



FIRM BROCHURE

(Part 2A of Form ADV)

March 28, 2018

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Part 2A of Form ADV (the “Brochure”) provides information about the qualifications and business practices of Wealth Architects, LLC. If you have any questions about the contents of this Brochure, please contact us at 650.325.9044. 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.

Wealth Architects, LLC is registered as an investment adviser with the Securities and Exchange Commission; however, such registration does not imply a certain level of skill or training and no inference to the contrary should be made.

Additional information about Wealth Architects, LLC is also available on the SEC’s website at www.adviserinfo.sec.gov.

ITEM 1: COVER PAGE

Please refer to previous page.

ITEM 2: MATERIAL CHANGES

Wealth Architects, LLC (“Wealth Architects”) is amending this Brochure with the following updates:

Item 4 – Advisory Business - to report the Firm’s assets under management as of December 31, 2017.

Item 12 – Brokerage Practices and Item 15 – Custody, to more fully describe Wealth Architects custodial relationships

Wealth Architects encourages each client to read this Brochure carefully and to contact us with any questions you may have. Our previous version of this Form ADV Part 2A was dated March 27, 2017.

Pursuant to SEC Rules, Wealth Architects will ensure that clients receive a summary of any materials changes to this Brochure within 120 days of the close of Wealth Architects’ fiscal year-end. Additionally, as Wealth Architects experiences material changes in the future, we will send you a summary of our “Material Changes” under separate cover. For more information about the firm, please visit www.wealtharchitects.com.

Additional information about Wealth Architects and its investment adviser representatives is available on the SEC’s website at www.adviserinfo.sec.gov.

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Item 4: Advisory Business

Description of Firm

Wealth Architects is a California limited liability company and independent registered investment advisor. Our Firm provides comprehensive wealth management, wealth planning and wealth consulting services. Our broad range of wealth planning and consulting services may include non-investment related matters.

Principal Owners

Wealth Architects became registered with the Securities and Exchange Commission (“SEC”) in 2005. The Firm’s Principal Owner is The Johnsen Family Living Trust DTD 12/5/2005.

Types of Advisory Services Offered

ADVISORY SERVICES

The wealth management services we provide are tailored to each individual client’s financial circumstances and investment objectives. The Firm’s portfolio managers consult with each client to design an individualized investment plan based on a number of factors including the client’s financial condition, investment goals and objectives, risk tolerances, asset class preferences, time horizons, liquidity needs and other factors. Our portfolio managers help each of the Firm’s clients identify a strategic asset allocation that is consistent with the client’s investment objectives and other criteria. Clients may identify any investment restrictions to be placed on their account.

Wealth management clients enter into a management relationship with the Firm by executing a wealth management agreement and by establishing a custodial investment account with a qualified custodian, usually a broker-dealer. A client may make additions to and withdrawal Wealth Architects from the client’s custodial account at any time. Clients may withdraw account assets with notice to the Firm, subject to the usual and customary securities settlement procedures. However, we design client portfolios as long-term investments and caution our clients that asset withdrawal Wealth Architects may impair the achievement of the client’s investment objectives.

Additions to an account may be in cash or securities provided that our portfolio managers may decline to accept particular securities into a client’s account or may recommend that the security be liquidated if it is inconsistent with the Firm’s investment strategy or the client’s investment objectives. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, fees assessed at the mutual fund level (i.e. contingent deferred sales charge) and/or tax ramifications.

WEALTH PLANNING AND WEALTH CONSULTING SERVICES

Wealth Architects provides comprehensive wealth planning services on either an hourly fee or fixed fee basis. Wealth Architects' wealth planning services may include a financial review and analysis of some or all of the following areas:

- Determining Financial Goals And Objectives
- Asset Allocation Review
- Retirement Plan Analysis
- Employee Stock Option Analysis
- Current Portfolio Review
- Education Funding Analysis
- Cost Audit of Current Investments
- Cash Flow Management Review
- Review of Insurance Needs
- Mortgage and Refinance Evaluation
- Estate Plan Review or Development
- Charitable (or social capital) Planning
- Opinion on Current Investment Strategy/Advisors
- Other Financial or Investment Analysis

The Firm's professionals also accept limited wealth consulting engagements to conduct any of the listed reviews or analyses on an hourly fee basis.

The Firm may recommend its own wealth management or wealth planning services or those of other professionals to implement investment recommendations. Clients are advised that a conflict of interest exists if the Firm recommends its own services. The client is under no obligation to act upon any of the recommendations made by Wealth Architects under a wealth planning / consulting engagement and/or to engage the services of any recommended professional, including Wealth Architects itself. The client retains absolute discretion over all such planning implementation decisions and is free to accept or reject any of the Firm's recommendations.

