

# Marygold & Co.

ADVISORY SERVICES, LLC

FORM ADV PART 2A  
FIRM BROCHURE  
AUGUST 24, 2020

This brochure provides information about the qualifications and business practices of Marygold and Co. Advisory Services, LLC and its registered investment adviser representatives. Any questions about the contents of this brochure may be directed to Marygold and Co. Advisory Services by calling 877-249-8973 or by emailing Timothy Rooney, Chief Compliance Officer, at [Trooney@marygoldandco.com](mailto:Trooney@marygoldandco.com). 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. Registration does not imply a certain level of skill or training. Additional information about Marygold and Co. Advisory Services also is available on the SEC’s website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). The site may be searched by a unique identifying number known as a CRD number. Marygold and Co. Advisory Services, LLC’s CRD number is 310439.

## **ITEM 2                      MATERIAL CHANGES**

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This version of Part 2A of Form ADV (“Firm Brochure”) dated **August 24, 2020** is our initial brochure document. It contains information about our business practices as well as a description of potential conflicts of interest relating to our advisory business that could affect a client’s account with us. We are providing this material in accordance with Rule 204-3 of the Investment Advisers Act of 1940, which requires a registered investment adviser to provide a written disclosure statement upon entering into an advisory relationship.

### **Material Changes Since the Last Update:**

There are no material changes to report as this is our initial brochure document.

### **Full Brochure Available:**

We will provide a new version of the Firm Brochure as necessary when updates or new information are added, at any time, without charge. To request a complete copy of our Firm Brochure, contact us by telephone at 877-249-8973 or by email to [Trooney@marygoldandco.com](mailto:Trooney@marygoldandco.com).

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## **ITEM 4                      ADVISORY SERVICES**

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### **A. FIRM DESCRIPTION**

Marygold and Co. Advisory Services, LLC (the “Firm”) is as an investment adviser currently in the process of registering with the SEC. The Firm is a newly organized limited liability company formed under the laws of the State of Delaware. The Firm is wholly owned by Marygold and Co., a subsidiary of Concierge Technologies, Inc., a global diversified holding company.

Marygold and Co. Advisory Services, LLC is part of Marygold and Co., a new fintech banking service that offers a secure way to send, receive, pay and save through a customizable mobile platform. The primary focus of the Firm is to empower individuals by expanding their financial independence. Our services will be provided to our clients through the use of Marygold and Co.’s online mobile platform.

### **B. TYPES OF ADVISORY SERVICES**

All services provided by the Firm will be facilitated through the Marygold and Co. online mobile platform. The platform will provide clients with account aggregation services, financial budgeting services, credit score and credit support services, as well as access to a variety of target date model portfolios (Money Pools).

#### *Account Aggregation Services:*

The Marygold and Co. online platform will allow clients to view their account information from various institutions all in one place. This service will allow clients to access multiple accounts held in different institutions, accessing assets held on various platforms. The service will compile the information held in their checking, savings, 401(k)s, IRAs, and brokerage accounts and provide a place where they can easily view their aggregate balance and determine how to proceed with their assets.

#### *Financial Budgeting Services:*

The Marygold and Co. online platform will provide the client with financial budgeting tools that will track their investments, help to adjust their household budget, estimate college tuition as well as retirement expenses, factor in insurance costs and assist in tax calculations.

#### *Credit Score and Credit Support Services:*

Another service available on the mobile platform will be credit score and credit support services. These services will provide the client with their credit score as well as educate the client on a variety of credit score topics. The credit support service will include advice for building up credit score, educational brochures in regard to identity theft, and global information on credit health.

### *Target Date Model Portfolio (Money Pool) Investment Services:*

Our Money Pool services will also be provided through the Marygold and Co. virtual platform. Each client will have the ability to invest in Money Pools that best fit their financial goals and correspond with their investment time horizons. The Firm will provide a description of each Money Pool available on the online platform. Each description will include the length of time by which the investments in the Money Pool will be held, which securities will be in the Money Pool, as well as the risk tolerance associated with the given time frame and list of securities. The Money Pool will be made up of low cost and highly liquid Exchange Traded Funds (ETFs) that will include a mix of equity and/or fixed income allocations.

Once the client has selected a particular Money Pool(s), their portfolio is continuously monitored and rebalanced based on the fluctuation of the market. Please keep in mind however that the Firm will not monitor each individual client account. The Firm will only monitor the Money Pool and determine if the composition of the Money Pool(s) needs to be modified.

