

## **D.B. ROOT & COMPANY, LLC**

*a Registered Investment Adviser*

436 Seventh Avenue, Suite 2800  
Pittsburgh, PA 15219

(412) 227-2800

[www.dbroot.com](http://www.dbroot.com)

This brochure provides information about the qualifications and business practices of D.B. Root & Company, LLC (hereinafter “D.B. Root & Company” or the “Firm”). If you have any questions about the contents of this brochure, please contact the Firm at this telephone number listed above. 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 the Firm is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The Firm is a registered investment adviser. Registration does not imply any level of skill or training.

**Item 2. Material Changes**

In this Item, D.B. Root & Company is required to discuss any material changes that have been made to the brochure since the last annual amendment dated February 28, 2017. The Firm has amended Items 4 and 5 to reflect details relating to its investment consulting services. The Firm has also amended Item 10 to reflect the fact that David Root has an ownership interest in another investment advisory firm. The Firm has also amended Item 10 to reflect changes to its financial arrangement with Dynasty Financial Partners.

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## Item 4. Advisory Business

D.B. Root & Company offers a variety of advisory services, which include financial planning, consulting, and investment management services. Prior to D.B. Root & Company rendering any of the foregoing advisory services, clients are required to enter into one or more written agreements with D.B. Root & Company setting forth the relevant terms and conditions of the advisory relationship (the “Advisory Agreement”).

D.B. Root & Company was registered as an investment adviser in September 2015 and is owned principally by David Root, together with minority owners David Hoffmann and Charles Stout, though the Firm’s parent holding company DBR Management Co., Inc. David Root has acted under the business name of D.B. Root & Company both as a registered investment adviser and as registered representative and investment adviser representative since 1994. As of January 24, 2018, D.B. Root & Company had approximately \$406,663,983 in assets under management, all of which was managed on a discretionary basis, as well as \$62,862,529 in assets under advisement in employer retirement plans.

While this brochure generally describes the business of D.B. Root & Company, certain sections also discuss the activities of its Supervised Persons, which refer to the Firm’s officers, partners, directors (or other persons occupying a similar status or performing similar functions), employees or any other person who provides investment advice on D.B. Root & Company’s behalf and is subject to the Firm’s supervision or control.

### Financial Planning and Consulting Services

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D.B. Root & Company offers clients a broad range of financial planning and consulting services, which may include any or all of the following functions:

- |                             |                         |
|-----------------------------|-------------------------|
| • Business Planning         | • Retirement Planning   |
| • Cash Flow Forecasting     | • Risk Management       |
| • Trust and Estate Planning | • Charitable Giving     |
| • Financial Reporting       | • Distribution Planning |
| • Investment Consulting     | • Tax Planning          |
| • Insurance Planning        | • Manager Due Diligence |

While each of these services is available on a stand-alone basis, certain of them may also be rendered in conjunction with investment portfolio management as part of a comprehensive wealth management engagement (described in more detail below).

In performing these services, D.B. Root & Company is not required to verify any information received from the client or from the client’s other professionals (e.g., attorneys, accountants, etc.) and is expressly

authorized to rely on such information. D.B. Root & Company may recommend clients engage the Firm for additional related services, its Supervised Persons in their individual capacities as insurance agents or registered representatives of a broker-dealer and/or other professionals to implement its recommendations. Clients are advised that a conflict of interest exists if clients engage D.B. Root & Company or its affiliates to provide additional services for compensation. Clients retain absolute discretion over all decisions regarding implementation and are under no obligation to act upon any of the recommendations made by D.B. Root & Company under a financial planning or consulting engagement. Clients are advised that it remains their responsibility to promptly notify the Firm of any change in their financial situation or investment objectives for the purpose of reviewing, evaluating or revising D.B. Root & Company's recommendations and/or services.

### **Investment and Wealth Management Services**

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D.B. Root & Company manages client investment portfolios on a discretionary basis. In addition, D.B. Root & Company may provide clients with wealth management services which include a broad range of comprehensive financial planning and consulting services as well as discretionary management of investment portfolios.

D.B. Root & Company primarily allocates client assets among various mutual funds, exchange-traded funds ("ETFs"), individual debt and equity securities, and independent investment managers ("Independent Managers") in accordance with their stated investment objectives.

Where appropriate, the Firm may also provide advice about any type of legacy position or other investment held in client portfolios. Clients can engage D.B. Root & Company to manage and/or advise on certain investment products that are not maintained at their primary custodian, such as variable life insurance and annuity contracts and assets held in employer sponsored retirement plans and qualified tuition plans (i.e., 529 plans). In these situations, D.B. Root & Company directs or recommends the allocation of client assets among the various investment options available with the product. These assets are generally maintained at the underwriting insurance company or the custodian designated by the product's provider.