FIDUCIARY STATUS UNDER ERISA

To the extent any client is a retirement or other employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), and depending upon the investment management services provided by Wealth Architects, the Firm may be considered a "fiduciary" under ERISA. As an ERISA fiduciary, the Firm is obligated to provide investment advice in each client's best interests.

GENERAL NOTICE

In performing its services, Wealth Architects relies upon the information received from its client or from their other professional legal, accounting and insurance advisors, and is not required to independently verify such information. Clients must promptly notify us of any change in their financial situation or investment objectives that would necessitate a review or revision by our advisors of the client's portfolio and/or wealth plan.

Advisory Agreements

Unless provided in connection with the wealth management services described above, clients engaging Wealth Architects to provide wealth planning or consulting services will generally be required to enter into a separate written agreement with Wealth Architects setting forth the terms and conditions of the engagement and describing the scope of the services to be provided. Wealth planning and consultation clients are not required to be wealth management clients of the Firm.

Clients may terminate their relationship with the Firm by written notice to the Firm. The Firm does not assess any fees related to termination but will be entitled to all management fees earned up to the date of termination. Any prepaid fees owed to the client will be refunded on a pro rata basis determined on the amount of time expired in the calendar quarter. In the event the client terminates the Firm's wealth planning and/or consulting services, the balance of the Firm's unearned fees (if any) shall be refunded to the client. If termination occurs within five business days of entering into an agreement for such services the client shall be entitled to a full refund.

If a copy of this Form ADV Part 2A disclosure statement was not delivered to the client prior to or simultaneous with a client entering into a written advisory contract with Advisor, then the client has the right to terminate the contract without penalty within five (5) business days after entering into the contract. For purposes of this provision, a contract is considered entered into when all parties to the contract have signed the contract. If the client terminates the contract on this basis, all fees paid by the client will be refunded. Any transaction costs imposed by the executing broker or custodian for establishing the custodial account or for trades occurring during those five days are non-refundable.

Amount of Client Assets Managed

| Type of Account | Assets Under Management ("AUM") |
|-------------------|------------------------------------|
| Discretionary | \$ 930,863,769.00 |
| Non-Discretionary | \$ 67,671,002.00 |
| Total: | \$998,534,771.00 |

ITEM 5: FEES AND COMPENSATION

ADVISORY FEES

Wealth Management Fees

Wealth Architects charges its wealth management clients an annual fee based upon a percentage of the market value of the assets being managed in the clients' portfolios. The Firm's annual fee is exclusive of, and in addition to brokerage commissions, transaction fees, and other related costs and expenses which shall be incurred by the client. However, the Firm shall not receive any portion of these commissions, fees, and costs. The wealth management fee is prorated and charged quarterly, in advance, based upon the market value of the assets on the last day of the previous quarter. The annual fee shall vary (between 0.30% and 0.85%) depending upon the market value of the assets under management and the type of wealth management services to be rendered, as follows:

| Value of Account Assets | Annual Fee Rate |
|----------------------------------|-----------------|
| Up to 5 million dollars | 0.85% plus |
| Between 5 and 10 million dollars | 0.50% plus |
| Above 10 million dollars | 0.30% |

Wealth Architects imposes a minimum annual wealth management fee of \$10,000. This minimum fee may have the effect of making the Firm's service impractical for clients, particularly those with portfolios less than \$1,000,000 under management. We may, in our discretion, waive the minimum annual fee or charge a different minimum fee based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, and *pro bono* activities.

As stated previously, clients are free to make additions to and withdrawal Wealth Architects from their custodial account at any time, subject to the Firm's right to terminate an account if withdrawal Wealth Architects render continued management by the Firm unwarranted given its investment strategy and other considerations. If assets are deposited into an account after the inception of a quarter that exceed 10% of the total value of household accounts at the time of the addition, the fee payable with respect to such assets will be prorated based on the number of days remaining in the quarter. Clients may withdraw account assets on notice to the Firm, subject to the usual and customary securities settlement procedures. For partial withdrawal Wealth Architects that exceed 10% of the value of the total value of household accounts on the date of the withdrawal Wealth Architects, the Firm shall credit its unearned fee towards the next quarter's fee. However, the Firm designs its portfolios as long-term investments and assets withdrawal Wealth Architects may impair the achievement of a client's investment objectives. For the initial quarter of wealth management services, the first quarter's fees are calculated on a *pro rata* basis.

Clients typically authorize the custodian of their account(s) to debit the client's account for the amount of Wealth Architects' wealth management fee and to directly remit that management fee to the Firm. The client's custodian sends a statement to the client, at least quarterly, indicating all amounts disbursed from the account including the amount of management fees paid directly to Wealth Architects. It is the client's responsibility to verify the accuracy of the fee calculation, as the custodian will not determine whether the fee is properly calculated. Clients must discuss any discrepancy in fees with Wealth Architects within 30-days of the billing date.