Prior to engaging the Firm to this service, the Firm requires an investment management agreement (“IMA”) endorsed by the client prior to the engagement of services. The IMA outlines the services and fees the clients will incur pursuant to the IMA with the Firm. This agreement will also be available through the virtual platform.

## **C. TAILORED RELATONSHIPS**

Marygold and Co. Advisory Services, LLC offers the same suite of services to all of its clients. The services offered by the Firm are organized based on time horizons. Specific client portfolio decisions and their implementation are dependent upon the client’s current situation (income, objectives, and most specifically time horizons for their investment goals). The analysis of their current situation is then used to construct a client specific plan to aid in the selection of portfolios, or Money Pools that matches the time horizon of the client’s goals.

Clients may not impose restrictions in investing in certain securities or types of securities.

## **D. WRAP FEE PROGRAMS**

The Firm does not participate in and is not a sponsor of wrap fee programs.

Wrap Fee Programs are arrangements between broker-dealers, investment advisers, banks and other financial institutions and affiliated and unaffiliated investment advisers through which the clients of such firms receive discretionary investment advisory, execution, clearing and custodial services in a “bundled” form. In exchange for these “bundled” services, the clients pay an all-inclusive (or “wrap”) fee determined as a percentage of the assets held in the wrap account. Due to the nature of its advisory services.

## **E. ASSETS UNDER MANAGEMENT**

When calculating regulatory assets under management, an Investment Adviser must include the value of any advisory account over which it exercises continuous and regular advisory or management services.

As of August 15, 2020, Marygold and Co. Advisory Services, LLC reports \$0 in client assets on a discretionary basis and \$0 on a non-discretionary basis.

## **ITEM 5 FEES AND COMPENSATION**

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### **A. DESCRIPTION AND BILLING**

Fees associated with account aggregation services, financial budgeting services, credit score and credit support services are directly correlated to the cost of the financial mobile platform and are absorbed by the subscription to the platform itself.

The annual advisory fee for the Target Date Model Portfolio - Money Pool Investment Service will be 25 basis points. This does not include the underlying expenses of the low-fee ETFs. The IMA is valid for terms of one year with automatic one-year renewals. Any changes, such as an increase or decrease to the annual advisory fee, may be made to the IMA in writing upon mutual agreement of the parties.

### **B. OTHER FEES AND PAYMENTS**

Fees associated with the Target Date Portfolio - Money Pool Investment Service will be deducted directly from the client's account monthly and collected in arrears. Clients with investments in ETFs may pay the underlying expenses of the ETFs selected. These expenses may include management fees, custodian fees, brokerage commission, and legal and accounting fees. Expenses of an ETF may vary and depend solely on the issuer of the ETF. Marygold and Co Advisory Services LLC will not collect any portion of the fees charged by the ETF issuers and will not be compensated by the ETF issuers.

### **C. REFUND AND TERMINATION POLICY**

Clients may terminate their services without penalty by withdrawing their investment from the Money Pool(s) at any time. Once the Firm received notice of termination, any service fees owed will become due immediately. The Firm will then discontinue all services and responsibilities to the client's investment in the Money Pool(s). Since the Firm will be charging in arrears, if the service is terminated mid-month, the Firm will deduct on the day the client sells out of the Money Pool. Services will continue until terminated by the client.

## **D. OTHER COMPENSATION**

Neither the Firm nor any of its supervised persons accept any compensation for the sale of securities or other investment products, including asset-based sales charges or service fees from the sales of any securities.

## **ITEM 6 PERFORMANCE-BASED FEES AND SIDE-BY-SIDE MANAGEMENT**

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### **A. PERFORMANCE-BASED FEES**

Neither the Firm nor any of its supervised persons accept performance-based fees. Performance-based fees are fees based on a share of capital gains on, or capital appreciation of the assets of the client.

### **B. SIDE-BY-SIDE MANAGEMENT**

Neither the Firm nor any of its supervised persons participate in side-by-side management. Side-by-side managements refers to the practice of managing accounts that are charged a performance-based fee as well as charged another type of fee, such as a flat fee, hourly fee, or an asset-based fee.

## **ITEM 7 TYPES OF CLIENTS**

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Our Firm provides services to individuals, high-net worth individuals, as well as pension and retirement plans. Our clients are individuals and families from all walks of life and all levels of investment expertise. Our Firm does not require a minimum account size. Our goal is to help individuals attain financial independence by creating an environment in which they can thrive.

