

ROWLING & ASSOCIATES LLC

FIRM BROCHURE (ADV PART 2A)

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This brochure provides information about the qualifications and business practices of Rowling & Associates LLC. If you have any questions about the contents of this brochure, please contact Juan Aguilar at (619) 295-0200. 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.

Rowling & Associates LLC is a registered investment adviser. Registration of an Investment Adviser does not imply any level of skill or training. The written communications of an Adviser provide you with information about which you determine to hire or retain an Adviser.

Additional information about Rowling & Associates LLC is available on the SEC's website www.adviserinfo.sec.gov. You can search this site by a unique identifying number, known as a CRD number. The CRD number for the firm is 308292.

ITEM 2. MATERIAL CHANGES

The purpose of this page is to inform you of material changes since the last annual update to this brochure. Since this brochure is the first for Rowling & Associates LLC, this section is not relevant at this time.

Rowling & Associates LLC will review and update this brochure at least annually to confirm that it remains current.

ITEM 3. TABLE OF CONTENTS

Item 2. Material Changes.....	2
Item 3. Table of Contents.....	3
Item 4. Advisory Business	4
Item 5. Fees and Compensation	6
Item 6. Performance-Based Fees and Side by Side Management	9
Item 7. Types of Clients.....	9
Item 8. Methods of Analysis, Investment Strategies and Risk of Loss	9
Item 9. Disciplinary Information	11
Item 10. Other Financial Industry Activities and Affiliations	11
Item 11. Code of Ethics, Participation or Interest in Client Transactions and Personal Trading	12
Item 12. Brokerage Practices	13
Item 13. Review of Accounts.....	15
Item 14. Client Referrals and Other Compensation.....	16
Item 15. Custody.....	16
Item 16. Investment Discretion.....	16
Item 17. Voting Client Securities.....	17
Item 18. Financial Information	17

ITEM 4. ADVISORY BUSINESS

A. OWNERSHIP/ADVISORY HISTORY

Rowling & Associates LLC (the “Firm”) is an investment adviser filing for registration with the Securities and Exchange Commission. The Firm is a privately owned limited liability company. The Firm is managed and owned as follows:

- Tara Weisinger – 33-1/3% Owner, and Managing Member
- Juan Aguilar – 33-1/3% Owner, and Managing Member
- Lorenzo Sanchez – 33-1/3% Owner, and Managing Member

B. ADVISORY SERVICES OFFERED

The Firm offers investment supervisory services, defined as giving continuous advice to a client or making investments for a client based on the individual needs of the client. The Firm also provides non-supervisory services. Both types of services are described below.

i. FINANCIAL PLANNING SERVICES

The Firm offers advice in the form of a Financial Plan. Clients purchasing this service will receive a written financial plan, providing the client with a detailed financial plan designed to assist in achieving their stated financial goals and objectives.

In general, the financial plan will address the following areas:

- Personal: Family records, budgeting, personal liability, estate information and financial goals.
- Tax and Cash Flow: Income tax and spending analysis and planning for current and future years. The Firm will illustrate the impact of various investments on a client’s current income tax and future income tax liability.
- Death and Disability: Cash needs at death, income needs of surviving dependents, estate planning and disability income analysis.
- Retirement: Analysis of current strategies and investment plans to help the client achieve his or her retirement goals.
- Investments: Analysis of investment alternatives and their effect on a client’s portfolio.

The Firm gathers the required information through in-depth personal interviews. Information gathered includes client’s current financial status, future goals and attitudes towards risk. Related documents supplied by the client are reviewed, including a questionnaire completed by the client, and a written report prepared. Should a client choose to implement the recommendations contained in the plan, the Firm suggests the client work with his/her attorney, accountant, insurance agent, and stockbroker or financial advisor. Implementation of any financial plan recommendation is entirely at the client’s discretion.

