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Form ADV Appendix 1 Part 2A- Wrap Fee Brochure

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This wrap fee program brochure provides information about the qualifications and business practices of Yoshida Advisors, LLC doing business as Keepstake ("Keepstake"). If you have any questions about the contents of this Brochure, please contact us at 512-294-6594 or via email at info@keepstakeapp.com. The information in this Brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.

Keepstake is a Registered Investment Adviser. Registration of an investment adviser does not imply any level of skill or training. The oral and written communications of an adviser provide you with information that you may use to determine whether to hire or retain them.

Additional information about Keepstake is also available on the SEC's website at www.adviserinfo.sec.gov. You can search this site by using a unique identifying number, known as CRD number. The CRD number for Yoshida is 282256. The SEC's web site also provides information about any persons affiliated with Keepstake who are registered, or are required to be registered, as Investment Adviser Representatives of Yoshida.

Item 2 – Material Changes

.This is a new Adviser.

In the future, this section of the brochure will discuss only the specific material changes that were made to the Brochure and will provide you with a summary of all material changes that have occurred since the last filing of this Brochure. This section will also identify the date of our last annual brochure update.

Currently, our Brochure may be requested at any time, without charge, by contacting us at info@keepstakeapp.com.

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Item 4 – Services, Fees and Compensation

Keepstake is a Registered Investment Adviser (“Adviser”) which offers this wrap fee program through an online web-based application for its advisory clients. We are registered through and regulated by the United States Securities and Exchange Commission (“SEC”).

Keepstake was founded in 2015 by Henry Yoshida. Henry Yoshida serves as the Chief Compliance Officer.

Wrap Fee Program

We provide web-based portfolio management services to individuals and high net worth individuals. Our focus is on helping you develop and execute plans that are designed to build and preserve your wealth. We currently provide our web-based portfolio management services in programs that bundle or “wrap” services (investment idea generation, trade execution, custody, etc.) together and charge a single fee based on the value of assets under management.

Portfolio management is the professional management of securities in order to meet your specific investment goals. With a Wrap Fee Account, you will use our web-based software application to create an investment model portfolio and manage it within your investment guidelines and financial parameters. This program enables you to pursue your investment objectives with us as manager all in one consolidated portfolio. The investments in the portfolio account will primarily consist of exchange traded funds (ETFs), stocks and mutual funds. We may also recommend that you purchase other securities from which will be held directly at outside custodians, which will be administered by our mutual fund, brokerage, and clearing firm partners.

You will input information such as your age, financial circumstances, and investment goals and objectives into the system via an interactive questionnaire. Based on the information you provide, the software will analyze your situation and provide you with a mix of investment portfolios available through our application. You shall not have the ability to impose restrictions on the management of your account.

As part of the portfolio management services, the application will:

- Review your present financial situation
- Monitor and track assets under management
- Provide portfolio statements, asset allocation statement, rebalanced statements as needed

You are obligated to enter any new information into the web-based application promptly when your financial situation, goals, objectives, personal circumstances, or needs change.

The funds in your account will be held in a separate account, in your name, at an independent custodian, and not with us. All accounts managed through the application are required to use Apex Clearing Corporation (“Apex”) as the independent custodian. We will have the authority to manage client accounts on a discretionary basis or non-discretionary basis.

If we manage your assets on a discretionary basis, this means you have given us the authority to determine the following with/without your consent:

- Securities to be bought or sold for your account

- Amount of securities to be bought or sold for your account
- Broker-dealer to be used for a purchase or sale of securities for your account
- Commission rates to be paid to a broker or dealer for your securities transaction.

If you have not given us the authority to manage your account on a discretionary basis, then we cannot trade in your account without your express permission.

You will also receive our Advisory Agreement detailing the services you will receive, fees you will be charged, and the conditions of the relationship.

Fees and Compensation

A wrap fee program (“bundled”) allows you to pay a specified fee for investment management services and the execution of transactions. The fee is not based directly upon transactions in your account. The fee is bundled with our costs for executing transactions in your account(s).

We charge a subscription fee of up to \$10 per month in advance for the services we provide. You will authorize the custodian to directly debit fees from your account held at the custodian and to pay us.

We believe our wrap fee is reasonable considering the fees charged by other investment advisers offering similar services/programs. Our fees will not be based upon a share of capital gains or capital appreciation of the funds or any portion of your funds. You will have the choice to authorize the custodian to directly debit fees from our account held at the custodian to pay the monthly subscription fee.

Since the Adviser does not charge Clients fees based on trading activity, the Adviser may have an incentive to limit trading activities in Client account(s) because the Adviser is charged for executing trades.

By participating in a wrap fee program, Clients may end up paying more or less than they would through a non-wrap fee program where a lower advisory fee is charged, but trade execution costs are passed directly through to the Client by the executing broker. Clients could also invest in securities directly, without the Adviser’s services. In that case, Clients would not receive the services provided by the Adviser which are designed, among other things, to assist in determining which investments are appropriate for the portfolio and the Client’s Account.