## **ITEM 8 METHODS OF ANALYSIS, INVESTMENT STRATEGIES AND RISK OF LOSS**

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### **A. METHODS OF ANALYSIS**

The Firm may utilize one or more of the following methods of analysis when providing investment advice to its clients:



***Fundamental analysis*** concentrates on factors that determine a company's value and expected future earnings. It involves analyzing its financial statements and health, its management and competitive advantages and its competitors and markets. Fundamental analysis is performed on historical and present data but with the goal of making financial forecasts. There are several possible objectives: to conduct a company stock valuation and predict its probable price evolution; to make a projection on its business performance; to evaluate its management and make internal business decisions and to calculate its credit risk. This strategy would normally encourage equity purchases in stocks that are undervalued or priced below their perceived value. The risk assumed is that the market will fail to reach expectations of perceived value.

***Technical analysis*** is a method of evaluating securities by relying on the assumption that market data, such as charts of price, volume and open interest can help predict future (usually short-term) market trends. It attempts to predict a future stock price or direction based on market trends. Technical analysis assumes that market psychology influences trading in a way that enables predicting when a stock will rise or fall. Technical analysis methods employ software and other financial data management tools to assess various aspects of the marketplace. The risk is that markets do not always follow patterns and relying solely on this method may not work long term.

***Cyclical analysis*** assumes that markets react in cyclical patterns which, once identified, can be leveraged to provide performance. Cyclical analysis of economic cycles is used to determine how these cycles affect the returns of an investment, an asset class or an individual company's profits. Cyclical analysis is a time-based assessment which incorporates past and present performance to determine future value. Cyclical risks exist because the broad economy has been shown to move in cycles, from periods of peak performance followed by a downturn, then a trough of low activity. The risks of this strategy are two-fold: (1) the markets do not always repeat cyclical patterns; and (2) if too many investors begin to implement this strategy, it changes the very cycles of which they are trying to take advantage.

## **B. INVESTMENT STRATEGIES**

The Firm will provide a description of the Money Pool(s) on the Marygold and Co. online platform. Within each description, the Firm will include the investment strategy or approach most appropriate for the set Money Pool to yield the best results. The Money Pool(s) are structured based on time horizon and strategy. For example, a Money Pool with a longer time horizon, with a more traditionally moderate to aggressive strategy is an option that will be available to the end-user. A Money Pool with a shorter time horizon and a traditionally conservative investment strategy will also be available to the end-user. It is then the responsibility of the end-user to choose a Money Pool most appropriate for their needs and aligns best with

their risk tolerance and time horizon. The primary difference between the investment strategies utilized by the Firm is the percentage of equity and/or fixed income allocations in each Money Pool.

### **C. RISK OF LOSS**

Clients need to be aware that investing in securities involves risk of loss of the principal. Every method of analysis has its own inherent risks. To perform an accurate market analysis, the Firm must have access to current/new market information. The Firm has no control over the dissemination rate of market information; therefore, certain analyses may be compiled with outdated market information, severely limiting the value of the Firm's analysis. Furthermore, an accurate market analysis can only produce a forecast of the direction of market values. There can be no assurances that a forecasted change in market value will materialize into actionable and/or profitable investment opportunities.

Different types of investments involve varying degrees of risk, and it should not be assumed that future performance of any specific investment or investment strategy (including the investments and/or investment strategies recommended or undertaken by the Firm) will be profitable or equal any specific performance level(s). The Firm does not represent, warrant, or imply that its services or methods of analysis can or will predict future results, successfully identify market tops or bottoms, or insulate clients from losses due to market corrections or declines. Notwithstanding the Firm's method of analysis or investment strategy, the assets within the client's portfolio are subject to the risk of devaluation or loss. The client should be aware that many different events can affect the value of the client's assets or portfolio including, but not limited to, changes in the financial status of companies, market fluctuations, changes in exchange rates, trading suspensions and delays, economic reports, and natural disasters.

All investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind.

Investors face the following investment risks:

***Interest-rate Risk:*** Fluctuations in interest rates may cause investment prices to fluctuate. For example, when interest rates rise, yields on existing bonds become less attractive, causing their market values to decline.

***Market Risk:*** The price of a security, bond, or mutual fund may drop in reaction to tangible and intangible events and conditions. This type of risk is caused by external factors independent of a security's particular underlying circumstances. For example, political, economic, and social conditions may trigger market events.