D.B. Root & Company tailors its advisory services to meet the needs of its individual clients and seeks to ensure, on a continuous basis, that client portfolios are managed in a manner consistent with those needs and objectives. D.B. Root & Company consults with clients on an initial and ongoing basis to assess their specific risk tolerance, time horizon, liquidity constraints and other related factors relevant to the management of their portfolios. Clients are advised to promptly notify D.B. Root & Company if there are changes in their financial situation or if they wish to place any limitations on the management of their portfolios. Clients can impose reasonable restrictions or mandates on the management of their accounts if D.B. Root & Company determines, in its sole discretion, the conditions would not materially impact the performance of a management strategy or prove overly burdensome to the Firm's management efforts.

### **Use of Independent Managers**

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As mentioned above, D.B. Root & Company may select certain Independent Managers to actively manage a portion of its clients' assets. The specific terms and conditions under which a client engages an Independent Manager may be set forth in a separate written agreement with the designated Independent Manager. In addition to this brochure, clients also receive the written disclosure documents of the respective Independent Managers engaged to manage their assets.

D.B. Root & Company evaluates a variety of information about Independent Managers, which includes the Independent Managers' public disclosure documents, materials supplied by the Independent Managers themselves and other third-party analyses it believes are reputable. To the extent possible, the Firm seeks to assess the Independent Managers' investment strategies, past performance and risk results in relation to its clients' individual portfolio allocations and risk exposure. D.B. Root & Company also takes into consideration each Independent Manager's management style, returns, reputation, financial strength, reporting, pricing and research capabilities, among other factors.

D.B. Root & Company continues to provide services relative to the discretionary selection of the Independent Managers. On an ongoing basis, the Firm monitors the performance of those accounts being managed by Independent Managers. D.B. Root & Company seeks to ensure the Independent Managers' strategies and target allocations remain aligned with its clients' investment objectives and overall best interests.

#### **Investment Consulting Services**

D.B. Root & Company also provides a variety of investment consulting services to third parties, including other investment advisory firms. When providing such services, D.B. Root & Company has no obligation to implement its investment recommendations and clients are free to accept or reject such recommendations.

### **Item 5. Fees and Compensation**

D.B. Root & Company offers services on a fee basis, which includes fixed fees, fees based upon assets under management or advisement and fees based upon the performance of the client's account depending on each client's circumstances. Additionally, certain of the Firm's Supervised Persons, in their individual capacities, offer securities brokerage services and/or insurance products under a separate commission-based arrangement.

#### **Financial Planning and Consulting Fees**

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D.B. Root & Company generally charges a fixed fee for providing financial planning and consulting services under a stand-alone engagement. These fees are negotiable, but generally range from \$500 to \$10,000, depending upon the scope and complexity of the services and the professional rendering the financial planning and/or the consulting services. If the client engages the Firm for additional investment

advisory services, D.B. Root & Company may offset all or a portion of its fees for those services based upon the amount paid for the financial planning and/or consulting services.

The terms and conditions of the financial planning and/or consulting engagement are set forth in the Advisory Agreement, and D.B. Root & Company generally requires one-half of the fee (estimated hourly or fixed) payable upon execution of the Advisory Agreement. The outstanding balance is generally due upon delivery of the financial plan or completion of the agreed upon services. The Firm does not, however, take receipt of \$1,200 or more in prepaid fees in excess of six months in advance of services rendered.

### **Investment Management and Wealth Management Fees**

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D.B. Root & Company offers investment management services for an annual fee based on the amount of assets under the Firm's management. This management fee generally varies between 50 and 200 basis points per annum (0.50% – 2.00%), depending upon the size and composition of a client's portfolio and the type of services rendered.

The annual fee is prorated and charged quarterly, in advance, based upon the market value of the assets being managed by D.B. Root & Company on the last day of the previous billing period. If assets in excess of \$10,000 are deposited into or withdrawn from an account after the inception of a billing period, the fee payable with respect to such assets is adjusted to reflect the interim change in portfolio value. For the initial period of an engagement, the fee is calculated on a *pro rata* basis. In the event the advisory agreement is terminated, the fee for the final billing period is prorated through the effective date of the termination and the outstanding or unearned portion of the fee is charged or refunded to the client, as appropriate.

Additionally, for asset management services the Firm provides with respect to certain client holdings (e.g., held-away assets, accommodation accounts, alternative investments, etc.), D.B. Root & Company may negotiate a fee rate that differs from the range set forth above.

#### *Performance-Based Fees*

D.B. Root & Company also offers investment management services to certain "qualified clients" (as defined in the Investment Advisers Act of 1940 ("Advisers Act")) for a performance-based fee in accordance with applicable laws, rules and regulations. Under this arrangement, the Firm charges a fee based upon the performance of a client account in addition to an annual fee based upon assets under management. The annual asset-based fee, ranging between 40 and 100 basis points (0.40% – 1.00%), is prorated and charged quarterly, in advance subject to the same terms referenced above when not taking a performance fee.