The Firm also offers a financial planning and non-discretionary advisory service, with a monthly payment plan, called *Intricity*. *Intricity* is available for the firm clients subsequent to purchase of one of our standard financial plans. *Intricity* is provided for a base subscription fee plus a percentage of the market value of the client’s account(s) under advisement upon the inception of

the service and any additional set fee for complex tax planning/tax return services. Clients purchasing this service will receive an annual update to their financial plan, an annual portfolio rebalance, asset allocation of seven asset classes, basic tax preparation, client education updates and access to the Firm throughout the year for financial questions up to three hours per quarter. Completion of complex tax returns can also be included with the *Intricity* service for a higher monthly fee, based on the complexity of the client's tax return.

Intricity is not available as a separate financial planning product; the service may only be purchased subsequent to purchase of our standard Financial Plan.

ii. CONSULTING

Clients can receive investment advice on a limited basis. This may include advice on only an isolated area(s) of concern such as estate planning, retirement planning, or any other specific topic. The Firm provides specific consultation and administrative services regarding investment and financial concerns of the client. Additionally, the Firm provides advice on non-securities matters. Generally this is in connection with the rendering of estate planning, insurance and/or annuity advice.

A conflict of interest exists between the interest of this Firm or any associated persons and the interests of the client when the Firm, as part of a financial plan, recommends the investment supervisory services of the Firm. The client is under no obligation to act upon this Firm's or associated person's recommendations. If the client elects to act on any of the recommendations, the client is under no obligation to effect the transaction through the Firm.

iii. INVESTMENT SUPERVISORY SERVICES

Through personal discussions in which goals and objectives based on a client's particular circumstances are established, the Firm develops a client's personal investment policy and creates and manages a portfolio based on that policy. The Firm manages client portfolios on a discretionary basis.

The Firm also manages the *Intricity* service, particularly client investments under advisement, on a non-discretionary basis. The Firm periodically makes recommendations to the client regarding investments and the client on their own implements those recommendations.

The Firm's investment strategies and methods of analysis are discussed under ***Item 8 – Methods of Analysis, Investment Strategies and Risk of Loss***, below. Our investment strategies involve certain degrees of risk and they will be recommended when consistent with the client's stated tolerance for risk. Each client is advised that investing in securities involves risk of loss that they should be prepared to bear. It is the Firm's general practice to invest cash balances in client accounts in short-term money market mutual funds.

iv. OTHER SERVICES

The Firm offers other services in connection with the use of TRX software by unaffiliated RIAs, in which the Firm assists the unaffiliated RIAs with portfolio rebalancing, such as portfolio structuring research services and model portfolios, for a fixed fee paid in advance.

Additionally, the firm offers a plan called *inStrategy* to other unaffiliated RIAs, in which the firm provides investment recommendation lists for a fee. *inStrategy* is available only for other unaffiliated RIAs.

C. TAILORED SERVICES

The Firm generally does not allow clients to impose restrictions on the management of their accounts i.e., to avoid certain asset classes or industries. However, the Firm may allow restrictions at its discretion.

WRAP PROGRAM

The Firm does not sponsor a wrap program.

D. CLIENT ASSETS MANAGED

The Firm manages client assets on a discretionary and nondiscretionary basis. As of date of this brochure, the Firm had no assets under management.

ITEM 5. FEES AND COMPENSATION

A. FINANCIAL PLANNING

Fees for financial planning are based on time spent at standard billing rates, which range from \$90-\$500 per hour, plus expenses.

Financial reviews and other financial planning services may also be provided at fixed fees negotiated in advance. These fixed fees generally range from \$1,500 to \$6,000. An initial retainer of 50% of the estimated fee will be due upon signing the advisory agreement. The remaining balance is due upon presentation of the plan to the client.

The Firm requires an initial retainer of 50% of the estimated fees for Financial Planning. The fee may be negotiated under certain circumstances.

