

Sentry Advisors, LLC  
Form ADV Part 2A Brochure  
March 29, 2017

## Form ADV, Part 2A

### Sentry Advisors, LLC

100 Pine Street, 27<sup>th</sup> Floor

San Francisco, CA 94111

(415) 229-9000

March 29, 2017

This Form ADV, Part 2A, ("Brochure"), provides information about the qualifications and business practices of Sentry Advisors, LLC. If you have any questions about the contents of this Brochure, please contact us at (415) 229-9000. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission ("SEC") or by any state securities authority.

Additional information about Sentry Advisors, LLC is available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

Sentry Advisors, LLC is registered with the SEC under the Investment Advisers Act of 1940. Registration of an investment adviser does not imply any level of skill or training.

## Item 2 – Material Changes

Nothing to report.

## Item 3 -Table of Contents

|   |    |
|---|----|
| <u>Item 1 – Cover Page</u> .....  | 1  |
| <u>Item 2 – Material Changes</u> .....  | 2  |
| <u>Item 3 - Table of Contents</u> .....   | 2  |
| <u>Item 4 – Advisory Business</u> .....   | 3  |
| <u>Item 5 – Fees and Compensation</u> .....                                       | 4  |
| <u>Item 6 – Performance-Based Fees and Side-By-Side Management</u> .....          | 5  |
| <u>Item 7 – Types of Clients</u> .....  | 6  |
| <u>Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss</u> ..... | 6  |
| <u>Item 9 – Disciplinary Information</u> .....                                    | 7  |
| <u>Item 10 – Other Financial Industry Activities and Affiliations</u> .....       | 7  |
| <u>Item 11 – Code of Ethics</u> .....   | 9  |
| <u>Item 12 – Brokerage Practices</u> .....  | 10 |
| <u>Item 13 – Review of Accounts</u> .....   | 13 |
| <u>Item 14 – Client Referrals and Other Compensation</u> .....                    | 14 |
| <u>Item 15 – Custody</u> .....  | 14 |
| <u>Item 16 – Investment Discretion</u> .....                                      | 14 |
| <u>Item 17 – Voting Client Securities</u> .....                                   | 15 |
| <u>Item 18 – Financial Information</u> .....                                      | 15 |

#### **Item 4 – Advisory Business**

Sentry Advisors, LLC. (“Registrant”) is owned and operated by Alex Flagg, Managing Member, Greg Powell, Managing Member, and Julie Meissner, CCO. As of December 31, 2015 Registrant’s advisory assets under management were approximately \$808 million, consisting of approximately \$218 million in discretionary managed assets and \$590 million in non-discretionary managed assets. Registrant had approximately 110 discretionary clients and 216 non-discretionary clients. Registrant was formed and registered under the Investment Advisers Act of 1940 (“Advisers Act”) in 2015.

Registrant provides investment advice and management to individually managed accounts that is tailored to the needs of individual clients, mostly on a discretionary basis. For discretionary clients, Registrant has complete discretion over the selection and amount of securities to be bought or sold without obtaining specific client consent. Clients may impose restrictions on their investments upon request. These restrictions may include prohibitions or limits on individual securities, security types, asset classes, allocation, liquidity, credit quality and income. For non-discretionary accounts, Registrant generally does not have discretion to buy or sell securities without specific client consent.

Registrant also offers a wrap fee program (“Program”) whereby it manages Client Accounts for a single fee that includes portfolio management services and the transaction/commission costs. Under this Program, the Registrant offers individualized discretionary investment advice for a single “wrap” fee. Registrant provides ADV Part 2a, Appendix 1 Wrap Fee Brochure to all Program participants.

Registrant is affiliated with the following entities:

Garrison Point Capital, LLC

Garrison Point Funds, LLC

San Francisco Sentry Investment Group

Sivia Capital Partners, LLC

All of these entities are registered investment advisers under the Advisers Act.

The Registrant is also affiliated with S.F. Sentry Securities, Inc., a broker-dealer registered under the Securities Exchange Act of 1934 and FINRA.