WEALTH PLANNING AND WEALTH CONSULTATION FEES

The Firm offers its wealth planning and wealth consulting services on either an hourly and/or fixed fee basis. Our wealth planning and consulting fees are negotiable, but generally range from \$2,500 to \$100,000 on a fixed fee basis and from \$150 to \$500 on an hourly rate basis, depending upon the level and scope of the services and the professional rendering the wealth planning and/or the consulting services. If the client also engages the Firm for additional wealth management services, the Firm may offset all or a portion of its fees for those services based upon the amount paid for the wealth planning and/or consulting services.

Generally, the Firm requires an initial wealth planning / consulting deposit of a minimum of \$1,000 (estimated hourly or fixed) payable upon entering the written wealth planning or consultation agreement. The balance is generally due upon delivery of the wealth plan or completion of the agreed upon services.

GENERAL FEE DISCLOSURE

Wealth Architects is a Level Fee Advisor under ERISA. Neither the Firm nor its employees and affiliates receive commissions, sales loads, 12b-1 fees or revenue sharing payments on investment products purchased or sold for client accounts. Neither the Firm nor any employee or affiliate pays or accepts referral fees for placing client assets into any investment. Wealth Architect employees and affiliates are not paid "sales awards" or prizes for referring clients to the Firm but they may receive compensation or bonuses tied to client asset values. The Firm neither sponsors nor advises any proprietary investment funds, pooled investment vehicles, private equity or limited partnership investment products.

We believe our wealth management fees are reasonable in light of the fees charged by other investment advisors in the San Francisco Bay area for comparable services. However, comparable services may be available from other sources for lower fees than those charged by Wealth Architects. The client's fee is determined in accordance with the above fee structure, with exceptions negotiated on a case-by-case basis at Wealth Architects' discretion. Any deviations from the fee structure are based upon a number of factors including the amount of work involved, the amount of assets placed under management and the attention needed to manage the account.

CUSTODIAN AND BROKERAGE FEES

Clients incur certain charges imposed by their custodians and other third parties such as custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Additionally, clients will incur charges by the executing broker-dealer in the form of brokerage commissions and transaction fees on the investment transactions entered into for their account(s). Clients and prospective clients are directed to Item 12, Brokerage Practices, below for further information regarding custodian and execution charges. These charges, fees and commissions are in addition to the Firm's wealth management fee.

FUND DISCLOSURES

Mutual funds, closed-end funds, exchange traded funds and alternative investment funds are investment vehicles and the investment strategies, objectives and types of securities held by such funds vary widely. In addition to the advisory fee charged by Wealth Architects, clients indirectly pay for the expenses and advisory fees charged by the funds in which their assets are invested.

All such funds incur operating expenses in connection with the management of the fund. Investment funds pass some or all of these expenses through to their shareholders (the individual investors in the funds) in the form of management fees. The management fees charged vary from fund to fund. In addition, funds may charge shareholders (individual investors in the funds) other types of fees such as early redemption or transaction fees. These charges also vary widely among funds. As a result, clients will pay management fees and other, "indirect" fees and expenses as charged by each mutual fund (or other fund) in which they are invested.

Clients are provided a copy of a fund prospectus for each fund in which they invest by their custodian or by the fund sponsor rather than by Wealth Architects. As required by law, a prospectus represents the fund's complete disclosure of its management and fee structure.

ITEM 6: PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT

Wealth Architects does not charge performance related fees. No part of the investment management fee is calculated as a percentage of the capital gain or capital appreciation of assets.

ITEM 7: TYPES OF CLIENTS

Description

Our clients include individuals and their trusts, estates and retirement plans, pension and

profit sharing plans and charitable organizations.

Conditions for Managing Accounts

As noted above, Wealth Architects imposes a minimum annual wealth management fee of \$10,000. This minimum fee may have the effect of making the Firm's service impractical for clients, particularly those with portfolios less than \$1,000,000 under management. We may, in our discretion, waive the minimum annual fee or charge a different minimum fee based upon certain criteria including anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing client, account retention, and *pro bono* activities.

As noted above, clients may impose reasonable restrictions on investing in certain securities or other investments. However, there may be times when certain restrictions are placed by a client, which may prevent Wealth Architects from accepting or continuing to manage the account. Wealth Architects reserves the right to not accept and/or terminate management of a client's account if it feels that the client imposed restrictions would limit or prevent the Firm from meeting and/or maintaining its investment strategies.