Bills are sent upon completion of the project and progress bills may be sent on a monthly basis. Bills are due and payable upon receipt unless other arrangements are made in advance. Fees are refundable to the extent that services have not been provided or as provided in the specific engagement agreement. Earned fees will be determined using the hourly fee schedule as indicated above.

The *Intricity* financial planning service including the investment advisory component is provided at fees based on the subscription fee plus a percentage of the market value of the client's account (s) under advisement upon the inception of the service and any additional set fee for complex tax planning/tax return services. These total fees are paid in monthly installments. Payments are due and payable at the beginning of each month.

B. CONSULTING

Fees for specific administrative and consulting services will be billed at standard billing rates which generally range from \$90-500 per hour, plus expenses. Bills are sent upon completion of the consulting project and are due and payable upon receipt unless other arrangements are made in advance.

C. INVESTMENT STRATEGIES

The annual fee for investment supervisory services will be charged as a percentage of assets under management, according to the following schedule:

Assets Under Management	Annual fee	Quarterly
First \$500,000	1.25%	0.3125%
Next \$500,000	1.00%	0.2500%
Next \$1,000,000	.90%	0.2250%
Next \$1,000,000	.80%	0.2000%
Next \$1,000,000	.70%	0.1750%
Next \$1,000,000	.60%	0.1500%
\$5,000,000 or More	Flat .60%	Flat 0.1500%

The Firm will quote an exact percentage to clients based on both the nature and total dollar value of that account. However, the Firm, in its sole discretion, may reduce its assets under management minimum and/or charge a lesser investment management fee based upon certain criteria (e.g., anticipated future earning capacity, anticipated future additional assets, dollar amount of assets to be managed, related accounts, account composition, negotiations with client, etc.). The Firm does not charge management fees on cash balances in new accounts until such time that the investment strategy is implemented.

Client accounts are subject to a minimum quarterly fee that is reset at the beginning of each year. The minimum fees are updated each quarter to account for client withdrawals and deposits during the most recent quarter. The minimum fee calculation is as follows:

Minimum Fee =

[1st Quarter Fee x 95% x (Portfolio Value – Withdrawals + Deposits)]/Portfolio Value

Multiply the 1st Quarter Fee for the current year by 95%, then multiply such amount by the sum of the Portfolio Value minus Withdrawals plus Deposits during the time period between 1st Quarter fee and the current quarter. Once such sum is calculated then divide this sum by the Portfolio Value; provided, however, that the ratio of [(Portfolio Value – Withdrawals + Deposits)/Portfolio Value] cannot be greater than 1.00.

Portfolio Value = Value on the date used to calculate the 1st Quarter Fee (typically December 20th of the previous year).

Clients will be invoiced in advance, at the beginning of each calendar quarter, based upon the custodian reported value of assets under management as of the 20th day of the last month of the previous quarter, or, if later, the first business day after the 20th day of the last month of the previous quarter. Fees may be rounded to the nearest whole dollar. The client may direct the Firm to deduct quarterly fees from their asset account or to bill them for fees incurred.

The Firm may reduce or waive fees for employees of the firm, and their family members or other parties, at our sole discretion.

INTRICITY SERVICE

The annual fee for financial planning and non-discretionary advisory service will be charged as a base subscription fee of \$110 per month plus a percentage of account(s) under advisement, according to the following schedule:

Investment Portfolio Size	Portfolio Annual fee
First \$500,000	.50%
Next \$500,000	.60%
Next \$500,000	.70%
Next \$500,000	.80%
+ \$2,000,000	.10%

Additional optional set fee for complex annual tax planning/tax return services may apply.

Clients will be invoiced monthly in advance, at the beginning of each calendar month, regarding investment portfolio size portion of fees will be based upon the custodian reported value of assets under advisement as of the inception of the *Intricity* service. Fees may be rounded to the nearest whole dollar. The Firm will automatically deduct monthly fees from client designated payment account.