The performance fee is charged quarterly in arrears and is subject to a high water mark meaning that the performance fee is only charged with respect to the appreciation in the value of the account (adjusted for withdrawals and additions) in excess of the prior highest value of that account (a "High Water Mark").

The performance-based fee will be up to 5% of the annual net appreciation achieved in a client's account subject to the High Water Mark. Alternatively, the Firm may charge up to 30% of an account's annual net appreciation, subject to the High Water Mark, where performance fees will not be charged until such point as net appreciation exceeds an agreed-upon hurdle rate.

#### *Investment Consulting Fees*

D.B. Root & Company offers investment consulting services for an individually-negotiated fee between the Firm and the client which may be based on, among other things, the scope of services provided and the time spent on the engagement.

#### **Fee Discretion**

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D.B. Root & Company may, in its sole discretion, negotiate to charge a greater or lesser fee based upon certain criteria, such as anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, pre-existing/legacy client relationship, account retention and pro bono activities.

#### **Additional Fees and Expenses**

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In addition to the advisory fees paid to D.B. Root & Company, clients also incur certain charges imposed by other third parties, such as broker-dealers, custodians, trust companies, banks and other financial institutions (collectively "Financial Institutions"). These additional charges may include securities brokerage commissions, transaction fees, custodial fees, fees charged by the Independent Managers, margin costs, charges imposed directly by a mutual fund or ETF in a client's account, as disclosed in the fund's prospectus (e.g., fund management fees and other fund expenses), 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. The Firm's brokerage practices are described at length in Item 12, below.

#### **Direct Fee Debit**

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Clients generally provide D.B. Root & Company and/or certain Independent Managers with the authority to directly debit their accounts for payment of the investment advisory fees. The Financial Institutions that act as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, have agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to D.B. Root & Company.



*Use of Margin*

In certain circumstances, the Firm is authorized to use margin in the management of the client's investment portfolio. In these cases the fee payable will be assessed net of margin such that the market value of the client's account and corresponding fee payable by the client to D.B. Root & Company will not be increased.

**Account Additions and Withdrawals**

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Clients can make additions to and withdrawals from their account at any time, subject to D.B. Root & Company's right to terminate an account. Additions may be in cash or securities provided that the Firm reserves the right to liquidate any transferred securities or declines to accept particular securities into a client's account. Clients can withdraw account assets on notice to D.B. Root & Company, subject to the usual and customary securities settlement procedures. However, the Firm designs its portfolios as long-term investments and the withdrawal of assets may impair the achievement of a client's investment objectives. D.B. Root & Company consults with its clients about the options and implications of transferring securities when appropriate. Clients are advised that when transferred securities are liquidated, they may be subject to transaction fees, short-term redemption fees, fees assessed at the mutual fund level (e.g., contingent deferred sales charges) and/or tax ramifications.

**Commissions and Sales Charges for Recommendations of Securities**

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Clients can engage certain persons associated with D.B. Root & Company (but not the Firm directly) to render securities brokerage services under a separate commission-based arrangement. Clients are under no obligation to engage such persons and may choose brokers or agents not affiliated with D.B. Root & Company.

Under this arrangement, the Firm's Supervised Persons, in their individual capacities as registered representatives of Purshe Kaplan Sterling Investments, Inc. ("PKS"), provide securities brokerage services and implement securities transactions under a separate commission based arrangement. Supervised Persons are entitled to a portion of the brokerage commissions paid to PKS, as well as a share of any ongoing distribution or service (trail) fees from the sale of mutual funds. Prior to effecting any transactions, clients are required to enter into a separate account agreement with PKS. A conflict of interest exists to the extent that a Supervised Person of the Firm recommends the purchase or sale of securities through a brokerage relationship where that Supervised Person receives commissions or other additional compensation as a result of that recommendation (the "Brokerage Relationship"). The Firm has procedures in place to ensure that any recommendations made by such Supervised Persons to engage in the Brokerage Relationship are in the best interest of that client. Because the Supervised Persons may receive compensation in connection with the sale of mutual funds in the Brokerage Relationship, a conflict of interest exists as such Supervised Persons have an incentive to recommend more expensive mutual fund share classes to clients where such Supervised Persons earn more compensation with respect to the sale of such mutual fund share classes. Clients should understand that the investments made in the Brokerage Relationship are not receiving

advisory services from the Firm. Therefore, the Firm does not have a fiduciary duty over the Brokerage Relationship recommendations. For certain accounts covered by the Employee Retirement Income Security Act of 1974 (“ERISA”) and such others that D.B. Root & Company, in its sole discretion, deems appropriate, D.B. Root & Company provide its investment advisory services on a fee-offset basis. In this scenario, D.B. Root & Company may offset its fees by an amount equal to the aggregate commissions and 12b-1 fees earned by the Firm’s Supervised Persons in their individual capacities as registered representatives of PKS.