***Inflation Risk:*** When any type of inflation is present, a dollar will be worth more today than a dollar next year, because purchasing power is eroding at the rate of inflation.

***Prepayment Risk:*** The returns on the collateral for the deal can change dramatically at times if the debtors prepay the loans earlier than scheduled.

***Reinvestment Risk:*** This is the risk that future proceeds from investments may have to be reinvested at a potentially lower rate of return (i.e., interest rate). This primarily relates to fixed income securities.

***Business Risk:*** This risk is associated with a particular industry or a particular company within an industry.

***Liquidity Risk:*** Liquidity is the ability to convert an investment into cash readily. Generally, assets are more liquid if many traders are interested in a standardized product. For example, Treasury Bills are highly liquid, while real estate properties are not.

Risk Factors relevant to specific securities utilized include:

***Equity Securities:*** The value of the equity securities are subject to market risk, including changes in economic conditions, growth rates, profits, interest rates and the market's perception of these securities. While offering greater potential for long-term growth, equity securities are more volatile and riskier than some other forms of investment.

***Exchange Traded Funds ("ETF"):*** ETFs represent an interest in a passively managed portfolio of securities selected to replicate a securities index, such as the S&P 500 Index or the Dow Jones Industrial Average, or to represent exposure to a particular industry or sector. Unlike open-end mutual funds, the shares of ETFs are not purchased and redeemed by investors directly with the fund, but instead, are purchased and sold through broker-dealers in transactions on a stock exchange. Because ETFs are traded on an exchange, they may trade at a discount from or a premium to the net asset value per share of the underlying portfolio of securities. In addition to bearing the risks related to investments in equity securities, investors in ETFs intended to replicate a securities index bear the risk that the ETF's performance may not correctly replicate the performance of the index. Investors in ETFs, closed-end funds and other investment companies bear a proportionate share of the expenses of those funds, including management fees, custodial and accounting costs, and other expenses. Trading in ETFs also entails payment of brokerage commissions and other transaction costs.

***Mutual Fund Shares:*** Some of the risks of investing in mutual fund shares include: (i) the price to invest in mutual fund shares is the fund's per share net asset value (NAV) plus any shareholder fees that the fund imposes at the time of purchase (such as sales loads), (ii) investors must pay sales charges, annual fees, and other expenses regardless of how the fund performs, and (iii) investors typically cannot ascertain the exact

make-up of a fund's portfolio at any given time, nor can they directly influence which securities the fund manager buys and sells or the timing of those trades.

***Fixed Income Securities:*** Prices of fixed income securities tend to move inversely with changes in interest rates. Typically, a rise in rates will adversely affect fixed-income security prices. The longer the effective maturity and duration of the client's portfolio, the more the portfolio's value is likely to react to interest rates. For example, securities with longer maturities sometimes offer higher yields but are subject to greater price shifts as a result of interest rate changes than debt securities with shorter maturities. Some fixed income securities give the issuer the option to call, or redeem, the securities before their maturity dates. If an issuer calls its security during a time of declining interest rates, we might have to reinvest the proceeds in an investment offering a lower yield, and therefore might not benefit from any increase in value as a result of declining interest rates. During periods of market illiquidity or rising interest rates, prices of callable issues are subject to increased price fluctuation.

While this information provides a synopsis of the events that may affect a client's investments, this listing is not exhaustive. Although the Firm's methods of analysis and investment strategies do not present any significant or unusual risks, all investment programs have certain risks that are borne by the investor. Our investment approach constantly keeps the risk of loss in mind. Clients should understand that there are inherent risks associated with investing and depending on the risk occurrence; clients may suffer LOSS OF ALL OR PART OF THE CLIENT'S PRINCIPAL INVESTMENT.

#### **D. RECOMMENDATION OF SPECIFIC TYPES OF SECURITIES**

The Firm's investment strategies primarily rely on low cost, highly liquid ETFs. Investments may include but are not limited to; ETFs, equity securities, and fixed-income securities.

## **ITEM 9                      DISCIPLINARY INFORMATION**

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Registered investment advisers are required to disclose all material facts regarding any legal or disciplinary events that are material to a client's or prospective client's evaluation of the Firm or the integrity of the Firm's management. The Firm nor any of its supervised persons has been involved in legal or disciplinary events that are related to past or present investment clients.