D. Other Services

The Firm's fees for services to unaffiliated RIAs using a TRX software subscription, such as portfolio rebalancing, are provided at a negotiated annual fixed fee due and payable in advance. These fixed fees generally begin at \$6,000.

The Firm's fees for *inStrategy* are subject to negotiation.

E. OTHER FEES AND EXPENSES

The Firm's fees are exclusive of brokerage commissions, transaction fees, and other related costs and expenses that are incurred by the client. Clients may incur certain charges imposed by custodians, brokers, third party investment managers and other third parties, such as fees charged by managers, custodial fees, deferred sales charges, odd-lot differentials, transfer taxes, wire transfer and electronic fund fees, and other fees and taxes on brokerage accounts and securities transactions. Mutual funds and exchange traded funds also charge internal management fees, which are disclosed in a fund's prospectus. Such charges, fees and commissions are exclusive of

and in addition to the Firm's fee, and it will not receive any portion of these commissions, fees, and costs. For more information about the Firm's brokerage practice please see Item 12.A. A client could invest in a mutual fund directly, without the Firm's services. In that case, the client would not receive the services provided by the Firm that are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial conditions and objectives. Accordingly, the client is advised to review both the fees charged by the funds and the fees charged by the Firm to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

F. TERMINATION OF ADVISORY SERVICES

A client agreement may be cancelled at any time, by either party, for any reason, upon receipt of written notice. Upon termination of any account, any prepaid, unearned fees will be promptly refunded and any earned, unpaid fees will be due and payable.

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

The Firm does not accept performance-based fees or participate in side-by-side management. Side-by-side management refers to the practice of managing accounts that are charged performance-based fees while at the same time managing accounts that are not charged performance-based fees.

Performance-based fees are fees that are based on a share of capital gains or capital appreciation of a client's account. The Firm's fees are calculated as described in Item 5 above and are not charged on the basis of a share of capital gains upon, or capital appreciation of, the funds in your advisory account.

ITEM 7. TYPES OF CLIENTS

The Firm's services are offered to individuals, pension and profit sharing plans, trusts, estates, charities and corporations or other business entities.

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

A. METHODS OF ANALYSIS AND INVESTMENT STRATEGIES

The Firm's methods of analysis primarily include Asset Allocation and Fundamental Analysis. Asset Allocation – Asset Allocation is an investment strategy that aims to balance risk and reward by apportioning a portfolio's assets according to an individual's goals, risk tolerance and investment horizon among various asset classes. The asset classes typically include equities, fixed-income, and cash and equivalents. Each class has different levels of risk and return, so each will behave differently over time.

Fundamental Analysis - Fundamental analysis is a technique that attempts to determine a security's value by focusing on underlying factors that affect a company's actual business and its future prospects. The analysis is performed on historical and present data. On a broader scope, one can perform fundamental analysis on industries or the economy as a whole. The term refers to the analysis of the economic well-being of a financial entity as opposed to only its price movements.

The Firm may use other investment strategies when handling special situations for clients in order to diversify concentrated positions or reduce tax implications. Because these investment strategies involve certain degrees of risk, they will be recommended when consistent with the client's stated tolerance for risk. Each client is advised that investing in securities involves risk of loss that they should be prepared to bear.

The Firm uses various sources of information to help it manage client's investment account(s). These include:

- Computer software that performs statistical analysis
- Financial newspapers and magazines
- Research materials prepared by others
- Corporate rating services
- Annual reports, company financial statements, prospectuses and filings with the Securities and Exchange Commission
- Company press releases
- Financial news media, including televised and Web-based
- Contact with investment company representatives

B. INVESTMENT RISKS/RISK OF LOSS

The Firm uses mutual funds to implement investment strategies in its clients' accounts. The Firm may also occasionally offer advice regarding additional types of investments if they are appropriate to address the individual needs, goals, and objectives of the client or in response to client inquiry. The Firm may offer investment advice on any investment held by the client at the start of the advisory relationship.