The Registrant and these affiliates have certain owners and/or senior managers in common, and share office space in downtown San Francisco. Julie Meissner is the Chief Compliance Officer of Registrant and affiliates. Alex Flagg, Managing Member of Registrant, is also registered representative of S.F. Sentry Securities. Greg Powell, Managing Member of Registrant, is also registered representative of S.F. Sentry Securities. These entities or their principals also control various investment limited partnerships and limited liability companies. All of these entities may

share office space and the services of certain employees. These relationships are further discussed below.

## **Item 5 – Fees and Compensation**

Fees are negotiable and may vary, but generally will be based on an annual percentage rate of one to two percent (1-2%) of assets under management. Fees are payable quarterly in advance at the beginning of each calendar quarter based on the market value of the assets under management at the close of the prior quarter. Newly established accounts will be charged on a pro rata basis for the remaining days of the quarter. A client may terminate an investment advisory agreement on five (5) business days advance written notice. On termination, clients may receive a refund of advisory fees on a pro-rated basis. Fees are generally deducted from client accounts.

Registrant believes that its fees are competitive with fees charged by other investment advisers for comparable services, but comparable services may be available from other sources for lower fees than those charged by Registrant. Registrant's fees for investment advisory services are separate and distinct from fees charged by Registrant's affiliated investment advisers or limited partnerships.

Registrant's fees for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and exchange-traded funds ("ETFs") to shareholders. Clients invested in mutual funds or ETFs will pay advisory fees to Registrant, additional brokerage, custodial and administrative fees at the custodial level and as a shareholder of the applicable mutual fund or ETF additional administrative and service fees. These mutual funds or ETF fees and expenses are described in each fund's prospectus. Registrant's fees are also separate and distinct from custodial, accounting, legal and other fees incurred by clients. Custodial fees are shown on your monthly account statements.

Mr. Flagg, Mr. Powell and Ms. Meissner are principals and officers of Registrant and are also registered representatives of S.F. Sentry Securities, Inc., a registered broker-dealer. Registrant directs most of its advisory clients' brokerage commissions to S.F. Sentry Securities, Inc. Mr. Flagg and Mr. Powell may receive a portion of brokerage commissions paid in connection with those transactions. These brokerage fees paid by advisory client are in addition to Registrant's advisory fees.

This arrangement creates a conflict of interest in that Registrant, Mr. Flagg and Mr. Powell have an incentive to direct more client transactions to S.F. Sentry Securities, Inc. than Registrant might otherwise direct. S.F. Sentry Securities, Inc. has indicated to Registrant that the brokerage fees paid by Registrant's clients will not exceed the fees paid by similar clients of S.F. Sentry Securities, Inc. In all cases in which transactions are directed to S.F. Sentry Securities, Inc., or to any other broker, Registrant will determine in good faith that the commissions charged in connection with those transactions are reasonable in relation to the value of the brokerage,

research and other services provided by that broker, viewed in terms of either the specific transaction or Registrant's overall responsibilities to the portfolios over which Registrant exercises investment authority. Registrant will regularly review the commission rates paid by its advisory clients to determine that they are competitive with commissions paid by clients of investment advisors that provide services similar to Registrant's. Nevertheless, Registrant's clients may be able to obtain more favorable brokerage commission rates elsewhere particularly when one considers the advisory fees being paid to Registrant. If a client so desires to use another unaffiliated brokerage firm, the client may notify Registrant in writing. Clients who use a broker they have selected may pay higher or lower commissions than those charged by S.F. Sentry Securities, Inc. See Item 12 regarding brokerage practices.

## **Item 6 – Performance-Based Fees and Side-By-Side Management**

Registrant does not charge any performance-based fees (fees based on a share of capital gains or capital appreciation of the assets of a client). However, Registrant's affiliated investment adviser, Garrison Point Funds, LLC, does charge performance fees, in addition to annual asset-based fees, for advisory services. Garrison Point Funds, LLC, serves as a general partner and investment adviser for affiliated limited partnerships (i.e. hedge funds). Registrant's principals and employees also provide investment advisory and other services to Garrison Point Funds, LLC. Certain clients of Registrant may have invested in one or more of these affiliated, investment limited partnerships managed by Garrison Point Funds, LLC. These arrangements may result in a conflict of interest because Registrant and its employees may have an incentive to favor accounts for which its affiliates receive a performance fee. Registrant and its employees may also have an incentive to recommend that advisory clients invest in other affiliated entities to obtain additional advisory fees. See Item 10.E. for additional information.