## **ITEM 10 OTHER FINANCIAL INDUSTRY ACTIVITIES AND AFFILIATIONS**

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### **A. FINANCIAL INDUSTRY ACTIVITIES**

The Firm is not a registered broker-dealer and does not have an application pending to register as a broker-dealer. Furthermore, none of the Firm's management or supervised persons is a registered representative of, nor has an application pending to register as a representative of, a broker-dealer.

### **B. FINANCIAL INDUSTRY AFFILIATIONS**

The Firm is not a registered Futures Commission Merchant, Commodity Pool Operator, or Commodity Trading Advisor and does not have an application pending to register as such. Furthermore, the Firm's management and supervised persons are not registered as and do not have an application pending to register as an associated person of the foregoing entities.

### **C. OTHER MATERIAL RELATIONSHIPS**

As mentioned earlier in Item 4, the Firm is a part of Marygold and Co., a digital banking, debit card and financial services company bringing the best Fintech solutions together for an app-driven community experience. Our goal is to enhance the client's experience on the mobile platform by providing them with the tools to boost their financial independence and shift their view of traditional investment management.

Nicholas Gerber, the CEO of Concierge Technologies, Inc., is a licensed commodity pool operator and commodity trading advisor.

### **D. OTHER INVESTMENT ADVISORS**

The Firm does not have any material arrangements with other investment advisers that are material to its advisory clients.

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

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### **A. DESCRIPTION OF CODE OF ETHICS**

All employees of the Firm must act in an ethical and professional manner. In view of the foregoing and applicable provisions of relevant law, the Firm has adopted a Code of Ethics in its Employee Policies and Procedures Manual to specify and prohibit certain types of transactions deemed to create conflicts of interest (or the potential for or the appearance of such conflicts), and to establish reporting requirements and enforcement procedures relating to personal trading by the Firm's personnel. The Firm's Code of Ethics in its Employee Policies and Procedures Manual, which specifically deals with professional standards, insider

trading, personal trading, gifts and entertainment, and fiduciary duties, establishes ideals for ethical conduct based upon fundamental principles of openness, integrity, honesty, and trust. We will provide a copy of our Code of Ethics to any client or prospective client upon request.

## **B. PARTICIPATION OR INTEREST IN CLIENT TRANSACTIONS**

The Firm does not recommend or effect transactions in securities in which any related person may have material financial interest.

## **C. PROPRIETARY / SIMULTANEOUS TRADING**

At times, the Firm or its affiliated persons may buy or sell securities for its own accounts that it has also recommended to clients. However, any purchase or sale of a security by the Firm or a related person will be subject to the Firm's fiduciary duty to client accounts. From time to time, representatives of the Firm may buy or sell securities for themselves at or around the same time as the Firm's client accounts. In any instance where similar securities are bought or sold, the Firm will uphold its fiduciary duty by always transacting on behalf of the client before transacting for its own benefit. The Firm will always document any transactions that could be construed as conflicts of interest. To mitigate or remedy any conflicts of interest or perceived conflicts of interest, the Firm will monitor its proprietary and personal trading reports for adherence to its Code of Ethics.

# **ITEM 12                      BROKERAGE PRACTICES**

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## **A. SELECTION AND RECOMMENDATION**

At this time, the Firm is in the process of reviewing custodians. Once the selection has been made, we will promptly update the Brochure.

## **B. RESEARCH AND OTHER SOFT DOLLAR BENEFITS**

The Firm does not currently receive "soft dollars."

Under "soft dollar" arrangements, one or more of the brokerage firms would provide or pay the costs of certain services, equipment, or other items. These soft dollar benefits are attributed to the investment advisor by reducing its expenses; however, the amount of the fee paid to the investment advisor by the client would not be reduced. Making allocations to brokerage businesses with soft dollar arrangements could enhance the ability to obtain research, optimal execution and other benefits on behalf of clients.

### **C. BROKERAGE FOR CLIENT REFFERALS**

At this time, the Firm does not receive client referrals from third parties for recommending the use of specific broker-dealer brokerage services.

### **D. DIRECTED BROKERAGE**

At this time, the Firm is in the process of reviewing custodians. Once the selection has been made, we will promptly update the Brochure.

### **E. ASSET AGGREGATION**

The intention of the Firm is to aggregate sale and purchase orders of securities (“block trading”) in Money Pool portfolios with similar orders in order to obtain the best pricing averages and minimize trading costs. This practice is reasonably likely to result in administrative convenience or an overall economic benefit to the client. The Firm may aggregate or “bunch” transactions for securities in a particular Money Pool portfolio with securities in another Money Pool portfolio in an effort to obtain the best execution under the circumstances.