There are other fees that Clients may be charged by other parties. In our wrap fee program we include all trade charges for your account. However, our fees do not include other related costs and expenses. You may incur certain charges imposed by custodians, and other third parties. These include custodial fees, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. ETFs and mutual funds also charge internal management fees, which are disclosed in the fund’s prospectus. We do not receive any compensation from these fees. All of these fees are in addition to the subscription fee you pay us. You should review all fees charged to fully understand the total amount of fees you will pay.

Item 5 – Account Requirements and Types of Clients

There are no minimum account size requirements; however, there is a minimum investment of \$10.

The Adviser provides portfolio management services to individuals.

Item 6 – Portfolio Manager Selection and Evaluation

Portfolio Managers

We do not utilize outside portfolio managers. All client accounts are managed in-house via our interactive software application. Keepstake will review performance information provided through the custodian.

Advisory Business

Keepstake's sole advisory service is portfolio management services provided through its Wrap Fee Programs. Please refer to Item 4 for all information pertaining to our advisory business. We do tailor our services for individual client needs but we do not allow clients to impose restrictions on investing in certain securities or types of securities.

Performance-Based Fees and Side-by-Side Management

We do not charge any performance-based fees. These are fees based on a share of capital gains on or capital appreciation of the assets of a Client. The Adviser does not perform side-by-side management.

Methods of Analysis, Investment Strategies and Risk of Loss

Methods of Analysis

Our application uses Fundamental and Modern Portfolio Theory in selecting products for your account.

Fundamental Analysis

Fundamental analysis is a technique that attempts to determine a security's value by focusing on the underlying factors that affect a company's actual business and its future prospects. Fundamental analysis is about using real data to evaluate a security's value. It refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.

The end goal of performing fundamental analysis is to produce a value that we can compare with the security's current price, with the aim of figuring out what sort of position to take with that security (underpriced = buy, overpriced = sell or short).

Modern Portfolio Theory (MPT)

We use Modern Portfolio Theory to help select the funds we use in your account. Modern portfolio theory tries to understand the market as a whole, rather than looking for what makes each investment opportunity unique. Investments are described statistically, in terms of their expected long-term return rate and their expected short-term volatility. The volatility is equated with "risk," measuring how much worse than average an investment's bad years are likely to be. The end goal is to identify your acceptable level of risk tolerance, and then to find a portfolio with the maximum expected return for that level of risk.

Investment Strategies

In order to perform this analysis, we use many resources, such as:

- Proprietary In house Research
- Third Party research
- Nationally recognized statistical rating organizations
- Morningstar
- Financial newspapers and magazines (e.g. Wall Street Journal, Forbes, etc.)
- Annual reports, prospectuses, filings with the Securities and Exchange Commission
- Research materials prepared by others
- Company press releases
- Inspections of corporate activities

The investment strategies we use to implement any investment advice given to you include, but are not limited to:

- Long term purchases - securities held at least a year
- Short term purchases - securities sold within a year

Risk of Loss

We cannot guarantee our analysis methods will yield a return. In fact, a loss of principal is always a risk. Investing in securities involves a risk of loss that you should be prepared to bear. You need to understand that investment decisions you make for your account are subject to various market, currency, economic, political and business risks. The investment decisions you make based on our services and application will not always be profitable nor can we guarantee any level of performance.

Clients need to remember that past performance is no guarantee of future results. All investments carry some level of risk. You may lose some or all of the money you invest, including your principal, because the value of your investments may fluctuate. Dividend or interest payments may also fluctuate, or stop completely, as market conditions change.

Before you invest, be sure to read the investment's prospectus and shareholder reports to learn about its investment strategy and the potential risks. Investments with higher rates of return may take risks that are beyond your comfort level and are inconsistent with your financial goals.

While past performance does not necessarily predict future returns, it can tell you how volatile (or stable) an investment has been over a period of time. Generally, the more volatile a fund, the higher the investment risk. If you'll need your money to meet a financial goal in the near-term, you probably can't afford the risk of an investment with a volatile history because you will not have enough time to ride out any declines in the stock market.

Voting Client Securities

As a matter of firm policy and practice, we do not have any authority to and do not vote proxies on behalf of Clients. Clients retain the responsibility for receiving and voting proxies for any and all securities maintained in your portfolios. We are authorized to instruct the custodian to forward you copies of all proxies and shareholder communications relating to your account assets. Further, the Adviser will not be required to take any action or render any advice with respect to any securities held in the Account, which

are named in or subject to class action lawsuits. The Adviser will, however, forward to the Client any information the Firm receives regarding class action legal matters involving any security held in the Account and discuss such information if the Client so desires.

Item 7 – Client Information Provided to Portfolio Managers

The Adviser has access to all Client information obtained by the Adviser with respect to the particular Client accounts that they manage. The Adviser may provide Client information to other portfolio managers and third party vendors who have investments that may be in the best interests of our Clients.