ITEM 8: METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS

Methods of Analysis

Our portfolio managers base their investment analysis on modern portfolio theory. This entails examining the investment goals of each client, determining the amount of investment risk suitable to those goals and building a diversified portfolio of assets to provide appropriate risk-adjusted returns. The Firm relies on leading academic and industry research to inform its investment strategy and utilizes a variety of financial and economic sources to study various asset classes including third party academic research materials, financial newspapers and magazines, corporate rating services, and corporate annual reports, press releases, prospectuses and regulatory filings.

Investment Strategies

Wealth Architects offers advice on several types of investments including, but not limited to, stocks, bonds, options, mutual funds, municipal securities, and real estate investments. However, the Firm primarily allocates its client's wealth management assets among mutual funds, exchange traded funds, and individual debt securities in accordance with the investment objectives of the client.

In addition to these types of investments the Firm also provides investment advice regarding

alternative investments to qualified clients for whom such investments are deemed suitable. These alternative investments may include, but are not limited to, venture capital limited partnerships, private equity, managed future funds, hedge funds and third party funds of funds.

Risk of Loss

All securities investments carry risk, including the risk that an investor may lose a part or all of his or her initial investment. Here are some of the general risks associated with parts of our investment strategy:

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Short-term purchases – on occasion, generally only for tax management or cash flow purposes, we may determine to buy or sell securities in a client's account and hold them for less than a year. Some of the risks associated with short-term trading that could affect investment performance are increased commissions and transaction costs to the account and increased tax obligations on the gains in a security's value.

Option Trading – Certain Wealth Architects clients engage in option trading. Option securities are complex derivatives of equity securities that incorporate certain leverage characteristics and as such carry an increased risk of investment loss.

Alternative Asset Classes – Depending upon the type of alternative investment vehicle, clients may not be able to sell their interests readily or in a timely manner. Restrictions on sale or redemption of interests therefore may lead to inconvenience in connection with personal liquidity needs or losses due to the inability to sell interests in volatile financial market conditions.

Private Equities – Wealth Architects may purchase or recommend the inclusion of shares in non-publicly traded equities in the accounts of accredited clients. These companies will generally have little available information on their financial status, capital structure or revenues, resulting in increased risk of loss, including total loss. In addition, these securities may be highly illiquid or may experience losses of liquidity – resulting in an inability to sell said equities or sales prices that are substantially below the purchase or market price. Wealth Architects, unless otherwise expressly agreed, will value these positions at their purchase price for any accounting purposes, which may not reflect losses that would be realized if the position was sold. Of particular risk is that Wealth Architects will base its account values for billing purposes on these positions' purchase price (unless another methodology is agreed upon with the client), leading to a potential motivation to overvalue said equities. Finally, Wealth Architects may have clients who are

executives of said firms or have other financial relationships that may create conflicts of interest. Where such conflicts exist, Wealth Architects will disclose these conflicts in written format to the clients who hold such securities or whom we intend to purchase such securities under our discretion prior to any transactions.

ITEM 9: DISCIPLINARY INFORMATION

Legal or Disciplinary Events

Wealth Architects has no disciplinary history and consequently, is not subject to any disciplinary disclosures.

ITEM 10: OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

Wealth Architects is an independent investment advisor, unaffiliated with any other financial institution or securities dealer or issuer. Although we recommend that our clients custody their investment accounts at Charles Schwab & Co., Inc. ("Schwab"), Fidelity Investments ("Fidelity") or TD Ameritrade, we have no affiliation with either company, do not supervise their brokerage activities and are not subject to their supervision.

Mark Johnsen serves on the Schwab Advisor Services Advisory Board (the "Board"). Wealth Architects may recommend that clients establish brokerage accounts with Charles Schwab & Co., Inc. ("Schwab") to maintain custody of the clients' assets and effect trades for their accounts. The Board consists of approximately 21 representatives of independent investment advisory firms who have been invited by Schwab management to participate in meetings and discussions of Schwab Advisor Services' services for independent investment advisory firms and their clients. Board members serve for two-year terms. Mark's term ends in 2017. Board members enter nondisclosure agreements with Schwab under which they agree not to disclose confidential information shared with them. This information generally does not include material nonpublic information about the Charles Schwab Corporation, whose common stock is listed for trading on the New York Stock Exchange and the NASDAQ stock market (symbol SCHW). The Board meets in person approximately twice per year and has periodic conference calls scheduled as needed. Board members are not compensated by Schwab for their service, but Schwab does pay for or reimburse Board members' travel, lodging, meals and other incidental expenses incurred in attending Board meetings.

Although we may refer our clients to other professionals such as attorneys, accountants or insurance specialists for estate planning, tax, insurance or other matters, neither the Firm nor its principal or employees are affiliated with any law, accountancy or insurance firm.