## **Item 6. Performance-Based Fees and Side-by-Side Management**

As stated in Item 5, D.B. Root & Company provides advisory services to qualified clients for a performance-based fee (i.e., a fee based on a share of capital gains or capital appreciation of a client’s assets). Although D.B. Root & Company believes that this fee arrangement best aligns the interests of the Firm and its clients, such arrangements raise conflicts of interest. The performance fee provides an incentive for the Firm to make or recommend investments that are riskier or more speculative than would be the case absent a performance fee arrangement. In addition, where D.B. Root & Company charges performance-based fees and also provides similar services to accounts not being charged performance-based fees, there is an incentive to favor accounts paying a performance-based fee. D.B. Root & Company has procedures in place to ensure that any decisions are made are in the best interest of clients regardless of the applicable fee structure.

## **Item 7. Types of Clients**

D.B. Root & Company offers services to individuals, pension and profit sharing plans, trusts, estates, charitable organizations, investment advisers, corporations and business entities.

### **Minimum Account Requirements**

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D.B. Root & Company does not impose a stated minimum fee or minimum portfolio value for starting and maintaining an investment management relationship. Certain Independent Managers may, however, impose more restrictive account requirements and billing practices from the Firm. In these instances, D.B. Root & Company may alter its corresponding account requirements and/or billing practices to accommodate those of the Independent Managers.

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

### Investment Strategies

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D.B. Root & Company manages client assets on a discretionary basis. D.B. Root & Company primarily allocates client assets among various mutual funds, exchange-traded funds (“ETFs”), individual debt and equity securities, and Independent Managers in accordance with their stated investment objectives.

D.B. Root & Company tailors its advisory services to the individual needs of clients. D.B. Root & Company consults with clients initially and on an ongoing basis to develop an investment policy statement which determines risk tolerance, time horizon and other factors that may impact the clients’ investment needs. D.B. Root & Company ensures that clients’ investments are suitable for their investment needs, goals, objectives and risk tolerance.

### Methods of Analysis

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The Firm’s primary methods of analysis are fundamental, technical and cyclical analysis.

Fundamental analysis involves the fundamental financial condition and competitive position of a company. D.B. Root & Company will analyze the financial condition, capabilities of management, earnings, new products and services, as well as the company’s markets and position amongst its competitors in order to determine the recommendations made to clients. The primary risk in using fundamental analysis is that while the overall health and position of a company may be good, market conditions may negatively impact the security.

Technical analysis involves the analysis of past market data rather than specific company data in determining the recommendations made to clients. Technical analysis may involve the use of charts to identify market patterns and trends which may be based on investor sentiment rather than the fundamentals of the company. The primary risk in using technical analysis is that spotting historical trends may not help to predict such trends in the future. Even if the trend will eventually reoccur, there is no guarantee that D.B. Root & Company will be able to accurately predict such a reoccurrence.

Cyclical analysis is similar to technical analysis in that it involves the analysis of market conditions at a macro (entire market/economy) or micro (company specific) level, rather than the overall fundamental analysis of the health of the particular company that D.B. Root & Company is recommending. The risks with cyclical analysis are similar to those of technical analysis.

**Risk of Loss**

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*Market Risks*

Investing involves risk, including the potential loss of principal, and all investors should be guided accordingly. The profitability of a significant portion of D.B. Root & Company's recommendations and/or investment decisions may depend to a great extent upon correctly assessing the future course of price movements of stocks, bonds and other asset classes. There can be no assurance that D.B. Root & Company will be able to predict those price movements accurately or capitalize on any such assumptions.

*Volatility Risks*

The prices and values of investments can be highly volatile, and are influenced by, among other things, interest rates, general economic conditions, the condition of the financial markets, the financial condition of the issuers of such assets, changing supply and demand relationships, and programs and policies of governments.

*Cash Management Risks*

The Firm may invest some of a client's assets temporarily in money market funds or other similar types of investments, during which time an advisory account may be prevented from achieving its investment objective.

*Equity-Related Securities and Instruments*

The Firm may take long and short positions in common stocks of U.S. and non-U.S. issuers traded on national securities exchanges and over-the-counter markets. The value of equity securities varies in response to many factors. These factors include, without limitation, factors specific to an issuer and factors specific to the industry in which the issuer participates. Individual companies may report poor results or be negatively affected by industry and/or economic trends and developments, and the stock prices of such companies may suffer a decline in response. In addition, equity securities are subject to stock risk, which is the risk that stock prices historically rise and fall in periodic cycles. U.S. and non-U.S. stock markets have experienced periods of substantial price volatility in the past and may do so again in the future. In addition, investments in small-capitalization, mid-capitalization and financially distressed companies may be subject to more abrupt or erratic price movements and may lack sufficient market liquidity, and these issuers often face greater business risks.

*Fixed Income Securities*

Fixed income securities are subject to the risk of the issuer's or a guarantor's inability to meet principal and interest payments on its obligations and to price volatility.