All investments bear different types and degrees of risk, and **investing in securities involves risk of loss that clients should be prepared to bear.** While the Firm uses investment strategies that are designed to provide appropriate investment diversification, some investments have significantly greater risks than others. Obtaining higher rates of return on investments entails accepting higher levels of risk. Recommended investment strategies seek to balance risks and rewards to achieve investment objectives. A client needs to ask questions about risks he/she does not understand; the Firm and its associates would be pleased to discuss them.

The Firm strives to render its best judgment on behalf of its clients. Still, it cannot assure or guarantee clients that investments will be profitable or assure that no losses will occur in an investment portfolio. Past performance is an important consideration with respect to any investment or investment adviser but is not a reliable predictor of future performance. The Firm continuously strives to provide outstanding long-term investment performance, but many economic and market variables beyond its control can affect the performance of an investment portfolio.

An investment could lose money over short or even long periods. A client should expect his/her account value and returns to fluctuate within a wide range, like the fluctuations of the overall stock and bond markets. A client's account performance could be hurt by:

- **Stock market risk:** The chance that stock prices overall will decline. Stock markets tend to move in cycles, with periods of rising stock prices and periods of falling stock prices.
- **Interest rate risk:** The chance that bond prices overall will decline because of rising interest rates.
- **Manager risk:** The chance that the proportions allocated to the various securities will cause the client's account to underperform relative to benchmarks or other accounts with a similar investment objective.
- **International investing risk:** Investing in the securities of non-U.S. companies involves special risks not typically associated with investing in U.S. companies. Foreign securities tend to be more volatile and less liquid than investments in U.S. securities, and may lose value because of adverse political, social or economic developments overseas or due to changes in the exchange rates between foreign currencies and the U.S. dollar. In addition, foreign investments are subject to settlement practices, as well as regulatory and financial reporting standards, that differ from those of the U.S.
- **Margin Risk:** The Firm does not recommend using margin to increase investment leverage; however, clients may maintain margin accounts for personal borrowing purposes. Margin accounts can be very risky and they are not suitable for everyone. Before opening a margin account, you should fully understand that:
 - A client can lose more money than he/she has invested;
 - A client may have to deposit additional cash or securities in his/her account on short notice to cover market losses;
 - A client may be forced to sell some or all of his/her securities when falling stock prices reduce the value of your securities; and
 - A client's brokerage firm may sell some or all of your securities without consulting him/her to pay off the loan it made to him/her. For example, if a client's account falls below the maintenance requirement, the brokerage firm generally will make a margin call to ask the client to deposit more cash or securities into his/her account. If the client is unable to meet the margin call, the brokerage firm will sell the client's securities to increase the equity in the client's account up to or above the brokerage firm's maintenance requirement.

ITEM 9. DISCIPLINARY INFORMATION

Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events within the past 10 years that would be material to your evaluation of the Adviser or the integrity of its management.

The Firm and its management have no information applicable to this Item because they have not been the subject of any administrative, civil, criminal, regulatory (SEC or State) or self-regulatory proceedings.

ITEM 10. OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS

A. BROKER-DEALER AFFILIATIONS

The Firm is not affiliated with a broker-dealer.

B. FUTURES/COMMODITIES FIRM AFFILIATION

The Firm is not affiliated with a futures or commodities broker.

C. OTHER INDUSTRY AFFILIATIONS

An owner of the Firm, Tara Weisinger, is a licensed CPA who supervises the provision of tax preparation services to the Firm's investment advisory clients. The Firm may recommend tax preparation services to the Firm's investment advisory clients or its investment advisory services to tax preparation clients. With the ability of the Firm to provide tax preparation and investment advisory services, this could be viewed as a conflict of interest because clients pay a separate fee for each service. However, the Firm attempts to mitigate any conflicts of interest to the best of its ability by placing the client's interests ahead of its own and through the implementation of policies and procedures that address the conflict.