Item 8 – Client Contact with Portfolio Managers

Clients may contact Keepstake Client Services via email at support@yoshida.com with respect to technical questions regarding the web-based application. Keepstake provides investment advice only through its web-based software application.

Item 9 – Additional Information

Disciplinary Information

Registered Investment Advisers are required to disclose all material facts regarding any legal or disciplinary events that would be material to your evaluation of us or the integrity of our management. We do not have any information to disclose concerning Keepstake or any of our investment advisors. We adhere to high ethical standards for all advisors and associates. We strive to do what is in your best interests.

Other Financial Industry Activities and Affiliations

The management persons of Keepstake have the following other business activities and/or affiliations to disclose:

- 1) Yoshida, LLC., 3700 Vinalopo Drive Austin TX 78738, Non-Investment related strategy consulting/website design/and real estate sales agent services. Title of Managing Member, Began 7/2015. Devote 3-5 hours/week during non-business hours.
- 2) Yoshida Rix, LLC., 3700 Vinalopo Drive Austin TX 78738, Non-investment related holding company investing in operating businesses. Position of Managing Member, Began 8/2015. Devote 1 hour/week during business hours.
- 3) Yoshida Financial, Inc., 6836 Bee Cave Rd. Suite 276 Austin, TX 78746, Financial Services Holding and Technology Company, CEO and CCO, Began 11/2015, 100 hours/month, 70 hours per month during business hours, Salary compensation, Duties are to lead the company as Chief Executive and to Manage the Team.

Code of Ethics, Participation or Interest in Client Accounts and Personal Trading

General Information

We have adopted a Code of Ethics for all supervised persons of the firm describing its high standards of business conduct, and fiduciary duty to you, our client. The Code of Ethics includes provisions relating to the confidentiality of client information, a prohibition on insider trading, a prohibition of rumor

mongering, restrictions on the acceptance of significant gifts, the reporting of certain gifts and business entertainment items, and personal securities trading procedures. All of our supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended. The following acts are prohibited:

- Employing any device, scheme or artifice to defraud
- Making any untrue statement of a material fact
- Omitting to state a material fact necessary in order to make a statement, in light of the circumstances under which it is made, not misleading
- Engaging in any fraudulent or deceitful act, practice or course of business
- Engaging in any manipulative practices
- Participating in Client accounts

We will provide clients and prospective clients with a copy of the firm's Code of Ethics upon request.

Participation or Interest in Client Accounts

Our application may recommend securities to you that we have purchased for our own accounts. We may trade securities in our account that the application has recommended to you as long as we place our orders after your orders. This policy is meant to prevent us from benefiting as a result of transactions placed on behalf of advisory accounts.

We have established the following restrictions in order to ensure our fiduciary responsibilities regarding insider trading are met:

- No securities for our personal portfolio(s) shall be bought or sold where this decision is substantially derived, in whole or in part, from the role of Investment Advisory Representative(s) of Keepstake, unless the information is also available to the investing public on reasonable inquiry. In no case, shall we put our own interests ahead of yours.

Keepstake has a personal securities transaction policy in place to monitor the personal securities transactions and securities holdings of "Access Persons". The policy requires that an Access Person of the firm provide the Chief Compliance Officer or his/her designee with a written report of their current securities holdings within ten (10) days after becoming an Access Person. Additionally, each Access Person must provide the Chief Compliance Officer or his/her designee with a written report of the Access Person's current securities holdings at least once each twelve (12) month period thereafter on a date the Adviser selects; provided, however that at any time that the Adviser has only one Access Person, he or she shall not be required to submit any securities report described above.

Conflicts of Interest

Keepstake representatives may employ the same strategy for personal investment account as the application does for clients. However, orders will not be placed in a way to benefit from the purchase or sale of a security.

We act in a fiduciary capacity. If a conflict of interest arises between us and you, we shall make every effort to resolve the conflict in your favor.

Review of Accounts

Keepstake provides all clients with continuous access via our web-based application to real time reporting information about their account status, securities positions, and balances. Reviews of the portfolios offered through our application will be conducted at least annually. Reviews will be conducted by our Chief Compliance Officer. Certain triggering events may cause more frequent reviews to take place. Generally, we will monitor for changes and shifts in the economy, changes to the management and structure of an ETF, mutual fund or company in which client assets are invested, and market shifts and corrections. You are encouraged to update the application should there be a change in your objectives or circumstances.

Reports

Clients can access their quarterly custodial statements detailing their account information via the application.

Client Referrals and Other Compensation

We may receive compensation for referring clients to another advisor or third party vendor.

Financial Information

We do not solicit fees of more than \$1200, per client, six months or more in advance. We are required to provide you with certain financial information or disclosures about our financial condition. We have no financial commitment that would impair our ability to meet any contractual and fiduciary commitments to you, our client. We have not been the subject of any bankruptcy proceedings.