*Mutual Funds and ETFs*

An investment in a mutual fund or ETF involves risk, including the loss of principal. Mutual fund and ETF shareholders are necessarily subject to the risks stemming from the individual issuers of the fund's underlying portfolio securities. Such shareholders are also liable for taxes on any fund-level capital gains, as mutual funds and ETFs are required by law to distribute capital gains in the event they sell securities for a profit that cannot be offset by a corresponding loss.

Shares of mutual funds are generally distributed and redeemed on an ongoing basis by the fund itself or a broker acting on its behalf. The trading price at which a share is transacted is equal to a fund's stated daily per share net asset value ("NAV"), plus any shareholders fees (*e.g.*, sales loads, purchase fees, redemption fees). The per share NAV of a mutual fund is calculated at the end of each business day, although the actual NAV fluctuates with intraday changes to the market value of the fund's holdings. The trading prices of a mutual fund's shares may differ significantly from the NAV during periods of market volatility, which may, among other factors, lead to the mutual fund's shares trading at a premium or discount to actual NAV.

Shares of ETFs are listed on securities exchanges and transacted at negotiated prices in the secondary market. Generally, ETF shares trade at or near their most recent NAV, which is generally calculated at least once daily for indexed based ETFs and potentially more frequently for actively managed ETFs. However, certain inefficiencies may cause the shares to trade at a premium or discount to their pro rata NAV. There is also no guarantee that an active secondary market for such shares will develop or continue to exist. Generally, an ETF only redeems shares when aggregated as creation units (usually 20,000 shares or more). Therefore, if a liquid secondary market ceases to exist for shares of a particular ETF, a shareholder may have no way to dispose of such shares.

*Use of Independent Managers*

As stated above, D.B. Root & Company may select certain Independent Managers to manage a portion of its clients' assets. In these situations, D.B. Root & Company continues to conduct ongoing due diligence of such managers, but such recommendations rely to a great extent on the Independent Managers' ability to successfully implement their investment strategies. In addition, D.B. Root & Company generally may not have the ability to supervise the Independent Managers on a day-to-day basis.

**Item 9. Disciplinary Information**

D.B. Root & Company has not been involved in any legal or disciplinary events that are material to a client's evaluation of its advisory business or the integrity of its management.

## Item 10. Other Financial Industry Activities and Affiliations

This item requires investment advisers to disclose certain financial industry activities and affiliations.

### **Registered Representatives of a Broker/Dealer**

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Certain of the Firm's Supervised Persons are registered representatives of PKS and provide clients with securities brokerage services under a separate commission-based arrangement. This arrangement is described at length in Item 5.

### **Licensed Insurance Agents**

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A number of the Firm's Supervised Persons are licensed insurance agents and offer certain insurance products on a fully-disclosed commissionable basis. A conflict of interest exists to the extent that D.B. Root & Company recommends the purchase of insurance products where its Supervised Persons are entitled to insurance commissions or other additional compensation. The Firm has procedures in place whereby it seeks to ensure that all recommendations are made in its clients' best interest regardless of any such affiliations.

### **Affiliation with Other Investment Adviser**

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David Root has an ownership interest in R. Applegate & Associates LLC ("RAA"), an SEC-registered investment adviser. D.B. Root & Company has entered into agreements with RAA whereby the Firm will provide RAA with investment consulting services and management services (including, among other things, management, transaction support, and administrative services). Nonetheless, there are no client referral arrangements between D.B. Root & Company and RAA.

Additionally, Chapel Street Advisors, LLC ("Chapel Street"), a registered investment advisor based in Perrysburg, Ohio, provides business and strategic consulting services to D.B. Root & Company. Chapel Street receives general, retainer-based consulting fees from the Firm. D.B. Root & Company does not share with Chapel Street, either directly or indirectly, investment management fees or additional compensation. While the Firm may recommend Chapel Street to clients, neither the Firm nor its Supervised Persons receive a portion of the investment advisory fees or other additional compensation earned by Chapel Street.

### **Relationship with Dynasty Financial Partners, LLC**

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D.B. Root & Company maintains a business relationship with Dynasty Financial Partners, LLC ("Dynasty"), which provides the Firm with operational and back office support including access to a network of service providers. Through the Dynasty network of service providers, D.B. Root & Company has access to trading technology, transition support, reporting, custody, brokerage, investments, compliance

and other related services. The Firm may also engage and/or recommend Dynasty's subsidiary, Dynasty Wealth Management LLC, a registered investment adviser, to clients for certain outsourced investment services, such as separate account management, asset allocation strategies and externally managed investment programs. While D.B. Root & Company believes this open architecture structure for both operational and investment services best serves the interests of its advisory clients, this relationship presents certain conflicts of interest due to the fact that Dynasty retains a portion of the platform or other third party fees paid by the Firm or clients for the services referenced above. In light of the foregoing, D.B. Root & Company seeks at all times to ensure that any material conflicts are addressed on a fully-disclosed basis and handled in a manner that is aligned with its clients' best interests. D.B. Root & Company does not receive any portion of the fees paid directly to Dynasty, its affiliates or the service providers made available through Dynasty's platform. In addition, the Firm reviews all such relationships, including the service providers engaged through Dynasty, on an ongoing basis in an effort to ensure clients are receiving competitive rates in relation to the quality and scope of the services provided.