ITEM 11: CODE OF ETHICS, PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS AND PERSONAL TRADING

Description of Code of Ethics

The Firm and persons associated with the Firm are permitted to buy or sell securities that it also recommends to clients consistent with the Firm's policies and procedures.

The Firm has adopted a code of ethics that sets forth the standards of conduct expected of its associated persons and requires compliance with applicable securities laws ("Code of Ethics"). Our Code of Ethics contains written policies reasonably designed to prevent the unlawful use of material non-public information by the Firm or any of its associated persons. The Code of Ethics also requires that Firm personnel report their personal securities holdings and transactions and obtain pre-approval of non-mutual fund security transactions. Clients and prospective clients may contact the Firm to request a copy of its Code of Ethics at any time.

Participation or Interest in Client Transactions

When the Firm is purchasing or considering for purchase any security on behalf of a client, no employee may effect a transaction in that security prior to the completion of the purchase on behalf of Firm clients or until a decision has been made not to purchase such security for clients. Similarly, when the Firm is selling or considering the sale of any security on behalf of a client, no employee may effect a transaction in that security prior to the completion of the sale or until a decision has been made not to sell such security.

Personal Trading

Employees may buy or sell different investments, based on personal investment considerations, which the Firm may not deem appropriate to buy or sell for clients. It is also possible that employees may take investment positions for their own accounts that are contrary to those taken on behalf of clients. Employees may also buy or sell a specific security for their personal account based on personal investment considerations aside from company or industry fundamentals, which are not deemed appropriate to buy or sell for clients. This can occur when securities that are not suitable for clients at the time of purchase (e.g., speculative stocks, micro cap stocks, penny stocks), are purchased by employees. If these securities subsequently appreciate, these personal transactions could be viewed as creating a conflict of interest.

Conversely, employees may liquidate a security position that is held both for their own account and for the accounts of Firm clients, sometimes in advance of clients. This occurs when personal considerations (i.e., liquidity needs, tax-planning, industry/sector weightings) deem a stock sale

necessary for individual wealth planning reasons. If the security subsequently falls in price, these personal transactions could be viewed as a conflict of interest.

ITEM 12: BROKERAGE PRACTICES

Selection Criteria

Wealth Architects does not maintain custody of your assets that we manage, although we may be deemed to have custody of your assets if you give us authority to withdraw assets from your account (see Item 15—Custody, below). Your assets must be maintained in an account at a “qualified custodian,” generally a broker-dealer or bank.

We recommend that our clients use Charles Schwab & Co., Inc. (Schwab), Fidelity and/or TD Ameritrade registered broker-dealers, and members of SIPC, as the qualified custodians. We are independently owned and operated and are not affiliated with Schwab, Fidelity, or TD Ameritrade. These qualified custodians will hold your assets in a brokerage account and buy and sell securities when we instruct them to. While we recommend that you use Schwab, Fidelity, or TD Ameritrade as custodian/broker, you will decide whether to do so and will open your account with one of these qualified custodians by entering into an account agreement directly with them. We do not open the account for you, although we may assist you in doing so. Not all advisors require their clients to use a particular broker-dealer or other custodian selected by the advisor. Even though your account is maintained at one of these custodians, we can still use other brokers to execute trades for your account as described below (see “Your brokerage and custody costs”).

A. How We Select Custodians/Brokers

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

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

- competitiveness of the price of those services (commission rates, margin interest rates, other fees, etc.) and willingness to negotiate them;
- reputation, financial strength and stability of the provider;
- the custodian/broker's prior service to us and our other clients; and
- availability of other products and services that benefit us, as discussed below (*see "Products and Services Available to Us from our Qualified Custodians"*).

A. Custody and Brokerage Costs

For our clients' accounts that these Qualified Custodians maintain, the custodians generally do not charge you separately for custody services but are compensated by charging you commissions or other fees on trades that it executes or that settle into your custodial account. Certain trades (for example, many mutual funds and ETFs) may not incur commissions or transaction fees. The Qualified Custodian is also compensated by earning interest on the uninvested cash in your account. For some accounts, the Qualified Custodian may charge you a percentage of the dollar amount of assets in the account in lieu of commissions. Each Qualified Custodian's commission rates and asset-based fees applicable to our client accounts were negotiated based on our commitment to maintain Wealth Architects client assets in accounts at the Qualified Custodian. This commitment benefits you because the overall commission rates and asset-based fees you pay are lower than they would be otherwise. In addition to commissions and asset-based fees, Qualified Custodians charge you a flat dollar amount as a "prime broker" or "trade away" fee for each trade that we have executed by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into your custodial account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer. Because of this, in order to minimize your trading costs, we have the Qualified Custodian execute most trades for your account. We have determined that having the Qualified Custodian execute most trades is consistent with our duty to seek "best execution" of your trades. Best execution means the most favorable terms for a transaction based on all relevant factors, including those listed above (see "How we select brokers/custodians").