Registrant has taken numerous actions to address these potential conflicts of interest. Registrant is committed to meeting its fiduciary duty to its clients under the Advisers Act, which includes the duty to act in its clients' best interest at all times and to disclose material conflicts of interest. Registrant has adopted and implemented a Code of Ethics and Compliance Program that includes specific provisions regarding Registrant's and employees' fiduciary duties with respect to potential conflicts of interest resulting from investments managed by Registrant's affiliated investment advisers and limited partnerships. These policies and procedures include, among other things, provisions that: (1) require that investments in affiliated entities must be in the best interests of advisory clients; (2) require that investment opportunities must be fairly and equitably allocated between Registrant and its affiliates; and (3) prohibit employees from profiting at the expense of Registrant's advisory clients. Registrant has also appointed Julie Meissner as the Chief Compliance Officer. As Chief Compliance Officer, Ms. Meissner is responsible for ensuring that Registrant and its employees meet their fiduciary obligations under the Advisers Act and Registrant's Code of Ethics and Compliance Program on an ongoing basis.

## **Item 7 – Types of Clients**

Registrant's clients include individuals, high net worth individuals, trusts, businesses, pension plans and charitable organizations. Registrant generally requires a minimum investment of \$250,000, although Registrant may accept a lesser amount in its discretion.

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

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

Registrant provides its clients with individualized investment advice tailored to the investment objectives and financial situation of each client. Registrant's methods of analysis include fundamental analysis, charting and technical analysis. Registrant offers advice on the following types of securities: (1) equities (exchange listed, over-the-counter and foreign issues); (2) warrants; (3) corporate debt securities; (4) municipal securities; (5) United States government securities and Certificates of Deposit; and (6) ETFs and mutual funds. These investments bear the risk of loss at any time due to unforeseen market, economic, interest rate, liquidity or other risks.

When appropriate to the needs of the client, Registrant may recommend the use of trading (securities sold within 30 days), margin transactions, short sales and/ or option writing as investment strategies. Because these investment strategies may involve increased risk of loss, they are only recommended when consistent with the client's stated tolerance for risk. Recommendation of margin provides a conflict of interest when charging an advisory fee on a client's month end market value. Registrant is aware of this conflict and will only recommend if appropriate for the individual client strategy.

## **Item 9 – Disciplinary Information**

Registrant does not believe there has been any legal or disciplinary event that is material to an evaluation of the Registrant's integrity or ability to meet contractual commitments to clients. However, there is one disciplinary action to report at this time. Mr. Flagg and Deutsche Bank Securities ("Firm") were named in a customer complaint that involved the sale of Auction Rate Securities ("ARS"). The transaction at issue took place before mid-February 2008, when the ARS market suffered widespread auction rate failures and illiquidity. The firm reached an agreement with its regulators pursuant to which it repurchased ARS for the full par value from certain clients, including the client who placed this complaint. Mr. Flagg was not a party to that agreement, did not make any payment to the client, and was not asked to contribute to the repurchase amount.

## **Item 10 – Other Financial Industry Activities and Affiliations**

### **A. Affiliated Investment Limited Partnerships**

The registrant has affiliated registered investment advisers and general partners, noted below. Garrison Point Funds, LLC; a registered investment adviser. Garrison Point Funds, LLC is the general partner of:

- GP Mortgage Opportunity Master Fund, (BVI), LTD
- GP Mortgage Opportunity Fund I, LP
- GP Mortgage Opportunity Fund, II, LP
- GP Mortgage Opportunity Fund, III LP. , and
- Garrison Point Opportunities Fund I LP.