#### **Relationship with Dynasty Capital Strategies, LLC**

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D.B. Root & Company has entered into a Revenue Participation Note (the "Note") with Dynasty Capital Strategies, LLC whereby Dynasty Capital Strategies, LLC will provide D.B. Root & Company with financing in exchange for a share of the Firm's future revenues. On or after the fifth anniversary of the issue date of the Note, D.B. Root & Company has the right to repurchase the "revenue share" in exchange for the repayment of principal and interest on the Note. The repayment of principal and interest on the Note will also be triggered upon the occurrence of an event of default, which includes, among other things, D.B. Root & Company's failure to continue using Dynasty's outsourced Chief Financial Officer services or to maintain its status in good standing as a member of the Dynasty Network. As a result of this arrangement, a conflict of interest exists as the Firm has an incentive to continue utilizing Dynasty's services.

### **Item 11. Code of Ethics**

D.B. Root & Company has adopted a code of ethics in compliance with applicable securities laws ("Code of Ethics") that sets forth the standards of conduct expected of its Supervised Persons. D.B. Root & Company's Code of Ethics contains written policies reasonably designed to prevent certain unlawful practices such as the use of material non-public information by the Firm or any of its Supervised Persons and the trading by the same of securities ahead of clients in order to take advantage of pending orders.

The Code of Ethics also requires certain of D.B. Root & Company's personnel to report their personal securities holdings and transactions and obtain pre-approval of certain investments (*e.g.*, initial public offerings, limited offerings). However, the Firm's Supervised Persons are permitted to buy or sell securities that it also recommends to clients if done in a fair and equitable manner that is consistent with the Firm's policies and procedures. This Code of Ethics has been established recognizing that some securities trade in sufficiently broad markets to permit transactions by certain personnel to be completed without any

appreciable impact on the markets of such securities. Therefore, under limited circumstances, exceptions may be made to the policies stated below.

When the Firm is engaging in or considering a transaction in any security on behalf of a client, no Supervised Person will access to this information may knowingly effect for themselves or for their immediate family (i.e., spouse, minor children and adults living in the same household) a transaction in that security unless:

- the transaction has been completed;
- the transaction for the Supervised Person is completed as part of a batch trade with clients; or
- a decision has been made not to engage in the transaction for the client.

These requirements are not applicable to: (i) direct obligations of the Government of the United States; (ii) money market instruments, bankers' acceptances, bank certificates of deposit, commercial paper, repurchase agreements and other high quality short-term debt instruments, including repurchase agreements; (iii) shares issued by open-end mutual funds or money market funds; and (iv) shares issued by unit investment trusts that are invested exclusively in one or more open-end mutual funds.

Clients and prospective clients can contact D.B. Root & Company to request a copy of its Code of Ethics.

## Item 12. Brokerage Practices

### Recommendation of Broker/Dealers for Client Transactions

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D.B. Root & Company recommends that clients utilize the custody, brokerage and clearing services of Schwab Advisor Services<sup>TM</sup> ("Schwab") for investment management accounts. Factors which D.B. Root & Company considers in recommending Schwab or any other broker-dealer to clients include their respective financial strength, reputation, execution, pricing, research and service. Schwab enables the Firm to obtain many mutual funds without transaction charges and other securities at nominal transaction charges. The commissions and/or transaction fees charged by Schwab may be higher or lower than those charged by other Financial Institutions.

The commissions paid by D.B. Root & Company's clients to Schwab comply with the Firm's duty to obtain "best execution." Clients may pay commissions that are higher than another qualified Financial Institution might charge to effect the same transaction where D.B. Root & Company determines that the commissions are reasonable in relation to the value of the brokerage and research services received. In seeking best execution, the determinative factor is not the lowest possible cost, but whether the transaction represents the best qualitative execution, taking into consideration the full range of a Financial Institution's services, including among others, the value of research provided, execution capability, commission rates and



responsiveness. D.B. Root & Company seeks competitive rates but may not necessarily obtain the lowest possible commission rates for client transactions.

Transactions may be cleared through other broker-dealers with whom the Firm and its custodians have entered into agreements for prime brokerage clearing services. Should an account make use of prime brokerage, the Client may be required to sign an additional agreement, and additional fees are likely to be charged.