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

A. DESCRIPTION

The Firm's Code of Ethics establishes ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. The Code of Ethics is available free of charge upon request by any client or prospective client.

The Firm's Code of Ethics covers all supervised persons, and it describes the Firm's high standard of business conduct and fiduciary duty to clients. 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 and the reporting of certain gifts and business entertainment items, and personal securities trading procedures, among other things. All supervised persons must acknowledge the terms of the Code of Ethics annually, or as amended.

B. MATERIAL INTEREST IN SECURITIES

The Firm does not have a material interest in any securities. Additionally, it is the Firm's policy to not effect any principal or agency cross securities transactions for client accounts. Principal transactions are generally defined as transactions where an adviser, acting as principal for its own account or the account of an affiliated broker-dealer, buys from or sells any security to any advisory client. A principal transaction may also be deemed to have occurred if a security is crossed between an affiliated hedge fund and another client account. An agency cross transaction is defined as a transaction where a person acts as an investment adviser for a client in a transaction in which the investment adviser, or any person controlled by or under common control with the investment adviser, also acts as broker for another person on the other side of the transaction. Agency cross transactions may arise where an adviser is dually registered as a broker-dealer or has an affiliated broker-dealer.

C. INVESTING IN OR RECOMMENDING THE SAME SECURITIES

The Firm or individuals associated with us may buy or sell – for their personal account(s) - investment products identical or opposite to those recommended to clients. It is the Firm’s general policy that no person employed by it may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. On occasion, circumstances may arise where different goals, trading programs or time horizons could have the Firm or individuals associated with the Firm assuming a trading position before or after the client(s), transaction that may or may not be the same or is counter to those of advisory accounts. All positions are reviewed in an effort to prevent such employees from benefiting from transactions placed on behalf of advisory accounts. The Firm will always act in the client’s best interest.

ITEM 12. BROKERAGE PRACTICES

A. RECOMMENDATION CRITERIA

Clients’ accounts are maintained at a “qualified custodian,” generally a broker-dealer or bank. The custodian will hold the client’s assets and will usually act as the broker to effect transactions as well. The Firm participates in the Schwab Advisor Services (formerly called Schwab Institutional) program offered to independent investment advisers by Charles Schwab & Company, Inc., a FINRA registered Broker/Dealer. The Firm generally recommends that clients use discount brokers and custodians. The services of Charles Schwab & Company, Inc. are recommended for ease of administration and efficiency. In choosing to recommend this custodian, the Firm considered a variety of factors including its financial strength, reputation, execution, discount commission rates, trading and technology support, research and the quality of customer service. All clients are free to select any custodian/broker of his or her choice. The Firm is not affiliated with Charles Schwab & Company, Inc. nor does it receive commissions or fees for recommending this provider.

Additionally, the services of Shareholder Services Group (“SSG”), a local area brokerage firm, are generally recommended to clients, as applicable, using the same variety of factors as noted above. The Firm is not affiliated with the brokerage firm. SSG does not supervise the Firm, its agents or activities.

Recommended custodians/brokers may charge brokerage commissions and/or transaction fees for effecting securities transactions. In addition to the Firm’s investment management fee, brokerage commissions and/or transaction fees, the client will also incur, relative to all mutual fund purchases, charges imposed at the mutual fund level (e.g., management fees and other fund expenses).

The recommended custodians/brokers charge commission rates that are generally considered discounted from customary retail commission rates. The commissions and/or transaction fees charged by the recommended custodians/brokers may be higher or lower than those charged by other custodians/brokers. The Firm does not receive any portion of the commissions and/or transaction fees charged to its clients.