Clients may be solicited to invest in investment partnerships managed by Registrant's affiliates, noted above. These investment partnerships are composed of partners who, in the main, qualify as accredited investors under the Securities Act of 1933, and may also include a limited number of unaccredited investors. The partnerships seek growth of capital through investment in a variety of financial instruments/strategies including, but not limited to, emerging growth companies, restructuring companies, short sales; options and risk arbitrage. The partnerships may invest in opportunistic situations based on considerable fundamental research, which is conducted to determine the expected values, risks, and timing associated with each anticipated strategy. These entities may also borrow funds to make investments, which may result in increased risk of investment losses.

### **Alex Flagg**

Mr. Flagg is the Managing Member and Principal of Registrant. He is also a Registered Representative of S.F. Sentry Securities, Inc. and Registered Investment Advisor representative of San Francisco Sentry Investment Group. Mr. Flagg devotes the majority of his time to Registrant and S.F. Sentry Securities, Inc. Although it is expected that the majority of Mr. Flagg's time will be devoted to Registrant and S.F. Sentry Securities, Inc., the specific time for each will depend on circumstances, including the development of each business.

### **Greg Powell**

Mr. Powell is the Managing Member and Principal of Registrant. He is also a Registered Representative of S.F. Sentry Securities, Inc. and Registered Investment Advisor representative of San Francisco Sentry Investment Group. Mr. Powell devotes the majority of his time to Registrant and S.F. Sentry Securities, Inc. Although it is expected that the majority of Mr. Powell's time will be devoted to Registrant and S.F. Sentry Securities, Inc., the specific time for each will depend on circumstances, including the development of each business.

### **Julie T. Meissner**

Ms. Meissner is the Chief Compliance Officer and Principal of Registrant. She is also the CCO of:

- Garrison Point Fund, LLC
- San Francisco Sentry Investment Group
- Garrison Point Capital, LLC
- Sivia Capital Partners, LLC

All of these entities are registered investment advisers under the Advisers Act.

Ms. Meissner is also the CCO of S.F. Sentry Securities, Inc., a broker-dealer registered under the Securities Exchange Act of 1934 and FINRA. Ms. Meissner's time for each will depend on circumstances, including the development of each business.

### **Shared Office Space and Employees**

Registrant and its various affiliated entities share common offices in downtown San Francisco. Julie Meissner is the Chief Compliance Officer of these same entities. Employees of these entities also provide services to affiliated entities on an ongoing basis.

### **Addressing Potential Conflicts of Interest**

Registrant recognizes that its relationships with affiliated persons and entities, as described above, may result in potential conflicts of interest between the interests of advisory clients and the interests of Registrant and its affiliated entities and persons. Registrant has taken numerous actions to address these potential conflicts of interest. Registrant is committed to meeting its fiduciary duty to its clients under the Advisers Act, which includes the duty to act in its clients' best interest at all times and to disclose material conflicts of interest.

Registrant has adopted and implemented a Code of Ethics and Compliance Program that includes policies and procedures regarding Registrant's fiduciary duty with respect to potential conflicts of interest resulting from investments and accounts managed by Registrant's affiliated investment advisers and limited partnerships. These policies and procedures require, among other things, that Registrant: (1) manage portfolios in accordance with client investment guidelines and objectives; (2) invest client funds in affiliated entities only when such investments are in the clients' best interest; (3) disclose all fees charged by Registrant and its affiliates; (4) allocate investment opportunities among affiliated entities in a fair and equitable way; and (5) prohibit employees from wrongfully profiting the expense of advisory clients. Registrant has also appointed Julie Meissner as the Chief Compliance Officer. As Chief Compliance Officer, Ms. Meissner is responsible for



ensuring that Registrant and its employees meet their fiduciary obligations under the Advisers Act and Registrant's Code of Ethics and Compliance Program on an ongoing basis. Mr. Flagg and Mr. Powell are also responsible for ensuring that Registrant and its employees meet their fiduciary obligations under the Advisers Act and Registrant's Code of Ethics and Compliance Program.