Consistent with obtaining best execution, brokerage transactions can be directed to certain broker/dealers in return for investment research products and/or services which assist D.B. Root & Company in its investment decision-making process. Such research generally will be used to service all of the Firm's clients, but brokerage commissions paid by one client may be used to pay for research that is not used in managing that client's portfolio. The receipt of investment research products and/or services as well as the allocation of the benefit of such investment research products and/or services poses a conflict of interest because D.B. Root & Company does not have to produce or pay for the products or services.

D.B. Root & Company periodically and systematically reviews its policies and procedures regarding its recommendation of Financial Institutions in light of its duty to obtain best execution.

#### **Software and Support Provided by Financial Institutions**

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Schwab provides D.B. Root & Company and its clients with access to its institutional brokerage—trading, custody, reporting and related services. Schwab also makes available various support services. Some of those services help the Firm manage or administer its clients' accounts while others help the Firm manage its business. Schwab's support services are generally available on an unsolicited basis and at no charge to the Firm as long as the Firm keeps a total of at least \$300 million of its clients' assets in accounts at Schwab. If the Firm has less than \$300 million in client assets at Schwab, Schwab may discontinue offering such support services. Here is a more detailed description of Schwab's support services:

##### *Services that Benefit the Firm's Clients*

Schwab's institutional 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 Schwab include some to which the Firm might not otherwise have access or that would require a significantly higher minimum initial investment by the Firm's clients. Schwab's services described in this paragraph broadly benefit clients and their accounts.

##### *Services that May Not Directly Benefit the Firm's Clients*

Schwab also makes available to the Firm other products and services that benefit the Firm but may not directly benefit client accounts. These products and services assist the Firm in managing and administering clients' accounts. They include investment research, both Schwab's own and that of third parties. The Firm may use this research to service all or some substantial number of our clients' accounts, including accounts

not maintained at Schwab. In addition to investment research, Schwab also makes available software and other technology that:

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

#### *Services that Generally Benefit Only the Firm*

Schwab also offers other services intended to help the Firm manage and further develop its business enterprise. These services include:

- educational conferences and events
- technology, compliance, legal, and business consulting;
- publications and conferences on practice management and business succession; and
- access to employee benefits providers, human capital consultants and insurance providers.

Schwab may provide some of these services itself. In other cases, it will arrange for third-party vendors to provide the services to the Firm. Schwab 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 may also provide the Firm with other benefits such as occasional business entertainment of the Firm's personnel.

#### **The Firm's Interest in Schwab's Services**

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The availability of certain of these services from Schwab benefits the Firm because the Firm does not have to produce or purchase them. The Firm does not have to pay for Schwab's services so long as it keeps a total of at least \$300 million of client assets in accounts at Schwab. Beyond that, these services are not contingent upon the Firm committing any specific amount of business to Schwab in trading commissions or assets in custody. The \$300 million minimum gives the Firm an incentive to recommend that clients maintain accounts with Schwab based on the Firm's interest in receiving Schwab's services that benefit its business rather than based client's interest in receiving the best value in custody services and the most favorable execution of transactions. This is a conflict of interest. The Firm believes, however, that its selection of Schwab as custodian and broker is in the best interests of its clients. This determination is primarily supported by the scope, quality and price of Schwab's services and not Schwab's services that benefit only the Firm.

#### **Brokerage for Client Referrals**

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DB Root & Company does not consider, in selecting or recommending broker/dealers, whether the Firm receives client referrals from the Financial Institutions or other third party.

**Directed Brokerage**

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The client may direct D.B. Root & Company in writing to use a particular Financial Institution to execute some or all transactions for the client. In that case, the client will negotiate terms and arrangements for the account with that Financial Institution and the Firm will not seek better execution services or prices from other Financial Institutions or be able to “batch” client transactions for execution through other Financial Institutions with orders for other accounts managed by D.B. Root & Company (as described above). As a result, the client may pay higher commissions or other transaction costs, greater spreads or may receive less favorable net prices, on transactions for the account than would otherwise be the case. Subject to its duty of best execution, D.B. Root & Company may decline a client’s request to direct brokerage if, in the Firm’s sole discretion, such directed brokerage arrangements would result in additional operational difficulties or violate restrictions imposed by other broker-dealers (as further discussed below).

**Commissions or Sales Charges for Recommendations of Securities**

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As discussed above, certain Supervised Persons in their respective individual capacities are registered representatives of PKS. These Supervised Persons are subject to FINRA Rule 3280 which restricts registered representatives from conducting securities transactions away from their broker-dealer unless PKS provides written consent. Therefore, clients are advised that certain Supervised Persons are restricted to conducting securities transactions through PKS if they have not secured written consent from PKS to execute securities transactions through a different broker-dealer. Absent such written consent or separation from PKS, these Supervised Persons are prohibited from executing securities transactions through any broker-dealer other than PKS under its internal supervisory policies. The Firm is cognizant of its duty to obtain best execution and has implemented policies and procedures reasonably designed in such pursuit.