## **ITEM 13                      REVIEW OF ACCOUNTS**

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### **A. PERIODIC REVIEWS**

There will not be a review of individual client accounts. The client, as the end user of the platform, will be making their own determinations of which Money Pool(s) is most suitable for them. The responsibility of the Firm is limited to ensuring that the makeup of the Money Pool(s) is appropriate given the time horizon.

### **B. INTERMITTENT REVIEW FACTORS**

Intermittent reviews may be triggered by substantial market fluctuation, material changes in the market, economic or political events, or health crises such as the pandemic. As aforementioned, individual client accounts will not be reviewed. The Firm will review the Money Pools and determine if the composition of the Money Pool(s) needs to be modified.

### **C. REPORTS**

We will provide electronic account statements at least quarterly, but usually monthly. These account statements show money balances, investment values, and transactions.

## **ITEM 14                      CLIENT REFERRALS AND OTHER COMPENSATION**

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### **A. ECONOMIC BENEFITS FROM OTHERS**

The Firm does not receive an economic benefit (such as sales awards or other prizes) from any third party for providing investment advice or other advisory services to its clients.

The Firm's advisers may attend events hosted by third parties with whom the Firm may or may not do business with, including fund managers, portfolio managers and others. These third parties may cover the cost of travel, lodging and meals for the advisers who travel to these events. The Firm ensures any potential conflict of interest is mitigated by requiring approval for such events and that such events must be educational in purpose. The Firm and its advisers do not accept any other economic benefits from these third parties.

### **B. COMPENSATION TO UNAFFILIATED THIRD PARTIES**

The Firm does not compensate, directly or indirectly any person who is not a supervised person of the Firm for client referrals.

## **ITEM 15                      CUSTODY**

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### **A. CUSTODIAN OF ASSETS**

Custody means holding, directly or indirectly, client funds or securities, or having any authority to obtain possession of them.

The Firm has custody due to its authority to deduct advisory fees from client accounts and because it can, subject to a standing letter of authorization, dispose of client funds or securities. The Firm will not maintain physical possession of client funds and securities. Instead, client's funds and securities are held by the Firm's preferred, qualified custodian.

While the Firm does not have physical custody of client funds or securities, payments of fees may be paid by the custodian from the custodial brokerage account that holds client funds pursuant to the client's account application. Prior to permitting direct debit of fees, each client provides written authorization permitting fees to be paid directly from the custodian.

### **B. ACCOUNT STATEMENTS**

Although the Firm is the client's adviser, the client's statements will be made available electronically by the broker-dealer or custodian. When the client receives these statements, they should be reviewed



carefully. Clients should compare asset values, holdings, and fees on the statement to that in the account statement issued the previous period.

## **ITEM 16                      INVESTMENT DISCRETION**

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The Firm's customary procedure is to have full discretionary authority in order to supervise and direct the investments of a client's accounts. Clients grant this authority upon execution of the Firm's IMA. This authority is for the purpose of making and implementing investment decisions, without the client's prior consultation. All investment decisions are made in accordance with the client's stated investment objectives. Other than management fees due to the Firm, which the Firm will receive directly from the custodian, the Firm's discretionary authority does not give authority to take or have possession of any assets in the client's account or to direct delivery of any securities or payment of any funds held in the account to the Firm. Furthermore, the Firm's discretionary authority by agreement does not allow it to direct the disposition of such securities or funds to anyone except the account owner.

## **ITEM 17                      VOTING CLIENT SECURITIES**

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The Firm will not vote proxies which are solicited for securities held in client accounts. The Firm will not be required to render any advice with respect to the voting of proxies solicited by or with respect to the issuers of securities in which assets of the client's account may be invested in occasionally. Furthermore, The Firm will not take any action or render any advice with respect to any securities held in any client's accounts that are named in or subject to class action lawsuits. The Firm will however, forward to the client any information received by The Firm regarding class action legal matters involving any security held in the client's account.

## **ITEM 18                      FINANCIAL INFORMATION**

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### **A. BALANCE SHEET REQUIREMENT**

The Firm is not the qualified custodian for client funds or securities and does not require prepayment of fees.

### **B. FINANCIAL CONDITION**

The Firm does not have any financial impairment that would preclude the Firm from meeting contractual commitments to clients.

### **C. BANKRUPTCY PETITION**

The Firm has not been the subject of a bankruptcy petition at any time during the last 10 years.