persons providing services. Our current base hourly rates range from \$65 per hour for a Registered Paraplanner® to \$200 per hour for principals.

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**Mitchell P. Conlon**

DOB: 05-09-60

*Educational Background:*

College for Financial Planning, Denver, CO

Certified Financial Planner®, 1988

University of Washington, Seattle, WA

Bachelor of Arts, 1991

*Business Background:*Renaissance Asset Advisors, Ltd.  
President

12-92 to 10-04

Conlon & Dart LLC  
Principal

10-04 to present

**Stephen H. Dart**

DOB: 04-21-56

*Educational Background:*

University of Austin, San Antonio, TX

University of Washington, Seattle, WA

Bachelor of Arts, 1977

University of Washington, Seattle, WA

Doctor of Law, 1980



**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:  
Conlon & Dart LLCSEC File Number:  
**801-63575**Date:  
**December 1, 2006**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

| 1. Full name of applicant exactly as stated in item 1A of Part I of Form ADV: |   | IRS Empl. Ident. No.:<br>20-1601957 |
|---|---|-------------------------------------|
| Item of Form<br>(identify)  | Answer  |                                     |
| 6 (cont.)   | <p><b>Stephen H. Dart</b></p> <p><i>Business Background:</i><br/>Savings Growers, Inc. 08-90 to 10-04<br/>President</p> <p>Conlon &amp; Dart LLC 10-04 to present<br/>Principal</p> <p><b>Rick M. Bryan</b> DOB: 07-02-69</p> <p><i>Educational Background:</i><br/>Western Washington University, Bellingham, WA Bachelor of Arts, 1997</p> <p>College for Financial Planning, Denver, CO Certified Financial Planner®, 2006</p> <p><i>Business Background:</i><br/>G. Russell Knobel &amp; Associates, Inc. 09-97 to 04-06<br/>Pension (ERISA) Consultant</p> <p>Conlon &amp; Dart LLC 04-06 to present<br/>Associate</p> |                                     |
| 8c(1), 12B  | Subject to client approval, securities transactions will be cleared through Charles Schwab & Co., Inc., Member SIPC, or Fidelity Brokerage Services LLC, Member NYSE, SIPC, subject to best price and execution. The Company has determined that said clearing firms utilize a competitive commission schedule.   |                                     |
| 8c(3)   | Renaissance Asset Advisors, Ltd. and Savings Growers, Inc., registered investment advisors, each own 40% of Conlon & Dart LLC.  |                                     |
| 9   | The Company maintains a Code of Ethics that every employee must comply with. At its core, the code emphasizes the importance of complying with all applicable federal securities laws. The general principles behind the code include: that personnel shall place client interests first; that personnel shall never take disadvantage of their positions; and that personnel shall keep all client information regarding securities holdings confidential in accordance with the Company's Privacy Policy. The Company will provide a copy of its Code of Ethics to any client or prospective client upon request.         |                                     |
| 9E  | The Company or its associated persons may recommend to clients the purchase or sale of investment products in which it or a related entity may have some financial interest. Additionally, the Company may buy or sell for itself investment products recommended to clients. Records will be maintained of all securities bought or sold by the Company, associated persons or related persons. Such records will be available for client inspection upon request.   |                                     |
| 10  | The Company manages investment advisory accounts with a minimum account size of \$500,000. The Company maintains the right to waive the minimum account requirement.  |                                     |
| 11A   | Accounts are reviewed no less frequently than quarterly by Mitchell P. Conlon or Stephen H. Dart.   |                                     |

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**Schedule F of  
Form ADV****Continuation Sheet for Form ADV Part II**Applicant:  
Conlon & Dart LLCSEC File Number:  
**801-63575**Date:  
**December 1, 2006**

(Do not use this Schedule as a continuation sheet for Form ADV Part I or any other schedules.)

| 1. Full name of applicant exactly as stated in item 1A of Part I of Form ADV: |   | IRS Empl. Ident. No.:<br>20-1601957 |
|---|---|-------------------------------------|
| Item of Form<br>(identify)  | Answer  |                                     |
| 11B   | Quarterly reports are supplied to all clients providing specific positions and performance information. Additionally, clients receive a monthly brokerage report detailing positions and account activity.  |                                     |
| 12A(1)  | The client may elect to provide the Company with limited discretionary authority over the account based on client goals, objectives, risk tolerance and overall financial objectives. The Company will exercise limited discretion over the securities to be bought and sold and the amounts of securities bought or sold, and the broker/dealer to be used. Client accounts will be maintained at Charles Schwab & Co., Inc. or Fidelity Investments.  |                                     |
| 12A(2)(3)   | No limitations. The Company will adhere to client investment objectives as stated in client's Confidential Investment Questionnaire or Investment Policy Statement if executed.<br><br>The Company does not vote proxies on clients' behalf, nor does it have written authority to do so.   |                                     |
| 12B, 13A  | <p>Pursuant to Section 28(e) of the Securities Act of 1934, the Company will have soft dollar arrangements whereby the Company has the discretionary authority to select certain broker/dealers who may charge commissions in excess of the lowest available commissions in recognition of the value of products or services provided by the broker/dealer to the Company. The products or services arranged or provided by the broker/dealer may be used in servicing all of the Company's clients but may or may not be used in connection with accounts that have paid commissions to the broker providing the service. Research products and services may include access to proprietary research systems, access to third party providers of pricing and performance information, and discounts on software applications. Additional services may include group discounts on computer hardware and other business related expenditures.</p> <p>The Company will occasionally enter into agreements with various non-affiliated investment advisors to offer asset management services to the Company's clients. The duties of the Company will include assisting the Client in choosing appropriate investment managers, setting restrictions or limitations on the management of the account, explaining portfolio strategies and transactions and answering client questions. As a result of these services, compensation will be provided to the Company. Compensation to the Company will usually be in the form of a percentage of assets under management in accordance with the Company's standard fee schedule. The relationship of the Company with the non-affiliated advisors will be clearly communicated to all clients in a disclosure statement provided by the non-affiliated investment advisor and/or the Company.</p> <p>Compensation is received by the Company after services have been rendered. Generally, an agreement may be terminated upon formal notification to Company or upon transfer of the account. However, compensation arrangements and termination agreements made with the non-affiliated investment advisor are distinct from that of the Company, including fee schedule and terms, fees, payments and refund policies. The Company will determine that any non-affiliated investment advisor, with which the Company contracts, is properly registered in those states where investment advice or securities are provided to residents of that state.</p> |                                     |
| 13B   | The Company does not actively seek but reserves the right to compensate certain individuals or corporate entities for client referrals. In such instances, the Company will utilize a Solicitor Disclosure Statement that is signed both by the client and the solicitor in the event the solicitor is to be paid for such referrals. In addition, the Company will enter into a separate solicitor agreement with the solicitor. The disclosure statement and the solicitor agreement are provided pursuant to Rule 206(4)-3 of the Investment Advisors Act of 1940.   |                                     |

|  |
|--|
|  |
|--|