1. Best Execution

It is the policy and practice of Wealth Architects to strive for the best price and execution that are competitive in relation to the value of the transaction ("best execution"). In order to achieve best execution, Wealth Architects will use Schwab, Fidelity, or TD Ameritrade. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the overall best qualitative execution, taking into consideration the full range of a their services, including among other things, the value of research provided, execution capability, commission rates, and responsiveness. Consistent with the foregoing, it may not necessarily obtain the lowest possible commission rates for client transactions. Wealth Architects is not

required to negotiate “execution only” commission rates, thus clients may be deemed to be paying for research and related services (i.e., “soft dollars”) provided by Schwab, Fidelity, or TD Ameritrade which are included in the commission rate.

To ensure that the Qualified Custodian is conducting overall best qualitative execution, the Firm will periodically (and no less often than annually) evaluate the trading process of Schwab, Fidelity, and TD Ameritrade. The Firm’s evaluation will consider the full range of brokerage services offered by the Qualified Custodians, which may include, but is not limited to price, commission, timing, research, capable floor brokers or traders, competent block trading coverage, ability to position, capital strength and stability, reliable and accurate communications and settlement processing, use of automation, knowledge of other buyers or sellers and administrative ability.

2. Directed Brokerage

The custodial arrangement is a type of directed brokerage arrangement since Qualified Custodians generally requires that client transactions be placed with the custodian for execution. Clients should understand that not all advisers require their clients to use only one custodian or otherwise direct brokerage. Wealth Architects has selected Schwab, Fidelity, and TD Ameritrade to provide its clients with brokerage and custodial services because it believes these Qualified Custodians can provide best execution. To help ensure that clients are receiving best execution and to address the conflict of interest surrounding this arrangement, Wealth Architects performs periodic reviews of the quality of execution and services provided by these Schwab, Fidelity, and TD Ameritrade.

3. Trade Aggregation and Allocation

Transactions for each client will be effected independently, unless Wealth Architects decides to purchase or sell the same securities for several clients at approximately the same time. Wealth Architects performs investment management services for various clients, some of which may have similar investment objectives. The Firm may (but is not obligated to) aggregate or “batch” sale and purchase orders with other client accounts that have similar orders being made contemporaneously, if in Wealth Architect’s judgment such aggregation is reasonably likely to result in an overall economic benefit to the affected accounts. Such benefits may include better transaction prices and lower trade execution costs. Wealth Architects may combine such orders to obtain best execution, to negotiate more favorable commission rates, or to allocate equitably among the Firm’s clients differences in prices and commissions or other transaction costs that might have been obtained had such orders been placed independently.

Because of prevailing market conditions, it may not be possible to execute all shares of an aggregated trade, in which case the Firm will allocate the trade among participating accounts in an equitable manner determined prior to execution of the trade. Ordinarily, the executing broker-dealer will provide an average price, and where possible, average transaction costs that will be allocated to all accounts participating in the aggregated trade. In certain cases, Wealth Architects may not be able to purchase or sell the same security for all clients that could transact in the security, which is generally based on various factors such as the type of security, size of the account, cash availability and account restrictions. If such orders cannot be fully executed under prevailing market conditions, Wealth Architects may allocate the securities traded among clients and each similar order in a manner which it considers equitable, taking into consideration, among other things, the size of the orders placed, the relative cash positions of each account, the investment objectives of the accounts, and liquidity of the security.

C. Custody and Brokerage Costs

Schwab, Fidelity, and TD Ameritrade generally do not charge Wealth Architects client accounts separately for custody services but are compensated by charging you commissions or other fees on trades that it executes or that settle into your custodial account. For some accounts, Qualified Custodians may charge you a percentage of the dollar amount of assets in the account in lieu of commissions. Custodial commission rates and asset-based fees applicable to Wealth Architects client accounts were negotiated based on our commitment to maintain Wealth Architects client assets in accounts at the custodial firm. This commitment benefits you because the overall commission rates and asset-based fees you pay are lower than they would be if Wealth Architects had not made the commitment. In addition to commissions, or asset-based fees, Schwab, Fidelity, and TD Ameritrade charge a flat dollar amount as a “trade away” fee for each trade that Wealth Architects executes by a different broker-dealer but where the securities bought or the funds from the securities sold are deposited (settled) into a custodial account. These fees are in addition to the commissions or other compensation you pay the executing broker-dealer.