Although the commissions/transaction fees paid by the Firm’s clients shall comply with the Firm’s duty to obtain best execution, a client may pay a commission or transaction fee that is

higher than another qualified custodian/broker might charge to effect the same transaction where the Firm determines, in good faith, that the commission is reasonable in relation to the value of the brokerage 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 custodian/broker services, including execution capability, commissions rates and responsiveness. Accordingly, although the Firm will seek competitive rates, it may not necessarily obtain the lowest possible commissions/transaction fees rates for client account transactions.

i. RESEARCH AND OTHER BENEFITS

The Firm participates in Charles Schwab & Company's Schwab Advisor Services program ("Program"). The Firm may recommend that clients establish brokerage accounts with the Program to maintain custody of clients' assets and to effect trades for their accounts. The Firm is independently owned and operated and not affiliated with the Program. The Program provides the Firm with access to its institutional trading and custody services, which are typically not available to the Program's 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 the Program, and are not otherwise contingent upon the Firm's committing to the Program any specific amount of business. The Program's services include brokerage, custody, research, 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 the Firm's client accounts maintained in its custody, the Program generally does not charge separately for custody but is compensated by account holders through commissions or other transaction-related fees for securities trades that are executed through the Program or that settle into the Program's accounts.

The Program also makes available to the Firm other products and services that benefit the Firm but may not benefit its clients' accounts. Some of these other products and services assist the Firm in managing and administering clients' accounts. These include software and other technology 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 the Firm's fees from its clients' accounts, and assist with back-office functions, recordkeeping and client reporting. Many of these services generally may be used to service all or a substantial number of the Firm's accounts, including accounts not maintained at the Program. The Program also makes available to the Firm other services intended to help it manage and further develop its business enterprise. These services may include consulting, publications and conferences on practice management, information technology, business succession, regulatory compliance, and marketing. In addition, the Program may make available, arrange and/or pay for these types of services rendered to the Firm by independent third parties. The Program may discount or waive fees it would otherwise charge for some of these services or pay all or part of the fees of a third-party providing these services to the Firm. While as a fiduciary the Firm endeavors to act in its

clients' best interests, the Firm's recommendation that clients maintain their assets in accounts at the Program may be based in part on the benefit to the Firm and the availability of some of the foregoing products and services and not solely on the nature, cost or quality of custody and brokerage services provided by the Program, which may create a potential conflict of interest. The Firm's clients do not pay more for investment transactions effected and/or assets maintained at the Program as a result of this arrangement. There is no corresponding commitment made by the Firm to the Program or any other entity to invest any specific amount or percentage of client assets in any specific mutual funds, securities or other investment products as a result of these arrangements.

ii. BROKERAGE FOR CLIENT REFERRALS

The Firm does not receive client referrals or any other incentive from any broker/dealer.

iii. DIRECTED BROKERAGE

Some clients may direct the Firm to a specific broker-dealer to execute securities transactions for their accounts. When so directed, the Firm may not be able to effectively negotiate lower brokerage commissions, aggregate orders with trades placed through other broker-dealers, or achieve best execution on clients' transactions. This can result in substantially higher fees, charges or dealer concessions in one or more transactions for the clients' account because the Firm cannot negotiate favorable prices.

B. TRADING POLICIES

On occasions when selling the same security for multiple accounts, the Firm may aggregate orders to a single block order against an average price account. The average price account will allocate proportionate shares to each client's account.

ITEM 13. REVIEW OF ACCOUNTS

A. PERIODIC REVIEWS

The Firm reviews the general holdings of clients' portfolios on an ongoing basis. All clients (in person or via telephone) are encouraged to comprehensively review financial planning, investment objectives, and account performance with us on an annual basis.

B. OTHER REVIEWS

All investment supervisory clients are advised that it remains their responsibility to advise us of any changes in their investment objectives and/or financial situation.

C. REPORTS

The Firm provides quarterly written reports to each investment management client. The reports contain the client's portfolio balances and returns for the quarter. In addition, all clients will receive at least quarterly statements from their custodian. The Firm urges clients to carefully review such statements.