## **Item 11 – Code of Ethics**

Registrant has adopted a Code of Ethics for all supervised persons of the firm, which includes all employees of Registrant and its affiliates, describing its high standard of business conduct and fiduciary duty to its clients. The purpose of this Code of Ethics is to require Registrant and its employees to act in the best interests of its clients at all times and to address potential conflicts of interest between Registrant and its employees and advisory clients. Registrant's clients or prospective clients may request a copy of the Code of Ethics by contacting Julie Meissner, Chief Compliance Officer, at (415) 229-9042.

Registrant's Code of Ethics is based on the principle that all employees and certain other persons have a fiduciary duty to place the interest of clients ahead of their own interest and the interests of Registrant and its affiliates. The Code of Ethics applies to all "Access Persons" (i.e. employees and certain other persons with access to confidential information regarding client investments). Access Persons must avoid activities, interests and relationships that might interfere with making decisions in the best interest of advisory clients. As fiduciaries, all Access Persons must, at all times: (1) place the interests of advisory clients first; (2) avoid taking inappropriate advantage of their position (For example, access persons may not use their knowledge of portfolio transactions to profit by the market effect of such transactions); and (3) conduct and report all personal securities transactions in full compliance with the Code of Ethics on an ongoing basis. These reporting requirements ensure that Access Persons do not place their personal interests ahead of clients' interests when making their personal securities transactions.

The Code of Ethics also permits Registrant and its employees to personally invest in securities of the same class that are purchased for clients and to own securities of a class that are subsequently purchased for clients. If securities of a particular class are purchased or sold for clients and Registrant or its employees on the same day, then the client will either pay or receive a more favorable price, or receive the same price as Registrant, affiliates and employees. Registrant and/or its employees may also buy or sell a specific security for its/their own account which they do not deem appropriate to buy or sell for clients.

Access Employees who violate the Code of Ethics are subject to sanctions, which may include dismissal from employment and the reporting of misconduct to legal authorities.

## **Item 12 – Brokerage Practices**

Registrant generally has discretion over the selection of the brokers to be used and the commission rates to be paid in the absence of specific instructions from a client. Subject to obtaining best execution and competitive pricing in Registrant's good faith judgment, Registrant generally selects S.F. Sentry Securities, Inc., an affiliated broker-dealer registered with the SEC and FINRA, as the introducing broker for its advisory clients. S.F. Sentry Securities, Inc. earns most of its revenues by providing brokerage services to Registrant, and other affiliated entities. Brokerage clearing services are generally provided by RBC Capital Markets, LLC. Other brokers may also provide brokerage clearing services on a limited basis.

In selecting a broker for any transaction or series of transactions, Registrant will attempt to obtain, in its good faith judgment, the best qualitative execution. In this regard, Registrant may consider a number of factors, including, for example, net price, reputation, financial strength and stability, efficiency or execution and error resolution, block trading and block positioning capabilities, willingness to execute related or unrelated difficult transactions in the future, order of call, offering to Registrant on-line access to computerized data regarding clients' accounts, the availability of stocks to borrow for short trades and other matters involved in the receipt of brokerage services generally.

Registrant may receive certain software and research services in connection with client trades (i.e. software and research from Bloomberg). Registrant generally seeks to receive these services in a manner consistent with its fiduciary duty to its advisory clients and the provisions of Section 28(e) of the Securities Exchange Act of 1934. Various broker-dealers provide Registrant with proprietary research and other products and services (i.e. receipt of duplicate trade confirmations and account statements, trading desk access, the ability to aggregate clients' securities transactions, and the ability to directly debit advisory fees from clients' accounts). Registrant may also purchase from a broker or allow a broker to pay for certain research services, economic and market information, portfolio strategy advice, industry company comments, technical data, recommendations, general reports, consultations, performance measurement data, on-line pricing, news wire charges, office equipment and the like (a "soft dollar" relationship).