D. Products and Services Available to Us from the Qualified Custodians we use

The Qualified Custodians we utilize provide us and our clients with access to their institutional brokerage services (trading, custody, reporting, and related services), many of which are not typically available to retail customers. These Qualified Custodians also makes available various support services. Some of those services help us manage or administer our clients’ accounts, while others help us manage and grow our business. These support services are generally available on an unsolicited basis (we don’t have to request them) and at no charge to us. Following is a more detailed description of these custodial support services:

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

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

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

Custodial Services that Generally Benefit Only Us. Schwab, Fidelity, and TD Ameritrade also offer other services intended to help us manage and further develop our business enterprise. These services include:

- Educational conferences and events
- Consulting on technology, compliance, legal, and business needs
- Publications and conferences on practice management and business succession
- Access to employee benefits providers, human capital consultants, and insurance providers
- Marketing consulting and support

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

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

Our interest in the Services provided by Schwab, Fidelity, and TD Ameritrade. The availability of these services from our Qualified Custodians benefit us because we do not have to produce or purchase them. We don't have to pay for Custodial services. These services are not contingent upon us committing any specific amount of business to Schwab in trading commissions or assets in custody. This creates an incentive to recommend that you maintain your account with one of these Qualified Custodians, based on our interest in receiving their services that benefit our business and the Qualified Custodian's payment for services for which we would otherwise have to pay rather than based on your interest in receiving the best value in custody services and the most favorable execution of your transactions. This is a potential conflict of interest. We believe, however, that our selection of Schwab, Fidelity, and TD Ameritrade as custodians and brokers is in the best interests of our clients. Our selection is primarily supported by the scope, quality, and price of these Qualified Custodian's services (see "How we select brokers/ custodians") and not *"Custodial Services that Generally Benefit Only Us."*

ITEM 13: REVIEW OF ACCOUNTS

For those clients to whom the Firm provides wealth management services, the Firm monitors those portfolios as part of an ongoing process while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by the Principal of the Firm, Mark T. Johnsen or another portfolio manager under his supervision. All wealth management clients are encouraged to discuss their needs, goals, and objectives with the Firm and to keep the Firm informed of any changes thereto. The Firm contacts ongoing wealth management clients at least annually to review its previous services and/or recommendations and to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives. Wealth management clients receive a report from the Firm at least quarterly that includes account values and account performance. Clients are advised to regularly compare the assets and values listed on their Wealth Architects account report with those listed on the custodian's account statements. Those clients to whom the Firm provides wealth planning and/or consulting services receive reports from the Firm summarizing its analysis and conclusions as requested by the client or otherwise agreed to in writing by the Firm.

ITEM 14: CLIENT REFERRALS AND OTHER COMPENSATION

Wealth Architects does not pay referral fees to any third party firms or individuals for

recommending the Firm to prospective clients, nor is the Firm or its employees paid referral fees by any third party for referring clients to their businesses. We do not direct brokerage transactions to any broker-dealer in exchange for receiving client referrals.

ITEM 15: CUSTODY

Wealth Architects does not maintain physical custody of client funds or securities. Clients are required to set up their investment accounts with a “qualified custodian,” namely a broker dealer, bank or trust company. Wealth Architects is unable to take even temporary possession of client assets for the purpose of transferring them to the client’s account. Each client has a direct relationship with their custodian and is responsible for making deposits to and withdrawals from their account as necessary.

Wealth Architects recommends that clients create their investment accounts at Schwab, Fidelity or TD Ameritrade in part because they are broker-dealers regulated by the Financial Industry Regulatory Authority (“FINRA”) and participate in the Securities Investors Protection Corporation (“SIPC”) insurance fund. (See also, Item 9 Brokerage Practices, above.)

Schwab, Fidelity and TD Ameritrade are obligated to send account statements directly to the client (or to an independent third party representative designated by the client), no less than quarterly, showing all funds and securities held, their current value and all transactions executed in the client’s account, including the payment to Wealth Architects of its wealth management fees. Clients receive at least quarterly statements from the custodian that holds their investment assets. Wealth Architects urges clients to promptly and carefully review these statements. Wealth Architects statements may differ from custodial statements based on accounting procedures, reporting dates, or valuation methodologies of certain securities.

While Wealth Architects does not maintain physical custody of you funds or securities, pursuant to the Investment Advisers Act of 1940, Wealth Architects is deemed to have “constructive custody” of client funds because the Firm has the authority and ability to debit its fees directly from the accounts of those clients receiving Wealth Architects’ Investment Advisory Services.