ITEM 14. CLIENT REFERRALS AND OTHER COMPENSATION

A. OTHER COMPENSATION

We receive an economic benefit from Charles Schwab & Company in the form of the support products and services they make available to us and other independent investment advisors through the Schwab Advisor Services program. These products and services, how they benefit us, and the related conflicts of interest are described above (see *Item 12 – Brokerage Practices*). We do not base particular investment advice, such as buying particular securities for our clients, on the availability of Schwab's products and services to us. The Firm does not receive any other compensation for providing investment advice to clients.

B. CLIENT REFERRALS

The Firm does not use the services of solicitors or pay for client referrals.

ITEM 15. CUSTODY

All client funds, securities and accounts are held at third-party custodians. The Firm is not affiliated with the third-party custodians, such as Charles Schwab & Company and SSG. Custodians do not supervise the Firm, its agents or activities. The Firm does not take possession of a client's securities. However, the Firm has limited custody when the client authorizes the Firm with the ability to deduct fees directly from the client's account. The Firm follows the guidelines established by the Securities and Exchange Commission for directly debiting advisory fees from client custodial accounts.

Clients should receive at least quarterly statements from the broker dealer, bank or other qualified custodian that holds and maintains client's investment assets. The statements will show the fee withdrawn. The Firm urges each client to carefully review such statements and compare them to the reports provided by the Firm. Clients with any questions about their statements should contact the Firm at the address or phone number on the cover of this brochure. Clients who do not receive a statement from their qualified custodian at least quarterly should also notify the Firm.

ITEM 16. INVESTMENT DISCRETION

The Firm manages client accounts on a discretionary basis, which is granted when the client signs its discretionary investment management agreement. The Agreement grants the Firm's discretionary trading authority as to the type, price, time and amount of securities to be bought and sold. The Firm will be allowed to place trades without first obtaining the client's consent to each trade. Directions will be given to the account custodian to complete the transaction.

The Firm manages client *Intricity* accounts on a non-discretionary basis. The client maintains trading authority over the *Intricity* account. The Firm will not place trades for these accounts.

ITEM 17. VOTING CLIENT SECURITIES

A. PROXY VOTING

The Firm will not be responsible for responding to proxies for securities held in clients' accounts. Proxy solicitation materials will be forwarded to clients for response and voting. In the event a client has a question about a proxy solicitation, the client should contact his or her investment adviser representative.

B. CLASS ACTIONS

In cases where the Firm is responsible for filing class actions on behalf of clients, we have selected an unaffiliated third party vendor to provide class action litigation monitoring and securities claim filing services on behalf of our clients. This vendor will monitor class actions for which our clients may be eligible. Upon learning of any such class actions the vendor will collect the applicable documentation, interpret the terms of each settlement, file the appropriate claim form, interact with the administrators and distribute the award to applicable clients. The vendor charges clients a contingency fee which is subtracted from the award at the time of payment.

Clients may opt-out entirely or may list specific companies against which claims should not be filed on their behalf. Clients may change their opt-out election at any time by notifying the Firm in writing. Because the Firm provides this service to our Clients through a third party vendor, we will not monitor class action suits or process any claim forms on clients' behalf, *whether or not they opt-out of this service. If a client chooses to opt-out, the vendor also will not monitor any class action suits from which the client may be entitled to awards, and the vendor will not process any claim forms on the client's behalf.* Clients who opt-out are entitled to pursue securities claims on their own.

ITEM 18. FINANCIAL INFORMATION

A. BALANCE SHEET

The Firm does not require or solicit prepayment of more than \$1,200 in fees per client, six months or more in advance. Therefore, it does not have to provide a balance sheet.

B. FINANCIAL CONDITION

Registered investment advisers are required in this Item to provide clients with certain financial information or disclosures about the Firm's financial condition. The Firm does not have a financial commitment that impairs its ability to service its clients.

C. BANKRUPTCY

The Firm has not been the subject of a bankruptcy proceeding.