**Trade Aggregation**

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Transactions for each client generally will be effected independently, unless D.B. Root & Company decides to purchase or sell the same securities for several clients at approximately the same time. D.B. Root & Company may (but is not obligated to) combine or “batch” 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 not have been obtained had such orders been placed independently. Under this procedure, transactions will generally be averaged as to price and allocated among D.B. Root & Company’s clients pro rata to the purchase and sale orders placed for each client on any given day. To the extent that the Firm determines to aggregate client orders for the purchase or sale of securities, including securities in which D.B. Root & Company’s Supervised Persons may invest, the Firm does so in accordance with applicable rules promulgated under the Advisers Act and no-action guidance

provided by the staff of the U.S. Securities and Exchange Commission. D.B. Root & Company does not receive any additional compensation or remuneration as a result of the aggregation.

In the event that the Firm determines that a prorated allocation is not appropriate under the particular circumstances, the allocation will be made based upon other relevant factors, which may include: (i) when only a small percentage of the order is executed, shares are allocated to the account with the smallest order or the smallest position or to an account that is out of line with respect to security or sector weightings relative to other portfolios, with similar mandates; (ii) allocations are given to one account when such account has limitations in its investment guidelines which prohibit it from purchasing other securities which are expected to produce similar investment results and can be purchased by other accounts; (iii) if an account reaches an investment guideline limit and cannot participate in an allocation, shares are reallocated to other accounts (this may be due to unforeseen changes in an account's assets after an order is placed); (iv) with respect to sale allocations, allocations are given to accounts low in cash; (v) in cases when a pro rata allocation of a potential execution would result in a de minimis allocation in one or more accounts, the Firm excludes the account(s) from the allocation; the transactions are executed on a pro rata basis among the remaining accounts; or (vi) in cases where a small proportion of an order is executed in all accounts, shares are allocated to one or more accounts on a random basis.

## **Item 13. Review of Accounts**

### **Account Reviews**

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D.B. Root & Company monitors client portfolios on a continuous and ongoing basis while regular account reviews are conducted on at least a quarterly basis. Such reviews are conducted by the Firm's investment adviser representatives. All investment advisory clients are encouraged to discuss their needs, goals and objectives with D.B. Root & Company and to keep the Firm informed of any changes thereto. The Firm contacts ongoing investment advisory clients at least annually to review its previous services and/or recommendations and quarterly to discuss the impact resulting from any changes in the client's financial situation and/or investment objectives.

### **Account Statements and Reports**

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Clients are provided with transaction confirmation notices and regular summary account statements directly from the Financial Institutions where their assets are custodied. From time to time or as otherwise requested, clients may also receive written or electronic reports from D.B. Root & Company and/or an outside service provider, which contain certain account and/or market-related information, such as an inventory of account holdings or account performance. Clients should compare the account statements they receive from their custodian with any documents or reports they receive from D.B. Root & Company or an outside service provider.

**Item 14. Client Referrals and Other Compensation**

The Firm does not currently provide compensation to any third-party solicitors for client referrals.

**Item 15. Custody**

The Firm's Agreement and/or the separate agreement with any Financial Institution generally authorize D.B. Root & Company to debit client accounts for payment of the Firm's fees and to directly remit those funds to the Firm in accordance with applicable custody rules. Schwab, which acts as the qualified custodian for client accounts, from which the Firm retains the authority to directly deduct fees, has agreed to send statements to clients not less than quarterly detailing all account transactions, including any amounts paid to D.B. Root & Company.

In addition, as discussed in Item 13, D.B. Root & Company may also send periodic supplemental reports to clients. Clients should carefully review the statements sent directly by the Financial Institutions and compare them to those received from D.B. Root & Company.

**Item 16. Investment Discretion**

D.B. Root & Company is given the authority to exercise discretion on behalf of clients. D.B. Root & Company is considered to exercise investment discretion over a client's account if it can effect and/or direct transactions in client accounts without first seeking their consent. D.B. Root & Company is given this authority through a power-of-attorney included in the agreement between D.B. Root & Company and the client. Clients can request a limitation on this authority (such as certain securities not to be bought or sold). D.B. Root & Company takes discretion over the following activities:

- The securities to be purchased or sold;
- The amount of securities to be purchased or sold;
- When transactions are made; and
- The Independent Managers to be hired or fired.

## Item 17. Voting Client Securities

### Declination of Proxy Voting Authority

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D.B. Root & Company does not accept the authority to vote a client's securities (i.e., proxies) on their behalf. Clients receive proxies directly from the Financial Institutions where their assets are custodied and may contact the Firm at the contact information on the cover of this brochure with questions about any such issuer solicitations.

## Item 18. Financial Information

D.B. Root & Company is not required to disclose any financial information due to the following:

- The Firm does not require or solicit the prepayment of more than \$1,200 in fees six months or more in advance of services rendered;
- The Firm does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients; and
- The Firm has not been the subject of a bankruptcy petition at any time during the past ten years.