Registrant may pay a brokerage commission in excess of that which another Broker-Dealer might charge for effecting the same transaction in recognition of the value of the brokerage, research and other services and soft dollar relationships. In such a case, however, Registrant will determine in good faith that such commissions are reasonable in relation to the value of brokerage, research and other services and soft dollar relationships provided by such Broker-Dealer, viewed in terms of either the specific transaction or Registrant's overall responsibilities to the portfolios over which Registrant exercises investment authority. Some accounts, nevertheless, may pay higher brokerage commissions than are otherwise available, while the research and other benefits resulting from the brokerage relationship may benefit all Registrant accounts or Registrant's operations as a whole.

Registrant occasionally executes over-the-counter ("OTC") securities transactions on an agency basis. Registrant could execute such transactions on a principal basis if it believed that doing so would be favorable compared to executing on an agency basis and no mark-up will be charged.

Registrant usually does not execute principal transactions with advisory clients, does not execute cross-trades among advisory clients, and does not execute trades between its affiliated broker-dealer's brokerage clients and advisory clients. However, on rare occasions, Registrant may use a principal account to trade securities (i.e. municipal bonds) when such trades are in the best interests of advisory clients and in accordance with applicable regulatory requirements.

Registrant may, in its discretion, aggregate the trades of advisory clients with the trades of clients of its affiliated advisers and limited partnerships when it is in the best interests of its clients. Clients who participate in aggregated trades will receive the same prices and an equitable allocation of shares.

A client may direct Registrant to utilize a particular broker-dealer to execute some or all transactions for the client's account. In such circumstances, the client is responsible for negotiating the terms and arrangements for the account with that broker-dealer. Registrant will not seek better execution services or prices from other broker-dealers and will not be able to aggregate the client's transactions with other broker-dealers with orders for other accounts advised or managed by Registrant. As a result, Registrant may not obtain best execution on behalf of the client, who may pay materially disparate commissions, greater spreads or other transaction costs, or receive less favorable net prices on transactions for the account than would otherwise be the case.

Potential conflicts of interest may arise between the interests of advisory clients and the receipt of commissions and other compensation by S.F. Sentry Securities, Inc., an affiliated registered broker-dealer. However, these potential conflicts of interest are addressed by Registrant's ongoing practice of permitting clients to select their own brokers, disclosure of its compensation and brokerage practices to clients, and by seeking best execution on behalf of its clients at all times. See Item 5 for additional information.

Registrant may recommend that clients establish brokerage accounts with the Schwab Advisor Services division of Charles Schwab & Co., Inc. (Schwab), a registered broker-dealer, member SIPC, to maintain custody of clients' assets and to effect trades for their accounts. The final decision to custody assets with Schwab is at the discretion of the Advisor's clients, including those accounts under ERISA or IRA rules and regulations, in which case the client is acting as either the plan sponsor or IRA accountholder. Registrant is independently owned and operated and not affiliated with Schwab. Schwab provides Registrant with access to its institutional trading and custody services, which are typically not available to Schwab retail investors. These services generally are available to independent investment advisors on an unsolicited basis, at no charge to them so long as a total of at least \$10 million of the advisor's clients' assets are maintained in accounts at Schwab Advisor Services. Schwab's services include brokerage services that are related to the execution of securities transactions, custody, research, including that in the form of advice, analyses and reports, and access to mutual funds and other investments that are otherwise generally available only to institutional investors or would require a significantly higher minimum initial investment.

For Registrant's client accounts maintained in its custody, Schwab generally does not charge separately for custody services but is compensated by account holders through commissions or other transaction-related or asset-based fees for securities trades that are executed through Schwab or that settle into Schwab accounts.