Additionally, certain clients have, and may in the future, sign a Standing Letter of Authorization (SLOA) that gives Wealth Architects the authority to transfer funds to a third-party as directed by the client in the SLOA. This is also deemed to give the Firm constructive custody. Custody is defined as any legal or actual ability by the Firm to withdraw client funds or securities. Firms with deemed custody must take the following steps:

1. Ensure clients’ managed assets are maintained by a qualified custodian;

2. Have a reasonable belief, after due inquiry, that the qualified custodian will deliver an account statement directly to the client at least quarterly;
3. Confirm that account statements from the custodian contain all transactions that took place in the client's account during the period covered and reflect the deduction of advisory fees; and
4. Obtain a surprise audit by an independent accountant on the clients' accounts for which the advisory firm is deemed to have custody.

However, the rules governing the direct debit of client fees and SLOAs exempts Wealth Architects from the surprise audit rules if certain conditions (in addition to steps 1 through 3 above) are met. Those conditions are as follows:

1. When debiting fees from client accounts, Wealth Architects must receive written authorization from clients permitting advisory fees to be deducted from the client's account.
2. In the case of SLOAs, Wealth Architects must: (i) confirm that the name and address of the third party is included in the SLOA, (ii) document that the third-party receiving the transfer is not related to the Firm, and (ii) ensure that certain requirements are being performed by the qualified custodian.

If client funds or securities are inadvertently received by our firm, they will be returned to the sender immediately, or as soon as practical

ITEM 16: INVESTMENT DISCRETION

At the time they establish their custodial investment management accounts at Schwab, Fidelity and TD Ameritrade, clients execute a limited power of attorney that appoints us as their wealth advisor and grants full trading and investment authority over their assets at the time they establish their investment accounts at Schwab, Fidelity and/or TD Ameritrade. Subject to the Firm's investment strategy and the client's investment objectives, our portfolio managers are given full discretion to determine:

- Which securities to buy;
- Which securities to sell;
- The amount of securities to buy or sell; and
- Which broker to use to execute each transaction.

This discretion may be limited by client investment guidelines and by any investment restrictions set by the client.

Except in the case of directed brokerage instructions, client securities transactions generally are executed through Schwab, Fidelity and TD Ameritrade to avoid “trade away” fees for trades that are executed at other broker-dealers. In some cases, a particular security may be not be available through Schwab, Fidelity and TD Ameritrade or available only under execution parameters or at an overall cost that makes the use of an alternative executing broker more advantageous for that transaction. In such cases, the portfolio managers have the discretion to select the broker to execute the trade.

The Firm may render non-discretionary wealth management services to clients relative to: (1) variable life/annuity products that they may own, (2) other accounts not custodied at Schwab, Fidelity and TD Ameritrade, and/or (3) their individual employer sponsored retirement plans. In so doing, the Firm either directs or recommends the allocation of client assets among the various mutual fund subdivisions that comprise the variable life/annuity product or the retirement plan.

The client assets shall be maintained at either the specific insurance company that issued the variable life/annuity product which is owned by the client, or at the custodian designated by the sponsor of the client’s retirement plan.

ITEM 17: VOTING CLIENT SECURITIES

Wealth Architects may vote proxies on behalf of its clients for the securities held in their accounts. When we accept such responsibility, we will only cast proxy votes in a manner consistent with the best interest of our clients. Absent special circumstances, all proxies will be voted consistent with guidelines established and described in the Firm’s Proxy Voting Policies and Procedures. At any time, clients may contact us to request information about how we voted proxies for that client’s securities or to get a copy of the Firm’s Proxy Voting Policies and Procedures. Any client that would like to direct the Firm on how to vote a particular proxy solicitation on their behalf may do so by contacting the Firm’s Chief Compliance Officer at the number noted above. However, because the Firm’s practice is to vote proxies within a few days of receiving each solicitation, clients are advised to contact the Firm immediately if they would like to direct a specific vote on their behalf.

Although the Proxy Voting Guidelines are to be followed as a general policy, certain issues are considered on a case-by-case basis based on the relevant facts and circumstances. Since corporate governance issues are diverse and continually evolving, the Firm shall devote an appropriate amount of time and resources to monitor these changes.

In situations where there may be a conflict of interest in the voting of proxies due to business or personal relationships that the Firm itself or another Firm client maintains with persons having an interest in the outcome of certain votes, the Firm will take appropriate steps to ensure that its

proxy voting decisions are made in the best interest of its clients and are not the product of such conflict.

ITEM 18: FINANCIAL INFORMATION

Wealth Architects does not require or solicit prepayment of its management fees from clients six or more months in advance. There are no adverse conditions related to the Firm's finances that are likely to impair its ability to meet its contractual commitments to its clients. The Firm has not been the subject of a bankruptcy filing in the last ten years.