Schwab also makes available to Registrant other products and services that benefit Registrant but may not benefit its clients' accounts. These benefits may include national, regional or Registrant specific educational events organized and/or sponsored by Schwab Advisor Services. Other potential benefits may include occasional business entertainment of personnel of Registrant by Schwab Advisor Services personnel, including meals, invitations to sporting events, including golf tournaments, and other forms of entertainment, some of which may accompany educational opportunities. Some of these products and services assist Registrant in managing and administering clients' accounts. These include software and other technology (and related technological training) that provide access to client account data (such as trade confirmations and account statements), facilitate trade execution (and allocation of aggregated trade orders for multiple client accounts), provide research, pricing information and other market data, facilitate payment of Registrant's fees from its clients' accounts, and assist with back-office training and support functions, recordkeeping and client reporting. Many of these services generally may be used to service all or some substantial number of Registrant's accounts, including accounts not maintained at Schwab Advisor Services. Schwab Advisor Services also makes available to Registrant other services intended to help us manage and further develop our business enterprise. These services may include professional compliance, legal and business consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, employee benefits providers, human capital consultants, insurance and marketing. In addition, Schwab may make available, arrange and/or pay vendors for these types of services rendered to Registrant by independent third parties. Schwab Advisor Services may discount or waive fees it would otherwise charge for some of these services or pay all or a part of the fees of a third-party providing these services to Registrant. While, as a fiduciary, Registrant endeavors to act in its clients' best interests, Registrant's recommendation/requirement that clients maintain their assets in accounts at Schwab may be based in part on the benefit to Registrant of the availability of some of the foregoing products and services and other arrangements and not solely on the nature, cost or quality of custody and brokerage services provided by Schwab, which may create a potential conflict of interest.

### **Item 13 – Review of Accounts**

Client portfolios are reviewed and reconciled on at least a quarterly basis. More frequent reviews may be conducted in response to changes in market or economic conditions or changes in a client's investment objectives or financial condition. Securities held in client accounts are reviewed on a daily basis. Reviews are generally conducted by Mr. Flagg and Mr. Powell. Registrant provides clients with at least quarterly reports regarding portfolio holdings, trades, fees and performance.

#### **Item 14 – Client Referrals and Other Compensation**

Registrant may pay compensation for client referrals. In the event Registrant pays compensation for client referrals, the details of these arrangements will be disclosed to the clients or prospective clients, in writing in accordance with Rule 206(4)-3 and other applicable requirements under the Advisers Act.

Registrant's affiliated investment advisers and limited partnerships may pay a portion of their management fee and performance-based fees to persons who refer such clients or investors. All such compensation for client referrals shall be made in accordance with Rule 206(4)-3 and other applicable requirements under the Investment Advisers Act of 1940.

Registrant's affiliated broker-dealer, S.F. Sentry Securities, Inc., may pay client referral fees to certain persons who refer clients to the affiliated broker-dealer.

Registrant addresses potential conflicts of interest arising from these client referral arrangements by complying with Rule 206(4)-3 and other applicable requirements of the Advisers Act.

#### **Item 15 – Custody**

Schwab, RBC Capital Markets, LLC and Fidelity are the custodians for over 95% of advisory clients' assets. Other custodians hold the remaining client assets. RBC Capital Markets, LLC, Fidelity, Schwab and other custodians send monthly or quarterly brokerage or custodial statements directly to clients. These statements should be carefully reviewed by clients. Registrant encourages its clients to carefully compare quarterly reports provided by Registrant to custodial and brokerage statements issued by Schwab, RBC Capital Markets, LLC and Fidelity or other custodians.

#### **Item 16 – Investment Discretion**

Registrant provides discretionary advisory services to its clients in accordance with investment guidelines and restrictions determined in consultation with clients. Discretionary services means that Registrant will purchase and sell securities without prior client permission in accordance with a limited power of attorney. The limited power of attorney prohibits Registrant from withdrawing funds from the clients' custodial and brokerage accounts. For non-discretionary services, Registrant obtains specific client consent prior to the purchase or sale of a security.

### **Item 17 – Voting Client Securities**

Registrant generally does not have proxy voting rights for any of its clients. Registrant instructs each client's custodian to deliver all proxy voting materials directly to the client. Clients who wish to discuss their proxy votes with Registrant may call Julie Meissner, Chief Compliance Officer, at (415) 229-9042.

### **Item 18 – Financial Information**

Registered investment advisers are required in this Item to provide you with certain financial information or disclosures regarding any financial conditions that may impair their ability to meet contractual commitments to clients. Registrant has no financial conditions that impairs its ability to meet contractual and fiduciary commitments to clients, and has not been the subject of a bankruptcy proceeding.